

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

2012

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

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

A <input type="checkbox"/> Check box if address changed 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 Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) McKnight Brain Research Foundation 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	D Employer identification number (Employees' trust, see instructions.) 65-6301255 E Unrelated business activity codes (See instructions) 900000
C Book value of all assets at end of year 38,185,351.	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 50,010.		50,010.
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 42,947.	Stmt 13	42,947.
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 statement)	12		
13 Total. Combine lines 3 through 12	13 92,957.		92,957.

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 statement)	18	
19 Taxes and licenses	19	
20 Charitable contributions (see instructions for limitation rules) Statement 16 See Statement 14	20	40,592.
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	
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 statement) See Statement 15	28	10,774.
29 Total deductions. Add lines 14 through 28	29	51,366.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	41,591.
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	41,591.
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	40,591.

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 13,141.
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 13,141.

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 13,141.
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 statement)	42
43 Total tax. Add lines 41 and 42	43 13,141.
44a Payments: A 2011 overpayment credited to 2012	44a 1,483.
b 2012 estimated tax payments	44b 22,100.
c Tax deposited with Form 8868	44c
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 23,583.
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 10,442.
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax 10,442. Refunded	49 0.

Part V Statements Regarding Certain Activities and Other Information (see instructions)	
1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	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.	Yes No <input type="checkbox"/> <input type="checkbox"/> X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$	Yes No <input type="checkbox"/> <input type="checkbox"/>

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

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)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Michele M. Wales	<i>Michele M. Wales</i>	02/06/14		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		
2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
Total	0.	Total
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ... ▶
		0.

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

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
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
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	
Totals				0.	0.
				Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

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

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
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)						
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 13
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<u>Description</u>	<u>Amount</u>
Lighthouse Global Long/Short Fund, L.P.	15,517.
Lighthouse Diversified Fund (QP) II, L.P.	27,358.
Lighthouse Credit Opportunities Fund, L.P.	20,768.
Lighthouse Credit - previously disallowed passive activity losses allowed	-20,768.
HCP Private Equity Fund V, LP	125.
HCP - previously disallowed passive activity losses allowed	-53.
Total to Form 990-T, Page 1, line 5	42,947.

Form 990-T	Contributions	Statement 14
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<u>Description/Kind of Property</u>	<u>Method Used to Determine FMV</u>	<u>Amount</u>
National Academy of Sciences	N/A	87,173.
Foundation for the National Institutes of Health	N/A	1,000,000.
University of Alabama at Birmingham	N/A	1,000,000.
Total to Form 990-T, Page 1, line 20		2,087,173.

Form 990-T	Other Deductions	Statement 15
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<u>Description</u>	<u>Amount</u>
Legal fees	7,359.
Accounting fees	3,415.
Total to Form 990-T, Page 1, line 28	10,774.

Form 990-T

Contributions Summary

Statement 16

Qualified Contributions Subject to 100% Limit

Carryover of Prior Years Unused Contributions

For Tax Year 2007	
For Tax Year 2008	2,300,000
For Tax Year 2009	3,360,790
For Tax Year 2010	3,548,502
For Tax Year 2011	2,226,187

Total Carryover	11,435,479
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Total Current Year 50% Contributions	2,087,173
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Total Contributions Available	13,522,652
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Taxable Income Limitation as Adjusted	40,592
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Excess 50% Contributions	13,482,060
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Excess 100% Contributions	0
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Total Excess Contributions	13,482,060
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Allowable Contributions Deduction	40,592
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Total Contribution Deduction	40,592
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Capital Gains and Losses

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

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

Name of estate or trust

Employer identification number

McKnight Brain Research Foundation

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	58,129.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 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	58,129.

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	-8,119.
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 2011 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	-8,119.

Part III Summary of Parts I and II		(1) Beneficiaries'	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13	58,129.	58,129.
14	Net long-term gain or (loss):			
a	Total for year	14a	-8,119.	-8,119.
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	50,010.	50,010.

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 \$2,400	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 2012 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 2012 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	

McKnight Brain Research Foundation
EIN 65-6301255
Form 990-T
Year ended June 30, 2013

Passive Activity Loss Limitations

Reconciliation of UBI per 990-T and 990-PF

	Ordinary Income (Loss)	Capital Gain (Loss)	Total
Lighthouse Diversified Fund (QP) II, LP; EIN 65-1137821 - UBI	\$ 27,358	\$ 9,523	\$ 36,881
Lighthouse Global Long/Short Fund, LP; EIN 59-3789085 - UBI	15,517	36,203	51,720
Lighthouse Credit Opportunities Fund, LP; EIN 57-1140919 - UBI	20,768	4,284	25,052
HCP Private Equity Fund V, L.P.; EIN 27-2665727 - UBI	125	-	125
Lighthouse Diversified Fund (QP) II, LP - previously disallowed passive activity losses allowed	-	-	-
Lighthouse Credit Opportunities Fund, LP - previously disallowed passive activity losses allowed	(20,768)	-	(20,768)
HCP Private Equity Fund V, LP - previously disallowed passive activity losses allowed	(53)	-	(53)
HCP Private Equity Fund V, LP - current year disallowed passive activity losses	-	-	-
Total UBI	<u>42,947</u>	<u>50,010</u>	<u>92,957</u>
Other UBI deductions reported on 990-T	(52,366)	-	(52,366)
Total UBI per 990-T	<u>\$ (9,419)</u>	<u>\$ 50,010</u>	<u>\$ 40,591</u>

**Schedule K-1
(Form 1065)**

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax
year beginning _____, 2012
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
59-3789085

B Partnership's name, address, city, state, and ZIP code
LIGHTHOUSE GLOBAL LONG/SHORT 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 #68

F Partner's name, address, city, state, and ZIP code
EVELYN F. MCKNIGHT BRAIN
RESEARCH FOUNDATION
C/O SUNTRUST BANK
P.O. BOX 62005
ORLANDO, FL 32862

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

H Domestic partner Foreign partner

I1 What type of entity is this partner? (see instructions) TRUST

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here (see instructions)

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

	Beginning	Ending
Profit	1.155402 %	1.019475 %
Loss	1.155402 %	1.019475 %
Capital	1.161178 %	1.171285 %

K Partner's share of liabilities at year end:

Nonrecourse	\$	5,061,179
Qualified nonrecourse financing	\$	
Recourse	\$	

L Partner's capital account analysis:

Beginning capital account	\$	3,542,458
Capital contributed during the year	\$	
Current year increase (decrease)	\$	228,121
Withdrawals & distributions	\$	(750,000)
Ending capital account	\$	3,020,579

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

651112
OMB No. 1545-0099

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
4	Guaranteed payments	A	VARIOUS
5	Interest income	B	3,861,871
* 6	6,446	C	3,756,373
6a	Ordinary dividends	* D	55,156
6b	Qualified dividends	G	124,015
7	Royalties	H	3,495,629
8	Net short-term capital gain (loss)		STMT
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
	201		
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
	402		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
	C 2,188		
* F	415,709		
12	Section 179 deduction	19	Distributions
		A	750,000
13	Other deductions		
* H	124,015	20	Other information
K	58,780	A	99,827
* W	155,601	B	58,780
14	Self-employment earnings (loss)	V	51,720

*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.

Code	Report on	
1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.		
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 (i)	
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 4	
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 4
I Alcohol and cellulosic biofuel fuels credit		See the Partner's Instructions
<i>Code</i>		
J Work opportunity credit		
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		
P Other credits		
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(i) information		
Y Other information		

SCH K-1 SUPPORTING SCHEDULESITEM L - RECONCILIATION OF INCOME

INCOME (LOSS) FROM SCH. K-1, LINES 1-11	517,925
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	345,018
TOTAL INCOME PER SCHEDULE K-1	172,907
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
NET CHANGE IN TAX UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	55,214
TOTAL INCOME PER ITEM L, CURRENT YEAR INCR(DEC)	228,121

LINE 5 - INTEREST INCOME

INTEREST INCOME FROM U.S. OBLIGATIONS	6
OTHER INTEREST INCOME	6,440

TOTAL INTEREST INCOME

6,446

LINE 11 - OTHER INCOME (LOSS)F - OTHER INCOME (LOSS)

NET IRC SEC. 475 (F) INCOME/(LOSS)	219,833
NET IRC SEC. 988 GAIN/(LOSS)	10,358
NET SWAP INCOME/(EXPENSE)	-21,069
LONG-TERM CAPITAL GAIN/(LOSS)	-2,583
SHORT-TERM CAPITAL GAIN/(LOSS)	203,575
OTHER INCOME/(LOSS)	5,671
OTHER ORDINARY INCOME/(LOSS)	-76

TOTAL BOX F

415,709

LINE 13 - OTHER DEDUCTIONSH - INVESTMENT INTEREST EXPENSE

INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES	124,015
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TOTAL BOX H

124,015

W - OTHER DEDUCTIONS

OTHER TRADE OR BUSINESS EXPENSE	155,601
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TOTAL BOX W

155,601

SCH K-1 SUPPORTING SCHEDULES

LINE 16 - FOREIGN TRANSACTIONS

D - PASSIVE CATEGORY

DIVIDEND INCOME	52,610
INTEREST INCOME	2,546

TOTAL BOX D

55,156
=====

I - PASSIVE CATEGORY

3,291

L - TOTAL FOREIGN TAXES PAID

FOREIGN TAXES PAID - DIVIDEND	6,622
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TOTAL BOX L

6,622
=====

SCH K-1 SUPPORTING SCHEDULES

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

=====

H. DEDS ALLOCATED/APPORTIONED AT PARTNER-OTHER

YOUR SHARE OF GROSS LOSSES SOURCED AT PARTNER LEVEL IS: 3,343,870

YOUR SHARE OF DEDUCTIONS ALLOCATED TO GROSS INCOME SOURCED AT PARTNER
LEVEL IS: 151,759

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 LINE 16L OF YOUR SCHEDULE
K-1 SHOULD BE DEDUCTED AND NOT TAKEN AS A CREDIT
ON YOUR 2012 INCOME TAX RETURN. PLEASE CONSULT
YOUR TAX ADVISOR. 170

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

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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): 15,517
NET UBTI CAPITAL GAIN/(LOSS): 36,203

Y. 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: 25,588THE FOLLOWING AMOUNT OF QUALIFIED DIVIDEND INCOME REPORTED ON LINE 6B IS
FROM FOREIGN SOURCES: 33,966THE 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.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.

SCH K-1 SUPPORTING SCHEDULES

THE AMOUNT REPORTED IN BOX 19, CODE A OF YOUR SCHEDULE K-1 REPRESENTS THE CASH DISTRIBUTIONS THAT WERE PAID TO YOU DURING THIS TAXABLE YEAR. IF YOUR SCHEDULE K-1 IS MARKED FINAL, THE DISTRIBUTION AMOUNT REPORTED IN BOX 19, CODE A REPRESENTS YOUR FINAL CASH DISTRIBUTION IN EXCHANGE FOR THE LIQUIDATION OF YOUR PARTNERSHIP INTEREST. IF YOU HAD A COMPLETE LIQUIDATION OF YOUR PARTNERSHIP INTEREST IN THE CURRENT YEAR AND YOUR SCHEDULE K-1 IS NOT MARKED FINAL, YOU WILL RECEIVE A FINAL SCHEDULE K-1 NEXT YEAR WITH YOUR FINAL CASH DISTRIBUTION REPORTED IN BOX 19, CODE A. THE TAX RULES RELATED TO A LIQUIDATION OF A PARTNERSHIP INTEREST ARE COMPLEX, PLEASE CONSULT YOUR TAX ADVISOR. THE AMOUNT OF YOUR CURRENT YEAR DISTRIBUTION THAT WILL BE PAID OUT TO YOU AND REPORTED ON YOUR SCHEDULE K-1 IN THE FOLLOWING YEAR IS:

NONE

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).

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.

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

SCH K-1 SUPPORTING SCHEDULESITEM L - RECONCILIATION OF INCOME

INCOME (LOSS) FROM SCH. K-1, LINES 1-11	394,247
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	279,604
TOTAL INCOME PER SCHEDULE K-1	114,643
LESS: EXPENSES RECORDED ON BOOKS, NOT INCLUDED ON SCH. K-1:	
NONDEDUCTIBLE EXPENSES	1,289
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
TAX-EXEMPT INTEREST INCOME	2,898
NET CHANGE IN TAX UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	71,701
TOTAL INCOME PER ITEM L, CURRENT YEAR INCR(DEC)	187,953

LINE 5 - INTEREST INCOME

INTEREST INCOME FROM U.S. GOVERNMENT OBLIGATIONS	300
OTHER INTEREST INCOME	96,150
TOTAL INTEREST INCOME	96,450

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

SUBPART F INCOME	43
OTHER PORTFOLIO INCOME/(LOSS)	-3,339
NET IRC SEC. 988 GAIN/(LOSS)	1,109
ORDINARY EARNINGS FROM PFIC	684
NET SWAP INCOME	343
TOTAL BOX A	-1,160

C - SEC. 1256 CONTRACTS & STRADDLES

E - CANCELLATION OF DEBT

F - OTHER INCOME (LOSS)

OTHER INCOME/(LOSS)	-22
NET IRC SEC. 475(F) INCOME/(LOSS)	214,950
NET IRC SEC. 987 GAIN/(LOSS)	-277
NET IRC SEC. 988 GAIN/(LOSS)	-95
NET SWAP INCOME/(EXPENSE)	-3,098
OTHER ORDINARY INCOME/(LOSS)	726
OTHER TRADE OR BUSINESS EXPENSE	-5,359
SHORT-TERM CAPITAL GAIN/(LOSS)	13,189
LONG-TERM CAPITAL GAIN/(LOSS)	-2,133
QUALIFIED DIVIDEND INCOME	156
OTHER INTEREST INCOME	3,121
INTEREST INCOME FROM U.S. GOVERNMENT OBLIGATIONS	2
ORDINARY EARNINGS FROM PFIC	18
INCOME/(LOSS) FROM LENDING ACTIVITIES	-3,149
TOTAL BOX F	218,029

SCH K-1 SUPPORTING SCHEDULES

LINE 13 - OTHER DEDUCTIONSH - INVESTMENT INTEREST EXPENSE

INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES	81,199
INVESTMENT INTEREST EXPENSE FROM INVESTING ACTIVITIES	11,002

TOTAL BOX H-----
92,201
=====

I - DEDUCTIONS - ROYALTY INCOME	18
J - SECTION 59(E) (2) EXPENDITURES	538
K - DEDUCTIONS - PORTFOLIO (2% FLOOR)	66,530
L - DEDUCTIONS - PORTFOLIO (OTHER)	699

T - DOMESTIC PRODUCTION ACTIVITIES INFORMATION

GROSS RECEIPTS FROM ALL SOURCES	14,960
COST OF GOODS SOLD ALLOCABLE TO DPGR	3,888
COST OF GOODS SOLD FROM ALL SOURCES	4,162
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO DPGR	2,765
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO NON DPGR	4,936
TOTAL DED, EXP, AND LOSS NOT DIRECTLY ALLOCABLE TO DPGR	171
AVERAGE BASIS OR AVERAGE FMV OF ASSETS THAT GENERATE NON-DPGR	43
TOTAL INTEREST EXPENSE	3
DOMESTIC PRODUCTION GROSS RECEIPTS	4,135
ASSETS ALLOCABLE TO NON-QPA	36
DPGR - OIL RELATED	1,890
FORM W-2 WAGES	556

V - EMPLOYER'S FORM W-2 WAGES

2

W - OTHER DEDUCTIONS

OTHER TRADE OR BUSINESS EXPENSES	116,755
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TOTAL BOX W-----
116,755
=====LINE 16 - FOREIGN TRANSACTIONS

H - OTHER	3,060,525
I - PASSIVE CATEGORY	3,584
J - GENERAL CATEGORY	2,210
L - TOTAL FOREIGN TAXES PAID	2,804
M - TOTAL FOREIGN TAXES ACCRUED	48

LIGHTHOUSE DIVERSIFIED FUND (QP) II, L.P.

65-1137821

PTR #229-EVELYN F. MCKNIGHT BRAIN RESEARCH

SCH K-1 SUPPORTING SCHEDULES

LINE 17 - ALTERNATIVE MINIMUM TAX (AMT) ITEMS

D - OIL, GAS, & GEOTHERMAL-GROSS INCOME	2,611
E - OIL, GAS, & GEOTHERMAL-DEDUCTIONS	2,375
F - OTHER AMT ITEMS	1,318

SCH K-1 SUPPORTING SCHEDULES

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 ON LINE 16L OF YOUR SCHEDULE K-1 SHOULD BE DEDUCTED AND NOT TAKEN AS A CREDIT ON YOUR 2012 INCOME TAX RETURN. PLEASE CONSULT YOUR TAX ADVISOR.

177

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

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J. LOOK-BACK INTEREST - COMPLETED LONG-TERM CONTRACTS

FORM 8697 2006	NONE
FORM 8697 2007	NONE
FORM 8697 2008	NONE
FORM 8697 2009	NONE
FORM 8697 2010	-2

T. DEPLETION INFORMATION

A) TOTAL SUSTAINED - ASSUMED ALLOWABLE DEPLETION	77
B) SUSTAINED DEPLETION WITH RESPECT TO PARTNERSHIP OIL & GAS PROPERTIES	281
C) COST DEPLETION	280
D) PERCENTAGE DEPLETION IN EXCESS OF COST DEPLETION	19
E) NET EQUIVALENT BARRELS OF PRODUCTION	25
F) GROSS INCOME FROM OIL & GAS	2
G) PERCENTAGE DEPLETION	3
H) TENTATIVE DEPLETION	20
I) DEPLETION INFORMATION - OIL AND GAS	1

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):	27,358
NET UBTI CAPITAL GAIN/(LOSS):	9,523

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:	3,903
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:	3,903
4. YOUR SHARE OF THE PARTNERSHIP'S OID DEDUCTION DEFERRED UNDER §108(I)(2)(A)(I) IN THE CURRENT TAXABLE YEAR:	33
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

SCH K-1 SUPPORTING SCHEDULES

Y. OTHER INFORMATION

FOR CORPORATE PARTNERS: THE AMOUNT OF DIVIDEND INCOME REPORTED ON LINE 6A AND 11F THAT QUALIFIES FOR THE DIVIDEND RECEIVED DEDUCTION UNDER IRC SEC. 243 IS: 20,806

THE FOLLOWING AMOUNT OF QUALIFIED DIVIDEND INCOME REPORTED ON LINES 6B AND 11F IS FROM FOREIGN SOURCES: 8,646

THE AMOUNT OF INTEREST INCOME FROM U.S. GOVERNMENT OBLIGATIONS, INCLUDED ON YOUR SCHEDULE K-1, LINE 5 AND LINE 11F, IS: 302

THE AMOUNT OF EXPENSE INCLUDED ON YOUR SCHEDULE K-1, RELATED TO THE PRODUCTION OF U.S. GOVERNMENT INTEREST INCOME IS: 75

AHYDO INTEREST:

INCLUDED ON LINE 1 OF THE K-1 IS ORDINARY LOSS THAT 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:	129
DISQUALIFIED PORTION (IRC SECTION 163(E) (5) (A) (I)):	30
SECTION 163(E) (5) (A) (II) DEFERRED OID:	99
INTEREST PAID IN 2012:	128

THE ORDINARY INCOME AMOUNT REPORTED TO YOU ON LINE 1 OF SCHEDULE K-1 INCLUDES RECAPTURE OF INTANGIBLE DRILLING COSTS (IDC) OF THE FOLLOWING AMOUNT FROM THE SALE OF CERTAIN PROPERTIES. TO THE EXTENT YOU ELECTED TO CAPITALIZE IDC IN PRIOR YEARS, YOUR ORDINARY INCOME WOULD CHANGE. PLEASE CONSULT YOUR TAX ADVISOR. 74

THE AMOUNT REPORTED IN BOX 19, CODE A OF YOUR SCHEDULE K-1 REPRESENTS THE CASH DISTRIBUTIONS THAT WERE PAID TO YOU DURING THIS TAXABLE YEAR. IF YOUR SCHEDULE K-1 IS MARKED FINAL, THE DISTRIBUTION AMOUNT REPORTED IN BOX 19, CODE A REPRESENTS YOUR FINAL CASH DISTRIBUTION IN EXCHANGE FOR THE LIQUIDATION OF YOUR PARTNERSHIP INTEREST. IF YOU HAD A COMPLETE LIQUIDATION OF YOUR PARTNERSHIP INTEREST IN THE CURRENT YEAR AND YOUR SCHEDULE K-1 IS NOT MARKED FINAL, YOU WILL RECEIVE A FINAL SCHEDULE K-1 NEXT YEAR WITH YOUR FINAL CASH DISTRIBUTION REPORTED IN BOX 19, CODE A. THE TAX RULES RELATED TO A LIQUIDATION OF A PARTNERSHIP INTEREST ARE COMPLEX, PLEASE CONSULT YOUR TAX ADVISOR. THE AMOUNT OF YOUR CURRENT YEAR DISTRIBUTION THAT WILL BE PAID OUT TO YOU AND REPORTED ON YOUR SCHEDULE K-1 IN THE FOLLOWING YEAR IS: 250,000

THE AMOUNT REPORTED ON LINE 20A INCLUDES INVESTMENT INCOME FROM LINES 5, 6A, 7, AND 11A, IF ANY, OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINES 8, 9A, AND OTHER LINE 11 ITEMS, IF ANY, 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, IF ANY, OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINE 13W, IF ANY, 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 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.

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.

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)	-3,812
LINE 2 - NET RENTAL REAL ESTATE INCOME/(LOSS)	-1,180
LINE 3 - OTHER NET RENTAL INCOME/(LOSS)	-274
LINE 5 - OTHER INTEREST INCOME	51
LINE 7 - ROYALTY INCOME	168
LINE 9A - NET LONG-TERM CAPITAL GAIN/(LOSS)	1,707
LINE 9C - UNRECAPTURED SECTION 1250 GAIN	1,466
LINE 10 - NET SECTION 1231 GAIN/(LOSS)	17,394
LINE 11E - CANCELLATION OF DEBT	1
LINE 11F - OTHER INCOME/(LOSS)	-3,149
LINE 13A - CHARITABLE CONTRIBUTIONS	NONE
LINE 13J - SECTION 59(E) (2) EXPENDITURES	-505
LINE 13K - DEDUCTIONS - PORTFOLIO (2% FLOOR)	-105
LINE 13W - OTHER TRADE OR BUSINESS EXPENSE	-13

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) INCLUDED ON LINE 1: 2,848

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:	D.E. SHAW RE (BERMUDA), LTD.
IDENTIFYING NUMBER:	98-0578674
ADDRESS:	44 CHURCH STREET WEST HAMILTON HM 12, BERMUDA

LIGHTHOUSE DIVERSIFIED FUND (QP) II, L.P.

65-1137821

PTR #229-EVELYN F. MCKNIGHT BRAIN RESEARCH

SCH K-1 SUPPORTING SCHEDULES

COUNTRY OF INCORPORATION OR ORGANIZATION:	BERMUDA
FOREIGN LAW CHARACTERIZATION:	CORPORATION
CONTROLLED FOREIGN CORPORATION:	YES
DATE OF TRANSFER:	VARIOUS
TYPE OF NONRECOGNITION TRANSACTION:	IRC SEC. 351
DESCRIPTION OF PROPERTY TRANSFERRED:	CASH
AMOUNT TRANSFERRED:	28,824

LIGHTHOUSE DIVERSIFIED FUND (QP) II, L.P.

65-1137821

PTR #229-EVELYN F. MCKNIGHT BRAIN RESEARCH

SCH K-1 SUPPORTING SCHEDULES

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

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

Schedule K-1 (Form 1065)

2012

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning ending 2012

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
I1 What type of entity is this partner? (see instructions) TRUST
I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here
J Partner's share of profit, loss, and capital (see instructions):
Beginning Ending
Profit 1.076595% 1.454808%
Loss 1.076595% 1.454808%
Capital 1.076595% 1.491985%
K Partner's share of liabilities at year end:
Nonrecourse \$ 709,395
Qualified nonrecourse financing \$ 7,270
Recourse \$

L Partner's capital account analysis:
Beginning capital account \$ 1,755,019
Capital contributed during the year \$
Current year increase (decrease) \$ 154,657
Withdrawals & distributions \$ ()
Ending capital account \$ 1,909,676

Other (explain)
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 4	
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		
P Other credits		
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	192,368
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	128,217

TOTAL INCOME PER SCHEDULE K-1	64,151
	=====
LESS: EXPENSES RECORDED ON BOOKS, NOT INCLUDED ON SCH. K-1:	
NONDEDUCTIBLE EXPENSES	198
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
NET CHANGE IN TAX UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	90,217
TAX-EXEMPT INTEREST INCOME	487

TOTAL INCOME PER ITEM L, CURRENT YEAR INCR (DECR)	154,657
	=====

LINE 5 - INTEREST INCOME

INTEREST INCOME FROM U.S. GOVERNMENT OBLIGATIONS	7
OTHER INTEREST INCOME	92,685

TOTAL INTEREST INCOME	92,692
	=====

LINE 11 - OTHER INCOME (LOSS)

A - OTHER PORTFOLIO INCOME (LOSS)

SWAP INCOME	162
OTHER PORTFOLIO INCOME/(LOSS)	-2,899
NET IRC SEC. 988 GAIN/(LOSS)	4,897
SUBPART F INCOME/(LOSS)	96

TOTAL BOX A	2,256
	=====

C - SEC. 1256 CONTRACTS & STRADDLES

E - CANCELLATION OF DEBT

F - OTHER INCOME (LOSS)

NET IRC SEC. 475 (F) INCOME/(LOSS)	85,840
NET IRC SEC. 987 GAIN/(LOSS)	-171
NET IRC SEC. 988 GAIN/(LOSS)	-807
NET SWAP INCOME/(EXPENSE)	-15,397
OTHER ORDINARY INCOME/(LOSS)	916
SHORT-TERM CAPITAL GAIN/(LOSS)	36,075
LONG-TERM CAPITAL GAIN/(LOSS)	-8,865
OTHER INCOME/(LOSS)	1,247
OTHER TRADE OR BUSINESS EXPENSE	-2,609
QUALIFIED DIVIDEND INCOME	235
OTHER INTEREST INCOME	4,651
INCOME/(LOSS) FROM LENDING ACTIVITIES	-4,991
INTEREST INCOME FROM U.S. OBLIGATIONS	4
ORDINARY EARNINGS FROM PFIC	1

TOTAL BOX F	96,129
	=====

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

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

LINE 13 - OTHER DEDUCTIONS

H - INVESTMENT INTEREST EXPENSE

INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES	30,628
INVESTMENT INTEREST EXPENSE FROM INVESTING ACTIVITES	3,766

TOTAL BOX H

34,394
=====

I - DEDUCTIONS - ROYALTY INCOME	22
J - SECTION 59(E) (2) EXPENDITURES	1,139
K - DEDUCTIONS - PORTFOLIO (2% FLOOR)	32,323
L - DEDUCTIONS - PORTFOLIO (OTHER)	818
<u>T - DOMESTIC PRODUCTION ACTIVITIES INFORMATION</u>	
GROSS RECEIPTS FROM ALL SOURCES	4,150
COST OF GOODS SOLD ALLOCABLE TO DPGR	1,382
COST OF GOODS SOLD FROM ALL SOURCES	1,983
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO DPGR	1,638
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO NON DPGR	127
TOTAL DED, EXP, AND LOSS NOT DIRECTLY ALLOCABLE TO DPGR	383
AVERAGE BASIS OR AVERAGE FMV OF ASSETS THAT GENERATE NON-DPGR	71
TOTAL INTEREST EXPENSE	4
DOMESTIC PRODUCTION GROSS RECEIPTS	2,379
W-2 ALLOCABLE TO DPGR	112
ASSETS ALLOCABLE TO NON-QPA	60

W - OTHER DEDUCTIONS

OTHER TRADE OR BUSINESS EXPENSE	59,107
---------------------------------	--------

TOTAL BOX W

59,107
=====

LINE 15 - CREDITS

M - CREDIT FOR INCREASING RESEARCH ACTIVITIES

2

LINE 16 - FOREIGN TRANSACTIONS

H - OTHER	440,430
I - PASSIVE CATEGORY	4,159
J - GENERAL CATEGORY	307
L - TOTAL FOREIGN TAXES PAID	328
M - TOTAL FOREIGN TAXES ACCRUED	75

LINE 17 - ALTERNATIVE MINIMUM TAX (AMT) ITEMS

D - OIL, GAS, & GEOTHERMAL-GROSS INCOME	1,324
E - OIL, GAS, & GEOTHERMAL-DEDUCTIONS	1,011
F - OTHER AMT ITEMS	998

**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 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 2012 INCOME TAX
RETURN. PLEASE CONSULT YOUR TAX ADVISOR.

8

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

J. LOOK-BACK INTEREST - COMPLETED LONG-TERM CONTRACTS

FORM 8697 2006	NONE
FORM 8697 2007	NONE
FORM 8697 2008	NONE
FORM 8697 2009	NONE
FORM 8697 2010	-4

T. DEPLETION INFORMATION - OIL AND GAS

A) TOTAL SUSTAINED - ASSUMED ALLOWABLE DEPLETION	172
B) COST DEPLETION	38
C) PERCENTAGE DEPLETION	6
D) TENTATIVE DEPLETION	44
E) GROSS INCOME FROM OIL & GAS	4

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):	20,768
NET UBTI CAPITAL GAIN/(LOSS):	4,284

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	3,039
---	-------

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:	3,039
--	-------

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

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

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

AND 11F THAT QUALIFIES FOR THE DIVIDEND RECEIVED DEDUCTION UNDER IRC SEC.
243 IS: 8,891

THE FOLLOWING AMOUNT OF QUALIFIED DIVIDEND INCOME REPORTED ON LINES 6B AND
11F IS FROM FOREIGN SOURCES: 2,930

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

AHYDO INTEREST:

INCLUDED ON LINE 1 OF THE K-1 IS ORDINARY LOSS THAT 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: 288
DISQUALIFIED PORTION (IRC SECTION 163(E) (5) (A) (I)): 67
SECTION 163 (E) (5) (II) DEFERRED OID 221
INTEREST PAID IN 2012: 288

Y. OTHER INFORMATION

THE ORDINARY INCOME AMOUNT REPORTED TO YOU ON LINE 1 OF SCHEDULE K-1
INCLUDES RECAPTURE OF INTANGIBLE DRILLING COSTS (IDC) OF THE FOLLOWING
AMOUNT FROM THE SALE OF CERTAIN PROPERTIES. TO THE EXTENT YOU ELECTED TO
CAITALIZE IDC IN PRIOR YEARS, YOUR ORDINARY INCOME WOULD CHANGE. CONSULT
YOUR TAX ADVISOR. 166

THE AMOUNT REPORTED IN BOX 19, CODE A OF YOUR SCHEDULE K-1 REPRESENTS THE
CASH DISTRIBUTIONS THAT WERE PAID TO YOU DURING THIS TAXABLE YEAR. IF YOUR
SCHEDULE K-1 IS MARKED FINAL, THE DISTRIBUTION AMOUNT REPORTED IN BOX 19,
CODE A REPRESENTS YOUR FINAL CASH DISTRIBUTION IN EXCHANGE FOR THE
LIQUIDATION OF YOUR PARTNERSHIP INTEREST. IF YOU HAD A COMPLETE
LIQUIDATION OF YOUR PARTNERSHIP INTEREST IN THE CURRENT YEAR AND YOUR
SCHEDULE K-1 IS NOT MARKED FINAL, YOU WILL RECEIVE A FINAL SCHEDULE K-1
NEXT YEAR WITH YOUR FINAL CASH DISTRIBUTION REPORTED IN BOX 19, CODE A.
THE TAX RULES RELATED TO A LIQUIDATION OF A PARTNERSHIP INTEREST ARE
COMPLEX, PLEASE CONSULT YOUR TAX ADVISOR. THE AMOUNT OF YOUR CURRENT YEAR
DISTRIBUTION THAT WILL BE PAID OUT TO YOU AND REPORTED ON YOUR SCHEDULE K1
IN THE FOLLOWING YEAR IS: NONE

THE AMOUNT REPORTED ON LINE 20A INCLUDES INVESTMENT INCOME FROM LINES 5, 6A, 7, AND 11A, IF
ANY, OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINES 8,
9A, AND OTHER LINE 11 ITEMS, IF ANY, 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, IF
ANY, OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON LINE 13W,
IF ANY, 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

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

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

ADVISOR.

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.

PLEASE NOTE (WITH THE EXCEPTION OF 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	-11,839
LINE 2 - NET RENTAL REAL ESTATE INCOME/(LOSS)	-2,361
LINE 3 - OTHER NET RENTAL INCOME/(LOSS)	149
LINE 5 - OTHER INTEREST INCOME	115
LINE 7 - ROYALTY INCOME	377
LINE 9A - NET LONG-TERM CAPITAL GAIN/(LOSS)	1,407
LINE 10 - NET SECTION 1231 GAIN/(LOSS)	-2,012
LINE 11E - CANCELLATION OF DEBT	3
LINE 11F - NET OTHER INCOME/(LOSS)	-4,991
LINE 13A - CASH CONTRIBUTIONS (50%)	NONE
LINE 13J - SECTION 59(E) (2) EXPENDITURES	-1,092
LINE 13K - PORTFOLIO DEDUCTIONS (2% FLOOR)	-236

DIRECT EQUITY-FINANCED LENDING ACTIVITIES
=====

LIGHTHOUSE CREDIT OPPORTUNITIES FUND, L.P. INVESTS IN 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. 1.469-2T(f) (4).

YOUR SHARE OF ORDINARY INCOME/(LOSSES) FROM LENDING ACTIVITIES UNDER
TREAS. REG. 1.469-2T(f) (4) INCLUDED ON LINE 1: 1,234

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.

Schedule K-1 (Form 1065)

2012

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning _____, 2012 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 32 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
I1 What type of entity is this partner? (see instructions) TRUST
I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here
J Partner's share of profit, loss, and capital (see instructions):
Beginning Ending
Profit 1.39 % 1.43 %
Loss 1.39 % 1.43 %
Capital 1.39 % 1.43 %
K Partner's share of liabilities at year end:
Nonrecourse \$ 1,807
Qualified nonrecourse financing \$
Recourse \$

L Partner's capital account analysis:
Beginning capital account \$ 95,607
Capital contributed during the year \$ 160,000
Current year increase (decrease) \$ 5,435
Withdrawals & distributions \$ (10,007)
Ending capital account \$ 251,035
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)

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

Table with 3 columns: Line number, Description, and Amount. Includes rows for 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).

*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 4	
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		
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		
P Other credits		
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		

=====	
Item L - Reconciliation	
=====	
Total income (loss) per Schedule K-1	-14,660
Unrealized appreciation (depreciation) and timing differences	13,830
Other timing differences	6,243
Tax exempt income	59
Nondeductible expenses	-37
Total Current Year Increase (Decrease) Per Item L	5,435
Box 1 - Ordinary Business Income (Loss)	
=====	
Other ordinary income (loss)	-112
Total Box 1	-112
Box 5 and/or Box 11 Code F - Interest Income	
=====	
Amount of foreign source income included in Box 5 and/or box 11 code F:	901
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:	766
Amount of foreign source income included in Box 6b and/or Box 11 code F:	541
Box 11 - Other Income (Loss)	
=====	
A - Other Portfolio Income (Loss)	

Section 988 gain (loss)	-827
Swap and other portfolio income	4
Total Box 11 Code A	-823
C - Net section 1256 gain(loss)	-4
F - Other Income (Loss)	

Section 988 gain (loss)	-16
Other income (loss)	2
Total Box 11 Code F	-14
Box 13 - Other Deductions	
=====	
A - Cash contributions (50%)	NONE
H - Investment interest expense	219

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: 219
 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	25,088
Total Box 13 Code K	25,088

L - Deductions - Portfolio (Other)

Portfolio deductions	5
Total Box 13 Code L	5

Box 15 - Credits

=====

M - Credit for increasing research activities	6
---	---

Box 16 - Foreign Transactions

=====

A - Foreign country code	OC
B - Gross income from all sources	11,632
C - Gross income sourced at partner level	7,803

Foreign Gross Income Sourced at Partnership Level:

D - Passive income	951
E - General categories	350

Deductions Allocated and Apportioned at Partner Level

G - Interest expense	219
H - Other	25,093

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

I - Passive	3,824
J - General category	290

Other Information:

L - Total foreign taxes paid	NONE
M - Total foreign taxes accrued	18

Box 17 - Alternative Minimum Tax (AMT) Items

=====

=====	
A - Post-1986 depreciation adjustment	21
Box 18 - Tax-Exempt Income and Nondeductible Expenses	
=====	
B - Other tax-exempt income	59
C - Nondeductible expenses	37
Box 19 - Distributions	
=====	
A - Cash and marketable securities	10,007
Box 20 - Other Information	
=====	
A - Investment income	3,829
B - Investment expenses	25,093
V - Unrelated Business Taxable Income	

UBTI - Ordinary income (expense)	125
Total Box 20 Code V	125
Interest/Dividend Income From U.S. Obligations:	

Income from U.S. obligations included in Box 5, Box 6a, and/or Box 11 Code F:	1
Dividends Received Deduction:	

Dividends eligible for the 70% Dividends Received Deduction	655

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 may be received/paid in the following tax year. Please consult your tax advisor.

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 2012), 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

=====

EFFECTIVELY CONNECTED INCOME/(LOSS):

=====

IF YOU ARE A FOREIGN PARTNER, YOUR SHARE OF EFFECTIVELY CONNECTED
INCOME/(LOSS) IS:

-184

PLEASE CONSULT YOUR TAX ADVISOR.

FDAP INCOME:

=====

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

885

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, 7, 8, 9A, AND 11 SHOULD BE CONSIDERED IN COMPUTING YOUR NET
INVESTMENT INCOME. PLEASE CONSULT YOUR TAX ADVISOR.

=====

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 2012.

NAME: AENOVA HOLDING GMBH
ADDRESS: GUT KERSCHLACH 1
PAHL AM AMMERSEE, 82396
GERMANY
ID: N/A
COUNTRY: GERMANY
DATE: VARIOUS
CFC: NO
AMOUNT: 3,361

NAME: SILVER II ACQUISITION SARL
ADDRESS: 29 AVENUE DE LA PORTE NEUVE
L-2227
LUXEMBOURG
ID: N/A
COUNTRY: LUXEMBOURG
DATE: VARIOUS
CFC: NO
AMOUNT: 5,561

NAME: GRIFFIN TOPCO II SARL
ADDRESS: 53 AVENUE PASTEUR
L-2311 LUXEMBOURG
ID: 98-1033175
COUNTRY: LUXEMBOURG
DATE: 12/10/2012
CFC: NO
AMOUNT: 1,067

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

=====

NAME: FITNESS FIRST LUXEMBOURG SCA
ADDRESS: 53 AVENUE PASTEUR
L-2311 LUXEMBOURG
ID: N/A
COUNTRY: LUXEMBOURG
DATE: VARIOUS
CFC: NO
AMOUNT: 3,830

NAME: PV ASPIRATION INVESTMENT LIMITED
ADDRESS: P.O. BOX 957, OFFSHORE INCORPORATIONS CENTRE
ROAD TOWN, TORTOLA
BRITISH VIRGIN ISLANDS
ID: N/A
COUNTRY: BRITISH VIRGIN ISLANDS
DATE: VARIOUS
CFC: NO
AMOUNT: 6,120

NAME: SHANGHAI JINGFENG PHARMACEUTICAL CO., LTD
ADDRESS: 707 ZHANGYANG ROAD
SHENGMINGRENSHOU TOWER, FLOOR 32ND, NEW PUDONG DISTRICT
SHANGHAI, 200120, CHINA
ID: N/A
COUNTRY: CHINA
DATE: 9/11/2012
CFC: NO
AMOUNT: 1,039

NAME: MOGU HOLDINGS LTD - CAYMAN
ADDRESS: 1ST FLOOR, WINDWARD 1
REGATTA OFFICE PARK, P.O. BOX 10338
GRAND CAYMAN KY1-1003, CAYMAN ISLANDS
ID: N/A
COUNTRY: CAYMAN ISLANDS
DATE: 12/31/2012
CFC: NO
AMOUNT: 1,192

NAME: TUTOR GROUP HOLDING (CAYMAN)
ADDRESS: UNIT 5-202
GOVERNORS SQUARE P.O. BOX 10085
GRAND CAYMAN KY-1-1001 CAYMAN ISLANDS
ID: N/A
COUNTRY: CAYMAN ISLANDS
DATE: 12/31/2012
CFC: NO
AMOUNT: 1,208

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

=====

NAME: FOGA HOLDINGS LIMITED
ADDRESS: NO. 490 TIANHE ROAD
TIANHE DISTRICT, GUANGZHOU CITY
CHINA

ID: N/A
COUNTRY: CAYMAN ISLANDS
DATE: 12/31/2012
CFC: NO
AMOUNT:

1,160

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

FORM 8865 DISCLOSURE

THE PARTNERSHIP WILL BE FILING FORM 8865 AS A CATEGORY 3 FILER FOR A CONTRIBUTION OF CASH OR PROPERTY TO A FOREIGN PARTNERSHIP THEREBY EXEMPTING YOU FROM FILING UNDER CATEGORY 3. HOWEVER, YOU MAY BE REQUIRED TO FILE YOUR OWN FORM 8865 IF YOU QUALIFY AS A SEPARATE FILER UNDER CATEGORY 1, 2, OR 4 PER THE INSTRUCTIONS OF FORM 8865 THROUGH AGGREGATING YOUR CONTRIBUTIONS AND OWNERSHIP MADE THROUGH OTHER PARTNERSHIPS. IF YOU BELIEVE YOU MAY FALL UNDER ONE OF THESE OTHER CATEGORIES AND NEED TO FILE A SEPARATE FORM 8865, THEN ADDITIONAL DETAILS ARE AVAILABLE UPON REQUEST.