

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

2011

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

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

A <input type="checkbox"/> Check box if address changed		Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) McKnight Brain Research Foundation	Employer identification number (Employees' trust, see instructions.) 65-6301255
B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type Number, street, and room or suite no. If a P.O. box, see instructions. 200 South Orange Avenue, SOAB 10 City or town, state, and ZIP code Orlando, FL 32801	Unrelated business activity codes (See instructions.) 900000	
C Book value of all assets at end of year 37,137,740.	F Group exemption number (See instructions.) N/A G Check organization type <input type="checkbox"/> 501(c) corporation <input checked="" type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust		

H Describe the organization's primary unrelated business activity. **Investment in partnerships**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of **SunTrust Bank** Telephone number **(407) 237-4485**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales			
b Less returns and allowances			
c Balance	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4a Capital gain net income (attach Schedule D)	4a	255,188.	255,188.
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5	<76,087.> Stmt 14	<76,087.>
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule.)	12		
13 Total. Combine lines 3 through 12	13	179,101.	179,101.

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

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	
20 Charitable contributions (See instructions for limitation rules.)	20	83,813.
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	10,475.
29 Total deductions. Add lines 14 through 28	29	94,288.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	84,813.
31 Net operating loss deduction (limited to the amount on line 30)	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	84,813.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	83,813.

Part III Tax Computation	
35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ c Income tax on the amount on line 34	35c
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input checked="" type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36 28,299.
37 Proxy tax. See instructions	37
38 Alternative minimum tax	38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies	39 28,299.

Part IV Tax and Payments	
40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a
b Other credits (see instructions)	40b
c General business credit. Attach Form 3800	40c
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d
e Total credits. Add lines 40a through 40d	40e
41 Subtract line 40e from line 39	41 28,299.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42
43 Total tax. Add lines 41 and 42	43 28,299.
44a Payments: A 2010 overpayment credited to 2011	44a 18,000.
b 2011 estimated tax payments	44b
c Tax deposited with Form 8868	44c 11,782.
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d
e Backup withholding (see instructions)	44e
f Credit for small employer health insurance premiums (Attach Form 8941)	44f
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	44g
45 Total payments. Add lines 44a through 44g	45 29,782.
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48 1,483.
49 Enter the amount of line 48 you want: Credited to 2012 estimated tax 1,483. Refunded	49 0.

Part V Statements Regarding Certain Activities and Other Information (see instructions)	
1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes No <input type="checkbox"/> <input type="checkbox"/> X
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.	<input type="checkbox"/> <input type="checkbox"/> X
3 Enter the amount of tax-exempt interest received or accrued during the tax year	\$ _____

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A	
1 Inventory at beginning of year	1
2 Purchases	2
3 Cost of labor	3
4a Additional section 263A costs	4a
b Other costs (attach schedule)	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 <input type="checkbox"/> <input type="checkbox"/> X

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

Sign Here	Signature of officer _____ Date _____ Title _____	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Paid Preparer Use Only	Print/Type preparer's name Michele M. Wales Preparer's signature <i>Michele M. Wales</i> Date 02/06/13 Check <input type="checkbox"/> if self-employed PTIN P00428093	
	Firm's name Batts Morrison Wales & Lee, P.A. Firm's EIN 20-4193611	
	Firm's address 801 North Orange Avenue, Suite 800 Orlando, FL 32801 Phone no. 407-770-6000	

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 schedule)
(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) 0.

(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 schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	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.

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 schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals		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)						
Totals		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)						
Totals (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)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (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)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Form 990-T	Income (Loss) from Partnerships	Statement 14
Description		Amount
Lighthouse Global Long/Short Fund, L.P.		<38,419.>
Lighthouse Diversified Fund (QP) II, L.P.		<16,457.>
Lighthouse Credit Opportunities Fund, L.P.		31,502.
Lighthouse Credit - previously disallowed passive activity losses allowed		<31,502.>
Lighthouse Diversified - prev. disallowed passive activity losses allowed		<21,211.>
HCP Private Equity Fund V, LP		<53.>
HCP - disallowed passive activity losses		53.
Total to Form 990-T, Page 1, line 5		<76,087.>

Form 990-T	Contributions	Statement 15
Description/Kind of Property	Method Used to Determine FMV	Amount
Cold Spring Harbor Laboratory Foundation for the National Institutes of Health	N/A	10,000.
University of Alabama at Birmingham	N/A	1,000,000.
University of Florida	N/A	1,000,000.
Contribution Carryover from 2010	N/A	300,000.
Contribution Carryover from Prior Years	N/A	3,548,502.
		5,660,790.
Total to Form 990-T, Page 1, line 20		11,519,292.

Form 990-T	Other Deductions	Statement 16
Description		Amount
Legal fees		6,672.
Accounting fees		3,803.
Total to Form 990-T, Page 1, line 28		10,475.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2011

Name of estate or trust

McKnight Brain Research Foundation

Employer identification number

65-6301255

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)
1 a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
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	260,170.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on page 2	5	260,170.

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)
6 a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
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	<4,982.>
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 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on page 2	12	<4,982.>

Part III Summary of Parts I and II		(1) Beneficiaries'	(2) Estate's or trust's	(3) Total
<i>Caution: Read the instructions before completing this part.</i>				
13	Net short-term gain or (loss)	13	260,170.	260,170.
14	Net long-term gain or (loss):			
	a Total for year	14a	<4,982.>	<4,982.>
	b Unrecaptured section 1250 gain (see line 18 of the worksheet)	14b		
	c 28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15	255,188.	255,188.

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.

Part IV Capital Loss Limitation	
16	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: a The loss on line 15, column (3) or b \$3,000
16	()

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.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. 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.

Caution: 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.

Form 990-T trusts. 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.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	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) (or enter the qualified dividends included in income in Part I of Form 990-T)	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 \$2,300	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 and 26; go to line 27 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	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	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)	34	

Schedule K-1 (Form 1065)

2011

Department of the Treasury Internal Revenue Service

For calendar year 2011, or tax year beginning _____, 2011 ending _____, 20_____

Partner's Share of Income, Deductions, Credits, etc. See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number 65-1137821
B Partnership's name, address, city, state, and ZIP code LIGHTHOUSE DIVERSIFIED FUND (QP) II, L.P. 3801 PGA BOULEVARD, SUITE 500 PALM BEACH GARDENS, FL 33410-2757
C IRS Center where partnership filed return OGDEN, UT
D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number 65-6301255 #229
F Partner's name, address, city, state, and ZIP code EVELYN F. MCKNIGHT BRAIN RESEARCH FOUNDATION, ST AS TTEE C/O SUNTRUST BANK P.O. BOX 620005 ORLANDO, FL 32862
G General partner or LLC member-manager Limited partner or other LLC member
H Domestic partner Foreign partner
I What type of entity is this partner? EXEMPT ORGANIZATION
J Partner's share of profit, loss, and capital (see instructions):
Beginning Ending
Profit 0.525258% 0.505311%
Loss 0.525258% 0.505311%
Capital 0.560033% 0.556861%
K Partner's share of liabilities at year end:
Nonrecourse \$ 3,424,720
Qualified nonrecourse financing \$ 13,906
Recourse \$
L Partner's capital account analysis:
Beginning capital account \$ 3,464,755
Capital contributed during the year \$
Current year increase (decrease) \$ -9,171
Withdrawals & distributions \$ (500,000)
Ending capital account \$ 2,955,584
M Did the partner contribute property with a built-in gain or loss? Yes No
If "Yes," attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

Table with 4 columns: Line number, Description, Code, and Amount. Rows include Ordinary business income (loss), Net rental real estate income (loss), Other net rental income (loss), Guaranteed payments, Interest income, Ordinary dividends, Qualified dividends, Royalties, Net short-term capital gain (loss), Net long-term capital gain (loss), Collectibles (28%) gain (loss), Unrecaptured section 1250 gain, Net section 1231 gain (loss), Other income (loss), Section 179 deduction, Other deductions, Self-employment earnings (loss), and Credits.

*See attached statement for additional information.

For IRS Use Only

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

	<i>Code</i>	<i>Report on</i>
1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.		
	<i>Report on</i>	
Passive loss	See the Partner's Instructions	
Passive income	Schedule E, line 28, column (g)	
Nonpassive loss	Schedule E, line 28, column (h)	
Nonpassive income	Schedule E, line 28, column (j)	
2. Net rental real estate income (loss)	See the Partner's Instructions	
3. Other net rental income (loss)		
Net income	Schedule E, line 28, column (g)	
Net loss	See the Partner's Instructions	
4. Guaranteed payments	Schedule E, line 28, column (j)	
5. Interest income	Form 1040, line 8a	
6a. Ordinary dividends	Form 1040, line 9a	
6b. Qualified dividends	Form 1040, line 9b	
7. Royalties	Schedule E, line 3b	
8. Net short-term capital gain (loss)	Schedule D, line 5	
9a. Net long-term capital gain (loss)	Schedule D, line 12	
9b. Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D instructions)	
9c. Unrecaptured section 1250 gain	See the Partner's Instructions	
10. Net section 1231 gain (loss)	See the Partner's Instructions	
11. Other income (loss)		
<i>Code</i>		
A Other portfolio income (loss)	See the Partner's Instructions	
B Involuntary conversions	See the Partner's Instructions	
C Sec. 1256 contracts & straddles	Form 6781, line 1	
D Mining exploration costs recapture	See Pub. 535	
E Cancellation of debt	Form 1040, line 21 or Form 982	
F Other income (loss)	See the Partner's Instructions	
12. Section 179 deduction	See the Partner's Instructions	
13. Other deductions		
A Cash contributions (50%)	} See the Partner's Instructions	
B Cash contributions (30%)		
C Noncash contributions (50%)		
D Noncash contributions (30%)		
E Capital gain property to a 50% organization (30%)		
F Capital gain property (20%)		
G Contributions (100%)		
H Investment interest expense	Form 4952, line 1	
I Deductions—royalty income	Schedule E, line 19	
J Section 59(e)(2) expenditures	See the Partner's Instructions	
K Deductions—portfolio (2% floor)	Schedule A, line 23	
L Deductions—portfolio (other)	Schedule A, line 28	
M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29	
N Educational assistance benefits	See the Partner's Instructions	
O Dependent care benefits	Form 2441, line 12	
P Preproductive period expenses	See the Partner's Instructions	
Q Commercial revitalization deduction from rental real estate activities	See Form 8582 instructions	
R Pensions and IRAs	See the Partner's Instructions	
S Reforestation expense deduction	See the Partner's Instructions	
T Domestic production activities information	See Form 8903 instructions	
U Qualified production activities income	Form 8903, line 7b	
V Employer's Form W-2 wages	Form 8903, line 17	
W Other deductions	See the Partner's Instructions	
14. Self-employment earnings (loss)		
Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.		
A Net earnings (loss) from self-employment	Schedule SE, Section A or B	
B Gross farming or fishing income	See the Partner's Instructions	
C Gross non-farm income	See the Partner's Instructions	
15. Credits		
A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	} See the Partner's Instructions	
B Low-income housing credit (other) from pre-2008 buildings		
C Low-income housing credit (section 42(j)(5)) from post-2007 buildings		
D Low-income housing credit (other) from post-2007 buildings		
E Qualified rehabilitation expenditures (rental real estate)		
F Other rental real estate credits		
G Other rental credits		
H Undistributed capital gains credit		Form 1040, line 71; check box a
I Alcohol and cellulosic biofuel fuels credit		See the Partner's Instructions
J Work opportunity credit	} See the Partner's Instructions	
K Disabled access credit		
L Empowerment zone and renewal community employment credit		
M Credit for increasing research activities	} See the Partner's Instructions	
N Credit for employer social security and Medicare taxes		
O Backup withholding	Form 1040, line 62	
P Other credits	See the Partner's Instructions	
16. Foreign transactions		
A Name of country or U.S. possession	} Form 1116, Part I	
B Gross income from all sources		
C Gross income sourced at partner level		
<i>Foreign gross income sourced at partnership level</i>		
D Passive category	} Form 1116, Part I	
E General category		
F Other		
<i>Deductions allocated and apportioned at partner level</i>		
G Interest expense	Form 1116, Part I	
H Other	Form 1116, Part I	
<i>Deductions allocated and apportioned at partnership level to foreign source income</i>		
I Passive category	} Form 1116, Part I	
J General category		
K Other		
<i>Other information</i>		
L Total foreign taxes paid	Form 1116, Part II	
M Total foreign taxes accrued	Form 1116, Part II	
N Reduction in taxes available for credit	Form 1116, line 12	
O Foreign trading gross receipts	Form 8873	
P Extraterritorial income exclusion	Form 8873	
Q Other foreign transactions	See the Partner's Instructions	
17. Alternative minimum tax (AMT) items		
A Post-1986 depreciation adjustment	} See the Partner's Instructions and the Instructions for Form 6251	
B Adjusted gain or loss		
C Depletion (other than oil & gas)		
D Oil, gas, & geothermal—gross income		
E Oil, gas, & geothermal—deductions		
F Other AMT items		
18. Tax-exempt income and nondeductible expenses		
A Tax-exempt interest income	Form 1040, line 8b	
B Other tax-exempt income	See the Partner's Instructions	
C Nondeductible expenses	See the Partner's Instructions	
19. Distributions		
A Cash and marketable securities	} See the Partner's Instructions	
B Distribution subject to section 737		
C Other property		
20. Other information		
A Investment income	Form 4952, line 4a	
B Investment expenses	Form 4952, line 5	
C Fuel tax credit information	Form 4136	
D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions	
E Basis of energy property	See the Partner's Instructions	
F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8	
G Recapture of low-income housing credit (other)	Form 8611, line 8	
H Recapture of investment credit	See Form 4255	
I Recapture of other credits	See the Partner's Instructions	
J Look-back interest—completed long-term contracts	See Form 8697	
K Look-back interest—income forecast method	See Form 8866	
L Dispositions of property with section 179 deductions	} See the Partner's Instructions	
M Recapture of section 179 deduction		
N Interest expense for corporate partners		
O Section 453(l)(3) information		
P Section 453A(c) information		
Q Section 1260(b) information		
R Interest allocable to production expenditures		
S CCF nonqualified withdrawals		
T Depletion information—oil and gas		
U Amortization of reforestation costs		
V Unrelated business taxable income		
W Precontribution gain (loss)		
X Section 108(l) information		
Y Other information		

SCH K-1 SUPPORTING SCHEDULES**ITEM L - RECONCILIATION OF INCOME**

INCOME (LOSS) FROM SCH. K-1, LINES 1-11	148,993
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	194,630

TOTAL INCOME PER SCHEDULE K-1	-45,637
	=====
LESS: EXPENSES RECORDED ON BOOKS, NOT INCLUDED ON SCH. K-1:	
NONDEDUCTIBLE EXPENSES	574
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
OTHER TAX-EXEMPT INCOME	2
TAX-EXEMPT INTEREST INCOME	1,841
NET TAX UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	35,197

TOTAL INCOME PER ITEM L, CURRENT YEAR INCR (DECR)	-9,171
	=====

LINE 5 - INTEREST INCOME

INTEREST INCOME FROM U.S. OBLIGATIONS	273
OTHER INTEREST INCOME	62,966

TOTAL INTEREST INCOME	63,239
	=====

LINE 11 - OTHER INCOME (LOSS)**A - OTHER PORTFOLIO INCOME (LOSS)**

SWAP INCOME	507
NET IRC SEC. 988 GAIN/(LOSS)	-2,170
OTHER PORTFOLIO INCOME/(LOSS)	4,746

TOTAL BOX A	3,083
	=====

C - SEC. 1256 CONTRACTS & STRADDLES	9,188
D - MINING EXPLORATION COSTS RECAPTURE	1,583
E - CANCELLATION OF DEBT	4,085
<u>F - OTHER INCOME (LOSS)</u>	
INTEREST INCOME FROM U.S. OBLIGATIONS	1
OTHER INTEREST INCOME	4,074
QUALIFIED DIVIDEND INCOME	32
NON-QUALIFIED DIVIDEND INCOME	456
NET IRC SEC. 987 GAIN/(LOSS)	-30
NET IRC SEC. 988 GAIN/(LOSS)	-1,779
NET SWAP INCOME/(EXPENSE)	6,394
NET IRC SEC. 475 (F) INCOME/(LOSS)	56,370
OTHER ORDINARY INCOME/(LOSS)	13,189
OTHER INCOME/(LOSS)	-1,067
OTHER TRADE OR BUSINESS EXPENSE	-6,262
IRC SEC. 1293 ORDINARY EARNINGS FROM A QEF	70
IRC SEC. 1296 ORDINARY INCOME/(LOSS) FROM PFIC MTM ELECTION	204
INCOME/(LOSS) FROM LENDING ACTIVITIES	-7,607
MTM LOAN ORIGINATION INCOME/(LOSS)	34
SHORT-TERM CAPITAL GAIN/(LOSS)	1,597
LONG-TERM CAPITAL GAIN/(LOSS)	2,446

SCH K-1 SUPPORTING SCHEDULES

SECTION 751 ORDINARY INCOME/(LOSS)	10,914

TOTAL BOX F	79,036
	=====
 LINE 13 - OTHER DEDUCTIONS	
H - INVESTMENT INTEREST EXPENSE	
INVESTMENT INTEREST EXPENSE FROM INVESTING ACTIVITIES	3,699
INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES	52,662

TOTAL BOX H	56,361
	=====
I - DEDUCTIONS - ROYALTY INCOME	71
J - SECTION 59(E) (2) EXPENDITURES	459
K - DEDUCTIONS - PORTFOLIO (2% FLOOR)	69,712
L - DEDUCTIONS - PORTFOLIO (OTHER)	314
T - DOMESTIC PRODUCTION ACTIVITIES INFORMATION	
DOMESTIC PRODUCTION GROSS RECEIPTS	20,216
GROSS RECEIPTS FROM ALL SOURCES	60,518
COST OF GOODS SOLD ALLOCABLE TO DPGR	8,639
COST OF GOODS SOLD FROM ALL SOURCES	20,176
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO A DPGR	3,749
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO A NON DPGR	4,795
TOTAL DED, EXP, AND LOSS NOT DIRECTLY ALLOCABLE TO A DPGR	12,803
W-2 ALLOCABLE TO DPGR	708
ASSETS ALLOCABLE TO QPA	631
AVERAGE BASIS OR AVERAGE FMV OF ASSETS THAT GENERATE NON-DPGR	28
TOTAL INTEREST EXPENSE	105
APPORTIONABLE OTHER EXPENSES	171
DPGR - OIL RELATED	1,557
V - EMPLOYER'S FORM W-2 WAGES	1,791
W - OTHER DEDUCTIONS	
OTHER TRADE OR BUSINESS EXPENSE	65,332

TOTAL BOX W	65,332
	=====
 LINE 15 - CREDITS	
P - OTHER CREDITS	
RENEWABLE ENERGY CREDIT	6

TOTAL BOX P	6
	=====
 LINE 16 - FOREIGN TRANSACTIONS	
J - GENERAL CATEGORY	2,573
K - OTHER	1
L - TOTAL FOREIGN TAXES PAID	2,270
M - TOTAL FOREIGN TAXES ACCRUED	71

SCH K-1 SUPPORTING SCHEDULES

LINE 17 - ALTERNATIVE MINIMUM TAX (AMT) ITEMS

C - DEPLETION (OTHER THAN OIL & GAS)	639
D - OIL, GAS, & GEOTHERMAL-GROSS INCOME	2,782
E - OIL, GAS, & GEOTHERMAL-DEDUCTIONS	2,776
F - OTHER AMT ITEMS	1,059

SCH K-1 SUPPORTING SCHEDULES

PARTNER FOOTNOTES ASSOCIATED W/SCH. K-1, LINE 1

AMOUNTS REPORTED ON LINE 1 BELOW WERE PASSED THROUGH TO THE FUND FROM ITS UNDERLYING INVESTMENTS IN PARTNERSHIPS.

ORDINARY TRADE OR BUSINESS INCOME/(LOSS) FROM PASSIVE ACTIVITIES	-18,328
ORDINARY TRADE OR BUSINESS INCOME/(LOSS) FROM NONPASSIVE ACTIVITIES	11,930
-----	-----
TOTAL	-6,398

STATEMENT TO SCHEDULE K-1, LINES 16B AND 16C

FOR PURPOSES OF DETERMINING YOUR FOREIGN TAX CREDIT, THE AMOUNTS ON LINES 1-11 MUST BE CONSIDERED WHEN DETERMINING GROSS INCOME FROM ALL SOURCES AND GROSS INCOME SOURCED AT THE PARTNER LEVEL. PLEASE CONSULT YOUR TAX ADVISOR.

STATEMENT TO SCHEDULE K-1, LINES 16G THRU 16K

FOR PURPOSES OF DETERMINING YOUR FOREIGN TAX CREDIT, THE AMOUNTS ON LINES 13H AND 13W MUST BE CONSIDERED WHEN ALLOCATING AND APPORTIONING EXPENSES TO GROSS INCOME FROM SOURCES OUTSIDE THE UNITED STATES. PLEASE CONSULT YOUR TAX ADVISOR.

PARTNER FOOTNOTES ASSOCIATED W/SCH. K-1, LINE 16

L. TOTAL FOREIGN TAXES PAID

IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTIONS 901(K) (1) (A) AND 901(L) (1) (A), THE FOLLOWING AMOUNTS COMPRISING ON LINE 16L OF YOUR SCHEDULE K-1 SHOULD BE DEDUCTED AND NOT TAKEN AS A CREDIT ON YOUR 2011 INCOME TAX RETURN. PLEASE CONSULT YOUR TAX ADVISOR. 164

PARTIAL REDEMPTION PAYABLE:

THE AMOUNT REPORTED ON YOUR SCHEDULE K-1 LINE 19A REFLECTS THE ACTUAL CASH DISTRIBUTED TO YOU DURING THIS TAXABLE YEAR. THIS AMOUNT WILL REDUCE YOUR TAX BASIS IN YOUR PARTNERSHIP INTEREST FOR THE CURRENT YEAR. THE TAX RULES RELATED TO PARTNERSHIP DISTRIBUTIONS ARE COMPLEX. PLEASE CONSULT YOUR TAX ADVISOR.

PARTNER FOOTNOTES ASSOCIATED W/SCH. K-1, LINE 20

J. LOOK-BACK INTEREST - COMPLETED LONG-TERM CONTRACTS	
FORM 8697 2006	16
FORM 8697 2007	0
FORM 8697 2008	0
FORM 8697 2009	-1
FORM 8697 2010	4

T. DEPLETION INFORMATION

A) TOTAL SUSTAINED - ASSUMED ALLOWABLE DEPLETION	217
B) COST DEPLETION	475
C) PERCENTAGE DEPLETION IN EXCESS OF COST DEPLETION	61
D) PERCENTAGE DEPLETION IN EXCESS OF BASIS	6

SCH K-1 SUPPORTING SCHEDULES

E) NET EQUIVALENT BARRELS OF PRODUCTION	37
F) INTANGIBLE DRILLING COSTS	18
G) GROSS INCOME FROM OIL & GAS	183
H) GROSS DEDUCTIONS FROM OIL & GAS	17

V. UNRELATED BUSINESS TAXABLE INCOME

FOR TAX EXEMPT ORGANIZATIONS ONLY:

UNRELATED BUSINESS TAXABLE INCOME (UBTI) INCLUDED IN YOUR SCHEDULE K-1 DISTRIBUTIVE SHARE ITEMS IS AS FOLLOWS:

NET UBTI ORDINARY INCOME/(LOSS):	-16,457
NET UBTI CAPITAL GAIN/(LOSS):	93,777

BOX 20, CODE X: INFORMATION REGARDING SECTION 108(I) ELECTION:

1. YOUR DEFERRED CANCELLATION OF DEBT (COD) INCOME AMOUNT THAT HAS NOT BEEN INCLUDED IN INCOME AS OF THE END OF THE PRIOR TAXABLE YEAR:	3,142
2. INCLUDED ON LINE 11E IS YOUR SHARE OF DEFERRED COD INCOME THAT IS TAXABLE IN THE CURRENT YEAR UNDER §108(I)(5)(D)(II):	NONE
3. YOUR DEFERRED COD INCOME THAT HAS NOT BEEN INCLUDED IN TAXABLE INCOME IN THE CURRENT OR PRIOR TAXABLE YEARS:	3,142
4. YOUR SHARE OF THE PARTNERSHIP'S OID DEDUCTION DEFERRED UNDER §108(I)(2)(A)(I) IN THE CURRENT TAXABLE YEAR:	27
5. INCLUDED ON LINE 1 IS YOUR SHARE OF THE PARTNERSHIP'S OID DEDUCTION DEFERRED UNDER §108(I)(2)(A)(I) THAT IS ALLOWABLE AS A DEDUCTION UNDER §108(I)(5)(D)(II):	NONE

Y. OTHER INFORMATION

FOR CORPORATE PARTNERS: THE AMOUNT OF DIVIDEND INCOME REPORTED ON LINES 1, 6A, AND 11F THAT QUALIFIES FOR THE DIVIDEND RECEIVED DEDUCTION UNDER IRC SEC. 243 IS:	9,407
--	-------

THE FOLLOWING AMOUNT OF QUALIFIED DIVIDEND INCOME REPORTED ON LINES 6B AND 11F IS FROM FOREIGN SOURCES:	6,718
---	-------

THE AMOUNT OF INTEREST INCOME FROM U.S. GOVERNMENT OBLIGATIONS, INCLUDED ON YOUR SCHEDULE K-1, LINE 1, IS:	480
--	-----

THE AMOUNT OF EXPENSE INCLUDED ON YOUR SCHEDULE K-1, RELATED TO THE PRODUCTION OF U.S. GOVERNMENT INTEREST INCOME IS:	379
---	-----

THE AMOUNT REPORTED ON LINE 20A INCLUDES INVESTMENT INCOME FROM LINES 5, 6A, 7 AND 11A OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINES 8, 9A, 11B, 11C, 11E AND 11F MAY ALSO BE INCLUDED IN THE INVESTMENT INTEREST EXPENSE LIMITATION CALCULATION. PLEASE CONSULT YOUR TAX ADVISOR.

THE AMOUNT REPORTED ON LINE 20B INCLUDES INVESTMENT EXPENSE FROM LINES 13I, 13K, AND 13L OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINES 13J AND 13W MAY ALSO BE INCLUDED IN THE INVESTMENT INTEREST EXPENSE LIMITATION CALCULATION. PLEASE CONSULT YOUR TAX ADVISOR.

SCH K-1 SUPPORTING SCHEDULES

NO DETERMINATION HAS BEEN MADE WHETHER YOU MATERIALLY PARTICIPATE IN THE OPERATION OF THE PARTNERSHIP. IF YOU ARE A NON-MATERIALLY PARTICIPATING PARTNER, THE INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES REPORTED TO YOU ON LINES 1 AND 13H ARE SUBJECTED TO THE NET INVESTMENT INCOME LIMITATION. IF YOU ARE A MATERIALLY PARTICIPATING PARTNER, THE INVESTMENT INTEREST EXPENSE MAY BE TREATED AS TRADE OR BUSINESS INTEREST EXPENSE. PLEASE CONSULT YOUR TAX ADVISOR.

AHYDO INTEREST:

THE ORDINARY LOSS STATED ON LINE 1 OF THE K-1 REFLECTS AN INTEREST EXPENSE DEDUCTION THAT MAY BE SUBJECT TO THE APPLICABLE HIGH YIELD DISCOUNT OBLIGATION (AHYDO) PROVISIONS UNDER I.R.C. SECTION 163(E) (5) AND 163(I), AND THE TREAS. REG. SECTION 1.701-2(F), EX.1. IF APPLICABLE, CORPORATE PARTNERS ARE SUBJECT TO AN AHYDO LIMITATION. IF YOU ARE A CORPORATE PARTNER, YOU SHOULD CONSULT YOUR TAX ADVISOR TO DETERMINE THE APPLICABILITY OF THE SECTION 163(E) (5) AND 163(I) PROVISIONS TO YOUR MEMBERS/PARTNERS SHARE OF THE INTEREST EXPENSE. THE AHYDO LIMITATIONS ARE:

TOTAL OID EXPENSE:	100
DISQUALIFIED PORTION (IRC SECTION 163(E) (5) (A) (I)):	23
SECTION 163(E) (5) (A) (II) DEFERRED OID:	76
INTEREST PAID IN 2011:	142

THE PARTNERSHIP HAS INVESTMENTS (DIRECT OR INDIRECT) IN THE FOLLOWING PUBLICLY TRADED PARTNERSHIPS ("PTP"). THE PTPS LISTED BELOW ARE NOT TREATED AS CORPORATIONS PURSUANT TO IRC SEC. 7704. AS SUCH, DISTRIBUTIVE SHARE ITEMS, IN ADDITION TO GAIN OR LOSS ON SALE (OR IRC SEC. 475(F) MTM), FROM THESE PTPS ARE INCLUDED ON YOUR SCHEDULE K-1 AND ARE REPORTED BELOW. INVESTORS MAY BE SUBJECT TO THE PASSIVE ACTIVITY LOSS RULES WITH RESPECT TO THEIR INVESTMENTS IN PTPS UNDER WITH IRC SEC. 469(K). PLEASE CONSULT YOUR TAX ADVISOR.

	BREITBURN ENERGY PARTNERS, LP	CROSSTEX ENERGY, LP
LINE 1	281	-197
LINE 5	NONE	7
LINE 10	0	NONE
LINE 13A	NONE	0
LINE 13J	-101	NONE
LINE 17A	20	-1
LINE 17B	-3	NONE
LINE 18C	0	1

THE FUND DISPOSED OF VARIOUS INTERESTS IN PTPS. UNDER IRC SECTION 751, ANY PARTNER THAT SELLS OR EXCHANGES ANY PART OF ANY INTEREST IN A PARTNERSHIP THAT HAS ANY SECTION 751 PROPERTY AT THE TIME OF THE SALE OR EXCHANGE MUST SUBMIT WITH ITS INCOME TAX RETURN FOR THE TAXABLE YEAR IN WHICH THE SALE OR EXCHANGE OCCURS A STATEMENT SETTING FORTH SEPARATELY THE DATE OF THE SALE OR EXCHANGE, THE AMOUNT OF ANY GAIN OR LOSS ATTRIBUTABLE TO THE SECTION 751 PROPERTY, AND THE AMOUNT OF ANY GAIN OR LOSS ATTRIBUTABLE TO CAPITAL GAIN OR LOSS ON THE SALE OF PARTNERSHIP INTEREST.

	BREITBURN ENERGY PARTNERS, LP	CROSSTEX ENERGY, LP
		12/06/2011
		12/07/2011
DATES OF DISPOSITION	12/08/2011	12/08/2011
ORDINARY INCOME RECAPTURE	918	298
LONG TERM CAPITAL GAIN/(LOSS)	-1,313	-117
TOTAL GAIN/LOSS	-395	181

SCH K-1 SUPPORTING SCHEDULES

THE FUND INCLUDED IN THE DISPOSITION CALCULATIONS ADJUSTMENTS TO TAX BASIS PROVIDED BY THE UNDERLYING PTPS. THE PTPS HAVE NOTIFIED THE FUND THAT THE BASIS FOR CALCULATIONS ARE BASED ON UNIT DISPOSITIONS ON A "FIRST IN FIRST OUT BASIS", SO THAT WE ARE CONSIDERED TO HAVE SOLD UNITS IN THE ORDER IN WHICH THEY WERE ACQUIRED. THIS APPROACH IS NOT CONSISTENT WITH IRS REVENUE RULING 84-53, WHICH PROVIDED THAT A PARTNER HAS ONE UNIFIED BASIS IN ITS PARTNERSHIP INTEREST. THE UNDERLYING PTPS DO NOT MAKE THE INFORMATION AVAILABLE IN ACCORDANCE WITH REV RUL 85-53. PLEASE CONSULT YOUR TAX ADVISOR.

DIRECT EQUITY-FINANCED LENDING ACTIVITIES

LIGHTHOUSE DIVERSIFIED FUND (QP) II, L.P. INVESTS INDIRECTLY IN FUNDS WHICH ENGAGE IN DIRECT EQUITY-FINANCED LENDING ACTIVITIES. THE INCOME/(LOSS) FROM THESE ACTIVITIES MAY OR MAY NOT BE PASSIVE DEPENDING ON THE PARTICULAR FACTS AND CIRCUMSTANCES OF EACH PARTNER PURSUANT TO TREAS. REG. SEC. 1.469-2T(F) (4).

YOUR SHARE OF ORDINARY INCOME/(LOSS) FROM LENDING ACTIVITIES UNDER TREAS. REG. SEC. 1.469-2T(F) (4) IS: -5,094

YOUR SHARE OF INCOME/(LOSS) FROM THESE ACTIVITIES IS INCLUDED IN YOUR LINE 1 AND LINE 11F DISTRIBUTIVE SHARE OF INCOME/(LOSS) FROM PASSIVE ACTIVITIES IN THE FOOTNOTE BELOW.

PLEASE NOTE (WITH THE EXCEPTION OF THE PASSIVE ACTIVITY LOSS FROM LENDING ACTIVITIES ABOVE AND THE ITEMS INDICATED BELOW), NONE OF THE DISTRIBUTIVE SHARE ITEMS REPORTED ON YOUR SCHEDULE K-1 ARE CONSIDERED AS DERIVED FROM A PASSIVE ACTIVITY UNDER TREASURY REGULATION 1.469-1T(E) (6).

THE PARTNERSHIP HAS DIRECTLY/INDIRECTLY INVESTED IN PASSIVE ACTIVITIES. YOUR DISTRIBUTIVE SHARE OF PASSIVE INCOME/(LOSS) ITEMS INCLUDED ON YOUR SCHEDULE K-1 ARE REPORTED IN DETAILS BELOW. PASSIVE LOSSES MAY BE SUBJECT TO LIMITATION PURSUANT TO IRC SEC. 469. PLEASE CONSULT YOUR TAX ADVISOR.

LINE 1 - ORDINARY TRADE OR BUSINESS INCOME/(LOSS)	-18,328
LINE 2 - NET RENTAL REAL ESTATE INCOME/(LOSS)	-1,314
LINE 3 - OTHER NET RENTAL INCOME/(LOSS)	821
LINE 5 - OTHER INTEREST INCOME	43
LINE 7 - ROYALTY INCOME	155
LINE 8 - NET SHORT-TERM CAPITAL GAIN/(LOSS)	76,837
LINE 9A - NET LONG-TERM CAPITAL GAIN/(LOSS)	346
LINE 9C - UNRECAPTURED SECTION 1250 GAIN	20
LINE 10 - NET SECTION 1231 GAIN/(LOSS)	-3,578
LINE 11E - CANCELLATION OF DEBT	2,167
LINE 11F - OTHER INCOME/(LOSS)	-7,574
LINE 13J - SECTION 59(E) (2) EXPENDITURES	-335
LINE 13W - OTHER TRADE OR BUSINESS EXPENSE	-10

EFFECTIVELY CONNECTED INCOME ("ECI")

LIGHTHOUSE DIVERSIFIED FUND (QP) II, L.P. MAY HAVE EFFECTIVELY CONNECTED INCOME PASSED THROUGH FROM ITS UNDERLYING INVESTMENTS. DETAILS TO THIS INFORMATION ARE AVAILABLE UPON REQUEST.

THE MUNICIPAL INTEREST REPORTED ON LINE 18A OF YOUR K-1 IS DERIVED FROM THE FOLLOWING JURISDICTIONS IN THE FOLLOWING AMOUNTS:

ALASKA	3	MISSOURI	168
ARIZONA	3	MONTANA	4
ARKANSAS	1	NEVADA	54

SCH K-1 SUPPORTING SCHEDULES

CALIFORNIA	324	NEW JERSEY	193
COLORADO	105	NEW YORK	126
CONNECTICUT	7	NEW YORK CITY	86
DELAWARE	32	NORTH CAROLINA	1
DISTRICT OF COLUMBIA	27	OHIO	68
FLORIDA	44	OREGON	16
GEORGIA	18	PENNSYLVANIA	42
HAWAII	7	SOUTH CAROLINA	2
ILLINOIS	91	SOUTH DAKOTA	5
INDIANA	22	TENNESSEE	53
IOWA	26	TEXAS	110
KENTUCKY	10	UTAH	3
LOUISIANA	1	VIRGINIA	6
MAINE	1	WASHINGTON	2
MASSACHUSETTS	42	WEST VIRGINIA	2
MICHIGAN	104	VERMONT	0
MINNESOTA	0	PUERTO RICO	31

TRANSFERS TO FOREIGN CORPORATIONS:

=====

DURING THE TAXABLE YEAR, THE PARTNERSHIP MADE DIRECT AND/OR INDIRECT TRANSFERS OF PROPERTY TO FOREIGN CORPORATIONS THAT MAY REQUIRE REPORTING UNDER IRC SEC. 6038B. THE FOLLOWING INFORMATION IS BEING FURNISHED AS YOU MAY BE REQUIRED TO FILE FORM 926, RETURN BY A U.S. TRANSFEROR OF PROPERTY TO A FOREIGN CORPORATION. PLEASE CONSULT YOUR TAX ADVISOR.

NAME: FCI HOLDINGS I LTD.
 IDENTIFYING NUMBER: 98-0485747
 ADDRESS: C/O FORTRESS INVESTMENT GROUP
 1345 AVENUE OF THE AMERICAS, 46TH FLOOR
 NEW YORK, NY 10105

COUNTRY OF INCORPORATION OR ORGANIZATION: CAYMAN ISLANDS
 FOREIGN LAW CHARACTERIZATION: CORPORATION
 CONTROLLED FOREIGN CORPORATION: YES
 DATE OF TRANSFER: 01/01/2011
 TYPE OF NONRECOGNITION TRANSACTION: IRC SEC. 351
 DESCRIPTION OF PROPERTY TRANSFERRED: CASH
 AMOUNT TRANSFERRED: 12,377

FORM 8886 - REPORTABLE TRANSACTION DISCLOSURE

=====

LIGHTHOUSE DIVERSIFIED FUND (QP) II, L.P. (THE "FUND") IS IN THE BUSINESS OF INVESTING IN STOCKS AND SECURITIES TO INCREASE ITS ASSETS UNDER MANAGEMENT. DURING 2011, THE FUND DISPOSED OF ITS INVESTMENT IN FORTRESS CREDIT CORPORATION (AUSTRALIA) PTY. LTD. AND CITADEL DERIVATIVES GROUP INVESTORS LLC. THE INVESTMENTS WERE DISPOSED AT A LOSS. THESE TRANSACTIONS ARE PART OF THE FUND'S REGULAR INVESTING ACTIVITY AND DECISIONS AND ARE BASED ON BUSINESS ECONOMICS RATHER THAN ANY PLAN TO ACHIEVE A TAX BENEFIT.

YOUR SHARE OF THE LOSS FROM THE DISPOSITION OF FORTRESS CREDIT CORPORATION (AUSTRALIA) PTY. LTD. IS: 12,590
 YOUR SHARE OF THE LOSS FROM THE DISPOSITION OF CITADEL DERIVATIVES GROUP INVESTORS LLC IS: 25,812

Schedule K-1 (Form 1065)

Department of the Treasury Internal Revenue Service

2011

For calendar year 2011, or tax year beginning... ending...

Partner's Share of Income, Deductions, Credits, etc.

Final K-1 Amended K-1

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

Table with 4 columns: Line number, Description, Code, and Amount. Rows include Ordinary business income, Net rental real estate income, Other net rental income, Guaranteed payments, Interest income, Dividends, Royalties, Capital gains, Other income, Distributions, and Self-employment earnings.

Part I Information About the Partnership

Form section for Part I: A Partnership's employer identification number (59-3789085), B Partnership's name and address (LIGHTHOUSE GLOBAL LONG/SHORT FUND, L.P.), C IRS Center (OGDEN, UT), D Publicly traded partnership (PTP) checkbox.

Part II Information About the Partner

Form section for Part II: E Partner's identifying number (65-6301255), F Partner's name and address (EVELYN F. MCKNIGHT BRAIN), G-H Partner type (Limited partner), I-J Entity type (TRUST) and share of profit/loss, K Liabilities at year end, L Capital account analysis, M Property contribution.

*See attached statement for additional information. For IRS Use Only

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

- 1. Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.
- | | |
|-------------------|---------------------------------|
| Passive loss | Report on |
| Passive income | See the Partner's Instructions |
| Nonpassive loss | Schedule E, line 28, column (g) |
| Nonpassive income | Schedule E, line 28, column (h) |
- 2. Net rental real estate income (loss)** See the Partner's Instructions
- 3. Other net rental income (loss)**
- | | |
|------------|---------------------------------|
| Net income | Schedule E, line 28, column (g) |
| Net loss | See the Partner's Instructions |
- 4. Guaranteed payments** See the Partner's Instructions
- 5. Interest income** Schedule E, line 28, column (j)
- 6a. Ordinary dividends** Form 1040, line 8a
- 6b. Qualified dividends** Form 1040, line 9a
- 7. Royalties** Schedule E, line 3b
- 8. Net short-term capital gain (loss)** Schedule D, line 5
- 9a. Net long-term capital gain (loss)** Schedule D, line 12
- 9b. Collectibles (28%) gain (loss)** 28% Rate Gain Worksheet, line 4 (Schedule D Instructions)
- 9c. Unrecaptured section 1250 gain** See the Partner's Instructions
- 10. Net section 1231 gain (loss)** See the Partner's Instructions
- 11. Other income (loss)**
- | | |
|---|--------------------------------|
| Code | |
| A Other portfolio income (loss) | See the Partner's Instructions |
| B Involuntary conversions | See the Partner's Instructions |
| C Sec. 1256 contracts & straddles | Form 6781, line 1 |
| D Mining exploration costs recapture | See Pub. 535 |
| E Cancellation of debt | Form 1040, line 21 or Form 982 |
| F Other income (loss) | See the Partner's Instructions |
- 12. Section 179 deduction** See the Partner's Instructions
- 13. Other deductions**
- | | |
|---|--|
| A Cash contributions (50%) | } See the Partner's Instructions |
| B Cash contributions (30%) | |
| C Noncash contributions (50%) | |
| D Noncash contributions (30%) | |
| E Capital gain property to a 50% organization (30%) | |
| F Capital gain property (20%) | |
| G Contributions (100%) | |
| H Investment interest expense | Form 4952, line 1 |
| I Deductions—royalty income | Schedule E, line 19 |
| J Section 59(e)(2) expenditures | See the Partner's Instructions |
| K Deductions—portfolio (2% floor) | Schedule A, line 23 |
| L Deductions—portfolio (other) | Schedule A, line 28 |
| M Amounts paid for medical insurance | Schedule A, line 1 or Form 1040, line 29 |
| N Educational assistance benefits | See the Partner's Instructions |
| O Dependent care benefits | Form 2441, line 12 |
| P Preproductive period expenses | See the Partner's Instructions |
| Q Commercial revitalization deduction from rental real estate activities | See Form 8582 Instructions |
| R Pensions and IRAs | See the Partner's Instructions |
| S Reforestation expense deduction | See the Partner's Instructions |
| T Domestic production activities Information | See Form 8903 Instructions |
| U Qualified production activities income | Form 8903, line 7b |
| V Employer's Form W-2 wages | Form 8903, line 17 |
| W Other deductions | See the Partner's Instructions |

Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.

- 14. Self-employment earnings (loss)**
- | | |
|---|--------------------------------|
| A Net earnings (loss) from self-employment | Schedule SE, Section A or B |
| B Gross farming or fishing income | See the Partner's Instructions |
| C Gross non-farm income | See the Partner's Instructions |
- 15. Credits**
- | | |
|--|----------------------------------|
| A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings | } See the Partner's Instructions |
| B Low-income housing credit (other) from pre-2008 buildings | |
| C Low-income housing credit (section 42(j)(5)) from post-2007 buildings | |
| D Low-income housing credit (other) from post-2007 buildings | |
| E Qualified rehabilitation expenditures (rental real estate) | |
| F Other rental real estate credits | |
| G Other rental credits | |
| H Undistributed capital gains credit | |
| I Alcohol and cellulosic biofuel fuels credit | |
- | |
|---------------------------------|
| Form 1040, line 71; check box a |
| See the Partner's Instructions |

- | | | |
|---|----------------------------------|--------------------------------|
| Code | | Report on |
| J Work opportunity credit | } See the Partner's Instructions | |
| K Disabled access credit | | |
| L Empowerment zone and renewal community employment credit | | |
| M Credit for increasing research activities | | |
| N Credit for employer social security and Medicare taxes | | |
| O Backup withholding | | Form 1040, line 62 |
| P Other credits | | See the Partner's Instructions |
- 16. Foreign transactions**
- | | | |
|---|---------------------|--------------------------------|
| A Name of country or U.S. possession | } Form 1116, Part I | |
| B Gross income from all sources | | |
| C Gross income sourced at partner level | | |
| <i>Foreign gross income sourced at partnership level</i> | | |
| D Passive category | } Form 1116, Part I | |
| E General category | | |
| F Other | | |
| <i>Deductions allocated and apportioned at partner level</i> | | |
| G Interest expense | | Form 1116, Part I |
| H Other | | Form 1116, Part I |
| <i>Deductions allocated and apportioned at partnership level to foreign source income</i> | | |
| I Passive category | } Form 1116, Part I | |
| J General category | | |
| K Other | | |
| <i>Other information</i> | | |
| L Total foreign taxes paid | | Form 1116, Part II |
| M Total foreign taxes accrued | | Form 1116, Part II |
| N Reduction in taxes available for credit | | Form 1116, line 12 |
| O Foreign trading gross receipts | | Form 8873 |
| P Extraterritorial income exclusion | | Form 8873 |
| Q Other foreign transactions | | See the Partner's Instructions |
- 17. Alternative minimum tax (AMT) items**
- | | |
|--|---|
| A Post-1986 depreciation adjustment | } See the Partner's Instructions and the Instructions for Form 6251 |
| B Adjusted gain or loss | |
| C Depletion (other than oil & gas) | |
| D Oil, gas, & geothermal—gross income | |
| E Oil, gas, & geothermal—deductions | |
| F Other AMT items | |
- 18. Tax-exempt income and nondeductible expenses**
- | | |
|-------------------------------------|--------------------------------|
| A Tax-exempt interest income | Form 1040, line 8b |
| B Other tax-exempt income | See the Partner's Instructions |
| C Nondeductible expenses | See the Partner's Instructions |
- 19. Distributions**
- | | |
|--|----------------------------------|
| A Cash and marketable securities | } See the Partner's Instructions |
| B Distribution subject to section 737 | |
| C Other property | |
- 20. Other information**
- | | |
|--|----------------------------------|
| A Investment income | Form 4952, line 4a |
| B Investment expenses | Form 4952, line 5 |
| C Fuel tax credit information | Form 4136 |
| D Qualified rehabilitation expenditures (other than rental real estate) | See the Partner's Instructions |
| E Basis of energy property | See the Partner's Instructions |
| F Recapture of low-income housing credit (section 42(j)(5)) | Form 8611, line 8 |
| G Recapture of low-income housing credit (other) | Form 8611, line 8 |
| H Recapture of investment credit | See Form 4255 |
| I Recapture of other credits | See the Partner's Instructions |
| J Look-back interest—completed long-term contracts | See Form 8697 |
| K Look-back interest—income forecast method | See Form 8866 |
| L Dispositions of property with section 179 deductions | } See the Partner's Instructions |
| M Recapture of section 179 deduction | |
| N Interest expense for corporate partners | |
| O Section 453(j)(3) information | |
| P Section 453A(c) information | |
| Q Section 1260(b) information | |
| R Interest allocable to production expenditures | |
| S CCF nonqualified withdrawals | |
| T Depletion information—oil and gas | |
| U Amortization of reforestation costs | |
| V Unrelated business taxable income | |
| W Precontribution gain (loss) | |
| X Section 108(f) information | |
| Y Other information | |

SCH K-1 SUPPORTING SCHEDULES

ITEM L - RECONCILIATION OF INCOME

INCOME (LOSS) FROM SCH. K-1, LINES 1-11	449,296
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	339,608

TOTAL INCOME PER SCHEDULE K-1	109,688
	=====
LESS: EXPENSES RECORDED ON BOOKS, NOT INCLUDED ON SCH. K-1:	
NET CHANGE IN TAX UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	164,899
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
OTHER TAX-EXEMPT INCOME	6

TOTAL INCOME PER ITEM L, CURRENT YEAR INCR(DEC)	-55,205
	=====

LINE 5 - INTEREST INCOME

INTEREST INCOME FROM U.S. OBLIGATIONS	149
OTHER INTEREST INCOME	13,556

TOTAL INTEREST INCOME	13,705
	=====

LINE 11 - OTHER INCOME (LOSS)

F - OTHER INCOME (LOSS)	
NET IRC SEC. 475(F) INCOME/(LOSS)	110,508
NET IRC SEC. 988 GAIN/(LOSS)	-90,599
NET SWAP INCOME/(EXPENSE)	20,626
LONG-TERM CAPITAL GAIN/(LOSS)	42,291
SHORT-TERM CAPITAL GAIN/(LOSS)	286,822
OTHER INCOME/ (LOSS)	27

TOTAL BOX F	369,675
	=====

LINE 13 - OTHER DEDUCTIONS

H - INVESTMENT INTEREST EXPENSE	
INVESTMENT INTEREST EXPENSE FROM INVESTING ACTIVITIES	15
INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES	106,545

TOTAL BOX H	106,560
	=====

K - DEDUCTIONS - PORTFOLIO (2% FLOOR)

DEDUCTIONS - PORTFOLIO (2% FLOOR)	64,129

TOTAL BOX K	64,129
	=====

W - OTHER DEDUCTIONS

OTHER TRADE OR BUSINESS EXPENSE	159,424

TOTAL BOX W	159,424
	=====

LINE 16 - FOREIGN TRANSACTIONS

D - PASSIVE CATEGORY	
DIVIDEND INCOME	54,663
INTEREST INCOME	5,046

LIGHTHOUSE GLOBAL LONG/SHORT FUND, L.P.

59-3789085

PTR #68-EVELYN F. MCKNIGHT BRAIN

SCH K-1 SUPPORTING SCHEDULES

TOTAL BOX D

59,709
=====

L - TOTAL FOREIGN TAXES PAID

FOREIGN TAXES PAID - DIVIDEND

6,521

FOREIGN TAXES PAID - OTHER

2,974

TOTAL BOX L

9,495
=====

SCH K-1 SUPPORTING SCHEDULES

FOREIGN INFORMATION

FOR PURPOSES OF DETERMINING YOUR FOREIGN TAX CREDIT, THE AMOUNTS ON LINES 1-11 MUST BE CONSIDERED WHEN DETERMINING GROSS INCOME FROM ALL SOURCES AND GROSS INCOME SOURCED AT THE PARTNER LEVEL.

THE AMOUNTS ON LINES 13H, 13K AND 13W MUST BE CONSIDERED WHEN ALLOCATING AND APPORTIONING EXPENSES TO GROSS INCOME FROM SOURCES OUTSIDE THE UNITED STATES. PLEASE CONSULT YOUR TAX ADVISOR.

PARTNER FOOTNOTES ASSOCIATED W/SCH. K-1, LINE 16

IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTIONS 901(K)(1)(A) AND 901(L)(1)(A), THE FOLLOWING AMOUNTS COMPRISING LINE 16L OF YOUR SCHEDULE K-1 SHOULD BE DEDUCTED AND NOT TAKEN AS A CREDIT ON YOUR 2011 INCOME TAX RETURN. PLEASE CONSULT YOUR TAX ADVISOR.

447

PARTNER FOOTNOTES ASSOCIATED W/SCH. K-1, LINE 20

V. UNRELATED BUSINESS TAXABLE INCOME

FOR TAX EXEMPT ORGANIZATIONS ONLY

UNRELATED BUSINESS TAXABLE INCOME (UBTI) INCLUDED IN YOUR SCHEDULE K-1 DISTRIBUTIVE SHARE ITEMS IS AS FOLLOWS:

NET UBTI ORDINARY INCOME/(LOSS):	-38,419
NET UBTI CAPITAL GAIN/(LOSS):	94,341

X. OTHER INFORMATION

FOR CORPORATE PARTNERS: THE AMOUNT OF DIVIDEND INCOME REPORTED ON LINE 6A THAT QUALIFIES FOR THE DIVIDENDS RECEIVED DEDUCTION UNDER IRC SEC. 243 IS:	14,068
--	--------

THE FOLLOWING AMOUNT OF QUALIFIED DIVIDEND INCOME REPORTED ON LINE 6B IS FROM FOREIGN SOURCES:	38,528
--	--------

THE AMOUNT REPORTED ON LINE 20A INCLUDES INVESTMENT INCOME FROM LINES 5 AND 6A OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINES 8, 9A, 11C AND 11F MAY ALSO BE INCLUDED IN THE INVESTMENT INTEREST EXPENSE LIMITATION CALCULATION. PLEASE CONSULT YOUR TAX ADVISOR.

THE AMOUNT REPORTED ON LINE 20B INCLUDES INVESTMENT EXPENSE FROM LINE 13K OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINE 13W MAY ALSO BE INCLUDED IN THE INVESTMENT INTEREST EXPENSE LIMITATION CALCULATION. PLEASE CONSULT YOUR TAX ADVISOR.

NO DETERMINATION HAS BEEN MADE WHETHER YOU MATERIALLY PARTICIPATE IN THE OPERATION OF THE PARTNERSHIP. IF YOU ARE A NON-MATERIALLY PARTICIPATING PARTNER, THE INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES REPORTED TO YOU ON LINE 13H IS SUBJECT TO THE NET INVESTMENT INCOME LIMITATION. IF YOU ARE A MATERIALLY PARTICIPATING PARTNER, THE INVESTMENT INTEREST EXPENSE MAY BE TREATED AS TRADE OR BUSINESS INTEREST EXPENSE. PLEASE CONSULT YOUR TAX ADVISOR.

SCH K-1 SUPPORTING SCHEDULES

TAXABLE INCOME REPORTED ON YOUR SCHEDULE K-1 IS ALLOCATED CONSISTENT WITH THE PARTNERSHIP AGREEMENT. CHANGE IN OWNERSHIP DURING THE YEAR IS REFLECTED IN THE PROFIT, LOSS, AND CAPITAL PERCENTAGES REPORTED ON YOUR SCHEDULE K-1, ITEM J.

PARTIAL REDEMPTION PAYABLE

=====

THE AMOUNT REPORTED ON YOUR SCHEDULE K-1 LINE 19A REFLECTS THE ACTUAL CASH DISTRIBUTED TO YOU DURING THIS TAXABLE YEAR. THIS AMOUNT WILL REDUCE YOUR TAX BASIS IN YOUR PARTNERSHIP INTEREST FOR THE CURRENT YEAR. THE TAX RULES RELATED TO PARTNERSHIP DISTRIBUTIONS ARE COMPLEX. PLEASE CONSULT YOUR TAX ADVISOR.

PLEASE NOTE, NONE OF THE DISTRIBUTIVE SHARE ITEMS REPORTED ON YOUR SCHEDULE K-1 ARE CONSIDERED AS DERIVED FROM A PASSIVE ACTIVITY UNDER TREASURY REGULATION 1.469-1T(E) (6).

Schedule K-1 (Form 1065)

2011

Department of the Treasury Internal Revenue Service

For calendar year 2011, or tax year beginning ending 2011

Partner's Share of Income, Deductions, Credits, etc. See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number 57-1140919
B Partnership's name, address, city, state, and ZIP code LIGHTHOUSE CREDIT OPPORTUNITIES FUND, L.P. 3801 PGA BOULEVARD, SUITE 500 PALM BEACH GARDENS, FL 33410-2757
C IRS Center where partnership filed return OGDEN, UT
D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number 65-6301255 #148
F Partner's name, address, city, state, and ZIP code EVELYN F. MCKNIGHT BRAIN RESEARCH FOUNDATION, SUNTRUST AS TRUSTEE C/O SUNTRUST BANK P.O. BOX 620005 ORLANDO, FL 32862
G General partner or LLC member-manager Limited partner or other LLC member
H Domestic partner Foreign partner
I What type of entity is this partner? TRUST
J Partner's share of profit, loss, and capital (see instructions):
Beginning Ending
Profit 1.087294% 1.019087%
Loss 1.087294% 1.019087%
Capital 1.087294% 1.076595%
K Partner's share of liabilities at year end:
Nonrecourse \$ 824,457
Qualified nonrecourse financing \$ 6,850
Recourse \$
L Partner's capital account analysis:
Beginning capital account \$ 2,098,218
Capital contributed during the year \$
Current year increase (decrease) \$ 56,801
Withdrawals & distributions \$ (400,000)
Ending capital account \$ 1,755,019
M Did the partner contribute property with a built-in gain or loss? Yes No
If "Yes," attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

Table with 4 columns: Line number, Description, Code, and Amount. Rows include Ordinary business income (loss), Net rental real estate income (loss), Other net rental income (loss), Guaranteed payments, Interest income, Ordinary dividends, Qualified dividends, Royalties, Net short-term capital gain (loss), Net long-term capital gain (loss), Collectibles (28%) gain (loss), Unrecaptured section 1250 gain, Net section 1231 gain (loss), Other income (loss), Section 179 deduction, Other deductions, Self-employment earnings (loss), and Credits.

*See attached statement for additional information.

For IRS Use Only

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

	<i>Code</i>	<i>Report on</i>
1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.		
	<i>Report on</i>	
Passive loss	See the Partner's Instructions	
Passive income	Schedule E, line 28, column (g)	
Nonpassive loss	Schedule E, line 28, column (h)	
Nonpassive income	Schedule E, line 28, column (j)	
2. Net rental real estate income (loss)	See the Partner's Instructions	
3. Other net rental income (loss)		
Net income	Schedule E, line 28, column (g)	
Net loss	See the Partner's Instructions	
4. Guaranteed payments	Schedule E, line 28, column (j)	
5. Interest income	Form 1040, line 8a	
6a. Ordinary dividends	Form 1040, line 9a	
6b. Qualified dividends	Form 1040, line 9b	
7. Royalties	Schedule E, line 3b	
8. Net short-term capital gain (loss)	Schedule D, line 5	
9a. Net long-term capital gain (loss)	Schedule D, line 12	
9b. Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D instructions)	
9c. Unrecaptured section 1250 gain	See the Partner's Instructions	
10. Net section 1231 gain (loss)	See the Partner's Instructions	
11. Other income (loss)		
<i>Code</i>		
A Other portfolio income (loss)	See the Partner's Instructions	
B Involuntary conversions	See the Partner's Instructions	
C Sec. 1256 contracts & straddles	Form 6781, line 1	
D Mining exploration costs recapture	See Pub. 535	
E Cancellation of debt	Form 1040, line 21 or Form 982	
F Other income (loss)	See the Partner's Instructions	
12. Section 179 deduction	See the Partner's Instructions	
13. Other deductions		
A Cash contributions (50%)	} See the Partner's Instructions	
B Cash contributions (30%)		
C Noncash contributions (50%)		
D Noncash contributions (30%)		
E Capital gain property to a 50% organization (30%)		
F Capital gain property (20%)		
G Contributions (100%)		
H Investment interest expense	Form 4952, line 1	
I Deductions—royalty income	Schedule E, line 19	
J Section 59(e)(2) expenditures	See the Partner's Instructions	
K Deductions—portfolio (2% floor)	Schedule A, line 23	
L Deductions—portfolio (other)	Schedule A, line 28	
M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29	
N Educational assistance benefits	See the Partner's Instructions	
O Dependent care benefits	Form 2441, line 12	
P Preproductive period expenses	See the Partner's Instructions	
Q Commercial revitalization deduction from rental real estate activities	See Form 8582 instructions	
R Pensions and IRAs	See the Partner's Instructions	
S Reforestation expense deduction	See the Partner's Instructions	
T Domestic production activities information	See Form 8903 instructions	
U Qualified production activities income	Form 8903, line 7b	
V Employer's Form W-2 wages	Form 8903, line 17	
W Other deductions	See the Partner's Instructions	
14. Self-employment earnings (loss)		
Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.		
A Net earnings (loss) from self-employment	Schedule SE, Section A or B	
B Gross farming or fishing income	See the Partner's Instructions	
C Gross non-farm income	See the Partner's Instructions	
15. Credits		
A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	} See the Partner's Instructions	
B Low-income housing credit (other) from pre-2008 buildings		
C Low-income housing credit (section 42(j)(5)) from post-2007 buildings		
D Low-income housing credit (other) from post-2007 buildings		
E Qualified rehabilitation expenditures (rental real estate)		
F Other rental real estate credits		
G Other rental credits		
H Undistributed capital gains credit		Form 1040, line 71; check box a
I Alcohol and cellulosic biofuel fuels credit		See the Partner's Instructions
J Work opportunity credit	} See the Partner's Instructions	
K Disabled access credit		
L Empowerment zone and renewal community employment credit		
M Credit for increasing research activities	} See the Partner's Instructions	
N Credit for employer social security and Medicare taxes		
O Backup withholding	Form 1040, line 62	
P Other credits	See the Partner's Instructions	
16. Foreign transactions		
A Name of country or U.S. possession	} Form 1116, Part I	
B Gross income from all sources		
C Gross income sourced at partner level		
<i>Foreign gross income sourced at partnership level</i>		
D Passive category	} Form 1116, Part I	
E General category		
F Other		
<i>Deductions allocated and apportioned at partner level</i>		
G Interest expense	Form 1116, Part I	
H Other	Form 1116, Part I	
<i>Deductions allocated and apportioned at partnership level to foreign source income</i>		
I Passive category	} Form 1116, Part I	
J General category		
K Other		
<i>Other information</i>		
L Total foreign taxes paid	Form 1116, Part II	
M Total foreign taxes accrued	Form 1116, Part II	
N Reduction in taxes available for credit	Form 1116, line 12	
O Foreign trading gross receipts	Form 8873	
P Extraterritorial income exclusion	Form 8873	
Q Other foreign transactions	See the Partner's Instructions	
17. Alternative minimum tax (AMT) items		
A Post-1986 depreciation adjustment	} See the Partner's Instructions and the Instructions for Form 6251	
B Adjusted gain or loss		
C Depletion (other than oil & gas)		
D Oil, gas, & geothermal—gross income		
E Oil, gas, & geothermal—deductions		
F Other AMT items		
18. Tax-exempt income and nondeductible expenses		
A Tax-exempt interest income	Form 1040, line 8b	
B Other tax-exempt income	See the Partner's Instructions	
C Nondeductible expenses	See the Partner's Instructions	
19. Distributions		
A Cash and marketable securities	} See the Partner's Instructions	
B Distribution subject to section 737		
C Other property		
20. Other information		
A Investment income	Form 4952, line 4a	
B Investment expenses	Form 4952, line 5	
C Fuel tax credit information	Form 4136	
D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions	
E Basis of energy property	See the Partner's Instructions	
F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8	
G Recapture of low-income housing credit (other)	Form 8611, line 8	
H Recapture of investment credit	See Form 4255	
I Recapture of other credits	See the Partner's Instructions	
J Look-back interest—completed long-term contracts	See Form 8697	
K Look-back interest—income forecast method	See Form 8866	
L Dispositions of property with section 179 deductions	} See the Partner's Instructions	
M Recapture of section 179 deduction		
N Interest expense for corporate partners		
O Section 453(l)(3) information		
P Section 453A(c) information		
Q Section 1260(b) information		
R Interest allocable to production expenditures		
S CCF nonqualified withdrawals		
T Depletion information—oil and gas		
U Amortization of reforestation costs		
V Unrelated business taxable income		
W Precontribution gain (loss)		
X Section 108(l) information		
Y Other information		

**LIGHTHOUSE CREDIT OPPORTUNITIES
FUND, L.P.
SCH K-1 SUPPORTING SCHEDULES**

**57-1140919
PTR #148-EVELYN F. MCKNIGHT BRAIN RESEARCH**

ITEM L - RECONCILIATION OF INCOME

INCOME (LOSS) FROM SCH. K-1, LINES 1-11	158,748
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	97,756

TOTAL INCOME PER SCHEDULE K-1	60,992
	=====
LESS: INCOME INCLUDED ON SCH. K-1, NOT RECORDED ON BOOKS:	
NET TAX UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	4,803
LESS: EXPENSES RECORDED ON BOOKS, NOT INCLUDED ON SCH. K-1:	
NONDEDUCTIBLE EXPENSES	403
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
OTHER TAX-EXEMPT INCOME	2
TAX-EXEMPT INTEREST INCOME	1,013

TOTAL INCOME PER ITEM L, CURRENT YEAR INCR (DECR)	56,801
	=====

LINE 5 - INTEREST INCOME

INTEREST INCOME FROM U.S. OBLIGATIONS	67
OTHER INTEREST INCOME	72,728

TOTAL INTEREST INCOME	72,795
	=====

LINE 11 - OTHER INCOME (LOSS)

A - OTHER PORTFOLIO INCOME (LOSS)

SWAP INCOME	153
OTHER PORTFOLIO INCOME/(LOSS)	5,014
NET IRC SEC. 988 GAIN/(LOSS)	-3,652

TOTAL BOX A	1,515
	=====

C - SEC. 1256 CONTRACTS & STRADDLES	-214
D - MINING EXPLORATION COSTS RECAPTURE	4,226
E - CANCELLATION OF DEBT	6,724
<u>F - OTHER INCOME (LOSS)</u>	
OTHER INTEREST INCOME	8,786
QUALIFIED DIVIDEND INCOME	88
NON-QUALIFIED DIVIDEND INCOME	2
NET IRC SEC. 475 (F) INCOME/(LOSS)	4,831
NET IRC SEC. 987 GAIN/(LOSS)	-90
NET IRC SEC. 988 GAIN/(LOSS)	946
NET SWAP INCOME/(EXPENSE)	7,164
OTHER ORDINARY INCOME/(LOSS)	54
OTHER INCOME/(LOSS)	-3,210
OTHER TRADE OR BUSINESS EXPENSE	-3,973
INCOME/(LOSS) FROM LENDING ACTIVITIES	-15,064
IRC SEC. 1293 ORDINARY EARNINGS FROM A QEF	7
SHORT-TERM CAPITAL GAIN/(LOSS)	20,553
LONG-TERM CAPITAL GAIN/(LOSS)	-4,173
MTM LOAN ORIGINATION INCOME/(LOSS)	94
SECTION 751 ORDINARY INCOME/(LOSS)	30,242

**LIGHTHOUSE CREDIT OPPORTUNITIES
FUND, L.P.
SCH K-1 SUPPORTING SCHEDULES**

**57-1140919
PTR #148-EVELYN F. MCKNIGHT BRAIN RESEARCH**

TOTAL BOX F 46,257

LINE 13 - OTHER DEDUCTIONS

H - INVESTMENT INTEREST EXPENSE

INVESTMENT INTEREST EXPENSE FROM INVESTING ACTIVITIES 3,562
INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES 26,331

TOTAL BOX H 29,893

I - DEDUCTIONS - ROYALTY INCOME 74
J - SECTION 59(E) (2) EXPENDITURES 1,115
K - DEDUCTIONS - PORTFOLIO (2% FLOOR) 43,353
L - DEDUCTIONS - PORTFOLIO (OTHER) 731
T - DOMESTIC PRODUCTION ACTIVITIES INFORMATION
DOMESTIC PRODUCTION GROSS RECEIPTS 46,086
GROSS RECEIPTS FROM ALL SOURCES 160,303
COST OF GOODS SOLD ALLOCABLE TO DPGR 20,669
COST OF GOODS SOLD FROM ALL SOURCES 51,464
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO A DPGR 8,766
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO A NON DPGR 3,332
TOTAL DED, EXP, AND LOSS NOT DIRECTLY ALLOCABLE TO A DPGR 35,475
W-2 ALLOCABLE TO DPGR 297
AVERAGE BASIS OR AVERAGE FMV OF ASSETS THAT GENERATE NON-DPGR 56
ASSETS ALLOCABLE TO QPA 1,748
TOTAL INTEREST EXPENSE 292

V - EMPLOYER'S FORM W-2 WAGES 4,961

W - OTHER DEDUCTIONS

OTHER TRADE OR BUSINESS EXPENSE 22,233

TOTAL BOX W 22,233

LINE 15 - CREDITS

M - CREDIT FOR INCREASING RESEARCH ACTIVITIES 4

LINE 16 - FOREIGN TRANSACTIONS

J - GENERAL CATEGORY 3,603
L - TOTAL FOREIGN TAXES PAID 182
M - TOTAL FOREIGN TAXES ACCRUED 88

LINE 17 - ALTERNATIVE MINIMUM TAX (AMT) ITEMS

C - DEPLETION (OTHER THAN OIL & GAS) 1,705
D - OIL, GAS, & GEOTHERMAL-GROSS INCOME 3,045
E - OIL, GAS, & GEOTHERMAL-DEDUCTIONS 2,988
F - OTHER AMT ITEMS 1,532

**LIGHTHOUSE CREDIT OPPORTUNITIES
 FUND, L.P.
 SCH K-1 SUPPORTING SCHEDULES**

**57-1140919
 PTR #148-EVELYN F. MCKNIGHT BRAIN RESEARCH**

PARTNER FOOTNOTES ASSOCIATED W/SCH. K-1, LINE 1
 =====

AMOUNTS REPORTED ON LINE 1 BELOW WERE PASS-THROUGH TO THE FUND FROM ITS UNDERLYING INVESTMENTS IN PARTNERSHIPS.

ORDINARY TRADE OR BUSINESS INCOME/(LOSS)	8,183
OTHER INTEREST INCOME	NONE
OTHER TRADE OR BUSINESS EXPENSE	NONE
<hr/>	
TOTAL	8,183

STATEMENT TO SCHEDULE K-1, LINES 16B AND 16C:
 =====

FOR PURPOSES OF DETERMINING YOUR FOREIGN TAX CREDIT, THE AMOUNTS ON LINES 1-11 MUST BE CONSIDERED WHEN DETERMINING GROSS INCOME FROM ALL SOURCES AND GROSS INCOME SOURCED AT THE PARTNER LEVEL. PLEASE CONSULT YOUR TAX ADVISOR.

STATEMENT TO SCHEDULE K-1, LINES 16G THRU 16K:
 =====

FOR PURPOSES OF DETERMINING YOUR FOREIGN TAX CREDIT, THE AMOUNTS ON LINES 13H AND 13W MUST BE CONSIDERED WHEN ALLOCATING AND APPORTIONING EXPENSES TO GROSS INCOME FROM SOURCES OUTSIDE THE UNITED STATES. PLEASE CONSULT YOUR TAX ADVISOR.

PARTIAL REDEMPTION PAYABLE:
 =====

THE AMOUNT REPORTED ON YOUR SCHEDULE K-1 LINE 19A REFLECTS THE ACTUAL CASH DISTRIBUTED TO YOU DURING THIS TAXABLE YEAR. THIS AMOUNT WILL REDUCE YOUR TAX BASIS IN YOUR PARTNERSHIP INTEREST FOR THE CURRENT YEAR. THE TAX RULES RELATED TO PARTNERSHIP DISTRIBUTIONS ARE COMPLEX. PLEASE CONSULT YOUR TAX ADVISOR.

PARTNER FOOTNOTES ASSOCIATED W/SCH. K-1, LINE 20
 =====

J. LOOK-BACK INTEREST - COMPLETED LONG-TERM CONTRACTS	
FORM 8697 2006	46
FORM 8697 2007	NONE
FORM 8697 2008	NONE
FORM 8697 2009	-2
FORM 8697 2010	10

T. DEPLETION INFORMATION

A) TOTAL SUSTAINED - ASSUMED ALLOWABLE DEPLETION	600
B) COST DEPLETION	633
C) PERCENTAGE DEPLETION IN EXCESS OF COST DEPLETION	94
D) PERCENTAGE DEPLETION IN EXCESS OF BASIS	16
E) NET EQUIVALENT BBLs OF PRODUCTION	41
F) INTANGIBLE DRILLING COSTS	49
G) GROSS INCOME FROM OIL & GAS	507
H) GROSS DEDUCTIONS FROM OIL & GAS	47

V. UNRELATED BUSINESS TAXABLE INCOME

FOR TAX-EXEMPT ORGANIZATIONS ONLY:
 =====

**LIGHTHOUSE CREDIT OPPORTUNITIES
FUND, L.P.
SCH K-1 SUPPORTING SCHEDULES**

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UNRELATED BUSINESS TAXABLE INCOME (UBTI) INCLUDED IN YOUR SCHEDULE K-1
DISTRIBUTIVE SHARE ITEMS IS AS FOLLOWS:

NET UBTI ORDINARY INCOME/(LOSS): 31,502
NET UBTI CAPITAL GAIN/(LOSS): 67,028

BOX 20, CODE X: INFORMATION REGARDING SECTION 108(I) ELECTION:

1. YOUR DEFERRED CANCELLATION OF DEBT (COD) INCOME AMOUNT THAT HAS NOT
BEEN INCLUDED IN INCOME AS OF THE END OF THE PRIOR TAXABLE YEAR: 2,945

2. INCLUDED ON LINE 11E IS YOUR SHARE OF DEFERRED COD INCOME THAT IS
TAXABLE IN THE CURRENT YEAR UNDER §108(I)(5)(D)(II): NONE

3. YOUR DEFERRED COD INCOME THAT HAS NOT BEEN INCLUDED IN TAXABLE INCOME
IN THE CURRENT OR PRIOR TAXABLE YEARS: 2,945

4. YOUR SHARE OF THE PARTNERSHIP'S OID DEDUCTION DEFERRED UNDER
§108(I)(2)(A)(I) IN THE CURRENT TAXABLE YEAR: 16

5. INCLUDED ON LINE 1 IS YOUR SHARE OF THE PARTNERSHIP'S OID DEDUCTION
DEFERRED UNDER §108(I)(2)(A)(I) THAT IS ALLOWABLE AS A DEDUCTION UNDER
§108(I)(5)(D)(II): NONE

Y. OTHER INFORMATION

FOR CORPORATE PARTNERS: THE AMOUNT OF DIVIDEND INCOME REPORTED ON LINES 6A
AND 11F THAT QUALIFIES FOR THE DIVIDEND RECEIVED DEDUCTION UNDER IRC SEC.
243 IS: 4,572

THE FOLLOWING AMOUNT OF QUALIFIED DIVIDEND INCOME REPORTED ON LINES 6B AND
11F IS FROM FOREIGN SOURCES: 3,918

THE AMOUNT OF INTEREST EXPENSE INCLUDED ON YOUR SCHEDULE
K-1, RELATED TO THE PRODUCTION OF U.S. GOVERNMENT INTEREST INCOME IS: NONE

AHYDO INTEREST:

THE ORDINARY LOSS STATED ON LINE 1 OF THE K-1 REFLECTS AN INTEREST EXPENSE
DEDUCTION THAT MAY BE SUBJECT TO THE APPLICABLE HIGH YIELD DISCOUNT
OBLIGATION (AHYDO) PROVISIONS UNDER I.R.C. SECTION 163(E)(5) AND 163(I),
AND THE TREAS. REG. SECTION 1.701-2(F), EX.1. IF APPLICABLE, CORPORATE
PARTNERS ARE SUBJECT TO AN AHYDO LIMITATION. IF YOU ARE A CORPORATE
PARTNER, YOU SHOULD CONSULT YOUR TAX ADVISOR TO DETERMINE THE
APPLICABILITY OF THE SECTION 163(E)(5) AND 163(I) PROVISIONS TO YOUR
MEMBERS/PARTNERS SHARE OF THE INTEREST EXPENSE. THE AHYDO LIMITATIONS ARE:

TOTAL OID EXPENSE: 276
DISQUALIFIED PORTION (IRC SECTION 163(E)(5)(A)(I)): 64
SECTION 163(E)(5)(A)(II) DEFERRED OID 212
INTEREST PAID IN 2011: 393

DIRECT EQUITY-FINANCED LENDING ACTIVITIES
=====

LIGHTHOUSE CREDIT OPPORTUNITIES FUND, L.P. INVESTS IN FORTRESS VALUE RECOVERY FUND I LLC

**LIGHTHOUSE CREDIT OPPORTUNITIES
FUND, L.P.
SCH K-1 SUPPORTING SCHEDULES**

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AND DRAWBRIDGE SPECIAL OPPORTUNITIES FUND LP WHICH ENGAGE IN DIRECT EQUITY-FINANCED LENDING ACTIVITIES. THIS INCOME/(LOSS) FROM THESE ACTIVITIES MAY OR MAY NOT BE PASSIVE DEPENDING ON THE PARTICULAR FACTS AND CIRCUMSTANCES OF EACH PARTNER PURSUANT TO TREAS. REG. 1.468-2T(F) (4).

YOUR SHARE OF ORDINARY INCOME/(LOSSES) FROM LENDING ACTIVITIES UNDER
REG.1.469-2T(f) (4) INCLUDED ABOVE IS:

-13,393

THE FOLLOWING INFORMATION WAS PASS THROUGH FROM THE FUND'S UNDERLYING INVESTMENT IN SILVER POINT CAPITAL FUND, L.P. ("SILVER POINT") EIN 22-3849631

=====

SILVER POINT HAS DERIVED INCOME AND/OR LOSS FROM VARIOUS TYPES OF LOAN ORIGINATION ACTIVITIES. SILVER POINT HAS TAKEN THE POSITION THAT IT IS ENGAGED IN THE TRADE OR BUSINESS OF LENDING MONEY, AND AS SUCH, THOSE PARTNERS WHO DO NOT MATERIALLY PARTICIPATE IN THE ACTIVITY, UNDER THE RULES OF TREASURY REGULATION SECTION 1.469-5T, MAY HAVE PASSIVE ACTIVITY LOSS LIMITATIONS. UNDER THE PASSIVE ACTIVITY RULES, PASSIVE ACTIVITY LOSSES ARE ONLY DEDUCTIBLE TO THE EXTENT OF PASSIVE ACTIVITY INCOME, AND ANY EXCESS PASSIVE ACTIVITY LOSSES ARE NOT CURRENTLY DEDUCTIBLE BY A PARTNER BUT ARE SUSPENDED AND CARRIED FORWARD TO THE NEXT TAXABLE YEAR WHEN THESE LIMITATIONS ARE APPLIED AGAIN.

AS DESCRIBED IN TREASURY REGULATION SECTION 1.469-2T(F) (4), A TAXPAYER'S EQUITY FINANCED INTEREST INCOME FROM THIS ACTIVITY IS TREATED AS NON-PASSIVE INCOME TO THE EXTENT OF THE NET INCOME FROM SUCH ACTIVITY FOR THE TAX YEAR. HOWEVER, IF THERE IS A NET LOSS FOR SUCH YEAR FROM THIS LENDING ACTIVITY, THE NET LOSS CONTINUES TO BE TREATED AS PASSIVE AND REMAINS SUBJECT TO THE DEDUCTION LIMITATIONS UNDER THE PASSIVE LOSS RULES. THE TAX CONSEQUENCES OF THIS TREATMENT MAY VARY DEPENDING UPON THE PARTICULAR TAX SITUATION OF EACH TAXPAYER. ALL PARTNERS SHOULD CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE PASSIVE ACTIVITY RULES.

YOUR SHARE OF INCOME/(LOSS) DERIVED FROM THESE ACTIVITIES IS REPORTED TO YOU ON LINE 11F, "MTM LOAN ORIGINATION INCOME/(LOSS)."

PLEASE NOTE (WITH THE EXCEPTION OF ITEMS INDICATED BELOW AND THE PASSIVE ACTIVITY LOSS FROM SILVER POINT ABOVE), NONE OF THE DISTRIBUTIVE SHARE ITEMS REPORTED ON YOUR SCHEDULE K-1 ARE CONSIDERED AS DERIVED FROM A PASSIVE ACTIVITY UNDER TREASURY REGULATION 1.469-1T(E) (6).

THE PARTNERSHIP HAS DIRECTLY/INDIRECTLY INVESTED IN PASSIVE ACTIVITIES. YOUR DISTRIBUTIVE SHARE OF PASSIVE INCOME/(LOSS) ITEMS INCLUDED ON YOUR SCHEDULE K-1 ARE REPORTED IN DETAILS BELOW. PASSIVE LOSSES MAY BE SUBJECT TO LIMITATION PURSUANT TO IRC SEC. 469. PLEASE CONSULT YOUR TAX ADVISOR.

LINE 1 - ORDINARY TRADE OR BUSINESS INCOME/(LOSS)	4,656
LINE 2 - NET RENTAL REAL ESTATE INCOME/(LOSS)	-1,567
LINE 3 - OTHER NET RENTAL INCOME/(LOSS)	2,645
LINE 5 - OTHER INTEREST INCOME	118
LINE 7 - ROYALTIES	429
LINE 9A - NET LONG-TERM CAPITAL GAIN/(LOSS)	994
LINE 10 - NET SECTION 1231 GAIN/(LOSS)	-3,017
LINE 11E - CANCELLATION OF DEBT	4,026
LINE 11F - OTHER INCOME/(LOSS)	-14,970
LINE 13J - SECTION 59(E) (2) EXPENDITURES	-902

THE AMOUNT REPORTED ON LINE 20A INCLUDES INVESTMENT INCOME FROM LINES 5, 6A, 7 AND 11A OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINES 8, 9A, 11C, 11E AND 11F MAY ALSO BE INCLUDED IN THE INVESTMENT INTEREST EXPENSE LIMITATION CALCULATION. PLEASE CONSULT YOUR TAX ADVISOR.

**LIGHTHOUSE CREDIT OPPORTUNITIES
FUND, L.P.
SCH K-1 SUPPORTING SCHEDULES**

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THE AMOUNT REPORTED ON LINE 20B INCLUDES INVESTMENT EXPENSE FROM LINES 13I, 13K, AND 13L OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINES 13J AND 13W MAY ALSO BE INCLUDED IN THE INVESTMENT INTEREST EXPENSE LIMITATION CALCULATION. PLEASE CONSULT YOUR TAX ADVISOR.

NO DETERMINATION HAS BEEN MADE WHETHER YOU MATERIALLY PARTICIPATE IN THE OPERATION OF THE PARTNERSHIP. IF YOU ARE A NON-MATERIALLY PARTICIPATING PARTNER, THE INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES REPORTED TO YOU ON LINES 1 AND 13H ARE SUBJECTED TO THE NET INVESTMENT INCOME LIMITATION. IF YOU ARE A MATERIALLY PARTICIPATING PARTNER, THE INVESTMENT INTEREST EXPENSE MAY BE TREATED AS TRADE OR BUSINESS INTEREST EXPENSE. PLEASE CONSULT YOUR TAX ADVISOR.

EFFECTIVELY CONNECTED INCOME ("ECI")
=====

LIGHTHOUSE CREDIT OPPORTUNITIES FUND, L.P. MAY HAVE EFFECTIVELY CONNECTED INCOME PASS THROUGH FROM ITS UNDERLYING INVESTMENTS. DETAILS TO THIS INFORMATION ARE AVAILABLE UPON REQUEST.

THE MUNICIPAL INTEREST REPORTED ON LINE 18A OF YOUR K-1 IS DERIVED FROM THE FOLLOWING JURISDICTIONS IN THE FOLLOWING AMOUNTS:

ALASKA	1	MONTANA	2
ARIZONA	3	NEVADA	28
ARKANSAS	1	NEW JERSEY	107
CALIFORNIA	170	NEW YORK	66
COLORADO	55	NEW YORK CITY	45
CONNECTICUT	5	NORTH CAROLINA	NONE
DELAWARE	17	OHIO	38
DISTRICT OF COLUMBIA	14	OREGON	8
FLORIDA	23	PENNSYLVANIA	23
GEORGIA	9	SOUTH CAROLINA	1
HAWAII	4	SOUTH DAKOTA	2
ILLINOIS	48	TENNESSEE	52
INDIANA	12	TEXAS	62
IOWA	20	UTAH	1
KENTUCKY	5	VERMONT	NONE
LOUISIANA	NONE	VIRGINIA	5
MAINE	1	WASHINGTON	1
MASSACHUSETTS	22	WEST VIRGINIA	1
MICHIGAN	55	PUERTO RICO	16
MISSOURI	88		

THE PARTNERSHIP HAS INVESTMENTS (DIRECT OR INDIRECT) IN THE FOLLOWING PUBLICLY TRADED PARTNERSHIPS ("PTP"). THE PTPS LISTED BELOW ARE NOT TREATED AS CORPORATIONS PURSUANT TO IRC SEC. 7704. AS SUCH, DISTRIBUTIVE SHARE ITEMS, IN ADDITION TO GAIN OR LOSS ON SALE (OR IRC SEC. 475(F) MTM), FROM THESE PTPS ARE INCLUDED ON YOUR SCHEDULE K-1 AND ARE REPORTED BELOW. INVESTORS MAY BE SUBJECT TO THE PASSIVE ACTIVITY LOSS RULES WITH RESPECT TO THEIR INVESTMENTS IN PTPS UNDER WITH IRC SEC. 469(K). PLEASE CONSULT YOUR TAX ADVISOR.

	BREITBURN ENERGY PARTNERS, LP	CROSSTEX ENERGY, LP
LINE 1	779	-547
LINE 5	NONE	18
LINE 10	-1	NONE
LINE 13A	NONE	NONE

**LIGHTHOUSE CREDIT OPPORTUNITIES
FUND, L.P.
SCH K-1 SUPPORTING SCHEDULES**

**57-1140919
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LINE 13J	279	NONE
LINE 17A	55	-2
LINE 17B	-9	NONE
LINE 18C	NONE	2

THE FUND DISPOSED OF VARIOUS INTERESTS IN PTPS. UNDER IRC SECTION 751, ANY PARTNER THAT SELLS OR EXCHANGE ANY PART OF ANY INTEREST IN A PARTNERSHIP THAT HAS ANY SECTION 751 PROPERTY AT THE TIME OF THE SALE OR EXCHANGE OCCURS A STATEMENT SETTING FORTH SEPARATELY THE DATE OF THE SALE OR EXCHANGE. THE AMOUNT OF ANY GAIN OR LOSS ATTRIBUTABLE TO THE SECTION 751 PROPERTY, AND THE AMOUNT OF ANY GAIN OR LOSS ATTRIBUTABLE TO CAPITAL GAIN OR LOSS ON THE SALE OF PARTNERSHIP INTEREST.

	BREITBURN ENERGY PARTNERS, LP	CROSSTEX ENERGY, LP
		12/06/2011
		12/07/2011
DATES OF DISPOSITION	12/08/2011	12/08/2011
ORDINARY INCOME RECAPTURE	2,636	855
LONG TERM CAPITAL GAIN/(LOSS)	-3,770	-337
TOTAL GAIN/LOSS	-1,134	518

THE FUND INCLUDED IN THE DISPOSITION CALCULATIONS ADJUSTMENTS TO TAX BASIS PROVIDED BY THE UNDERLYING PTPS. THE PTPS HAVE NOTIFIED THE FUND THAT THE BASIS FOR CALCULATIONS ARE BASED ON UNIT DISPOSITIONS ON A "FIRST IN FIRST OUT BASIS", SO THAT WE ARE CONSIDERED TO HAVE SOLD UNITS IN THE ORDER IN WHICH THEY WERE ACQUIRED. THIS APPROACH IS NOT CONSISTENT WITH IRS REVENUE RULING 84-53, WHICH PROVIDED THAT A PARTNER HAS ONE UNIFIED BASIS IN ITS PARTNERSHIP INTEREST. THE UNDERLYING PTPS DO NOT MAKE THE INFORMATION AVAILABLE IN ACCORDANCE WITH REV RUL 85-53. PLEASE CONSULT YOUR TAX ADVISOR.

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2011

For calendar year 2011, or tax
year beginning _____, 2011
ending _____, 20

Partner's Share of Income, Deductions,
Credits, etc.

▶ See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
27-2665727

B Partnership's name, address, city, state, and ZIP code
HCP Private Equity Fund V, L.P.
One Maritime Plaza, 5th Floor
San Francisco, CA 94111

C IRS Center where partnership filed return
Ogden, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number 33
65-6301255

F Partner's name, address, city, state, and ZIP code
SunTrust Bank as Co-Trustee with
JLD, MD, NR, JGC, McKnight Brain
Research Fndn, PO Box 620005
Orlando, FL 32862

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? TRUST

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	0.00 %	1.39 %
Loss	0.00 %	1.39 %
Capital	0.00 %	1.39 %

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ _____

L Partner's capital account analysis:

Beginning capital account \$ _____

Capital contributed during the year \$ 120,000

Current year increase (decrease) \$ (24,393)

Withdrawals & distributions \$ (_____)

Ending capital account \$ 95,607

Tax basis GAAP Section 704(b) book

Other (explain) _____

M Did the partner contribute property with a built-in gain or loss?
 Yes No
If "Yes," attach statement (see instructions)

Final K-1 Amended K-1 OMB No. 1545-0099

651111

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits		
2	Net rental real estate income (loss)				
3	Other net rental income (loss)	16	Foreign transactions See Statement		
4	Guaranteed payments				
5	Interest income	785			
6a	Ordinary dividends	59			
6b	Qualified dividends	9			
7	Royalties				
8	Net short-term capital gain (loss)	84			
9a	Net long-term capital gain (loss)	1,102	17	Alternative minimum tax (AMT) items	
9b	Collectibles (28%) gain (loss)				
9c	Unrecaptured section 1250 gain				
10	Net section 1231 gain (loss)		18	Tax-exempt income and nondeductible expenses	
11	Other income (loss)	See Statement		See Statement	
12	Section 179 deduction			19	Distributions See Statement
13	Other deductions	See Statement		20	Other information See Statement
14	Self-employment earnings (loss)				

*See attached statement for additional information.

For IRS Use Only

Item L - Reconciliation

Total income (loss) per Schedule K-1	-22,263
Unrealized appreciation (depreciation) and timing differences	-10,646
Other timing differences	8,578
Nondeductible expenses	-62
Total Current Year Increase (Decrease) Per Item L	-24,393

Box 6 and/or Box 11 Code F - Dividend Income

Amount of foreign source income included in Box 6a and/or Box 11 code F:	54
Amount of foreign source income included in Box 6b and/or Box 11 code F:	6

Box 11 - Other Income (Loss)

A - Other Portfolio Income (Loss)

Section 988 gain (loss)	89
Swap and other portfolio income	-11
Total Box 11 Code A	78

C - Net section 1256 gain(loss) NONE

F - Other Income (Loss)

Section 988 gain (loss)	15
Total Box 11 Code F	15

Box 13 - Other Deductions

H - Investment interest expense 19

The amount in Box 13 Code H is derived from two types of activities:

The amount derived from trade or business activities which are not passive activities is: NONE

After application of the limitations of Form 4952, any resulting deduction pertaining to this amount should be entered on Schedule E, Part II, Column (h).

The amount derived from investment activities is: 19

After application of the limitations of Form 4952, any resulting deduction pertaining to this amount should be entered on Schedule A, Line 14.

You should consult your tax advisor regarding this issue.

K - Deductions - Portfolio (2% Floor)

Portfolio deductions	23,968
Total Box 13 Code K	23,968

L - Deductions - Portfolio (Other)

Portfolio deductions	398
Total Box 13 Code L	398

Box 16 - Foreign Transactions

A - Foreign country code	OC
B - Gross income from all sources	2,107
C - Gross income sourced at partner level	1,324

Foreign Gross Income Sourced at Partnership Level:

D - Passive income	148
--------------------	-----

Deductions Allocated and Apportioned at Partner Level

G - Interest expense	19
H - Other	18,006

Deductions Allocated and Apportioned at Partnership Level to Foreign Source Income:

I - Passive	1,874
-------------	-------

Other Information:

L - Total foreign taxes paid	1
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Box 18 - Tax-Exempt Income and Nondeductible Expenses

C - Nondeductible expenses	62
----------------------------	----

Box 19 - Distributions

A - Cash and marketable securities	NONE
------------------------------------	------

Box 20 - Other Information

A - Investment income	844
B - Investment expenses	24,366

V - Unrelated Business Taxable Income

UBTI - Ordinary income (expense)	-53
UBTI - Short term capital gain (loss)	5
UBTI - Long term capital gain (loss)	37

Total Box 20 Code V	-11
---------------------	-----

Interest/Dividend Income From U.S. Obligations:

Income from U.S. obligations included in Box 5, Box 6a, and/or Box 11 Code F:

NONE

Dividends Received Deduction:

Dividends eligible for the 70% Dividends Received Deduction

1

Part III, Box 16 Foreign Transactions, Code A – Country Code:

Foreign Country Code OC refers to "Various Countries."

Part III, Box 19 Distributions -- Gain or Loss on Distribution from the Partnership:

If you made a withdrawal from the Partnership, you may have a gain or loss to recognize outside the Partnership in the year you received the cash distribution from the Partnership. Please note that the withdrawal shown in Box 19 Code A of the K-1 may reflect distributions that were not made until 2012. Please consult your tax advisor.

Part III, Box 20 Other Information, Codes A & B – Investment Income and Expenses:

The amount reported in Box 20 Code A includes Interest and Dividends (including Qualified Dividends). The amount reported in Box 20 Code B includes the expenses in Box 13 Codes K, L and/or W. Amounts reported in Boxes 1, 8, 9a, and 11 should be considered in computing your Net Investment Income. Please consult your tax advisor.

Investment Partnership Disclosure:

The Partnership believes it qualifies under Treasury Regulation Section 1.704-3(e)(3)(iii)(B)(2) as an investment partnership.

Information Regarding PFICs That Are Qualified Electing Funds (QEFS)

The Partnership is a domestic partnership and has directly or indirectly invested in one or more Passive Foreign Investment Companies (PFICs) for which a Qualified Electing Fund (QEF) election under Section 1295 of the Internal Revenue Code has been in effect throughout the Partnership's holding period. The ordinary earnings and net capital gain, if any, from each PFIC have already been included in Box 6a and/or 9a of your Schedule K-1. Either the Partnership or an underlying domestic partnership that owns the PFIC(s) has filed Form 8621 with respect to such PFIC(s). Neither the Partnership nor the underlying domestic partnership that owns the PFIC(s) has transferred stock in any PFIC(s) in a nonrecognition transaction during the taxable year. According to the IRS instructions for Form 8621 (rev. December 2011), based on these facts, a partner is not required to file Form 8621 with respect to QEF(s) owned indirectly via their interest in a domestic partnership. Therefore, no further information is being provided about the Partnership's QEF investments. If a partner wishes to make a Section 1294 election, the information required to make that election will be available upon request. Information about PFICs that are subject to the Section 1291 excess distribution rules, if any, is reported in a separate footnote to this Schedule K-1.

HCP Private Equity Fund V, L.P. 27-2665727
SunTrust Bank as Co-Trustee with J. Lee Do

=====

BOX 5 - INTEREST INCOME:

=====

YOUR SHARE OF FOREIGN SOURCED INTEREST INCOME IS: 107

FDAP INCOME:

=====

IF YOU ARE A FOREIGN PARTNER, YOUR SHARE OF FIXED, DETERMINABLE, ANNUAL, PERIODIC ("FDAP") INCOME SUBJECT TO U.S. WITHHOLDING TAX IS: 5

SCHEDULE K-1 SUPPORTING SCHEDULE - FORM 926
RETURN BY A U.S. TRANSFEROR OF PROPERTY TO A
FOREIGN CORPORATION

=====

PURSUANT TO INTERNAL REVENUE CODE SECTION 6038B AND RELATED REGULATIONS, A PARTNERSHIP'S CONTRIBUTION OF PROPERTY OR CASH TO A FOREIGN CORPORATION IS DEEMED TO BE MADE BY ITS UNDERLYING PARTNERS. AS A RESULT, EACH PARTNER HAS A POTENTIAL FILING REQUIREMENT FOR SUCH CONTRIBUTIONS (FORM 926). PLEASE CONSULT YOUR TAX ADVISOR REGARDING THIS FILING REQUIREMENT.

FORM 926 MUST BE FILED IF CASH IN EXCESS OF \$100,000 IS TRANSFERRED TO A FOREIGN CORPORATION, OR IF THE TRANSFEROR OWNS AT LEAST 10% OF THE FOREIGN CORPORATION AFTER THE TRANSFER. THE FORM MUST BE FILED WITH THE US TRANSFEROR'S ANNUAL FEDERAL INCOME TAX RETURN FOR THE YEAR THAT INCLUDES THE DATE OF TRANSFER. PARTNERS THAT HAVE PARTICIPATED IN THESE INVESTMENTS EITHER DIRECTLY OR INDIRECTLY THROUGH OTHER INVESTMENT ENTITIES SHOULD AGGREGATE THE AMOUNT OF THEIR INVESTMENT WHEN COMPLETING FORM 926. REFLECTED BELOW IS YOUR SHARE OF CASH CONTRIBUTIONS TO FOREIGN CORPORATIONS DURING 2011.

NAME: NORCELL SWEDEN HOLDING AB 1
ADDRESS: BOX 8093
104 20 STOCKHOLM, STOCKHOLM IAN
SWEDEN
ID: N/A
COUNTRY: SWEDEN
DATE: 9/27/2011
CFC: NO
AMOUNT: 1,662

NAME: NORCELL SWEDEN HOLDING AB 1
ADDRESS: BOX 8093
104 20 STOCKHOLM, STOCKHOLM IAN
SWEDEN
ID: N/A
COUNTRY: SWEDEN
DATE: 9/28/2011
CFC: NO
AMOUNT: 3,822

HCP Private Equity Fund V, L.P. 27-2665727
SunTrust Bank as Co-Trustee with J. Lee Do

=====

NAME:	COOPERSTOWN SARL	
ADDRESS:	53 AVENUE PASTEUR	
	L-2311 LUXEMBOURG, LUXEMBOURG	
ID:	98-1025861	
COUNTRY:	LUXEMBOURG	
DATE:	10/11/2011	
CFC:	NO	
AMOUNT:		81

NAME:	CASTLE 4 HOLDCO LIMITED	
ADDRESS:	53 AVENUE PASTEUR	
	L-2311 LUXEMBOURG, LUXEMBOURG	
ID:	N/A	
COUNTRY:	LUXEMBOURG	
DATE:	VARIOUS	
CFC:	NO	
AMOUNT:		528

NAME:	GRIFFIN TOPCO II SARL	
ADDRESS:	53 AVENUE PASTEUR	
	L-2311 LUXEMBOURG, LUXEMBOURG	
ID:	N/A	
COUNTRY:	LUXEMBOURG	
DATE:	11/8/2011	
CFC:	NO	
AMOUNT:		243

NAME:	OCM LUX ILEOS HOLDINGS SARL	
ADDRESS:	53 AVENUE PASTEUR	
	L-2311 LUXEMBOURG, LUXEMBOURG	
ID:	N/A	
COUNTRY:	LUXEMBOURG	
DATE:	12/28/2011	
CFC:	NO	
AMOUNT:		1,542

NAME:	OCM LUXEMBOURG UNICITY HOLDINGS SARL	
ADDRESS:	53, AVENUE PASTEUR	
	L-2311 LUXEMBOURG	
ID:	N/A	
COUNTRY:	LUXEMBOURG	
DATE:	12/15/2011	
CFC:	NO	
AMOUNT:		155

HCP Private Equity Fund V, L.P. 27-2665727
SunTrust Bank as Co-Trustee with J. Lee Do

=====

NAME: JSA INTERNATIONAL CAYMAN HOLDINGS, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0679812
COUNTRY: CAYMAN ISLANDS
DATE: VARIOUS
CFC: NO
AMOUNT: 14

NAME: JSA INTERNATIONAL AIRCRAFT 4736, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0675264
COUNTRY: CAYMAN ISLANDS
DATE: 3/25/2011
CFC: NO
AMOUNT: 1

NAME: JSA INTERNATIONAL AIRCRAFT 39045, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0686053
COUNTRY: CAYMAN ISLANDS
DATE: 1/27/2011
CFC: NO
AMOUNT: 5

NAME: JSA INTERNATIONAL AIRCRAFT 39046, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0686051
COUNTRY: CAYMAN ISLANDS
DATE: 1/27/2011
CFC: NO
AMOUNT: 5

NAME: JSA INTERNATIONAL AIRCRAFT 1229, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0703328
COUNTRY: CAYMAN ISLANDS
DATE: 3/25/2011
CFC: NO
AMOUNT: 13

HCP Private Equity Fund V, L.P. 27-2665727
SunTrust Bank as Co-Trustee with J. Lee Do

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NAME: JSA INTERNATIONAL AIRCRAFT 1234, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0703336
COUNTRY: CAYMAN ISLANDS
DATE: 4/19/2011
CFC: NO
AMOUNT: 13

NAME: JSA INTERNATIONAL AIRCRAFT 35596, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0703275
COUNTRY: CAYMAN ISLANDS
DATE: VARIOUS
CFC: NO
AMOUNT: 24

NAME: JSA INTERNATIONAL AIRCRAFT 38987, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0703293
COUNTRY: CAYMAN ISLANDS
DATE: 7/8/2011
CFC: NO
AMOUNT: 20

NAME: JSA INTERNATIONAL AIRCRAFT 36879, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-1020148
COUNTRY: CAYMAN ISLANDS
DATE: 9/16/2011
CFC: NO
AMOUNT: 5

NAME: JSA INTERNATIONAL AIRCRAFT 38986, LTD.
ADDRESS: WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
KY1-9005, CAYMAN ISLANDS
ID: 98-0703284
COUNTRY: CAYMAN ISLANDS
DATE: VARIOUS
CFC: NO
AMOUNT: 27

HCP Private Equity Fund V, L.P. 27-2665727
SunTrust Bank as Co-Trustee with J. Lee Do

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NAME:	PRIMAVERA SPV LIMITED	
ADDRESS:	C/O WALKERS CORPORATE SERVICES LIMITED WALKER HOUSE, 87 MARY STREET, GEORGE TOWN GRAND CAYMAN KY1-9005	
ID:	N/A	
COUNTRY:	CAYMAN ISLANDS	
DATE:	VARIOUS	
CFC:	NO	
AMOUNT:		2,604

NAME:	NITRO CAPITAL LIMITED	
ADDRESS:	C/O CODAN (MAURITIUS) LIMITED 2ND FLOOR, EBENE MEWS 57, EBENE CYBERCITY	
ID:	N/A	
COUNTRY:	MAURITIUS	
DATE:	VARIOUS	
CFC:	NO	
AMOUNT:		2,044

NAME:	DOMOB LIMITED	
ADDRESS:	CLOSE BROTHERS (CAYMAN) LIMITED HARBOUR PLACE 103 SOUTH CHURCH STREET, P.O. BOX 1034 GRAND CAYMAN KY1-1102	
ID:	N/A	
COUNTRY:	CAYMAN ISLANDS	
DATE:	12/31/2011	
CFC:	NO	
AMOUNT:		530

NAME:	SLANISSUE HOLDINGS LIMITED (CAYMAN)	
ADDRESS:	HARBOUR PLACE, 103 CHURCH STREET, P.O. BOX 1034 GRAND CAYMAN KY1-1102, CAYMAN ISLANDS	
ID:	N/A	
COUNTRY:	CAYMAN ISLANDS	
DATE:	12/31/2011	
CFC:	NO	
AMOUNT:		392

NAME:	ZHIHU HOLDINGS INC. (BVI)	
ADDRESS:	COSTAL BUILDING, WICKHAM'S CAY II, PO BOX 2221 ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLANDS	
ID:	N/A	
COUNTRY:	BRITISH VIRGIN ISLANDS	
DATE:	12/31/2011	
CFC:	NO	
AMOUNT:		392

HCP Private Equity Fund V, L.P. 27-2665727
SunTrust Bank as Co-Trustee with J. Lee Do

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NAME: CSD SLUDGE
ADDRESS: 4TH FLOOR, BUILDING D-2, NORTHERN TERRITORY
ZHONGGUANCUN DONGSHENG, SCIENCE PARK
NO. 66, XIXIAOKOU ROAD, HAIDIAN DISTRICT
BEIJING, CHINA
ID: N/A
COUNTRY: CHINA
DATE: 12/31/2011
CFC: NO
AMOUNT: 194

NAME: HEXING ELECTRICAL CO., LTD.
ADDRESS: 1418-5, MOGANSHAN ROAD
HANGZHOU, ZHEJIANG PROVINCE
CHINA
ID: N/A
COUNTRY: CHINA
DATE: 12/31/2011
CFC: NO
AMOUNT: 2,275

NAME: YOUA.COM, INC.
ADDRESS: WALKER HOUSE
87 MARY STREET
GEORGE TOWN, GRAND CAYMAN K1-9005
ID: N/A
COUNTRY: CAYMAN ISLANDS
DATE: 12/31/2011
CFC: NO
AMOUNT: 1,059

NAME: INDI YUVA LIMITED
ADDRESS: 608 ST. JAMES COURT, ST. DENIS STREET
PORT LOUIS, MAURITIUS
ID: N/A
COUNTRY: MAURITIUS
DATE: VARIOUS
CFC: NO
AMOUNT: 585

NAME: FINGERPRINTS FASHIONS PRIVATE LIMITED
ADDRESS: FLAT NO. 1, SNEHA SADAN, OPP. RITZ HOTEL
NEXT TO SATYAM COLLECTION
CHURCHGATE, MUMBAI 400020
ID: N/A
COUNTRY: INDIA
DATE: VARIOUS
CFC: NO
AMOUNT: 386

HCP Private Equity Fund V, L.P. 27-2665727
SunTrust Bank as Co-Trustee with J. Lee Do

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NAME:	BRAINBESS SOLUTIONS PRIVATE LIMITED	
ADDRESS:	B/402, 1 MODI BAUG, CTS 2254 TO 2260, G.K. ROAD SHIVAJINAGAR, PUNE - 411005	
ID:	N/A	
COUNTRY:	INDIA	
DATE:	5/5/2011	
CFC:	NO	
AMOUNT:		388

NAME:	A2MEDIA PRIVATE LIMITED	
ADDRESS:	NO. 1133, 4TH FLOOR, ANAND EMBASSY 100 FEET ROAD, HAL 2ND STAGE INDIRA NAGAR, BANGALORE - 560008	
ID:	N/A	
COUNTRY:	INDIA	
DATE:	5/17/2011	
CFC:	NO	
AMOUNT:		484

NAME:	LE TRAVENUES TECHNOLOGY PRIVATE LIMITED	
ADDRESS:	H-3/157, SECOND FLOOR VIKASPURI, NEW DELHI - 110018	
ID:	N/A	
COUNTRY:	INDIA	
DATE:	8/11/2011	
CFC:	NO	
AMOUNT:		1,340

NAME:	MANPASAND BEVERAGES PRIVATE LIMITED	
ADDRESS:	E-62, MANJUSAR GIDC, SAVLI ROAD P.O. MANJUSAR, TAL SAVLI, DIST: VADODARA - 391775	
ID:	N/A	
COUNTRY:	INDIA	
DATE:	VARIOUS	
CFC:	NO	
AMOUNT:		982

NAME:	SYNAPTIC MEDICAL INTERNATIONAL	
ADDRESS:	1ST FLOOR, BUILDING #3 1 FOURTH STREET, SHANGDI, HAIDIAN DISTRICT BEIJING, CHINA 100085	
ID:	N/A	
COUNTRY:	CHINA	
DATE:	VARIOUS	
CFC:	NO	
AMOUNT:		379

HCP Private Equity Fund V, L.P. 27-2665727
SunTrust Bank as Co-Trustee with J. Lee Do

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NAME: LJ SHIPPING, LLC
ADDRESS: C/O TRUST COMPANY OF THE MARSHALL ISLANDS, INC.
AJELTAKE ISLAND, AJELTAKE ROAD
MAJURO, MARSHALL ISLANDS MH 96960
ID: 42-1772527
COUNTRY: MARSHALL ISLANDS
DATE: VARIOUS
CFC: NO
AMOUNT: 1,178

NAME: OPPA LTD
ADDRESS: RUA FARIA LIMA, 1571, CONJ 15A
SAO PAULO, BRAZIL 01452-918
ID: N/A
COUNTRY: CAYMAN ISLANDS
DATE: 10/14/2011
CFC: NO
AMOUNT: 57

NAME: MODANET COMERCIO ELETRONICO S.A. (AKA: OQVESTIR)
ADDRESS: RUA FELICIANA PANIERI RICCO 1 AND 38
SAO PAULO, SP 04551-020 BRAZIL
ID: N/A
COUNTRY: BRAZIL
DATE: 9/28/2011
CFC: NO
AMOUNT: 113

FORM 8865 DISCLOSURE

PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE IF YOU NEED TO FILE FORM 8865 FOR YOUR DIRECT OR INDIRECT OWNERSHIP OF AND/OR CONTRIBUTIONS TO THE BELOW LISTED FOREIGN PARTNERSHIPS. THE PARTNERSHIP OWNS A DIRECT INTEREST IN THE FOLLOWING FOREIGN PARTNERSHIPS, FOR WHICH IT HAS FILED ITS OWN FORMS 8865. TO CALCULATE YOUR INDIRECT OWNERSHIP/CONTRIBUTIONS TO THE BELOW LISTED FOREIGN PARTNERSHIPS, MULTIPLY THE BELOW AMOUNTS BY YOUR OWNERSHIP PERCENTAGE OF THE FUND INDICATED IN PART II LINE J. IF YOU HAVE A 8865 FILING REQUIREMENT, ADDITIONAL INFORMATION MAY BE AVAILABLE UPON YOUR REQUEST.

NAME: BC EUROPEAN CAPITAL IX-5 LP
ADDRESS: HERITAGE HALL, LE MARCHANT STREET
ST. PETER PORT, GUERNSEY, CY1 4HY
CHANNEL ISLANDS
EIN: 98-0675194
PARTNERSHIP'S TOTAL CONTRIBUTIONS: \$525,826
PARTNERSHIP'S % OWNERSHIP: 0.651158%

HCP Private Equity Fund V, L.P. 27-2665727
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NAME: BERKSHIRE FUND VIII (OS), L.P.
ADDRESS: 200 CLARENDON STREET
BOSTON, MA 02116
EIN: 98-0704076
PARTNERSHIP'S TOTAL CONTRIBUTIONS: \$145,416
PARTNERSHIP'S % OWNERSHIP: 0.149685%

NAME: OAKTREE EUROPEAN PRINCIPAL FUND III (U.S.), L.P.
ADDRESS: 333 SOUTH GRAND AVENUE
LOS ANGELES, CA 90071
EIN: 98-0675142
PARTNERSHIP'S TOTAL CONTRIBUTIONS: \$500,250
PARTNERSHIP'S % OWNERSHIP: 0.2820%

NAME: PRIMAVERA CAPITAL (CAYMAN) FUND I L.P.
ADDRESS: C/O WALKERS CORPORATE SERVICES LIMITED
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN, KYI-9005, CJ
EIN: N/A
PARTNERSHIP'S TOTAL CONTRIBUTIONS: \$562,079
PARTNERSHIP'S % OWNERSHIP: 0.2848%

NAME: QIMING VENTURE PARTNERS III, LP
ADDRESS: PO BOX 309GT, UGLAND HOUSE
GEORGE TOWN, GRAND CAYMAN
CAYMAN ISLANDS
EIN: 98-0702474
PARTNERSHIP'S TOTAL CONTRIBUTIONS: \$650,000
PARTNERSHIP'S % OWNERSHIP: 0.573100%

NAME: QIMING GLOBAL INVESTMENTS COMPANY LIMITED
ADDRESS: ROOM 28, LEVEL 3, PACIFIC PLACE 3
ONE, QUEEN'S ROAD EAST
CENTRAL, HONG KONG
EIN: 98-0702758
PARTNERSHIP'S TOTAL CONTRIBUTIONS: \$163,244
PARTNERSHIP'S % OWNERSHIP: 0.55500%

NAME: SAIF PARTNERS INDIA IV LIMITED
ADDRESS: 3RD FLOOR, RAFFLES TOWER
19 CYBERCITY
EBENE MAURITIUS
EIN: 98-0674520
PARTNERSHIP'S TOTAL CONTRIBUTIONS: \$550,000
PARTNERSHIP'S % OWNERSHIP: 0.698125%