

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

For calendar year 2013 or other tax year beginning JUL 1, 2013, and ending JUN 30, 2014

2013

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

Department of the Treasury Internal Revenue Service

Information about Form 990-T and its instructions is available at www.irs.gov/form990t. Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Form header section including: A Check box if address changed; B Exempt under section 501(c)(3); C Book value of all assets at end of year 37,894,574.; Name of organization McKnight Brain Research Foundation; 200 South Orange Avenue, SOAB 10; Orlando, FL 32801; 900000; F Group exemption number N/A; G Check organization type 501(c) 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? No.

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

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows include: 1a Gross receipts or sales; 2 Cost of goods sold; 3 Gross profit; 4a Capital gain net income 275,385.; 5 Income (loss) from partnerships and S corporations 153,158.; 13 Total. Combine lines 3 through 12: 428,543.

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

Table with 4 columns: Line number, Description, Sub-column, Total. Rows include: 20 Charitable contributions Statement 16 See Statement 14: 205,988.; 28 Other deductions See Statement 15: 15,567.; 29 Total deductions. Add lines 14 through 28: 221,555.; 30 Unrelated business taxable income before net operating loss deduction: 206,988.; 32 Unrelated business taxable income before specific deduction: 206,988.; 33 Specific deduction: 1,000.; 34 Unrelated business taxable income: 205,988.

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 type="checkbox"/> Tax rate schedule or <input checked="" type="checkbox"/> Schedule D (Form 1041)		36	40,233.
37 Proxy tax. See instructions		37	
38 Alternative minimum tax		38	675.
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies		39	40,908.

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		40,908.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42		
43 Total tax. Add lines 41 and 42	43		40,908.
44a Payments: A 2012 overpayment credited to 2013	44a	7,713.	
b 2013 estimated tax payments	44b	34,000.	
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	44g		
45 Total payments. Add lines 44a through 44g	45		41,713.
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		805.
49 Enter the amount of line 48 you want: Credited to 2014 estimated tax 805. Refunded	49		0.

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

1 At any time during the 2013 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
		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
		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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

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

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: Michele M. Wales
 Preparer's signature: *Michele M. Wales*
 Date: 05/14/15
 Check if self-employed
 PTIN: P00428093
 Firm's name: Batts Morrison Wales & Lee, P.A.
 Firm's EIN: 20-4193611
 Firm's address: 801 North Orange Avenue, Suite 800
 Phone no.: 407-770-6000
 Firm's address: Orlando, FL 32801

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

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total
(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 schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

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

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

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

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

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

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

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

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

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

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
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.

**SCHEDULE I
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Alternative Minimum Tax - Estates and Trusts

OMB No. 1545-0092

▶ Attach to Form 1041.

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

2013

Name of estate or trust McKnight Brain Research Foundation	Employer identification number 65-6301255
--	---

Part I Estate's or Trust's Share of Alternative Minimum Taxable Income

1	Adjusted total income or (loss) (from Form 1041, line 17)	1	206,988.
2	Interest	2	
3	Taxes	3	
4	Miscellaneous itemized deductions (from Form 1041, line 15c)	4	
5	Refund of taxes	5	()
6	Depletion (difference between regular tax and AMT)	6	
7	Net operating loss deduction. Enter as a positive amount	7	
8	Interest from specified private activity bonds exempt from the regular tax	8	
9	Qualified small business stock (see instructions)	9	
10	Exercise of incentive stock options (excess of AMT income over regular tax income)	10	
11	Other estates and trusts (amount from Schedule K-1 (Form 1041), box 12, code A)	11	
12	Electing large partnerships (amount from Schedule K-1 (Form 1065-B), box 6)	12	
13	Disposition of property (difference between AMT and regular tax gain or loss)	13	
14	Depreciation on assets placed in service after 1986 (difference between regular tax and AMT)	14	
15	Passive activities (difference between AMT and regular tax income or loss)	15	
16	Loss limitations (difference between AMT and regular tax income or loss)	16	
17	Circulation costs (difference between regular tax and AMT)	17	
18	Long-term contracts (difference between AMT and regular tax income)	18	
19	Mining costs (difference between regular tax and AMT)	19	
20	Research and experimental costs (difference between regular tax and AMT)	20	
21	Income from certain installment sales before January 1, 1987	21	()
22	Intangible drilling costs preference	22	
23	Other adjustments, including income-based related adjustments	23	
24	Alternative tax net operating loss deduction (See the instructions for the limitation that applies.)	24	()
25	Adjusted alternative minimum taxable income. Combine lines 1 through 24	25	206,988.
26	Income distribution deduction from Part II, line 44	26	N/A
27	Estate tax deduction (from Form 1041, line 19)	27	N/A
28	Add lines 26 and 27	28	
29	Estate's or trust's share of alternative minimum taxable income. Subtract line 28 from line 25	29	206,988.

Note: Complete Part II below before going to line 26.

- If line 29 is:
- \$23,100 or less, stop here and enter -0- on Form 1041, Schedule G, line 1c. The estate or trust is not liable for the alternative minimum tax.
 - Over \$23,100, but less than \$169,350, go to line 45.
 - \$169,350 or more, enter the amount from line 29 on line 51 and go to line 52.

Part II Income Distribution Deduction on a Minimum Tax Basis N/A

30	Adjusted alternative minimum taxable income (see instructions)	30	
31	Adjusted tax-exempt interest (other than amounts included on line 8)	31	
32	Total net gain from Schedule D (Form 1041), line 19, column (1). If a loss, enter -0-	32	
33	Capital gains for the tax year allocated to corpus and paid or permanently set aside for charitable purposes (from Form 1041, Schedule A, line 4)	33	
34	Capital gains paid or permanently set aside for charitable purposes from gross income (see instructions)	34	
35	Capital gains computed on a minimum tax basis included on line 25	35	()
36	Capital losses computed on a minimum tax basis included on line 25. Enter as a positive amount	36	
37	Distributable net alternative minimum taxable income (DNAMTI). Combine lines 30 through 36. If zero or less, enter -0-	37	
38	Income required to be distributed currently (from Form 1041, Schedule B, line 9)	38	
39	Other amounts paid, credited, or otherwise required to be distributed (from Form 1041, Schedule B, line 10)	39	
40	Total distributions. Add lines 38 and 39	40	
41	Tax-exempt income included on line 40 (other than amounts included on line 8)	41	
42	Tentative income distribution deduction on a minimum tax basis. Subtract line 41 from line 40	42	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule I (Form 1041) (2013)

Part II Income Distribution Deduction on a Minimum Tax Basis (continued) N/A

43	Tentative income distribution deduction on a minimum tax basis. Subtract line 31 from line 37. If zero or less, enter -0-	43	
44	Income distribution deduction on a minimum tax basis. Enter the smaller of line 42 or line 43. Enter here and on line 26	44	

Part III Alternative Minimum Tax

45	Exemption amount	45	\$23,100.00
46	Enter the amount from line 29	46	
47	Phase-out of exemption amount	47	\$76,950.00
48	Subtract line 47 from line 46. If zero or less, enter -0-	48	
49	Multiply line 48 by 25% (.25)	49	
50	Subtract line 49 from line 45. If zero or less, enter -0-	50	
51	Subtract line 50 from line 46	51	206,988.
52	Go to Part IV of Schedule I to figure line 52 if the estate or trust has qualified dividends or has a gain on lines 18a and 19 of column (2) of Schedule D (Form 1041) (as refigured for the AMT, if necessary). Otherwise, if line 51 is - • \$179,500 or less, multiply line 51 by 26% (.26). • Over \$179,500, multiply line 51 by 28% (.28) and subtract \$3,590 from the result	52	40,908.
53	Alternative minimum foreign tax credit (see instructions)	53	
54	Tentative minimum tax. Subtract line 53 from line 52	54	40,908.
55	Enter the tax from Form 1041, Schedule G, line 1a (minus any foreign tax credit from Schedule G, line 2a)	55	40,233.
56	Alternative minimum tax. Subtract line 55 from line 54. If zero or less, enter -0-. Enter here and on Form 1041, Schedule G, line 1c	56	675.

Part IV Line 52 Computation Using Maximum Capital Gains Rates

Caution: If you did not complete Part V of Schedule D (Form 1041), the Schedule D Tax Worksheet, or the Qualified Dividends Tax Worksheet in the Instructions for Form 1041, see the instructions before completing this part.

57	Enter the amount from line 51	57	206,988.
58	Enter the amount from Schedule D (Form 1041), line 26, line 13 of the Schedule D Tax Worksheet, or line 4 of the Qualified Dividends Tax Worksheet in the Instructions for Form 1041, whichever applies (as refigured for the AMT, if necessary)	58	216,802.
59	Enter the amount from Schedule D (Form 1041), line 18b, column (2) (as refigured for the AMT, if necessary). If you did not complete Schedule D for the regular tax or the AMT, enter -0-	59	
60	If you did not complete a Schedule D Tax Worksheet for the regular tax or the AMT, enter the amount from line 58. Otherwise, add lines 58 and 59 and enter the smaller of that result or the amount from line 10 of the Schedule D Tax Worksheet (as refigured for the AMT, if necessary)	60	216,802.
61	Enter the smaller of line 57 or line 60	61	206,988.
62	Subtract line 61 from line 57	62	
63	If line 62 is \$179,500 or less, multiply line 62 by 26% (.26). Otherwise, multiply line 62 by 28% (.28) and subtract \$3,590 from the result	63	
64	Maximum amount subject to the 0% rate	64	\$2,450.00
65	Enter the amount from line 27 of Schedule D (Form 1041), line 14 of the Schedule D Tax Worksheet, or line 5 of the Qualified Dividends Tax Worksheet in the Instructions for Form 1041, whichever applies (as figured for the regular tax). If you did not complete Schedule D or either worksheet for the regular tax, enter the amount from Form 1041, line 22; but do not enter less than -0-	65	0.
66	Subtract line 65 from line 64. If zero or less, enter -0-	66	2,450.
67	Enter the smaller of line 57 or line 58	67	206,988.
68	Enter the smaller of line 66 or line 67. This amount is taxed at 0%	68	2,450.
69	Subtract line 68 from line 67	69	204,538.

Part IV Line 52 Computation Using Maximum Capital Gains Rates *(continued)*

70	Enter the amount from the Line 70 Tax Worksheet in the Instructions	70		
71	Enter the smaller of line 69 or 70	71		
72	Multiply line 71 by 15% (.15)			72
73	Add lines 68 and 71	73	2,450.	
If lines 73 and 57 are the same, skip lines 74 through 78 and go to line 79. Otherwise, go to line 74.				
74	Subtract line 73 from line 67	74	204,538.	
75	Multiply line 74 by 20% (.20)			75
If line 59 is zero or blank, skip lines 76 through 78 and go to line 79. Otherwise, go to line 76.				
76	Add lines 62, 73, and 74	76		
77	Subtract line 76 from line 57	77		
78	Multiply line 77 by 25% (.25)			78
79	Add lines 63, 72, 75, and 78			79
80	If line 57 is \$179,500 or less, multiply line 57 by 26% (.26). Otherwise, multiply line 57 by 28% (.28) and subtract \$3,590 from the result			80
81	Enter the smaller of line 79 or line 80 here and on line 52			81
				40,908.
				40,908.
				40,908.
				54,367.
				40,908.

Form 990-T	Income (Loss) from Partnerships and S Corporations	Statement 13
------------	---	--------------

Description	Amount
Lighthouse Global Long/Short Fund, L.P.	49,009.
Lighthouse Diversified Fund (QP) II, L.P.	78,448.
Lighthouse Credit Opportunities Fund, L.P.	58,784.
HCP Private Equity Fund V, LP	<680.>
Lighthouse Credit - previously disallowed passive activity losses allowed	<32,403.>
Total to Form 990-T, Page 1, line 5	153,158.

Form 990-T	Contributions	Statement 14
------------	---------------	--------------

Description/Kind of Property	Method Used to Determine FMV	Amount
Foundation for the National Institutes of Health	N/A	1,000,000.
University of Alabama at Birmingham	N/A	1,000,000.
University of Arizona	N/A	52,000.
Total to Form 990-T, Page 1, line 20		2,052,000.

Form 990-T	Other Deductions	Statement 15
------------	------------------	--------------

Description	Amount
Legal fees	12,102.
Accounting fees	3,465.
Total to Form 990-T, Page 1, line 28	15,567.

Form 990-T

Contributions Summary

Statement 16

Carryover of Prior Years Unused Contributions

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	
For Tax Year 2012	2,046,581	
	<hr/>	
Total Carryover		13,482,060
Total Current Year 50% Contributions		2,052,000
		<hr/>
Total Contributions Available		15,534,060
Taxable Income Limitation as Adjusted		205,988
		<hr/>
Excess 50% Contributions		15,328,072
Total Excess Contributions		15,328,072
		<hr/>
Allowable Contributions Deduction		205,988
		<hr/>
Total Contribution Deduction		205,988
		<hr/> <hr/>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

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

OMB No. 1545-0092

2013

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

See instructions for how to figure the amounts to enter on the lines below.		(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
This form may be easier to complete if you round off cents to whole dollars.					
1 a	Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1 b	Totals for all transactions reported on Form(s) 8949 with Box A checked				
2	Totals for all transactions reported on Form(s) 8949 with Box B checked				
3	Totals for all transactions reported on Form(s) 8949 with Box C checked				
4	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 58,583.
6	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7	Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on page 2				7 58,583.

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

See instructions for how to figure the amounts to enter on the lines below.		(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
This form may be easier to complete if you round off cents to whole dollars.					
8 a	Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8 b	Totals for all transactions reported on Form(s) 8949 with Box D checked				
9	Totals for all transactions reported on Form(s) 8949 with Box E checked				
10	Totals for all transactions reported on Form(s) 8949 with Box F checked				
11	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12 216,802.
13	Capital gain distributions				13
14	Gain from Form 4797, Part I				14
15	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16	Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on page 2				16 216,802.

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.				
17	Net short-term gain or (loss)	17	58,583.	58,583.
18	Net long-term gain or (loss):			
a	Total for year	18a	216,802.	216,802.
b	Unrecaptured section 1250 gain (see line 18 of the worksheet)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19	275,385.	275,385.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation			
20	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 19, column (3) or b \$3,000	20	()

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.	

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	205,988.	
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22	216,802.	
23	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)	23		
24	Add lines 22 and 23	24	216,802.	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	25	0.	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	216,802.	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	0.	
28	Enter the smaller of the amount on line 21 or \$2,450	28	2,450.	
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		2,450.
31	Enter the smaller of line 21 or line 26	31	205,988.	
32	Subtract line 30 from line 26	32	214,352.	
33	Enter the smaller of line 21 or \$11,950	33	11,950.	
34	Add lines 27 and 30	34	2,450.	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	9,500.	
36	Enter the smaller of line 32 or line 35	36	9,500.	
37	Multiply line 36 by 15%	37		1,425.
38	Enter the amount from line 31	38	205,988.	
39	Add lines 30 and 36	39	11,950.	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	194,038.	
41	Multiply line 40 by 20%	41		38,808.
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	0.	
43	Add lines 37, 41, and 42	43	40,233.	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	79,929.	
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		40,233.

McKnight Brain Research Foundation
EIN 65-6301255
Form 990-T
Year ended June 30, 2014

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	\$ 78,448	\$ 5,243	\$ 83,691
Lighthouse Global Long/Short Fund, LP; EIN 59-3789085 - UBI	49,009	204,288	253,297
Lighthouse Credit Opportunities Fund, LP; EIN 57-1140919 - UBI	58,784	65,791	124,575
HCP Private Equity Fund V, L.P.; EIN 27-2665727 - UBI	(680)	63	(617)
Lighthouse Diversified Fund (QP) II, LP - previously disallowed passive activity losses allowed	-	-	-
Lighthouse Credit Opportunities Fund, LP - previously disallowed passive activity losses allowed	(32,403)	-	(32,403)
HCP Private Equity Fund V, LP - previously disallowed passive activity losses allowed	-	-	-
HCP Private Equity Fund V, LP - current year disallowed passive activity losses	-	-	-
Total UBI	<u>153,158</u>	<u>275,385</u>	<u>428,543</u>
Other UBI deductions reported on 990-T	(222,555)	-	(222,555)
Total UBI per 990-T	<u>\$ (69,397)</u>	<u>\$ 275,385</u>	<u>\$ 205,988</u>

Schedule K-1 (Form 1065)

2013

Department of the Treasury Internal Revenue Service

For calendar year 2013, or tax year beginning _____, 2013 ending _____, 20_____

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

Part I Information About the Partnership

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

Part II Information About the Partner

E Partner's identifying number 65-6301255 #229
F Partner's name, address, city, state, and ZIP code EVELYN MCKNIGHT BRAIN RESEARCH FOUNDATION 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? EXEMPT ORG.
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 0.680467% 0.730427%
Loss 0.680467% 0.730427%
Capital 0.682901% 0.816940%
K Partner's share of liabilities at year end:
Nonrecourse \$ 3,127,001
Qualified nonrecourse financing \$ 19,918
Recourse \$

L Partner's capital account analysis:
Beginning capital account \$ 2,893,537
Capital contributed during the year \$
Current year increase (decrease) \$ 328,295
Withdrawals & distributions \$ (450,000)
Ending capital account \$ 2,771,832
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 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), Credits, Foreign transactions, Alternative minimum tax (AMT) items, Tax-exempt income and nondeductible expenses, Distributions, and Other information.

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

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

1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.

Passive loss	Return on
Passive income	See the Partner's Instructions
Nonpassive loss	Schedule E, line 28, column (g)
Nonpassive income	Schedule E, line 28, column (h)
	Schedule E, line 28, column (j)

2. Net rental real estate income (loss)

3. Other net rental income (loss)

Net income	Schedule E, line 28, column (g)
Net loss	See the Partner's Instructions

4. Guaranteed payments

5. Interest income

6a. Ordinary dividends

6b. Qualified dividends

7. Royalties

8. Net short-term capital gain (loss)

9a. Net long-term capital gain (loss)

9b. Collectibles (28%) gain (loss)

	Schedule E, line 4
	Schedule D, line 5
	Schedule D, line 12
	28% Rate Gain Worksheet, line 4
	(Schedule D instructions)
	See the Partner's Instructions
	See the Partner's Instructions

9c. Unrecaptured section 1250 gain

10. Net section 1231 gain (loss)

11. Other income (loss)

Code	
A Other portfolio income (loss)	See the Partner's Instructions
B Involuntary conversions	See the Partner's Instructions
C Sec. 1256 contracts & straddles	Form 6781, line 1
D Mining exploration costs recapture	See Pub. 535
E Cancellation of debt	Form 1040, line 21 or Form 982
F Other income (loss)	See the Partner's Instructions

12. Section 179 deduction

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 Biofuel producer credit		} See the Partner's Instructions
J Work opportunity credit		
K Disabled access credit		

Code		Report on
L Empowerment zone employment credit	} See the Partner's Instructions	
M Credit for increasing research activities		
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(j)(3) information		
P Section 453A(c) information		
Q Section 1260(b) information		
R Interest allocable to production expenditures		
S CCF nonqualified withdrawals		
T Depletion information—oil and gas		
U Amortization of reforestation costs		
V Unrelated business taxable income		
W Precontribution gain (loss)		
X Section 108(i) information		
Y Net investment income		
Z Other information		

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

INCOME (LOSS) FROM SCH. K-1, LINES 1-11	481,584
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	258,716

TOTAL INCOME PER SCHEDULE K-1	222,868
	=====
LESS: EXPENSES RECORDED ON BOOKS, NOT INCLUDED ON SCH. K-1:	
NONDEDUCTIBLE EXPENSES	1,622
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
TAX-EXEMPT INTEREST INCOME	3,681
NET CHANGE IN TAX UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	103,366
OTHER TAX-EXEMPT INCOME	2

TOTAL INCOME PER ITEM L, CURRENT YEAR INCR(DEC)	328,295
	=====

LINE 5 - INTEREST INCOME

INTEREST INCOME FROM U.S. GOVERNMENT OBLIGATIONS	287
OTHER INTEREST INCOME	60,129

TOTAL INTEREST INCOME	60,416
	=====

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

OTHER PORTFOLIO INCOME/(LOSS)	1,467
NET IRC SEC. 988 GAIN/(LOSS)	202
NET SWAP INCOME/(EXPENSE)	1,683
ORDINARY EARNINGS FROM PFIC	476

TOTAL BOX A	3,828
	=====

E - CANCELLATION OF DEBT**F - OTHER INCOME (LOSS)**

NET IRC SEC. 475(F) INCOME/(LOSS)	281,822
NET IRC SEC. 988 GAIN/(LOSS)	13,598
NET SWAP INCOME/(EXPENSE)	-8,109
OTHER ORDINARY INCOME/(LOSS)	185
SHORT-TERM CAPITAL GAIN/(LOSS)	16,244
LONG-TERM CAPITAL GAIN/(LOSS)	28,787
OTHER INCOME/(LOSS)	942
OTHER TRADE OR BUSINESS EXPENSE	-4,500
QUALIFIED DIVIDEND INCOME	65
NON-QUALIFIED DIVIDEND INCOME	20
OTHER INTEREST INCOME	1,568
INCOME/(LOSS) FROM LENDING ACTIVITIES	-7,404

TOTAL BOX F	323,218
	=====

LINE 13 - OTHER DEDUCTIONS**H - INVESTMENT INTEREST EXPENSE**

INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES	71,608
---	--------

SCH K-1 SUPPORTING SCHEDULES

INVESTMENT INTEREST EXPENSE FROM INVESTING ACTIVITIES	5,572
TOTAL BOX H	77,180
I - DEDUCTIONS - ROYALTY INCOME	64
J - SECTION 59(E) (2) EXPENDITURES	219
K - DEDUCTIONS - PORTFOLIO (2% FLOOR)	61,146
L - DEDUCTIONS - PORTFOLIO (OTHER)	412
T - DOMESTIC PRODUCTION ACTIVITIES INFORMATION	
GROSS RECEIPTS FROM ALL SOURCES	23
COST OF GOODS SOLD ALLOCABLE TO DPGR	13
COST OF GOODS SOLD FROM ALL SOURCES	13
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO DPGR	2
TOTAL DED, EXP, AND LOSS NOT DIRECTLY ALLOCABLE TO DPGR	1
DOMESTIC PRODUCTION GROSS RECEIPTS	15
NON-DOMESTIC PRODUCTION GROSS RECEIPTS	8
W - OTHER DEDUCTIONS	
OTHER TRADE OR BUSINESS EXPENSE	117,507
TOTAL BOX W	117,507
LINE 16 - FOREIGN TRANSACTIONS	
H - OTHER	2,746,733
I - PASSIVE CATEGORY	2,150
J - GENERAL CATEGORY	4,271
L - TOTAL FOREIGN TAXES PAID	2,174
M - TOTAL FOREIGN TAXES ACCRUED	10

SCH K-1 SUPPORTING SCHEDULES

LINE 17 - ALTERNATIVE MINIMUM TAX (AMT) ITEMS

D - OIL, GAS, & GEOTHERMAL-GROSS INCOME	774
E - OIL, GAS, & GEOTHERMAL-DEDUCTIONS	1,230
F - OTHER AMT ITEMS	185

SCH K-1 SUPPORTING SCHEDULES

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

IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTIONS 901(K) (1) (A) AND 901(L) (1) (A), THE FOLLOWING AMOUNTS COMPRISING ON BOX 16L OF YOUR SCHEDULE K-1 SHOULD BE DEDUCTED AND NOT TAKEN AS A CREDIT ON YOUR 2013 INCOME TAX RETURN. PLEASE CONSULT YOUR TAX ADVISOR.

4

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

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

FORM 8697 2011	-4
FORM 8697 2012	6
FORM 8697 2013	NONE

P. SECTION 453A(C) INFORMATION

ADDITIONAL INFORMATION FOR PARTNERS:

I. FOR PURPOSES OF APPLYING INTERNAL REVENUE CODE SECTION 453A(B) (2), THE FOLLOWING AMOUNT REPRESENTS YOUR ALLOCABLE SHARE OF THE PARTNERSHIP'S INSTALLMENT OBLIGATIONS (INCLUDING INSTALLMENT OBLIGATIONS OF PASS-THROUGH ENTITIES IN WHICH THE PARTNERSHIP HOLDS AN INTEREST) WHICH AROSE DURING 2013 AND WHICH WERE OUTSTANDING AS OF DECEMBER 31, 2013. PLEASE CONSULT YOUR TAX ADVISOR REGARDING THESE ITEMS.

LARCHMONT HOLDCO, LLC	1,351
QVT SLV ONSHORE LTD.	12

II. FOR PURPOSES OF APPLYING INTERNAL REVENUE CODE SECTION 453A(C), THE FOLLOWING AMOUNT REPRESENTS YOUR ALLOCABLE SHARE OF THE PARTNERSHIP'S DEFERRED GAIN WITH RESPECT TO INSTALLMENT OBLIGATIONS WHICH HAS NOT BEEN RECOGNIZED AS OF DECEMBER 31, 2013. PLEASE CONSULT YOUR TAX ADVISOR REGARDING THESE ITEMS.

LARCHMONT HOLDCO, LLC	145
QVT SLV ONSHORE LTD.	7

T. DEPLETION INFORMATION - OIL AND GAS

A) TOTAL SUSTAINED - ASSUMED ALLOWABLE DEPLETION	37
B) COST DEPLETION	1
C) PERCENTAGE DEPLETION	27
D) TENTATIVE DEPLETION	28
E) GROSS INCOME FROM OIL & GAS	163

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:

ORDINARY INCOME/(LOSS):	78,448
NET CAPITAL GAIN/(LOSS):	5,243

SCH K-1 SUPPORTING SCHEDULES

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:	4,544
2. INCLUDED ON BOX 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:	4,544
4. YOUR SHARE OF THE PARTNERSHIP'S OID DEDUCTION DEFERRED UNDER §108(I) (2) (A) (I) IN THE CURRENT TAXABLE YEAR:	39
5. INCLUDED ON BOX 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. NET INVESTMENT INCOME REPORTING

UNLESS OTHERWISE NOTED, THE DISTRIBUTIVE SHARE OF ALL ITEMS INCLUDED ON YOUR SCHEDULE K-1 ARE COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND MAY BE SUBJECT TO THE NET INVESTMENT INCOME TAX PURSUANT TO IRC SECTION 1411. PLEASE CONSULT YOUR TAX ADVISOR.

THE PARTNERSHIP HAS DIRECTLY/INDIRECTLY INVESTED IN PASSIVE ACTIVITIES. YOUR DISTRIBUTIVE SHARE OF PASSIVE ITEMS INCLUDED ON YOUR SCHEDULE K-1 ARE REPORTED IN DETAIL IN THE "PASSIVE ACTIVITY SCHEDULE" LATER IN THIS SCHEDULE K-1. UNLESS YOU MATERIALLY PARTICIPATE IN SUCH ACTIVITIES, YOUR DISTRIBUTIVE SHARE OF SUCH ITEMS ARE ALL COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND MAY BE SUBJECT TO THE NET INVESTMENT INCOME TAX PURSUANT TO IRC SEC. 1411. PLEASE CONSULT YOUR TAX ADVISOR.

THE GUARANTEED PAYMENTS INCLUDED ON BOX 4 ARE FOR SERVICES PROVIDED. AS SUCH, THIS AMOUNT SHOULD NOT BE TREATED AS A COMPONENT OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND SHOULD NOT BE SUBJECT TO THE NET INVESTMENT INCOME TAX PURSUANT TO IRC SECTION 1411. PLEASE CONSULT YOUR TAX ADVISOR.

THE FOREIGN TAXES PAID/ACCRUED REPORTED TO YOU ON BOX 16, CODES L AND M CAN ONLY BE USED AS AN ALLOCABLE EXPENSE AGAINST NET INVESTMENT INCOME TO THE EXTENT THEY ARE TAKEN AS A DEDUCTION FOR REGULAR TAX PURPOSES UNDER CHAPTER 1 OF THE INTERNAL REVENUE CODE. NO FOREIGN TAX CREDIT IS ALLOWED TO BE USED AS A CREDIT AGAINST THE NET INVESTMENT INCOME TAX. PLEASE CONSULT YOUR TAX ADVISOR.

AN ELECTION UNDER TREAS. REG. 1.1411-10(G) HAS BEEN MADE WITH RESPECT TO THE CONTROLLED FOREIGN CORPORATIONS ("CFC") AND/OR PASSIVE FOREIGN INVESTMENT CORPORATIONS ("PFICs") THAT HAVE ELECTED TO BE QUALIFIED ELECTING FUNDS ("QEFs") THAT THE PARTNERSHIP DIRECTLY/INDIRECTLY OWNS. AS A RESULT, THE AMOUNTS REPORTED TO YOU ON SCHEDULE K-1 FOR REGULAR INCOME TAX PURPOSES AS SUBPART F INCOME UNDER IRC SECTION 951(A) OR QEF INCLUSIONS UNDER IRC SECTION 1293(A) ARE ALL COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND MAY BE SUBJECT TO THE NET INVESTMENT INCOME TAX PURSUANT TO IRC SECTION 1411. PLEASE CONSULT YOUR TAX ADVISOR.

Z. OTHER INFORMATION

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

15,314

SCH K-1 SUPPORTING SCHEDULES

THE FOLLOWING AMOUNT OF QUALIFIED DIVIDEND INCOME REPORTED ON BOXES 6B AND 11F IS FROM FOREIGN SOURCES: 9,081

THE AMOUNT OF INTEREST INCOME FROM U.S. GOVERNMENT OBLIGATIONS, INCLUDED ON YOUR SCHEDULE K-1, BOX 5 IS: 287

THE AMOUNT OF INTEREST EXPENSE ATTRIBUTABLE TO SHORT DIVIDENDS, INCLUDED ON YOUR SCHEDULE K-1, BOX 13H IS: 1,722

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

THE AMOUNT REPORTED ON BOX 20A INCLUDES INVESTMENT INCOME FROM BOXES 5, 6A, 7, AND 11A, IF ANY, OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON BOXES 8, 9A, AND OTHER BOX 11 ITEMS, IF ANY, MAY ALSO BE INCLUDED IN THE INVESTMENT INTEREST EXPENSE LIMITATION CALCULATION. PLEASE CONSULT YOUR TAX ADVISOR.

THE AMOUNT REPORTED ON BOX 20B INCLUDES INVESTMENT EXPENSE FROM BOXES 13I, 13K, AND 13L, IF ANY, OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON BOX 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 BOX 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.

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.

BOX 1 - ORDINARY TRADE OR BUSINESS INCOME	9,043
BOX 2 - NET RENTAL REAL ESTATE INCOME/(LOSS)	-634
BOX 3 - OTHER NET RENTAL INCOME/(LOSS)	-142
BOX 5 - OTHER INTEREST INCOME	107
BOX 7 - ROYALTY INCOME	163
BOX 10 - NET SECTION 1231 GAIN/(LOSS)	-508

SCH K-1 SUPPORTING SCHEDULES

BOX 11E - CANCELLATION OF DEBT	2
BOX 11F - INCOME/(LOSS) FROM LENDING ACTIVITIES	-7,404
BOX 12 - SECTION 179 DEDUCTION	NONE
BOX 13J - SECTION 59(E)(2) EXPENDITURES	2
BOX 13W - OTHER TRADE OR BUSINESS EXPENSE	11

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 BOX 1 OF YOUR PASSIVE ACTIVITY FOOTNOTE: 1,528

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
 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: 11,973

PASSIVE FOREIGN INVESTMENT COMPANIES

DURING THE TAXABLE YEAR ENDED 12/31/2013, LIGHTHOUSE DIVERSIFIED FUND (QP) II, L.P. INDIRECTLY DISPOSED OF (A PORTION OF OR ALL) ITS INVESTMENTS IN THE FOLLOWING FOREIGN CORPORATIONS THAT WERE CLASSIFIED AS PASSIVE FOREIGN INVESTMENT COMPANIES ("PFICS") FOR WHICH A QEF OR MARK-TO-MARKET ELECTION WAS NOT AVAILABLE TO BE MADE. THE FOLLOWING INFORMATION IS FURNISHED TO ASSIST YOU IN THE PREPARATION OF FEDERAL FORM 8621 AND YOUR TAX RETURN. THE RULES UNDER IRC SEC. 1291 ARE COMPLEX. PLEASE CONSULT YOUR TAX ADVISOR ON YOUR REPORTING REQUIREMENT ON FORM 8621.

NAME OF PFIC: AMARANTH INTERNATIONAL LIMITED/CLASS A (QVT)/SERIES 10167
 EIN (IF ANY): N/A
 ADDRESS: N/A

PART I
 LINE 1: COMMON
 LINE 2: N/A
 LINE 3: NONE
 LINE 4: 1
 LINE 5(A): SEC 1291 AND NONE

PART V
 DATE OF ACQUISITION BY THE FUND: 6/30/2009

SCH K-1 SUPPORTING SCHEDULES

DATE OF DISPOSITION BY THE FUND: 11/12/2013

LINE 15A: N/A

LINE 15B: N/A

LINE 15F: NONE

LINE 16A - SHARES: NONE

LINE 16B: NONE

NAME OF PFIC: AMARANTH INTERNATIONAL LIMITED/CLASS A (QVT)/SERIES 10167 DI1

EIN (IF ANY): N/A

ADDRESS: N/A

PART I

LINE 1: COMMON

LINE 2: N/A

LINE 3: NONE

LINE 4: NONE

LINE 5(A): SEC 1291 AND 2

PART V

DATE OF ACQUISITION BY THE FUND: 6/30/2009

DATE OF DISPOSITION BY THE FUND: 11/15/2013

LINE 15A: N/A

LINE 15B: N/A

LINE 15F: 2

LINE 16A - SHARES: NONE

LINE 16B: NONE

NAME OF PFIC: AMARANTH INTERNATIONAL LIMITED/CLASS A (QVT)/SERIES 10167 DI2

EIN (IF ANY): N/A

ADDRESS: N/A

PART I

LINE 1: COMMON

LINE 2: N/A

LINE 3: NONE

LINE 4: 10

LINE 5(A): SEC 1291 AND 17

PART V

DATE OF ACQUISITION BY THE FUND: 6/30/2009

DATE OF DISPOSITION BY THE FUND: 11/19/2013

LINE 15A: N/A

LINE 15B: N/A

LINE 15F: 17

LINE 16A - SHARES: NONE

LINE 16B: 3

NAME OF PFIC: EURODEKANIA LIMITED

EIN (IF ANY): N/A

ADDRESS: N/A

PART I

LINE 1: COMMON

LINE 2: N/A

LINE 3: 5

LINE 4: 5

LINE 5(A): SEC 1291 AND 5

PART V

DATE OF ACQUISITION BY THE FUND: 6/30/2009

SCH K-1 SUPPORTING SCHEDULES

DATE OF DISPOSITION BY THE FUND: 12/31/2012

LINE 15A: N/A

LINE 15B: N/A

LINE 15F: 5

LINE 16A - SHARES: 5

LINE 16B: NONE

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)

2013

Department of the Treasury Internal Revenue Service

For calendar year 2013, or tax year beginning ending 2013

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 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? EXEMPT ORG.
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 1.486537% 1.919697%
Loss 1.486537% 1.919697%
Capital 1.491985% 2.118941%
K Partner's share of liabilities at year end:
Nonrecourse \$ 1,406,573
Qualified nonrecourse financing \$ 4,451
Recourse \$ 3,076

L Partner's capital account analysis:
Beginning capital account \$ 1,909,676
Capital contributed during the year \$
Current year increase (decrease) \$ 267,894
Withdrawals & distributions \$ ()
Ending capital account \$ 2,177,570

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. 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), 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.

- 1. Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.
- Report on*
 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)
Code
A Other portfolio income (loss) See the Partner's Instructions
B Involuntary conversions See the Partner's Instructions
C Sec. 1256 contracts & straddles Form 6781, line 1
D Mining exploration costs recapture See Pub. 535
E Cancellation of debt Form 1040, line 21 or Form 982
F Other income (loss) See the Partner's Instructions
12. Section 179 deduction See the Partner's Instructions
13. Other deductions
A Cash contributions (50%)
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 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
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 Biofuel producer credit
J Work opportunity credit
K Disabled access credit

- Code*
L Empowerment zone employment credit
M Credit for increasing research activities
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
B Gross income from all sources
C Gross income sourced at partner level
Foreign gross income sourced at partnership level
D Passive category
E General category
F Other
Deductions allocated and apportioned at partner level
G Interest expense Form 1116, Part I
H Other Form 1116, Part I
Deductions allocated and apportioned at partnership level to foreign source income
I Passive category
J General category
K Other
Other information
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
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
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
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 Net investment income
Z 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	87,523
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	133,011

TOTAL INCOME PER SCHEDULE K-1	-45,488
	=====
LESS: EXPENSES RECORDED ON BOOKS, NOT INCLUDED ON SCH. K-1:	
NONDEDUCTIBLE EXPENSES	64
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
NET CHANGE IN TAX UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	313,297
TAX-EXEMPT INTEREST INCOME	143
OTHER TAX-EXEMPT INCOME	6

TOTAL INCOME PER ITEM L, CURRENT YEAR INCR(DEC)	267,894
	=====

LINE 5 - INTEREST INCOME

OTHER INTEREST INCOME	90,115
-----------------------	--------

TOTAL INTEREST INCOME

90,115
=====

LINE 11 - OTHER INCOME (LOSS)

A - OTHER PORTFOLIO INCOME (LOSS)

NET SWAP INCOME/(EXPENSE)	1
OTHER PORTFOLIO INCOME/(LOSS)	1,024
NET IRC SEC. 988 GAIN/(LOSS)	389

TOTAL BOX A

1,414
=====

C - SEC. 1256 CONTRACTS & STRADDLES

E - CANCELLATION OF DEBT	-8,119
--------------------------	--------

F - OTHER INCOME (LOSS)

NET IRC SEC. 475(F) INCOME/(LOSS)	107,119
NET IRC SEC. 988 GAIN/(LOSS)	-6,947
NET SWAP INCOME/(EXPENSE)	-6,947
OTHER ORDINARY INCOME/(LOSS)	800

SHORT-TERM CAPITAL GAIN/(LOSS)	178,896
--------------------------------	---------

LONG-TERM CAPITAL GAIN/(LOSS)	-134,362
-------------------------------	----------

OTHER INCOME/(LOSS)	1,197
---------------------	-------

OTHER TRADE OR BUSINESS EXPENSE	-2,577
---------------------------------	--------

QUALIFIED DIVIDEND INCOME	185
---------------------------	-----

NON-QUALIFIED DIVIDEND INCOME	59
-------------------------------	----

OTHER INTEREST INCOME	4,455
-----------------------	-------

INCOME/(LOSS) FROM LENDING ACTIVITIES	-15,809
---------------------------------------	---------

TOTAL BOX F

126,069
=====

LINE 13 - OTHER DEDUCTIONS

H - INVESTMENT INTEREST EXPENSE

INVESTMENT INTEREST EXPENSE FROM TRADING ACTIVITIES	35,357
---	--------

INVESTMENT INTEREST EXPENSE FROM INVESTING ACTIVITIES	2,594
---	-------

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

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

TOTAL BOX H	37,951
I - DEDUCTIONS - ROYALTY INCOME	77
J - SECTION 59(E) (2) EXPENDITURES	465
K - DEDUCTIONS - PORTFOLIO (2% FLOOR)	34,881
L - DEDUCTIONS - PORTFOLIO (OTHER)	1,192
T - DOMESTIC PRODUCTION ACTIVITIES INFORMATION	
GROSS RECEIPTS FROM ALL SOURCES	68
COST OF GOODS SOLD ALLOCABLE TO DPGR	39
COST OF GOODS SOLD FROM ALL SOURCES	39
TOTAL DED, EXP, AND LOSS DIRECTLY ALLOCABLE TO DPGR	6
TOTAL DED, EXP, AND LOSS NOT DIRECTLY ALLOCABLE TO DPGR	4
DOMESTIC PRODUCTION GROSS RECEIPTS	44
NON-DOMESTIC PRODUCTION GROSS RECEIPTS	23
W - OTHER DEDUCTIONS	
OTHER TRADE OR BUSINESS EXPENSE	58,192
TOTAL BOX W	58,192
LINE 15 - CREDITS	
M - CREDIT FOR INCREASING RESEARCH ACTIVITIES	3
LINE 16 - FOREIGN TRANSACTIONS	
H - OTHER	772,072
I - PASSIVE CATEGORY	1,198
J - GENERAL CATEGORY	146
L - TOTAL FOREIGN TAXES PAID	227
M - TOTAL FOREIGN TAXES ACCRUED	21
LINE 17 - ALTERNATIVE MINIMUM TAX (AMT) ITEMS	
D - OIL, GAS, & GEOTHERMAL-GROSS INCOME	1,576
E - OIL, GAS, & GEOTHERMAL-DEDUCTIONS	2,521
F - OTHER AMT ITEMS	394

**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, BOX 16
=====

IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTIONS 901(K) (1) (A) AND
901(L) (1) (A), THE FOLLOWING AMOUNTS COMPRISING BOX 16L OF YOUR SCHEDULE K-
1 SHOULD BE DEDUCTED AND NOT TAKEN AS A CREDIT ON YOUR 2013 INCOME TAX
RETURN. PLEASE CONSULT YOUR TAX ADVISOR.

3

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

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

FORM 8697 2011	-13
FORM 8697 2012	19
FORM 8697 2013	NONE

P. SECTION 453A(C) INFORMATION

ADDITIONAL INFORMATION FOR PARTNERS:

I. FOR PURPOSES OF APPLYING INTERNAL REVENUE CODE SECTION 453A(B) (2), THE FOLLOWING AMOUNT
REPRESENTS YOUR ALLOCABLE SHARE OF THE PARTNERSHIP'S INSTALLMENT OBLIGATIONS (INCLUDING
INSTALLMENT OBLIGATIONS OF PASS-THROUGH ENTITIES IN WHICH THE PARTNERSHIP HOLDS AN INTEREST)
WHICH AROSE DURING 2013 AND WHICH WERE OUTSTANDING AS OF DECEMBER 31, 2013. PLEASE CONSULT
YOUR TAX ADVISOR REGARDING THESE ITEMS.

LARCHMONT HOLDCO, LLC 3,939

II. FOR PURPOSES OF APPLYING INTERNAL REVENUE CODE SECTION 453A(C), THE FOLLOWING AMOUNT
REPRESENTS YOUR ALLOCABLE SHARE OF THE PARTNERSHIP'S DEFERRED GAIN WITH RESPECT TO
INSTALLMENT OBLIGATIONS WHICH HAS NOT BEEN RECOGNIZED AS OF DECEMBER 31, 2013. PLEASE CONSULT
YOUR TAX ADVISOR REGARDING THESE ITEMS.

LARCHMONT HOLDCO, LLC 423

T. DEPLETION INFORMATION - OIL AND GAS

A) TOTAL SUSTAINED - ASSUMED ALLOWABLE DEPLETION	63
B) COST DEPLETION	3
C) PERCENTAGE DEPLETION	77
D) TENTATIVE DEPLETION	81
E) GROSS INCOME FROM OIL & GAS	476

V. UNRELATED BUSINESS TAXABLE INCOME

FOR TAX-EXEMPT ORGANIZATIONS ONLY:

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

ORDINARY INCOME/(LOSS):	58,784
NET CAPITAL GAIN/(LOSS):	65,791

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 4,476

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

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

2. INCLUDED ON BOX 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: 4,476

4. YOUR SHARE OF THE PARTNERSHIP'S OID DEDUCTION DEFERRED UNDER §108(I) (2) (A) (I) IN THE CURRENT TAXABLE YEAR: 24

5. INCLUDED ON BOX 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. NET INVESTMENT INCOME REPORTING

UNLESS OTHERWISE NOTED, THE DISTRIBUTIVE SHARE OF ALL ITEMS INCLUDED ON YOUR SCHEDULE K-1 ARE COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND MAY BE SUBJECT TO THE NET INVESTMENT INCOME TAX PURSUANT TO IRC SECTION 1411. PLEASE CONSULT YOUR TAX ADVISOR.

THE PARTNERSHIP HAS DIRECTLY/INDIRECTLY INVESTED IN PASSIVE ACTIVITIES. YOUR DISTRIBUTIVE SHARE OF PASSIVE ITEMS INCLUDED ON YOUR SCHEDULE K-1 ARE REPORTED IN DETAIL IN THE "PASSIVE ACTIVITY SCHEDULE" LATER IN THIS SCHEDULE K-1. UNLESS YOU MATERIALLY PARTICIPATE IN SUCH ACTIVITIES, YOUR DISTRIBUTIVE SHARE OF SUCH ITEMS ARE ALL COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND MAY BE SUBJECT TO THE NET INVESTMENT INCOME TAX PURSUANT TO IRC SEC. 1411. PLEASE CONSULT YOUR TAX ADVISOR.

THE GUARANTEED PAYMENTS INCLUDED ON BOX 4 ARE FOR SERVICES PROVIDED. AS SUCH, THIS AMOUNT SHOULD NOT BE TREATED AS A COMPONENT OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND SHOULD NOT BE SUBJECT TO THE NET INVESTMENT INCOME TAX PURSUANT TO IRC SECTION 1411. PLEASE CONSULT YOUR TAX ADVISOR.

THE FOREIGN TAXES PAID/ACCRUED REPORTED TO YOU ON BOX 16, CODES L AND M CAN ONLY BE USED AS AN ALLOCABLE EXPENSE AGAINST NET INVESTMENT INCOME TO THE EXTENT THEY ARE TAKEN AS A DEDUCTION FOR REGULAR TAX PURPOSES UNDER CHAPTER 1 OF THE INTERNAL REVENUE CODE. NO FOREIGN TAX CREDIT IS ALLOWED TO BE USED AS A CREDIT AGAINST THE NET INVESTMENT INCOME TAX. PLEASE CONSULT YOUR TAX ADVISOR.

AN ELECTION UNDER TREAS. REG. 1.1411-10(G) HAS BEEN MADE WITH RESPECT TO THE CONTROLLED FOREIGN CORPORATIONS ("CFC") AND/OR PASSIVE FOREIGN INVESTMENT CORPORATIONS ("PFICs") THAT HAVE ELECTED TO BE QUALIFIED ELECTING FUNDS ("QEFs") THAT THE PARTNERSHIP DIRECTLY/INDIRECTLY OWNS. AS A RESULT, THE AMOUNTS REPORTED TO YOU ON SCHEDULE K-1 FOR REGULAR INCOME TAX PURPOSES AS SUBPART F INCOME UNDER IRC SECTION 951(A) OR QEF INCLUSIONS UNDER IRC SECTION 1293(A) ARE ALL COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND MAY BE SUBJECT TO THE NET INVESTMENT INCOME TAX PURSUANT TO IRC SECTION 1411. PLEASE CONSULT YOUR TAX ADVISOR.

Z. OTHER INFORMATION

FOR CORPORATE PARTNERS: THE AMOUNT OF DIVIDEND INCOME REPORTED ON BOXES 6A AND 11F THAT QUALIFIES FOR THE DIVIDEND RECEIVED DEDUCTION UNDER IRC SEC. 243 IS: 6,938

THE FOLLOWING AMOUNT OF QUALIFIED DIVIDEND INCOME REPORTED ON BOXES 6B AND 11F IS FROM FOREIGN SOURCES: 2,812

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 BOX 20A INCLUDES INVESTMENT INCOME FROM BOXES 5, 6A, 7, AND 11A, IF ANY, OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON BOXES 8, 9A, AND OTHER BOX 11 ITEMS, IF ANY, MAY ALSO BE INCLUDED IN THE INVESTMENT INTEREST EXPENSE LIMITATION CALCULATION. PLEASE CONSULT YOUR TAX ADVISOR.

THE AMOUNT REPORTED ON BOX 20B INCLUDES INVESTMENT EXPENSE FROM BOXES 13I, 13K, AND 13L, IF ANY, OF YOUR SCHEDULE K-1. BASED ON INDIVIDUAL FACTS AND CIRCUMSTANCES, AMOUNTS ON BOX 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 BOX 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.

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). [PAL Info](#)

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.

BOX 1 - ORDINARY TRADE OR BUSINESS INCOME	3,788
BOX 2 - NET RENTAL REAL ESTATE INCOME/(LOSS)	-1,791
BOX 3 - OTHER NET RENTAL INCOME/(LOSS)	-424
BOX 5 - OTHER INTEREST INCOME	312
BOX 7 - ROYALTY INCOME	476
BOX 10 - NET SECTION 1231 GAIN/(LOSS)	7,173
BOX 11E - CANCELLATION OF DEBT	5
BOX 11F - INCOME/(LOSS) FROM LENDING ACTIVITIES	-15,809

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 BOX 1 OF YOUR PASSIVE ACTIVITY FOOTNOTE:

469

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

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

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)

2013

Department of the Treasury Internal Revenue Service

For calendar year 2013, or tax year beginning _____, 2013 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? 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 1.43 % 1.44 %
Loss 1.43 % 1.44 %
Capital 1.43 % 1.44 %
K Partner's share of liabilities at year end:
Nonrecourse \$ 7,109
Qualified nonrecourse financing \$
Recourse \$

L Partner's capital account analysis:
Beginning capital account \$ 251,035
Capital contributed during the year \$ 200,000
Current year increase (decrease) \$ 75,300
Withdrawals & distributions \$ (10,000)
Ending capital account \$ 516,335
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 4 columns: Line number, Description, Amount, and Other information. Rows include Ordinary business income (loss) (711), Net rental real estate income (loss), Other net rental income (loss), Guaranteed payments, Interest income (2,685), Ordinary dividends (2,032), Qualified dividends (1,379), Royalties (2), Net short-term capital gain (loss) (3,021), Net long-term capital gain (loss) (7,548), Collectibles (28%) gain (loss), Unrecaptured section 1250 gain, Net section 1231 gain (loss) (8), Other income (loss) (See Statement), Section 179 deduction, Other deductions (See Statement), Self-employment earnings (loss), Distributions (See Statement), and Other information (See Statement).

*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 Biofuel producer credit		
J Work opportunity credit		
K Disabled access credit	} See the Partner's Instructions	
L Empowerment zone employment credit	} See the Partner's Instructions	
M Credit for increasing research activities		
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 Net investment income		
Z Other information		

=====
 Item L - Reconciliation
 =====

Total income (loss) per Schedule K-1	-14,619
Unrealized appreciation (depreciation) and timing differences	74,685
Other timing differences	15,251
Nondeductible expenses	-17
Transfer of interest in	NONE
Transfer of interest out	NONE
Total Current Year Increase (Decrease) Per Item L	75,300

 Box 1 - Ordinary Business Income (Loss)
 =====

Other ordinary income (loss)	-711
Total Box 1	-711

 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:	1,526
---	-------

 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:	27
Amount of foreign source income included in Box 6b and/or Box 11 code F:	27

 Box 11 - Other Income (Loss)
 =====

 A - Other Portfolio Income (Loss)

Section 988 gain (loss)	-275
Other portfolio income (loss)	87

Total Box 11 Code A	-188
---------------------	------

C - Net section 1256 gain(loss)	-16
---------------------------------	-----

 F - Other Income (Loss)

Section 988 gain (loss)	-11
Other income (loss)	28

Total Box 11 Code F	17
---------------------	----

 Box 13 - Other Deductions
 =====

A - Cash contributions (50%)	45
H - Investment interest expense	196
I - Deduction - royalty income	7
J - Section 59(e)(2) expenditures .	385

 K - Deductions - Portfolio (2% Floor)

=====		
Portfolio deductions		28,279
Total Box 13 Code K		28,279
L - Deductions - Portfolio (Other)		

Portfolio deductions		5
Total Box 13 Code L		5
Box 13T - Domestic Production Activities Information	Oil-related	All Activities

T - Domestic production gross receipts		6
T - Gross receipts from all sources		6
T - Cost of goods sold allocable to DPGR		384
T - Cost of goods sold from all sources		384
T - Ttl ded, exp, & loss dir allocable to DPGR		78
T - Ttl ded, exp, & loss dir alloc to non DPGR inc		140
T - Form W-2 wages		11
W - Other Deductions		

Other Deductions		52
Total Box 13 Code W		52
Box 15 - Credits		
=====		
J - Work opportunity credit		NONE
N - Credit for employer social security & medicare taxes		2
Box 16 - Foreign Transactions		
=====		
A - Foreign country code		OC
B - Gross income from all sources		15,504
C - Gross income sourced at partner level		10,786
Foreign Gross Income Sourced at Partnership Level:		

D - Passive income		1,928
E - General categories		731
Deductions Allocated and Apportioned at Partner Level		

G - Interest expense		196
H - Other		28,336
Deductions Allocated and Apportioned at Partnership Level to Foreign Source Income:		

I - Passive		3,738
J - General category		546

Other Information:

L - Total foreign taxes paid 48

Box 17 - Alternative Minimum Tax (AMT) Items

=====

A - Post-1986 depreciation adjustment	18
B - Adjusted gain or loss	-8
D - Oil, gas, & geothermal gross income	3
E - Oil, gas, & geothermal deductions	301
F - Other AMT items	157

Box 18 - Tax-Exempt Income and Nondeductible Expenses

=====

C - Nondeductible expenses	17
----------------------------	----

Box 19 - Distributions

=====

A - Cash and marketable securities	10,000
------------------------------------	--------

Box 20 - Other Information

=====

A - Investment income	4,717
B - Investment expenses	28,336

V - Unrelated Business Taxable Income

UBTI - Ordinary income (expense)	-680
UBTI - Long term capital gain (loss)	63
Your share of Qualified Dividends included in Ordinary income (loss) subject to UBTI	106
Total Box 20 Code V	-617

Z - Other information	-913
-----------------------	------

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	361
---	-----

Part III, Box 13 Other Deductions, Code H -- Investment Interest Expense:

Individual partners must report interest expense as investment interest expense on Form 4952, Line 1. After application of the limitations of Form 4952, any resulting deduction should be entered on Schedule A.

Part III, Box 13 Other Deductions, Code W -- Other Deductions:

The amounts included in 13W are trader deductions allocated from the Partnership's investment in other partnerships. These amounts should be entered by an "individual" taxpayer on Schedule E, Part II as nonpassive.

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

Foreign Country Code OC refers to "Various Countries."

Part III, Box 20 Other Information, Code Y - Net Investment Income:

Unless otherwise indicated (for example, items taken into consideration for self-employment tax purposes), the amounts reported on your Schedule K-1 are subject to IRC Section 1411 and should be considered in computing your Net Investment Income Tax. Deductions reported on your Schedule K-1 may be subject to certain limitations in computing your Net Investment Income Tax.

=====

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.

EFFECTIVELY CONNECTED INCOME/(LOSS):

=====

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

(1,540)

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:

2,134

IRC SECTION 453A INFORMATION:

=====

INTERNAL REVENUE CODE SECTION 453A IMPOSES AN INTEREST CHARGE ON THE DEFERRED TAX LIABILITY OF OUTSTANDING INSTALLMENT SALE GAINS, IF THE FACE AMOUNT OF ALL SUCH OBLIGATIONS HELD BY THE TAXPAYER WHICH AROSE DURING, AND ARE OUTSTANDING AS OF THE CLOSE OF, SUCH TAXABLE YEAR EXCEEDS \$5,000,000.

AS OF 12/31/2013, THE UNDERLYING PARTNERSHIP HAD OUTSTANDING UNCOLLECTED PROCEEDS FROM INSTALLMENT SALE.

YOUR PRO-RATA SHARE OF CURRENT YEAR GAIN INCLUDED IN LINE 9A IS:	619
YOUR PRO-RATA SHARE OF THE DEFERRED AMOUNT OF GAIN IS:	125
YOUR PRO-RATA SHARE OF THE PARTNERSHIP OBLIGATION OUTSTANDING IS:	153

THE TAX RULES RELATING TO INSTALLMENT SALES ARE COMPLEX. PLEASE CONSULT YOUR TAX ADVISOR.

FORM 8865:

=====

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.

STATE AND LOCAL TAX INFORMATION

THE PARTNERSHIP INVESTS IN VARIOUS PASS-THROUGH ENTITIES THAT DO BUSINESS IN SEVERAL STATES. TO THE BEST OF OUR KNOWLEDGE, THE INCOME (LOSS) SHOULD BE CHARACTERIZED AS ORDINARY UNLESS SPECIFIED ON THE STATE K-1. BELOW IS YOUR DISTRIBUTABLE SHARE OF ORDINARY INCOME (LOSS) AND STATE WITHHOLDING. NOTE: THE WITHHOLDING AMOUNTS DISCLOSED BELOW WERE SOURCED BY THE UNDERLYING PASS-THROUGH ENTITIES.

STATE INFORMATION		
STATE	INCOME	WITHHOLDING
ALABAMA	3	0
ALASKA	0	0
ARIZONA	(8)	0
ARKANSAS	(9)	0
CALIFORNIA	(712)	0
COLORADO	(1)	0
CONNECTICUT	(2)	0
DELAWARE	1	0
DISTRICT OF COLUMBIA	0	0
FLORIDA	(2)	0
GEORGIA	1	0
HAWAII	0	0
IDAHO	0	0
ILLINOIS	3	0
INDIANA	1	0
IOWA	0	0
KANSAS	3	0
KENTUCKY	3	0
LOUISIANA	17	0
MAINE	0	0
MARYLAND	(1)	0
MASSACHUSETTS	(100)	0
MICHIGAN	3	0
MINNESOTA	(1)	0
MISSISSIPPI	4	0
MISSOURI	2	0
MONTANA	0	0
NEBRASKA	0	0
NEVADA	0	0
NEW HAMPSHIRE	0	0
NEW JERSEY	(16)	0
NEW MEXICO	(1)	0
NEW YORK CITY	(26)	0
NEW YORK STATE	(95)	0
NORTH CAROLINA	(1)	0
NORTH DAKOTA	0	0
OHIO	7	0
OKLAHOMA	(1)	0
OREGON	0	0
PENNSYLVANIA	1	0

=====

STATE AND LOCAL TAX INFORMATION (CONTINUED)

STATE INFORMATION		
STATE	INCOME	WITHHOLDING
RHODE ISLAND	(7)	0
SOUTH CAROLINA	1	0
SOUTH DAKOTA	0	0
TENNESSEE	(1)	0
TEXAS	90	0
UTAH	(1)	0
VERMONT	0	0
VIRGINIA	(2)	0
WASHINGTON	0	0
WEST VIRGINIA	2	0
WISCONSIN	0	0
WYOMING	0	0

=====

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. JANUARY 2014), 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.

THE AMOUNTS REPORTED ON YOUR SCHEDULE K-1 MAY REPRESENT NET INVESTMENT INCOME AND ALLOCABLE DEDUCTIONS PURSUANT TO SECTION 1411(C). THE PARTNERSHIP HAS INVESTED IN PASSIVE FOREIGN INVESTMENT COMPANIES ("PFICS") OF WHICH A SECTION 1295(B) ELECTION WAS MADE WHERE POSSIBLE TO TREAT EACH PFIC AS A QUALIFIED ELECTING FUND ("QEF"). THE PARTNERSHIP HAS PREPARED YOUR SCHEDULE K-1 ON THE BASIS THAT YOU WILL BE MAKING A SECTION 1.1411-10(G) ELECTION WITH REGARD TO YOUR INDIRECT INTEREST IN THE QEFs. THEREFORE QEF INCOME HAS BEEN INCLUDED IN THE AMOUNTS REPORTED. THE INFORMATION REQUIRED TO MAKE THE ELECTION CAN BE FOUND BELOW. IF YOU ARE NOT MAKING THE ELECTION, DETAILS REGARDING THE PARTNERSHIP'S QEF/PFIC INVESTMENTS ARE AVAILABLE UPON REQUEST.

PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE YOUR NET INVESTMENT INCOME.

PFIC NAME	EIN
BEIJING BILINCHANGXIANG INFORMATION TECHNOLOGY CO., LTD.	N/A
BILIN INFORMATION TECHNOLOGY CO., LTD.	N/A
BRAINBEES SOLUTIONS PRIVATE LIMITED	N/A
COOPERSTOWN SARL	98-1025861
FORGAME HOLDINGS LIMITED	N/A
GRIFFIN TOPCO II SARL	98-1033175
GRIFFIN TOPCO III SARL	N/A
NITRO CAPITAL LIMITED	N/A
OCM LUXEMBOURG CHEMICAL TANKERS SARL	N/A
OCM LUXEMBOURG EPF III LONDON PROPERTY HOLDINGS SARL	N/A
OCM LUXEMBOURG PARK HOLDINGS SARL	98-1153751
OCM LUXEMBOURG SERVICED APARTMENTS HOLDINGS SARL	N/A
OCM LUXEMBOURG TITLESTONE HOLDINGS SARL	98-1064616

HCP PRIVATE EQUITY FUND V, L.P.
SunTrust Bank as Co-Trustee with J. Lee Dockery, MD

27-2665727
Partner # 32

=====

PFIC NAME	EIN
PV ASPIRATION INVESTMENT LIMITED	N/A
SHANGHAI SONGLI BIOTECH CO., LTD.	N/A
SHENOGEN PHARMA GROUP LTD.	N/A
SUZHOU SHENOGEN PHARMA GROUP LTD. - WFOE	N/A
TORREC III B.V.	N/A
TUJIA.COM (HONG KONG) LIMITED	N/A
TUJIA.COM CONSULTING (FUJIAN) CO., LTD.	N/A
TUJIA.COM CONSULTING (GUANGXI) CO., LTD.	N/A
TUJIA.COM INTERNATIONAL	N/A
TUJIA.COM INTERNET TECHNOLOGY (BEIJING) CO., LTD.	N/A
VENUS MEDTECH (HANGZHOU) MEDICAL DEVICES CO. LTD.	N/A
YOUA.COM, INC.	N/A
YUKON FINANCE, INC.	N/A
YUKON FINANCE II, INC.	N/A

=====

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 2013.

NAME: SPRINGER SCIENCE + BUSINESS MEDIA GP ACQUISITION SCA
ADDRESS: 29 AVENUE DE LA PORTE NEUVE
L-2227 LUXEMBOURG
ID: 98-1132744
COUNTRY CODE: LU
DATE: VARIOUS
CFC: NO
AMOUNT: 7,032

NAME: SYNCREON GROUP HOLDINGS B.V.
ADDRESS: DE BOELELAAN 7,
AMSTERDAM 1083HJ, NETHERLANDS
ID: 98-1132145
COUNTRY CODE: NL
DATE: 10/21/2013
CFC: YES
AMOUNT: 2,238

NAME: OCM LUXEMBOURG UNICITY TOP HOLDINGS SARL
ADDRESS: 53 AVENUE PASTEUR
L-2311 LUXEMBOURG, LUXEMBOURG
ID: 98-1153110
COUNTRY CODE: LU
DATE: 11/20/2013
CFC: NO
AMOUNT: 1,970

HCP PRIVATE EQUITY FUND V, L.P.

27-2665727

SunTrust Bank as Co-Trustee with J. Lee Dockery, MD

Partner # 32

=====

NAME: VENUS MEDTECH (HANGZHOU) MEDICAL DEVICES CO. LTD.
ADDRESS: FLAT 201, SHUIYOU BUILDING BLOCK EAST
3738 NANHUAN ROAD, BINJIANG DISTRICT
HANGZHOU, CHINA

ID: N/A
COUNTRY CODE: CH
DATE: 12/31/2013
CFC: NO
AMOUNT:

2,067

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

K-1 (565)

For calendar year 2013 or fiscal year beginning and ending
(m m/d d / y y y y) (m m/d d / y y y y)

Partner's name Partner's identifying number
SunTrust Bank as Co-Trustee with 65-6301255

Address
JLD, MD, NR, JGC, McKnight Brain, Research Fndn, PO Box 620005

City State ZIP Code
Orlando FL 32862

Partnership's FEIN California Secretary of State file number
27-2665727

Partnership's name
HCP Private Equity Fund V, L.P.

Address
One Maritime Plaza, 5th Floor

City State ZIP Code
San Francisco CA 94111

- A** Is this partner a: (1) general partner; or (2) limited partner?
- B** What type of entity is this partner?
- (1) Individual
 - (2) S Corporation
 - (3) Estate/Trust
 - (4) C Corporation
 - (5) General Partnership
 - (6) Limited Partnership
 - (7) LLP
 - (8) LLC
 - (9) IRA/Keogh/SEP
 - (10) Exempt Organization
 - (11) Disregarded Entity

C Is this partner a foreign partner? Yes No

D Enter partner's percentage (without regard to special allocations) of:

	(i) Before decrease or termination	(ii) End of year
Profit sharing	<input type="text"/> 1.43 %	<input type="text"/> 1.44 %
Loss sharing	<input type="text"/> 1.43 %	<input type="text"/> 1.44 %
Ownership of capital	<input type="text"/> 1.43 %	<input type="text"/> 1.44 %

E Partner's share of liabilities:

Nonrecourse \$ 7,109.00

Qualified nonrecourse financing \$.00

Other \$.00

F Reportable transaction or tax shelter registration number(s)

- G** (1) Check here if this is a publicly traded partnership as defined in IRC Section 469(k)(2)
- (2) Check here if this is an investment partnership (R&TC Sections 17955 and 23040.1)

H Check here if this is: (1) A final Schedule K-1 (565) (2) An amended Schedule K-1 (565)

I Is this partner a resident of California? Yes No

Partner # 32 SunTrust Bank as Co-Trustee with

J Analysis of partner's capital account: Check the box <input checked="" type="checkbox"/> (1) <input type="checkbox"/> Tax Basis <input checked="" type="checkbox"/> (2) <input checked="" type="checkbox"/> GAAP <input type="checkbox"/> (3) <input type="checkbox"/> Section 704(b) Book <input type="checkbox"/> (4) <input type="checkbox"/> Other (explain)				
(a) Capital account at beginning of year	(b) Capital contributed during year	(c) Partner's share of line 3, line 4, and line 7, Form 565, Schedule M-2	(d) Withdrawals and distributions	(e) Capital account at end of year, combine column (a) through column (d)
● 251,035	● 200,000	● 75,300	● (10,000)	● 516,335

Caution: Refer to Partner's Instructions for Schedule K-1 (565) before entering information from this schedule on your California return.

	(a) Distributive share items	(b) Amounts from federal Schedule K-1 (1065)	(c) California adjustments	(d) Total amounts using California law. Combine col. (b) and col. (c)	(e) California source amounts and credits
Income (Loss)	1 Ordinary income (loss) from trade or business activities	(711)		● (711) ▶	16
	2 Net income (loss) from rental real estate activities.			●	▶
	3 Net income (loss) from other rental activities.			⊙	⊙
	4 Guaranteed payments to partners.			●	▶
	5 Interest income.	2,685	(1)	● 2,684	▶ 2
	6 Dividends	2,032	(291)	● 1,741	▶
	7 Royalties.	2		● 2	▶
	8 Net short-term capital gain (loss)	3,021		● 3,021	▶
	9 Net long-term capital gain (loss)	7,548	(23)	● 7,525	▶ 11
	10 a Total gain under IRC Section 1231 (other than due to casualty or theft)	8		● 8	▶ 1
	b Total loss under IRC Section 1231 (other than due to casualty or theft)			●	▶
	11 a Other portfolio income (loss). Attach schedule. .	(188)		● (188)	▶
	b Total other income. Attach schedule.	28		● 28	▶
	c Total other loss. Attach schedule	27		● 27	▶
Deductions	12 Expense deduction for recovery property (IRC Section 179 and R&TC Sections 17267.2 and 17268)				
	13 a Charitable contributions	45		45	
	b Investment interest expense	196		196	
	c 1 Total expenditures to which an IRC Section 59(e) election may apply	385		385	
	2 Type of expenditures				
	d Deductions related to portfolio income	28,291	(12)	28,279	742
	e Other deductions. Attach schedule.	52		52	

(a) Distributive share items		(b) Amounts from federal Schedule K-1 (1065)	(c) California adjustments	(d) Total amounts using California law. Combine col. (b) and col. (c)	(e) California source amounts and credits
Credits	15 a Total withholding (equals amount on Form 592-B if calendar year partnership)			●	▶
	b Low-income housing credit				
	c Credits other than line 15b related to rental real estate activities				
	d Credits related to other rental activities				
	e Nonconsenting nonresident members' tax allocated to partner				
	f Other credits – Attach required schedules or statements.				
	g New jobs credit				
Alternative Minimum Tax (AMT) Items	17 a Depreciation adjustment on property placed in service after 1986	18		⊙	18 ⊙
	b Adjusted gain or loss	(8)			(8)
	c Depletion (other than oil & gas)				
	d Gross income from oil, gas, and geothermal properties	3			3
	e Deductions allocable to oil, gas, and geothermal properties	301			301
	f Other alternative minimum tax items	157			157
Tax-Exempt Income and Nondeductible Expenses	18 a Tax-exempt interest income		1	1	
	b Other tax-exempt income				
	c Nondeductible expenses	17	12	29	
Distributions	19 a Distributions of money (cash and marketable securities)	10,000		⊙ 10,000	
	b Distributions of property other than money			⊙	
Other Information	20 a Investment income	4,717	(292)	4,425	
	b Investment expenses	28,336	(12)	28,324	730
	c Other information. See instructions				

Partner # 32 SunTrust Bank as Co-Trustee with

Other Partner Information

Table 1 — Partner's share of nonbusiness income from intangibles (source of income is dependent on residence or commercial domicile of the partners):

Interest	\$	2,684	Sec. 1231 Gains/Losses	\$	8	Capital Gains/Losses	\$	10,546
Dividends	\$	1,741	Royalties	\$	2	Other	\$	(187)

FOR USE BY PARTNERS ONLY – See instructions.

Table 2 — Partner's share of distributive items.

A. Partner's share of the partnership's business income. See instructions. \$

B. Partner's share of nonbusiness income from real and tangible personal property sourced or allocable to California.

Capital Gains/Losses	\$	<input type="text"/>	Rents/Royalties	\$	<input type="text"/>
Sec. 1231 Gains/Losses	\$	<input type="text"/>	Other	\$	<input type="text"/>

C. Partner's distributive share of the partnership's property, payroll, and sales:

Factors	Total within and outside California	Total within California
Property: Beginning	\$ <input type="text"/>	\$ <input type="text"/>
Property: Ending	\$ <input type="text"/>	\$ <input type="text"/>
Property: Annual rent expense	\$ <input type="text"/>	\$ <input type="text"/>
Payroll	\$ <input type="text"/>	\$ <input type="text"/>
Sales	\$ <input type="text"/>	\$ <input type="text"/>

Table 3 — Partner's share of cost of goods sold, deductions, and rental income.

Enter only amounts used to determine income (loss) derived from and attributable to California sources. All amounts entered on this table are first multiplied by the appropriate percentage in Item D (ii) end of year partner's profit and loss sharing percentage on Side 1. See the partnership Schedule K-1 instructions for information on how to obtain the amounts below.

1. Schedule K, Line 1, column (d), Ordinary income (loss) from trade or business activities:
 - a. Enter as a positive amount the cost of goods sold used to determine the amount on Schedule K, Line 1, column (d), plus the total amounts on line 1a of Table 3 from all Schedule K-1s (565) this partnership received
 - b. Enter as a positive amount the total deductions used to determine the amount on Schedule K, Line 1, column (d), plus the total amounts on line 1b of Table 3 from all Schedule K-1s (565) this partnership received
2. Enter the total gross rents from line 18a of federal Form 8825 as adjusted for California law differences, plus the total amounts on line 2 of Table 3 from all Schedule K-1s (565) this partnership received
3. Enter the gross income (loss) from other rental activities from Schedule K, Line 3a, column (d), plus the total amounts on line 3 of Table 3 from all Schedule K-1s (565) this partnership received

California Schedule K-1 (565) – Supplement

The Partnership has made a determination that it qualifies as an investment partnership as defined by California Revenue and Taxation Code Section 17955. As such, all income from qualifying investment securities earned by the Partnership has been classified as non-California source income to the partnership's non-resident partners. However, please consult your tax advisor to determine if you meet other requirements necessary to treat this income as non-California source income.

Item J, Box (c):

Taxable income (loss)	\$	(14,874)
Unrealized appreciation/depreciation and timing differences		90,250
Guaranteed payments		0
Foreign taxes withheld		(48)
Tax-exempt interest & other tax-exempt income		1
Nondeductible expenses		(29)
U.S. and/or state taxes withheld		0
Transfer of interest in		0
Transfer of interest out		0
Total	\$	75,300

Line 11a - Other Portfolio Income (Loss):

Section 988 - Foreign currency transaction gain (loss)	\$	(275)
Swap & other portfolio income (loss)		87
Total	\$	(188)

Line 11b - Other Income:

Section 1256 net gain	\$	0
Section 988 - Foreign currency transaction gain		0
Swap & other income		28
Total	\$	28

Line 11c - Other Loss:

Section 1256 net loss	\$	16
Section 988 - Foreign currency transaction loss		11
Swap & other loss		0
Total	\$	27

Line 13d - Deductions:

Administrative expenses	\$	28,267
Other		12
Total	\$	28,279

Line 13e - Other Deductions:

Trading expenses	\$	52
Other deductions		0
Total	\$	52

Line 20b - Investment Expenses:

Amounts reported on line 20(b) include investment expenses reported on lines 13(d) and 13(e) of your California Schedule K-1.

Line 20c - Other Information:

Aggregate Gross Receipts	\$	0
--------------------------	----	---



New York Partner's Schedule K-1

Tax Law – Article 22 (Personal Income Tax)

IT-204-IP

For calendar year 2013 or tax year beginning [] and ending []

Final K-1

Amended K-1

Partners: Before completing your income tax return, see Form IT-204-IP-I, *Partner's Instructions for Form IT-204-IP* (available at www.tax.ny.gov).

Partnership's information (see instructions)

Partnership's name (as shown on Form IT-204) HCP Private Equity Fund V, L.P.	Partnership's EIN 27-2665727
---	---------------------------------

A Mark an **X** in the box if either applies to your entity Publicly traded partnership Portfolio investment partnership

B Tax shelter registration number, if any **B** []

C Business allocation percentage..... **C** [] %

Partner's information (see instructions)

Partner's name SunTrust Bank as Co-Trustee with	Partner's identifying number 65-6301255
Partner's address JLD, MD, NR, JGC, McKnight Brain, Research Fndn, PO Box 620005	
City Orlando, FL 32862	State ZIP code

D The partner is a (mark an **X** in the appropriate box) General partner or LLC member-manager Limited partner or other LLC member

E What is the tax filing status of the partner? (Mark an **X** in the appropriate box, if known.) Individual Estate/trust Partnership

F If the partner is a disregarded entity or grantor trust, enter the tax ID of the entity or individual reporting the income, if known **F** []

G Did the partner sell its entire interest during the tax year? **G** Yes No

H Partner's share of profit, loss, and capital

		Beginning	Ending
1) Profit H1	1.43 %	1.44 %	
2) Loss..... H2	1.43 %	1.44 %	
3) Capital H3	1.43 %	1.44 %	

I Partner's share of liabilities at the end of the year

1) Nonrecourse I1	7,109
2) Qualified nonrecourse financing..... I2	0
3) Recourse I3	

J Partner's capital account analysis

1) Beginning capital account J1	251,035
2) Capital contributed during the year – cash J2	200,000
3) Capital contributed during the year – property..... J3	
4) Current year increase (decrease) J4	75,300
5) Withdrawals and distributions – cash..... J5	10,000
6) Withdrawals and distributions – property J6	0
7) Ending capital account..... J7	516,335
8) Method of accounting (mark an X in the appropriate box)	

Tax basis GAAP Book Other (submit explanation)

K Resident status (mark an **X** in all boxes that apply)

- NYS full-year resident Yonkers full-year resident NYC full-year resident
- NYS part-year resident Yonkers part-year resident NYC part-year resident
- NYS nonresident Yonkers nonresident

L If the partner was included in a group return, enter the special NYS identification number, if known..... **L** []

118001130094



- M** 1) Was Form IT-2658-E filed with the partnership? **M1** Yes No
 2) Was Form MTA-405-E filed with the partnership? **M2** Yes No

N NYS estimated tax paid on behalf of partner (from Form IT-2658)

	Date	Amount
1) First installment N1		0
2) Second installment..... N2		0
3) Third installment N3		0
4) Fourth installment..... N4		0
Total NYS estimated tax paid on behalf of partner (add lines N1 through N4) N		

O Estimated MCTMT paid on behalf of partner (from Form MTA-405)

	Date	Amount
1) First installment O1		
2) Second installment..... O2		
3) Third installment O3		
4) Fourth installment..... O4		
Total estimated MCTMT paid on behalf of partner (add lines O1 through O4) O		

Partner's share of income, deductions, etc.

A – Partner's distributive share items	B – Federal K-1 amount	C – New York State amount
1 Ordinary business income (loss).....	1 (711)	1 (95)
2 Net rental real estate income (loss)	2	2 0
3 Other net rental income (loss).....	3	3 0
4 Guaranteed payments.....	4	4
5 Interest income.....	5 2,685	5 0
6 Ordinary dividends	6 2,032	6 0
7 Royalties	7 2	7 0
8 Net short-term capital gain (loss)	8 3,021	8 0
9 Net long-term capital gain (loss)	9 7,548	9 0
10 Net section 1231 gain (loss)	10 8	10
11 Other income (loss) <i>Identify:</i>	11 (187)	11 0
12 Section 179 deduction	12	12
13 Other deductions <i>Identify:</i>	13 28,969	13
14 Tax preference items for minimum tax	14 (131)	14 0
<i>Identify:</i>		
15 Net earnings (loss) from self-employment	15	15
16 Tax-exempt income and nondeductible expenses	16 (17)	16 0
17 Distributions – cash and marketable securities.....	17 10,000	17
18 Distributions – other property	18	18
19 Other items not included above that are required to be reported separately to partners	19	19 0
<i>Identify:</i>		

Partner's share of New York modifications (see instructions)

20 New York State additions

Number	A – Total amount	B – New York State allocated amount
20a EA –		
20b EA –		
20c EA –		
20d EA –		
20e EA –		
20f EA –		
21 Total addition modifications (total of column A, lines 20a through 20f).....		21 0



Partner's share of New York modifications (continued)

22 New York State subtractions

	Number	A – Total amount	B – New York State allocated amount
22a	ES – 3	1	
22b	ES –		
22c	ES –		
22d	ES –		
22e	ES –		
22f	ES –		

23 Total subtraction modifications (total of column A, lines 22a through 22f)..... **23** 1

24 Additions to federal itemized deductions

	Letter	Amount
24a		
24b		
24c		
24d		
24e		
24f		

25 Total additions to federal itemized deductions (add lines 24a through 24f)..... **25** 0

26 Subtractions from federal itemized deductions

	Letter	Amount
26a		
26b		
26c		
26d		
26e		
26f		

27 Total subtractions from federal itemized deductions (add lines 26a through 26f) **27** 0

28 New York adjustments to tax preference items **28** 0

Partner's other information

29a Partner's share of New York source gross income..... **29a**

29b MCTD allocation percentage (see instructions)..... **29b** %

Partner's credit information

Part 1 – Flow-through credit bases and factors

Brownfield redevelopment tax credit (Form IT-611 or IT-611.1)

	A – Form IT-611	B – Form IT-611.1
30 Site preparation credit component.....	30	30
31 Tangible property credit component	31	31
32 On-site groundwater remediation credit component	32	32

118003130094



Partner's credit information *(continued)*

EZ capital tax credit *(Form IT-602)*

33 Contributions of money to EZ community development projects	33	
34 Recapture of credit for investments in certified EZ businesses	34	
35 Recapture of credit for contributions of money to EZ community development projects	35	

QEZE tax reduction credit *(Form IT-604)*

36 QEZE employment increase factor	36	
37 QEZE zone allocation factor	37	
38 QEZE benefit period factor.....	38	

Excelsior jobs program tax credit *(Form IT-607)*

39 Excelsior jobs tax credit component.....	39	
40 Excelsior investment tax credit component	40	
41 Excelsior research and development tax credit component.....	41	
42 Excelsior real property tax credit component	42	

Farmers' school tax credit *(Form IT-217)*

43 Acres of qualified agricultural property.....	43	
44 Acres of qualified conservation property	44	
45 Eligible school district property taxes paid	45	
46 Acres of qualified agricultural property converted to nonqualified use.....	46	

Other flow-through credit bases and factors

Credit bases

Code	Amount	Code	Amount
47a		47d	
47b		47e	
47c		47f	

Credit factors

Code	Factor	Code	Factor	Code	Factor
47g		47i		47k	
47h		47j		47l	

Part 2 – Flow-through credits, addbacks and recaptures

48 Long-term care insurance credit <i>(Form IT-249)</i>	48	
49 Investment credit <i>(including employment incentive credit and historic barn rehabilitation credit; Form IT-212)</i> .	49	
50 Research and development – investment credit <i>(Form IT-212)</i>	50	
51 Other flow-through credits		

Code	Amount	Code	Amount
51a		51e	
51b		51f	
51c		51g	
51d		51h	

52 Addbacks of credits and recaptures

Code	Amount	Code	Amount
52a		52d	
52b		52e	
52c		52f	



Rider:

The Partnership is engaged in the purchase and sale of securities for the account of the Partnership and its partners - accordingly, under Section 631(d) of the New York State Law, non-resident partners are exempt from tax on their distributive share of the Partnership's income, since that income arises from the purchase and sale of property for the account of the Partnership and its partners.

Information for Corporate Partners:

For New York State purposes, the Partnership is treated as a portfolio investment partnership. Please contact the general partner if you require details for Lines 16-19 of Form IT-204-CP.

SHORT YEAR INITIAL RETURN

SPRINGHARBOUR 2013 PRIVATE EQUITY FUND LP

98-1087432

PTR #17-MCKNIGHT BRAIN RESEARCH FOUNDATION

SCH K-1 SUPPORTING SCHEDULES

ITEM L - RECONCILIATION OF INCOME

INCOME (LOSS) FROM SCH. K-1, LINES 1-11	2,443
LESS: DEDUCTIONS FROM SCH. K-1, LINES 12, 13, 16L AND 16M	2,001

TOTAL INCOME PER SCHEDULE K-1	442
	=====
LESS: INCOME INCLUDED ON SCH. K-1, NOT RECORDED ON BOOKS:	
NET PARTNERSHIP ADJUSTMENT	8,494
LESS: EXPENSES RECORDED ON BOOKS, NOT INCLUDED ON SCH. K-1:	
MEALS AND ENTERTAINMENT	1
ORGANIZATIONAL COSTS	4,776
PLUS: INCOME RECORDED ON BOOKS, NOT INCL. ON SCH. K-1:	
CHANGE IN UNREALIZED GAIN/LOSS	31,729
LESS: OTHER DECREASES TO PARTNER'S CAPITAL	
SYNDICATION COSTS	43

TOTAL INCOME PER ITEM L, CURRENT YEAR INCR(DEC)	18,857
	=====

LINE 13 - OTHER DEDUCTIONS

K - DEDUCTIONS - PORTFOLIO (2% FLOOR)

PROFESSIONAL FEES	331
TRAVEL AND MEETINGS	33
OTHER EXPENSES	12

TOTAL BOX K	376
	=====

SCH K-1 SUPPORTING SCHEDULESITEM J

PARTNER PERCENTAGES REFLECTED IN ITEM J ARE CALCULATED PURSUANT TO IRS INSTRUCTIONS, AND MAY VARY FROM PERCENTAGES UNDER THE PARTNERSHIP AGREEMENT.

REPORTABLE TRANSACTIONS DISCLOSURE

NO INFORMATION HAS BEEN PROVIDED FOR PURPOSES OF FORM 8886, AS THE PARTNERSHIP HAS NOT ENGAGED IN ANY REPORTABLE TRANSACTIONS AND THE PARTNERSHIP HAS NOT BEEN NOTIFIED OF ANY INDIRECT PARTICIPATION IN REPORTABLE TRANSACTIONS BY THE ENTITIES IN WHICH IT INVESTS.

LINE 20Y - OTHER INFORMATION NET INVESTMENT INCOME

PLEASE NOTE THAT THE PARTNERSHIP CONSIDERS ITSELF TO BE AN INVESTOR FOR FEDERAL INCOME TAX PURPOSES. ACCORDINGLY, IT IS NOT IN THE BUSINESS OF TRADING IN SECURITIES COMMODITIES AS DEFINED UNDER IRC SECTION 1411 (C) (2) (B). UNLESS OTHERWISE NOTED, THE DISTRIBUTIVE SHARE OF ALL ITEMS INCLUDED ON YOUR SCHEDULE K-1 ARE COMPONENTS OF NET INVESTMENT INCOME. PLEASE CONSULT YOUR TAX ADVISOR WHEN COMPLETING FORM 8960.

LINE 20Y ADDITIONAL FOOTNOTE FOR INVESTOR FUNDS PROVIDING QEF INFORMATION

AS A FOREIGN PARTNERSHIP, THE FUND CANNOT MAKE AN ELECTION UNDER TREAS. REG. 1.1411-10(G) WITH RESPECT TO THE CONTROLLED FOREIGN CORPORATIONS ("CFC") AND/OR PASSIVE FOREIGN INVESTMENT COMPANIES ("PFICS") LISTED BELOW. HOWEVER, BECAUSE THE PARTNERSHIP IS NOT ENGAGED IN A TRADE OR BUSINESS OF TRADING IN FINANCIAL INSTRUMENTS OR COMMODITIES AS DEFINED IN TREAS. REG. 1.1411-5(A) (2), ANY DIRECT OR INDIRECT PARTNERS THAT ARE DOMESTIC PERSONS, INCLUDING PASS-THROUGH ENTITIES, CAN MAKE THE ELECTION UNDER TREAS. REG. 1.1411-10(G). WHETHER SUCH ELECTION IS MADE WILL DETERMINE WHICH ITEMS ARE COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4.

PLEASE BE ADVISED THAT THE QEF INCLUSIONS UNDER IRC SECTION 1293(A) FROM PFICS MAY BE COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND MAY BE SUBJECT TO NET INVESTMENT INCOME TAX PURSUANT TO IRC SECTION 1411 IF BOTH A QUALIFIED ELECTING FUND ("QEF") ELECTION AND AN ELECTION UNDER TREAS. REG. 1.1411-10(G) IS IN EFFECT. IF YOU ARE A PASS-THROUGH ENTITY CONSIDERING MAKING SUCH ELECTION PURSUANT TO TREAS. REG. 1.1411-10(G) FOR TAX YEAR 2013, YOU MAY NEED TO OBTAIN CONSENT FROM ALL PARTNERS. TO THE EXTENT SUCH ELECTION IS NOT MADE, THE PORTION OF THE DISTRIBUTIONS MADE TO YOU ATTRIBUTABLE TO THE 2013 EARNINGS MAY BE COMPONENTS OF NET INVESTMENT INCOME AS DEFINED IN TREAS. REG. 1.1411-4 AND MAY BE SUBJECT TO NET INVESTMENT INCOME TAX PURSUANT TO IRC SECTION 1411.

THE AMOUNT OF GAIN OR LOSS DERIVED WITH RESPECT TO DISPOSITIONS OF THE STOCK OF QEFS, INCLUDING THOSE AMOUNTS INCLUDED AS DIVIDEND INCOME UNDER IRC SECTION 1248, MAY BE DIFFERENT DEPENDING ON WHETHER AN ELECTION UNDER TREAS. REG. 1.1411-10(G) IS MADE. PLEASE CONSULT YOUR TAX ADVISOR.

EFFECTIVELY CONNECTED INCOME

THE PARTNERSHIP HAS NOT GENERATED ANY EFFECTIVELY CONNECTED INCOME OR LOSS DURING THE YEAR.

UNRELATED BUSINESS TAXABLE INCOME

ABSENT YOUR OWN ACQUISITION INDEBTEDNESS TO THE FUND, NONE OF YOUR SCHEDULE K-1 DISTRIBUTIVE SHARE ITEMS REPRESENT UNRELATED BUSINESS TAXABLE INCOME.

FIXED OR DETERMINABLE ANNUAL OR PERIODIC INCOME ("FDAP")

THE PARTNERSHIP HAS NOT RECEIVED NOR GENERATED ANY FDAP INCOME PURSUANT TO INTERNAL REVENUE CODE SECTION 1441 DURING THE TAX YEAR.

FORM 8938 - STATEMENT OF FOREIGN FINANCIAL ASSETS

SPRINGHARBOUR 2013 PRIVATE EQUITY FUND L.P. IS A FOREIGN PARTNERSHIP ORGANIZED IN THE CAYMAN ISLANDS. AS A RESULT OF YOUR INVESTMENT IN THE PARTNERSHIP, YOU MAY HAVE TO REPORT YOUR INTEREST IN THE PARTNERSHIP AS A "SPECIFIED FOREIGN FINANCIAL ASSET" IN PART II OF FORM 8938. YOU SHOULD BE ABLE TO OBTAIN MOST OF THE INFORMATION NECESSARY THROUGHOUT THIS SCHEDULE K-1. IF YOU HAVE ALREADY REPORTED YOUR INTEREST ON FORM 8865, YOU MAY STILL BE REQUIRED TO FILE FORM 8938 AND COMPLETE PART IV INSTEAD OF PART II OF THE FORM TO INDICATE YOUR INTEREST HAD BEEN REPORTED ELSEWHERE. PLEASE CONSULT YOUR TAX ADVISOR.

SpringHarbour 2013 Private Equity Fund L.P.
Year 2013 Tax Disclosure to Partners

98-1087432

Important Tax Information

I.R.C. Section 6038B Requirements

The following information is being furnished to you for disclosure pursuant to Treasury Regulation Section 1.6038B-1(c):

1. HarbourVest Partners IX - Cayman Venture Fund L.P.

During 2013, SpringHarbour 2013 Private Equity Fund L.P. transferred an aggregate \$1,289,925 to HarbourVest Partners IX - Cayman Venture Fund L.P.

Form 926 Questions:

Part I

- | | |
|---|---|
| 1.) Partnership Transferor, address and EIN: | Page 1 of Schedule K-1 |
| 2.) Name of Partnership that was the actual transferor: | SpringHarbour 2013 Private Equity Fund L.P. |
| EIN: | 98-1087432 |

Part II

- | | |
|---|--|
| 3.) Transferee Foreign Corporation Information: | HarbourVest Partners IX - Cayman Venture Fund L.P. |
| 4.) EIN: | 75-3269993 |
| 5.) Address: | c/o HarbourVest Partners, LLC
One Financial Center,
44th Floor
Boston, MA 02111 |
| 6.) Place of Incorporation: | Cayman Islands |
| 7.) Foreign Law Classification: | Corporation |
| 8.) The transferee is not a controlled foreign corporation. | |

Part III

- | | |
|-----------------------|---------|
| Date of Transfer: | Various |
| Property Transferred: | Cash |

Part IV

- | | |
|--|---|
| 9.) Transferor's interest before and after the transfer: | a.) Before <u>0.00%</u>
b.) After <u>0.67%</u> |
| 10.) Type of nonrecognition transaction: | I.R.C. 351 |

11-17.) Other Information:

The transfer did not result from a change in classification of the transferee to that of a foreign corporation.

The partnership transferor transferred in the aggregate a total of \$1,289,925. You should determine your pro rata share of the transfer by multiplying the total amount transferred by your capital percentage. This percentage can be found on page one of your schedule K-1.

2. HarbourVest Partners IX - Cayman Buyout Fund L.P.

During 2013 SpringHarbour 2013 Private Equity Fund L.P. transferred an aggregate \$1,552,688 to HarbourVest Partners IX - Cayman Buyout Fund L.P.

Form 926 Questions:

Part I

- | | |
|---|---|
| 1.) Partnership Transferor, address and EIN: | Page 1 of Schedule K-1 |
| 2.) Name of Partnership that was the actual transferor: | SpringHarbour 2013 Private Equity Fund L.P. |
| EIN: | 98-1087432 |

Part II

- | | |
|---|--|
| 3.) Transferee Foreign Corporation Information: | HarbourVest Partners IX - Cayman Buyout Fund L.P. |
| 4.) EIN: | 75-3269992 |
| 5.) Address: | c/o HarbourVest Partners, LLC
One Financial Center,
44th Floor
Boston, MA 02111 |
| 6.) Place of Incorporation: | Cayman Islands |
| 7.) Foreign Law Classification: | Corporation |
| 8.) The transferee is not a controlled foreign corporation. | |

Part III

- | | |
|-----------------------|---------|
| Date of Transfer: | Various |
| Property Transferred: | Cash |

Part IV

- | | |
|--|---|
| 9.) Transferor's interest before and after the transfer: | a.) Before <u>0.00%</u>
b.) After <u>0.90%</u> |
| 10.) Type of nonrecognition transaction: | I.R.C. 351 |

11-17.) Other Information:

The transfer did not result from a change in classification of the transferee to that of a foreign corporation.

The partnership transferor transferred in the aggregate a total of \$1,552,688. You should determine your pro rata share of the transfer by multiplying the total amount transferred by your capital percentage. This percentage can be found on page one of your schedule K-1.

3. Dover Street VIII Cayman Fund L.P.

During 2013 SpringHarbour 2013 Private Equity Fund L.P. transferred an aggregate \$955,500 to Dover Street VIII Cayman Fund L.P.

Form 926 Questions:

Part I

- | | |
|---|---|
| 1.) Partnership Transferor, address and EIN: | Page 1 of Schedule K-1 |
| 2.) Name of Partnership that was the actual transferor: | SpringHarbour 2013 Private Equity Fund L.P. |
| EIN: | 98-1087432 |

Part II

- | | |
|---|--|
| 3.) Transferee Foreign Corporation Information: | Dover Street VIII Cayman Fund L.P. |
| 4.) EIN: | 98-1009373 |
| 5.) Address: | c/o HarbourVest Partners, LLC
One Financial Center,
44th Floor
Boston, MA 02111 |
| 6.) Place of Incorporation: | Cayman Islands |
| 7.) Foreign Law Classification: | Corporation |
| 8.) The transferee is not a controlled foreign corporation. | |

Part III

- | | |
|-----------------------|---------|
| Date of Transfer: | Various |
| Property Transferred: | Cash |

Part IV

- | | |
|--|---|
| 9.) Transferor's interest before and after the transfer: | a.) Before <u>0.00%</u>
b.) After <u>0.21%</u> |
| 10.) Type of nonrecognition transaction: | I.R.C. 351 |

11-17.) Other Information:

The transfer did not result from a change in classification of the transferee to that of a foreign corporation.

The partnership transferor transferred in the aggregate a total of \$955,500. You should determine your pro rata share of the transfer by multiplying the total amount transferred by your capital percentage. This percentage can be found on page one of your schedule K-1.

4. HarbourVest Partners 2013 Cayman Direct Fund L.P.

During 2013 SpringHarbour 2013 Private Equity Fund L.P. transferred an aggregate \$830,375 to HarbourVest Partners 2013 Cayman Direct Fund L.P.

Form 926 Questions:

Part I

11.) Partnership Transferor, address and EIN: Page 1 of Schedule K-1
12.) Name of Partnership that was the actual transferor: SpringHarbour 2013 Private Equity Fund L.P.
EIN: 98-1087432

Part II

13.) Transferee Foreign Corporation Information: HarbourVest Partners 2013 Cayman Direct Fund L.P.
14.) EIN: 98-1029274
15.) Address: c/o HarbourVest Partners, LLC
One Financial Center,
44th Floor
Boston, MA 02111
16.) Place of Incorporation: Cayman Islands
17.) Foreign Law Classification: Corporation
18.) The transferee is not a controlled foreign corporation.

Part III

Date of Transfer: Various
Property Transferred: Cash

Part IV

19.) Transferor's interest before and after the transfer: a.) Before 0.00%
b.) After 2.07%
20.) Type of nonrecognition transaction: I.R.C. 351

11-17.) Other Information:

The transfer did not result from a change in classification of the transferee to that of a foreign corporation.

The partnership transferor transferred in the aggregate a total of \$830,375. You should determine your pro rata share of the transfer by multiplying the total amount transferred by your capital percentage. This percentage can be found on page one of your schedule K-1.

SHORT YEAR INITIAL RETURN

SpringHarbour 213 Private Equity Fund L.P.
 Passive Foreign Investment Companies ("PFIC") - Form 8621

98-1087432

The Partnership has invested in certain entities which are classified as Passive Foreign Investment Companies ("PFICs") for U.S. income tax purposes. The PFIC rules, which apply to U.S. Persons that are direct or indirect shareholders of a PFIC, require that a separate Form 8621 Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund be filed for each PFIC, for each tax year in which the U.S. person is a shareholder of the PFIC. Since the Partnership is not a U.S. person, the Partnership is unable to file Form 8621 or make any of the applicable PFIC elections for the following entities. Each entity has however, provided information necessary for U.S. person to make a Qualified Electing Fund Election. The information necessary to make that election follows. Note that Form 8621 must be attached to the shareholder's income tax return. In addition to the information provided to you regarding PFICs, you may also need the following information to calculate your net investment income tax under IRC section 1411:

	1	2	3
PFIC Name:	HarbourVest Partners IX-Cayman Venture Fund L.P.	HarbourVest Partners IX-Cayman Buyout Fund L.P.	HarbourVest Partners IX-Cayman Credit Opportunities Fund L.P.
PFIC Address:	Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town Grand Cayman, KY1-9005 CJ	Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town Grand Cayman, KY1-9005 CJ	Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town Grand Cayman, KY1-9005 CJ
EIN:	75-3269993	75-3269992	75-3269994
Tax Year:	January 1, 2013 - December 31, 2013	January 1, 2013 - December 31, 2013	January 1, 2013 - December 31, 2013

Each item below represents the total amounts reported to the Partnership. For purposes of completing the Form 8621, each number below should be multiplied by the Ending Capital Percentage as reported on Page 1 of this Schedule K-1.

Information required for Part I, Questions:

	1	2	3
Q1, Description:	Limited Partnership Interest	Limited Partnership Interest	Limited Partnership Interest
Q2, Date Acquired:	01/29/2013 & 06/25/2013	01/29/2013 & 06/25/2013	01/29/2013 & 06/25/2013
Q3, EOY Capital:			
Commitment:	\$4,777,500	\$9,555,000	\$1,592,500
Percentage:	0.06688%	0.90%	0.81%
Q4, EOY Value:	\$1,467,916	\$1,748,855	\$323,713

	1	2	3
Net Capital Gain reported by the Partnership on Line 9a:	\$0	\$0	\$0

Information required for QEF Election

	1	2	3
Ordinary Earnings of the company: (Form 8621, Part III, Line 6a)	\$0	\$0	\$0
Net Capital Gain of the company: (Form 8621, Part III, Line 7a)	\$0	\$0	\$0
Distributions Subject to IRC Section 1411	\$52,576	\$45,764	\$21,215

SHORT YEAR INITIAL RETURN

SpringHarbour 213 Private Equity Fund L.P.
 Passive Foreign Investment Companies ("PFIC") - Form 8621

98-1087432

The Partnership has invested in certain entities which are classified as Passive Foreign Investment Companies ("PFICs") for U.S. income tax purposes. The PFIC rules, which apply to U.S. Persons that are direct or indirect shareholders of a PFIC, require that a separate Form 8621 Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund be filed for each PFIC, for each tax year in which the U.S. person is a shareholder of the PFIC. Since the Partnership is not a U.S. person, the Partnership is unable to file Form 8621 or make any of the applicable PFIC elections for the following entities. Each entity has however, provided information necessary for U.S. person to make a Qualified Electing Fund Election. The information necessary to make that election follows. Note that Form 8621 must be attached to the shareholder's income tax return. In addition to the information provided to you regarding PFICs, you may also need the following information to calculate your net investment income tax under IRC section 1411:

	4	5
PFIC Name:	Dover Street VIII Cayman Fund L.P.	HarbourVest Partners 2013 Cayman Direct Fund L.P.
PFIC Address:	Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town Grand Cayman, KY1-9005 CJ	Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town Grand Cayman, KY1-9005 CJ
EIN:	98-1009373	98-1029274
Tax Year:	January 1, 2013 - December 31, 2013	January 1, 2013 - December 31, 2013

Each item below represents the total amounts reported to the Partnership. For purposes of completing the Form 8621, each number below should be multiplied by the Ending Capital Percentage as reported on Page 1 of this Schedule K-1.

Information required for Part I, Questions:

	4	5
Q1, Description:	Limited Partnership Interest	Limited Partnership Interest
Q2, Date Acquired:	02/06/2013 & 06/20/2013	04/24/2013 & 06/25/2013
Q3, EOY Capital:		
Commitment:	\$4,550,000	\$2,275,000
Percentage:	0.2116%	2.07%
Q4, EOY Value:	\$1,171,595	\$1,048,530

	<u>4</u>	<u>5</u>
Net Capital Gain reported by the Partnership on Line 9a:	\$83,061	\$0

Information required for QEF Election

Ordinary Earnings of the company: (Form 8621, Part III, Line 6a)	\$0	\$0
Net Capital Gain of the company: (Form 8621, Part III, Line 7a)	\$83,061	\$0
Distributions Subject to IRC Section 1411	\$156,621	\$0

The PFIC rules are complex. Please consult your tax advisor.

Form 8865

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No. 1545-1668

2013

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning , 2013, and ending , 20

Attachment Sequence No. 118

Name of person filing this return Filer's identifying number

Filer's address (if you are not filing this form with your tax return) A Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 [] 2 [] 3 [] 4 [] B Filer's tax year beginning , 20 , and ending , 20

C Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent: Name EIN Address

E Information about certain other partners (see instructions) Table with columns: (1) Name, (2) Address, (3) Identifying number, (4) Check applicable box(es) Category 1, Category 2, Constructive owner

F1 Name and address of foreign partnership 2(a) EIN (if any) 98-1087432 2(b) Reference ID number (see instr.) 3 Country under whose laws organized CJ

4 Date of organization 5 Principal place of business 6 Principal business activity code number 7 Principal business activity 8a Functional currency 8b Exchange rate (see instr.)

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States 2 Check if the foreign partnership must file: [] Form 1042 [] Form 8804 [X] Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: eFile

3 Name and address of foreign partnership's agent in country of organization, if any 4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different HarbourVest Partners, LLC One Financial Center 44th Floor Boston, MA 02111

5 Were any special allocations made by the foreign partnership? [] Yes [X] No 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) -0- 7 How is this partnership classified under the law of the country in which it is organized? Limited Partnership 8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. [] Yes [X] No b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? [] Yes [] No 9 Does this partnership meet both of the following requirements? • The partnership's total receipts for the tax year were less than \$250,000 and • The value of the partnership's total assets at the end of the tax year was less than \$1 million. [] Yes [X] No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member Date

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [] if self-employed PTIN Firm's name Firm's EIN Firm's address Phone no.

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No. 1545-1668

2013

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 8865. See Instructions for Form 8865.**
▶ **Information about Schedule O (Form 8865) and its separate instructions is at www.irs.gov/form8865.**

Name of transferor		Filer's identifying number
Name of foreign partnership <i>SpringHarbour 2013 Private Equity Fund L.P.</i>	EIN (if any) <i>98-1087432</i>	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS		<i>Your Contribution</i>				<i>Your Ownership%</i>
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ▶ Yes No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2013

SHORT YEAR INITIAL RETURN



2013 Schedule 3K-1 MA133K119002

Partner's Massachusetts Information

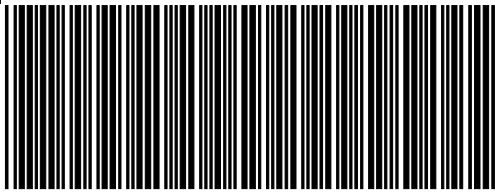
Year beginning 01282013 Ending 12312013

MCKNIGHT BRAIN RESEARCH FOUNDATI 65-6301255
PO BOX 620005 ORLANDO FL 328620005
SPRINGHARBOUR 2013 PRIVATE EQUIT 98-1087432
C/O HARBOURVEST PARTN BOSTON MA 02111

- A. Type of entity Individual resident Individual nonresident Trust or estate
S corporation Corporation Partnership or other PTE IRA Disregarded entity X Exempt org
B. Type of partner X Limited General
C. Type of form submission Final Amended 3K-1
D. Was there a sale, transfer or liquidation of any part of this partnership interest during the tax year? Yes X No
E. Did the partnership participate in one or more installment sales transactions? Yes X No
If Yes, indicate whether information has been communicated to the partner to calculate an addition to Massachusetts tax under M.G.L., ch. 62C, sec. 32A based on the following Internal Revenue Code (IRC) provisions (check all that apply) IRC 453A IRC 453(l)(2)(B)

Partner's Distributive Share

- 1. Massachusetts ordinary income or loss 1
2. Guaranteed payments to partners (deductible and capitalized) 2
3. Separately stated deductions 3
4. Combine lines 1 through 3 4
5. Credits available
a. Taxes due to another jurisdiction (full-year and part-year residents only) 5a
b. Lead Paint 5b
c. Economic Opportunity Area Economic Development Incentive Program 5c
d. Brownfields 5d
e. Low-Income Housing 5e
f. Historic Rehabilitation 5f
g. Film Incentive 5g
h. Medical Device 5h
i. Employer Wellness Program 5i
j. Refundable Film Credit 5j
k. Refundable Dairy Credit 5k
l. Refundable Conservation Tax Credit 5l
m. Total credits 5m
6. Net income or loss from rental real estate activity 6



2013 Schedule 3K-1, pg. 2

MA133K129002

Partner's Massachusetts Information

65-6301255

7. Net income or loss from other rental activity	7
8. Interest from U.S. obligations	8
9. Interest (5.25%) from Massachusetts banks	9
10. Other interest and dividend income	10
11. Non-Massachusetts state and municipal bond interest	11
12. Royalty income	12
13. Short-term capital gains	13
14. Short-term capital losses	14
15. Gain on the sale, exchange or involuntary conversion of property used in a trade or business held for one year or less	15
16. Loss on the sale, exchange, or involuntary conversion of property used in a trade or business held for one year or less	16
17. Long-term capital gain or loss	17
18. Net gain or loss under Section 1231	18
19. Long-term gains on collectibles and pre-1996 installment sales	19
20. Differences and adjustments	20

Corporate Partner Information

21. State and municipal bond interest not included in U.S. net income	21
22. Foreign, state or local income, franchise, excise or capital stock taxes deducted from U.S. net income	22
23. Other adjustments, if any	23

Reconciliation of Partner's Capital Account

24. Balance at the beginning of the year	24	NONE
25. Massachusetts net income for the year	25	
26. Entire net income for the year	26	18857
27. Capital contributions	27	115000
28. Withdrawals	28	5494
29. Balance at end of year	29	128363



2013 Schedule 3K-1, pg. 3

MA133K139002

Partner's Massachusetts Information
65-6301255

Partner's Share of Profit, Loss and Capital

30. Percentage of profit	Beginning	0.02198	Ending	0.02198
31. Percentage of loss	Beginning	0.02198	Ending	0.02198
32. Percentage of capital	Beginning	0.02198	Ending	0.02198
33. Non-recourse liabilities			Ending	
34. Qualified non-recourse financing			Ending	
35. Recourse liabilities			Ending	

Pass-through Entity Payment and Credit Information

	Declaration election code Non-profit	Withholding Exempt corporate limited partner	Composite	Member self-file	Exempt PTE	Insurance company
36. Withholding amount						36
37. Payments made in a composite filing						37
38. Credit for amounts withheld by lower-tier entity(ies)						▶ 38
Payer ID number ▶						
39. Payments made with a composite filing by lower-tier entity(ies)						39