# COMMITTEE ON NATURAL RESOURCES 113<sup>th</sup> Congress Disclosure Form As required by and provided for in House Rule XI, clause 2(g) and the Rules of the Committee on Natural Resources

Oversight Hearing on: "Child Protection and the Justice System on the Spirit Lake Indian Reservation" Tuesday, June 24, 2014

For Individuals:

1. Name:

2. Address:

3. Email Address:

4. Phone Number:

\* \* \* \* \*

For Witnesses Representing Organizations:

- 1. Name: Anita Fineday
- 2. Name of Organization(s) You are Representing at the Hearing: Casey Family Programs

3. Business Address:	[Information Redacted for Privacy]
4. Business Email Address:	[Information Redacted for Privacy]
5. Business Phone Number:	[Information Redacted for Privacy]

# For all Witnesses

# Ms. Anita Fineday JD, MPA - Casey Family Programs

# Oversight Hearing on: "Child Protection and the Justice System on the Spirit Lake Indian Reservation" Tuesday, June 24, 2014

a. Any training or educational certificates, diplomas or degrees or other educational experiences that are relevant to your qualifications to testify on or knowledge of the subject matter of the hearing.

I am an attorney licensed to practice law in the State of Minnesota since 1989. I completed a Master's degree in Public Administration at the Kennedy School of Government of Harvard University in 1997.

b. Any professional licenses, certifications, or affiliations held that are relevant to your qualifications to testify on or knowledge of the subject matter of the hearing.

c. Any employment, occupation, ownership in a firm or business, or work-related experiences that relate to your qualifications to testify on or knowledge of the subject matter of the hearing.

I served as the Chief Judge for the White Earth Tribal Nation for 14 years presiding over hundreds of hearings involving child protection matters. I joined Casey Family Programs as the Managing Director of the Indian Child Welfare Program in 2011. In this role I work as part of a team seeking to safely reduce the number of American Indian/Alaska Native youth in foster care, increase the capacity of tribes to meet the needs of their youth, and increase ICWA compliance.

d. Any federal grants or contracts (including subgrants or subcontracts) from the Department of Interior that you have received in the current year and previous four years, including the source and the amount of each grant or contract.

None for Casey Family Programs, where I have been employed since 2011. In my position as Chief Judge for the White Earth Tribal Nation, a small portion of the court's funding was from the BIA. The funding came in the form of a Self-Governance compact. I am unable to state with any certainty the amount of the BIA funding for the tribal court. I can say that it was a small portion of our annual operating budget.

e. A list of all lawsuits or petitions filed by you against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed. None.

f. A list of all federal lawsuits filed against you by the federal government in the current year and the previous four years, giving the name of the lawsuit, the subject matter of the lawsuit, and the federal statutes under which the lawsuits were filed. None.

g. Any other information you wish to convey that might aid the Members of the Committee to better understand the context of your testimony.

## Witnesses Representing Organizations

# Ms. Anita Fineday JD, MPA - Casey Family Programs Oversight Hearing on: "Child Protection and the Justice System on the Spirit Lake Indian Reservation" Tuesday, June 24, 2014

h. Any offices, elected positions, or representational capacity held in the organization(s) on whose behalf you are testifying.

I hold no offices or elected positions within Casey Family Programs; I am employed by Casey Family Programs as Managing Director, Indian Child Welfare Program. Casey Family Programs is a private operating foundation within the meaning of Section 4942(j)(3), and exempt from federal income tax under Section 501(c)(3), of the Internal Revenue Code. Therefore, Casey cannot and does not support or oppose candidates for political office, does not attempt to influence legislation, and does not urge the public to contact legislators or their staffs to urge support or opposition to any legislation.

i. Any federal grants or contracts (including subgrants or subcontracts) from the Department of Interior that were received in the current year and previous four years by the organization(s) you represent at this hearing, including the source and amount of each grant or contract for each of the organization(s).

Casey Family Programs and the Department of the Interior are parties to an Assignment Agreement under Title IV of the Intergovernmental Personnel Act of 1970, which places a Casey Family Programs employee at the Bureau of Indian Affairs, with all costs paid by Casey Family Programs.

j. A list of all lawsuits or petitions filed by the organization(s) you represent at the hearing against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed for each of the organization(s). None.

k. A list of all federal lawsuits filed against the organization(s) you represent at the hearing by the federal government in the current year and the previous four years, giving the name of the lawsuit, the subject matter of the lawsuit, and the federal statutes under which the lawsuits were filed. None.

1. For tax-exempt organizations and non-profit organizations, copies of the three most recent public IRS Form 990s (including Form 990-PF, Form 990-N, and Form 990-EZ) for each of the organization(s) you represent at the hearing (not including any contributor names and addresses or any information withheld from public inspection by the Secretary of the Treasury under 26 U.S.C. 6104)).

The IRS Form 990-PF for years 2010, 2011 and 2012 are the most recent public IRS Forms Casey Family Programs has filed with the IRS; they have been submitted with this Disclosure form.

Form 990-PF

# **Return of Private Foundation**

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No. 1545-0052

2

2

	Revenue Service					to use a copy of th		, and endi			en to Public Inspecti , 20
	of foundation	u ta)	n year begi	ining			, 2012	, and end		Employer identific	,
	EY FAMILY PRO		MC							91-0793881	
	per and street (or P.O. b			ot delivered to	o street	address)		Room/suit	e B	Telephone number	
		on nun						liconnoun		•	5) 282-7300
200	1 EIGHTH AVE,	CII	ידיידי 2700	)						(200	) 202 / 500
	r town, state, and ZIP co		110 2700	)							
0.1.9 0									c	If exemption applicati	on is
SEA	TTLE, WA 9812	21-2	641							pending, check here	•••••
	eck all that apply:		Initial retu	rn		Initial return	of a former r	ublic char	ity		
one	cit all that apply.		Final retur			Amended ret	•		. 5	<ol> <li>Foreign organization</li> <li>Foreign organization</li> </ol>	
			Address c			Name chang				85% test, check he	re and attach
Che	eck type of organiza	ation:			(3) ex					computation .	
	Section 4947(a)(1) no					her taxable pr		tion	E	If private foundation under section 507(b)(	N
	market value of al					nethod: Ca					n a 60-month termination
	ear (from Part II, co				er (sp						1)(B), check here
	▶ \$ 2,061,7					(d) must be on	cash basis.)				
art	Analysis of Reve	enue	and Expension			Revenue and					(d) Disbursement
	total of amounts in a	columi	ns (b), (c), an	d (d)	• • •	penses per	(b) Net inve incon		• • •	djusted net	for charitable purposes
	may not necessarily column (a) (see inst			5 11 1		books		10			(cash basis only)
1				hedule)	-	2,328,759.					
2	Contributions, gifts, grants Check ► if the	founda	ation is <b>not</b> req B	uired to							
3	Interest on savings and					3,350.		3,350.		3,350.	
4	Dividends and inter	-	-		25	5,741,570.	39,14	4,110.	39	,144,110.	
5a	Gross rents										
	Net rental income or (lo										
6a	Net gain or (loss) from	sale o	of assets not on	line 10	24	4,931,010.					
b	Gross sales price for all assets on line 6a	1	,352,084	,572.							
7	Capital gain net inc	ome (f	from Part IV,	line 2)			47,52	5,053.			
8	Net short-term capit	al gair	n							,654,971.	
9	Income modification								2	,214,815.	
10 a	Gross sales less returns and allowances										
b	Less: Cost of goods sol										
c	Gross profit or (loss)										
11	Other income (attac	h sch	edule) ATCI	11.L		7,584,595.		0,815.		,046,286.	
12	Total. Add lines 1 th	nrough	h 11			),589,284.	-	3,328.	50	,063,532.	
13	Compensation of office	ers, dire	ectors, trustees	, etc.		,840,247.		4,015.	-	164,015.	1,676,2
14	Other employee sala		-			L,707,116.		4,972.	2	1,314,972.	38,753,0
15	Pension plans, emp				12	2,705,455.		4,972.		494,972.	12,239,3
16 a	Legal fees (attach so					504,499.		0,919.		170,919.	333,
b	Accounting fees (at					195,664.		6,715.		36,715.	158,9
c	Other professional f	ees (a	attach schedu	le) * _	1(	0,002,319.	7,08	1,132.	7	,081,132.	2,874,3
14 15 16a b c 17 18 19 20 21 22 23 24	Interest							7			
18	Taxes (attach schedule	, · ·	·			30,509.	36	7,224.		367,224.	21,0
19	Depreciation (attach					2,869,489.		0 5 6 2		210 562	2 500 1
20	Occupancy					1,150,265.		0,563.		310,563.	3,589,6
21	Travel, conferences				4	4,827,065.	4	6,543.		46,543.	4,447,8
22	Printing and publica				1 1	294,203.		0 1 0 1	~	E70 101	294,2
23	Other expenses (att				4.	L,476,999.	8,57	9,101.	5	,579,101.	42,157,7
24	Total operating and			_	1 0 0		10 50	6 150	1 0		
	Add lines 13 throug					),603,830.	19,56	6,156.	19	,566,156.	106,545,9
25	Contributions, gifts,					422,819,001.	10 50	6 150	1.0	EGC 1FC	3,528,3
26	Total expenses and disbu			4 and 25	125	5,422,831.	19,56	6,156.	TG	,566,156.	110,074,2
27	Subtract line 26 from				-						
	Excess of revenue over ex				-64	1,833,547.	<b>D</b> / 10	7 1 7 0			
	Net investment inc		0	· · -			/4,10	7,172.	2.0	407 276	
	Adjusted net incom perwork Reduction							CH 4	30	,497,376.	Form <b>990-PF</b> (2

Form 990	D-PF (2012) CASEY FAMILY PROGRAM			-0793881 Page <b>2</b>
Part I	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year	End c	,
- are r	amounts only. (See instructions.)	(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	8,287,190.	6,304,792.	6,304,792
2	Savings and temporary cash investments	65,112,025.	68,658,610.	68,920,867
3	Accounts receivable			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable			
	Less: allowance for doubtful accounts			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other			
	disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
8 its	Inventories for sale or use			
Assets	Prepaid expenses and deferred charges ATCH 7	1,146,116.	859,350.	859,350
<b>⋖</b> 10 a	Investments - U.S. and state government obligations (attach schedule) **	99,231,608.	109,191,046.	112,649,549
b	Investments - corporate stock (attach schedule) ATCH 9	1,016,504,797.	977,684,947.	1,139,541,164
	Investments - corporate bonds (attach schedule) ATCH 10	221,032,060.	226,815,698.	248,813,314
11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 11 Land, buildings, and - 48,097,878.	481,004,998.	441,116,703.	454,122,478
14	Land, buildings, and equipment: basis			ATCH 12
	equipment: basis Less: accumulated depreciation16,688,231. (attach schedule)	34,155,289.	31,409,647.	27,329,965
15	Other assets (describe ►ATCH_13)	3,626,158.	3,222,929.	3,222,929
16	Total assets (to be completed by all filers - see the			
	instructions. Also, see page 1, item I)	1,930,100,241.	1,865,263,722.	2,061,764,408
17	Accounts payable and accrued expenses	17,131,215.	16,477,204.	
18	Grants payable	1,500.	1,292,176.	
ន្ត 19	Deferred revenue			
j <u>i</u> 20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities	Mortgages and other notes payable (attach schedule)			
ב <sub>22</sub>	Other liabilities (describe ►ATCH_14)	11,130,515.	10,490,878.	
23	Total liabilities (add lines 17 through 22)	28,263,230.	28,260,258.	
	Foundations that follow SFAS 117, check here			
Ś	and complete lines 24 through 26 and lines 30 and 31.			
8 24	Unrestricted	1,901,837,011.	1,837,003,464.	
25 <mark>a</mark>	Temporarily restricted			
<u>26</u>	Permanently restricted			
Assets or Fund Balances	Foundations that do not follow SFAS 117,			
Щ ъ	check here and complete lines 27 through 31. ►			
o ທ 27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
8 8 29	Retained earnings, accumulated income, endowment, or other funds			
N Star	Total net assets or fund balances (see instructions)	1,901,837,011.	1,837,003,464.	
Z 31	Total liabilities and net assets/fund balances (see			
	instructions)	1,930,100,241.	1,865,263,722.	
Part I	Analysis of Changes in Net Assets or Fund	Balances		
1 Tota	I net assets or fund balances at beginning of year - Part	II, column (a), line 30 (	must agree with	
end-	of-year figure reported on prior year's return)		1	1,901,837,011
2 Ente	er amount from Part I, line 27a		2	-64,833,547
3 Othe				
4 Add	lines 1, 2, and 3		4	1,837,003,464
5 Dec	reases not included in line 2 (itemize) ►		5	
6 Tota	I net assets or fund balances at end of year (line 4 minus l	line 5) - Part II, column (b	), line 30 6	1,837,003,464

\*\*ATCH 8

Form 990-PF (2012)

	orm 990-PF (2012)					Page <b>3</b>
li		and Losses for Tax on Inve		( <b>b</b> ) How	(c) Date	
		d describe the kind(s) of property sold ( rick warehouse; or common stock, 200		acquired P - Purchase D - Donation	acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				D - Donation		
ł	)					
_	;					
_	ł					
_	<b>)</b>		(m) Coast or other hosis			
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (lo (e) plus (f) mini	
<u>-</u>						
_ <u>t</u>						
	_					
_` e						
_		showing gain in column (h) and owne	d by the foundation on 12/31/69	ω	Gains (Col. (h) g	ain minus
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		(k), but not less t Losses (from co	than -0-) <b>or</b>
6	3					
ŀ	<b>b</b>					
_	:					
_	k					
_€	•	- 16				
	Capital gain net income or		gain, also enter in Part I, line 7 (loss), enter -0- in Part I, line 7 (22(5) and (6):	2	47,	525,053.
3		t I, line 8, column (c) (see insti				
				3	1,	654,971.
F			duced Tax on Net Investment I	ncome		
_		c private foundations subject to the	e section 4940(a) tax on net invest	ment inco	me.)	
lf	section 4940(d)(2) applies,	leave this part blank.				
			outable amount of any year in the b	ase perio	d?	Yes No
_		not qualify under section 4940(e).	· · · ·			
1			; see the instructions before making	g any entri	<i>(</i> <b>n</b>	
_(	(a) Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	(c) Net value of noncharitable-use assets		(d) Distribution ra (col. (b) divided by	
_	2011					
_	2010 2009					
_	2009					
_	2000					
_			I			
2	Total of line 1, column (d)			2		
3	Average distribution ratio	for the 5-year base period - divide	e the total on line 2 by 5, or by the			
	number of years the found	dation has been in existence if less	than 5 years	3		
4	Enter the net value of non	charitable-use assets for 2012 fro	m Part X, line 5	4		
5	Multiply line 4 by line 3			5		
6	Enter 1% of net investme	nt income (1% of Part I, line 27b)		6		
7	Add lines 5 and 6			7		
8	Enter qualifying distributio	ons from Part XII, line 4		8		

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

1	990-PF (2012) CASEY FAMILY PROGRAMS 91-079			Page 4
	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	Istruc	tions	5)
	Exempt operating foundations described in section 4940(d)(2), check here $\blacktriangleright$ $X$ and enter "N/A" on line 1 Date of ruling or determination letter: $03/18/1986$ (attach copy of letter if necessary - see instructions) Domestic foundations that meet the section 4940(e) requirements in Part V, check			N/A
	here L and enter 1% of Part I, line 27b. All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2 3			C
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			C
5	Tax based on investment income.       Subtract line 4 from line 3. If zero or less, enter -0-       5			C
6	Credits/Payments:			
	2012 estimated tax payments and 2011 overpayment credited to 2012 6a			
	Exempt foreign organizations - tax withheld at source 6b			
	Tax paid with application for extension of time to file (Form 8868)			
	Backup withholding erroneously withhold           6d         7			C
7	Total credits and payments. Add lines 6a through 6d			
8 9	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9			C
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			-
	Enter the amount of line 10 to be: Credited to 2013 estimated tax   Refunded  11			
Par	t VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate		Yes	No
	or intervene in any political campaign?	1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the			
	definition)?	1b		Х
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or			
	distributed by the foundation in connection with the activities.			
	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
_	(1) On the foundation. ▶ \$ (2) On foundation managers. ▶ \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on			
2	foundation managers. ► \$ Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
2	If "Yes," attach a detailed description of the activities.	2		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,			
Ū	or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		x
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Х	
	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Х	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		Х
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	<ul> <li>By language in the governing instrument, or</li> </ul>			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict		37	
_	with the state law remain in the governing instrument?	6	X X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	A	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
h	ATTACHMENT 15			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G? If "No," attach explanation</i>	8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or	55		
5	4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete			
	Part XIV	9	Х	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		x

Form	990-PF (2012) CASEY FAMILY PROGRAMS 91-079	3881		Page <b>5</b>
Par	t VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified			
	person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address  WWW.CASEY.ORG			
14	The books are in care of ► CASEY FAMILY PROGRAMS Telephone no. ► 206-282		0	
	Located at ▶2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP+4 ▶ 98121-2			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	• • •	🕨	
4.0	and enter the amount of tax-exempt interest received or accrued during the year <b>1</b> 5		Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority	10	165	X
	over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of	16		21
	the foreign country $\blacktriangleright$			
Par	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for			
	the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the			
	foundation agreed to make a grant to or to employ the official for a period after			
	termination of government service, if terminating within 90 days.)			
۵	o If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations	16		X
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that			
	were not corrected before the first day of the tax year beginning in 2012?	1c		х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private			
	operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and			
	6e, Part XIII) for tax year(s) beginning before 2012?			
	If "Yes," list the years <b>&gt;</b> ,,,,,,,,,			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to			
	all years listed, answer "No" and attach statement - see instructions.)	2b		
С	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
Ь	at any time during the year? Let Yes X No			
0	disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the			
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of			
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the			
	foundation had excess business holdings in 2012.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its			
	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		Х
	F	orm 99	0-PF	(2012)

Form	990-PF (2012) CASEY FAMILY E				0793881	Page <b>6</b>
Par	t VII-B Statements Regarding Activities for	or Which Form 4	720 May Be Requi	i <b>red</b> (continued)		
5a	During the year did the foundation pay or incur any amou	nt to:				
	(1) Carry on propaganda, or otherwise attempt to influer	nce legislation (sectior	1 4945(e))?	Yes X N	o	
	(2) Influence the outcome of any specific public ele	ction (see section 4	4955); or to carry or	۱,		
	directly or indirectly, any voter registration drive?			Yes X N	o	
	(3) Provide a grant to an individual for travel, study, or oth				o	
	(4) Provide a grant to an organization other than a	charitable, etc., org	ganization described i	n		
	section 509(a)(1), (2), or (3), or section 4940(d)(2)? (s	see instructions)		Yes X N	o	
	(5) Provide for any purpose other than religious, ch					
	purposes, or for the prevention of cruelty to children of		•		0	
b	If any answer is "Yes" to 5a(1)-(5), did any of the				in 📗	
	Regulations section 53.4945 or in a current notice regard				1 1	Х
	Organizations relying on a current notice regarding disast	•				
<b>c</b>	If the answer is "Yes" to question 5a(4), does the					
U	because it maintained expenditure responsibility for the g		•			
	If "Yes," attach the statement required by Regulations sec					
<u> </u>			atly to now promium	-		
6a	Did the foundation, during the year, receive any fund					
	on a personal benefit contract?					v
b	Did the foundation, during the year, pay premiums, direct	ctly or indirectly, on a	personal benefit contrac		6b	X
_	If "Yes" to 6b, file Form 8870.					
	At any time during the tax year, was the foundation a pa		-			
	If "Yes," did the foundation receive any proceeds or have					
Par	t VIII Information About Officers, Directors and Contractors	, Trustees, Foun	dation managers,		loyees,	
1	List all officers, directors, trustees, foundation n			instructions).		
	(a) Name and address	(b) Title, and average hours per week	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans	(e) Expense	
		devoted to position	`enter'-0-)	and deferred compensation	other allow	wances
ATC	2H 16		1,840,247.	47,400.		0
2	Compensation of five highest-paid employees "NONE."	(other than thos	se included on line	e 1 - see instruct	ions). If no	ne, enter
	NONE.			(d) Contributions to		
(a	) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit plans and deferred	(e) Expense other allow	account,
		devoted to position		compensation		
ATC	ен 17		2,529,381.	237,000.		0
Tota	I number of other employees paid over \$50,000	· · · · · · · · · · · ·				358
	· · · · · · · · · · · · · · · · · · ·				Form <b>990</b>	- <b>PF</b> (2012)

Form 990-PF (2012)	Page <b>7</b>
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employ and Contractors (continued)	ees,
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE	
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
ATCH 18	3,774,523.
	57,717525
Total number of others receiving over \$50,000 for professional services	26
Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND	
ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR	
CHILDREN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES (CONT)	110,074,262.
2 STRATEGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES,	
COUNTIES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE	
MORE THAN 400,000 CHILDREN IN FOSTER CARE. THE (CONT)	
3 FOUNDATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND	
PUBLISHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD	
WELFARE ISSUES. IT PARTNERS WITH COMMUNITY (CONT)	
4 ORGANIZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS	
TO HELP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD	
WELFARE SYSTEM.	
Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
<b>-</b>	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

V 12-7F

Forr	n 990-PF (2012)		Page 8
Pa	<b>rt X</b> Minimum Investment Return (All domestic foundations must complete this part. Forei see instructions.)	gn foui	ndations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	1,919,512,994.
b	Average of monthly cash balances	1b	79,126,945.
С	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,998,639,939.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see	3	1,998,639,939.
4			
	instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	4	29,979,599.
5		5	1,968,660,340.
6	Minimum investment return. Enter 5% of line 5	6	98,433,017.
Pa	<b>Int XI</b> Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here $\blacktriangleright$ x and do not complete this p	oart.)	
1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
С	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,		
	line 1	7	
Pa	rt XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	110,074,262.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	1,689,357.
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	111,763,619.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.		
	Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,763,619.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when cal qualifies for the section 4940(e) reduction of tax in those years.	culating	g whether the foundation

Forn	n 990-PF (2012)				Page <b>9</b>
Pa	rt XIII Undistributed Income (see instru	ictions)			
1	Distributable amount for 2012 from Part XI,	<b>(a)</b> Corpus	<b>(b)</b> Years prior to 2011	<b>(c)</b> 2011	(d) 2012
2	line 7 Undistributed income, if any, as of the end of 2012:				
	Enter amount for 2011 only				
	Total for prior years: 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012:				
	From 2007				
	From 2009				
	From 2010				
	From 2011				
	Total of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4:				
а	Applied to 2011, but not more than line 2a				
	Applied to undistributed income of prior years (Election required - see instructions)				
с	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				
е	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012				
6	(If an amount appears in column (d), the same amount must be shown in column (a).) Enter the net total of each column as indicated below:				
а	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract				
С	line 4b from line 2b Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section $170(b)(1)(F)$ or $4942(g)(3)$ (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
а	Excess from 2008				
b	Excess from 2009				
C	Excess from 2010				
	Excess from 2011				
e	Excess from 2012				Eorm <b>000-PE</b> (2012)

Form 990-PF (2012)

Pa	rt XIV Private Opera	ating Foundations (	see instructions and	Part VII-A, question	9)	
1 a	If the foundation has r	eceived a ruling or d	etermination letter that	it is a private opera	ting	
	foundation, and the ruling	g is effective for 2012, er	nter the date of the ruling		▶ 05/25/1972	
b	Check box to indicate whe	ether the foundation is a	private operating founda	ation described in section	X 4942(j)	(3) or 4942(j)(5)
2a	Enter the lesser of the ad-	Tax year		Prior 3 years		(e) Total
	justed net income from Part	<b>(a)</b> 2012	<b>(b)</b> 2011	(c) 2010	<b>(d)</b> 2009	(0) 10441
	I or the minimum investment return from Part X for each					
	year listed	30,497,376.	25,782,658.	41,815,707.	28,278,902.	126,374,643.
b	85% of line 2a	25,922,770.	21,915,259.	35,543,351.	24,037,067.	107,418,447.
с	Qualifying distributions from Part					
	XII, line 4 for each year listed	111,763,619.	105,339,266.	104,698,562.	121,023,450.	442,824,897.
d						
	used directly for active conduct of exempt activities	3,528,325.	1,836,328.	911,450.	678,170.	6,954,273.
е	Qualifying distributions made					
	directly for active conduct of exempt activities. Subtract line					
	2d from line 2c	108,235,294.	103,502,938.	103,787,112.	120,345,280.	435,870,624.
3	Complete 3a, b, or c for the					
а	alternative test relied upon: "Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying					
	under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test-					
	enter 2/3 of minimum invest- ment return shown in Part X,					
	line 6 for each year listed	65,622,011.	66,917,995.	62,879,693.	57,559,310.	252,979,009.
с	"Support" alternative test - enter:					
	(1) Total support other than					
	gross investment income (interest, dividends, rents,					
	payments on securities					
	loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more					
	exempt organizations as					
	provided in section 4942 (j)(3)(B)(iii)					
	(3) Largest amount of sup-					
	port from an exempt organization					
	(4) Gross investment income					

CASEY FAMILY PROGRAMS

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

1 Information Regarding Foundation Managers:

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

#### NONE

Form 990-PF (2012)

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

#### NONE

#### 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here  $\blacktriangleright$  [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

#### **c** Any submission deadlines:

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

91-0793881

Page 10

art XV Supplementary Information ( Grants and Contributions Paid Duri	ng the Year or Ann	oved for Fu	ture Payment	
Recipient	If recipient is an individual,	Foundation		
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
<b>EQU</b> 10				
TCH 19				
Total	<u></u>		▶ 3a	3,528,325
<b>b</b> Approved for future payment				
TCH 20				
Total			Sb	1,292,170

I Program service revenue:       Large scote       Amount       Pedwaroud       Amount       Interclon income         I Program service revenue:       Large scote       La	orm 990-PF						Page <b>1</b> 2
Link gives an order and on the order has noted that indexes.   i) <t< th=""><th></th><th></th><th>-</th><th></th><th></th><th></th><th>(0)</th></t<>			-				(0)
1       Program service revenue:       Darimet cols       Amount       Uscuss cool       Amount       (See instructions         0       c       Image: Service revenue:       Image: Service rev	Enter gross	amounts unless otherwise indicated.					Related or exempt
b     b     c	1 Program	a service revenue:	Business code	Amount	Exclusion code	Amount	(See instructions.)
c	a						
de	b						
f res and contracts from government agencies  g Fees and contracts from government agencies  Hermbership dues and assessments  Interest for assungs and temporary cash investments  Interest for assungs and temporary cash investments  Net retrail income or (loss) from neal estate  A temporary cash investment  A temporary cash investments  A temporary cash investmen	d						
g Fee and contracts from government agencies 2 Membership dues and assessments							
2 Membership dues and assessments							
a Interest on savings and temporary cash investments biological and interest from securities biological and interest biologi	-						
Dividends and interest from securities					14	3,350	
s Net rental income or (loss) from real estate: a Deth-financed property,, b Not sets of assets of the finan inventory 188 24,931,010. S data or (loss) from special events, b Not may be not special events, c Not may be not special events, c Not may be not special for special events, c Not may be not special by the Not we can activity for which in more is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instruction: 11 CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE PARAWS TO PROVIDE SAPE LOVING HOMES FOR YOUTH IN ITS DIFFECT CARE. ALL REVENT PURPOSE OF THIS EXEMPT OPERATING FOUNDATION, c Not may be not special events been used to the special event special events and the special event special events and the special event s							
a Debt-financed property b Not debt-financed property							
b Not debt-financed property							
bit entral income or (loss) from special property     Collect investment income     Collect investment income     Collect income or (loss) from sales dates than inventory     Ist 24,931,010.     Ist 24,931,010.     Collect revenue:     Collect income or (loss) from sales dates that inventory     Ist 24,931,010.     Collect revenue:     Collect income or (loss) from sales dates that inventory     Ist 24,931,010.     Collect revenue:     Collect income or (loss) from sales dates that inventory     Ist 24,931,010.     Collect revenue:     Collect revenue:     Collect income or (loss) from sales dates that inventory     Ist 24,931,010.     Collect revenue:     Collect income or (loss) from sales dates that inventory     Collect income or (loss) from sal							
7 Other investment income							
3 Gan or (loss) from sales of arsets other than inventory Net income or (loss) from special events							
D Gross profit or (loss) from sales of inventory     Other revenue: a     Other revenue: a     A TCH 21     A TCH					18	24,931,010.	
O Gross profit or (loss) from sales of inventory     Other revenue: a     O ther revenue: a     A TCH 21     A TCH 21     A ATCH 21		· · ·					
I Other revenue a ATCH 21 43,694. 7,525,478. 15,4 ATCH 21 43,694. 7,525,478. 15,4 43,694. 7,525,478. 15,4 43,694. 7,525,478. 15,4 2 Usubtal Add columns (b), (d), and (e) 58,201,408. 15,4 3 Total Add line 12, columns (b), (d), and (e) 58,201,408. 15,4 3 Total Add line 12, columns to verify calculations.) 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes 2 ATCXVI-3 Relationship of Activities to the Accomplishment of Exempt OperAting 4 ATCXVI-3 FORVIDE EXEMPT PURPOSE OF THIS EXEMPT OPERATING 4 ATCXVI-4 Accomplishment of Activities and Accomplishment of Acco							
c	•	· · · · · · · · · · · · · · · · · · ·					
d	<b>b</b> _ A	ATCH 21		43,694.		7,525,478.	15,423
d	c						
2 Subtotal. Add columns (b), (d), and (e)	d						
3 Total. Add line 12, columns (b), (d), and (e)	е						
See worksheet in line 13 instructions to verify calculations.)  Part XVF3 Relationship of Activities to the Accomplishment of Exempt Purposes Line No.   Explain below how each activity for which income is reported in column (e) of Part XVFA contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions  CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING FOUNDATION.   Exemple to the foundation of the foundation of the exempt purpose of the exempt of the exempt purpose of the exempt of the exempt purpose of the exempt of the	2 Subtotal	. Add columns (b), (d), and (e)		43,694.		58,201,408.	15,423
Part XVI-B       Relationship of Activities to the Accomplishment of Exempt Purposes         Line No.       Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions of the foundation's exempt purposes for you're than by providing funds for such purposes). (See instructions of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions of the foundation's exempt purposes for you're than by providing funds for such purposes). (See instructions of the foundation's exempt purposes for you're than by providing funds for such purposes). (See instructions of the foundation's exempt purposes for you're than by providing funds for such purposes). (See instructions of the foundation's exempt purposes for you're than by providing funds for such purposes). (See instructions of the foundation's exempt purposes for you're than by providing funds for such purposes). (See instructions of the foundation's exempt purposes for you're than by providing funds for such purposes). (See instructions of the foundation's exempt purposes for you're than by providing funds for you're than by providing funds for you're the exempt purpose of this exempt operating foundation.         Image: Displace for the foundation of the founda						13	58,260,525
Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions 11 CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING FOUNDATION.							
accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions      CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE     PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS     DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED     TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING     FOUNDATION.      DOUNDATION.	Part XVI-	B Relationship of Activities	s to the Ac	complishment of Ex	empt Purp	oses	
11       CASEY COLLABORATES WITH FOSTER, KINSHIP, AND ADOPTIVE         PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS         DIRECT CARE, ALL REVENUE LISTED IN COLUMN E HAS BEEN USED         TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING         FOUNDATION.	Line No.	Explain below how each activit	y for whicl	h income is reported i	n column (	e) of Part XVI-A contribu	uted importantly to th
PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING FOUNDATION.	▼	accomplishment of the foundation	on's exemp	t purposes (other than	by providing	g funds for such purposes	s). (See instructions.)
PARENTS TO PROVIDE SAFE LOVING HOMES FOR YOUTH IN ITS DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING FOUNDATION.	11	CACEY COLLADODATEC MT			זדיייססא		
DIRECT CARE. ALL REVENUE LISTED IN COLUMN E HAS BEEN USED TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING FOUNDATION.							
TO CARRY OUT THE EXEMPT PURPOSE OF THIS EXEMPT OPERATING FOUNDATION.							
FOUNDATION.							
			PI PURPU	JSE OF INIS EVEN	IPI OPERF	AT TING	
Image: Second		FOUNDATION.					
Eom 990-PE (							
Errm 990-PE (							
Err 990-PF (							
Eorm 990-PF (							
Eorm 990-PE (							
Eorm 990-PE (							
Eorm 990-PE (							
Eorm 990-PE (							
Eorm 990-PE (							
Eorm 990-PF (							
Eorm 990-PF (							
Eorm 990-PF (							
Eorm 990-PF (							
Eorm 990-PF (							
Form 990-PF (							
Eorm <b>990-PF</b> (							
	SA	1					Form <b>990-PF</b> (201

Part	XVII	Information R Exempt Organ		ansfers To and Tr	ransactio	ons and	Relation	ships With Non	chari	table	9
ir O	n secti rganiz	on 501(c) of the Co ations?	ode (other than	engage in any of the section 501(c)(3) org	ganizations	s) or in se	-			Yes	No
			-	o a noncharitable exer	· -				1a(1)		х
									1a(1)		X
		ransactions:							14(2)		
			ncharitable exe	mpt organization					1b(1)		Х
				able exempt organization					1b(2)		Х
				r assets					1b(3)		Х
									1b(4)		Х
(!	5) Loa	ins or loan guarantee	es						1b(5)		Х
(6	6) Per	formance of service	es or members	hip or fundraising solic	itations				1b(6)		X
				sts, other assets, or pa					1c		Х
				es," complete the foll							
				rices given by the rep							
		-		gement, show in colu	. ,						
(a) Line	no.	(b) Amount involved	(c) Name of	noncharitable exempt organi	ization		iption of transf	ers, transactions, and sha	ring arra	ngeme	nts
		N/A				N/A					
d	escrib		) of the Code (c	ffiliated with, or relate other than section 501			-	t organizations	Ye	es X	No
		(a) Name of organizatio		(b) Type of org	anization			c) Description of relation	ship		
Sign				nined this return, including acc taxpayer) is based on all informa				the best of my knowled	ge and b	pelief, it	is true,
-				I		DDECT		May the IR			
Here	Sign	ature of officer or trustee		Date		Title	DENT & C				below
	Sign			Date		nue		(see instruction	is)?	Yes	X No
		Print/Type preparer's	name	Preparer's signature	Э		Date	Check if	PTIN		
Paid								self-employed		9573	5
Prepa	arer	Firm's name ► ER	NST & YOUN	IG US, LLP			1	Firm's EIN ► 34-6			~
Use C	Only			CIRCLE, SUITE	2600					-	
			IDIANAPOLIS			462	04	Phone no. 317-6	81-70	000	

Kind of F	Property	Description					Date acquired	Date sold
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over	D	Gain or	
expenses of sale	allowable	basis	12/31/69	12/31/69	adj basis	+	(loss)	
1077396529		PUBLICLY TRA PROPERTY TYP 1076197675 PUBLICLY TRA	PE: SECURIT	IES		P	1,198,854.	
237796970.		PROPERTY TYP 202480059.				-	35316911.	
68,682.		ABRY ASF PROPERTY TYP	PE: OTHER			P	68,682.	
		AXIOM ASIA I PROPERTY TYP 5. CARLYLE PART	PE: OTHER			P	-5.	
788.		PROPERTY TYI	PE: SECURIT	IES			788.	
		CHARLESBANK PROPERTY TYP 1,323.				P	-1,323.	
63,552.		HORSLEY BRII PROPERTY TYP				P	63,552.	
1,209.		HORSLEY BRII PROPERTY TYP				P	1,209.	
109,502.		OAKTREE EURO PROPERTY TYP 116,690.		IES		P	-7,188.	
24,909.		OCM OPPORTUN PROPERTY TYP				P	24,909.	
31,989.		OCM OPPORTUN PROPERTY TYP				P	31,989.	
20,223.		PRUDENTIAL E PROPERTY TYP 18,567.				P	1,656.	
SA								

CASEY FAMILY PROGRAMS

Kind of Property			Desc		P or Da D acqu		Date sold	
Gross sale	Depreciation	Cost or	FMV	Adj. basis	Excess of	Ga	iin	
price less expenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adj basis	o (los		
2,928.		SIGULER GUFF PROPERTY TYI				P	2,928.	
53,077.		STEPSTONE PI PROPERTY TY		ISH)		P 5.	3,077.	
277.		TCV VII PROPERTY TYI	PE: OTHER			P	277.	
		TRUSTBRIDGE PROPERTY TYI 885.	PE: OTHER			P	-885.	
33,700.		VIVO VENTURE PROPERTY TYP				P 33	3,700.	
106,543.		WAYZATA PROPERTY TYI				P 100	5,543.	
76,208.		ST SECTION 1 PROPERTY TY	PE: OTHER	LOSSES FROM	K-1S	P 76	5,208.	
		ACTIC FUND 2 PROPERTY TYI 319,000.					9,000.	
846.		AIG EURO II PROPERTY TYI 84,749. AXIOM ASIA I				P -83	3,903.	
3,611.		PROPERTY TY	PE: OTHER				3,611.	
421,277.		CARLYLE PART PROPERTY TYI				P 423	1,277.	
34,161.		CHARLESBANK PROPERTY TYI				P 34	4,161.	
SA 2.1.000								

CASEY FAMILY PROGRAMS

Kind of Property			Description					Date sold
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over		acquired Gain or	
expenses of sale	allowable	basis CHARTERHOUSE PROPERTY TYP		12/31/69	adj basis	P	(loss)	
559,308.		CVC EUROPEAN PROPERTY TYI				P	559,308.	
826,951.							826,951.	
		GS VINTAGE 1 PROPERTY TYP 800,644.				P	-800,644.	
		GS VINTAGE V PROPERTY TYP 531,414.				P	-531,414.	
1,468,033.		HELLMAN & FF PROPERTY TYP				P	1,468,033.	
1,050,583.		HORSLEY BRII PROPERTY TYP				P	1,050,583.	
		HORSLEY BRII PROPERTY TYP 9,691.				P	-9,691.	
		INVESCO ASIA PROPERTY TYP 225,000.				P	-225,000.	
		INVESCO ASIA PROPERTY TYP 604,831.		E II		P	-604,831.	
1,096,280.		JMI EQUITY F PROPERTY TYP				P	1,096,280.	
17,100.		OAKTREE EURC PROPERTY TYP 109,502.				P	-92,402.	
644,643.		OAKTREE MEZZ PROPERTY TYP 1,289,286.				P	-644,643.	

Kind of F	Property		Desc	P or D	Date acquired	Date sold		
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over		Gain or	
expenses of sale	allowable	basis	12/31/69	12/31/69	adj basis		(loss)	
		OCM OPPORTUN	NITIES VII			Ρ		
1 000 000		PROPERTY TYP	PE: OTHER				1 000 000	
1,003,972.							1,003,972.	
		OCM OPPORTUN				Ρ		
1,961,938.		PROPERTY TYP	PE: OTHER				1,961,938.	
1,001,000.							1,501,550.	
		ONSET II				Ρ		
220.		PROPERTY TYP	PE: OTHER				220.	
		PATRON CAPIT				Ρ		
		PROPERTY TYP 238,072.	PE: OTHER				-238,072.	
		PRUDENTIAL PROPERTY TYP				P		
797,643.		886,969.	LE. OIHER				-89,326.	
		PRUDENTIAL PROPERTY TYP				Ρ		
19353298.		18753181.					600,117.	
		PRUDENTIAL E	NDTON TTT			P		
		PROPERTY TYP				F		
9,629,995.		6,393,711.					3,236,284.	
		SIGULER GUFF	7			Ρ		
		PROPERTY TYP						
79,899.							79,899.	
		SPLITROCK II				Ρ		
		PROPERTY TYP	PE: OTHER					
6,264.							6,264.	
		STEPSTONE PI	ONEER (PAR	ISH)		Р		
500 150		PROPERTY TYP	PE: OTHER				500 150	
500,159.							500,159.	
		TCV VII				Р		
47E 20E		PROPERTY TYP	PE: OTHER				475 205	
475,385.							475,385.	
		WAYZATA				Ρ		
753,343.		PROPERTY TYP	PE: OTHER				753,343.	
, , , , , , , , , , , , , , , , , , , ,							,	
SA								

Kind of F	Property	Description					Date	Date sold
Gross sale price less	Depreciation	Cost or other	FMV as of	Adi. basis	Excess of FMV over		Gain	
expenses of sale	allowed/ allowable	basis	12/31/69	as of 12/31/69	adj basis	+	or (loss)	
		LT SECTION 1		LOSSES FROM	K-1S	Ρ		
114,312.		PROPERTY TYP	PE: OTHER				114,312.	
111,512.							111, 512.	
TOTAL GAIN(LO	DSS)						47525053.	
A 1 000								

### Schedule B

(Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service

# Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Employer identification number

Name of	the organiz	ation			
CASEY	FAMILY	PROGRAMS			

91-0793881

Organization	tvne (	check	one)
Organization	LYPE (	CHECK	ULLE)

Filers of:	Section:
Form 990 or 990-EZ	501(c)( ) (enter number) organization
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	527 political organization
Form 990-PF	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation

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

### **General Rule**

Solution For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

#### **Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

010

### Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number 91-0793881

Part I	Contributors (see instructions). Use duplicate copies of Pa		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1 _	ALAMEDA COUNTY SOCIAL SERVICES		Person X
	24100 AMADOR STREET	\$144,180.	Payroll Noncash
	HAYWARD, CA 94544		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2 _	IDAHO STATE CONTROLLER		Person
	P.O. BOX 83720	\$113,167.	Payroll Noncash
	BOISE, ID_83720		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3 _	SAN DIEGO HEALTH AND HUMAN SERVICES		Person
	1700 PACIFIC HIGHWAY	\$299,292.	Payroll Noncash
	SAN DIEGO, CA 92101		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4 _	STATE OF ARIZONA - CHILDS		Person
	P.O. BOX 6123	\$166,315.	Payroll Noncash
	PHOENIX, AZ 85005		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5			
	WA DEPT. SOCIAL & HEALTH SERVICES		Person
	WA DEPT. SOCIAL & HEALTH SERVICES P.O. BOX 45845	\$ <u>200,386.</u>	Person X Payroll Noncash
		\$ <u>200,386.</u>	Payroll
(a) No.	P.O. BOX 45845	\$ 200, 386. (c) Total contributions	Payroll Noncash (Complete Part II if there is
(a)	P.O. BOX 45845 OLYMPIA, WA 98504 (b)	(c)	Payroll       Noncash       (Complete Part II if there is a noncash contribution.)       (d)       Type of contribution       Person
(a) No.	P.O. BOX 45845 OLYMPIA, WA 98504 (b) Name, address, and ZIP + 4	(c)	Payroll Noncash (Complete Part II if there is a noncash contribution.) (d) Type of contribution

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

JSA

010

JSA

### Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Name of organization CASEY FAMILY PROGRAMS

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		  \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		  \$	

Page 3

010

V 12-7F

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

	Form 990, 990-EZ, or 990-PF) (2012)			Page 4		
Name of org	ganization CASEY FAMILY PROGRAMS			Employer identification number		
t	Exclusively religious, charitable, etc., hat total more than \$1,000 for the y For organizations completing Part III, e	ear. Complete colur	nns <b>(a)</b> through (e	e) and the following line entry.		
С	contributions of <b>\$1,000 or less</b> for the	e year. (Enter this inf	ormation once. Se	ee instructions.) ►\$		
	Use duplicate copies of Part III if addition	onal space is neede	d.			
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held		
		(e) Transf	er of gift			
	Transferee's name, address, a	nd ZIP + 4	Relatio	onship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held		
	(e) Transfer of gift					
	Transferee's name, address, and ZIP + 4		Relatio	Relationship of transferor to transferee		
				`		
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held		
	(e) Transfer of gift					
	Transferee's name, address, and ZIP + 4 Relation		onship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held		
1 4111						
	(e) Transfer of gift					
	Transferee's name, address, a	nd ZIP + 4	Relatio	onship of transferor to transferee		
 ISA	1		1	Schedule B (Form 990, 990-EZ, or 990-PF) (2012		

010

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPLANATION FOR LINE 9 INCOME MODIFICATIONS PAGE 1 PART 1 LINE 9

CASEY MADE A DONATION OF PROPERTY OF \$2,053,181 AND RECEIVED REIMBURSMENT OF EXPENSES OF \$161,634 FOR A TOTAL OF \$2,214,815.

### FORM 990PF, PART I - OTHER INCOME

DESCRIPTION MISC. INCOME INCOME FROM PRIVATE EQUITY PARTNERSHIPS OTHER INCOME FROM K-1S	REVENUE AND EXPENSES <u>PER BOOKS</u> 15,423. 7,569,172.	NET INVESTMENT <u>INCOME</u> 13,646. 6,036,872. 950,297.	ADJUSTED NET <u>INCOME</u> 15,423. 6,036,872. 993,991.
TOTALS	7,584,595.	7,000,815.	7,046,286.

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

DESCRIPTION	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE _PURPOSES
CAPLIN & DRYSDALE DAVIS & GILBERT LLP LITTLER MENDELSON FASTIFF STOEL RIVES LLP VARIOUS ATTORNEYS AND COSTS ZIONTZ,CHESTNUT,VARNELL,BER	17,973. 13,525. 31,774. 386,868. 32,507. 21,852.	170,919.	170,919.	17,973. 13,525. 31,774. 215,949. 32,507. 21,852.
TOTALS	504,499.	170,919.	170,919.	333,580.

### FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE _PURPOSES_
ERNST & YOUNG LLP	153,746.	23,062.	23,062.	130,684.
JACOBSON JARVIS & CO. PLLC	7,785.			7,785.
JESSE THOMAS GRAYSTON, CPA	34,133.	13,653.	13,653.	20,480.
TOTALS	195,664.	36,715.	36,715.	158,949.

### FORM 990PF, PART I - OTHER PROFESSIONAL FEES

	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET	CHARITABLE
DESCRIPTION	PER BOOKS	INCOME	INCOME	PURPOSES
ALTRINSIC	450,421.	450,421.	450,421.	
ARBOR CAPITAL	576,855.	576,855.	576,855.	
ARROWSTREET	620,791.	620,791.	620,791.	
BNY MELLON	872,489.	872,489.	872,489.	
BAILLIE GIFFORD	678,026.	678,026.	678,026.	
BGI	131,231.	131,231.	131,231.	
DELAWARE	349,611.	349,611.	349,611.	
DODGE & COX	166,277.	166,277.	166,277.	
EIM MANAGEMENT INC.	1,000,000.	1,000,000.	1,000,000.	
HEWITT ENNISKNUPP, INC	340,000.	340,000.	340,000.	
GLENROCK CAPITAL ADVISERS, LLC	350,000.	350,000.	350,000.	
GOLDMAN SACHS	330,752.	330,752.	330,752.	
INSTSHAREHOLDERS	77,000.	77,000.	77,000.	
ORG PORTFOLIO MANAGEMENT, LLC	160,896.	160,896.	160,896.	
OTHERS	606,181.	26,513.	26,513.	579,668.
PIMCO		390,151.	390,151.	
PORTFOLIO MANAGEMENT TECHNOLOG	44,000.	44,000.	44,000.	
STEINBERG US	516,119.	516,119.	516,119.	
ARTHUR J GALLAGHER & CO. OF WA	95,000.			95,000.
AFFIRMA CONSULTING	46,020.			46,020.
AIM CONSULTING GROUP, LLC	603,217.			603,217.
ALEX FRYER	148,137.			148,137.
AON CONSULTING, INC.	65,000.			65,000.
APCO WORLDWIDE, INC.	102,529.			102,529.
APPIPHONY, LLC	38,600.			38,600.
BLINK INTERACTIVE, INC.	37,500.			37,500.
BT AMERICAS, INC.	71,360.			71,360.
BULLETIN NEWS NETWORK, INC.	44,831.			44,831.
DENALI ADVANCED INTEGRATION	117,125.			117,125.
FACE TO FACE INTEGRATED TECH	124,204.			124,204.
FRESH CONSULTING, LLC	105,000.			105,000.
G.A. JONES & ASSOCIATES, INC.	56,375.			56,375.

### ATTACHMENT 4 (CONT'D)

### FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE _PURPOSES
KORN FERRY INTERNATIONAL MURPHY & ASSOCIATES, INC. ORANGEBELLY DESIGN RED JET FILMS, LLC RESYNC, INC. SAGE INFORMATION TECHNOLOGY LESS 50% MEALS DISALLOWED	117,747. 56,280. 38,790. 57,474. 57,301. 359,029.			117,747. 56,280. 38,790. 57,474. 57,301. 359,029. -46,867.
TOTALS	10,002,319.	7,081,132.	7,081,132.	2,874,320.

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET _INCOME	CHARITABLE <u>PURPOSES</u>
LICENSING PROPERTY TAXES EXCISE AND B & O TAXES UNRELATED BUSINESS INCOME TAX FOREIGN TAXES FROM K-1'S	5,828. 10,933. 4,324. 9,424.	9,424. 357,800.	9,424. 357,800.	5,828. 10,933. 4,324.
TOTALS	30,509.	367,224.	367,224.	21,085.

### FORM 990PF, PART I - OTHER EXPENSES

	REVENUE			
	AND	NET	ADJUSTED	
	EXPENSES	INVESTMENT	NET	CHARITABLE
DESCRIPTION	PER BOOKS	INCOME	INCOME	PURPOSES
YOUTH AND FAMILY SUPPORT SERVI	35,203,015.			35,203,015.
ADVERTISING AND PROMOTION	82,137.			82,137.
AUTOMOBILE EXPENSE	95,536.			95,536.
BANK FEES	38,870.			38,870.
BOT DEFERRED GAINS	24,097.			24,097.
COMMUNICATIONS	623,786.			623,786.
DATA PROCESSING	52,610.			52,610.
DUES AND MEMBERSHIPS	308,509.			308,509.
EQUIPMENT RENTAL/LEASE	487,952.			487,952.
LIABILITY INSURANCE	701,465.			701,465.
MISCELLANEOUS	2,225.			2,225.
MOVING EXPENSE	62,132.			62,132.
OFFICE SUPPLIES	440,330.			440,330.
POSTAGE	202,834.			202,834.
RECRUITMENT EXPENSES	122,328.			122,328.
REPAIRS & MAINTENANCE	695,647.			695,647.
SOFTWARE & FIXED ASSETS <\$1000	1,297,657.			1,297,657.
STAFF TRAINING AND DEVELOPMENT	482,104.			482,104.
TEMPORARY HELP	553,765.			553,765.
EXP. ALLOCATION TO INV. INCOME		944,663.	944,663.	-944,663.
ACCRUAL TO CASH ADJUSTMENT				1,759,451.
INV. EXPENSES FROM K-1		7,634,438.	7,634,438.	
LESS 50% MEALS DISALLOWED				-134,076.
TOTALS	41,476,999.	8,579,101.	8,579,101.	42,157,711.

### FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
PREPAID INSURANCE PREPAID RENT	253,420.	253,420.
PREPAID OTHER	605,930.	605,930.
TOTALS	859,350.	859,350.

## FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

	ATTACHMENT 8	
DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
US OBLIGATIONS STATE OBLIGATIONS SEE ATTACHMENTS FOR DETAIL	100,345,786. 8,845,260.	101,977,760. 10,671,789.
US OBLIGATIONS TOTAL	109,191,046.	112,649,549.

### FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING _FMV_
COMMON AND PREFFERED STOCK SEE ATTACHMENTS FOR DETAIL	977,684,947.	1,139,541,164.
TOTALS	977,684,947.	1,139,541,164.

ATTACHMENT 10

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
CORPORATE BONDS SEE ATTACHMENTS FOR DETAIL	226,815,698.	248,813,314.
TOTALS	226,815,698.	248,813,314.

ATTACHMENT 11

## FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
OTHER INVESTMENTS SEE ATTACHMENTS FOR DETAIL	441,116,703.	454,122,478.
TOTALS	441,116,703.	454,122,478.

#### 91-0793881

\_

#### LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

FIXED ASSET DETAIL

### ATTACHMENT 12

\_\_\_\_\_

#### ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	
LAND	L	4,360,513.			4,360,513.					
BUILDING	SL	22015268.			22015268.	6,202,285.	798,813.		7,001,098.	
FURNITURE AND FIXT	SL	9,501,866.			9,501,866.	5,922,131.	960,557.		6,882,688.	
AUTOMOBILES	SL	493,497.			493,497.	448,184.	29,068.		477,252.	
LEASEHOLD IMPLOVEM	SL	11726734.			11726734.	1,246,142.	1,081,051.		2,327,193.	
TOTALS		48097878.			48097878.	13818742			_16688231.	

ATTACHMENT 13

## FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
MISC. RECEIVABLE INTEREST AND DIVIDENDS RECEIVA CONSTRUCTION IN PROGRESS DEPOSITS OTHER NON CURRENT ASSETS 457F DEFERRED COMP PLAN	439,876. 1,862,099. 16,805. 66,398. 162,746. 675,005.	439,876. 1,862,099. 16,805. 66,398. 162,746. 675,005.
TOTALS	3,222,929.	3,222,929.

ATTACHMENT 14

## FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
BOT DEFERRED INCOME & INTEREST	1,098,516.
DEFERRED RENT	2,823,803.
DEFFERED LEASE INCENTIVE	6,129,684.
INSURANCE CLAIM RESERVE	435,000.
UNCLAIMED PROPERTY	2,176.
TDA LOANS	1,699.

TOTALS

10,490,878.

=

ATTACHMENT 15

FORM 990PF, PART VII-A, LINE 8A - STATES

AL, AK, AZ, CA, CO, DC, FL, GA, HI, ID, IL, IN, KY, LA, ME, MD, MA, MI, MN, MO, NV, NJ, NY, NC, OH, OR, PA, SC, SD, TX, WA, WV, WY,

### 91-0793881

## CASEY FAMILY PROGRAMS

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

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
SHELIA EVANS-TRANUMN 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CHAIR 24.00	174,930.	0	0
JOAN B POLIAK 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	VICE CHAIR 20.00	153,083.	0	0
SHARON MCDANIEL 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TREASURER 18.00	153,083.	0	0
AMERICA Y BRACHO 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CORP. SECRETARY 14.00	153,083.	0	0
GARY R SEVERSON 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 16.00	88,500.	0	0
DAVID MILLS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 18.00	153,083.	0	0

\_

## 91-0793881

## CASEY FAMILY PROGRAMS

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

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
ROBERT A WATT 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 15.00	153,083.	0	0
NORMAN B RICE 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 15.00	64,585.	0	0
WILLIAM C BELL PHD 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	PRESIDENT AND CEO 40.00	746,817.	47,400.	0
	GRAND TOTALS	1,840,247.	47,400.	

\_

.010,217.

# 990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

## ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	AND OTHER
JOSEPH A BOATENG 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	CHIEF INV. OFFICER 40.00	1,104,670.	47,400.	0
DAVID B SANDERS 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP SYSTEMS IMPROVMT 40.00	376,702.	47,400.	0
CHRISTOPHER T YEBUAH 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	MANGING DIRECTOR-INV 40.00	362,527.	47,400.	0
DAVID A DANIELSON 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP OF ADMIN AND CFO 40.00	356,249.	47,400.	0
TIMOTHY R STARK 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	DIRECTOR-INVESTMENTS 40.00	329,233.	47,400.	0
	TOTAL COMPENSATION	2,529,381.	237,000.	0

V 12-7F

# 990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

	ATTACHMENT 18			
NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION		
EIM MANAGMENT INC. 750 LEXINGTON AVE, 27TH FLOOR NEW YORK, NY 10022	INVESTMNT CONSULTANT	1,000,000.		
BNY-MELLON ONE WALL STREET, 32 FLOOR NEW YORK, NY 10277	INVESTMENT CUSTODIAN	872,489.		
BAILLIE GIFFORD 757 THIRD AVENUE, 17TH FLOOR NEW YORK, NY 10017-2013	INVESTMENT MANAGER	678,026.		
ARROWSTREET 200 CLARENDON STREET, 30TH FLOOR BOSTON, MA 02116	INVESTMENT MANAGER	620,791.		
AIM CONSULTING GROUP LLC PO BOX 796 SPOKANE, WA 99210	CONSULTING	603,217.		
TOTAL COMPENSAT	TION	3,774,523.		

2679BD D15X

V 12-7F 010

91-0793881

		ATTACHMENT	19
	DELATIONIZA DO OUDOTANTAL CONTRADO		
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANI OR CONTRIBUTION	AMOUNI
ALS ASSOCIATION GREATER PHILADELPHIA CHAPTER	N/A	MEMORIAL DONATION	50.
321 NORRISTOWN ROAD, SUITE 260	509(A)(1)		
AMBLER, PA 19002			
AMERICAN CIVIL LIBERTIES UNION OF WASHINGTON	N/A	TO HELP SUPPORT ACLU'S ANNUAL BILL OF RIGHTS	5,000.
901 FIFTH AVE, SUITE 630	509(A)(3) TYPE 1	CELEBRATION DINNER IN SEATTLE	
SEATTLE, WA 98164			
THE ASPEN INSTITUTE	N/A	TO SUPPORT THE OPPORTUNITY YOUTH INCENTIVE FUND	300,000.
ONE DUPONT CIRCLE NW, #700	509(A)(2)		
WASHINGTON, DC 20036			
ASSOC. OF BLACK FOUNDATION EXECUTIVES	N/A	TO HELP SUPPORT THE 2012 ANNUAL CONFERENCE AND	15,000.
333 7TH AVE, 13TH FLOOR	509(A)(1)	JAMES A. JOSEPH LECTURE & AWARDS CEREMONY IN	
NEW YORK, NY 10001		PHILADELPHIA ON APRIL 27-29, 2012.	
ASSOC. OF BLACK FOUNDATION EXECUTIVES	N/A	TO HELP ORGANIZATION TO ASSESS THE CAPACITY OF 5	20,000.
333 7TH AVE, 13TH FLOOR	509(A)(1)	RURAL MUNICIPALITIES USING A PHILANTHROPIC LENS	
NEW YORK, NY 10001		TO SUPPORT APPLICATION OF CITIES UNITED.	
BLACK ADMINISTRATORS IN CHILD WELFARE	N/A	TO SUPPORT THE RESTUCTURE OF GRANTEE'S STRATEGIC	50,000.
900 SECOND STREET NE, SUITE 202	509(A)(1)	WORK.	
WASHINGTON, DC 20002			

\_

91-0793881

### ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BREAKFAST GROUP	N/A	TO SUPPORT THE 21ST TIE-ONE-ON LUNCHEON, A RITE	3,000.
P.O. BOX 22056	509(A)(2)	OF PASSAGE FOR YOUNG MEN WHO HAVE SUCCESSFULLY	
SEATTLE, WA 98122		PARTICIPATED IN THE PROJECT MISTER PROGRAM.	
CENTER FOR CHILDREN & YOUTH JUSTICE	N/A	TO SUPPORT THE PHILANTHROPISTS FORUM	15,000.
615 2ND AVE. SUITE 275	509(A)(1)		
SEATTLE, WA 98004			
CHAPIN HALL CENTER FOR CHILDREN	N/A	TO HELP ENABLE GRANTEE TO CONTINUE ITS WORK WITH	28,100.
1313 EAST 60TH ST	509(A)(1)	THE ADMINISTRATION ON CHILDREN, YOUTH AND	
CHICAGO, IL 60637		FAMILIES	
CHILD WELFARE LEAGUE OF AMERICA, INC.	N/A	TO SUPPORT GRANTEE'S LEADERSHIP WORK IN CHILD	400,000.
1726 M STREET NW, SUITE 500	509(A)(1)	WELFARE WORK AND TO FACILITATE ITS CONTINUED	
WASHINGTON, DC 20036		MISSION RELATED WORK AND SUCCESS.	
CHILDREN UNITING NATIONS INC.	N/A	TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR	25,000.
6380 WILSHIRE BLVD. SUITE 1006	509(A)(1)	CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 19,	
LOS ANGELES, CA 90048		2012	
CONGRESSIONAL BLACK CAUCUS FOUNDATION	N/A	TO HELP SUPPORT THE 42ND ANNUAL LEGISLATIVE	25,000.
1720 MASSACHUSETTS AVE. NW	509(A)(1)	CONFERANCE .	
WASHINGTON, DC 20036			

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE	N/A	TO SUPPORT THE 2012 ANGELS IN ADOPTION PROGRAM TO	25,000.
311 MASSACHUSETTS AVE NE	509(A)(1)	TAKE PLACE IN WASHINGTON DC ON SEPT. 12, 2012.	
WASHINGTON, DC 20002			
	27 ( 2		5 000
DELTA STATE UNIVERSITY ALUMNI & FOUNDATION	N/A	TO BE A NATIONAL ALUMNI ASSOCIATION CORPORATE	5,000.
DSU BOX 3104	509(A)(1)	SPONSOR.	
CLEVELAND, MS 38733			
DISTRICT OF COLUMBIA CHILD & FAMILY SVCS AGENCY	N/A	TO HELP GRANTEE TO IMPLEMENT A CHILD WELFARE	55,940.
400 6TH ST SW	GOVT AGENCY	INITIATIVE.	
WASHINGTON, DC 20024			
THE DISTRICT OF COLUMBIA CHILDREN'S ADVOCACY CENTE	N/A	TO SUPPORT THE DISTRICT OF COLOMBIA CHILDREN'S	30,000.
429 O STREET NW	509(A)(1)	ADVOCACY CENTER WITH THE 18TH ANNUAL NATIONAL	
WASHINGTON, DC 20001		CONFERENCE ON CHILD ABUSE AND NEGLECT IN	
		WASHINGTON DC ON APRIL 16-20, 2012.	
DIVINE ALTERNATIVES FOR DADS SERVICES	N/A	TO SUPPORT D.A.D.S. ACHIEVE ITS MISSION OF	15,000.
5709 RAINER AVENUE SOUTH	509(A)(1)	HELPING FATHERS TO NAVIGATE BARRIERS THAT	
SEATTLE, WA 98118		SEPARATE THEM FROM THEIR FAMILIES AND CHILDREN.	
FOUNDATION FOR EARLY LEARNING	N/A	TO SUPPORT THE FOUNDATION FOR EARLY LEARNING AND	5,000.
615 - 2ND AVE, SUITE 525	509(A)(1)	THE 2012 LEADERSHIP LUNCHEON TO SUPPORT EARLY	
SEATTLE, WA 98104		EDUCATION WHICH WILL TAKE PLACE IN SEATTLE ON	
		MARCH 2,2012.	

\_

91-0793881

### ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTMAKERS FOR CHILDREN YOUTH AND FAMILIES INC.	N/A	TO SUPPORT 2012 ANNUAL CONFERENCE ON INVESTING IN	10,000.
8757 GEORGIA AVENUE, #540 SILVER SPRINGS, MD 20910	509(A)(1)	PROMISING FUTURES FOR ALL IN EL PASO ON OCT. 9-12, 2012.	
GRANTMAKERS FOR CHILDREN YOUTH AND FAMILIES INC. 8757 GEORGIA AVENUE, #540	N/A 509(A)(1)	TO ASSIST THE ORGANIZATION TO INCREASE ITS CAPACITY BUILDING EFFORTS.	50,000.
SILVER SPRINGS, MD 20910			
HARVEST OF HOPE FAMILY SERVICES NETWORK INC. 630 FRANKLIN BLVD	N/A 509(A)(1)	TO SUPPORT THE ORGANIZATION'S EFFORTS TO RECRUIT AND TRAIN FOSTER PARENTS.	2,500.
SOMERSET, NJ 08873 INDEPENDENT SECTOR MEMBERSHIP	N/A	TO SUPPORT THE ORGANIZATION'S EMERGENCY CAMPAIGN	20,000.
1602 L STREET NW WASHINGTON, DC 20036	509(A)(1)	TO MAINTAIN THE CHARITABLE DEDUCTION	20,000.
KING COUNTY BAR FOUNDATION 1200 FIFTH AVE, STE. 600	N/A 509(A)(1)	TO SUPPORT PRO BONO PROGRAMS AND SCHOLARSHIPS FOR MINORITY LAW STUDENTS.	1,225.
SEATTLE, WA 98101			
NATIONAL AMERICAN INDIAN COURT JUDGES ASSOCIATION 3300 ARAPAHOE AVE., SUITE 206 BOULDER, CO 80202	N/A INDIAN TRIBE	TO SUPPORT THE 2012 ANNUAL MEETING AND NATIONAL TRIBAL JUDICIAL CONFERENCE IN PRIOR LAKE, MN ON OCT. 17-19, 2012.	53,060.

\_

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIVE AMERICAN RIGHTS FUND	N/A	TO PROVIDE SUPPORT FOR GRANTEE TO CREATE AND	50,000.
1506 BROADWAY	509(A)(1)	MAINTAIN A WEBSITE.	
BOULDER, CO 80302			
OPEN ARMS PERINATAL SERVICES	N/A	to support the 2012 spring luncheon in seattle on	2,500.
2524 16TH AVE SOUTH, SUITE 207-A	509(A)(1)	MARCH 29, 2012.	
SEATTLE, WA 98144			
PROJECT WE FOUNDATION INC.	N/A	TO SUPPORT THE ORGANIZATIONS FUNDRAISING EFFORTS	30,000.
2110 ARTESIA BLVD, SUITE B-411	509(A)(1)	WITH A CHALLENGE MATCHING FUNDS GRANT.	
REDONDO BEACH, CA 90278			
ROBERT F. KENNEDY CHILDREN'S ACTION CORPS	N/A	TO SUPPORT THE RFK ACTION CORPS 2012 EVENT	15,000.
11 BEACON STREET , SUITE 820	509(A)(2)	"EMBRACING THE LEGACY" TO BE HELD ON JUNE 14,	
BOSTON, MA 02108		2012.	
ROOT CAUSE INSTITUTE	N/A	TO HELP SUPPORT ACTIVITIES RELATED TO THE	200,000.
ONE CANAL PARK, 3RD FLOOR	509(A)(1)	LEADERSHIP SUSTAINABILITY INSTITUTE.	
CAMBRIDGE, MA 02141			
ROSEBUD SIOUX TRIBE	N/A	TO SUPPORT THE TRIBE IN ASSUMING THE RIGHTS TO	5,000.
ROSEBUD STOUX TRIBE			5,000.
	INDIAN TRIBE	DONATED REAL AND PERSONAL PROPERTY	
ROSEBUD, SD 57570			

91-0793881

### ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEATTLE CENTRAL COMMUNITY COLLEGE	N/A	TO SUPPORT SCCC'S 2012 ANNUAL FUNDRAISING EVENT,	5,000.
1701 BROADWAY, BE 4180	509(A)(1)	BELIEVE!, TO BE HELD IN SEATTLE ON MARCH 7,	
SEATTLE, WA 98122		2012.	
SOUTHEASTERN COUNCIL OF FOUNDATIONS	N/A	TO SUPPORT THE SECF ANNUAL MEETING IN CHARLESTON,	5,000.
50 HURT PLAZA, SUITE 350	509(A)(1)	SC ON NOVEMBER 7-9, 2012.	
ATLANTA, GA 30303			
THE FUND FOR PHILADELPHIA, INC.	N/A	TO SUPPORT THE ORGANIZATIONS MAYORAL GATHERINGS	25,000.
PHILADELPHIA CITY HALL, ROOM 708	509(A)(1)	IN MARCH AND JUNE OF 2012.	
PHILADELPHIA, PA 19107			
TREEHOUSE	N/A	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTION	5,000.
2100 - 24TH AVE. S. SUITE 200	509(A)(1)	WITH THE JUNE LEONARD MEMORIAL MINI-GOLF	
SEATTLE, WA 98144		TOURNAMENT ON FEBRUARY 29,2012.	
UNITED WAY	N/A	TO SUPPORT THE UNITED WAY'S ANNUAL DAY OF CARING	10,000.
720 SECOND AVE	509(A)(1)	TO TAKE PLACE IN SEATTLE ON SEPTEMBER 16, 2012.	
SEATTLE, WA 98104			
	N7 ( 2		10,000
UNITED WAY	N/A	TO SUPPORT THE UNITED WAY'S ANNUAL BREAKFAST TO	10,000.
720 SECOND AVE	509(A)(1)	TAKE PLACE IN SEATTLE ON MAY 31, 2012.	
SEATTLE, WA 98104			

\_

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY	N/A	TO SUPPORT PHASE I YOUTH/ YOUNG ADULTS	25,000.
720 SECOND AVE	509(A)(1)	HOMELESSNESS PLAN	
SEATTLE, WA 98104			
UNIVERSITY OF WASHINGTON	N/A	TO SUPPORT THE THIRD ANNUAL SCHOLARSHIP BREAKFAST	5,000.
SCHOOL OF SOCIAL WORK, PO BOX 354900	GOVT AGENCY	IN SEATTLE ON MARCH 13, 2012.	5,000.
SEATTLE, WA 98105	GOVI AGENCI	IN SEATTLE ON MARCH 15, 2012.	
SEATTLE, WA 90105			
WELLSPRING FAMILY SERVICES KING COUNTY	N/A	TO HELP FUND CLINICAL TRAINING AND CONSULTATION	30,000.
1900 RAINIER AVE. SOUTH	509(A)(1)	THROUGHOUT GRANTEE'S EARLY LEARNING CENTER.	
SEATTLE, WA 98144			
YEAR UP INC.	N/A	TO HELP YEAR UP TO CREATE A PROGRAM THAT WILL	220,000.
93 SUMMER ST, 5TH FL	509(A)(1)	TEST STRATEGIES AND APPLY LESSONS LEARNED FOR	
BOSTON, MA 02110		IMPROVING OUTCOMES FOR STUDENTS WHO HAVE BEEN OR	
		CURRENTLY IN FOSTER CARE .	
YMCA	N/A	TO PROVIDE SUPPORT FOR THE YMCA'S LEARN,	2,500.
1700 23RD AVE	509(A)(2)	ACHIEVE, SUCCEED CELEBRATION OF EDUCATION 2012	
SEATTLE, WA 98122		LUNCHEON, ON MAY 23, 2012 IN SEATTLE.	
A CONTEMPORARY THEATRE, INC	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
700 UNION ST	509(A)(1)	SUPPORT	
SEATTLE, WA 98101			

\_\_\_\_

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CANCER SOCIETY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
728 134TH STREET SW SUITE 101	509(A)(1)	SUPPORT	
EVERETT, WA 98024			
AMERICAN CANCER SOCIETY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
4550 E. BELL RD., SUITE 126	509(A)(1)	SUPPORT	
PHOENIX, AZ 85023			
AMERICAN FRIENDS OF THE SPAFFORD CHILDRENS CENTER	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
2037 S CARROLLTON AVE	509(A)(1)	SUPPORT	
NEW ORLEANS, LA 70118			
AMERICAN HEART ASSOCIATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
710 2ND AVE., SUITE 900	509(A)(1)	SUPPORT	
SEATTLE, WA 98104			
AMERICAN NATIONAL RED CROSS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	300.
P.O. BOX 37295	509(A)(1)	SUPPORT	
WASHINGTON, DC 20013			
ART WITH HEART	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
P.O. BOX 94402	509(A)(1)	SUPPORT	
SEATTLE, WA 98124			

91-0793881

		ATTACHMENT	<u> 19 (CONT'D)</u>
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ATLANTIC STREET CENTER	N/A	JEMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	200.
2103 S. ATLANTIC ST	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
BAINBRIDGE SCHOOLS FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
8489 MADISON AVE.	509(A)(1)	SUPPORT	
BAINBRIDGE ISLAND, WA 98110			
BEN TOWNE PEDIATRIC CANCER RESEARCH FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
4535 47TH AVE NE	509(A)(1)	SUPPORT	
SEATTLE, WA 98105			
BLACK ADMINISTRATORS IN CHILD WELFARE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
900 SECOND STREET NE, SUITE 202	509(A)(1)	SUPPORT	
WASHINGTON, DC 20002			
CAMPING NETWORK FOR KIDDOS, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
9721 W. HALSTEAD DR.	509(A)(1)	SUPPORT	
BOISE, ID 83704			
CENTER FOR CHILDREN & YOUTH JUSTICE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
615 2ND AVE., SUITE 275	509(A)(1)	SUPPORT	
SEATTLE, WA 98104			

\_\_\_\_

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EASTERN MICHIGAN UNIVERSITY FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
P.O. BOX 972057	509(A)(1)	SUPPORT	
YPSILANTI, MI 48197			
FOUNDATION FOR EARLY LEARNING	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
615 2ND AVE., SUITE 525	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
FRIENDS OF THE NWAC	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	620.
15600 NE 8TH ST., #B1-711	509(A)(2)	SUPPORT	
BELLEVUE, WA 98008			
GIFT OF IDENTITY FUND	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	75.
4520 N BARTLETT AVE.	509(A)(1)	SUPPORT	
SHOREWOOD, WI 53211			
HARRY CHAPIN FOOD BANK OF SOUTHWEST FLORIDA	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
3760 FOWLER ST.	509(A)(1)	SUPPORT	
FORT MEYERS, FL 33901			
HEIFER PROJECT INTERNATIONAL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	360.
1 WORLD AVE.	509(A)(1)	SUPPORT	
LITTLE ROCK, AR 72202			

\_\_\_\_

91-0793881

		ATTACHMENT	<u>'19 (CONT'D)</u>
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOPE EVENTS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
414 WALLER ST.	509(A)(1)	SUPPORT	
AUSTIN, TX 78702			
HYLA MIDDLE SCHOOL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
7861 BUCKLIN HILL RD NE	509(A)(1)	SUPPORT	
BAINBRIDGE ISLAND, WA 98110			
JEWISH COMMUNITY ASSOCIATION OF AUSTIN	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	820.
7300 HART LANE	509(A)(1)	SUPPORT	
AUSTIN, TX 78750			
KING COUNTY SEXUAL ASSAULT RESOURCE CENT	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	300.
200 MILL AVE S, SUITE 10	509(A)(1)	SUPPORT	
RENTON, WA 98057			
KUOW PUGET SOUND PUBLIC RADIO	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	350.
4518 UNIVERSITY WAY, #310	509(A)(1)	SUPPORT	
SEATTLE, WA 98105			
LEAGUE OF MONEN MOREDO OF ON FRONTA EDVOLTON TW	N7 / 3		
LEAGUE OF WOMEN VOTERS OF CALIFORNIA EDUCATION FUN	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	444.
1107 9TH STREET, SUITE 300	509(A)(1)	SUPPORT	
SACRAMENTO, CA 95814			

\_\_\_\_

91-0793881

ATTACHMENT	19	(CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LUMMI ISLAND HERITAGE TRUST	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	350.
P. O. BOX 158	509(A)(1)	SUPPORT	
LUMMI ISLAND, WA 98262			
MERCER ISLAND - EASTSIDE ORPHANS AND WAIFS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
P. O. BOX 58	509(A)(1)	SUPPORT	
KIRKLAND, WA 98083			
MOUNT WASHINGTON OBSERVATORY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	63.
P.O. BOX 2310	509(A)(2)	SUPPORT	
N. CONWAY, NH 03860			
MILLIONAIR CLUB, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
2515 WESTERN AVE	509(A)(1)	SUPPORT	
SEATTLE, WA 98121			
MOCKINGBIRD SOCIETY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	200.
2100 24TH AVE, SUITE 240 SEATTLE, WA 98144	509(A)(1)	SUPPORT	
MOISTURE FESTIVAL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
P.O. BOX 17484	509(A)(2)	SUPPORT	
SEATTLE, WA 98127			

91-0793881

			. ,
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOORELAND HILL SCHOOL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
166 LINCOLN ST.	509(A)(1)	SUPPORT	
KENSINGTON, CT 06037			
NORTH TEXAS FOOD BANK	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
4500 S. COCKRELL HILL RD.	509(A)(1)	SUPPORT	
DALLAS, TX 75236			
OPEN ARMS PERINATAL SERVICES	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	650.
2524 16TH AVE SOUTH, SUITE 207-A	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
PLANNED PARENTHOOD FEDERATION & AMERICA, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
434 W. 33RD STREET	509(A)(1)	SUPPORT	
NEW YORK, NY 10001			
PLANNED PARENTHOOD OF THE GREAT NORTHWEST	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
2001 E. MADISON	509(A)(2)	SUPPORT	
SEATTLE, WA 98122			
PROVIDENCE HEALTH AND SERVICES WASHINGTON	N/A	ENDIOVEE NATOTIONO CLET EOD CENEDAL ODEDATING	250.
		EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
8201 10TH AVE S, #6	509(A)(1)	SUPPORT	
SEATTLE, WA 98108			

\_\_\_\_

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROBERT F. KENNEDY CHILDREN'S ACTION CORPS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
11 BEACON STREET , SUITE 820	509(A)(2)	SUPPORT	
BOSTON, MA 02108			
RUTH ELLIS CENTER, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	365.
77 VICTOR STREET	509(A)(1)	SUPPORT	
HIGHLAND PARK, MT 48203			
SEATTLE CENTRAL COMMUNITY COLLEGE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	650.
1701 BROADWAY, BE 4180	509(A)(1)	SUPPORT	
SEATTLE, WA 98122			
SEATTLE NORTH APP PTA	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
4509 INTERLAKE AVE., #101	509(A)(1)	SUPPORT	
SEATTLE, WA 98103			
SIGHTLINE INSTITUTE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
1402 3RD AVE., SUITE 500	509(A)(1)	SUPPORT	
SEATTLE, WA 98101			
ST. FRANCISVILLE CHAPTER OF THE BATON ROUGE SYMPHO	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	200.
P.O. BOX 289	N/A 509(A)(2)	SUPPORT	200.
P.O. BOX 289 WAKEFIELD, LA 70784	507 (A) (Z)	OUFFORI	
WARDIEDD, HA /0/01			

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. PAUL SCHOOL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
325 PLEASANT ST.	509(A)(1)	SUPPORT	
CONCORD, NH 03301			
SWEDISH MEDICAL CENTER FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
747 BROADWAY	509(A)(1)	SUPPORT	
SEATTLE, WA 98122			
THE DETROIT INSTITUTE OF ARTS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	385.
5200 WOODWARD AVE.	509(A)(1)	SUPPORT	
DETROIT, MI 48202			
THE LEUKEMIA & LYMPHOMA SOCIETY, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
221 MAIN ST, SUITE 1650	509(A)(1)	SUPPORT	
SAN FRANCISCO, CA 94105			
THE LEUKEMIA & LYMPHOMA SOCIETY, INC WA/AK CHAPTE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
123 NW 36TH ST. #100	509(A)(1)	SUPPORT	
SEATTLE, WA 98107			
THE 5TH AVENUE THEATRE ASSOCIATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
1308 5TH AVE.	509(A)(2)	SUPPORT	
SEATTLE, WA 98101			

\_\_\_\_

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOWN HALL ASSOCIATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
1119 8TH AVE.	509(A)(1)	SUPPORT	
SEATTLE, WA 98101			
TREEHOUSE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	2,996.
2100 - 24TH AVE. S. SUITE 200	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
UNITED WAY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	4,705.
720 SECOND AVE	509(A)(1)	SUPPORT	
SEATTLE, WA 98104			
UNIVERSITY OF WASHINGTON FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
BOX 359505	N/A 509(A)(1)	SUPPORT	100.
SEATTLE, WA 98195	509(A)(1)	SUFFORT	
WASHINGTON WOMEN'S FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
2100 24TH AVE, SUITE 330	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
WINDSOR BOYS AND GIRLS CLUB, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	50.
P.O. BOX 7464	509(A)(1)	SUPPORT	
SANTA ROSA, CA 95407			

\_\_\_\_

91-0793881

		ATTACHMENT	<u> 19 (CONT'D)</u>
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMEN OF POWER INTERNATIONAL	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	1,000.
460 S. COUNTRY CLUB DR.	509(A)(1)	SUPPORT	,
MESA, AZ 85210			
WORLD VISION, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	2,000.
P. O. BOX 9716	N/A 509(A)(1)	SUPPORT	2,000.
FEDERAL WAY, WA 98063	509(A)(1)	SUPPORT	
WOUNDED WARRIOR PROJECT, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
4899 BELFORT RD., SUITE 300	509(A)(1)	SUPPORT	
JACKSONVILLE, FL 32256			
YOUTHCARE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
2500 NE 54TH ST.	509(A)(1)	SUPPORT	
SEATTLE, WA 98105			
YWCA OF KING & SNOHOMISH COUNTY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
1118 5TH AVE.	509(A)(2)	SUPPORT	
SEATTLE, WA 98101			
GOODWILL	N/A	DONATION OF CAR	3,017.
612 W. 17TH STREET	509(A)(1)		
CHEYENNE, WY 82001			

\_\_\_\_

91-0793881

### ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
DEGIDIENT NAME AND ADDREGG	AND		MOTHER
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROSEBUD SIOUX INDIAN TRIBE	N/A	DONATION OF LAND, BUILDING AND PERSONAL PROPERTY	1,690,000.
KOSEBOD STOOK INDIAN IKIBE	N/A	DONATION OF LAND, BUILDING AND PERSONAL PROPERTY	1,090,000.
11 LEGION AVE, P.O. BOX 430	INDIAN TRIBE	ASSOCIATED WITH THE CASEY FAMILY PROGRAMS	
ROSEBUD, SD 57570		BUILDING AT HIGHWAY E18, ROSEBUD SD.	
YOUTH UPRISING	N/A	TO HELP SUPPORT HOSTING THE WELCOME RECEPTION FOR	1,500.
8711 MACARTHUR BLVD.	509(A)(1)	THE INCOMING DIRECTOR OF ALAMEDA SOCIAL SERVICES	
OAKLAND, CA 94605		AGENCY.	

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

91-0793881

		ATTACHMEN	т 20
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OGLALA SIOUX TRIBE	N/A	DONATION OF BUILDING AND PERSONAL PROPERTY	1,285,000.
P.O. BOX 2070	INDIAN TRIBE	ASSOCIATED WITH THE CASEY FAMILY PROGRAMS	
PINE RIDGE, SD 57770		BUILDING AT HIGHWAY E18, MISION, SD.	
BEGINNING CHILD CARE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
1821 15TH AVE.	509(A)(1)	SUPPORT	
SEATTLE, WA 98122			
DENVER INDIAN FAMILY RESOURCE CENTER	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	650.
4407 MORRISON RD., #100	509(A)(1)	SUPPORT	
DENVER, CO 80219			
FARESTART	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
700 VIRGINIA ST	509(A)(2)	SUPPORT	
SEATTLE, WA 98101			
GREATER BATON ROUGE FOOD BANK	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
5546 CHOCTOW DR	509(A)(1)	SUPPORT	
BATON ROUGE, LA 70805			
LEWISTON LIBRARY FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	150.
P.O. BOX 1055	509(A)(1)	SUPPORT	
LEWISTON, ID 83501			

\_\_\_\_

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

91-0793881

FORM 990PF, PARI XV - CONTRIBUTIONS APPROVED	FOR FOILORE PAIMENT		
		ATTACHMENT	20 (CONT'D)
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MERCY CORPS	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
45 SW ANKENY ST.	509(A)(1)	SUPPORT	
PORTLAND, OR 97204			
RHODE ISLAND STATE GRANGE FOUNDATION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
120 WILSON AVE.	509(A)(1)	SUPPORT	
RUMFORD, RI 02916			
SACRED HEART COMMUNITY SERVICE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	250.
13815 FIRST ST.	509(A)(1)	SUPPORT	
SAN JOSE, CA 95110			
SEATTLE'S UNION GOSPEL MISSION	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
P.O. BOX 202	509(A)(1)	SUPPORT	
SEATTLE, WA 98111			
SPAY BATON ROUGE	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	100.
P.O. BOX 82638	509(A)(1)	SUPPORT	
BATON ROUGE, LA 70884			

TREEHOUSE N/A 2100 - 24TH AVE. S. SUITE 200 509(A)(1) SEATTLE, WA 98144

200.

EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING

SUPPORT

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

91-0793881

	<u>7</u>	ATTACHMENT 20 (CONT'D)
RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
AND		

	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	3,566.
720 SECOND AVE	509(A)(1)	SUPPORT	
SEATTLE, WA 98104			
WELLSPRING FAMIY SERVICES	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	500.
1900 RAINIER AVE. SOUTH	509(A)(1)	SUPPORT	
SEATTLE, WA 98144			
WORLD VISION, INC.	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	300.
P. O. BOX 9716	509(A)(1)	SUPPORT	
FEDERAL WAY, WA 98063			
YAKIMA SYMPHONY ORCHESTRA	N/A	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING	560.
32 NORTH 3RD ST., #333	509(A)(2)	SUPPORT	
YAKIMA, WA 98901			

## FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

				ATTACHMENT	21
DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION	AMOUNT	RELATED OR EXEMPT
MISC. INCOME INCOME FROM PRIVATE EQUITY PARTNERSHIPS	900099	43,694.	14	7,525,478.	15,423.
TOTALS		43,694.		7,525,478.	15,423.

# **"PUBLIC INSPECTION COPY"**

Return	of	Priv	ate	Found
INCLUIII	UI.	F I I V	αισ	i uun

OMB No. 1545-0052 2011

~~

 Return of Private Foundation

 or Section 4947(a)(1) Nonexempt Charitable Trust

 Treated as a Private Foundation

 Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

 or tax year beginning

 , 2011, and ending

Department of the Treasury Internal Revenue Service

		e of foundation	ing			, 2011	, and ending	A Employer identifie	, 20
		EY FAMILY PROGRAMS						91-079388	
Number and street (or P.O. box number if mail is not delivered to street address)         Room/suite									
									6) 282-7300
	200	1 EIGHTH AVE, SUITE 2700							-,
_		or town, state, and ZIP code							
								C If exemption applica pending, check here	tion is
	SEA	TTLE, WA 98121-2641						pending, check here	
G	Che	ck all that apply: Initial return			Initial return	of a former p	bublic charity	D 1. Foreign organizat	ions, check here
		Final return			Amended re	turn		2. Foreign organizat	ions meeting the
_		Address cha	nge		Name chang	e		85% test, check h	
ĥ	Che	ck type of organization: 🛛 🖾 Sectior	n 501(d	<u>)(3)</u> e	xempt private f	oundation		E If private foundation	status was terminated
	S	ection 4947(a)(1) nonexempt charitable t	rust	0	ther taxable pr			under section 507(b)	
I	Fair	market value of all assets at end J		-		ash 🔤 X Acc	crual	F If the foundation is	in a 60-month termination
		ear (from Part II, col. (c), line			pecify)			under section 507(b)	(1)(B), check here
-				column	n (d) must be on	cash basis.)			( n = 1 )
ł	Part I	Analysis of Revenue and Expenses total of amounts in columns (b), (c), and	s (The	(a) F	Revenue and	(b) Net inve	estment	(c) Adjusted net	(d) Disbursements for charitable
		may not necessarily equal the amounts i		ex	penses per books	incom		income	purposes
_		column (a) (see instructions).)			3,228,549.				(cash basis only)
	1	Contributions, gifts, grants, etc., received (attach sched	ule) ed to		3,220,349.				
	2	Check 🕨 📖 attach Sch. B	• • • +		1,203.		1,203.	1,203.	
	3	Interest on savings and temporary cash investm		3	1,044,914.		7,820.	39,337,820.	
	4	Dividends and interest from securities	F		1,011,011.	35,35	7,020.	33,337,020.	
		Gross rents							
~		Net rental income or (loss)		1	5,859,302.				
nu	b	Gross sales price for all 1,527,997,8			-,,				
Revenue	7	Capital gain net income (from Part IV, line				48,93	4,766.		
ž	8	Net short-term capital gain	· ·			- /	,	6,388,491.	
	9	Income modifications						60,513.	
		Gross sales less returns and allowances							
	b	Less: Cost of goods sold							
		Gross profit or (loss) (attach schedule)							
	11	Other income (attach schedule)			3,027,670.		3,898.	-463,098.	ATCH 1
_	12	Total. Add lines 1 through 11			3,161,638.		7,687.	45,324,929.	
	13	Compensation of officers, directors, trustees, et	с.		1,716,597.		0,322.	150,322.	1,566,275.
ŝ	14	Other employee salaries and wages			9,583,824.		4,802.	2,594,802.	36,399,981.
Ise	15	Pension plans, employee benefits		1:	2,520,163.		4,047.	364,047.	12,247,859.
per		Legal fees (attach schedule) $ATCH$ 2			518,554.		3,950.	173,950.	344,604.
Щ		Accounting fees (attach schedule) $^{\tt ATCH\ 3}$			222,701.		3,804.	33,804.	188,897.
tive		Other professional fees (attach schedule)	• • • •		8,501,416.	6,65	6,058.	6,656,058.	1,823,781.
<b>Operating and Administrative Expenses</b>	17	Interest	•••		26,015.	30	7,298.	387,298.	21,713.
nis	18	Taxes (attach schedule) (see instructions)			20,013.		,,2,0.	501,290.	21,113.
Ē	19	Depreciation (attach schedule) and deple			4,056,555.	18	9,994.	189,994.	1,765,327.
ĕ	20	Occupancy			4,211,332.		3,316.	43,316.	3,827,011.
and	21 22	Travel, conferences, and meetings Printing and publications	F		382,453.		.,	10,010.	382,453.
bu	22	Other expenses (attach schedule) <sup>ATCH</sup>		4	1,293,688.	8,94	8,680.	8,948,680.	43,150,289.
atii	23	Total operating and administrative expe						-	· · ·
per		Add lines 13 through 23		11	5,925,502.	19,54	2,271.	19,542,271.	101,718,190.
o	25	Contributions, gifts, grants paid			1,637,828.				1,836,328.
_	26	Total expenses and disbursements. Add lines 24 a		11	7,563,330.	19,54	2,271.	19,542,271.	103,554,518.
	27	Subtract line 26 from line 12:							
	a	Excess of revenue over expenses and disbursement	s	-6	4,401,692.				
	b	Net investment income (if negative, enter	r -0-)			69,00	5,416.		
_	c	Adjusted net income (if negative, enter -	)					25,782,658.	
F	or Pap	perwork Reduction Act Notice, see instru	ctions.			*AT	'CH 4 jsa	** ATCH 5	Form <b>990-PF</b> (2011)

1E1410 1.000 2679BD D15X

Form 990-PF

....

V 11-6

Form	990-PF	(2011)

CASEY FAMILY PROGRAMS

Form 990-PF (2011) CASEY FAMILY PROGRAMS						
Part I	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year End of year				
arti	amounts only. (See instructions.)	(a) Book Value	(b) Book Value	(c) Fair Market Value		
1	Cash - non-interest-bearing	8,319,216.	8,287,190.	8,287,190		
2	Savings and temporary cash investments	101,371,879.	65,112,025.	65,153,869		
3	Accounts receivable					
	Less: allowance for doubtful accounts					
4	Pledges receivable					
	Less: allowance for doubtful accounts					
5	Grants receivable					
6	Receivables due from officers, directors, trustees, and other					
ľ	disqualified persons (attach schedule) (see instructions)					
7	Other notes and loans receivable (attach schedule) $\blacktriangleright$					
1	Less: allowance for doubtful accounts					
8	Inventories for sale or use	1,015,904.	1,146,116.	1,146,116		
9 9 10 a	Prepaid expenses and deferred charges ATCH 7		99,231,608.			
•	Investments - U.S. and state government obligations (attach schedule) **	134,875,636.		103,954,102		
	Investments - corporate stock (attach schedule) ATCH 9	1,137,217,215.	1,016,504,797.	1,039,736,589		
	Investments - corporate bonds (attach schedule) ATCH 10	287,092,668.	221,032,060.	234,505,635		
11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation  (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	286,707,639.	481,004,998.	476,322,021		
14	equipment basis			ATCH 12		
	Less: accumulated depreciation (attach schedule)	35,657,921.	34,155,289.	30,648,269		
15	Other assets (describe ►ATCH_13)	3,860,055.	3,626,158.	3,626,158		
16	Total assets (to be completed by all filers - see the					
	instructions. Also, see page 1, item I)	1,996,118,133.	1,930,100,241.	1,963,379,949		
17	Accounts payable and accrued expenses	20,028,786.	17,131,215.	, , ,		
18		.,,	1,500.			
20	Deferred revenue Loans from officers, directors, trustees, and other disqualified persons					
20	-					
20 21 21	Mortgages and other notes payable (attach schedule)	9,850,644.	11,130,515.			
22	Other liabilities (describe ►ATCH_14_)	9,030,044.	11,130,313.			
	Total listilities (add lines 17 through 22)	20 070 420	20 262 220			
23	Total liabilities (add lines 17 through 22)	29,879,430.	28,263,230.			
	Foundations that follow SFAS 117, check here					
0	and complete lines 24 through 26 and lines 30 and 31.	1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	1 001 005 011			
24	Unrestricted	1,966,238,703.	1,901,837,011.			
25	Temporarily restricted					
26	Permanently restricted					
2	Foundations that do not follow SFAS 117,					
24 25 26	check here and complete lines 27 through 31. ►					
5 27						
21	Capital stock, trust principal, or current funds					
28	Capital stock, trust principal, or current funds Paid-in or capital surplus, or land, bldg., and equipment fund					
28						
28 29 30	Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds	1,966,238,703.	1,901,837,011.			
28 29 30 31	Paid-in or capital surplus, or land, bldg., and equipment fund	1,966,238,703.	1,901,837,011.			
28 29 30 31	Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds Total net assets or fund balances (see instructions) Total liabilities and net assets/fund balances (see					
28 29 30 31	Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds <b>Total net assets or fund balances</b> (see instructions) <b>Total liabilities and net assets/fund balances</b> (see instructions)	1,996,118,133.	1,901,837,011. 1,930,100,241.			
28 29 30 31 Part I	Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds Total net assets or fund balances (see instructions) Total liabilities and net assets/fund balances (see instructions) Analysis of Changes in Net Assets or Fund	1,996,118,133. Balances	1,930,100,241.			
28 29 30 31 Part I	Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds Total net assets or fund balances (see instructions) Total liabilities and net assets/fund balances (see instructions) Analysis of Changes in Net Assets or Fund I al net assets or fund balances at beginning of year - Part	1,996,118,133. <b>3alances</b> II, column (a), line 30 (	1,930,100,241.	1,966,238,703		
28 29 30 31 Part I Tota end-	Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds Total net assets or fund balances (see instructions) Total liabilities and net assets/fund balances (see instructions) Analysis of Changes in Net Assets or Fund I al net assets or fund balances at beginning of year - Part of-year figure reported on prior year's return)	1,996,118,133. <b>Balances</b> II, column (a), line 30 (	1,930,100,241.			
28 29 30 31 Part I Tota end- Ente	Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds Total net assets or fund balances (see instructions) Total liabilities and net assets/fund balances (see instructions) Analysis of Changes in Net Assets or Fund I al net assets or fund balances at beginning of year - Part of-year figure reported on prior year's return) er amount from Part I, line 27a	1,996,118,133. <b>3alances</b> II, column (a), line 30 (	1,930,100,241. must agree with 1 2			
28 29 30 31 Tota end- Ente Othe	Paid-in or capital surplus, or land, bldg., and equipment fund         Retained earnings, accumulated income, endowment, or other funds         Total net assets or fund balances (see instructions)         Total liabilities and net assets/fund balances (see instructions)         Image: Analysis of Changes in Net Assets or Fund I         al net assets or fund balances at beginning of year - Part         of-year figure reported on prior year's return)         er increases not included in line 2 (itemize) ▶	1,996,118,133. <b>3alances</b> II, column (a), line 30 (	1,930,100,241. must agree with 1 2 3	-64,401,692		
28 29 30 31 Part I Tota end- Ente Othe	Paid-in or capital surplus, or land, bldg., and equipment fund         Retained earnings, accumulated income, endowment, or other funds         Total net assets or fund balances (see instructions)         Total liabilities and net assets/fund balances (see instructions)         Image: Analysis of Changes in Net Assets or Fund I         al net assets or fund balances at beginning of year - Part         of-year figure reported on prior year's return)         er amount from Part I, line 27a         er increases not included in line 2 (itemize) ▶         lines 1, 2, and 3	1,996,118,133. <b>3alances</b> II, column (a), line 30 (	1,930,100,241. must agree with 1 2 3 4	-64,401,692		
28 29 30 31 Part I Tota end- Ente Othe Add Dec	Paid-in or capital surplus, or land, bldg., and equipment fund         Retained earnings, accumulated income, endowment, or other funds         Total net assets or fund balances (see instructions)         Total liabilities and net assets/fund balances (see instructions)         Image: Analysis of Changes in Net Assets or Fund I         al net assets or fund balances at beginning of year - Part         of-year figure reported on prior year's return)         er increases not included in line 2 (itemize) ▶	1,996,118,133. <b>Balances</b> II, column (a), line 30 (	1,930,100,241. must agree with 1 2 3 4 5	1,966,238,703 -64,401,692 1,901,837,011 1,901,837,011		

	1 990-PF (2011)					Page 3		
Pa	rt IV Capital Gains	and Losses for Tax on Inv	vestment Income	<b>(b)</b>				
	(a) List an	d describe the kind(s) of property sold	(e.g., real estate,	(b) How acquired	(c) Date acquired	(d) Date sold		
		rick warehouse; or common stock, 200	) shs. MLC Co.)	P-Purchase D-Donation	(mo., day, yr.)	(mo., day, yr.)		
<u>1a</u>	SEE PART IV SCHE	DULE						
b								
C								
d								
e								
	(e) Gross sales price	(f) Depreciation allowed			(h) Gain or (loss)			
		(or allowable)	plus expense of sale		(e) plus (f) minus (g)			
<u>a</u>								
b								
_ <u>c</u>								
d								
e	O amalata anki fan asaata		a d hui tha faire dation an 40/04/00					
	Complete only for assets	showing gain in column (h) and own			Gains (Col. (h) g (k), but not less t			
(	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		Losses (from co	,		
a								
b								
d								
_e			facin also enter in Dort Lling 7					
2 (	Capital gain net income or		f gain, also enter in Part I, line 7 f (loss), enter -0- in Part I, line 7	2	18	934,766.		
3 1	let short-term canital gair	ہ ا n or (loss) as defined in sections 1			40,	934,700.		
	vet short-term capital yair	1 01 (1033) as defined in sections 1						
		t l line 8 column (c) (see ins	tructions) If (loss) enter $-0_{-}$ in					
lt	f gain, also enter in Par	rt I, line 8, column (c) (see ins			6	388 491		
li F	f gain, also enter in Par Part I, line 8			3	б,	388,491.		
li F Pa	f gain, also enter in Par Part I, line 8 Int V Qualification I	Under Section 4940(e) for Re	educed Tax on Net Investment	lncome		388,491.		
li F Pa	f gain, also enter in Par Part I, line 8 Int V Qualification I	Under Section 4940(e) for Re		lncome		388,491.		
lí F Pa (Fol	f gain, also enter in Par Part I, line 8 <b>rt V Qualification I</b> r optional use by domestic	Under Section 4940(e) for Re	educed Tax on Net Investment	lncome		388,491.		
li F Pa (Fo	f gain, also enter in Par Part I, line 8 Int V Qualification I	Under Section 4940(e) for Re	educed Tax on Net Investment	lncome		388,491.		
lf Fa (Foi If se	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies,	<b>Under Section 4940(e) for Re</b> c private foundations subject to the leave this part blank.	educed Tax on Net Investment ne section 4940(a) tax on net inves	3 Income stment inco	me.)	388,491.		
If Pa (Fol If se Was	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for	<b>Under Section 4940(e) for Re</b> c private foundations subject to the leave this part blank.	educed Tax on Net Investment ne section 4940(a) tax on net inves	3 Income stment inco	me.)			
If Pa (For If se Wa: If "Y	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does	Under Section 4940(e) for Re c private foundations subject to th leave this part blank. the section 4942 tax on the distrinot qualify under section 4940(e)	educed Tax on Net Investment ne section 4940(a) tax on net inves	A	me.) d?			
If Pa (For If se Wa: If "Y	f gain, also enter in Par Part I, line 8 IT V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am (a)	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distrinot qualify under section 4940(e) ount in each column for each year	educed Tax on Net Investment ne section 4940(a) tax on net inves ibutable amount of any year in the ). Do not complete this part.	A	me.) d?	] Yes 🗌 No		
If Pa (Fol If se Wa: If "Y 1	f gain, also enter in Par Part I, line 8 IT V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am	Under Section 4940(e) for Re c private foundations subject to th leave this part blank. the section 4942 tax on the distrinot qualify under section 4940(e)	educed Tax on Net Investment ne section 4940(a) tax on net inves butable amount of any year in the b. Do not complete this part.	A	me.) d?	] Yes No		
li Fa (Fol If se Wa: If "Y 1	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am (a) Base period years	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b)	butable amount of any year in the Do not complete this part. Do not complete this part. (c)	A	me.) d?	] Yes No		
If Pa (Fol If se Wa: If "Y 1	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for 'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in)	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b)	butable amount of any year in the Do not complete this part. Do not complete this part. (c)	A	me.) d?	] Yes No		
li Fa (Fol If se Wa: If "Y 1	f gain, also enter in Par Part I, line 8 IT V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for 'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b)	butable amount of any year in the Do not complete this part. Do not complete this part. (c)	A	me.) d?	] Yes No		
li Fa (Fol If se Wa: If "Y 1	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for r'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b)	butable amount of any year in the Do not complete this part. Do not complete this part. (c)	A	me.) d?	] Yes No		
If Pa (Fol If se Wa: If "Y 1	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b)	butable amount of any year in the Do not complete this part. Do not complete this part. (c)	A	me.) d?	] Yes No		
If Fa (Fo If se If se If "Y 1 	f gain, also enter in Par Part I, line 8 Int V Qualification I roptional use by domestic ection 4940(d)(2) applies, s the foundation liable for 'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distrinot qualify under section 4940(e) ount in each column for each yea (b) Adjusted qualifying distributions	educed Tax on Net Investment ne section 4940(a) tax on net invest butable amount of any year in the b. Do not complete this part. in; see the instructions before makin (c) Net value of noncharitable-use assets	base perio	me.) d?	] Yes No		
If Fa (Fo If se Uf se Uf se Uf "Y 1 Cal Cal Cal Cal Cal Cal Cal Cal Cal Cal	f gain, also enter in Par Part I, line 8 <b>IT V Qualification I</b> r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for 'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d)	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distrinot qualify under section 4940(e) ount in each column for each yea (b) Adjusted qualifying distributions	educed Tax on Net Investment ne section 4940(a) tax on net inves ibutable amount of any year in the ). Do not complete this part. (c) Net value of noncharitable-use assets	base perio	me.) d?	] Yes No		
If         Pa           Pa         (Fo           If set         (Fo           Uf "Y         1	f gain, also enter in Par Part I, line 8 IT V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for (es," the foundation liable for (es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distrinot qualify under section 4940(e) ount in each column for each yea (b) Adjusted qualifying distributions	educed Tax on Net Investment ne section 4940(a) tax on net invest butable amount of any year in the b. Do not complete this part. Ir; see the instructions before making (c) Net value of noncharitable-use assets	base perio	me.) d?	] Yes No		
If           Fa           (Fo)           If se           Wa:           If "Y           1	f gain, also enter in Par Part I, line 8 IT V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for (es," the foundation liable for (es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distrinot qualify under section 4940(e) ount in each column for each yea (b) Adjusted qualifying distributions	educed Tax on Net Investment ne section 4940(a) tax on net inves ibutable amount of any year in the ). Do not complete this part. (c) Net value of noncharitable-use assets	base perio	me.) d?	] Yes No		
It           Fa           Pa           (Fo)           If se           If se           If "Y           1	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the four	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each yea (b) Adjusted qualifying distributions	butable amount of any year in the butable amount of any year in the b. Do not complete this part. (c) Net value of noncharitable-use assets (c) Net value of noncharitable-use assets (c) Net value of noncharitable-use assets	base perio	me.) d?	] Yes No		
If           Pa           (Fo           If se           If se           If "Y           1	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the four	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distrinot qualify under section 4940(e) ount in each column for each yea (b) Adjusted qualifying distributions	butable amount of any year in the butable amount of any year in the b. Do not complete this part. (c) Net value of noncharitable-use assets (c) Net value of noncharitable-use assets (c) Net value of noncharitable-use assets	base perio	me.) d?	] Yes No		
If         Pa         (Fo)         If se         Wa:         If "Y         1	f gain, also enter in Par Part I, line 8 Int V Qualification I roptional use by domestic ection 4940(d)(2) applies, s the foundation liable for 'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the four-	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) for the 5-year base period - divided dation has been in existence if less incharitable-use assets for 2011 fr	educed Tax on Net Investment         ne section 4940(a) tax on net invest         ibutable amount of any year in the         ). Do not complete this part.         ur; see the instructions before makin         (c)         Net value of noncharitable-use assets         Image: set the total on line 2 by 5, or by the set than 5 years         om Part X, line 5	base perio	me.) d?	] Yes No		
If         Pa         (Fo)         If se         Wa:         If "Y         1	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the four	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) for the 5-year base period - divided dation has been in existence if less incharitable-use assets for 2011 fr	butable amount of any year in the butable amount of any year in the b. Do not complete this part. (c) Net value of noncharitable-use assets (c) Net value of noncharitable-use assets (c) Net value of noncharitable-use assets	base perio	me.) d?	] Yes No		
If         Pa         (Fo)         If se         Was         If "Y	f gain, also enter in Par Part I, line 8 <b>rt V</b> Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for 'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the foun Enter the net value of nor Multiply line 4 by line 3	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) for the 5-year base period - divided dation has been in existence if less incharitable-use assets for 2011 fr	educed Tax on Net Investment         ne section 4940(a) tax on net invest         ibutable amount of any year in the         ). Do not complete this part.         ir; see the instructions before making         (c)         Net value of noncharitable-use assets         Image: set the total on line 2 by 5, or by the ss than 5 years         om Part X, line 5	base perio	me.) d?	] Yes No		
If         Pa         (Fo)         If se         Was         If "Y	f gain, also enter in Par Part I, line 8 <b>rt V</b> Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for 'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the foun Enter the net value of nor Multiply line 4 by line 3	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) for the 5-year base period - divided dation has been in existence if less incharitable-use assets for 2011 fr	educed Tax on Net Investment         ne section 4940(a) tax on net invest         ibutable amount of any year in the         ). Do not complete this part.         ur; see the instructions before makin         (c)         Net value of noncharitable-use assets         Image: set the total on line 2 by 5, or by the set than 5 years         om Part X, line 5	base perio	me.) d?	] Yes No		
lif Fa (Fo If se Uf "Y 1 	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the four Enter the net value of nor Multiply line 4 by line 3 Enter 1% of net investme	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each yea (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) for the 5-year base period - divided dation has been in existence if less incharitable-use assets for 2011 fr nt income (1% of Part I, line 27b)	educed Tax on Net Investment         ne section 4940(a) tax on net invest         ibutable amount of any year in the         ). Do not complete this part.         ir; see the instructions before makin         (c)         Net value of noncharitable-use assets         instruction         instruction         (c)         Net value of noncharitable-use assets         instruction         instruction         (c)         Net value of noncharitable-use assets         instruction         instruction         instruction         instruction         instruction         (c)         Net value of noncharitable-use assets         instruction         instruction	base perio	me.) d?	] Yes No		
lif Fa (Fo If se Uf "Y 1 	f gain, also enter in Par Part I, line 8 Int V Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for Yes," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the four Enter the net value of nor Multiply line 4 by line 3 Enter 1% of net investme	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each yea (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) for the 5-year base period - divided dation has been in existence if less incharitable-use assets for 2011 fr nt income (1% of Part I, line 27b)	educed Tax on Net Investment         ne section 4940(a) tax on net invest         ibutable amount of any year in the         ). Do not complete this part.         ir; see the instructions before making         (c)         Net value of noncharitable-use assets         Image: set the total on line 2 by 5, or by the ss than 5 years         om Part X, line 5	base perio	me.) d?	] Yes No		
If         Pa         (Fo)         If se         Wa:         If "Y	f gain, also enter in Par Part I, line 8 <b>rt V</b> Qualification I r optional use by domestic ection 4940(d)(2) applies, s the foundation liable for 'es," the foundation does Enter the appropriate am (a) Base period years lendar year (or tax year beginning in) 2010 2009 2008 2007 2006 Total of line 1, column (d) Average distribution ratio number of years the foun Enter the net value of nor Multiply line 4 by line 3 Enter 1% of net investme Add lines 5 and 6	Under Section 4940(e) for Re c private foundations subject to the leave this part blank. the section 4942 tax on the distri- not qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) for the 5-year base period - divided dation has been in existence if less incharitable-use assets for 2011 fr nt income (1% of Part I, line 27b)	educed Tax on Net Investment         ne section 4940(a) tax on net invest         ibutable amount of any year in the         ). Do not complete this part.         ir; see the instructions before makin         (c)         Net value of noncharitable-use assets         instruction         instruction         (c)         Net value of noncharitable-use assets         instruction         instruction         (c)         Net value of noncharitable-use assets         instruction         instruction         instruction         instruction         instruction         (c)         Net value of noncharitable-use assets         instruction         instruction	base perio	me.) d?	Yes No		

Part VI instructions.

Form	990-PF	(2011)

91-0793881 Page **4** 

Par	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	stru	ctions	<u>)</u>
1a	Exempt operating foundations described in section 4940(d)(2), check here  X and enter "N/A" on line 1.			
	Date of ruling or determination letter: 03/18/1986 (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check			N/A
	here  and enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of $J$			
	Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2 3			0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-       5			0
6	Credits/Payments:			
	2011 estimated tax payments and 2010 overpayment credited to 2011 6a			
	Exempt foreign organizations - tax withheld at source     6b       Tax paid with application for extension of time to file (Form 8868)     6c			
	Tax paid with application for extension of time to file (Form 8868)     6 c       Backup withholding erroneously withheld     6 d			
7 U	Total credits and payments. Add lines 6a through 6d			0
, 8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax   Refunded  11			
Par	t VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate		Yes	No
	or intervene in any political campaign?	1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the			
	instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or			
	distributed by the foundation in connection with the activities.			
С	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
	(1) On the foundation. ▶\$ (2) On foundation managers. ▶ \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
	on foundation managers. 🕨 \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			v
-	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	Х	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Х	
_b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b	21	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		
6	If "Yes," attach the statement required by General Instruction T. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
0	<ul> <li>By language in the governing instrument, or</li> </ul>			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that			
	conflict with the state law remain in the governing instrument?	6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	Х	
	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	ATTACHMENT-15			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General			
	(or designate) of each state as required by <i>General Instruction G? If "No," attach explanation</i>	8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			
	4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete			
	Part XIV	9	Х	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names			
	and addresses	10		Х

Form 990-PF (2011)

Form	<b>990-PF (2011)</b> CASEY FAMILY PROGRAMS 91-079	3881		Page 5
Pa	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		Х
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified			
	person had advisory privileges? If "Yes," attach statement (see instructions)	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address  WWW.CASEY.ORG			
14	The books are in care of ► CASEY FAMILY PROGRAMS Telephone no. ► 206-283	2-730	0	
	Located at ▶2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP+4 ▶ 98121-2	2641		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		🕨	•
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of			
	the foreign country			
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for			
	the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the			
	foundation agreed to make a grant to or to employ the official for a period after			
	termination of government service, if terminating within 90 days.) Yes 🛛 Yes			
b	o If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that			V
	were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private			
	operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
а	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and			
	6e, Part XIII) for tax year(s) beginning before 2011? Yes X No			
	If "Yes," list the years ,,, _,			
0	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section $4942(a)(2)$			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to	26		
	all years listed, answer "No" and attach statement - see instructions.) If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.	2b		
L L	<b>、</b>			
3 -	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
34	at any time during the year?			
h	of "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or			
L.	disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the			
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of			
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the			
	foundation had excess business holdings in 2011.)	3b		
4 -	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			X
	Did the foundation invest during the year any amount in a manner that would jeopardize its character purposes:	τa		_
	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? .	4b		Х
	The second			<u> </u>

1 01111	990-PF (2011) CASEY FAMILY	PROGRAMS		91-	0793881	Page <b>6</b>
Par	t VII-B Statements Regarding Activities f	or Which Form 4	720 May Be Requi	red (continued)		
5a	During the year did the foundation pay or incur any amo	unt to:				
	(1) Carry on propaganda, or otherwise attempt to influe	ence legislation (section	n 4945(e))?	Yes X N	o	
	(2) Influence the outcome of any specific public ele	ection (see section	1955); or to carry or	,		
	directly or indirectly, any voter registration drive?			Yes X N	o	
	(3) Provide a grant to an individual for travel, study, or o				o	
	(4) Provide a grant to an organization other than a	charitable, etc., org	anization described i	n		
	section 509(a)(1), (2), or (3), or section 4940(d)(2)?	(see instructions)		Yes X N	o	
	(5) Provide for any purpose other than religious, c					
	purposes, or for the prevention of cruelty to children			Yes X N	o	
b	If any answer is "Yes" to 5a(1)-(5), did any of the			ceptions described i	n	
	Regulations section 53.4945 or in a current notice regar					Х
	Organizations relying on a current notice regarding disas	ster assistance check h	iere			
с	If the answer is "Yes" to question 5a(4), does the					
	because it maintained expenditure responsibility for the				o	
	If "Yes," attach the statement required by Regulations see			·		
6a	Did the foundation, during the year, receive any fun		ectly, to pay premium	6		
	on a personal benefit contract?			Yes X N	o	
b	Did the foundation, during the year, pay premiums, dire			t?	6b	Х
	If "Yes" to 6b, file Form 8870.					
7a	At any time during the tax year, was the foundation a pa	arty to a prohibited tax	shelter transaction?	Yes X N	o	
	If "Yes," did the foundation receive any proceeds or have				7b	
	+ VIII Information About Officers, Director					
1	and Contractors List all officers, directors, trustees, foundation	managara and thai	r componention (coo	instructions)		
-		(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Expense	account
	(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation	other allow	
ידע						
T T T	TACHMENT 16	-	1,716,597.	45,750.		0
111			1,716,597.	45,750.		0
	<u>TACHMENT 16</u>		1,716,597.	45 <b>,</b> 750.		0
			1,716,597.	45,750.		0
			1,716,597.	45,750.		0
			1,716,597.	45,750.		0
			1,716,597.	45,750.		0
   2	Compensation of five highest-paid employees			· · · · · · · · · · · · · · · · · · ·	ions). If nor	0 ne, enter
				e 1 - see instructi	ions). If nor	0 ne, enter
  2	Compensation of five highest-paid employees "NONE."	(b) Title, and average	se included on line	e 1 - see instructi (d) Contributions to employee benefit	(e) Expense	account,
  2	Compensation of five highest-paid employees			e 1 - see instructi (d) Contributions to		account,
  2	Compensation of five highest-paid employees "NONE."	(b) Title, and average hours per week	se included on line	e 1 - see instructi (d) Contributions to employee benefit plans and deferred	(e) Expense	account,
  2 (a	Compensation of five highest-paid employees "NONE."	(b) Title, and average hours per week	se included on line	e 1 - see instructi (d) Contributions to employee benefit plans and deferred	(e) Expense	account,
  2 (a	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances
  2 (a	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances
  2 (a	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances
  2 (a	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances
  2 (a	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances
  2 (a	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances
  2 (a	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances
  2 (a	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances
 2 (a  	Compensation of five highest-paid employees "NONE." ) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	se included on line (c) Compensation	e 1 - see instructi (d) Contributions to employee benefit plans and deferred compensation	(e) Expense	account, vances

Form 990-PF (2011)	Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employ and Contractors (continued)	yees,
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE	."
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
ATTACHMENT 18	3,566,607
Total number of others receiving over \$50,000 for professional services	25
Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND	
ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR	
CHILDREN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES	103,554,518
2 STRATEGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES,	
COUNTIES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE MORE THAN 400,000 CHILDREN IN FOSTER CARE. THE	
3 FOUNDATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND	
PUBLISHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD	
WELFARE ISSUES. IT PARTNERS WITH COMMUNITY	
4 ORGANIZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS	
TO HELP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD	
WELFARE SYSTEM.	
Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3_NONE	
Total. Add lines 1 through 3	

Forr	n 990-PF (2011)		Page 8
Pa	rt X Minimum Investment Return (All domestic foundations must complete this part. Forei see instructions.)	gn four	ndations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	• • • • • • • • • • • • • • • • • • • •	1a	1,934,114,111.
b	Average of monthly cash balances	1b	103,997,423.
С	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,038,111,534.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3		3	2,038,111,534.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see		
	instructions) <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	4	30,571,673.
5		5	2,007,539,861.
6	Minimum investment return. Enter 5% of line 5	6	100,376,993.
Pa	<b>rt XI Distributable Amount</b> (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here $\blacktriangleright$ x and do not complete this p	oart.)	
1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2011 from Part VI, line 5 2a		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
С	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,		
	line 1 • • • • • • • • • • • • • • • • • •	7	
Pa	rt XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	103,554,518.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	1,784,748.
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	105,339,266.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.		
	Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,339,266.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when cal qualifies for the section 4940(e) reduction of tax in those years.	culating	g whether the foundation

Page	9
------	---

Pa	rt XIII Undistributed Income (see instru	ictions)			
		(a)	(b)	(c)	(d)
1	Distributable amount for 2011 from Part XI,	Corpus	Years prior to 2010	2010	2011
	line 7				
2	Undistributed income, if any, as of the end of 2011:				
а	Enter amount for 2010 only				
b	Total for prior years: 20_09_,20_08_,20_07_				
3	Excess distributions carryover, if any, to 2011:				
а	From 2006				
b	From 2007				
С	From 2008				
d	From 2009				
е	From 2010				
f	Total of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4: <b>S</b>				
а	Applied to 2010, but not more than line 2a				
	Applied to undistributed income of prior years				
ŭ	(Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2011 distributable amount				
е	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011				
	(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
а	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract				
	line 4b from line 2b				
с	Enter the amount of prior years' undistributed income for which a notice of deficiency has been				
	issued, or on which the section 4942(a) tax has				
	been previously assessed				
d	Subtract line 6c from line 6b. Taxable				
е	amount - see instructions Undistributed income for 2010. Subtract line				
	4a from line 2a. Taxable amount - see				
	instructions				
f	Undistributed income for 2011. Subtract lines				
	4d and 5 from line 1. This amount must be distributed in 2012				
7	Amounts treated as distributions out of corpus				
'	to satisfy requirements imposed by section				
	170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not				
-	applied on line 5 or line 7 (see instructions)				
9	Excess distributions carryover to 2012.				
	Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
	Excess from 2007				
	Excess from 2008				
	Excess from 2009				
	Excess from 2010				
e	Excess from 2011				Com 000 BE (2011)

Forn	n 990-PF (2011)	CASEY FAM	IILY PROGRAMS		91-	0793881 Page <b>10</b>
Ра	rt XIV Private Operation	ating Foundations (	see instructions and	I Part VII-A, questior	ı 9)	
1 a	If the foundation has r	eceived a ruling or d	etermination letter that	t it is a private opera	iting	
	foundation, and the ruling	g is effective for 2011, er	nter the date of the ruling		▶ 05/25/1972	
b	Check box to indicate whe				X 4942(j)	(3) or 4942(j)(5)
2 a		Tax year		Prior 3 years		(-) T-(-)
2 a	Enter the lesser of the ad- justed net income from Part	<b>(a)</b> 2011	<b>(b)</b> 2010	(c) 2009	( <b>d</b> ) 2008	(e) Total
	I or the minimum investment					
	return from Part X for each year listed	25,782,658.	41,815,707.	28,278,902.	67,412,550.	163,289,817.
b	85% of line 2a	21,915,259.	35,543,351.	24,037,067.	57,300,668.	138,796,345.
C	Qualifying distributions from Part XII, line 4 for each year listed	105,339,266.	104,698,562.	121,023,450.	133,680,141.	464,741,419.
d	-	,		,,		
	used directly for active conduct	1,836,328.	911,450.	678,170.	2,304,282.	5,730,230.
P	of exempt activities Qualifying distributions made	1,000,0101	311,1000	0,0,2,0,	2,001,2021	0,,00,200,
Ũ	directly for active conduct of					
	exempt activities. Subtract line	103,502,938.	103,787,112.	120,345,280.	131,375,859.	459,011,189.
3	2d from line 2c Complete 3a, b, or c for the	100,002,000.	100,101,112.	120/010/2001	101/070/000	100,011,100.
	alternative test relied upon:					
а	"Assets" alternative test - enter:					
	<ul><li>(1) Value of all assets</li><li>(2) Value of assets qualifying</li></ul>					
	under section					
b	4942(j)(3)(B)(i) "Endowment" alternative test-					
D	enter 2/3 of minimum invest-					
	ment return shown in Part X,					
	line 6 for each year listed	66,917,995.	62,879,693.	57,559,310.	73,830,745.	261,187,743.
с	"Support" alternative test - enter:					
	(1) Total support other than gross investment income					
	(interest, dividends, rents,					
	payments on securities loans (section 512(a)(5)),					
	or royalties)					
	(2) Support from general public and 5 or more					
	exempt organizations as provided in section 4942					
	(j)(3)(B)(iii)					
	(3) Largest amount of sup-					
	port from an exempt organization					
	(4) Gross investment income					

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

Information Regarding Foundation Managers: 1

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation а before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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

## NONE

## 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here EX if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

The name, address, and telephone number of the person to whom applications should be addressed: а

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

## c Any submission deadlines:

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

art XV Supplementary Information ( Grants and Contributions Paid Duri	ng the Year or Appr	oved for Fut	ture Payment	
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount
Grants and Contributions Paid Duri Recipient Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	Amount
<b>a</b> Paid during the year				
ATTACHMENT 19				
Total		••••••	▶ 3a	1,836,328
<b>b</b> Approved for future payment				
ATTACHMENT 20				

JSA 1E1491 1.000 2679BD D15X

Page	1	2
------	---	---

inter gross	and a sum the sum have a state sum size of in all sectors of	Icing Activ		Excluded by	section 512, 513, or 514	(e)	
Enter gross amounts unless otherwise indicated.		(a) (b)		i i		Related or exempt	
I Program	n service revenue:	(a) Business code	( <b>b)</b> Amount	(c) Exclusion code	<b>(d)</b> Amount	function income (See instructions.)	
a							
b							
c							
d							
e							
f							
•	and contracts from government agencies						
	ship dues and assessments			1.4	1 202		
	on savings and temporary cash investments			14	1,203.		
	ds and interest from securities			14	31,044,914.		
	al income or (loss) from real estate:						
	-financed property						
	debt-financed property						
	I income or (loss) from personal property						
	vestment income			18	15,859,302.		
	loss) from sales of assets other than inventory			10	13,039,302.		
	ome or (loss) from special events						
•	rofit or (loss) from sales of inventory						
			-749,742.		3,704,153.	73,259	
	ATTACHMENT 21		-/49,/42.		5,704,133.	15,255	
e	I. Add columns (b), (d), and (e)		-740 742		50,609,572.	73,259	
ine No.		v for which	income is reported i	n column (e	) of Part XVI-A contribu	ted importantly to t	
▼	Explain below how each activit accomplishment of the foundation	-		by providing	funds for such purposes		
•	accomplishment of the foundation	on's exempt	purposes (other than				
•	accomplishment of the foundation	on's exempt	purposes (other than R, KINSHIP, AND	ADOPTIVI	E		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA	TH FOSTE FE LOVIN	purposes (other than R, KINSHIP, AND G HOMES FOR YOU	ADOPTIVI TH IN IT:	E S		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		
•	accomplishment of the foundation CASEY COLLABORATES WI PARENTS TO PROVIDE SA DIRECT CARE. ALL REVE TO CARRY OUT THE EXEM	TH FOSTE FE LOVIN NUE LIST	purposes (other than R, KINSHIP, AND G HOMES FOR YOU ED IN COLUMN E	ADOPTIVI TH IN ITS HAS BEEN	E S USED		

Part 2	XVII	Information R Exempt Organ		ansfers To a	and Transact	ions and	d Relations	ships Witl	h Nono	chari	table	;
in o	i secti rganiz	organization direct on 501(c) of the Co ations? ers from the reportir	ode (other than	section 501(c	)(3) organizatior	ns) or in se	ection 527, r				Yes	No
		h	-							1a(1)		Х
		er assets								1a(2)		Х
		ransactions:										
(1	I) Sale	es of assets to a no	ncharitable exe	empt organizatio	on					1b(1)		Х
		chases of assets fro								1b(2)		Х
		ntal of facilities, equi								1b(3)		X
		mbursement arrang								1b(4)		X
(:	) Loa	ns or loan guarantee formance of service	es or mombors	hin or fundraisi	ing solicitations	• • • • •	• • • • • • •			1b(5) 1b(6)		X
		of facilities, equipr								10(0) 1c		X
		answer to any of th									fair m	arket
Vá	alue o	f the goods, other	assets, or serv	vices given by	the reporting fo	undation.	If the found	ation receiv	ed less	than	fair m	arket
Va	alue ir	n any transaction or	r sharing arran	igement, show	in column (d) t	he value o	of the goods	, other asse	ets, or s	ervice	s rec	eived.
(a) Line	no.	(b) Amount involved	(c) Name of	noncharitable exen	npt organization		cription of transfe	ers, transactions	s, and shar	ing arra	ngeme	nts
		N/A				N/A						
d	escrib	foundation directly ed in section 501(c) " complete the follo	) of the Code (o wing schedule.	other than secti	ion 501(c)(3)) or		527?		•••		es X	] No
		(a) Name of organizatio	n	(b) Ty	pe of organization		(	c) Description of	of relations	hip		
Sign	Under correct	penalties of perjury, I decla , and complete. Declaration o	are that I have exam f preparer (other than	nined this return, incl taxpayer) is based on	luding accompanying s all information of which	chedules and preparer has a	statements, and to ny knowledge.		y knowledg y the IRS			
Here								with	-			below
	Sign	ature of officer or trustee		Date		Title		(see	e instruction	s)?	Yes	No
		Print/Type preparer's	name	Preparer's	sianature		Date	Charl		TIN_		
Paid					XXXXXXXX	XXXX		Check 12 self-em	ע ויי 🔄 🛉		XX	ĸХ
Prepa	irer			oung US,		- 17 17 17 17 1	-+	Firm's EIN			<del>ŝXIX</del>	X
Use C	Dnly	Firm's address	11 Monume	ent Circl	le, Suite	2600						
		Í	ndianapo	lis, IN	46204			Phone no.	317-6	•8⊺-	-700	0

Gross sale price less expenses of sale	Depreciation		Description					Date sold
	allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	D	acquired Gain or (loss)	
1125820018		PUBLICLY TRA PROPERTY TY 1120048598 PUBLICLY TRA	ADED SECURI' PE: SECURIT	IIES-ST IES		P	5,771,420.	
235017451.		PROPERTY TYP 185500412.					49517039.	
930.		ABRY ASF PROPERTY TYP	PE: OTHER			Ρ	930.	
9,887.		AXIOM ASIA I PROPERTY TYP				Ρ	9,887.	
184,265.		CARLYLE PART PROPERTY TYP				P	184,265.	
		CHARLESBANK PROPERTY TYP 15,242.				Ρ	-15,242.	
9,448.		CVC EUROPEAN PROPERTY TYI				Ρ	9,448.	
5 <b>,</b> 778.		HORSLEY BRII PROPERTY TYI				P	5,778.	
69.		HORSLEY BRII PROPERTY TYI				Ρ	69.	
89,054.		OCM OPPORTUN PROPERTY TYP				Ρ	89,054.	
133,291.		OCM OPPORTUN PROPERTY TYP				Ρ	133,291.	
		SIGULER GUFF PROPERTY TYP 4,042.				Ρ	-4,042.	

CASEY FAMILY PROGRAMS

Kind of Property		Description			P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
201,064.	unowable	WAYZATA PROPERTY TY		1 12131103		Р	201,064.	
		SECTION 125 PROPERTY TY 10,807.	PE: OTHER	SES FROM K-	1 ST	P	-10,807.	
		ACTIC FUND PROPERTY TY 351,000.	PE: OTHER			P	-351,000.	
		AIG ASIA RE PROPERTY TY 245,479.	PE: OTHER			P	-245,479.	
		AIG EURO II PROPERTY TY 218,472.	PE: OTHER			P	-218,472.	
65 <b>,</b> 475.		AXIOM ASIA PROPERTY TY	PE: OTHER			Р	65 <b>,</b> 475.	
807,711.		CARLYLE PAR PROPERTY TY				P	807,711.	
263,994.		CHARLESBANK PROPERTY TY				P	263,994.	
4,836.		CHARTERHOUS PROPERTY TY 26,578.				P	-21,742.	
290,783.		CVC EUROPEA PROPERTY TY				P	290,783.	
		GS VINTAGE PROPERTY TY 314,715.				P	-314,715.	
20,783.		GS VINTAGE PROPERTY TY 265,753.				P	-244,970.	

Kind of F	Property		Descri	ption		P or D	Date acquired	Date sold
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over		Gain or	
expenses of sale	allowable	basis	12/31/69	12/31/69	adj basis	+	(loss)	
		HELLMAN & F	RIEDMAN VI			Р		
100 140		PROPERTY TY	PE: OTHER				100 140	
128,142.							128,142.	
		HORSLEY BRI				Р		
233,132.		PROPERTY TY	PE: OTHER				233,132.	
233,132.							233,132.	
		HORSLEY BRI				Р		
8,100.		PROPERTY TY	PE: OTHER				8,100.	
-,							.,	
		INVESCO ASI. PROPERTY TY				Ρ		
		225,000.	PE: UINER				-225,000.	
		INVESCO ASI. PROPERTY TY	A REAL ESTAT PE• OTHER	E II		P		
1,258,538.							1,258,538.	
		INVESCO COD		P		Р		
		PROPERTY TY	E REAL ESTAT PE: OTHER	Ľ		P		
		PROPERTY TY	E REAL ESTAT PE• OTHER	E II		Р		
		JORDAN- RES				Ρ		
		PROPERTY TY 2.	PE: OTHER				-2.	
		OAKTREE EUR				Р		
		5,528.					-5,528.	
			_					
		OAKTREE MEZ PROPERTY TY				Ρ		
		555 <b>,</b> 278.					-555,278.	
		OCM OPPORTU	NITTIES VII			P		
		PROPERTY TY						
141,363.							141,363.	
		OCM OPPORTU	NITIES VIIB			P		
		PROPERTY TY						
458,663.							458,663.	
A								

Depreciation allowed/	Cost or		Description			acquired	Date sold
allowable	other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	D	Gain or (loss)	
anowabie	ONSET II		1 12/31/03		P	2,258.	
					P	-111,070.	
	PROPERTY TY 1,021,423.	PE: OTHER			Ρ	-212,508.	
	PROPERTY TY 25498627.	PE: OTHER			P	-9707170.	
	PROPERTY TY	PE: OTHER			Ľ	159,293.	
					P	474,643.	
			ISH)		Ρ	483,141.	
	TCV VII PROPERTY TY	PE: OTHER			P	24,603.	
	WAYZATA PROPERTY TY	PE: OTHER			P	458,541.	
			SES FROM K-	1 LT	Р	-16,210.	
			ISH)		P	13,376.	
SS)						48934766.	
	SS)	PRUDENTIAL PROPERTY TY 11372847. PRUDENTIAL PROPERTY TY 1,021,423. PRUDENTIAL PROPERTY TY 25498627. SIGULER GUF PROPERTY TY SPLITROCK I PROPERTY TY STEPSTONE P PROPERTY TY TCV VII PROPERTY TY WAYZATA PROPERTY TY SECTION 125 PROPERTY TY 16,210.	PRUDENTIAL PRISA II PROPERTY TYPE: OTHER 1,021,423. PRUDENTIAL PRISA III PROPERTY TYPE: OTHER 25498627. SIGULER GUFF PROPERTY TYPE: OTHER SPLITROCK II PROPERTY TYPE: OTHER STEPSTONE PIONEER (PAR PROPERTY TYPE: OTHER TCV VII PROPERTY TYPE: OTHER WAYZATA PROPERTY TYPE: OTHER SECTION 1256 GAINS/LOS PROPERTY TYPE: OTHER 16,210. STEPSTONE PIONEER (PAR PROPERTY TYPE: OTHER 263.	PRUDENTIAL PRISA I PROPERTY TYPE: OTHER 11372847. PRUDENTIAL PRISA II PROPERTY TYPE: OTHER 1,021,423. PRUDENTIAL PRISA III PROPERTY TYPE: OTHER 25498627. SIGULER GUFF PROPERTY TYPE: OTHER SPLITROCK II PROPERTY TYPE: OTHER STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHER TCV VII PROPERTY TYPE: OTHER MAYZATA PROPERTY TYPE: OTHER SECTION 1256 GAINS/LOSSES FROM K-PROPERTY TYPE: OTHER 16,210. STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHER 263.	PRUDENTIAL PRISA I PROPERTY TYPE: OTHER 11372847. PRUDENTIAL PRISA II PROPERTY TYPE: OTHER 1,021,423. PRUDENTIAL PRISA III PROPERTY TYPE: OTHER 25498627. SIGULER GUFF PROPERTY TYPE: OTHER SPLITROCK II PROPERTY TYPE: OTHER STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHER TCV VII PROPERTY TYPE: OTHER WAYZATA PROPERTY TYPE: OTHER SECTION 1256 GAINS/LOSSES FROM K-1 LT PROPERTY TYPE: OTHER 16,210. STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHER	PRUDENTIAL PRISA I PROPERTY TYPE: OTHER 11372847.P PRUDENTIAL PRISA II PROPERTY TYPE: OTHER 25498627.P P PROPERTY TYPE: OTHER 25498627.SIGULER GUFF PROPERTY TYPE: OTHERP PROPERTY TYPE: OTHERSPLITROCK II PROPERTY TYPE: OTHERP PROPERTY TYPE: OTHERTCV VII PROPERTY TYPE: OTHERP PROPERTY TYPE: OTHERWAYZATA PROPERTY TYPE: OTHERP SECTION 1256 GAINS/LOSSES FROM K-1 LT PROPERTY TYPE: OTHER 16,210.STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHERP P	2,258.PRUDENTIAL PRISA IPROPERTY TYPE: OTHER11372847.PRUDENTIAL PRISA IIPROPERTY TYPE: OTHER1,021,423.PRUDENTIAL PRISA IIIPROPERTY TYPE: OTHER25498627.SIGULER GUFFPROPERTY TYPE: OTHERPROPERTY TYPE: OTHERSPLITROCK IIPROPERTY TYPE: OTHERPROPERTY TYPE: OTHER16,210.STEPSTONE PIONEER (PARISH)PROPERTY TYPE: OTHER16,210.STEPSTONE PIONEER (PARISH)PROPERTY TYPE: OTHER16,210.STEPSTONE PIONEER (PARISH)PROPERTY TYPE: OTHER16,210.STEPSTONE PIONEER (PARISH)PROPERTY TYPE: OTHER13,376.

## Schedule B

(Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service

## Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

Employer identification number

Name of the organization							
CASEY	FAMILY	PROGRAMS					

Organization type (check one):

31	-0	7	0	С	0	0	1
ッエ	-0	1	2	J	0	0	Τ.

Filers of:	Section:
Form 990 or 990-EZ	501(c)( ) (enter number) organization
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	527 political organization
Form 990-PF	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation

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

## General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

## **Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization CASEY FAMILY PROGRAMS

Employer identification number 91-0793881

Part I	Contributors (see instructions). Use duplicate copies of Pa		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1 _	ALAMEDA COUNTY SOCIAL SERVICES	-	Person X
	24100 AMADOR STREET	\$142,218.	Payroll Noncash
	HAYWARD, CA 94544		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2_	IDAHO STATE CONTROLLER	_	Person X
	P.O. BOX 83720	\$136,070.	Payroll Noncash
	BOISE, ID 83720	-	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	SAN DIEGO HEALTH AND HUMAN SERVICES		Person X
	1700 PACIFIC HIGHWAY	<b>\$</b> 108,713.	Payroll Noncash
	SAN DIEGO, CA 92101	-	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	STATE OF ARIZONA - CHILDS	_	Person X
	P.O. BOX 6123	\$191,816.	Payroll Noncash
	PHOENIX, AZ 85005	-	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	WA DEPT. SOCIAL & HEALTH SERVICES	_	Person X
	P.O. BOX 45845	\$185,298.	Payroll Noncash
	OLYMPIA, WA 98504	-	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6	GEORGE FAHEY UNITRUST	_	Person
		<b>\$</b> 1,230,619.	Payroll
	C/O BNY MELLON CENTER, 500 GRANT STREET	\$1,230,619.	Noncash

1E1253 1.000 2679BD D15X

JSA

010

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

## Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number 91-0793881

Part I	<b>Contributors</b> (see instructions). Use duplicate copies of Part I if additional space is needed.								
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution						
7 _	MARGUERITE RYAN UNITRUST C/O BNY MELLON CENTER, 500 GRANT STREET PITTSBURGH, PA 15258	\$1,231,671.	PersonXPayrollImage: Complete Part II if there is a noncash contribution.)						
(a)	(b)	(c) Total contributions	(d) Type of contribution						
<u>No.</u>	Name, address, and ZIP + 4	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)						
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution						
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)						
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution						
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)						
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution						
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)						
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution						
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)						

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

JSA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organ	ization	CASEY	FAMILY	PROGRAMS

91-0793881

Employer identification number

	(c)	
(b) Description of noncash property given	FMV (or estimate) (see instructions)	(d) Date received
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	Description of noncash property given         (b)         Description of noncash property given	Description of noncash property given     PWV (or estimate) (see instructions)       (b)     (c)       Description of noncash property given     (see instructions)       (b)     (c)       (c)     FMV (or estimate)       (see instructions)     (c)       (b)     (c)       Description of noncash property given     (c)       (b)     (c)       (c)     FMV (or estimate)       (see instructions)     (c)       (b)     FMV (or estimate)       (see instructions)     (c)       (b)     FMV (or estimate)       (see instructions)     (c)       (b)     (c)       (b)     (c)       (b)     (c)       (c)     FMV (or estimate)       (see instructions)     (c)       (b)     (c)       (b)     (c)       (b)     (c)       (c)     FMV (or estimate)

V 11-6

me of organiza	tion CASEY FAMILY PROGRAMS			Employer identification number				
out III Evolu	and value and the sta		to cootion E01/	91-0793881				
that t	sively religious, charitable, etc., otal more than \$1,000 for the y	ear. Complete columns (a	a) through (e) an	d the following line entry.				
contr	rganizations completing Part III, e ibutions of <b>\$1,000 or less</b> for the	e year. (Enter this informat	ly religious, char ion once. See in	structions.) ►\$				
	duplicate copies of Part III if addition	onal space is needed.						
a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held				
		(e) Transfer of gi						
	Transferee's name, address, a	nd ZIP + 4	Relationshi	p of transferor to transferee				
a) No. from	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held				
Part I								
	(e) Transfer of gift							
	Transferee's name, address, a	nd ZIP + 4	Relationshi	p of transferor to transferee				
i) No. rom Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held				
			_					
		ft						
	Transferee's name, address, a	nd ZIP + 4	Relationshi	p of transferor to transferee				
) No. rom Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held				
	Transferee's name, address, a			p of transferor to transferee				
			Sc	hedule B (Form 990, 990-EZ, or 990-PF)				

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

010

Page 4

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPLANATION FOR LINE 9 INCOME MODIFICATIONS PAGE 1 PART 1 LINE 9

CASEY HAD A SALE OF ASSETS OF \$394, REIMBURSMENT OF EXPENSES OF \$51,819 AND RETURNED GRANTS OF \$8,300 FOR A TOTAL OF \$60,513.

# FORM 990PF, PART I - OTHER INCOME

ADJUSTED NET	<u>INCOME</u> 12,746.		-475,844.	-463,098.
NET INVESTMENT	INCOME		273,898.	273,898.
REVENUE AND EXPENSES	<u>PER BOOKS</u> 13,140.	51, 819. 8, 300.	2,954,411.	3,027,670.
	DESCRIPTION MISC. INCOME	REIMBURSED EXPENSES RETURNED GRANTS	INCOME FROM PRIVATE EQUITY PARTNERSHIPS OTHER INCOME FROM K-1S	TOTALS

ATTACHMENT 1

 $\sim$ ATTACHMENT

FORM 990PF, PART I - LEGAL FEES

CHARITABLE PURPOSES	21, 651. 21, 150. 36, 565. 184, 559. 48, 179. 32, 500.	344,604.
ADJUSTED NET INCOME	173,950.	173,950.
NET INVESTMENT INCOME	173,950.	173,950.
REVENUE AND EXPENSES PER BOOKS	21,651. 21,150. 36,565. 358,509. 48,179. 32,500.	518,554.
DESCRIPTION	CAPLIN & DRYSDALE KIPLING LAW GROUP PLLC LITTLER MENDELSON FASTIFF STOEL RIVES LLP VARIOUS ATTORNEYS AND COSTS SETTLEMENT COSTS	TOTALS

FORM 990PF, PART I - ACCOUNTING FEES

CHARITABLE PURPOSES	130,721. 16,708. 16,103. 25,365.	188,897.
ADJUSTED NET INCOME	23,069. 10,735.	33,804.
NET INVESTMENT INCOME	23,069. 10,735.	33, 804.
REVENUE AND EXPENSES PER BOOKS	153,790. 16,708. 26,838. 25,365.	222,701.
DESCRIPTION	ERNST & YOUNG LLP JACOBSON JARVIS & CO. PLLC JESSE THOMAS GRAYSTON, CPA VOLDAL WARTELLE & CO. P.S.	TOTALS

PROGRAMS
ТY
FAMI ]
SEY
CAS

91-0793881

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

CHARITABLE <u>PURPOSES</u>		563,628.	95,000. 208,952. 71,667. 80,850. 381,956. 51,439. 57,568. 53,914. 65,520. 30,720. Attachment 4
ADJUSTED NET INCOME	86,584. 86,584. 86,834. 595,091. 758,323. 758,323. 758,323. 759,193. 350,193. 380,451. 380,451. 382,548. 382,548.	40,42 40,42 44,00 53,50 38,50 61,48	
NET INVESTMENT <u>INCOME</u>	86,584. 86,584. 86,834. 595,091. 595,091. 758,323. 758,323. 758,323. 758,323. 758,323. 758,323. 758,323. 758,509. 360,451. 360,451. 360,451.	61 61 61 61 61 61 61 61 61 61	
REVENUE AND EXPENSES PER BOOKS	98700919191890000 180000197380190000	44,05 44,05 18,50 4,00 1,50 4,00 1,50 4,00 1,50 4,00 4,00 4,00 4,00 4,00 4,00 4,00 4	000 000 000 000 000 000 000 000
DESCRIPTION	ALTHEIA ALTRINSIC ARBOR CAPITAL ARROWSTREET BNY MELLON BAILLIE GIFFORD BGI DELAWARE DODGE & COX EIM MANAGEMENT INC. EIM MANAGEMENT INC. ENNIS, KNUPP & ASSOC. GLENROCK CAPITAL ADVISERS, LLC GLENROCK CAPITAL ADVISERS, LLC GOLDMAN SACHS INSTSHAREHOLDERS ORG PORTFOLLO MANAGEMENT LLC	IRS ICO FOLIO MANAGEMENT TECHN METRICS NRERG US	

010

V 11-6

2679BD D15X

# FORM 990PF, PART I - OTHER PROFESSIONAL FEES

CHARITABLE PURPOSES	102,314. -21,577.	. 1,823,781.
ADJUSTED NET INCOME		6,656,058.
NET INVESTMENT <u>INCOME</u>		6,656,058.
REVENUE AND EXPENSES PER BOOKS	102,314.	8,501,416.
DESCRIPTION	WALDRON & COMPANY LESS 50% MEALS DISALLOWED	TOTALS

## FORM 990PF, PART I - TAXES

CHARITABLE PURPOSES	5,667. 12,810. 2,710. 526.	21,713.
ADJUSTED NET INCOME	<b>4,</b> 302. 382,996.	387,298.
NET INVESTMENT INCOME	4,302. 382,996.	387,298.
REVENUE AND EXPENSES PER BOOKS	5,667. 12,810. 2,710. 4,302.	26,015.
DESCRIPTION	LICENSING PROPERTY TAXES EXCISE AND B & O TAXES SALES AND USE TAXES UNRELATED BUSINESS INCOME TAX FOREIGN TAXES FROM K-1'S	TOTALS

CASEY FAMILY PROGRAMS

91-0793881

ATTACHMENT 6

ENSES	
OTHER 1	
I	
н	
PART	
990PF,	
FORM	

	CHARITABLE DIIP DOCFC	198 <b>,</b>	21,5	84,590.	5, 8	<b>'</b> 9	<b>с</b>	1,8	243,101.	<b>`</b> 0	01,5	ς,	63,16	Γ.	<b>'</b> 9	4,9	4,62	40,2	609,544.		3,000,738.		-189,532.	43,150,289.
ADJUSTED	NET INCOMF	TLIOONT																		954,605.		7,994,075.		8,948,680.
NET	INVESTMENT TNCOMF																			954,605.		7,994,075.		8,948,680.
REVENUE AND	EXPENSES DFP ROOKS	35, 198, 8	21,58	84,590.	5,85	6,75	3,46	$\sim$	,10	70,32	01,56	, 32	9	24,76	$\circ$	4,	14,62	40,2	-					41,293,688.
	DFSCPTDTTON	YOUTH AND FAMILY SUPPORT SERVI	ROMOTIO	AUTOMOBILE EXPENSE	BANK FEES	BOT DEFERRED GAINS	COMMUNICATIONS	DATA PROCESSING	DUES AND MEMBERSHIPS	EQUIPMENT RENTAL/LEASE	LIABILITY INSURANCE	MISCELLANEOUS	MOVING EXPENSE	OFFICE SUPPLIES, POSTAGE	RECRUITMENT EXPENSES	REPAIRS & MAINTENANCE	SOFTWARE & FIXED ASSETS <\$1000	STAFF TRAINING AND DEVELOPMENT	TEMPORARY HELP	EXP. ALLOCATION TO INV. INCOME	ACCRUAL TO CASH ADJUSTMENT	INV. EXPENSES FROM K-1	LESS 50% MEALS DISALLOWED	TOTALS

- PREPAID EXPENSES AND DEFERRED CHARGES PART II FORM 990PF,

ENDING <u>FMV</u>	259,870. 24,771. 861,475. 1,146,116.
ENDING BOOK VALUE	259,870. 24,771. 861,475. 1,146,116.
	TOTALS
DESCRIPTION	PREPAID INSURANCE PREPAID RENT PREPAID OTHER

ATTACHMENT 7

# FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

## DESCRIPTION

US OBLIGATIONS STATE OBLIGATIONS SEE ATTACHMENTS FOR DETAIL US OBLIGATIONS TOTAL

IT 8	ENDING <u>FMV</u>	92,363,314. 11,590,788.	103,954,102.
ATTACHMENT 8	ENDING BOOK VALUE	88,517,822. 10,713,786.	99,231,608.

STOCK	
CORPORATE	
- II	
PART .	
990PF,	
	1

## DESCRIPTION

COMMON AND PREFFERED STOCK SEE ATTACHMENTS FOR DETAIL TOTALS

ENDING <u>FMV</u>	1,039,736,589.	1,039,736,589.
ENDING BOOK VALUE	1,016,504,797.	1,016,504,797.

BONDS	
CORPORATE	
I	
ΙΙ	
PART	
990PF,	
FORM	

DESCRIPTION

CORPORATE BONDS SEE ATTACHMENTS FOR DETAIL TOTALS

ATTACHMENT 10

ENDING <u>EMV</u>	234,505,635.	234,505,635.
ENDING BOOK VALUE	221,032,060.	221,032,060.

INVESTMENTS	
· OTHER	
Ι	
ΙI	
PART	
ΡF,	
990	
FORM	

DESCRIPTION

OTHER INVESTMENTS SEE ATTACHMENTS FOR DETAIL TOTALS

1 1

ATTACHMENT

ENDING

ENDING

FMV	476,322,021.	476,322,021.
BOOK VALUE	481,004,998.	481,004,998.

PROGRAMS	
FAMILY	
CASEY	

91-0793881

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

2	2	ENDING BALANCE		6,765,607.	6,732,978.	475,288.	1,314,062.	15287935.
ATTACHMENT 12	ECIATION DETAI	DISPOSALS						
	ACCUMULATED DEPRECIATION DETAIL	ADDITIONS		739,569.	1,032,168.	34,167.	1,086,300.	
	ACC	BEGINNING BALANCE		6,026,038.	5,700,810.	441,121.	227,762.	12395731.
				÷				1 41
		ENDING BALANCE	4,454,679.	23337948.	9,764,677.	520,601.	11365319.	49443224.
	FIXED ASSET DETAIL	DISPOSALS						
	FIXED A.	ADDITIONS						
I		BEGINNING BALANCE	4,454,679.	23337948.	9,764,677.	520,601.	11365319.	49443224
		METHOD/ CLASS	ц	SL	SL	SL	SL	
		ASSET DESCRIPTION	LAND	BUILDING	FURNITURE AND FIXT	AUTOMOBILES	LEASEHOLD IMPLOVEM	TOTALS

2679BD D15X

# FORM 990PF, PART II - OTHER ASSETS

## DESCRIPTION

RECEIVABLE	ID DIVIDENDS RECEIVA	N IN PROGRESS		OTHER NON CURRENT ASSETS	DEFERRED COMP PLAN
	ENDS	OGRES		ASSET	PLAN
되	IUIDI	N PR(		ENT	COMP
IVAB	AND D			CURR	RED
RECE	EST 7	RUCTJ	ITS	NON	DEFEF
MISC.	INTEREST	CONSTRUCTION	DEPOSITS	THER	457F ]

## TOTALS

ENDING <u>EMV</u>	502,880. 2,237,462. 123,062. 62,991. 250,005. 449,758.	3,626,158.
ENDING BOOK VALUE	502,880. 2,237,462. 123,062. 62,991. 250,005. 449,758.	3,626,158.

## FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
BOT DEFERRED INCOME & INTEREST	1,132,845.
DEFERRED RENT	2,573,783.
DEFFERED LEASE INCENTIVE	6,920,611.
INSURANCE CLAIM RESERVE	500,600.
UNCLAIMED PROPERTY	2,676.

TOTALS

11,130,515.

FORM 990PF, PART VII-A, LINE 8A - STATES

AL, AK, AZ, CA, CO, DC, FL, GA, HI, ID, IL, IN, KY, LA, ME, MD, MA, MI, MN, MO, NV, NJ, NY, NC, OH, OR, PA, SC, SD, TX, WA, WV, WY,

PROGRAMS
FAMILY
CASEY

91-0793881

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

ATTACHMENT 16

	0	0	0	0	0	0
CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	O	0	O	0	0	0
COMPENSATION	156,291.	142,860.	142,849.	142,870.	150,070.	142,887.
TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CHAIR 47.00	VICE CHAIR 21.00	TREASURER 23.00	CORP. SECRETARY 17.00	TRUSTEE 16.00	TRUSTEE 28.00
NAME AND ADDRESS	SHELIA EVANS-TRANUMN 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	JOAN B POLIAK 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	SHARON MCDANIEL 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	AMERICA Y BRACHO 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	GARY R SEVERSON 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	DAVID MILLS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641

ATTACHMENT 16

2679BD D15X

CASEY FAMILY PROGRAMS

91-0793881

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

ATTACHMENT 16 (CONT'D)

	0	0	
CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	0	45,750.	45,750.
COMPENSATION	142,849.	695,921.	1,716,597.
TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	TRUSTEE 16.00	PRESIDENT AND CEO 40.00	GRAND TOTALS
NAME AND ADDRESS	ROBERT A WATT 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	WILLIAM C BELL PHD 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	

ATTACHMENT 16

<b>GRAM</b>
F'AMLLY
A.

EMPLOYEES	
PAID	
HIGHEST	
FIVE	
THE	
ЧO	
COMPENSATION O	
Ι	
VIII	
PART	
990PF,	

330FF, FAKI VIII - CUI	MEENSALTON OF	Y3UFF, FAKI VIII - COMFENNATION OF INE FIVE NIGNENI FAID EMFLOIEEN	CTTOLING CONTRACTOR	ATTACHMENT 17	
NAME AND ADDRESS		TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
JOSEPH A BOATENG 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	00	CHIEF INV. OFFICER 40.00	1,032,472.	45,750.	0
DAVID A DANIELSON 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	00	EVP OF ADMIN AND CFO 40.00	380,947.	45,750.	0
DAVID B SANDERS 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	0	EVP SYSTEMS IMPROVMT 40.00	357,119.	45,750.	0
ALEXANDRA MCKAY 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	0	EVP CHIEF COUNSEL 40.00	295,530.	45,750.	0
LAURA SAGAN 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	00	EVP HR & COMM 40.00	277,351.	45,750.	0
		TOTAL COMPENSATION	2,343,419.	228,750.	

## 990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

	ATTACHMEI	NT 18
NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BNY-MELLON ONE WALL STREET, 32 FLOOR NEW YORK, NY 10277	INVESTMENT CUSTODIAN	813,208.
BAILLIE GIFFORD 757 THIRD AVENUE, 17TH FLOOR NEW YORK, NY 10017	INVESTMENT MANAGER	758,323.
EIM MANAGMENT INC. 750 LEXINGTON AVE, 27TH FLOOR NEW YORK, NY 10022	INVESTMNT CONSULTANT	729,167.
ARBOR CAPITAL 100 CORPORATE PARKWAY, SUITE 136 AMHERST, NY 14226	INVESTMENT MANAGER	670,818.
ARROWSTREET 200 CLARENDON STREET, 30TH FLOOR BOSTON, MA 02116	INVESTMENT MANAGER	595,091.
TOTAL COMPENSAT	ION	3,566,607.

2679BD D15X

V 11-6 010

PROGRAMS	
FAMILY	
CASEY	

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 19

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA YOUTH CONNECTION 604 MISSION STREET SAN FRANCISCO, CA 94105	N/A 509(A)(2)	TO SUPPORT AND PAY EXPENSES ASSOCIATED WITH THE JAN 21, 2011 "DAY AT THE CAPITAL" CONFERENCE AND THE AUG. 31, 2011 LEADERSHIP AND POLICY CONFERENCE.	30,000.
CITY YEAR INC., SEATTLE BRANCH 2203 23RD AVE S, SUITE 101 SEATTLE, WA 98114	N/A 509(A)(1)	TO SUPPORT CITY YEAR'S RIPPLES OF HOPE 8TH ANNUAL GALA IN SEATTLE ON APRIL 27, 2011.	10,000.
FOUNDATION FOR EARLY LEARNING 615 - 2ND AVE, SUITE 525 SEATTLE, WA 98104	N/A 509(A)(1)	TO SUPPORT THE FOUNDATION FOR EARLY LEARNING AND THE 2011 LEADERSHIP LUNCHEON TO SUPPORT EARLY EDUCATION WHICH WILL TAKE PLACE IN SEATTLE ON MARCH 18,2011.	5,000.
GRANTMAKERS FOR CHILDREN, YOUTH & FAMILIES 8757 GEORGIA AVENUE SILVER SPRINGS, MD 20910	N/A 509(A)(1)	TO SUPPORT 2011 ANNUAL CONFERENCE ON WHAT COUNTS AND WHAT WORKS: PEOPLE, PRACTICE AND POLICY IN SAN FRANCISCO ON SEPT. 11-14, 2011.	10,000.
KING COUNTY BAR FOUNDATION 1200 FIFTH AVE, SUITE 600 SEATTLE, WA 98101	N/A 509(A)(1)	TO SUPPORT PRO BONO PROGRAMS AND SCHOLARSHIPS FOR MINORITY LAW STUDENTS.	150.
AMERICAN CIVIL LIBERTIES UNION WASHINGTON ENDOWMEN 901 FIFTH AVE., SUITE 630 SEATTLE, WA 98164	N/A 509(A)(3) TYPE 1	TO HELP SUPPORT ACLU'S ANNUAL BILL OF RIGHTS CELEBRATION DINNER IN SEATTLE ON NOV. 4, 2011.	5,000.

CASEY FAMILY PROGRAMS

## 91-0793881

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006 LOS ANGELES, CA 90048	N/A 509(A)(1)	TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 28, 2011.	25,000.
NATIONAL ASSOCIATION OF SOCIAL WORKERS (NASW) FOUN 750 FIRST STREET NE, SUITE 700 WASHINGTON, DC 20002	N/A 509(A)(3) TYPE 1	TO HELP NASW TO PROVIDE ADDITIONAL RESOURCES TO ENABLE THE FOUNDATION TO PROVIDE EDUCATION AND SUBJECT MATTER EXPERTISE REGARDING CHILD WELFARE SERVICES AND PROGRAMS.	150,000.
ONE CHURCH ONE CHILD OF ILLINOIS 431 S. DEARBORN, SUITE 1103 CHICAGO, IL 60605	N/A 509(A)(1)	TO SUPPORT "AN EVENING WITH JUDGE JOE BROMN" EVENT IN CHICAGO ON OCT. 14, 2011.	2,500.
PROJECT WE FOUNDATION INC. 2110 ARTESIA BLVD, SUITE B-411 REDONDO BEACH, CA 90278	N/A 509(A)(1)	TO SUPPORT PROJECT WE'S 2011 2ND ANNUAL BLUE RIBBON AFFAIR IN LAS VEGAS ON JUNE 25,2011.	10,000.
SENIOR SERVICES OF SEATTLE KING COUNTY 2208 ZND AVE, SUITE 100 SEATTLE, WA 98121	N/A 509(A)(1)	TO SUPPORT SENIOR SERVICES AND THEIR 2011 EVENT	700.
SICANGU CHILD & FAMILY SERVICES EAST HICHWAY 18/SGU CAMPUS P O BOX 1047 MISSION, SD 57555	N/A INDIAN TRIBE	TO HELP IN ESTABLISHING LONG TERM SUSTAINABILITY AND IMPROVE PROGRAMS WITH THE ULTIMATE GOAL OF MOVING YOUTH IN RST'S TRIBAL CHILD WELFARE SYSTEM TO LEGAL PERMANENCE	50,000.

CASEY FAMILY PROGRAMS

## 91-0793881

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASSOC. OF BLACK FOUNDATION EXECUTIVES 55 EXCHANGE PLACE NEW YORK, NY 10555	N/A 509(A)(1)	THE PURPOSE OF THIS GRANT IS TO GENERATE CLUSTERS OF INFORMATION AROUND BROAD ISSUES THAT CURRENTLY INFLUENCE AND DISTRESS BLACK FAMILLES AND COMMUNITIES, AND IN DOING SO IDENTIFY POTENTIAL PHILANTHROPIC ACTION THAT WILL SUPPORT TRANSFORMATION IN BLACK COMMUNITIES.	50,000.
ASSOC. OF BLACK FOUNDATION EXECUTIVES 55 EXCHANGE PLACE NEW YORK, NY 10555	N/A 509(A)(1)	TO HELP SUPPORT THE 2011 ANNUAL CONFERENCE AND JAMES A. JOSEPH LECTURE & AWARDS CEREMONY IN PHILADELPHIA ON APRIL 8-10, 2011.	15,000.
BLACK ADMINISTRATORS IN CHILD WELFARE 900 SECOND STREET NE, SUITE 202 WASHINGTON, DC 20002	N/A 509(A)(1)	TO SUPPORT BACW'S 2011 BLACK ADMINISTRATORS IN CHILD WELFARE CONFERENCE IN PHILADELPHIA ON MAY 15-17, 2011.	10,000.
CENTER FOR CHILDREN & YOUTH JUSTICE 615 2ND AVE, SUITE 275 SEATTLE, WA 98104	N/A 509(A)(1)	TO SUPPORT THE PHILANTHROPISTS FORUM	10,000.
CENTRAL AREA SENIOR CENTER 500 30TH AVENUE SOUTH SEATTLE, WA 98144	N/A 509(A)(1)	TO BE USED FOR KINSHIP FAMILY SUPPORT, (FOOD CLOTHING CHRISTMAS GIFTS), TO KINSHIP CAREGIVERS IN KING COUNTY.	7,500.
CHAPIN HALL CENTER FOR CHILDREN 1313 EAST 60TH ST CHICAGO, IL 60637	N/A 509(A)(1)	TO HELP ENROLL NEBRASKA IN CHAPIN HALL'S CENTER FOR STATE FOSTER CARE AND ADOPTION DATA AND TO FACILITATE CHAPIN HALL PROVIDING TECHNICAL ASSISTANCE TO NEBRASKA WITH REGARDS TO THE DATA	30,000.

CENTER.

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIFIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIFIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S ALLIANCE	N/A	TO SUPPORT THE CHILDREN'S ALLIANCE 2011 VOICES	2,500.
/18 6IH AVENUE SOUTH Seattle, WA 98104	(T) (V) (T)	FUK CHILDREN AWAKUS LUNCHEON IN SEATTLE UN JUNE 7, 2011.	
CITY YEAR INC., SEATTLE BRANCH	N/A	TO HELP SUPPORT CITY YEAR'S PROGRAM TO IMPROVE	30,000.
2203 23RD AVE S, SUITE 101	509(A)(1)	EDUCATIONAL OUTCOMES FOR YOUTH IN FORMAL FOSTER	
SEATTLE, WA 98115		CARE AND KINSHIP CARE IN 6 ELEMENTARY AND MIDDLE	
		SCHOOLS IN SEATTLE.	
CONGRESSIONAL BLACK CAUCUS FOUNDATION	N/A	TO HELP SUPPORT THE 2011 FAITH LEADERSHIP	25,000.
1720 MASSACHUSETTS AVE. NW	509(A)(1)	ROUNDTABLE IN WASHINGTON D.C. ON SEPT. 21,2011.	
WASHINGTON, DC 20036			
EVERY CHILD MATTERS EDUCATION FUND	N/A	TO SUPPORT THE 2011 AWARDS RECEPTION IN	10,000.
1023 15TH STREET NW, SUITE 401	509(A)(1)	WASHINGTON D.C. ON NOV. 10, 2011.	
WASHINGTON, DC 20005			
FOSTER CARE ALUMNI OF AMERICA	N/A	to helf fcaa to extend its reach to More Young	135,000.
901 N. WASHINGTON ST.	509(A)(1)	PEOPLE AND ALUMNI ELEVATE THEIR VOICES AND	
ALEXANDRIA, VA 22314		CONNECT THEM TO OPPORTUNITIES AND RECOURSES AND	
		IMPROVE OUTCOMES.	
FOSTER PROMISE	N/A	TO HELP SUPPORT FOSTER PROMISE'S PERMANENCY	25,000.
600 N 36TH ST, STE 317 Serverine way 00103	509(A) (1)	PLANNING AND HIRING OF A CEO.	
SEATTLE, WA 90103			

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW, SUITE 404 WASHINGTON, DC 20036	N/A 509(A)(1)	TO HELP SUPPORT THE GEO'S 2012 NATIONAL CONFERENCE: "SMARTER GRANTMAKING, STRONGER NONPROFITS, BETTER RESULTS" IN SEATTLE ON MARCH 12-14, 2012.	10,000.
LAKOTA OYATE WAKANYEJA OWICAKIYAPI P.O. BOX 259 PINE RIDGE, SD 57770	N/A INDIAN TRIBE	FOR USE IN COMPLETING SEVERAL WORK EFFORTS INCLUDING THE FAMILY GROUP DECISION MAKING PILOT, THE LAKOTA FAMILY PRESERVATION MODEL OF PRACTICE, THE CHILD WELFARE TRAINING INSTITUTE, SUSTAINABILITY PLANNING, AND CULTURALLY RELEVANT AND UPDATED PRACTICE STANDARDS.	50,000.
MISSOURI JUVENILE JUSTICE ASSOCIATION P.O. BOX 1332 JEFFERSON CITY, MO 65102	N/A 509(A) (2)	TO SUPPORT THE FALL EDUCATIONAL CONFERENCE ON OCT. 26-28, 2011 AND THE CASEY SPONSORED WORKSHOP "IMPROVING OUTCOMES FOR YOUTH THAT CROSSOVER BETWEEN JUVENILE JUSTICE AND CHILD WELFARE."	2,475.
MOCKINGBIRD SOCIETY 2100 24TH AVENUE SOUTH, SUITE 240 SEATTLE, WA 98144	N/A 509(A)(1)	TO HELP SUPPORT THE 10TH ANNUAL BENEFIT LUNCHEON ON A DECADE OF ADVOCACY/ A LIFETIME OF CHANGE IN SEATTLE ON OCT. 20,2011.	2,500.
NATIONAL ASSOCIATION OF BLACK JOURNALISTS 1100 KNIGHT HALL, SUITE 3100 COLLAGE PARK, MD 20742	N/A 509(A)(1)	TO SUPPORT THE ANNUAL CONVENTION AND CAREER FAIR: THE POWER OF NOW, CLAIMING YOUR DESTINY IN PHILADELPHIA ON AUGUST 3-7, 2011.	35,000.
NATIONAL ASSOCIATION OF HISPANIC JOURNALISTS 1000 NATIONAL PRESS BLDG, 529 - 14TH ST NW WASHINGTON, DC 20045	N/A 509(A) (2)	TO SUPPORT THE 29TH ANNUAL MULTIMEDIA CONVENTION AND CAREER EXPO IN ORLANDO, FL ON JUNE 15-18, 2011.	15,000.

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Ш

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIFIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL ASSOCIATION OF SOCIAL WORKERS (NASW) FOUN 750 FIRST STREET NE, SUITE 700 WASHINGTON, DC 20002	N/A 509(A)(3) TYPE 1	TO HELP SUPPORT THE 2011 SOCIAL WORKERS AWARENESS CAMPAIGN WHICH WILL TAKE PLACE IN MARCH 2011.	40,000.
NEW MEXICO CHILDREN, YOUTH, AND FAMILIES DEPT P.O. DRAWER 5160 SANTA FE, NM 87502	N/A Govt Agency	TO SUPPORT DEVELOPMENT OF THE ORGANIZATIONS WEBSITE AND ELECTRONIC ANNUAL REPORT.	14,000.
PHILANTHROPY NORTHWEST 2101 FOURTH AVE, SUITE 650 SEATTLE, WA 98121	N/A 509(A)(1)	TO SUPPORT THE 2011 ANNUAL CONFERENCE IN MISSOULA, MT ON SEPT. 21-23, 2011.	9,500.
SEATTLE CENTER FOUNDATION 3518 FREMONT AVE. N. #583 SEATTLE, WA 98103	N/A 509(A)(1)	TO HELP SUPPORT THE GUIDING LIGHTS WEEKEND IN SEATTLE ON MARCH 25-26, 2011.	2,500.
SIGMA DELTA CHI FOUNDATION 3909 N. MERIDIAN ST. INDIANAPOLIS, IN 46208	N/A 509(A)(3) TYPE 1	TO HELP SUPPORT THE "SUPPORT OF 2011 EXCELLENCE IN JOURNALISM CONVENTION" IN NEW ORLEANS ON SEPT. 25-28, 2011.	4,000.
WASHINGTON STATE DEPT OF SOCIAL & HEALTH SERVICES 724 QUINE STREET SE OLYMPIA, WA 98504	N/A Govt Agency	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTIONS WITH THE PORTAL PROJECT	150,000.

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIFIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE FUND FOR PHILADELPHIA, INC. PHILADELPHIA CITY HALL, ROOM 708 PHILADELPHIA, PA 19107	N/A 509(A)(1)	TO SUPPORT THE CONVENING WITH SELECT ORGANIZATIONS TO RAISE AWARENESS OF THE PLIGHT OF BLACK MEN AND BOYS NATIONWIDE, WITH MEETINGS SCHEDULED ON OCT 2011, JAN. 2012, AND JUNE 2012.	7,500.
THE GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVENUE, SUITE 1220 TACOMA, WA 98402	N/A 509(A)(1)	TO SUPPORT THE ANNUAL ARCHBISHOP DESMOND TUTU, FRIENDS OF THE FOUNDATION DINNER IN TACOMA, WA ON MAY 13,2011.	10,000.
THREE AFFILIATED TRIBES 404 FRONTAGE RD. NEW TOWN, ND 58763	N/A INDIAN TRIBE	FOR USE IN COMPLETING SEVERAL WORK EFFORTS INCLUDING FORENSIC INTERVIEW TRAINING, DIRECT TITLE IV-E READINESS EFFORTS, AND TRAINING ON CULTURALLY RELEVANT STRATEGIES FOR RECRUITING NATIVE FOSTER PARENTS.	43,500.
town hall seattle 1119 8th Ave seattle, wa 98101	N/A 509(A)(1)	DONATION OF TICKETS FOR TALK OF THE TOWN DINNERS	1,500.
TREEHOUSE 2100 - 24TH AVE SOUTH, SUITE 200 SEATTLE, WA 98144	N/A 509(A)(1)	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTION WITH THE JUNE LEONARD MEMORIAL GOLF TOURNAMENT ON APRIL 5, 2011.	5,000.
TREEHOUSE 2100 - 24TH AVE SOUTH, SUITE 200 SEÀTTLE, WA 98144	N/A 509(A)(1)	TO HELP SUPPORT AND PAY FOR EXPENSES IN CONNECTION WITH COLLEGE AND CAREER PLANNING, AND EDUCATIONAL ADVOCACY PROGRAMS FOR FOSTER YOUTH.	70,000.

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF WASHINGTON	N/A	TO SUPPORT THE SECOND ANNUAL SCHOLARSHIP	5,000.
SCHOOL OF SOCIAL WORK, PO BOX 354900	GOVT AGENCY	BREAKFAST IN SEATTLE ON MARCH 15, 2011.	
SEATTLE, WA 98105			
YAKIMA INTERFAITH COALITION	N/A	TO SUPPORT THE 3RD ANNUAL KERMES FIESTA	250.
106 SOUTH 6TH ST	509(A) (1)		
YAKIMA, WA 98901			
YEAR UP INC.	N/A	TO HELP YEAR UP TO CREATE A PROGRAM THAT WILL	500,000.
93 SUMMER ST, 5TH FL	509(A) (1)	TEST STRATEGIES AND APPLY LESSONS LEARNED FOR	
BOSTON, MA 02110		IMPROVING OUTCOMES FOR STUDENTS WHO HAVE BEEN OR	
		CURRENTLY IN FOSTER CARE .	
YMCA	N/A	TO PROVIDE SUPPORT FOR THE YMCA'S 2011 BLACK	2,500.
909 FOURTH AVE.	509(A) (2)	ACHIEVERS BANQUET ON MAY 4, 2011.	
SEATTLE, WA 98104			
MARYVALE INC	N/A	DONATION OF COPIER	6,858.
7600 EAST GRAVES AVENUE	509(A) (1)		
ROSEMEAD, CA 91770			
STATE OF WASHINGTON DEPARTMENT OF SOCIAL & HEALTH	N/A	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTIONS	200,000.
724 QUINE STREET SE	GOVT AGENCY	WITH THE PORTAL PROJECT	
OLYMPIA, WA 98504			

# FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	FURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	N/A 509(A)(1)	JAPAN RELIEF AID	660.
HABITAT FOR HUMANITY INTERNATIONAL 121 HABITAT STREET AMERICUS, GA 31709	N/A 509(A) (1)	JAPAN RELIEF AID	50.
	N/A 509(A)(1)	JAPAN RELIEF AID	25.
	N/A 509(A) (1)	JAPAN RELIEF AID	10.
	N/A 509(A)(1)	JAPAN RELIEF AID	150.

ATTACHMENT 19

1,836,328.

TOTAL CONTRIBUTIONS PAID

V 11-6

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

AMOUNT

PURPOSE OF GRANT OR CONTRIBUTION

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND RECIPIENT NAME AND ADDRESS FOUNDATION STATUS OF RECIPIENT

YOUTH UPRISING 8711 MACARTHUR BLVD. OAKLAND, CA 94605

509(A)(1)

N/A

TO HELP SUPPORT HOSTING THE WELCOME RECEPTION FOR 1,500. THE INCOMING DIRECTOR OF ALAMEDA SOCIAL ERVICES AGENCY.

TOTAL CONTRIBUTIONS APPROVED

1,500.

# FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

				ATTACHMENT 21	21
DESCRIPTION	CODE CODE	AMOUNT	CODE CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC. INCOME REIMBURSED EXPENSES RETURNED GRANTS INCOME FROM PRIVATE EQUITY PARTNERSHIPS	660006	-749,742.	14	3,704,153.	13,140. 51,819. 8,300.
TOTALS		-749,742.		3,704,153.	73,259.

Description of Property													
DEPRECIATION													
Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulatec depreciation	Beginning Accumulated Accumulated depreciation depreciation	Me- thod Conv.	Life	ACRS CRS class class	Current-year 179 expense	Current-year depreciation
LAND	01/01/2000	4,454,679.							5				
BUILDING	01/01/2000	23337948.	100.000			23337948.	6,026,038.	6,765,607.	SL	27.000			739,569.
FURNITURE AND FIXT	01/01/2000	9,764,677.	100.000			9,764,677.	5,700,810.	6,732,978.	SL	7.000			1,032,168.
AUTOMOBILES	01/01/2000	520,601.	100.000			520,601.	441,121.		SL	7.000			34,167.
LEASEHOLD IMPLOVEM	01/01/2000	11365319.	100.000			11365319.	227,762.	1,314,062.	SL	15.000			1,086,300.
									_				
Less: Retired Assets	•												
Subtotals	•	49443224.				44988545.	12395731.	15287935.					2,892,204.
Listed Property	-		-				-	-	-				
Less: Retired Assets	-											-	
Subtotals	-												
TOTALS	•	49443224.				44988545.	12395731.	15287935.					2,892,204.
AMORTIZATION	-						-	-	-	-		-	
Asset description	Date placed in service	Cost or basis					Accumulated , amortization	Ending Accumulated amortization	Code Life				Current-year amortization
										-		_	
TOTALS	-									]		1	
*Assets Retired							-					-	

2011

CASEY FAMILY PROGRAMS

\*Assets Retired JSA 1X9024 1.000 2679BD D15X

V 11-6

CALIFORNIA ST         200,000         197,294         225,716         STATE OBLIGATIONS           CALIFORNIA ST         800,000         816,350         978,176         STATE OBLIGATIONS           CALIFORNIA ST         100,000         101,701         123,035         STATE OBLIGATIONS           CALIFORNIA ST         100,000         101,701         123,035         STATE OBLIGATIONS           CALIFORNIA ST         175,000         176,661         216,074         STATE OBLIGATIONS           CALIFORNIA ST         100,000         302,847         370,413         STATE OBLIGATIONS           CHCACO ILL TRANSIT AUTH TRANS         2,100,000         2,259,840         2,450,889         STATE OBLIGATIONS           CHCACO ILL TRANSIT AUTH TRANS         2,100,000         32,823         949,338         STATE OBLIGATIONS           LLINOIS ST         1,000,000         350,000         348,616         STATE OBLIGATIONS           LLINOIS ST         1,000,000         350,000         433,348         STATE OBLIGATIONS           TOTAL - STATE OBLIGATIONS         10,713,766         11,590,788         STATE OBLIGATIONS           COMMIT TO PUR FHMA SF MTG         7,000,000         6,252,800         US OBLIGATIONS           COMMIT TO PUR FMAKASF MTG         7,000,000         6,252,801	Security Name	Shares/Par	Cost	Market Value	Description
CALFORNIA ST         B00,000         B16.380         978.176         STATE OBLIGATIONS           CALFORNIA ST         100,000         101.701         123.035         STATE OBLIGATIONS           CALFORNIA ST         100,000         101.701         123.035         STATE OBLIGATIONS           CALFORNIA ST         100,000         302.847         370.413         STATE OBLIGATIONS           CALFORNIA ST         176.060         2.259.840         2.450.889         STATE OBLIGATIONS           CHCAGO LL TRANSIT AUTH TRANS         2.100,000         2.249.840         2.450.889         STATE OBLIGATIONS           GOLDEN ST TOB SECUNTIZATION         500,000         380,000         381.738         STATE OBLIGATIONS           LILINOIS ST         300,000         392.631         319.244         STATE OBLIGATIONS           LILINOIS ST         300,000         350.000         434.845         STATE OBLIGATIONS           LILINOIS ST         1.000,000         3.97.276         STATE OBLIGATIONS         STATE OBLIGATIONS           COMMIT TO PUR FINAL SP MTG         5.000,000         6.251.250         6.292.500         US OBLIGATIONS           COMMIT TO PUR FINAL SP MTG         3.000,000         3.109.219         3.138.875         US OBLIGATIONS           COMMIT TO PUR FINAL SP MTG <td>CALIFORNIA ST</td> <td>200,000</td> <td>197,294</td> <td>225,716</td> <td>STATE OBLIGATIONS</td>	CALIFORNIA ST	200,000	197,294	225,716	STATE OBLIGATIONS
CALLFORNIA ST         375,000         361,389         443,411         STATE COBLIGATIONS           CALLFORNIA ST         100,000         101,701         123,035         STATE COBLIGATIONS           CALLFORNIA ST         175,000         176,661         216,074         STATE COBLIGATIONS           CHICAGO ILL TRANST AUTH TRANS         800,000         922,873         370,413         STATE COBLIGATIONS           CHCAGO ILL TRANST AUTH TRANS         2100,000         2296,340         24550,889         STATE COBLIGATIONS           GOLDEN ST TOB SECURITIZATION         600,000         922,832         940,338         STATE COBLIGATIONS           LILNOIS ST         300,000         930,801         319,244         STATE COBLIGATIONS           LIS ANGELES CALF WI SCH DIST         180,000         361,037         746,711           TORAL - STATE COBLIGATIONS         171,7376         T160,0789         STATE COBLIGATIONS           COMMIT TO PUR FILAC GOLD SFM         6,000,000         6,251,250         US OBLIGATIONS         STATE COBLIGATIONS           COMMIT TO PUR FINALSE MTG         -7,000,000         -7,265,711         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FINALSE MTG         -7,000,000         -2,265,701         US OBLIGATIONS         US OBLIGATIONS           COMMIT TO	CALIFORNIA ST	375,000	377,756	449,944	STATE OBLIGATIONS
CALFORNIA ST         100.000         101.701         123.035         STATE OBLICATIONS           CALFORNIA ST         300.000         302.847         370.413         STATE OBLICATIONS           CHCAGO ILL TRANST AUTH TRANS         2.00.000         2258.840         2.450.889         STATE OBLICATIONS           GOLDEN ST TOB SECURITIZATION         500.000         304.780         318.248         STATE OBLICATIONS           GOLDEN ST TOB SECURITIZATION         500.000         304.780         318.244         STATE OBLICATIONS           LILNOIS ST         300.000         304.780         318.244         STATE OBLICATIONS           LILNOIS ST         300.000         384.913         1.484.166         STATE OBLICATIONS           LOS ANGELES CALIF UNISCH DIST         300.000         364.915         TATE OBLICATIONS           TOTAL - STATE OBLICATIONS         101.713.786         TATE OBLICATIONS         STATE OBLICATIONS           COMMIT TO PUR FMLAS F MTG         3.000.000         3.251.720         6.229.500         US OBLICATIONS           COMMIT TO PUR FMLAS F MTG         3.000.000         3.253.313         -540.156         US OBLICATIONS           COMMIT TO PUR FMLAS F MTG         3.000.000         -7.265,714         -7.353.282         US OBLICATIONS           COMMIT TO PUR FMLAS F MT	CALIFORNIA ST	800,000	816,350	978,176	STATE OBLIGATIONS
CALFORNIA ST         175.000         175.661         216.074         STATE OBLIGATIONS           CALFORNIA ST         300.000         303.872         STATE OBLIGATIONS           CHCAGO ILL TRANSIT AUTH TRANS         800.000         2258.484         2450.889         STATE OBLIGATIONS           CHCAGO ILL TRANSIT AUTH TRANS         2100.000         2258.484         2450.889         STATE OBLIGATIONS           ILLINOIS ST         900.000         304.780         348.610         STATE OBLIGATIONS           ILLINOIS ST         900.000         304.780         348.618         STATE OBLIGATIONS           ILLINOIS ST         1,000.00         151.224         STATE OBLIGATIONS         10.713.786         11.744.618           ILLINOIS ST         1,0713.786         11.750.788         STATE OBLIGATIONS         10.713.786         11.590.784           TOTAL - STATE OBLIGATIONS         0.000.00         3.210.219         3138.675         US OBLIGATIONS           COMMIT TO PUR FHMA SF MTG         7.000.00         7.285.781         -7.353.282         US OBLIGATIONS           COMMIT TO PUR FMA SF MTG         5.000.00         6.521.250         6.292.500         US OBLIGATIONS           COMMIT TO PUR FMA SF MTG         5.000.00         7.285.781         -7.353.282         US OBLIGATIONS <td>CALIFORNIA ST</td> <td>375,000</td> <td>361,389</td> <td>443,411</td> <td>STATE OBLIGATIONS</td>	CALIFORNIA ST	375,000	361,389	443,411	STATE OBLIGATIONS
CALFORNIA ST         300.000         302.847         370.413         STATE OBLIGATIONS           CHICAGO ILL TRANSIT AUTH TRANS         2.100.000         2.258.840         2.450.889         STATE OBLIGATIONS           GOLDEN ST TOB SECURITIZATION         500.000         304.780         348.610         STATE OBLIGATIONS           ILLINOIS ST         300.000         304.780         319.248         STATE OBLIGATIONS           ILLINOIS ST         1.800.000         1854.153         1.448.168         STATE OBLIGATIONS           ILLINOIS ST         1.800.000         1.854.153         1.448.168         STATE OBLIGATIONS           ILLINOIS ST         1.800.000         1.854.153         1.448.168         STATE OBLIGATIONS           ILLINOIS ST         1.000.000         1.854.153         1.549.783         STATE OBLIGATIONS           COMMIT TO PUR FILMC GOLD SFM         6.000.000         6.251.250         6.282.500         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         3.000.00         3.109.219         3.136.875         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         5.000.00         -7.265.781         -7.353.282         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         5.000.00         -7.265.781         -7.353.282         US OBLIGATIONS	CALIFORNIA ST	100,000	101,701	123,035	STATE OBLIGATIONS
CALFORNIA ST         300.000         302.847         370.413         STATE OBLIGATIONS           CHICAGO ILL TRANSIT AUTH TRANS         2.100.000         2.258.840         2.450.889         STATE OBLIGATIONS           GOLDEN ST TOB SECURITIZATION         500.000         304.780         348.610         STATE OBLIGATIONS           ILLINOIS ST         300.000         304.780         319.248         STATE OBLIGATIONS           ILLINOIS ST         1.800.000         1854.153         1.448.168         STATE OBLIGATIONS           ILLINOIS ST         1.800.000         1.854.153         1.448.168         STATE OBLIGATIONS           ILLINOIS ST         1.800.000         1.854.153         1.448.168         STATE OBLIGATIONS           ILLINOIS ST         1.000.000         1.854.153         1.549.783         STATE OBLIGATIONS           COMMIT TO PUR FILMC GOLD SFM         6.000.000         6.251.250         6.282.500         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         3.000.00         3.109.219         3.136.875         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         5.000.00         -7.265.781         -7.353.282         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         5.000.00         -7.265.781         -7.353.282         US OBLIGATIONS	CALIFORNIA ST	175,000	176,661	216,074	STATE OBLIGATIONS
CHICAGO ILL TRANSIT AUTH TRANS         800,000         933,872         STATE OBLICATIONS           CHICAGO ILL TRANSIT AUTH TRANS         2100,000         348,810         STATE OBLICATIONS           GOLDEN ST TOB SECURITIZATION         \$00,000         348,810         STATE OBLICATIONS           ILLINOIS ST         300,000         348,810         STATE OBLICATIONS           ILLINOIS ST         1,800,000         348,410         STATE OBLICATIONS           ILLINOIS ST         1,800,000         1,844,163         1,444,168         STATE OBLICATIONS           ILLINOIS ST         1,800,000         6,843,57         752,983         STATE OBLICATIONS           TOTAL - STATE OBLICATIONS         10,713,766         11,590,784         STATE OBLICATIONS           TOTAL - STATE OBLICATIONS         500,000         6,225,500         US OBLICATIONS           COMMIT TO PUR FINA SF MTG         7,000,000         -7,285,781         -7,353,282         US OBLICATIONS           COMMIT TO PUR FINA SF MTG         5,000,000         -7,285,781         -7,353,282         US OBLICATIONS           COMMIT TO PUR FINA SF MTG         5,000,000         -7,285,781         -7,353,282         US OBLICATIONS           FHLMC POOL #80-4639         67,210         1,282,861         1,786,414         US OBLICATIONS	CALIFORNIA ST				STATE OBLIGATIONS
CHICAGO ILL TRANSIT AUTH TRANS         2,100,000         2,259,840         2,450,889         STATE OBLIGATIONS           GOLDEN ST TOB SECURITIZATION         500,000         302,832         949,338         STATE OBLIGATIONS           ILLINDIS ST         300,000         309,601         319,284         STATE OBLIGATIONS           ILLINDIS ST         300,000         1,884,163         1,848,168         STATE OBLIGATIONS           ILLINDIS ST         3,80,000         368,000         443,484         STATE OBLIGATIONS           ILOS ANGELES CALIF UNI SCH DIST         350,000         586,835         752,993         STATE OBLIGATIONS           TORAL STATE OBLIGATIONS         10,713,786         11,590,786         11,500,786         STATE OBLIGATIONS           COMMIT TO PUR FHLMC GOLD SFM         6,000,000         6,257,1250         6,228,200         US OBLIGATIONS           COMMIT TO PUR FHMA SF MTG         7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FHMA SF MTG         -7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FHMA SF MTG         -500,000         -535,313         -540,156         US OBLIGATIONS           FHLMC POOL #80-4675         290,927         291,814         319,789         US OBLIGATI	CHICAGO ILL TRANSIT AUTH TRANS				STATE OBLIGATIONS
GOLDEN ST TOB SECURITIZATION         500,000         304,790         348,610         STATE OBLIGATIONS           ILLINOIS ST         300,000         328,29         949,338         STATE OBLIGATIONS           ILLINOIS ST         1,800,000         1,854,153         1,844,168         STATE OBLIGATIONS           ILLINOIS ST         1,800,000         360,000         444,364         STATE OBLIGATIONS           ILLINOIS ST         1,854,153         1,844,168         STATE OBLIGATIONS         STATE OBLIGATIONS           ILLINOIS ST         1,854,153         1,844,168         STATE OBLIGATIONS         STATE OBLIGATIONS           TORAL - STATE OBLIGATIONS         1,0713,786         11,590,788         STATE OBLIGATIONS         STATE OBLIGATIONS           COMMIT TO PUR FINA SF MTG         -7,000,000         -7,285,781         -7,383,282         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         -7,000,000         -7,285,781         -7,99,441         US OBLIGATIONS           FHLMC POOL #A54675         290,927         291,814         319,879         US OBLIGATIONS           FHLMC POOL #A54675         290,927         291,814         319,879         US OBLIGATIONS           FHLMC POOL #A54675         290,927         291,814         319,879         US OBLIGATIONS	CHICAGO ILL TRANSIT AUTH TRANS				STATE OBLIGATIONS
LLINOIS ST         900.000         922.822         94.338         STATE OBLIGATIONS           LLINOIS ST         300.000         309.601         319.284         STATE OBLIGATIONS           LLINOIS ST         1,800.000         1.864.163         1.848.168         STATE OBLIGATIONS           LOS ANGELES CALIF UNI SCH DIST         350.000         560.835         752.983         STATE OBLIGATIONS           TOTAL - STATE OBLIGATIONS         991.737         746.711         STATE OBLIGATIONS           COMMIT TO PUR FHLMC GOLD SFM         6.000.000         6.292.500         US OBLIGATIONS           COMMIT TO PUR FHLMC GOLD SFM         6.000.000         -7.265.781         -7.353.282         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         7.000.000         -7.365.781         -7.353.282         US OBLIGATIONS           FHLMC POOL #78-6190         15.339         15.964         16.287         US OBLIGATIONS           FHLMC POOL #78-6190         15.339         15.964         11.627         US OBLIGATIONS           FHLMC POOL #84-4653         286.7210         734.885         771.095         US OBLIGATIONS           FHLMC POOL #80-4673         280.927         291.814         319.789         US OBLIGATIONS           FHLMC POOL #80-4633         266.452         221.23	GOLDEN ST TOB SECURITIZATION				STATE OBLIGATIONS
LLINDIS ST         300,000         130,601         319,284         STATE OBLIGATIONS           LLINDIS ST         1,800,000         1,854,153         1,848,168         STATE OBLIGATIONS           NEW JERSEY ST TFK AUTH TPK REV         550,000         566,835         752,993         STATE OBLIGATIONS           TOTAL - STATE OBLIGATIONS         1,0713,786         11,590,785         STATE OBLIGATIONS           COMMIT TO PUR FHAR SF MTG         3,000,000         6,251,250         6,292,500         US OBLIGATIONS           COMMIT TO PUR FNAS SF MTG         3,000,000         3,102,193         1,38,875         US OBLIGATIONS           COMMIT TO PUR FNAS SF MTG         -7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FNAS SF MTG         -500,000         -533,313         -540,156         US OBLIGATIONS           FHLMC POOL #83-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #84-4639         687,210         734,865         771,095         US OBLIGATIONS           FHLMC POOL #84-4639         687,210         734,865         10,779,9414         US OBLIGATIONS           FHLMC POOL #80-4833         20,164         4,187         5,357         US OBLIGATIONS           FHLMC POOL #80-4839 <td></td> <td></td> <td></td> <td></td> <td></td>					
LLINOIS ST         1,800,000         1,854,153         1,484,188         STATE OBLICATIONS           LOS ANGELES CALIF UNI SCH DIST         350,000         360,000         434,364         STATE OBLIGATIONS           TOBACCO SETTLEMENT FIN AUTH WE         1005,000         991,737         746,711         STATE OBLIGATIONS           TOTAL - STATE OBLIGATIONS         11,703,786         11,500,788         STATE OBLIGATIONS           COMMIT TO PUR FILMC GOLD SFM         6,000,000         3,109,219         3,136,875         US OBLIGATIONS           COMMIT TO PUR FILMC GOLD SFM         6,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FILMA SF MTG         -7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           FILMC POOL #78-6190         1,524,051         1,524,961         1,799,414         US OBLIGATIONS           FILMC POOL #78-6475         290,927         291,814         319,789         US OBLIGATIONS           FILMC POOL #84-4639         687,210         73,4855         771,085         US OBLIGATIONS           FILMC POOL #80-4733         20,833         2,0110         2,079         US OBLIGATIONS           FILMC POOL #80-4393         647         1,797,414         40,571         90,502         90,543         90,5					STATE OBLIGATIONS
LOS ANGELES CALIP UNI SCH DIST         350,000         343,000         343,348         STATE OBLIGATIONS           NEW JERSEY ST TPK AUTH TPK REV         550,000         586,835         752,983         STATE OBLIGATIONS           TOTAL - STATE OBLIGATIONS         10,713,786         11,890,788         STATE OBLIGATIONS           COMMIT TO PUR FINA SF MTG         3,000,000         6,281,250         6,292,500         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         -7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         -500,000         -535,313         -540,154         US OBLIGATIONS           COMMIT TO PUR FINA SF MTG         -500,000         -535,313         -540,154         US OBLIGATIONS           FHLMC POOL #30-008         1,524,051         1,526,961         1,799,414         US OBLIGATIONS           FHLMC POOL #45-4675         209,027         291,814         319,789         US OBLIGATIONS           FHLMC POOL #46-4339         687,210         734,885         771,095         US OBLIGATIONS           FHLMC POOL #60-1378         45,404         41,121         48,570         US OBLIGATIONS           FHLMC POOL #60-1381         546,465         221,283         242,466         US OBLIGATIONS           FH					
NEW JERSEY ST TRK AUTH TPK REV         550 000         586,835         752,983         STATE OBLIGATIONS           TOTAL - STATE OBLIGATIONS         10,35,000         991,737         746,711         STATE OBLIGATIONS           COMMIT TO PUR FHLMC GOLD SFM         6,000,000         3,109,219         3,138,875         US OBLIGATIONS           COMMIT TO PUR FNMAS F MTG         7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FNMAS F MTG         -500,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FNMAS F MTG         -500,000         -7,265,781         -7,353,282         US OBLIGATIONS           FHLMC POOL #70-0108         1,524,051         1,524,961         1,799,414         US OBLIGATIONS           FHLMC POOL #76-6190         15,339         15,964         16,267         US OBLIGATIONS           FHLMC POOL #64-6439         687,210         73,485         771,095         US OBLIGATIONS           FHLMC POOL #64-6439         687,210         73,485         71,095         US OBLIGATIONS           FHLMC POOL #60-1373         45,404         4,7121         46,577         US OBLIGATIONS           FHLMC POOL #60-1373         17,378         45,404         4,7121         46,573         US OBLIGATIONS					
TOBACCO SETTLEMENT FIN AUTH WE TOTAL - STATE OBLIGATIONS         1,035,000         991,737         746,711         STATE OBLIGATIONS           COMMIT TO PUR FHLAC GOLD SFM         6,000,000         6,251,250         6,292,500         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -500,000         -535,313         -540,156         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -500,000         -535,313         -540,156         US OBLIGATIONS           FHLMC POOL #30-0088         1,524,051         1,526,961         1,799,414         US OBLIGATIONS           FHLMC POOL #8454675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #80-44538         667,210         734,885         771,095         US OBLIGATIONS           FHLMC POOL #80-1378         45,404         4,187         5,357         US OBLIGATIONS           FHLMC POOL #80-41538         226,485         221,283         242,496         US OBLIGATIONS           FHLMC POOL #80-4391         648         670         751         US OBLIGATIONS           FHLMC POOL #60-4391         648         670         751         US OBLIGATIONS <td< td=""><td></td><td></td><td>-</td><td></td><td></td></td<>			-		
TOTAL - STATE OBLIGATIONS         10,713,786         11,590,785           COMMIT TO PUR FHLMC GOLD SFM         6,000,000         6,251,250         6,292,500         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         3,000,000         3,109,219         3,136,875         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -500,000         -7,255,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -500,000         -535,313         -540,156         US OBLIGATIONS           FHLMC POOL #78-6190         15,339         15,564         12,267         US OBLIGATIONS           FHLMC POOL #A4-6459         687,210         734,885         771,095         US OBLIGATIONS           FHLMC POOL #60-1137         38,359         39,846         41,078         US OBLIGATIONS           FHLMC POOL #60-1378         45,404         47,121         48,670         US OBLIGATIONS           FHLMC POOL #60-1378         26,485         221,283         242,496         US OBLIGATIONS           FHLMC POOL #60-1378         45,404         47,121         48,670         751         US OBLIGATIONS           FHLMC POOL #60-4393         26,561         25,764         23,149         US OBLIGATIONS           FHLMC POOL #60-4593         26,561         <					
COMMIT TO PUR FHLMC GOLD SFM         6,000,000         6,251,250         6,292,500         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -7,000,000         -7265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -500,000         -535,313         -540,156         US OBLIGATIONS           FHLMC POOL #30-0088         1,524,051         1,526,961         1,799,414         US OBLIGATIONS           FHLMC POOL #34-6475         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #6454639         687,210         734,885         771,095         US OBLIGATIONS           FHLMC POOL #60-1376         45,404         41,712         48,670         US OBLIGATIONS           FHLMC POOL #E0-1378         45,404         41,712         48,670         US OBLIGATIONS           FHLMC POOL #E0-1338         226,485         221,283         242,496         US OBLIGATIONS           FHLMC POOL #E0-1338         226,485         221,283         242,496         US OBLIGATIONS           FHLMC POOL #E0-1338         226,681         33,1949         US OBLIGATIONS         FHLMC POOL #E0-1338         20,653         <		1,000,000			
COMMIT TO PUR FNMA SF MTG         3,000,000         3,109,219         3,136,875         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           FHLMC POOL #30-0088         1,524,051         1,526,961         1,799,414         US OBLIGATIONS           FHLMC POOL #36-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #45-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #45-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #45-4156         20,833         20,110         22,079         US OBLIGATIONS           FHLMC POOL #60-0874         4,566         4,187         5,357         US OBLIGATIONS           FHLMC POOL #E0-1378         45,404         4,7121         48,570         US OBLIGATIONS           FHLMC POOL #E0-1338         226,485         221,283         242,496         US OBLIGATIONS           FHLMC POOL #E0-1338         266,61         25,764         28,915         US OBLIGATIONS           FHLMC POOL #E0-1338         28,621         331,949         US OBLIGATIONS           FHLMC POOL #G0-4620         101,22         229,561		—	10,110,100	11,000,100	
COMMIT TO PUR FNMA SF MTG         3,000,000         3,109,219         3,136,875         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           FHLMC POOL #30-0088         1,524,051         1,526,961         1,799,414         US OBLIGATIONS           FHLMC POOL #36-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #45-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #45-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #45-4156         20,833         20,110         22,079         US OBLIGATIONS           FHLMC POOL #60-0874         4,566         4,187         5,357         US OBLIGATIONS           FHLMC POOL #E0-1378         45,404         4,7121         48,570         US OBLIGATIONS           FHLMC POOL #E0-1338         226,485         221,283         242,496         US OBLIGATIONS           FHLMC POOL #E0-1338         266,61         25,764         28,915         US OBLIGATIONS           FHLMC POOL #E0-1338         28,621         331,949         US OBLIGATIONS           FHLMC POOL #G0-4620         101,22         229,561	COMMIT TO PUR FHI MC GOLD SEM	6 000 000	6 251 250	6 292 500	US OBLIGATIONS
COMMIT TO PUR FNMA SF MTG         -7,000,000         -7,265,781         -7,353,282         US OBLIGATIONS           COMMIT TO PUR FNMA SF MTG         -500,000         -535,313         -540,116         US OBLIGATIONS           FHLMC POOL #30-0088         1,524,051         1,526,961         1,799,414         US OBLIGATIONS           FHLMC POOL #A54675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC POOL #A54675         200,827         291,814         319,789         US OBLIGATIONS           FHLMC POOL #A54639         687,210         734,885         771,095         US OBLIGATIONS           FHLMC POOL #E0-1137         38,359         39,846         41,078         US OBLIGATIONS           FHLMC POOL #E0-1137         38,359         3,222         3,464         US OBLIGATIONS           FHLMC POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC POOL #E0-9844         3,183         3,222         3,464         US OBLIGATIONS           FHLMC POOL #E0-91323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC POOL #G0-2462         301,292         329,561         331,949         US OBLIGATIONS           FHLMC POOL #G0-4593         26,561 <t< td=""><td></td><td></td><td></td><td></td><td></td></t<>					
COMMIT TO PUR FNMA SF MTG         -500,000         -535,313         -540,156         US OBLIGATIONS           FHLMC         POOL #30-0088         1,524,051         1,526,961         1,799,414         US OBLIGATIONS           FHLMC         POOL #36-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC         POOL #A6-4639         687,210         734,885         771,095         US OBLIGATIONS           FHLMC         POOL #B1-4156         20,833         20,110         22,079         US OBLIGATIONS           FHLMC         POOL #C0-1377         38,359         39,846         41,078         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1378         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #E0-1332         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #E0-3392         918,911         1,005,059         1,012,485         US OBLIGATIONS           FHLMC         POOL #G0-3492         293,551         331,949         US OBLIGATIONS           FHLMC         POOL #G0-3462         301,292 <t3< td=""><td></td><td></td><td></td><td></td><td></td></t3<>					
FHLMC         POOL #30-0088         1,524,651         1,526,961         1,799,414         US OBLIGATIONS           FHLMC         POOL #A5-6130         15,333         15,964         319,789         US OBLIGATIONS           FHLMC         POOL #A5-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC         POOL #A6-4639         687,210         734,885         777,1995         US OBLIGATIONS           FHLMC         POOL #C0-0874         4,596         4,187         5,357         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1388         226,485         221,223         242,496         US OBLIGATIONS           FHLMC         POOL #E0-1383         226,485         221,223         246,496         US OBLIGATIONS           FHLMC         POOL #E0-1333         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #60-391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561					
FHLMC         POOL #78-6190         15,339         15,964         16,267         US OBLIGATIONS           FHLMC         POOL #A5-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC         POOL #B1-4156         20,833         20,110         22,079         US OBLIGATIONS           FHLMC         POOL #E0-1376         4,596         4,187         5,357         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1378         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #60-01391         648         670         751         US OBLIGATIONS           FHLMC         POOL #60-3392         918,911         1,005,059         1,012,485         US OBLIGATIONS           FHLMC         POOL #60-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #60-6020         186,884					
FHLMC         POOL #A5-4675         290,927         291,814         319,789         US OBLIGATIONS           FHLMC         POOL #46-4639         687,210         734,885         771,095         US OBLIGATIONS           FHLMC         POOL #60-4639         687,210         724,885         20,910         22,079         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         4,187         5,357         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1378         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #60-1391         648         670         751         US OBLIGATIONS           FHLMC         POOL #60-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #60-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #60-6620 <t< td=""><td></td><td></td><td></td><td></td><td></td></t<>					
FHLMC         POOL #A6-4639         687,210         734,885         771,095         US OBLIGATIONS           FHLMC         POOL #20-0874         45,96         4,187         5,357         US OBLIGATIONS           FHLMC         POOL #20-0874         45,96         4,187         5,357         US OBLIGATIONS           FHLMC         POOL #20-1137         38,359         39,846         41,078         US OBLIGATIONS           FHLMC         POOL #20-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #26-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #26-1338         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #26-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #30-2462         301,292         329,551         311,949         US OBLIGATIONS           FHLMC         POOL #30-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #30-4599         90,548         87,322         98,822         US OBLIGATIONS           FHLMC         POOL #30-6571         540,573					
FHLMC         POOL #B1-4156         20,833         20,110         22,079         US OBLIGATIONS           FHLMC         POOL #E0-1137         38,359         39,846         41,078         US OBLIGATIONS           FHLMC         POOL #E0-1137         38,359         39,846         41,078         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1538         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #E0-1391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-4622         301,292         329,561         331,949         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-66571         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122					
FHLMC         POOL #C0-0874         4,596         4,187         5,357         US OBLIGATIONS           FHLMC         POOL #E0-1137         38,359         39,846         41,078         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1538         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #E0-1391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-469.391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-459.3         26,561         23,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6832         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,570					
FHLMC         POOL #E0-1137         38,359         39,846         41,078         US OBLIGATIONS           FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1378         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #G0-1391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         331,949         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4599         90,548         87,832         98,822         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6571         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G0-6571         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G1-681         43,122         43,530					
FHLMC         POOL #E0-1378         45,404         47,121         48,570         US OBLIGATIONS           FHLMC         POOL #E0-1538         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #E8-9844         3,183         3,222         3,464         US OBLIGATIONS           FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #G0-2462         301,292         329,661         331,949         US OBLIGATIONS           FHLMC         POOL #G0-4693         26,651         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,651         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,651         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6632         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331 <td></td> <td></td> <td></td> <td></td> <td></td>					
FHLMC         POOL #E0-1538         226,485         221,283         242,496         US OBLIGATIONS           FHLMC         POOL #E8-9844         3,183         3,222         3,464         US OBLIGATIONS           FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #G0-1391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-3392         918,911         1,005,059         1,012,485         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4599         90,548         87,832         98,822         US OBLIGATIONS           FHLMC         POOL #G0-6671         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G0-6671         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,530         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-1829         980,731					
FHLMC         POOL #E8-9844         3,183         3,222         3,464         US OBLIGATIONS           FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #G0-1391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-2462         301,292         329,561         331,949         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4599         90,548         87,832         98,822         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6822         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1742         22,596         22,762         24,357         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         10,01,571         1,073,098         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331					
FHLMC         POOL #E9-1323         18,978         19,708         20,653         US OBLIGATIONS           FHLMC         POOL #G0-1391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-2462         301,292         329,561         331,949         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-66571         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G0-6832         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,530         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1742         22,596         22,762         24,357         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-8053         69,595					
FHLMC         POOL #G0-1391         648         670         751         US OBLIGATIONS           FHLMC         POOL #G0-2462         301,292         329,561         331,949         US OBLIGATIONS           FHLMC         POOL #G0-3392         918,911         1,005,059         1,012,485         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6671         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G0-6832         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,550         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1742         22,596         22,762         24,357         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-8055         1,811,891					
FHLMC         POOL #G0-2462         301,292         329,561         331,949         US OBLIGATIONS           FHLMC         POOL #G0-3392         918,911         1,005,059         1,012,485         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4599         90,548         87,832         98,822         US OBLIGATIONS           FHLMC         POOL #G0-6620         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6632         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,530         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1742         22,596         22,762         24,357         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-3889         1,811,891         1,948,916         1,962,671         US OBLIGATIONS           FHLMC         POOL #G1-8065         114,930         115,649         123,884         US OBLIGATIONS           FHLMC         POOL #G1-8065					
FHLMC         POOL #G0-3392         918,911         1,005,059         1,012,485         US OBLIGATIONS           FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4599         90,548         87,832         98,822         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6671         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,530         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-2396         980,731         1,001,571         1,073,098         US OBLIGATIONS           FHLMC         POOL #G1-8053         69,595         70,345         75,017         US OBLIGATIONS           FHLMC         POOL #G1-8053         19,48,916         1,962,671         US OBLIGATIONS           FHLMC         POOL #G1-8053         18,715					
FHLMC         POOL #G0-4593         26,561         25,764         28,915         US OBLIGATIONS           FHLMC         POOL #G0-4599         90,548         87,832         98,822         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6571         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G1-6832         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,530         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1742         22,596         22,762         24,357         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-8053         69,595         70,345         75,017         US OBLIGATIONS           FHLMC         POOL #G1-8065         114,930         115,649         123,884         US OBLIGATIONS           FHLMC         POOL #G1-8065         123,235         1,313,645         1,339,210         US OBLIGATIONS           FHLMC         POOL #G1-8295					
FHLMC         POOL #G0-4599         90,548         87,832         98,822         US OBLIGATIONS           FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6571         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G1-6832         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,530         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1742         22,596         22,762         24,357         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-3869         1,811,891         1,948,916         1,962,671         US OBLIGATIONS           FHLMC         POOL #G1-8053         69,595         70,345         75,017         US OBLIGATIONS           FHLMC         POOL #G1-8065         114,930         115,649         123,884         US OBLIGATIONS           FHLMC         POOL #G1-8055         1,232,385         1,313,645         1,339,210         US OBLIGATIONS           FHLMC         POOL #G1-8295					
FHLMC         POOL #G0-6020         186,884         203,529         203,039         US OBLIGATIONS           FHLMC         POOL #G0-6571         540,573         595,052         596,128         US OBLIGATIONS           FHLMC         POOL #G0-6832         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,530         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1742         22,596         22,762         24,357         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-3869         980,731         1,001,571         1,073,098         US OBLIGATIONS           FHLMC         POOL #G1-8053         69,595         70,345         75,017         US OBLIGATIONS           FHLMC         POOL #G1-8065         114,930         115,649         123,884         US OBLIGATIONS           FHLMC MULTICLASS MTG         34,715         10,323         579         US OBLIGATIONS           FHLMC MULTICLASS MTG         13,739         13,726         13,740         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913         102,656         1			,	,	
FHLMCPOOL #G0-6571540,573595,052596,128US OBLIGATIONSFHLMCPOOL #G0-6832351,497384,230387,263US OBLIGATIONSFHLMCPOOL #G1-168143,12243,53046,482US OBLIGATIONSFHLMCPOOL #G1-174222,59622,76224,357US OBLIGATIONSFHLMCPOOL #G1-1769312,331313,783336,663US OBLIGATIONSFHLMCPOOL #G1-2396980,7311,001,5711,073,098US OBLIGATIONSFHLMCPOOL #G1-83891,811,8911,948,9161,962,671US OBLIGATIONSFHLMCPOOL #G1-8065114,930115,649123,884US OBLIGATIONSFHLMCPOOL #G1-82951,232,3851,313,6451,339,210US OBLIGATIONSFHLMC MULTICLASS MTG34,71510,323579US OBLIGATIONSFHLMC MULTICLASS MTG15,51215,50815,513US OBLIGATIONSFHLMC MULTICLASS MTG102,913102,656102,705US OBLIGATIONSFHLMC MULTICLASS MTG52,31752,40752,311US OBLIGATIONSFHLMC MULTICLASS MTG 2691 FE5,7865,8395,787US OBLIGATIONSFHLMC MULTICLASS MTG 2812 DF47,63447,87247,709US OBLIGATIONS					
FHLMC         POOL #G0-6832         351,497         384,230         387,263         US OBLIGATIONS           FHLMC         POOL #G1-1681         43,122         43,530         46,482         US OBLIGATIONS           FHLMC         POOL #G1-1742         22,596         22,762         24,357         US OBLIGATIONS           FHLMC         POOL #G1-1769         312,331         313,783         336,663         US OBLIGATIONS           FHLMC         POOL #G1-2396         980,731         1,001,571         1,073,098         US OBLIGATIONS           FHLMC         POOL #G1-8053         69,595         70,345         75,017         US OBLIGATIONS           FHLMC         POOL #G1-8053         69,595         70,345         75,017         US OBLIGATIONS           FHLMC         POOL #G1-8065         114,930         115,649         123,884         US OBLIGATIONS           FHLMC         POOL #G1-8065         1,4232,385         1,313,645         1,339,210         US OBLIGATIONS           FHLMC         POOL #G1-8065         1,4232,385         1,313,645         1,339,210         US OBLIGATIONS           FHLMC MULTICLASS MTG         13,739         13,726         13,740         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913					
FHLMCPOOL #G1-168143,12243,53046,482US OBLIGATIONSFHLMCPOOL #G1-174222,59622,76224,357US OBLIGATIONSFHLMCPOOL #G1-1769312,331313,783336,663US OBLIGATIONSFHLMCPOOL #G1-2396980,7311,001,5711,073,098US OBLIGATIONSFHLMCPOOL #G1-38891,811,8911,948,9161,962,671US OBLIGATIONSFHLMCPOOL #G1-805369,59570,34575,017US OBLIGATIONSFHLMCPOOL #G1-8065114,930115,649123,884US OBLIGATIONSFHLMCPOOL #G1-82951,232,3851,313,6451,339,210US OBLIGATIONSFHLMC MULTICLASS MTG34,71510,323579US OBLIGATIONSFHLMC MULTICLASS MTG13,73913,72613,740US OBLIGATIONSFHLMC MULTICLASS MTG102,913102,656102,705US OBLIGATIONSFHLMC MULTICLASS MTG6,5606,5656,559US OBLIGATIONSFHLMC MULTICLASS MTG52,31752,40752,311US OBLIGATIONSFHLMC MULTICLASS MTG 2691 FE5,7865,8395,787US OBLIGATIONSFHLMC MULTICLASS MTG 2812 DF47,63447,87247,709US OBLIGATIONS		,	,		
FHLMCPOOL #G1-174222,59622,76224,357US OBLIGATIONSFHLMCPOOL #G1-1769312,331313,783336,663US OBLIGATIONSFHLMCPOOL #G1-2396980,7311,001,5711,073,098US OBLIGATIONSFHLMCPOOL #G1-38891,811,8911,948,9161,962,671US OBLIGATIONSFHLMCPOOL #G1-805369,59570,34575,017US OBLIGATIONSFHLMCPOOL #G1-8065114,930115,649123,884US OBLIGATIONSFHLMCPOOL #G1-82951,232,3851,313,6451,339,210US OBLIGATIONSFHLMC MULTICLASS MTG34,71510,323579US OBLIGATIONSFHLMC MULTICLASS MTG13,73913,72613,740US OBLIGATIONSFHLMC MULTICLASS MTG102,913102,656102,705US OBLIGATIONSFHLMC MULTICLASS MTG6,5606,5656,559US OBLIGATIONSFHLMC MULTICLASS MTG52,31752,40752,311US OBLIGATIONSFHLMC MULTICLASS MTG 2691 FE5,7865,8395,787US OBLIGATIONSFHLMC MULTICLASS MTG 2812 DF47,63447,87247,709US OBLIGATIONS					
FHLMCPOOL #G1-1769312,331313,783336,663US OBLIGATIONSFHLMCPOOL #G1-2396980,7311,001,5711,073,098US OBLIGATIONSFHLMCPOOL #G1-38891,811,8911,948,9161,962,671US OBLIGATIONSFHLMCPOOL #G1-805369,59570,34575,017US OBLIGATIONSFHLMCPOOL #G1-8065114,930115,649123,884US OBLIGATIONSFHLMCPOOL #G1-82951,232,3851,313,6451,339,210US OBLIGATIONSFHLMC MULTICLASS MTG34,71510,323579US OBLIGATIONSFHLMC MULTICLASS MTG13,73913,72613,740US OBLIGATIONSFHLMC MULTICLASS MTG102,913102,656102,705US OBLIGATIONSFHLMC MULTICLASS MTG6,5606,5656,559US OBLIGATIONSFHLMC MULTICLASS MTG52,31752,40752,311US OBLIGATIONSFHLMC MULTICLASS MTG 2691 FE5,7865,8395,787US OBLIGATIONSFHLMC MULTICLASS MTG 2812 DF47,63447,87247,709US OBLIGATIONS					
FHLMCPOOL #G1-2396980,7311,001,5711,073,098US OBLIGATIONSFHLMCPOOL #G1-38891,811,8911,948,9161,962,671US OBLIGATIONSFHLMCPOOL #G1-805369,59570,34575,017US OBLIGATIONSFHLMCPOOL #G1-8065114,930115,649123,884US OBLIGATIONSFHLMCPOOL #G1-82951,232,3851,313,6451,339,210US OBLIGATIONSFHLMC MULTICLASS MTG34,71510,323579US OBLIGATIONSFHLMC MULTICLASS MTG13,73913,72613,740US OBLIGATIONSFHLMC MULTICLASS MTG102,913102,656102,705US OBLIGATIONSFHLMC MULTICLASS MTG6,5606,5656,559US OBLIGATIONSFHLMC MULTICLASS MTG52,31752,40752,311US OBLIGATIONSFHLMC MULTICLASS MTG 2691 FE5,7865,8395,787US OBLIGATIONSFHLMC MULTICLASS MTG 2812 DF47,63447,87247,709US OBLIGATIONS					
FHLMC         POOL #G1-3889         1,811,891         1,948,916         1,962,671         US OBLIGATIONS           FHLMC         POOL #G1-8053         69,595         70,345         75,017         US OBLIGATIONS           FHLMC         POOL #G1-8065         114,930         115,649         123,884         US OBLIGATIONS           FHLMC         POOL #G1-8295         1,232,385         1,313,645         1,339,210         US OBLIGATIONS           FHLMC MULTICLASS MTG         34,715         10,323         579         US OBLIGATIONS           FHLMC MULTICLASS MTG         13,739         13,726         13,740         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913         102,656         102,705         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         0,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC         POOL #G1-8053         69,595         70,345         75,017         US OBLIGATIONS           FHLMC         POOL #G1-8065         114,930         115,649         123,884         US OBLIGATIONS           FHLMC         POOL #G1-8295         1,232,385         1,313,645         1,339,210         US OBLIGATIONS           FHLMC MULTICLASS MTG         34,715         10,323         579         US OBLIGATIONS           FHLMC MULTICLASS MTG         13,739         13,726         13,740         US OBLIGATIONS           FHLMC MULTICLASS MTG         15,512         15,508         15,513         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913         102,656         102,705         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC         POOL #G1-8065         114,930         115,649         123,884         US OBLIGATIONS           FHLMC         POOL #G1-8295         1,232,385         1,313,645         1,339,210         US OBLIGATIONS           FHLMC MULTICLASS MTG         34,715         10,323         579         US OBLIGATIONS           FHLMC MULTICLASS MTG         13,739         13,726         13,740         US OBLIGATIONS           FHLMC MULTICLASS MTG         15,512         15,508         15,513         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913         102,656         102,705         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC         POOL #G1-8295         1,232,385         1,313,645         1,339,210         US OBLIGATIONS           FHLMC MULTICLASS MTG         34,715         10,323         579         US OBLIGATIONS           FHLMC MULTICLASS MTG         13,739         13,726         13,740         US OBLIGATIONS           FHLMC MULTICLASS MTG         15,512         15,508         15,513         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913         102,656         102,705         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC MULTICLASS MTG         34,715         10,323         579         US OBLIGATIONS           FHLMC MULTICLASS MTG         13,739         13,726         13,740         US OBLIGATIONS           FHLMC MULTICLASS MTG         15,512         15,508         15,513         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913         102,656         102,705         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC MULTICLASS MTG         13,739         13,726         13,740         US OBLIGATIONS           FHLMC MULTICLASS MTG         15,512         15,508         15,513         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913         102,656         102,705         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC MULTICLASS MTG         15,512         15,508         15,513         US OBLIGATIONS           FHLMC MULTICLASS MTG         102,913         102,656         102,705         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS			-		
FHLMC MULTICLASS MTG         102,913         102,656         102,705         US OBLIGATIONS           FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC MULTICLASS MTG         6,560         6,565         6,559         US OBLIGATIONS           FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS			-		
FHLMC MULTICLASS MTG         52,317         52,407         52,311         US OBLIGATIONS           FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC MULTICLASS MTG 2691 FE         5,786         5,839         5,787         US OBLIGATIONS           FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC MULTICLASS MTG 2812 DF         47,634         47,872         47,709         US OBLIGATIONS					
FHLMC MULTICLASS MTG 3389 GA724,106731,347743,281US OBLIGATIONS					
	FHLMC MULTICLASS MTG 3389 GA	724,106	731,347	743,281	US OBLIGATIONS

Security Name	Shares/Par	Cost	Market Value	Description
FHLMC MULTICLASS MTG T-61 1A1	768,654	742,067	781,505	US OBLIGATIONS
FNMA POOL #0254360	35,707	37,777	40,485	US OBLIGATIONS
FNMA POOL #0254393	104,396	110,627	118,423	US OBLIGATIONS
FNMA POOL #0256335	72,166	72,361	78,430	US OBLIGATIONS
FNMA POOL #0256985	140,383	147,578	160,340	US OBLIGATIONS
FNMA POOL #0323520	54,869	56,010	57,928	US OBLIGATIONS
FNMA POOL #0448182	741	734	773	US OBLIGATIONS
FNMA POOL #0497284	2,849	3,001	3,323	US OBLIGATIONS
FNMA POOL #0527939	4,204	4,428	4,903	US OBLIGATIONS
FNMA POOL #0541416	728	719	787	US OBLIGATIONS
FNMA POOL #0555162	1,060,611	1,050,337	1,082,835	US OBLIGATIONS
FNMA POOL #0555424	707,883	764,513	773,829	US OBLIGATIONS
FNMA POOL #0555432	1,333,624	1,420,935	1,457,865	US OBLIGATIONS
FNMA POOL #0555531	1,732,895	1,871,697	1,894,332	US OBLIGATIONS
FNMA POOL #0606540	7,269	7,569	8,452	US OBLIGATIONS
FNMA POOL #0689022	77,528	73,700	83,842	US OBLIGATIONS
FNMA POOL #0721252	172,942	169,537	187,026	US OBLIGATIONS
FNMA POOL #0725220	117,193	111,635	126,737	US OBLIGATIONS
FNMA POOL #0745406	342,607	351,815	370,967	US OBLIGATIONS
FNMA POOL #0748502	127,259	121,364	137,623	US OBLIGATIONS
FNMA POOL #0852534	110,767	107,496	119,743	US OBLIGATIONS
FNMA POOL #0888366	636,928	685,692	727,336	US OBLIGATIONS
FNMA POOL #0888367	857,064	971,161	978,719	US OBLIGATIONS
FNMA POOL #0889493	744,762	816,213	820,894	US OBLIGATIONS
FNMA POOL #0889528	601,679	620,622	664,124	US OBLIGATIONS
FNMA POOL #0889579	800,527	881,393	885,370	US OBLIGATIONS
FNMA POOL #0890341	233,295	256,365	257,775	US OBLIGATIONS
FNMA POOL #0919539	29,144	30,054	33,287	US OBLIGATIONS
FNMA POOL #0930851	109,757	114,954	115,791	US OBLIGATIONS
FNMA POOL #0931696	413,740	449,684	448,699	US OBLIGATIONS
FNMA POOL #0941621	499,289	508,026	513,940	US OBLIGATIONS
FNMA POOL #0995391	236,342	259,884	260,427	US OBLIGATIONS
FNMA POOL #0995952	862,405	916,574	951,909	US OBLIGATIONS
FNMA POOL #0AB1500	842,739	872,235	886,083	US OBLIGATIONS
FNMA POOL #0AB2072	133,233	135,856	137,143	US OBLIGATIONS
FNMA POOL #0AB3186	295,676	300,850	304,352	US OBLIGATIONS
FNMA POOL #0AC8781	677,938	705,586	722,939	US OBLIGATIONS
FNMA POOL #0AD0167	1,925,120	2,034,311	2,096,152	US OBLIGATIONS
FNMA POOL #0AD0695	458,812	488,814	503,132	US OBLIGATIONS
FNMA POOL #0AD0833	675,416	717,630	746,128	US OBLIGATIONS
FNMA POOL #0AD2699	169,357	172,268	178,667	US OBLIGATIONS
FNMA POOL #0AD5637	378,040	404,266	403,133	US OBLIGATIONS
FNMA POOL #0AD6149	70,185	72,356	73,794	US OBLIGATIONS
FNMA POOL #0AD8009	883,947	933,531	932,540	US OBLIGATIONS
FNMA POOL #0AD8245	329,266	339,452	346,200	US OBLIGATIONS
FNMA POOL #0AE0371	691,146	744,385	763,333	US OBLIGATIONS
FNMA POOL #0AE0616	297,764	326,377	328,202	US OBLIGATIONS
FNMA POOL #0AE0828	960,042	924,228	988,214	US OBLIGATIONS
FNMA POOL #0AE1807	2,589,860	2,539,884	2,723,060	US OBLIGATIONS
FNMA POOL #0AE2494	3,738,664	3,627,673	3,930,950	US OBLIGATIONS
FNMA POOL #0AE3066	71,834	74,561	75,186	US OBLIGATIONS
FNMA POOL #0AE3725	805,004	813,746	846,406	US OBLIGATIONS
FNMA POOL #0AE4664	298,213	295,208	313,551	US OBLIGATIONS
FNMA POOL #0AE4783	945,692	972,585	994,330	US OBLIGATIONS
FNMA POOL #0AE5128	427,751	415,052	449,751	
FNMA POOL #0AE8712	2,788,010	2,605,264	2,869,823	
FNMA POOL #0AE9201	147,644	149,247	155,284	US OBLIGATIONS
FNMA POOL #0AH0017	937,648	930,908	985,872	US OBLIGATIONS

Security Name	Shares/Par	Cost	Market Value	Description
FNMA POOL #0AH2140	982,315	1,025,751	1,028,162	US OBLIGATIONS
FNMA POOL #0AH2986	966,394	950,351	1,016,098	US OBLIGATIONS
FNMA POOL #0AH4446	67,091	69,638	70,222	US OBLIGATIONS
FNMA POOL #0AH4874	980,798	987,848	1,031,548	US OBLIGATIONS
FNMA POOL #0AH5647	864,069	881,080	889,424	US OBLIGATIONS
FNMA POOL #0AH6783	967,196	977,586	1,017,243	US OBLIGATIONS
FNMA POOL #0AH7006	369,353	352,039	380,191	US OBLIGATIONS
FNMA POOL #0AI2963	854,397	902,190	902,433	US OBLIGATIONS
FNMA POOL #0AI3000	1,750,192	1,848,367	1,848,592	US OBLIGATIONS
FNMA POOL #0AJ5372	575,159	585,224	592,037	US OBLIGATIONS
FNMA POOL #0AJ5681	996,738	1,016,361	1,025,987	US OBLIGATIONS
FNMA POOL #0AJ5994	626,726	637,693	645,117	US OBLIGATIONS
FNMA POOL #0AJ9158	860,976	893,666	901,160	US OBLIGATIONS
FNMA POOL #0AL0851	1,314,555	1,451,145	1,448,932	US OBLIGATIONS
FNMA POOL #0AL0852	321,864	353,045	352,956	US OBLIGATIONS
FNMA POOL #0AL0901	514,003	562,030	563,655	US OBLIGATIONS
FNMA POOL #0AL1114	999,999	1,037,812	1,046,672	US OBLIGATIONS
FNMA POOL #0MA0533	1,698,924	1,749,502	1,786,302	US OBLIGATIONS
FNMA GTD REMIC P/T 03-32 FH	45,655	45,897	45,733	US OBLIGATIONS
FNMA GTD REMIC P/T 04-21 FL	164,422	164,653	164,356	US OBLIGATIONS
FNMA GTD REMIC P/T 05-120 CL U	310,661	310,078	309,681	US OBLIGATIONS
FNMA GTD REMIC P/T 2000-32 FM	35,325	35,340	35,418	US OBLIGATIONS
FNMA GTD REMIC P/T 2003-78 FI	138,960	139,438	138,985	US OBLIGATIONS
FNMA GTD REMIC P/T 99-51 LK	1,163,999	1,196,009	1,206,728	US OBLIGATIONS
GNMA POOL #0515849	4,540	4,707	4,657	US OBLIGATIONS
GNMA POOL #0620926	31,006	28,727	34,017	US OBLIGATIONS
GNMA POOL #0780733	486	488	498	US OBLIGATIONS
GNMA POOL #0781328	16,061	16,922	18,736	US OBLIGATIONS
GNMA POOL #0781548	18,580	17,219	21,720	US OBLIGATIONS
GNMA GTD REMIC 00-30 CL FB	14,557	14,733	14,580	US OBLIGATIONS
GNMA GTD REMIC 1999-7 K	775,094	737,308	834,072	US OBLIGATIONS
GNMA GTD REMIC 2000-26 CL DE	14,332	14,316	14,333	US OBLIGATIONS
GNMA II POOL #0002910	2,619	2,707	3,208	US OBLIGATIONS
GNMA II POOL #0002947	3,300	3,410	4,041	US OBLIGATIONS
GNMA II POOL #0003029	3,040	3,140	3,723	US OBLIGATIONS
GNMA II POOL #0003057	771	796	816	US OBLIGATIONS
GNMA II POOL #0008008	5,813	5,918	6,012	US OBLIGATIONS
GNMA II POOL #0008188	31,007	31,667	32,091	US OBLIGATIONS
GNMA II POOL #0008238	10,212	10,413	10,504	US OBLIGATIONS
GNMA II POOL #0008337	6,127	6,214	6,317	US OBLIGATIONS
GNMA II POOL #0008339	2,672	2,714	2,755	US OBLIGATIONS
GNMA II POOL #0008777	7,006	7,096	7,222	US OBLIGATIONS
GNMA II POOL #0080030	7,760	7,847	8,023	US OBLIGATIONS
GNMA II POOL #0080045	10,008	10,130	10,347	US OBLIGATIONS
GNMA II POOL #0080119	33,294	34,314	34,322	US OBLIGATIONS
GNMA II POOL #0080329	27,530	27,969	28,380	US OBLIGATIONS
GNMA II POOL #0080395	36,254	36,116	37,520	US OBLIGATIONS
GNMA II POOL #008968M	8,036	8,126	8,266	US OBLIGATIONS
U S TREASURY BOND	300,000	429,634	466,781	US OBLIGATIONS
U S TREASURY BOND	300,000	426,329	453,703	US OBLIGATIONS
U S TREASURY BOND	300,000	453,798	478,781	US OBLIGATIONS
U S TREASURY BOND	300,000	344,438	414,469	US OBLIGATIONS
U S TREASURY BOND	100,000	104,215	129,281	US OBLIGATIONS
U S TREASURY BOND	25,000	22,183	28,121	US OBLIGATIONS
U S TREASURY BOND	70,000	65,778	90,880	US OBLIGATIONS
U S TREASURY BOND	600,000	577,875	765,187	US OBLIGATIONS
U S TREASURY BOND	2,200,000	2,265,682	2,866,532	US OBLIGATIONS
U S TREASURY BOND	1,600,000	1,850,241	1,881,750	US OBLIGATIONS
	.,,,	,, <b>-</b>	.,,	

Security Name	Shares/Par	Cost	Market Value	Description
U S TREASURY NOTE	1,700,000	1,706,810	1,701,063	US OBLIGATIONS
U S TREASURY NOTE	3,150,000	3,167,206	3,154,183	US OBLIGATIONS
U S TREASURY NOTE	1,745,000	1,752,706	1,750,385	US OBLIGATIONS
U S TREASURY NOTE	200,000	200,430	200,398	US OBLIGATIONS
U S TREASURY NOTE	500,000	508,769	558,281	US OBLIGATIONS
U S TREASURY NOTE	1,500,000	1,505,091	1,538,438	US OBLIGATIONS
U S TREASURY NOTE	4,900,000	4,878,548	4,955,889	US OBLIGATIONS
US TREAS-CPI INFLATION INDEX	723,800	786,938	977,639	US OBLIGATIONS
TOTAL - US OBLIGATIONS	_	88,517,822	92,363,314	
TOTAL - PART II, LINE 10A	_	99,231,608	103,954,102	

ARROWSTREET ENERGING MARKET         15,00,000         18,157,800         MUTUAL FUND           BALLE GFFORD EMG MKTS         1,881,480         18,326,713         MUTUAL FUND           BALLE GFFORD EMG MKTS         1,881,480         18,326,730         28,921,130         MUTUAL FUND           BGI ACWI EVLOY         4,003,398         18,3266,730         28,921,130         MUTUAL FUND           BGI ACWI EVLOY         4,003,240         18,3266,730         18,854,803         MUTUAL FUND           BGI ACWI EVLOY         3,758,8147         5,572,401         MUTUAL FUND         11,356,122         MUTUAL FUND           BGI ASCI EGIN FDB CAMADA         2,892,434         113,855,128         MUTUAL FUND         MUTUAL FUND           MARATHONI CANDON INTERNATIONAL         2,883,431         113,855,128         MUTUAL FUND         MUTUAL FUND           MONDRIAN INT, SMALL CAP EQUITY         377,982         5,352,537         6,491,132         MUTUAL FUND           MONDRIAN INT, SMALL CAP EQUITY         1,344,378         20,668,897         23,542,477         MUTUAL FUND           MONDRIAN INTERNATIONAL         2,273,338         20,673,387         37,080,802         MUTUAL FUND           VANGUAD ENGEC AP ENGRGING         1,344,340         15,343,317         MUTUAL FUND         MUTUAL FUND	Security Name	Shares/Par	Cost	Market Value	Description
EAALLE CIFFORD EMG MKTS         1.88/.480         16.826/109         28.82/130         MUTUAL FUND           BGI ACWI EVUS SUPERFUND B         4.203.49         16.3386,73         MUTUAL FUND           BGI ACMI EVUS SUPERFUND B         4.203.49         16.3386,73         MUTUAL FUND           BGI ASCIE CIND FD B CANADA         82,986         6.487,907         MUTUAL FUND           RUSSELI 3000 INDEX FUND B         2.204.004         30.471,168         28.776,967         MUTUAL FUND           RUSSELI 3000 INDEX FUND B         2.204.004         30.471,168         28.776,967         MUTUAL FUND           JPMORGAN LL 130/29         113.865,128         100.000,000         113.865,128         MUTUAL FUND           MONDRIAN INT. COUNTY FD LP         2.198,645         5.325,640         45.721,849         MUTUAL FUND           MONDRIAN INTS COUNT FRANCING         1.0347,365         5.335,571         4.017UAL FUND         MUTUAL FUND           PIRECAR ODYNUE INDEX FUND         2.273,303         3.668,120         MUTUAL FUND         MUTUAL FUND           VANGUARD PRIMECAP CORF FUND         2.133,079         28,677,837         28,775,230         MUTUAL FUND           VANGUARD PRIMECAP CORF FUND         2.310,079         36,607,837         28,775,230         MUTUAL FUND           VANGUARD PRIMECAP CO					MUTUAL FUND
BGI ACMU EX-US SUPERTUND B         4.203.439         103.386.739         80.81.4906         MUTUAL FUND           BGI EAFE         410.924         410.924         86.937.907         5.572.401         MUTUAL FUND           BGI SERE         NONDEX FUND B         2.040.004         80.976.707         5.772.401         MUTUAL FUND           GENESIS EMERGING MARKETS         80.272         37.684.497         50.271.779         MUTUAL FUND           MARATHON LONDON INTERNATIONAL         2.845.341         131.895.783         MUTUAL FUND         MARATHON LONDON INTERNATIONAL         2.845.341         131.895.783         MUTUAL FUND           MONDRIAN INT. SMALL CAP EQUITY         377.982         5.685.537         6.491.132         MUTUAL FUND           PRIMECAP COYSSEY STOCK FUND         1.347.482         13.444.817         MUTUAL FUND           PRIMECAP CORSECAP EMERGING         1.000.821         3.443.93         37.808.020         MUTUAL FUND           VANGUARD PRIMECAP CORF FUND         2.213.079         28.753.31         7.319.000         COMMON STOCK           VANGUARD PRIMECAP CORF FUND         2.213.079         28.753.31         7.319.000         COMMON STOCK           VANGUARD PRIMECAP CORF FUND         2.213.079         28.752.30         MUTUAL FUND           VANGUARD PRIMECAP CORF FUND	ARROWSTREET EMERGING MARKET FU		2,000,000	1,805,400	MUTUAL FUND
BGI EAFE         410.924         18.893.823         MUTUAL FUND           BGI MSC IG ND FD FD CANADA         82.966         6.475.967         5.772.401         MUTUAL FUND           RUSSELL 3000 INDEX FUND B         2.040.004         30.478.166         28.767.867         MUTUAL FUND           BGI MSC IG NDORN INTERNATIONAL         2.884.341         100.000.000         113.865.128         MUTUAL FUND           MONDRIAN INT EQUITY FD LP         2.198.645         53.825.460         48.721.849         MUTUAL FUND           MONDRIAN INT EQUITY FD LP         2.198.645         53.825.870         64.91.132         MUTUAL FUND           MONDRIAN INTE EQUITY FD LP         2.198.645         0.206.88.971         23.524.427         MUTUAL FUND           MONDRIAN INTE EQUITY FD LP         2.198.645         0.206.88.971         23.524.247         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         1.647.365         0.206.88.971         23.524.247         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.133.079         28.073.387         28.775.230         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.133.079         28.073.387         28.775.230         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.133.079         28.075.337         28.775.230         MUTUAL FUND<					
BGI MSCI EG IND FD B CANADA         82.996         6.487,907         5.572.401         MUTUAL FUND           RUSSEL 3000 INDEX FUND B         2.040.004         30.473,168         MUTUAL FUND           GENESIS EMERGING MARKETS         80.272         37.689.497         50.271,779         MUTUAL FUND           JPMORGAN LIC 13022         113.655,128         MUTUAL FUND         MUTUAL FUND           MARATHON LONDON INTERNATIONAL         2.843.41         13.497,558         108.686,72         MUTUAL FUND           MONDRIAN INTL SMALL CAP EQUITY         377,952         5.635,537         6.491,132         MUTUAL FUND           MONDRIAN INTL SMALL CAP EQUITY         377,952         5.635,537         6.491,132         MUTUAL FUND           PYRAINS GLOBAL MARKET INCERVEND         2.272,383         8.697,1863         37,690,020         MUTUAL FUND           PYRAINS GLOBAL MARKET INCETRUTAL         1.3444         13.443,863         75,800,20         MUTUAL FUND           VANGUAR PRIMECAP CORE FUND         2.132,079         28,073,387         28,775,230         MUTUAL FUND           VANGUAR PRIMECAP CORE FUND         2.132,079         28,073,387         28,775,230         MUTUAL FUND           UNITED PARCEL SERVICE INC         10.000         5,160,613         7,319,000         COMMON STOCK		, ,		, ,	
PUBSEL         1000         10000000         113.655         128         MUTUAL FUND           JPMORGAN LIC 13028         113.655,128         100.000,000         113.855,128         MUTUAL FUND           JPMORGAN LIC 13028         113.855,128         100.000,000         113.855,128         MUTUAL FUND           MONDRIAN INT EQUITY PD LP         2.198,645         53.825,640         48.721,849         MUTUAL FUND           MONDRIAN INT EQUITY PD LP         2.198,645         53.825,640         48.721,849         MUTUAL FUND           MONDRIAN INTE EQUITY PD LP         2.198,645         53.825,640         48.721,849         MUTUAL FUND           MONDRIAN INTE EQUITY PD LP         2.198,645         53.835,571         6.941,132         MUTUAL FUND           MONDRIAN INTE EQUITY PD LP         2.198,645         53.836,371         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.133,079         28.673,387         28.775,230         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.133,079         28.673,387         28.775,230         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.133,079         28.673,387         28.775,230         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.133,079         28.673,387         28.775,230         MUTUAL FUND <td></td> <td>,</td> <td></td> <td></td> <td></td>		,			
GENESIS EMERGING MARKETS         80.272         37.889.497         50.271.779         MUTUAL FUND           JPMORGAN LIC 13029         113.865.128         MUTUAL FUND         MUTUAL FUND           MARATHON LONDON INTERNATIONAL         2.884.341         13.997.588         108.886.722         MUTUAL FUND           MONDRIAN INTL SMALL CAP EQUITY         377.952         5.635.537         6.491.132         MUTUAL FUND           MONDRIAN INTL SMALL CAP EQUITY         377.952         5.635.537         6.491.132         MUTUAL FUND           MONDRIAN INTL SMALL CAP EQUITY         377.952         5.635.537         6.491.132         MUTUAL FUND           PRIMECAP ONYSEY STOCK FUND         1.447.356         20.668.897         23.542.477         MUTUAL FUND           PVRAINS GLOARL MARKET NEITRAL         1.444         13.443.863         37.080.20         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.272.333         36.971.863         37.980.20         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.010         5.916.913         7.319.00         COMMON STOCK           ENCANA CORPORATION         20.010         5.917.93         371.214         COMMON STOCK           CANAN ROPP REGD         5.170         83.944         49.0644         49.0644         490.680 <td< td=""><td></td><td></td><td></td><td></td><td></td></td<>					
IPMORCAN LLC 13029         113,655,128         100,000,000         113,655,128         MUTUAL FUND           MARATHON LONDON INTERNATIONAL         28,843,41         131,987,598         108,867,22         MUTUAL FUND           MONDRIAN INTL EQUITY FD LP         2,198,645         53,825,640         48,721,849         MUTUAL FUND           MONDRIAN LARGE CAP EMERGING         1005,621         13,474,827         13,791,912         MUTUAL FUND           PRIMECAP DOYSEY STOCK FUND         14,473,861         33,6967         15,384,347         MUTUAL FUND           PVANUS GLOBAL MARKET NEUTRAL         13,444         13,443,960         15,384,317         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2,173,079         26,073,387         28,775,230         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2,133,079         26,073,387         28,775,230         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2,010         591,718         314,641         COMMON STOCK           ENCANA CORPORATION         20,010         591,718         314,641         COMMON STOCK           SAP AG ORD MPY         8,700         495,534         449,698         COMMON STOCK           SAP AG ORD MPY         2,700         253,534         435,564         COMMON STOCK					
MARATHON LONDON INTERNATIONAL         2,894,341         131,987,598         108,887,722         MUTUAL FUND           MONDRIAN INTL EMUL CAP EQUITY         377,952         5,635,537         6,491,132         MUTUAL FUND           MONDRIAN INTL SMALL CAP EQUITY         377,952         5,635,537         6,491,132         MUTUAL FUND           PRIMECAP DOTYSEY STOCK FUND         1,947,356         20,608,897         23,524,247         MUTUAL FUND           PYRAINS GLOBAL MARKET NEUTRAL         13,444         13,44590         15,334,317         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2,272,383         28,971,863         27,608,020         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2,272,383         28,971,863         27,875,230         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2,010         591,779         371,214         COMMON STOCK           SOAAR ORPORATION         20,010         591,779         371,214         COMMON STOCK           SADAR SA         6,2270         323,349,4722         COMMON STOCK           SALDAS AG         5,247         22,700         523,33         491,422         COMMON STOCK           SALDAS AG         5,247         2,700         523,33         491,422         COMMON STOCK           <					
MONDRIAN INTL EQUITY FD LP         2, 198,645         53,825,640         48,721,849         MUTUAL FUND           MONDRIAN LARGE CAP EMERGING         10,05,621         13,474,827         13,791,912         MUTUAL FUND           PRIMECAP CONSERY STOCK FUND         1,474,827         13,791,912         MUTUAL FUND           PYRAMIS GLOBAL MARKET NEUTRAL         13,444         13,443,960         15,384,317         MUTUAL FUND           VARGUARD PRIMECAP CORE FUND         2,273,833         37,608,020         MUTUAL FUND           UNITED PARCEL SERVICE INC         100,000         5,160,813         7,319,000         COMMON STOCK           ENARGA CORPORTION         20,010         591,779         37,1214         COMMON STOCK           LUNDIN MINING GORP         8,270         91,521         31,4541         COMMON STOCK           ADBAS AG         6,230         479,060         408,478         COMMON STOCK           ADIAS AG         5,170         637,844         498,509         COMMON STOCK           SIEMENS AG NPV REGD         5,170         637,844         498,244         COMMON STOCK           SIEMENS AG NPV REGD         5,170         637,844         498,244         COMMON STOCK           SIEMENS AG NPV REGD         5,170         637,844         498,244			, ,	, ,	
MONDRIAN INTL SMALL CAP EQUITY         377 952         5.635.537         6.491.132         MUTUAL FUND           MONDRIAN INTL SMALL CAP EQUITY         377 952         5.635.537         6.491.132         MUTUAL FUND           PRIMEGAP DOTYSEY STOCK FUND         1.847.366         20.608.897         23.524.347         MUTUAL FUND           PYRAMIS GLOBAL MARKET NEUTRAL         1.3444         1.3443.960         15.384.317         MUTUAL FUND           VAISSEL 1000 VALUE INDEX FUND         2.172.303         36.071.863         37.608.020         MUTUAL FUND           VAIRGUARD PRIMECAP CORE FUND         2.133.079         28.073.87         28.775.230         MUTUAL FUND           UNITED PARCEL SERVICE INC         100.000         59.179         371.124         COMMON STOCK           ENCANA CORPORATION         20.010         591.779         371.214         COMMON STOCK           SADDA SA         6.2760         391.521         31.4541         COMMON STOCK           SIEMENS AG NEVY         2.2700         820.333         449.503         449.699         COMMON STOCK           SIEMENS AG NEVY RECO         5.171         637.844         496.342         COMMON STOCK           BANCO SANTANDER SA         43.061         470.155         328.131         COMMON STOCK					
MCNDRIAN LARGE CAP EMERCING         1,056,621         13,474,827         13,791,912         MUTUAL FUND           PRIMECAP ODSSEY STOCK FUND         16,473,366         26,058,497         25,224,47         MUTUAL FUND           PVASUBS CLOBAL MARKET NEUTRAL         13,444         13,443,960         15,384,317         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2,133,079         26,073,387         28,775,230         MUTUAL FUND           UNITED PARCEL SERVICE INC         100,000         5,160,813         7,319,000         COMMON STOCK           ENAAL CORPORATION         20,010         591,779         371,214         COMMON STOCK           ADDAS AG         6,230         479,060         406,476         COMMON STOCK           ADDAS AG         6,230         470,060         406,476         COMMON STOCK           E.ON AG NPV         2,400         663,549         483,690         COMMON STOCK           SIEMES AG NPV REGD         5,170         637,844         496,244         COMMON STOCK           SIEMENS AG NPV REGD         5,170         637,844         498,244         COMMON STOCK           ALLIANZ SE (SOCIETAS EUROPEAE)         15,600         686,601         441,349         COMMON STOCK           CARREFOUR EUR25         16,640					
PRIMECAP ODYSSEY STOCK FUND         1.647.366         20.608.897         23.524.247         MUTUAL FUND           PYRAMIS GLOBAL MARCEN FUND         2.272.383         38.971.883         37.698.020         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.272.383         38.971.883         37.698.020         MUTUAL FUND           UNITED PARCEL SERVICE INC         100.000         5.160.813         7.319.000         COMMON STOCK           UNITED PARCEL SERVICE INC         20.010         591.521         314.541         COMMON STOCK           ADDAS AG         6.2.700         293.1221         314.541         COMMON STOCK           SAP AG ORD NPV         8.480         495.034         449.602         COMMON STOCK           SAP AG ORD NPV         2.2700         620.353         491.232         COMMON STOCK           SIEMENS AG NPV REGD         5.170         637.844         449.6244         COMMON STOCK           BANCO SANTANDER SA         43.061         470.155         328.131         COMMON STOCK           BANCO SANTANDER SA         43.061         470.155         328.131         COMMON STOCK           BANCO SANTANDER SA         43.061         470.155         328.131         COMMON STOCK           CARREPOUR EUR2.5         15.640         688.			, ,		
PYRAMIS GLOBAL MARKET NEUTRAL         13,444         13,443,860         15,384,317         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2,133,079         26,073,387         28,775,230         MUTUAL FUND           UNITED PARCEL SERVICE INC         100,000         51,60,813         7,319,000         COMMON STOCK           ENCANA CORPORATION         20,010         591,779         311,214         COMMON STOCK           ADIDAS AG         6,230         479,660         406,476         COMMON STOCK           ADIDAS AG         6,230         479,660         COMMON STOCK         E.ON AG NPV         8,480         495,034         449,690         COMMON STOCK           E.ON AG NPV         22,700         620,353         491,232         COMMON STOCK         SIGMENS AG NPV REGD         5,170         637,844         496,590         COMMON STOCK           BANCO SANTANDER SA         43,061         470,155         328,131         COMMON STOCK         DISTRIBUIDORA INTERNACIONAL DE         8,680         42,886         39,381         COMMON STOCK           ALSTOM EUR7 (POST         11,580         655,338         352,213         COMMON STOCK           ALSTOM EUR7, 0POST         11,580         655,338         352,213         COMMON STOCK           CARD RUP (POST					
RUSSELL 1000 VALUE INDEX FUND         2.272.383         36.971.863         37.608.200         MUTUAL FUND           VANGUARD PRIMECAP CORE FUND         2.133.079         26.073.387         28.775.230         MUTUAL FUND           UNITED PARCEL SERVICE INC         100,000         5.160.813         7.319.000         COMMON STOCK           LUNDIN MINING CORP         62.760         391.521         314.541         COMMON STOCK           SAP AG ORD NPV         8.480         495.034         449.690         COMMON STOCK           SAP AG ORD NPV         8.480         465.034         449.690         COMMON STOCK           SLEMENS AG NPV REGD         5.170         637.544         4485.244         COMMON STOCK           BANCO SANTANDER SA         43.061         470.155         328.131         COMMON STOCK           CARREFOUR EUR2.5         21.660         688.061         481.349         COMMON STOCK           DISTIBIUDORA INTERNACIONAL DE         8.680         442.686         39.381         COMMON STOCK           CARREFOUR EUR2.5         11.580         665.338         352.213         COMMON STOCK           DISTIBIUDORA INTERNACIONAL DE         8.680.4141         631.672         COMMON STOCK           CARREFOUR EUR2.5         15.640         864.187 <t< td=""><td></td><td></td><td></td><td></td><td></td></t<>					
VANGUARD PRIMECAP CORE FUND         2,133,079         26,073,387         28,775,230         MUTUAL FUND           UNITED PARCEL SERVICE INC         100,000         5,160,813         7,319,000         COMMON STOCK           ENCANA CORPORATION         20,010         591,779         371,214         COMMON STOCK           ADIDAS AG         6,230         479,660         440,6476         COMMON STOCK           ADIDAS AG         6,230         479,660         440,6476         COMMON STOCK           E.ON AG NPV         8,480         465,034         449,680         COMMON STOCK           BLINCS SKITANDER SA         43,061         470,155         328,131         COMMON STOCK           SIEMENS AG NPV REGD         5,170         637,844         449,624         COMMON STOCK           ALSTOM EUR7 (POST         11,580         655,338         352,213         COMMON STOCK           ALSTOM EUR7 (POST         11,580         656,338         352,213         COMMON STOCK           CRH ORD EUR0.32         24,080         500,028         480,147         COMMON STOCK           CRH ORD EUR0.32         15,400         864,187         801,971         COMMON STOCK           CORMON VER0.06         61,370         371,425         300,508         COMMON STOCK<					
UNITED PARCEL SERVICE INC         100,000         5,160,813         7,319,000         COMMON STOCK           ENCANA CORPORATION         20,010         591,779         371,214         COMMON STOCK           LUNDIN MINING CORP         82,760         391,521         314,641         COMMON STOCK           SAP AG ORD NPV         8,480         495,034         4498,980         COMMON STOCK           SAP AG ORD NPV         8,480         495,034         4498,500         COMMON STOCK           ALLIAX SE (SOCIETAS EUROPEAE)         5,040         663,549         483,589         COMMON STOCK           BANDO SANTANDER SA         43,061         470,155         328,131         COMMON STOCK           CARREFOUR EUR2.5         21,056         686,061         481,349         COMMON STOCK           CARREFOUR EUR2.5         11,560         653,38         352,213         COMMON STOCK           CARREFOUR EUR2.5         11,560         664,187         639,872         COMMON STOCK           CARREFOUR EUR2.5         15,640         866,61         480,145         COMMON STOCK           CARREFOUR EUR2.5         15,640         864,187         391,222         COMMON STOCK           CARREFOUR EUR2.5         15,640         864,187         391,272         COMMO					
ENCANA CORPORATION         20.010         591,779         371,214         COMMON STOCK           LUNDIN MINING CORP         82,760         391,521         314,541         COMMON STOCK           SAP AG ORD NPV         8,480         495,034         449,690         COMMON STOCK           SAP AG ORD NPV         2,2700         663,549         483,539         COMMON STOCK           ALLIANZ SE (SOCIETAS EUROPEAE)         5,040         663,549         483,539         COMMON STOCK           BANCO SANTANDER SA         43,061         470,155         328,131         COMMON STOCK           BANCO SANTANDER SA         43,061         470,155         328,131         COMMON STOCK           CARREFOUR EUR2.5         21,050         688,061         481,349         COMMON STOCK           CARREFOUR EUR2.5         11,560         685,338         352,213         COMMON STOCK           CARREFOUR EUR2.5         13,780         816,874         639,872         COMMON STOCK           CARREFOUR EUR2.5         0,560         60,371         371,425         300,566         COMMON STOCK           CARNON INC MUR2.201LIN LIST         24,080         500,224         480,145         639,372         COMMON STOCK           CAH OR DEUR3.201LIN LIST         24,080 <t< td=""><td></td><td>_,,</td><td></td><td>,,</td><td></td></t<>		_,,		,,	
ENCANA CORPORATION         20.010         591.779         371.214         COMMON STOCK           LUNDIN MINING CORP         82.760         391.521         314.541         COMMON STOCK           SAP AG ORD NPV         8,480         495.034         4498.034         4498.034         4498.034         4498.034         4498.034         491.232         COMMON STOCK           SAP AG ORD NPV         2,2700         663.549         485.034         4498.244         COMMON STOCK           ALLIANZ SE (SOCIETAS EUROPEAE)         5,170         637.844         496.244         COMMON STOCK           BANCO SANTANDER SA         43.061         470.155         328.131         COMMON STOCK           DISTRIBUTORA INTERNACIONAL DE         8.860         42.866         33.811         COMMON STOCK           CARREFOUR EUR2.5         15,640         888.01         491.349         COMMON STOCK           CARREFOUR EUR2.5         15,640         861.874         639.872         COMMON STOCK           CARNON INC RUPS         39.00         371.425         300.506         COMMON STOCK           CANDON INC RUPS         9.900         440.113         61.220         COMMON STOCK           CANDON INC RUPS         9.900         440.159         433.771         COMMON STOCK <td>UNITED PARCEL SERVICE INC</td> <td>100,000</td> <td>5,160,813</td> <td>7,319,000</td> <td>COMMON STOCK</td>	UNITED PARCEL SERVICE INC	100,000	5,160,813	7,319,000	COMMON STOCK
ADIDAS AG         6.230         479,080         406,476         COMMON STOCK           SAP AG ORD NPV         8,480         495,034         449,690         COMMON STOCK           E.ON AG NPV         22,700         620,353         491,232         COMMON STOCK           ALLIANZ SE (SOCIETAS EUROPEAE)         5,040         663,549         493,659         COMMON STOCK           BANCO SANTANDER SA         43,061         470,155         328,131         COMMON STOCK           CARREFOUR EUR2.5         21,050         686,061         481,349         COMMON STOCK           CARREFOUR EUR2.5         11,560         685,051         481,349         COMMON STOCK           CARREFOUR EUR2.5         15,640         864,187         801,971         COMMON STOCK           CHO RD EUR3.2 DIBLIN LIST         24,080         500,026         480,145         COMMON STOCK           NOKIA (AB) OY EUR0.06         61,370         371,425         300,506         COMMON STOCK           CHUNG KONG(HLIDGS) HK30.50         30,362         430,411         381,220         COMMON STOCK           CHUNG KONG(HLIDGS) HK30.50         30,362         217,104         COMMON STOCK         KeYENCE COP NPV         9900         446,18         737,276         COMMON STOCK           <	ENCANA CORPORATION	20,010	591,779	371,214	COMMON STOCK
SAP AG ORD NPV         8,400         495,034         449,690         COMMON STOCK           E.ON AG NPV         22,700         620,353         491,232         COMMON STOCK           ALLANZ SE (SOCIETAS EUROPEAE)         5,040         683,549         483,669         COMMON STOCK           SIEMENS AG NPV RED         5,170         637,844         496,244         COMMON STOCK           DISTRIBUIDORA INTERNACIONAL DE         8,860         42,866         39,381         COMMON STOCK           CARREFOUR EUR2.5         21,050         688,061         481,349         COMMON STOCK           ALSTOM EUR7 (POST         11,580         655,338         352,213         COMMON STOCK           CRH OPD EUR3.2         13,740         864,4187         801,871         COMMON STOCK           CRH OPD EUR3.2         13,780         816,874         639,872         COMMON STOCK           CRH OPD EUR3.2         00,506         COMMON STOCK         COMMON STOCK         COMMON STOCK           CRH OPD EUR3.2         00,506         COMMON STOCK         COMMON STOCK         COMMON STOCK           CRH OPD EUR3.2         00,506         61,370         371,425         300,506         COMMON STOCK           CHEUNG KONC(HLDGS) HK\$0,50         30,382         430,411	LUNDIN MINING CORP	82,760	391,521	314,541	COMMON STOCK
E ON AG NPV         22,700         620,353         491,232         COMMON STOCK           ALLIANZ SE (SOCIETAS EUROPEAE)         5,040         683,549         483,569         COMMON STOCK           BANCO SANTANDER SA         43,061         470,155         328,131         COMMON STOCK           DISTRIBUDORA INTERNACIONAL DE         8,860         42,686         39,381         COMMON STOCK           CARREFOUR EUR2,5         21,050         688,061         481,349         COMMON STOCK           CARREFOUR EUR2,5         15,840         864,187         801,971         COMMON STOCK           CARLOR, AE UR2,5         15,640         864,187         801,971         COMMON STOCK           CARLOR, AE UR2,5         13,780         816,874         639,872         COMMON STOCK           CHE URD EUR0,32 DUBLIN LIST         24,080         500,026         480,145         COMMON STOCK           CANON INC NPV         9,300         460,159         433,770         COMMON STOCK           CANON INC NPV         9,300         466,118         377,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         28,000         376,241         461,	ADIDAS AG	6,230	479,060	406,476	COMMON STOCK
ALLANZ SE (SOCIETAS EUROPEAE)         5.040         663.549         483.669         COMMON STOCK           SIEMENS AG NPV REGD         5.170         637.844         496.244         COMMON STOCK           DISTRIBUIDORA INTERNACIONAL DE         8.680         470,155         322,131         COMMON STOCK           CARREFOUR EUR2.5         21,050         688,061         481,349         COMMON STOCK           ALSTOM EUR7 (POST         11,580         655.338         352,213         COMMON STOCK           CRH OPD EUR2.5         15,640         864,187         639,872         COMMON STOCK           CRH OPD EUR0.32 DUBLIN LIST         24,080         500,026         480,145         COMMON STOCK           CRH OPD EUR0.32 DUBLIN LIST         24,080         500,026         COMMON STOCK         CHEUNG KONG(HLDGS) HK\$0.50         30,362         430,411         361,220         COMMON STOCK           CANON INC NPV         9,900         460,159         438,770         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         844,418         737,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         2,860         495,183         461,674         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         2,800         592,688         489,4	SAP AG ORD NPV	8,480	495,034	449,690	COMMON STOCK
SIEMENS AG NPV REGD         5,170         637,844         496,244         COMMON STOCK           BANCO SANTANDER SA         43,061         470,155         328,131         COMMON STOCK           DISTRIBUDCRA INTERNACIONAL DE         8,680         42,666         39,381         COMMON STOCK           CARREFOUR EUR2,5         21,050         688,061         481,349         COMMON STOCK           ALSTOM EUR7 (POST         11,580         655,338         352,213         COMMON STOCK           CRH ORD EUR0,32 DUBLIN LIST         24,080         500,026         480,145         COMMON STOCK           NKIA (AB) OY EUR0,32 DUBLIN LIST         24,080         500,026         480,145         COMMON STOCK           CANON INC NFV         9,900         460,159         433,770         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         28,000         375,240         369,119         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         28,000         375,240         369,119         COMMON STOCK           SUMITOMO METAL MING NPV         39	E.ON AG NPV	22,700	620,353	491,232	COMMON STOCK
BANCO SANTANDER SA         43,061         470,155         328,131         COMMON STOCK           DISTRIBUIDORA INTERNACIONAL DE         8,680         42,686         39,381         COMMON STOCK           CARREFOUR EUR2.5         21,050         680,061         461,349         COMMON STOCK           ALSTOM EUR7 (POST         11,580         655,338         352,213         COMMON STOCK           TOTAL SA EUR2.5         15,640         864,187         801,971         COMMON STOCK           HEINEKEN NV EUR1.60         13,780         816,874         639,872         COMMON STOCK           ONKIA (AB) OV EUR0.06         61,370         371,425         300,506         COMMON STOCK           CANON INC NPV         9,900         460,159         438,770         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           SUMITOMO MTSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           SUMITOMO MTSUI TRUST HOLDINGS         2,860         495,183         461,674         COMMON STOCK           SUMITOMO METAL MING NPV         38,000         552,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481	ALLIANZ SE (SOCIETAS EUROPEAE)	5,040	663,549	483,569	COMMON STOCK
DISTRIBUIDORA INTERNACIONAL DE         8,680         42,686         39,381         COMMON STOCK           CARREFOUR EUR2,5         21,050         668,061         481,349         COMMON STOCK           ALSTOM EUR7 (POST         11,580         665,333         352,213         COMMON STOCK           TOTAL SA EUR2,5         15,640         864,187         801,971         COMMON STOCK           CRH ORD EUR0,32 DUBLIN LIST         24,080         500,226         460,145         COMMON STOCK           CHEUNG KONG(HLDGS) HK\$0.50         30,362         430,411         361,220         COMMON STOCK           CANNO INC NPV         9,900         460,159         438,770         COMMON STOCK           CANON INC NPV         9,900         446,187         37,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           SUMITOMO MITSUI RUST HOLDINGS         251,000         846,183         461,674         COMMON STOCK           SUMITOMO MITSUI RUST HOLDINGS         24,700         524,813         461,674         COMMON STOCK           SUMITOMO METAL MIG NPV         38,000         375,240         389,119         COMMON STOCK           SUMITOMO METAL MIG NPV         23,700         527,	SIEMENS AG NPV REGD		637,844	496,244	COMMON STOCK
CARREFOUR EUR2.5         21,050         688,061         481,349         COMMON STOCK           ALSTOM EUR7 (POST         11,580         655,338         352,213         COMMON STOCK           TOTAL SA EUR2.5         15,640         864,187         801,971         COMMON STOCK           CRH ORD EUR0.32 DUBLIN LIST         24,080         500,026         480,145         COMMON STOCK           NOKIA (AB) OY EUR.00.66         61,370         371,425         300,506         COMMON STOCK           CANON INC NPV         9,900         440,159         438,770         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           NINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         2,860         495,183         461,674         COMMON STOCK           SUMITOMO MAN STOCK         39,339         943,532         795,063         COMMON STOCK           SUMITOMO METAL MNG NPV         38,000         592,688         488,459         COMMON STOCK           SUMITOMO METAL MNG NPV         38,000         592,688					
ALSTOM EUR7 (POST         11,580         655,338         352,213         COMMON STOCK           TOTAL SA EUR2.5         15,640         864,187         801,971         COMMON STOCK           HEINEKEN NV EUR1.60         13,780         816,874         639,872         COMMON STOCK           NOKIA (AB) OY EUR0.20 DUBLIN LIST         24,080         500,026         480,145         COMMON STOCK           NOKIA (AB) OY EUR0.06         61,370         371,425         300,506         COMMON STOCK           CANDN INC NPV         9,900         460,159         433,770         COMMON STOCK           SUMITOM ONITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           MISUBISHI CORP NPV         900         244,785         217,104         COMMON STOCK           MINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SMC CORP NPV         2,860         495,183         461,674         COMMON STOCK           SUMITOMO METAL ING NPV         38,000         592,688         488,459         COMMON STOCK           SUMITOMO METAL ING NPV         23,700         527,481         490,387         COMMON STOCK           SUMITOMO NETAL ING NPV         38,000         292,688         484,599					
TOTAL SA EUR2.5         15,640         864,187         801,971         COMMON STOCK           HEINEKEN NV EUR0.32         13,780         816,874         639,872         COMMON STOCK           CRH ORD EUR0.32         20BLIN LIST         24,080         500,026         480,145         COMMON STOCK           NOKIA (AB) OY EUR0.06         61,370         371,425         300,506         COMMON STOCK           CHEUNG KONG(HLDGS) HK\$0.50         30,362         430,411         361,220         COMMON STOCK           CANON INC NPV         9,900         466,1159         438,770         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           MITSUBISH CORP NPV         900         244,785         217,104         COMMON STOCK           SIMITONO CO         4,499         778,317         619,826         COMMON STOCK           SECOM CO Y50         8,000         375,240         369,119         COMMON STOCK           SUZUKI MOTOR CO NPV         2,870         592,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         20,750         535,764         407					
HEINEKEN NV EUR1.60         13,780         816,874         639,872         COMMON STOCK           CRH ORD EUR0.32 DUBLIN LIST         24,080         500,026         480,145         COMMON STOCK           NCKIA (AB) OY EUR0.06         61,370         371,425         300,506         COMMON STOCK           CHEUNG KONG(HLDGS) HK\$0.50         30,362         430,411         361,220         COMMON STOCK           CANON INC NPV         9,900         460,159         438,770         COMMON STOCK           SUMITOM OMTSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           MITSUBISHI CORP NPV         900         244,785         217,104         COMMON STOCK           NINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SUC CORP NPV         2,860         495,183         461,674         COMMON STOCK           SUDKIOM OTA CO NPV         2,860         496,5183         461,674         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           NPEX CORPORATION         70         493,798         441,253 <td< td=""><td>·</td><td></td><td>,</td><td>,</td><td></td></td<>	·		,	,	
CRH ORD EUR0.32 DUBLIN LIST         24,080         500,026         480,145         COMMON STOCK           NOKIA (AB) OY EUR0.06         61,370         371,425         300,506         COMMON STOCK           CHEUNG KONG(HLDGS) HK\$0.50         30,362         430,411         361,220         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         246,418         737,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         244,785         217,104         COMMON STOCK           MISUBISHI CORP NPV         39,339         943,532         795,063         COMMON STOCK           SIMC CORP NPV         2,860         495,183         461,674         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           BANK OF YOKOHAMA Y50         186,000         902,592         879,958         COMMON STOCK           INFEX CORPORATION         70         493,798         441,253         COMMON STOCK           NKSAD INSURANCE GROUP HOLDINGS         24,750         535,764         407,233         COMMON STOCK           NKSAD INSURANCE GROUP HOLDINGS         24,750					
NOKIA (AB) OY EUR0.06         61,370         371,425         300,506         COMMON STOCK           CHEUNG KONG(HLDGS) HK\$0.50         30,362         430,411         361,220         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           MITSUBISHI CORP NPV         39,339         943,532         795,663         COMMON STOCK           NINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SMC CORP NPV         2,860         495,183         461,674         COMMON STOCK           SUMITOMO METAL ING NPV         38,000         375,240         369,119         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,484 <t< td=""><td></td><td></td><td></td><td></td><td></td></t<>					
CHEUNG KONG(HLDGS) HK\$0.50         30,362         430,411         361,220         COMMON STOCK           CANON INC NPV         9,900         460,159         438,770         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           KEYENCE CORP NPV         900         244,785         217,104         COMMON STOCK           MITSUBISHI CORP NPV         39,339         943,532         795,063         COMMON STOCK           NINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SECOM CO Y50         8,000         375,240         369,119         COMMON STOCK           SUINTOMO METAL MNG NPV         38,000         592,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           NRS J HOLDINGS INC         20,750         535,764         441,253         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         33,600         252,484         242,625					
CANON INC NPV         9,900         460,159         438,770         COMMON STOCK           SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           KEYENCE CORP NPV         900         244,785         217,104         COMMON STOCK           MITSUBISHI CORP NPV         39,339         943,532         795,063         COMMON STOCK           NINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SECOM CO Y50         8,000         375,240         369,119         COMMON STOCK           SUMITOMO METAL MNG NPV         38,000         592,688         488,459         COMMON STOCK           SUMITOMO CO Y50         8,000         375,240         369,119         COMMON STOCK           SUZIKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         535,764         441,253         COMMON STOCK           NRSJ HOLDINGS INC         20,750         535,764         4407,233         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           NRSJ HOLDINGS INC         120,590         512,331         376,724         COMMO					
SUMITOMO MITSUI TRUST HOLDINGS         251,000         846,418         737,276         COMMON STOCK           KEYENCE CORP NPV         900         244,785         217,104         COMMON STOCK           MITSUBISHI CORP NPV         39,339         943,532         795,063         COMMON STOCK           NINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SMC CORP NPV         2,860         495,183         461,674         COMMON STOCK           SUMITOMO METAL MNG NPV         38,000         352,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           BANK OF YOKOHAMA Y50         186,000         902,592         879,958         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           NORSK HYDRO ASA NKASI         120,590         523,313         376,724         COMMON STOCK           NORSK HYDRO ASA NK3.6666         84,608         526,555         393,272	. ,				
KEYENCE CORP NPV         900         244,785         217,104         COMMON STOCK           MITSUBISHI CORP NPV         39,339         943,532         795,063         COMMON STOCK           NINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SMC CORP NPV         2,860         495,183         461,674         COMMON STOCK           SECOM CO Y50         8,000         375,240         369,119         COMMON STOCK           SUITIOMO METAL MNG NPV         38,000         592,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOC					
MITSUBISHI CORP NPV         39,339         943,532         795,063         COMMON STOCK           NINTENDO CO         4,499         778,317         619,826         COMMON STOCK           SMC CORP NPV         2,860         495,183         461,674         COMMON STOCK           SUD CORP NPV         2,860         375,240         369,119         COMMON STOCK           SUMITOMO METAL MNG NPV         38,000         592,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           BANK OF YOKOHAMA Y50         186,000         902,592         879,958         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           MS&AD INSURANCE GROUP HOLDINGS         24,710         573,808         457,973         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           NAGEO ORD 28 101/108P         45,980         927,015         1,005,050			,		
SMC CORP NPV         2,860         495,183         461,674         COMMON STOCK           SECOM CO Y50         8,000         375,240         369,119         COMMON STOCK           SUMITOMO METAL MNG NPV         38,000         592,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           BANK OF YOKOHAMA Y50         186,000         902,592         879,958         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           MS&AD INSURANCE GROUP HOLDINGS         24,710         573,808         457,973         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           TURKIYE GARANTI BANKASI         120,590         512,331         376,724         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           GLAXOSMITHKLINE ORD GBP0.25         44,750         936,420         1,023,369         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726	MITSUBISHI CORP NPV				
SECOM CO Y50         8,000         375,240         369,119         COMMON STOCK           SUMITOMO METAL MNG NPV         38,000         592,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           BANK OF YOKOHAMA Y50         186,000         902,592         879,958         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           MS&AD INSURANCE GROUP HOLDINGS         24,710         573,808         457,973         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           TURKIYE GARANTI BANKASI         120,590         512,331         376,724         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           GLAXOSMITHKLINE ORD GBP0.25         44,750         936,420         1,023,369         COMMON STOCK           ANGEO AMERICAN         10,078         441,436         372,604         COMMON STOCK           KTRATA COM STK USD0.50         30,635         523,726					
SUMITOMO METAL MNG NPV         38,000         592,688         488,459         COMMON STOCK           SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           BANK OF YOKOHAMA Y50         186,000         902,592         879,958         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           MS&AD INSURANCE GROUP HOLDINGS         24,710         573,808         457,973         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           TURKIYE GARANTI BANKASI         120,590         512,331         376,724         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           STRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709	SMC CORP NPV	2,860	495,183	461,674	COMMON STOCK
SUZUKI MOTOR CO NPV         23,700         527,481         490,387         COMMON STOCK           BANK OF YOKOHAMA Y50         186,000         902,592         879,958         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           MS&AD INSURANCE GROUP HOLDINGS         24,710         573,808         457,973         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           TURKIYE GARANTI BANKASI         120,590         512,331         376,724         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           KREED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         3	SECOM CO Y50	8,000	375,240	369,119	COMMON STOCK
BANK OF YOKOHAMA Y50         186,000         902,592         879,958         COMMON STOCK           INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           MS&AD INSURANCE GROUP HOLDINGS         24,710         573,808         457,973         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           TURKIYE GARANTI BANKASI         120,590         512,331         376,724         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           GLAXOSMITHKLINE ORD GBP0.25         44,750         936,420         1,023,369         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380	SUMITOMO METAL MNG NPV	38,000	592,688	488,459	COMMON STOCK
INPEX CORPORATION         70         493,798         441,253         COMMON STOCK           MS&AD INSURANCE GROUP HOLDINGS         24,710         573,808         457,973         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           TURKIYE GARANTI BANKASI         120,590         512,331         376,724         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           STRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           BS HLDGS SGD1         29,000         334,702	SUZUKI MOTOR CO NPV	23,700	527,481	490,387	COMMON STOCK
MS&AD INSURANCE GROUP HOLDINGS         24,710         573,808         457,973         COMMON STOCK           NKSJ HOLDINGS INC         20,750         535,764         407,233         COMMON STOCK           SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           TURKIYE GARANTI BANKASI         120,590         512,331         376,724         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           GLAXOSMITHKLINE ORD GBP0.25         44,750         936,420         1,023,369         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           MTN GROUP LTD ZAR 0.0001         19,980         411,601         355,702         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000 <td< td=""><td>BANK OF YOKOHAMA Y50</td><td>186,000</td><td>902,592</td><td>879,958</td><td>COMMON STOCK</td></td<>	BANK OF YOKOHAMA Y50	186,000	902,592	879,958	COMMON STOCK
NKSJ HOLDINGS INC20,750535,764407,233COMMON STOCKSIME DARBY BHD (NEW) MYR0.5083,600252,484242,625COMMON STOCKTURKIYE GARANTI BANKASI120,590512,331376,724COMMON STOCKNORSK HYDRO ASA NOK3.666684,608526,555393,272COMMON STOCKDIAGEO ORD 28 101/108P45,980927,0151,005,050COMMON STOCKGLAXOSMITHKLINE ORD GBP0.2544,750936,4201,023,369COMMON STOCKXSTRATA COM STK USD0.5030,635523,726465,624COMMON STOCKANGLO AMERICAN10,078441,436372,604COMMON STOCKREED ELSEVIER57,000498,145459,749COMMON STOCKGOLDEN AGRI RES USD0.025696,709380,052384,180COMMON STOCKDBS HLDGS SGD129,000334,702257,649COMMON STOCKERICSSON (L.M.)40,660563,518417,555COMMON STOCKNESTLE SA15,070940,014870,260COMMON STOCKAOL INC30,800571,777465,080COMMON STOCK					
SIME DARBY BHD (NEW) MYR0.50         83,600         252,484         242,625         COMMON STOCK           TURKIYE GARANTI BANKASI         120,590         512,331         376,724         COMMON STOCK           NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           GLAXOSMITHKLINE ORD GBP0.25         44,750         936,420         1,023,369         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           BS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK         AOL INC         COMMON STOCK					
TURKIYE GARANTI BANKASI120,590512,331376,724COMMON STOCKNORSK HYDRO ASA NOK3.666684,608526,555393,272COMMON STOCKDIAGEO ORD 28 101/108P45,980927,0151,005,050COMMON STOCKGLAXOSMITHKLINE ORD GBP0.2544,750936,4201,023,369COMMON STOCKXSTRATA COM STK USD0.5030,635523,726465,624COMMON STOCKANGLO AMERICAN10,078441,436372,604COMMON STOCKREED ELSEVIER57,000498,145459,749COMMON STOCKGOLDEN AGRI RES USD0.025696,709380,052384,180COMMON STOCKDBS HLDGS SGD129,000334,702257,649COMMON STOCKERICSSON (L.M.)40,660563,518417,555COMMON STOCKNESTLE SA15,070940,014870,260COMMON STOCKAOL INC30,800571,777465,080COMMON STOCK		,			
NORSK HYDRO ASA NOK3.6666         84,608         526,555         393,272         COMMON STOCK           DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           GLAXOSMITHKLINE ORD GBP0.25         44,750         936,420         1,023,369         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           MTN GROUP LTD ZAR 0.0001         19,980         411,601         355,702         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080 </td <td></td> <td></td> <td></td> <td></td> <td></td>					
DIAGEO ORD 28 101/108P         45,980         927,015         1,005,050         COMMON STOCK           GLAXOSMITHKLINE ORD GBP0.25         44,750         936,420         1,023,369         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           MTN GROUP LTD ZAR 0.0001         19,980         411,601         355,702         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK				,	
GLAXOSMITHKLINE ORD GBP0.25         44,750         936,420         1,023,369         COMMON STOCK           XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           MTN GROUP LTD ZAR 0.0001         19,980         411,601         355,702         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK				,	
XSTRATA COM STK USD0.50         30,635         523,726         465,624         COMMON STOCK           ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           MTN GROUP LTD ZAR 0.0001         19,980         411,601         355,702         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK					
ANGLO AMERICAN         10,078         441,436         372,604         COMMON STOCK           REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           MTN GROUP LTD ZAR 0.0001         19,980         411,601         355,702         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK					
REED ELSEVIER         57,000         498,145         459,749         COMMON STOCK           MTN GROUP LTD ZAR 0.0001         19,980         411,601         355,702         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK			,		
MTN GROUP LTD ZAR 0.0001         19,980         411,601         355,702         COMMON STOCK           GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK					
GOLDEN AGRI RES USD0.025         696,709         380,052         384,180         COMMON STOCK           DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK					
DBS HLDGS SGD1         29,000         334,702         257,649         COMMON STOCK           ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK					
ERICSSON (L.M.)         40,660         563,518         417,555         COMMON STOCK           ROCHE HLDG AG GENUSSCHEINE NPV         7,890         1,317,481         1,343,266         COMMON STOCK           NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK					
NESTLE SA         15,070         940,014         870,260         COMMON STOCK           AOL INC         30,800         571,777         465,080         COMMON STOCK	ERICSSON (L.M.)	40,660	563,518		COMMON STOCK
AOL INC 30,800 571,777 465,080 COMMON STOCK	ROCHE HLDG AG GENUSSCHEINE NPV	7,890	1,317,481	1,343,266	COMMON STOCK
		15,070	940,014	870,260	COMMON STOCK
AGRIUM INC         5,528         423,276         370,984         COMMON STOCK					
	AGRIUM INC	5,528	423,276	370,984	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
AON CORP	6,500	273,236	304,200	COMMON STOCK
APACHE CORP	4,110	489,018	372,284	COMMON STOCK
APOLLO GROUP INC	10,160	434,558	547,319	COMMON STOCK
BP PLC	11,600	495,894	495,784	COMMON STOCK
BAKER HUGHES INC	5,230	367,689	254,387	COMMON STOCK
BIOMARIN PHARMACEUTICAL INC	20,200	528,517	694,476	COMMON STOCK
CISCO SYSTEMS INC	42,800	644,765	773,824	COMMON STOCK
COMCAST CORP	17,270	424,339	409,472	COMMON STOCK
EOG RESOURCES INC	6,790	687,203	668,883	COMMON STOCK
EXELON CORP	14,310	608,911	620,625	COMMON STOCK
FLUOR CORP GENERAL ELECTRIC CO	4,390 54,600	276,346 958,511	220,598 977,886	COMMON STOCK COMMON STOCK
GILEAD SCIENCES INC	9,320	379,769	381,468	COMMON STOCK
HEALTHSOUTH CORP	18,710	480,568	330,606	COMMON STOCK
ELI LILLY & CO	13,000	484,336	540,280	COMMON STOCK
LORILLARD INC	6,710	733,916	764,940	COMMON STOCK
MARATHON OIL CORP	10,020	308,904	293,285	COMMON STOCK
MARATHON PETROLEUM CORP	5,010	198,894	166,783	COMMON STOCK
MERCK & CO INC	25,020	871,899	943,254	COMMON STOCK
MOLSON COORS BREWING CO	11,140	494,919	485,036	COMMON STOCK
NEWMONT MINING CORP	3,450	181,422	207,035	COMMON STOCK
NOBLE ENERGY INC	5,440	478,332	513,482	COMMON STOCK
ORACLE CORP	19,190	614,544	492,224	COMMON STOCK
PEPSICO INC/NC	5,440	339,880	360,944	COMMON STOCK
PHILIP MORRIS INTERNATIONAL IN	8,090	532,261	634,903	COMMON STOCK
PRINCIPAL FINANCIAL GROUP INC	23,390	692,271	575,394	COMMON STOCK
PRUDENTIAL FINANCIAL INC	12,830	791,566	643,040	COMMON STOCK
PUBLIC SERVICE ENTERPRISE GROU	28,370	907,738	936,494	COMMON STOCK
STATE STREET CORP	13,350	570,208	538,139	COMMON STOCK
	14,310	507,096	517,163	COMMON STOCK
TORCHMARK CORP	14,430	607,437	626,118	COMMON STOCK
VODAFONE GROUP PLC	23,370 16,970	611,331 888,508	655,061	COMMON STOCK
WAL-MART STORES INC WASHINGTON POST CO/THE	1,280	533,560	1,014,127 482,317	COMMON STOCK COMMON STOCK
YAMANA GOLD INC	18,450	208,946	271,031	COMMON STOCK
BUNGE LIMITED COM	6,510	436,303	372,372	COMMON STOCK
COVIDIEN PLC	17,390	936,062	782,724	COMMON STOCK
EVEREST RE GROUP INC COM	6,910	562,225	581,062	COMMON STOCK
MARVELL TECHNOLOGY GROUP LTD	28,370	402,931	392,925	COMMON STOCK
WILLIS GROUP HOLDINGS PUBLIC	17,680	702,373	685,984	COMMON STOCK
FOSTER WHEELER AG COM	25,497	685,000	488,013	COMMON STOCK
NOBLE CORPORATION BAAR	22,020	787,887	665,444	COMMON STOCK
ABIOMED INC	36,700	688,788	677,849	COMMON STOCK
ADVISORY BOARD CO/THE	18,800	1,176,799	1,395,148	COMMON STOCK
ALIGN TECHNOLOGY INC	13,700	337,525	325,033	COMMON STOCK
AMERICAN PUBLIC EDUCATION INC	9,600	432,806	415,488	COMMON STOCK
AMERIGON INC	56,800	438,261	809,968	COMMON STOCK
ARUBA NETWORKS INC	26,300	437,894	487,076	COMMON STOCK
BALCHEM CORP	23,500	793,310	952,690	COMMON STOCK
BANKRATE INC	41,900	819,543	900,850	COMMON STOCK
BEACON ROOFING SUPPLY INC	31,200	658,866	631,176	COMMON STOCK
BJ'S RESTAURANTS INC	21,000	551,129	951,720	COMMON STOCK
BOTTOMLINE TECHNOLOGIES INC	58,300	969,800	1,350,811	COMMON STOCK
BRAVO BRIO RESTAURANT GROUP IN	25,100	429,264	430,465	COMMON STOCK
	7,800	429,213	526,578	COMMON STOCK
C&J ENERGY SERVICES INC	37,000	994,913	774,410	COMMON STOCK
CALGON CARBON CORP CARBO CERAMICS INC	40,900 8,000	689,734 702,709	642,539 986,640	COMMON STOCK COMMON STOCK
CARPENTER TECHNOLOGY CORP	8,000 17,800	702,709 998,191	986,640 916,344	COMMON STOCK
CAVIUM INC	14,600	387,316	916,344 415,078	COMMON STOCK
CEPHEID INC	14,600	409,152	640,026	COMMON STOCK
CHART INDUSTRIES INC	18,400	917,833	994,888	COMMON STOCK
CHIPOTLE MEXICAN GRILL INC	978	145,600	330,310	COMMON STOCK
COGNEX CORP	21,800	618,644	780,222	COMMON STOCK
	,		,	

Security Name	Shares/Par	Cost	Market Value	Description
COMPLETE PRODUCTION SERVICES I	19,300	668,840	647,708	COMMON STOCK
CUBIST PHARMACEUTICALS INC	22,900	888,273	907,298	COMMON STOCK
CYPRESS SEMICONDUCTOR CORP	41,500	470,044	700,935	COMMON STOCK
EXLSERVICE HOLDINGS INC	29,600	749,253	662,152	COMMON STOCK
FARO TECHNOLOGIES INC	16,200	745,670	745,200	COMMON STOCK
FINANCIAL ENGINES INC	17,800	296,194	397,474	COMMON STOCK
FRANCESCAS HOLDINGS CORP	22,400	506,318	387,520	COMMON STOCK
FRESH MARKET INC/THE	19,100	699,669	762,090	COMMON STOCK
FUSION-IO INC	20,900	512,230	505,780	COMMON STOCK
	19,500	468,398	495,105	COMMON STOCK
GREEN MOUNTAIN COFFEE ROASTERS	4,950 37,400	164,992 703,392	222,008 1,196,052	COMMON STOCK
HMS HOLDINGS CORP HEALTHSTREAM INC	26,800	444,780	494,460	COMMON STOCK COMMON STOCK
HEICO CORP	18,500	587,590	1,081,880	COMMON STOCK
HEXCEL CORP	56,300	1,239,026	1,363,023	COMMON STOCK
HIBBETT SPORTS INC	24,400	783,329	1,102,392	COMMON STOCK
HOMEAWAY INC	12,300	446,977	285,975	COMMON STOCK
HUB GROUP INC	8,800	316,717	285,384	COMMON STOCK
IMPERVA INC	16,900	422,060	588,289	COMMON STOCK
INFORMATICA CORP	5,800	172,145	214,194	COMMON STOCK
INVENSENSE INC	50,800	429,388	505,968	COMMON STOCK
LOGMEIN INC	15,900	463,961	612,945	COMMON STOCK
LULULEMON ATHLETICA INC	8,000	143,242	373,280	COMMON STOCK
LUMINEX CORP	36,400	668,472	772,772	COMMON STOCK
MANHATTAN ASSOCIATES INC	16,800	709,131	680,064	COMMON STOCK
MERIT MEDICAL SYSTEMS INC	30,100	550,139	402,738	COMMON STOCK
MIDDLEBY CORP	12,000	697,273	1,128,480	COMMON STOCK
MISTRAS GROUP INC	33,300	754,682	848,817	COMMON STOCK
NETGEAR INC	22,200	898,090	745,254	COMMON STOCK
OSI SYSTEMS INC	24,400	1,036,136	1,190,232	COMMON STOCK
	42,500	646,681	702,100	COMMON STOCK
QLIK TECHNOLOGIES INC QUALITY SYSTEMS INC	20,900 14,700	307,568 512,856	505,780 543,753	COMMON STOCK COMMON STOCK
RBC BEARINGS INC	24,800	941,891	1,034,160	COMMON STOCK
REALPAGE INC	24,000	660,686	659,547	COMMON STOCK
RUE21 INC	12,300	333,682	265,680	COMMON STOCK
SXC HEALTH SOLUTIONS CORP	15,900	693,934	898,032	COMMON STOCK
SIGNATURE BANK/NEW YORK NY	16,700	668,174	1,001,833	COMMON STOCK
SOLARWINDS INC	14,500	451,256	405,275	COMMON STOCK
SOURCEFIRE INC	29,400	796,081	951,972	COMMON STOCK
SYNCHRONOSS TECHNOLOGIES INC	39,200	652,654	1,184,232	COMMON STOCK
TEAM INC	23,900	628,365	711,025	COMMON STOCK
TEAVANA HOLDINGS INC	16,300	349,248	306,114	COMMON STOCK
TENNANT CO	21,000	849,712	816,270	COMMON STOCK
TITAN MACHINERY INC	24,900	661,744	541,077	COMMON STOCK
ULTA SALON COSMETICS & FRAGRAN	17,300	363,428	1,123,116	COMMON STOCK
ULTIMATE SOFTWARE GROUP INC	22,200	694,316	1,445,664	COMMON STOCK
VERA BRADLEY INC	17,700	553,851	570,825	COMMON STOCK
VOLCANO CORP	17,500	489,619	416,325	COMMON STOCK
WOODWARD INC	18,300	691,143	749,019	COMMON STOCK
	11,100	487,384	556,998	COMMON STOCK
TORNIER NV TELSTRA CORP NPV	15,000 219,816	285,000 686,278	270,000 750,433	COMMON STOCK
NOVO-NORDISK AS DKK1	947	78,111	109,167	COMMON STOCK COMMON STOCK
ANHEUSER-BUSCH INBEV NV	1,393	82,594	85,543	COMMON STOCK
BELGACOM NPV	883	27,584	27,786	COMMON STOCK
FRESENIUS SE & CO KGAA	1,435	149,417	133,156	COMMON STOCK
UNITED INTERNET AG NPV REGD	3,662	46,342	65,603	COMMON STOCK
RWE AG (NEU) NPV 'A'	2,095	77,911	73,838	COMMON STOCK
SAP AG ORD NPV	4,378	263,154	232,163	COMMON STOCK
E.ON AG NPV	24,339	488,726	526,700	COMMON STOCK
MUENCHENER RUECKVERSICHERUNGS	1,919	238,140	236,111	COMMON STOCK
INFINEON TECHNOLOGIES ORD NPV	15,958	145,316	120,484	COMMON STOCK
KABEL DEUTSCHLAND HOLDING AG	618	34,611	31,461	COMMON STOCK
		Dere 2 of 10		

Security Name	Shares/Par	Cost	Market Value	Description
REPSOL YPF SA EUR1	16,337	524,114	503,369	COMMON STOCK
RENAULT REGIE NATIONALE DES	153	7,117	5,323	COMMON STOCK
VIVENDI SA EUR5.5	25,039	605,116	549,974	COMMON STOCK
STMICROELECTRONICS EUR1.04	13,589	131,803	80,988	COMMON STOCK
SOCIETE GENERALE EUR1.25	9,973	256,658	222,744	COMMON STOCK
UNIBAIL-RODAMCO SE EUR5	284	49,335	51,209	COMMON STOCK
AXA EUR2.29	27,927	454,269	364,166	COMMON STOCK
ESSILOR INTERNATIONAL EURO.18	460	33,962	32,574	COMMON STOCK
CREDIT AGRICOLE SA EUR3	2,316	23,819	13,108	COMMON STOCK
BNP PARIBAS EUR2	2,556	97,090	100,703	COMMON STOCK
PAGESJAUNES GROUPE SA EUR0.20 TOTAL SA EUR2.5	3,114	30,005	11,339	COMMON STOCK COMMON STOCK
NATIXIS EUR1.6	23,132 16,631	1,270,149 78,098	1,186,138 41,970	COMMON STOCK
SCOR SE EUR7.876972 (POST	1,076	30,559	25,226	COMMON STOCK
OPAP SA EUR0.3 (CR)	6,758	99,675	59,919	COMMON STOCK
ASSICURAZIONI GENERALI EUR1	25,218	417,967	380,728	COMMON STOCK
INTESA SANPAOLO EUR0.52	256,039	383,912	430,096	COMMON STOCK
MEDIOBANCA SPA EUR0.5	7,731	60,699	44,620	COMMON STOCK
ENI EUR1	6,216	131,943	129,190	COMMON STOCK
TELECOM ITALIA EUR0.55	253,629	295,064	273,605	COMMON STOCK
UNICREDIT SPA	27,986	318,953	233,239	COMMON STOCK
KONINKLIJKE AHOLD NV EUR0.30	6,473	81,618	87,432	COMMON STOCK
ASML HLDG NV EUR0.09	10,041	348,768	423,303	COMMON STOCK
IRISH BANK RESOLUTION CORP LTD	3,842	8,762	0	COMMON STOCK
NOKIA (AB) OY EUR0.06	87,137	556,316	426,677	COMMON STOCK
ORION CORP SER B NPV	711	13,535	13,891	COMMON STOCK
CHINA MOBILE LTD	80,000	787,471	781,809	COMMON STOCK
PCCW LIMITED HKD0.25	148,000	68,116	50,879	COMMON STOCK
HUTCHISON TELECOMMUNICATIONS	224,000	21,099	86,236	COMMON STOCK
UNITED TRACTORS TBK PT	18,500	46,883	53,761	COMMON STOCK
ASTRA INTERNATIONAL TBK PT	18,000	99,158	146,898	COMMON STOCK
PT INDO TAMBANGRAYA MEGAH TBK	17,500	94,220	74,593	COMMON STOCK
AISIN SEIKI CO Y50	3,900	143,290	111,211	COMMON STOCK
ASAHI GROUP HOLDINGS LTD	8,400	175,304	184,507	COMMON STOCK
ASAHI KASEI CORP JPY50 NTT DOCOMO INC	1,000 159	6,582 293,798	6,031 292,416	COMMON STOCK COMMON STOCK
BRIDGESTONE CO Y50	6,000	133,936	136,080	COMMON STOCK
CITIZEN HOLDINGS CO Y50	32,700	171,671	189,978	COMMON STOCK
KDDI CORP Y5000	59	421,016	379,582	COMMON STOCK
DAIHATSU MOTOR CO Y50	5,000	78,650	89,290	COMMON STOCK
LAWSON INC NPV	1,000	55,629	62,451	COMMON STOCK
FUJI HEAVY LTD Y50	7,000	60,396	42,306	COMMON STOCK
HINO MOTORS Y50	6,000	33,401	36,418	COMMON STOCK
ISUZU MOTORS LTD Y50	34,000	154,046	157,317	COMMON STOCK
JAPAN TOBACCO INC Y50000	121	528,900	569,301	COMMON STOCK
AEON CO LTD NPV	14,200	195,048	195,079	COMMON STOCK
KAO CORP	9,900	260,066	270,597	COMMON STOCK
KIRIN HOLDINGSCO LTD Y50	9,000	113,298	109,488	COMMON STOCK
JTEKT CORP	2,300	34,291	22,629	COMMON STOCK
SOJITZ CORPORATION NPV	55,600	107,326	85,994	COMMON STOCK
NIPPON MEAT PACKERS Y50	9,000	125,107	111,827	COMMON STOCK
NIPPON TEL & TEL CORP Y50000	10,700	507,860	547,238	COMMON STOCK
NIPPON EXPRESS CO Y50	29,000	121,028	113,075	COMMON STOCK
NIKON CORP NPV	100	2,240	2,228	COMMON STOCK
	15,800	585,201	465,539	COMMON STOCK
SUMITOMO RUBBER INDUSTRIES Y50	3,300	41,476	39,631	COMMON STOCK
	6,000 17,100	163,183	145,438	COMMON STOCK
SEVEN & I HLDG CO LTD NPV	17,100	457,565	476,729	COMMON STOCK
IDEMITSU KOSAN CO LTD NPV JX HOLDINGS INC	600 14,000	66,982 86,080	61,918 84,611	COMMON STOCK COMMON STOCK
DIGI.COM.BERHAD MYR0.01	303,000	228,588	370,864	COMMON STOCK
ARCELIK TRY1	29,831	220,588	96,667	COMMON STOCK
T SISE VE CAM FABR TRY1	21,489	24,259	32,428	COMMON STOCK
BIM BIRLESIK MAGAZALAR TRY1	4,727	78,049	131,403	COMMON STOCK
	·,· =·		,	

Security Name	Shares/Par	Cost	Market Value	Description
TELENOR ASA	3,960	62,114	65,094	COMMON STOCK
STATOIL ASA NOK2.50	9,783	246,579	251,626	COMMON STOCK
ABOITIZ POWER CORPORATION PHP1	133,200	85,045	90,815	COMMON STOCK
KGHM POLSKA MIEDZ PLN 10 BR	2,313	17,273	74,497	COMMON STOCK
POL GORNICTWO NAFT I	148,989	180,078	177,019	COMMON STOCK
TAURON POLSKA ENERGIA SA	23,662	48,141	36,865	COMMON STOCK
ARM HOLDINGS ORD GBP0.0005	9,041	88,281	83,180	COMMON STOCK
BRITISH SKY BRDCSTG	10,085	71,895	114,805	COMMON STOCK
BAE SYSTEMS ORD GBP0.025	31,212	171,538	138,292	COMMON STOCK
COMPASS GROUP ORD GBP0.10 PEARSON ORD GBP0.25	32,492	156,541	308,529	COMMON STOCK COMMON STOCK
OLD MUTUAL ORD GBP0.25	11,453 42,347	128,351 90,189	215,369 89,175	COMMON STOCK
SAGE GROUP ORD 1P	16,952	67,492	77,507	COMMON STOCK
GLAXOSMITHKLINE ORD GBP0.25	53,271	1,098,610	1,218,232	COMMON STOCK
ASTRAZENECA ORD USD0.25	16,296	696,827	753,437	COMMON STOCK
BT GROUP ORD GBP0.05	110,814	209,284	328,760	COMMON STOCK
NEXT GROUP ORD GBP0.10	3,109	50,195	132,244	COMMON STOCK
KINGFISHER ORD GBP0.157142857	29,166	102,370	113,634	COMMON STOCK
ITV ORD GBP0.10	22,029	27,015	23,331	COMMON STOCK
VODAFONE GROUP	168,356	392,748	468,078	COMMON STOCK
HOME RETAIL GROUP ORD GBP0	14,315	56,021	18,554	COMMON STOCK
ENTERPRISE INNS ORD GBP0.025	29,202	55,660	12,707	COMMON STOCK
FRESNILLO PLC	1,067	27,379	25,321	COMMON STOCK
SPIRIT PUB CO PLC ORD GBP0.01	11,529	45,958	7,660	COMMON STOCK
RESOLUTION LTD ORD NPV(NEW)	3,566	16,666	13,932	COMMON STOCK
SASOL NVP	7,633	386,325	364,471	COMMON STOCK
SHOPRITE HLDGS LTD SHS	3,122	38,179	52,669	COMMON STOCK
SANLAM ZAR0.01	68,532	162,972	244,897	COMMON STOCK
KUMBA IRON ORE LTD NPV	1,286	58,372	79,644	COMMON STOCK
HANKOOK TIRE MANUFACTURING	220	9,207	8,642	COMMON STOCK
	1,214	72,131	85,781	COMMON STOCK
LG HOUSEHOLD & HEALTHCARE HYUNDAI MOBIS	216 733	93,776 268,477	91,406 195,477	COMMON STOCK
HYUNDAI MTR CO	2,912	200,477 501,247	185,477 538,417	COMMON STOCK COMMON STOCK
KIA MOTORS CORP	8,850	228,758	512,409	COMMON STOCK
NHN CORP	453	95,421	82,971	COMMON STOCK
SAMSUNG ELECTRONICS CO LTD	614	528,909	563,900	COMMON STOCK
LOTTE SHOPPING CENTER CO	84	38,081	24,755	COMMON STOCK
SK C&C CO LTD	271	37,728	27,523	COMMON STOCK
MANDO CORP	290	59,879	51,858	COMMON STOCK
SWEDISH MATCH AB NPV	9,050	154,835	322,512	COMMON STOCK
MILLICOM INTL CELL SDR EACH	449	45,991	45,160	COMMON STOCK
TELE2 AB SER'B' SEK1.25	3,074	59,260	60,042	COMMON STOCK
NOVARTIS AG CHF0.50 (REGD)	4,604	259,446	264,394	COMMON STOCK
ROCHE HLDG AG GENUSSCHEINE NPV	1,878	317,158	319,728	COMMON STOCK
ADVANCED INFO SVCS PUBLIC CO	28,900	112,928	128,699	COMMON STOCK
BEC WORLD PCL-FOREIGN	89,500	103,878	127,655	COMMON STOCK
CP ALL PCL THB1(ALIEN MARKET)	227,300	96,235	372,830	COMMON STOCK
	1,830	69,354	68,771	COMMON STOCK
ACTIVISION BLIZZARD INC	41,236	526,960	508,028	COMMON STOCK
	1,047	36,934	44,173	COMMON STOCK COMMON STOCK
ALPHA NATURAL RESOURCES INC AMERISOURCEBERGEN CORP	5,556 2,587	109,992 96,565	113,509 96,211	COMMON STOCK
AMERIPRISE FINANCIAL INC	529	90,505 22,740	26,260	COMMON STOCK
ANHEUSER-BUSCH INBEV NV	1,052	62,420	64,161	COMMON STOCK
APOLLO GROUP INC	4,538	193,719	244,462	COMMON STOCK
APPLIED MATERIALS INC	17,215	184,212	184,373	COMMON STOCK
ARM HOLDINGS PLC	5,665	152,067	156,751	COMMON STOCK
ASSURANT INC	2,533	97,213	104,005	COMMON STOCK
AUTOZONE INC	3,432	884,994	1,115,297	COMMON STOCK
BANK OF AMERICA CORP	64,186	363,206	356,874	COMMON STOCK
CR BARD INC	1,433	143,748	122,522	COMMON STOCK
BORGWARNER INC	2,604	176,255	165,979	COMMON STOCK
BRASIL TELECOM SA	7,918	84,881	49,092	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
CBS CORP	2,249	52,144	61,038	COMMON STOCK
CF INDUSTRIES HOLDINGS INC	1,837	261,734	266,328	COMMON STOCK
CIGNA CORPORATION COM	6,051	289,167	254,142	COMMON STOCK
CIT GROUP INC	5,977	202,269	208,418	COMMON STOCK
CABLEVISION SYSTEMS CORP	7,798	200,868	110,888	COMMON STOCK
CAPITAL ONE FINANCIAL CORP	25,226	1,040,600	1,066,808	COMMON STOCK
CHINA MOBILE LTD	12,187	605,575	590,948	COMMON STOCK
CHINA UNICOM HONG KONG LTD	20,259	417,399	428,073	COMMON STOCK
CLOROX CO	1,211	79,341	80,604	COMMON STOCK
COMCAST CORP COMERICA INC	10,114 6,858	236,657 172,110	238,286 176,936	COMMON STOCK COMMON STOCK
CIA ENERGETICA DE MINAS GERAIS	7,408	110,932	131,788	COMMON STOCK
CIA DE BEBIDAS DAS AMERICAS	19,392	589,164	699,857	COMMON STOCK
CIA DE MINAS BUENAVENTURA SA	1,560	74,551	59,810	COMMON STOCK
CONAGRA FOODS INC	8,629	223,685	227,806	COMMON STOCK
CONSTELLATION BRANDS INC	5,135	98,631	106,140	COMMON STOCK
COSTCO WHOLESALE CORP	4,169	343,879	347,361	COMMON STOCK
COVENTRY HEALTH CARE INC	9,382	219,014	284,931	COMMON STOCK
DEVON ENERGY CORP	3,701	239,577	229,462	COMMON STOCK
DEVRY INC	1,737	70,523	66,805	COMMON STOCK
DIRECTV	25,706	1,236,068	1,099,189	COMMON STOCK
DOLLAR TREE INC	4,030	307,716	334,933	COMMON STOCK
DR PEPPER SNAPPLE GROUP INC	3,135	116,348	123,770	COMMON STOCK
FIFTH THIRD BANCORP	41,990	571,282	534,113	COMMON STOCK
FOMENTO ECONOMICO MEXICANO SAB	1,315	90,382	91,669	COMMON STOCK
	12,053	333,688	364,724	COMMON STOCK
	715	64,396	56,742	COMMON STOCK
GENWORTH FINANCIAL INC HCA HOLDINGS INC	21,134 10,455	150,232 234,847	138,428 230,324	COMMON STOCK COMMON STOCK
HANSEN NATURAL CORP	6,320	329,752	582,325	COMMON STOCK
HARTFORD FINANCIAL SERVICES GR	13,687	258,999	222,414	COMMON STOCK
HELMERICH & PAYNE INC	1,544	92,053	90,108	COMMON STOCK
HOLLYFRONTIER CORP	3,772	113,961	88,265	COMMON STOCK
HORMEL FOODS CORP	2,877	63,983	84,267	COMMON STOCK
ITT EDUCATIONAL SERVICES INC	533	33,311	30,322	COMMON STOCK
KEYCORP	91,120	732,775	700,713	COMMON STOCK
KROGER CO/THE	1,437	35,233	34,804	COMMON STOCK
LSI CORP	38,966	248,153	231,848	COMMON STOCK
LAM RESEARCH CORP	7,693	348,327	284,795	COMMON STOCK
LEUCADIA NATIONAL CORP	2,832	67,810	64,400	COMMON STOCK
	1,782	135,601	139,085	COMMON STOCK
	18,109	297,715	293,637	COMMON STOCK
LINCOLN NATIONAL CORP LORILLARD INC	4,719 7,414	102,858 633,020	91,643 845,196	COMMON STOCK COMMON STOCK
MARATHON OIL CORP	16,632	468,378	486,819	COMMON STOCK
MARATHON OIL CORP	11,712	400,578	389,892	COMMON STOCK
MAXIM INTEGRATED PRODUCTS INC	15,484	367,305	403,203	COMMON STOCK
MCDONALD'S CORP	1,338	124,462	134,242	COMMON STOCK
MEAD JOHNSON NUTRITION CO	4,317	276,297	296,707	COMMON STOCK
MEDCO HEALTH SOLUTIONS INC	2,573	122,787	143,831	COMMON STOCK
METROPCS COMMUNICATIONS INC	11,925	198,327	103,509	COMMON STOCK
MICRON TECHNOLOGY INC	48,269	400,949	303,612	COMMON STOCK
MOODY'S CORP	3,246	114,855	109,325	COMMON STOCK
MURPHY OIL CORP	2,987	179,938	166,495	COMMON STOCK
NII HOLDINGS INC	2,348	68,122	50,012	COMMON STOCK
NIPPON TELEGRAPH & TELEPHONE C	3,698	86,106	93,670	COMMON STOCK
NOKIA OYJ	24,606	135,937	118,601	COMMON STOCK
	1,781	76,665	83,636	COMMON STOCK
PHILIP MORRIS INTERNATIONAL IN PLAINS EXPLORATION & PRODUCTIO	3,576 7,049	243,336 219,587	280,644 258,839	COMMON STOCK COMMON STOCK
PRICELINE.COM INC	696	219,587 347,977	325,526	COMMON STOCK
PRINCIPAL FINANCIAL GROUP INC	12,593	366,137	309,788	COMMON STOCK
PRUDENTIAL FINANCIAL INC	4,079	201,173	204,439	COMMON STOCK
QEP RESOURCES INC	2,296	78,118	67,273	COMMON STOCK
	-,			

Security Name	Shares/Par	Cost	Market Value	Description
REGIONS FINANCIAL CORP	97,084	652,639	417,461	COMMON STOCK
REPSOL YPF SA	1,291	38,314	39,388	COMMON STOCK
SK TELECOM CO LTD	4,016	57,453	54,658	COMMON STOCK
SAFEWAY INC	10,899	244,008	229,315	COMMON STOCK
SASOL LTD	1,708	87,049	80,959	COMMON STOCK
SEALED AIR CORP	4,658	110,010	80,164	COMMON STOCK
SEARS HOLDINGS CORP	1,360	80,534	43,221	COMMON STOCK
SHIRE PLC	1,568	154,666	162,915	COMMON STOCK
STMICROELECTRONICS NV	5,168	53,927	30,646	COMMON STOCK
SUNTRUST BANKS INC	21,343	616,979	377,771	COMMON STOCK
TRW AUTOMOTIVE HOLDINGS CORP	3,952	158,131	128,835	COMMON STOCK
TELEF BRASIL	5,685	160,240	155,371	COMMON STOCK
TELEPHONE & DATA SYSTEMS INC	253	8,433	6,550	COMMON STOCK
TOTAL SA	42	1,863	2,147	COMMON STOCK
TYSON FOODS INC	8,082	164,046	166,812	COMMON STOCK
VALERO ENERGY CORP	23,646	544,198	497,748	COMMON STOCK
VERISIGN INC	1,406	40,265	50,222	COMMON STOCK
VERISK ANALYTICS INC	3,614	137,494	145,030	COMMON STOCK
VODAFONE GROUP PLC	8,022	227,158	224,857	COMMON STOCK
WALGREEN CO	9,109	322,898	301,144	COMMON STOCK
WELLPOINT INC	9,128	710,198	604,730	COMMON STOCK
WESTERN DIGITAL CORP	15,265	607,291	472,452	COMMON STOCK
WYNN RESORTS LTD	1,100	147,565	121,539	COMMON STOCK
XILINX INC	2,348	70,171	75,277	COMMON STOCK
GAZPROM OAO-SPON ADR	79,441	1,038,889	846,841	COMMON STOCK
SURGUTNEFTEGAZ ADR EACH REPR	9,195	89,828	71,997	COMMON STOCK
ARCH CAPITAL GROUP LTD SHS	4,665	154,683	173,678	COMMON STOCK
AXIS CAPITAL HLDGS LTD SHS	2,532	69,863	80,923	COMMON STOCK
EVEREST RE GROUP INC COM	1,243	110,148	104,524	COMMON STOCK
MARVELL TECHNOLOGY GROUP LTD	7,189	96,579	99,568	COMMON STOCK
NABORS INDUSTRIES LTD SHS	6,442	116,916	111,704	COMMON STOCK
SEAGATE TECHNOLOGY	14,922	156,115	244,721	COMMON STOCK
ASML HOLDING NV NY REGISTERED	7,825	296,368	327,007	COMMON STOCK
LYONDELLBASELL INDU-CL A-W/I	6,077	207,750	197,381	COMMON STOCK
LUKOIL OAO	4,092	234,996	217,694	COMMON STOCK
LUKOIL SPONSORED ADR	1,291	74,085	68,681	COMMON STOCK
AVAGO TECHNOLOGIES LTD SHS	2,358	69,164	68,052	COMMON STOCK
ALL AMERICA LATINA LOGISTICA	233,400	2,021,110	1,163,715	COMMON STOCK
NOVOZYMES A/S	123,165	2,347,832	3,814,117	COMMON STOCK
INDUSTRIA DE DISENO TEXTIL SA	45,262	3,427,238	3,718,134	COMMON STOCK
L'OREAL EUR0.2	19,197	2,293,254	2,011,091	COMMON STOCK
HERMES INTL FRF10 POST SPLIT	10,055	1,555,252	3,006,735	COMMON STOCK
PPR EUR4.00	36,141	4,628,418	5,191,304	COMMON STOCK
TENCENT HOLDINGS LTD	253,000	4,264,724	5,085,018	COMMON STOCK
BELLE INTERNATIONAL HLDGS HKD0	929,000	1,698,409	1,619,584	COMMON STOCK
HOUSING DEV FIN CORP INR2	177,300	2,540,836	2,176,979	COMMON STOCK
AGGREKO ORD GBP0.13708387	43,628	1,213,414	1,367,572	COMMON STOCK
ATLAS COPCO AB SER A NPV	255,376	4,273,981	5,513,347	COMMON STOCK
SANDVIK AB NPV (POST SPLIT)	186,997	3,746,190	2,303,604	COMMON STOCK
ABB LTD CHF1.03 (REGD)	159,103	3,800,322	3,008,171	COMMON STOCK
STRAUMANN HOLDING AG	7,942	2,207,037	1,376,749	COMMON STOCK
AMAZON.COM INC	48,196	4,744,239	8,342,728	COMMON STOCK
APPLE INC	12,900	1,193,826	5,224,500	COMMON STOCK
BAIDU INC/CHINA	54,200	2,280,238	6,312,674	COMMON STOCK
CTRIP.COM INTERNATIONAL LTD	45,152	1,929,712	1,056,557	COMMON STOCK
DEERE & CO	34,433	2,309,618	2,663,393	COMMON STOCK
EBAY INC	145,077	5,113,856	4,400,185	COMMON STOCK
FLIR SYSTEMS INC	70,949	2,088,896	1,778,691	COMMON STOCK
FIRST SOLAR INC	33,814	5,528,232	1,141,561	COMMON STOCK
GOOGLE INC	8,797	5,274,504	5,681,982	COMMON STOCK
	62,290	4,266,730	1,898,599	COMMON STOCK
	12,786	3,812,180	5,920,046	COMMON STOCK
NEW ORIENTAL EDUCATION & TECHN	81,772	1,057,869	1,966,617	COMMON STOCK
RACKSPACE HOSTING INC	39,143	1,679,973	1,683,540	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
SALESFORCE.COM INC	29,184	3,716,662	2,961,009	COMMON STOCK
WHOLE FOODS MARKET INC	66,607	3,261,079	4,634,515	COMMON STOCK
GAZPROM OAO-SPON ADR	196,400	4,426,531	2,093,624	COMMON STOCK
ADOBE SYSTEMS INC	58,200	1,579,199	1,645,314	COMMON STOCK
ALLERGAN INC/UNITED STATES	33,900	1,877,064	2,974,386	COMMON STOCK
APOLLO GROUP INC	50,200	2,196,869	2,704,274	COMMON STOCK
APPLE INC	11,200	1,786,254	4,536,000	COMMON STOCK
	7,450	2,166,775	1,815,342	COMMON STOCK
	11,800	1,036,941	1,069,080	COMMON STOCK
CROWN CASTLE INTERNATIONAL COR	62,400	1,986,041	2,795,520	COMMON STOCK
CTRIP.COM INTERNATIONAL LTD EOG RESOURCES INC	35,300 32,400	1,457,652 2,968,914	826,020 3,191,724	COMMON STOCK COMMON STOCK
EL PASO CORP	54,900	1,348,833	1,458,693	COMMON STOCK
EXPEDITORS INTERNATIONAL OF WA	33,600	1,197,665	1,376,256	COMMON STOCK
GOOGLE INC	5,150	2,557,747	3,326,385	COMMON STOCK
INTERCONTINENTALEXCHANGE INC	18,600	1,718,071	2,242,230	COMMON STOCK
INTUIT INC	45,900	1,484,052	2,413,881	COMMON STOCK
LOWE'S COS INC	63,500	1,372,877	1,611,630	COMMON STOCK
MASTERCARD INC	9,000	1,895,705	3,355,380	COMMON STOCK
NIKE INC	19,100	999,327	1,840,667	COMMON STOCK
NOVO NORDISK A/S	16,200	904,317	1,867,212	COMMON STOCK
PERRIGO CO	12,900	802,799	1,255,170	COMMON STOCK
POLYCOM INC	54,700	786,342	891,610	COMMON STOCK
PRICELINE.COM INC	4,650	899,960	2,174,852	COMMON STOCK
QUALCOMM INC	58,100	2,705,054	3,178,070	COMMON STOCK
STAPLES INC	102,300	2,234,592	1,420,947	COMMON STOCK
SYNGENTA AG	28,700	1,289,936	1,691,578	COMMON STOCK
TERADATA CORP	27,800	792,831	1,348,578	COMMON STOCK
VERISIGN INC	75,900	2,153,239	2,711,148	COMMON STOCK
VISA INC	33,700	2,316,449	3,421,561	COMMON STOCK
WALGREEN CO	36,600	1,359,945	1,209,996	COMMON STOCK
AAR CORP	6,011	121,146	115,231	COMMON STOCK
AZZ INC	3,014	110,518	136,956	COMMON STOCK
ACADIA REALTY TRUST	8,508	142,368	171,351	COMMON STOCK
ACTUANT CORP	4,047	69,026	91,826	COMMON STOCK
ACUITY BRANDS INC	2,194	86,521	116,282	COMMON STOCK
ADTRAN INC	4,102	120,555	123,716	COMMON STOCK
	2,011	77,675	84,422	COMMON STOCK
	5,317	66,188	100,119	COMMON STOCK
AMEDISYS INC AMERICAN CAMPUS COMMUNITIES IN	2,371	94,894	25,868	COMMON STOCK
AMERICAN EQUITY INVESTMENT LIF	10,615 27,604	285,009 209,116	445,405 287,082	COMMON STOCK COMMON STOCK
ANIXTER INTERNATIONAL INC	3,853	180,963	229,793	COMMON STOCK
ANN INC	3,342	90,024	82,815	COMMON STOCK
APOLLO INVESTMENT CORP	6,057	62,805	39,007	COMMON STOCK
APPLIED INDUSTRIAL TECHNOLOGIE	4,180	114,685	147,011	COMMON STOCK
APPROACH RESOURCES INC	11,297	263,965	332,245	COMMON STOCK
ASCENT CAPITAL GROUP INC	3,883	215,664	196,946	COMMON STOCK
ATLANTIC POWER CORP	3,651	47,463	52,209	COMMON STOCK
AVISTA CORP	2,672	61,782	68,804	COMMON STOCK
BGC PARTNERS INC	6,382	29,005	37,909	COMMON STOCK
MICHAEL BAKER CORP	1,822	68,824	35,729	COMMON STOCK
BANCORPSOUTH INC	9,757	111,267	107,522	COMMON STOCK
BANK OF THE OZARKS INC	9,394	123,578	278,344	COMMON STOCK
BEACON ROOFING SUPPLY INC	10,052	156,583	203,352	COMMON STOCK
BELDEN INC	4,085	142,502	135,949	COMMON STOCK
BIOMED REALTY TRUST INC	16,296	249,933	294,632	COMMON STOCK
BLUE COAT SYSTEMS INC	1,759	34,578	44,767	COMMON STOCK
BOSTON PRIVATE FINANCIAL HOLDI	10,490	56,360	83,291	COMMON STOCK
BRIDGE CAPITAL HOLDINGS	2,714	20,753	28,226	COMMON STOCK
BROOKLINE BANCORP INC	12,051	116,728	101,710	COMMON STOCK
CLECO CORP	7,405	217,302	282,131	COMMON STOCK
	22,813	298,032	299,763	COMMON STOCK
CABOT MICROELECTRONICS CORP	4,763	219,711	225,052	COMMON STOCK

Security Name	Shares/Par	Cost	Market Value	Description
CARLISLE COS INC	7,171	270,792	317,675	COMMON STOCK
CASH AMERICA INTERNATIONAL INC	1,471	58,645	68,593	COMMON STOCK
CHECKPOINT SYSTEMS INC	10,745	180,593	117,550	COMMON STOCK
CHILDRENS PLACE RETAIL STORES	2,944	111,135	156,385	COMMON STOCK
COBIZ FINANCIAL INC	6,674	29,872	38,509	COMMON STOCK
COHEN & STEERS INC	1,490	44,518	43,061	COMMON STOCK
COLUMBIA BANKING SYSTEM INC	6,040	114,243	116,391	COMMON STOCK
COMFORT SYSTEMS USA INC	17,721	209,352	189,969	COMMON STOCK
COMMERCIAL METALS CO	6,587	102,263	91,098	COMMON STOCK
COMMUNITY BANK SYSTEM INC	4,052	96,867	112,646	COMMON STOCK
	14,895	192,938	190,209	COMMON STOCK
CORESITE REALTY CORP CREXUS INVESTMENT CORP	13,189 8,840	205,613 101,634	235,028 91,759	COMMON STOCK COMMON STOCK
CUBESMART	14,358	142,563	152,769	COMMON STOCK
DANA HOLDING CORP	5,740	142,505	69,741	COMMON STOCK
DARLING INTERNATIONAL INC	7,121	98,221	94,638	COMMON STOCK
DECKERS OUTDOOR CORP	1,576	143,401	119,098	COMMON STOCK
DIAMONDROCK HOSPITALITY CO	6,706	62,134	64,646	COMMON STOCK
DIGI INTERNATIONAL INC	7,618	102,445	85,017	COMMON STOCK
DIME COMMUNITY BANCSHARES	5,141	60,478	64,777	COMMON STOCK
DINEEQUITY INC	1,093	47,318	46,136	COMMON STOCK
DONEGAL GROUP INC	2,276	33,840	32,228	COMMON STOCK
DUPONT FABROS TECHNOLOGY INC	7,137	167,819	172,858	COMMON STOCK
EAST WEST BANCORP INC	3,332	47,909	65,807	COMMON STOCK
EL PASO ELECTRIC CO	22,326	448,963	773,373	COMMON STOCK
ELECTRONICS FOR IMAGING INC	11,685	145,159	166,511	COMMON STOCK
ELIZABETH ARDEN INC	3,670	63,279	135,937	COMMON STOCK
ENERSYS	4,091	96,168	106,243	COMMON STOCK
ENTERTAINMENT PROPERTIES TRUST	7,431	241,922	324,809	COMMON STOCK
EZCORP INC	3,468	93,697	91,451	COMMON STOCK
FNB CORP/PA	14,680	110,900	166,031	COMMON STOCK
FAIRCHILD SEMICONDUCTOR INTERN	13,649	177,230	164,334	COMMON STOCK
	1,612	33,224	31,087	COMMON STOCK
FIRST CASH FINANCIAL SERVICES	2,698	54,827	94,673	COMMON STOCK
FIRST FINANCIAL BANKSHARES INC FIRST OF LONG ISLAND CORP/THE	5,710 1,822	199,152 44,027	190,885 47,955	COMMON STOCK COMMON STOCK
FIRST MIDWEST BANCORP INC/IL	12,397	154,792	125,582	COMMON STOCK
FLUSHING FINANCIAL CORP	7,819	101,809	98,754	COMMON STOCK
FORWARD AIR CORP	6,253	200,017	200,409	COMMON STOCK
FOSSIL INC	1,408	62,007	111,739	COMMON STOCK
FRANCESCAS HOLDINGS CORP	2,418	46,902	41,831	COMMON STOCK
HB FULLER CO	7,247	155,040	167,478	COMMON STOCK
G&K SERVICES INC	5,819	137,418	169,391	COMMON STOCK
GNC HOLDINGS INC	4,310	69,750	124,775	COMMON STOCK
G-III APPAREL GROUP LTD	2,835	77,477	70,620	COMMON STOCK
GAYLORD ENTERTAINMENT CO	4,067	87,775	98,177	COMMON STOCK
GLACIER BANCORP INC	12,933	173,854	155,584	COMMON STOCK
GOLUB CAPITAL BDC INC	3,810	55,326	59,055	COMMON STOCK
WR GRACE & CO	2,632	113,967	120,861	COMMON STOCK
GRACO INC	4,016	136,060	164,214	COMMON STOCK
HSN INC	5,067	143,677	183,729	COMMON STOCK
HAIN CELESTIAL GROUP INC/THE	6,336	107,903	232,278	COMMON STOCK
HANCOCK HOLDING CO	7,608	266,089	243,228	COMMON STOCK
HARMAN INTERNATIONAL INDUSTRIE	3,155	107,787	120,016	COMMON STOCK
	19,081 11,754	384,073 182 571	337,161	COMMON STOCK
HEARTLAND EXPRESS INC HERITAGE FINANCIAL CORP/WA	11,754	183,571 46,274	167,965	COMMON STOCK COMMON STOCK
HERITAGE FINANCIAL CORP/WA HOME BANCSHARES INC/AR	3,545 3,749	46,274 75,924	44,525 97,137	COMMON STOCK
HUDSON PACIFIC PROPERTIES INC	3,749 7,358	75,924 99,674	97,137 104,189	COMMON STOCK
IBERIABANK CORP	1,910	99,674 105,479	94,163	COMMON STOCK
ICON PLC	13,025	275,277	222,858	COMMON STOCK
ICONIX BRAND GROUP INC	10,534	185,835	171,599	COMMON STOCK
IDACORP INC	4,906	189,612	208,063	COMMON STOCK
INDEPENDENT BANK CORP/ROCKLAND	2,775	65,950	75,730	COMMON STOCK
	,		*	

Security Name	Shares/Par	Cost	Market Value	Description
JETBLUE AIRWAYS CORP	26,117	167,945	135,808	COMMON STOCK
JOS A BANK CLOTHIERS INC	4,303	158,093	209,814	COMMON STOCK
KBW INC	3,491	74,964	52,993	COMMON STOCK
KAISER ALUMINUM CORP	6,317	248,497	289,824	COMMON STOCK
KAMAN CORP	7,747	199,986	211,648	COMMON STOCK
KENNEDY-WILSON HOLDINGS INC	3,063	33,683	32,407	COMMON STOCK
KEY ENERGY SERVICES INC	17,900	188,192	276,913	COMMON STOCK
KNIGHT CAPITAL GROUP INC	10,916	151,141	129,027	COMMON STOCK
KNOLOGY INC	12,104	134,691	171,877	COMMON STOCK
	2,984	52,000	77,196	COMMON STOCK
LASALLE HOTEL PROPERTIES	1,326	29,936	32,102	COMMON STOCK
LINCARE HOLDINGS INC	10,825 3,404	257,032 142,440	278,311	COMMON STOCK
LITTELFUSE INC MB FINANCIAL INC	9,864	178,743	146,304 168,674	COMMON STOCK COMMON STOCK
MB FINANCIAL INC	38,459	282,958	258,444	COMMON STOCK
MGE ENERGY INC	3,298	126,307	154,247	COMMON STOCK
MKS INSTRUMENTS INC	8,080	146,854	224,786	COMMON STOCK
MTS SYSTEMS CORP	3,333	95,900	135,820	COMMON STOCK
MYR GROUP INC/DELAWARE	5,889	102,747	112,715	COMMON STOCK
STEVEN MADDEN LTD	4,313	128,061	148,799	COMMON STOCK
MAGELLAN HEALTH SERVICES INC	1,508	77,589	74,601	COMMON STOCK
MAGNUM HUNTER RESOURCES CORP	40,095	206,786	216,112	COMMON STOCK
MAGNUM HUNTER RES CORP WTS	1,414	0	0	COMMON STOCK
MANNING & NAPIER INC	3,222	39,023	40,243	COMMON STOCK
MARKETAXESS HOLDINGS INC	1,698	48,475	51,127	COMMON STOCK
MATTRESS FIRM HOLDING CORP	3,923	86,516	90,974	COMMON STOCK
MEADOWBROOK INSURANCE GROUP IN	36,668	252,083	391,614	COMMON STOCK
MEDICIS PHARMACEUTICAL CORP	2,686	103,575	89,310	COMMON STOCK
MENTOR GRAPHICS CORP	13,050	111,170	176,958	COMMON STOCK
MERITAGE HOMES CORP	5,206	112,600	120,727	COMMON STOCK
METALS USA HOLDINGS CORP	8,204	109,113	92,295	COMMON STOCK
MICREL INC	8,023	64,549	81,113	COMMON STOCK
MID-AMERICA APARTMENT COMMUNIT	2,864	181,152	179,143	COMMON STOCK
	4,184	225,905 66,122	236,522	COMMON STOCK
MONOTYPE IMAGING HOLDINGS INC MONRO MUFFLER BRAKE INC	7,768 3,408	67,221	121,103 132,196	COMMON STOCK COMMON STOCK
NATIONAL HEALTH INVESTORS INC	3,823	171,099	168,136	COMMON STOCK
NATIONAL RETAIL PROPERTIES INC	10,046	206,248	265,013	COMMON STOCK
NETSCOUT SYSTEMS INC	8,685	145,216	152,856	COMMON STOCK
NORTHWEST BANCSHARES INC	9,928	109,780	123,504	COMMON STOCK
NORTHWESTERN CORP	2,537	66,612	90,799	COMMON STOCK
NU SKIN ENTERPRISES INC	4,395	174,033	213,465	COMMON STOCK
OCWEN FINANCIAL CORP	14,889	171,542	215,593	COMMON STOCK
OIL STATES INTERNATIONAL INC	1,686	104,434	128,760	COMMON STOCK
OLYMPIC STEEL INC	5,579	160,569	130,102	COMMON STOCK
OMEGA HEALTHCARE INVESTORS INC	4,784	89,637	92,570	COMMON STOCK
ON ASSIGNMENT INC	12,041	90,824	134,618	COMMON STOCK
PHH CORP	3,270	63,645	34,989	COMMON STOCK
PS BUSINESS PARKS INC	5,142	292,030	285,021	COMMON STOCK
PSS WORLD MEDICAL INC	7,534	162,273	182,247	COMMON STOCK
PARAMETRIC TECHNOLOGY CORP	7,040	124,137	128,550	COMMON STOCK
PARKWAY PROPERTIES INC/MD	8,046	161,923	79,334	COMMON STOCK
PEBBLEBROOK HOTEL TRUST	8,636	168,930	165,638	COMMON STOCK
PENNANTPARK INVESTMENT CORP	8,903	75,679	89,831	COMMON STOCK
PETROLEUM DEVELOPMENT CORP	5,721	200,158	200,864	COMMON STOCK
PINNACLE FINANCIAL PARTNERS IN	6,846 1,428	82,925 56,172	110,563	COMMON STOCK
PIPER JAFFRAY COS PLANTRONICS INC	1,428 6,754	241,293	28,846 240,713	COMMON STOCK COMMON STOCK
POLARIS INDUSTRIES INC	2,860	241,293	160,103	COMMON STOCK
POLYONE CORP	2,800	159,997	255,382	COMMON STOCK
PREMIERE GLOBAL SERVICES INC	21,833	160,901	184,926	COMMON STOCK
PROASSURANCE CORP	4,137	221,810	330,215	COMMON STOCK
PRIVATEBANCORP INC	9,967	119,473	109,438	COMMON STOCK
PROSPERITY BANCSHARES INC	5,686	212,645	229,430	COMMON STOCK
	-			

Security Name	Shares/Par	Cost	Market Value	Description
PROVIDENT FINANCIAL SERVICES I	6,523	89,330	87,343	COMMON STOCK
RLI CORP	2,809	147,224	204,664	COMMON STOCK
RSC HOLDINGS INC	18,531	147,897	342,824	COMMON STOCK
RBC BEARINGS INC	5,428	196,968	226,348	COMMON STOCK
REGAL-BELOIT CORP	2,018	105,058	102,857	COMMON STOCK
RETAIL OPPORTUNITY INVESTMENTS	12,809	130,654	151,659	COMMON STOCK
ROBBINS & MYERS INC	4,515	153,316	219,203	COMMON STOCK
ROSETTA RESOURCES INC	7,032	156,097	305,892	COMMON STOCK
SCBT FINANCIAL CORP	3,981	108,639	115,489	COMMON STOCK
SS&C TECHNOLOGIES HOLDINGS INC	14,438	258,237	260,750	COMMON STOCK
SANDY SPRING BANCORP INC	3,243	43,995	56,915	COMMON STOCK
SCANSOURCE INC	4,526	155,827	162,936	COMMON STOCK
SCHNITZER STEEL INDUSTRIES INC	2,664	147,958	112,634	COMMON STOCK
SEMTECH CORP	10,772	201,482	267,361	COMMON STOCK
SIERRA BANCORP	1,718	13,455	15,118	COMMON STOCK
SIGNATURE BANK/NEW YORK NY	6,251	200,288	374,997	COMMON STOCK
SIMMONS FIRST NATIONAL CORP	2,078	52,681	56,501	COMMON STOCK
SIX FLAGS ENTERTAINMENT CORP	4,680	140,733	193,003	COMMON STOCK
AO SMITH CORP	5,104	197,914	204,772	COMMON STOCK
SOLAR CAPITAL LTD	3,352	62,144	74,046	COMMON STOCK
SOLAR SENIOR CAPITAL LTD	2,531	50,620	39,863	COMMON STOCK
SOUTHWEST GAS CORP	16,853	560,631	716,084	COMMON STOCK
STANDARD MICROSYSTEMS CORP	8,733	197,814	225,049	COMMON STOCK
	5,365	172,725	171,948	COMMON STOCK
STILLWATER MINING CO	4,499	61,410	47,060	COMMON STOCK
SUSSER HOLDINGS CORP	1,556	33,843	35,197	COMMON STOCK
	7,861	96,395	71,299	COMMON STOCK
SYNNEX CORP TEAM HEALTH HOLDINGS INC	4,990 9,887	131,013	151,995	COMMON STOCK
TEMPUR-PEDIC INTERNATIONAL INC	9,887 2,479	137,669 115,040	218,206 130,222	COMMON STOCK
TENNANT CO	3,219	99,050	125,123	COMMON STOCK COMMON STOCK
TENNECO INC	6,596	197,843	125,125	COMMON STOCK
TEXAS CAPITAL BANCSHARES INC	5,975	98,133	182,895	COMMON STOCK
THERMON GROUP HOLDINGS INC	7,839	95,273	138,123	COMMON STOCK
TOWER GROUP INC	9,717	231,604	195,992	COMMON STOCK
TREEHOUSE FOODS INC	3,070	133,687	200,717	COMMON STOCK
TRICO BANCSHARES	4,005	66,183	56,951	COMMON STOCK
TRIUMPH GROUP INC	3,451	174,740	201,711	COMMON STOCK
TRONOX INC/NEW	373	54,254	44,014	COMMON STOCK
TWO HARBORS INVESTMENT CORP	12,822	126,768	118,475	COMMON STOCK
UMB FINANCIAL CORP	4,964	190,671	184,909	COMMON STOCK
UNISOURCE ENERGY CORP	1,992	61,176	73,545	COMMON STOCK
UNIVERSAL FOREST PRODUCTS INC	3,839	146,370	118,510	COMMON STOCK
VAIL RESORTS INC	2,478	98,658	104,968	COMMON STOCK
VERA BRADLEY INC	4,500	162,236	145,125	COMMON STOCK
VISTEON CORP/NEW	3,112	210,033	155,413	COMMON STOCK
VITAMIN SHOPPE INC	1,943	79,952	77,487	COMMON STOCK
WSFS FINANCIAL CORP	1,670	49,434	60,053	COMMON STOCK
WARNACO GROUP INC/THE	4,446	212,311	222,478	COMMON STOCK
WASTE CONNECTIONS INC	3,783	84,641	125,369	COMMON STOCK
WATSCO INC	3,714	188,470	243,861	COMMON STOCK
WEBSTER FINANCIAL CORP	8,652	151,901	176,414	COMMON STOCK
WEST PHARMACEUTICAL SERVICES I	3,724	149,666	141,326	COMMON STOCK
WORLD FUEL SERVICES CORP	7,096	173,749	297,890	COMMON STOCK
ALTERRA CAPITAL HOLDINGS LTD	9,180	206,545	216,923	COMMON STOCK
ASPEN INSURANCE HOLDINGS	3,582	93,694	94,923	COMMON STOCK
ENSTAR GROUP LIMITED SHS	1,134	78,875	111,359	COMMON STOCK
HERBALIFE LTD USD COM SHS	2,874	106,039	148,500	COMMON STOCK
ORIENT EXPRESS HOTELS LTD CL A	4,579	50,500	34,205	COMMON STOCK
	593,649	2,263,452	1,513,047	COMMON STOCK
	126,460	782,153	907,013	COMMON STOCK
	36,600	1,852,908	2,058,018	COMMON STOCK
ALERE INC	81,950	2,674,352	1,892,226	COMMON STOCK
COMPASS MINERALS INTERNATIONAL	32,540	2,452,667	2,240,379	COMMON STOCK
	-			

Security Name	Shares/Par	Cost	Market Value	Description
DRESSER-RAND GROUP INC	200	7,507	9,982	COMMON STOCK
FIDELITY NATIONAL INFORMATION	84,051	2,311,023	2,234,916	COMMON STOCK
GULFMARK OFFSHORE INC	21,150	646,970	888,512	COMMON STOCK
HECKMANN CORP	242,075	1,409,850	1,609,799	COMMON STOCK
HEWLETT-PACKARD CO	42,000	1,521,462	1,081,920	COMMON STOCK
HOSPIRA INC	36,475	1,566,484	1,107,746	COMMON STOCK
JARDEN CORP	53,575	1,638,797	1,600,821	COMMON STOCK
JOHNSON CONTROLS INC	57,900	2,202,310	1,809,954	COMMON STOCK
LABORATORY CORP OF AMERICA HOL	24,035	1,796,115	2,066,289	COMMON STOCK
LOCKHEED MARTIN CORP	15,940	1,151,714	1,289,546	COMMON STOCK
MACY'S INC	42,975	1,054,084	1,382,936	COMMON STOCK
CBAYSYSTEMS HOLDINGS LTD	75,225	813,290	723,665	COMMON STOCK
MONSANTO CO	27,895	1,611,091	1,954,603	COMMON STOCK
MONSTER WORLDWIDE INC	119,800	1,887,796	950,014	COMMON STOCK
NEUSTAR INC	77,150	1,761,357	2,636,216	COMMON STOCK
NEWS CORP	94,425	1,325,077	1,684,542	COMMON STOCK
RALCORP HOLDINGS INC	5,870	350,325	501,885	COMMON STOCK
REPUBLIC SERVICES INC	64,950	1,935,599	1,789,373	COMMON STOCK
THERMO FISHER SCIENTIFIC INC	36,755	1,740,902	1,652,872	COMMON STOCK
VIASAT INC	7,350	275,964	338,982	COMMON STOCK
VISTEON CORP/NEW	33,825	2,340,257	1,689,221	COMMON STOCK
YAHOO! INC	111,600	1,738,122	1,800,108	COMMON STOCK
ARCH CAPITAL GROUP LTD SHS	94,625	2,399,490	3,522,889	COMMON STOCK
WARNER CHILCOTT PLC CLASS A	125,850	2,971,817	1,904,111	COMMON STOCK
GOLAR LNG LIMITED SHS	126,425	1,382,681	5,619,591	COMMON STOCK
WILLIS GROUP HOLDINGS PUBLIC	46,925	1,499,871	1,820,690	COMMON STOCK
SYNERON MEDICAL LTD	86,000	875,060	952,020	COMMON STOCK
PALADIN ENERGY LTD	130,750	473,668	179,128	COMMON STOCK
GOLAR LNG PARTNERS LP	19,525	512,245	598,441	COMMON STOCK
HENKEL AG & CO KGAA	3,790	253,732	219,382	PREFERRED SECURITIES
PORSCHE AUTOMOBIL HOLDING SE	38,870	7,082,441	2,086,483	PREFERRED SECURITIES
VALE SA	197,586	5,621,322	4,070,272	PREFERRED SECURITIES
CITIGROUP CAPITAL XIII	21,300	555,318	555,078	PREFERRED SECURITIES
TOTAL - PART II, LINE 10B		1,016,504,797	1,039,736,589	

Security Name	Shares/Par	Cost	Market Value	Description
BGI US DEBT INDEX FUND B	1,882,401	63,284,785	71,556,658	COMMINGLED BOND FUND
OAKTREE MEZZANINE FUND III	17,027,256	17,027,256		COMMINGLED BOND FUND
SSGA U.S. TIPS INDEX STRATEGY	4,492,254	54,778,040	60,694,843	COMMINGLED BOND FUND
AGFMT 10-1A A1	724,943	724,768	741,438	CORPORATE BONDS
ALLY FINANCIAL INC	825,000	825,000	796,125	CORPORATE BONDS
ALLY FINANCIAL INC	200,000	221,250	205,000	CORPORATE BONDS
ALLY FINANCIAL INC	1,200,000	1,200,000	1,122,192	CORPORATE BONDS
ALTRIA GROUP INC	900,000	1,179,402	1,210,872	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	350,000	350,000	370,475	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	150,000	146,496	145,669	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	1,500,000	1,694,856	, ,	CORPORATE BONDS
AMERICAN INTL GROUP INC MTN	350,000	263,970		CORPORATE BONDS
AT&T CORP	250,000	289,553		CORPORATE BONDS
BAC CAPITAL TRUST XI	860,000	799,165		CORPORATE BONDS
BANCO SANTANDER BRAZIL SA/CAYM	500,000	500,000		CORPORATE BONDS
BANK OF AMERICA CORP	650,000	673,490		CORPORATE BONDS
BANK OF AMERICA CORP	900,000	893,196	,	CORPORATE BONDS
	394,000	378,299		CORPORATE BONDS
	100,000	83,750		CORPORATE BONDS
BARCLAYS BANK PLC	575,000	579,804		CORPORATE BONDS
BARCLAYS BANK PLC	1,200,000	1,980,713		CORPORATE BONDS
BEAR STEARNS 07-SV1A A1 144A BEAR STEARNS COS LLC/THE	96,241 700,000	76,982 646,366		CORPORATE BONDS CORPORATE BONDS
BEAR STEARNS COS LLC/THE	300,000	279,747		CORPORATE BONDS
BEAR STEARNS COS LLC/THE	700,000	689,071	820,646	CORPORATE BONDS
BERKSHIRE HATHAWAY FINANCE COR	120,000	119,591	121,668	CORPORATE BONDS
BMW US CAPITAL LLC	1,200,000	1,194,660		CORPORATE BONDS
BNSF RY CO 2006-1 PASSTHRU	100,288	91,884		CORPORATE BONDS
BOSTON PROPERTIES LP	400,000	430,476		CORPORATE BONDS
BOSTON PROPERTIES LP	300,000	287,205		CORPORATE BONDS
BP CAPITAL MARKETS PLC	200,000	182,000		CORPORATE BONDS
BP CAPITAL MARKETS PLC	100,000	99,716		CORPORATE BONDS
BP CAPITAL MARKETS PLC	500,000	497,255		CORPORATE BONDS
BP CAPITAL MARKETS PLC	100,000	89,000		CORPORATE BONDS
BURLINGTON NORTHN SANTA FE 001	602,351	677,867		CORPORATE BONDS
CAPITAL ONE FINANCIAL CORP	500,000	510,705		CORPORATE BONDS
CAPITAL ONE FINANCIAL CORP	175,000	174,190		CORPORATE BONDS
CIGNA CORP	75,000	86,696		CORPORATE BONDS
CIGNA CORP	350,000	373,083	438,419	CORPORATE BONDS
CIT GROUP INC	47,418	35,730		CORPORATE BONDS
CIT GROUP INC	79,029	57,508		CORPORATE BONDS
CIT GROUP INC	147,509	113,569		CORPORATE BONDS
CITIGROUP INC	375,000	380,779	400,212	CORPORATE BONDS
CITIGROUP INC	750,000	752,085	644,880	CORPORATE BONDS
CITIGROUP INC	1,620,000	1,613,066	1,728,914	CORPORATE BONDS
CITIGROUP MORTGAGE LO AHL1 A2C	3,000,000	933,750		CORPORATE BONDS
COMCAST CABLE COMMUNICATIONS H	295,000	353,073		CORPORATE BONDS
COMCAST CORP	575,000	568,462		CORPORATE BONDS
COMCAST CORP	25,000	24,947		CORPORATE BONDS
COOPERATIEVE CENTRALE RAIFFEIS	700,000	698,103		CORPORATE BONDS
COX COMMUNICATIONS INC 144A	375,000	362,792		CORPORATE BONDS
COX COMMUNICATIONS INC 144A	398,000	508,405	-	CORPORATE BONDS
CREDIT AGRICOLE HOME LOAN SFH	1,400,000	1,400,000		CORPORATE BONDS
CSX TRANSN INC GTD SECD EQUIP	105,295	106,591	120,657	CORPORATE BONDS
DAIMLER FIN NORTH AMERICA 144A	1,200,000	1,175,476		CORPORATE BONDS
DEXIA CREDIT LOCAL SA	700,000	700,000		CORPORATE BONDS
DNB BOLIGKREDITT AS 144A	1,000,000	998,800	1,016,596	CORPORATE BONDS

Security Name	Shares/Par	Cost	Market Value	Description
DOW CHEMICAL CO/THE	790,000	939,317	1,033,579	CORPORATE BONDS
FEDERAL EXPRESS 98-1 CTF 1A	739,215	734,815	856,820	CORPORATE BONDS
FORD MOTOR CREDIT CO LLC	500,000	497,330	517,475	CORPORATE BONDS
GAZPROM O A O LN SER 17 144A	1,500,000	1,756,875	1,687,500	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	250,000	249,723	273,788	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	500,000	512,163	550,146	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	175,000	179,858	181,554	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	230,000	222,424	232,830	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	600,000	588,870	635,752	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	950,000	941,574	969,317	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	600,000	413,700	517,895	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	200,000	190,188	186,103	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	600,000	509,154	627,262	CORPORATE BONDS
GOODRICH CORP	300,000	306,234	353,780	CORPORATE BONDS
HCA INC	1,200,000	1,242,000	1,224,000	CORPORATE BONDS
HEALTH NET INC	225,000	183,094	234,000	CORPORATE BONDS
HEWLETT-PACKARD CO	1,200,000	1,188,016	1,188,188	CORPORATE BONDS
HISTORIC TW INC	760,000	906,624	890,864	CORPORATE BONDS
HSBC HOLDINGS PLC	200,000	193,008	197,418	CORPORATE BONDS
HSBC HOLDINGS PLC	475,000	456,382	479,943	CORPORATE BONDS
HSBC HOLDINGS PLC	225,000	224,512		CORPORATE BONDS
ING BANK NV 144A	600,000	623,222		CORPORATE BONDS
INTESA SANPAOLO SPA 144A	1,500,000	1,488,495	1,231,061	CORPORATE BONDS
JPMORGAN CHASE & CO	400,000	405,812	425,148	CORPORATE BONDS
JPMORGAN CHASE & CO	300,000	345,588	339,791	CORPORATE BONDS
JPMORGAN CHASE & CO	300,000	314,904	318,861	CORPORATE BONDS
JPMORGAN CHASE & CO	400,000	398,040		CORPORATE BONDS
JPMORGAN CHASE & CO	600,000	598,764		CORPORATE BONDS
KAUPTHING BANK HF	850,000	641,500		CORPORATE BONDS
LAFARGE SA	600,000	582,868		CORPORATE BONDS
LAFARGE SA	175,000	174,850		CORPORATE BONDS
LEHMAN BROTHERS HOLDINGS INC	300,000	299,778		CORPORATE BONDS
LEHMAN BROTHERS HOLDINGS INC	2,200,000	2,189,968		CORPORATE BONDS
LIBERTY INTERACTIVE LLC	127,000	113,983		CORPORATE BONDS
LIBERTY INTERACTIVE LLC	171,000	151,335		CORPORATE BONDS
LLOYDS TSB BANK PLC	1,200,000	1,200,000		CORPORATE BONDS
LLOYDS TSB BANK PLC 144A	1,300,000	1,299,948		CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	560,000	462,386		CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	275,000	277,431	317,505	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	125,000	99,864		CORPORATE BONDS
MAGNOLIA FUNDING LTD	424,304	568,777	,	CORPORATE BONDS
MERRILL LYNCH & CO INC	300,000	318,881	295,782	CORPORATE BONDS
MORGAN STANLEY	380,000	383,059		CORPORATE BONDS
MORGAN STANLEY	1,500,000	1,527,840		CORPORATE BONDS
MORGAN STANLEY	300,000	272,707	,	CORPORATE BONDS
MORGAN STANLEY MTN	1,000,000	951,305		CORPORATE BONDS
	175,000	180,955		CORPORATE BONDS
NORDEA BANK AB 144A	1,500,000	1,492,845		CORPORATE BONDS
	600,000	564,288		CORPORATE BONDS
PROVINCE OF ONTARIO CANADA	1,000,000	996,850		CORPORATE BONDS
QWEST CORP REED ELSEVIER CAPITAL INC	1,200,000	1,200,000		CORPORATE BONDS CORPORATE BONDS
	275,000	273,933		
REYNOLDS AMERICAN INC ROYAL BANK OF SCOTLAND GROUP P	1,000,000 500,000	995,380 433,750		CORPORATE BONDS CORPORATE BONDS
ROYAL BANK OF SCOTLAND GROUP P ROYAL BANK OF SCOTLAND PLC/THE	100,000	433,750 99,805		CORPORATE BONDS
ROYAL BANK OF SCOTLAND PLC/THE	625,000	622,694		CORPORATE BONDS
SBA GTD PARTN CTFS 2002-20C 1	864,814	882,110		CORPORATE BONDS
SLM CORP	325,000	313,144		CORPORATE BONDS
		,		

SPRINT CAPITAL CORP         200,000         160,500         142,750         CORPORATE BONDS           SPRINT CAPITAL CORP         425,000         361,625         349,563         CORPORATE BONDS           TELECOM ITALIA CAPITAL SA         200,000         220,666         183,607         CORPORATE BONDS           TELECOM ITALIA CAPITAL SA         200,000         220,666         187,422         CORPORATE BONDS           TIME WARNER CABLE INC         275,000         312,951         345,403         CORPORATE BONDS           TIME WARNER CABLE INC         225,000         225,077         227,639         CORPORATE BONDS           TIME WARNER COS INC         200,000         817,721         1,043,748         CORPORATE BONDS           UBS AG/STAMFORD CT         400,000         400,000         369,521         CORPORATE BONDS           UNIN PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         589,391         CORPORATE BONDS           VOLCAN MATERIALS CO         225,000         243,000         CORPORATE BONDS         VOLCAN MATERIALS CO         225,000         243,000         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         243,000 <td< th=""></td<>
TELECOM ITALIA CAPITAL SA         175.000         176.986         183.607         CORPORATE BONDS           TELECOM ITALIA CAPITAL SA         200,000         220,666         187.422         CORPORATE BONDS           TIME WARNER CABLE INC         275,000         312,951         345.403         CORPORATE BONDS           TIME WARNER CABLE INC         225,000         225,077         227,639         CORPORATE BONDS           TIME WARNER COS INC         200,000         245,367         251,513         CORPORATE BONDS           TIME WARNER COS INC         200,000         389,521         CORPORATE BONDS           UBS AG/STAMFORD CT         300,000         299,71         291,935         CORPORATE BONDS           UNING ROUP         446,000         361,22         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         660,000         587,947         CORPORATE BONDS           VULCAN MATERALS CO         225,000         225,000         243,000         CORPORATE BONDS           VULCAN MATERALS CO         225,000         226,000         243,000         CORPORATE BONDS           WALHONIA RANK NA         500,000         503,35         552,112         CORPORATE BONDS           WALCAN MATERALS CO         225,000         226,000
TELECOM ITALIA CAPITAL SA         200,000         220,666         187,422         CORPORATE BONDS           TIME WARNER CABLE INC         375,000         407,354         478,848         CORPORATE BONDS           TIME WARNER CABLE INC         275,000         312,951         345,403         CORPORATE BONDS           TIME WARNER CABLE INC         225,007         227,639         CORPORATE BONDS           TIME WARNER CASIE INC         200,000         215,367         225,1513         CORPORATE BONDS           TIME WARNER INC         800,000         837,271         1,043,748         CORPORATE BONDS           UBS AG/STAMFORD CT         400,000         400,000         389,521         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         599,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         243,000         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         264,596         271,479         CORPORATE BONDS           WACHOVIA BANK NA         5
TIME WARNER CABLE INC         375,000         407,354         478,848         CORPORATE BONDS           TIME WARNER CABLE INC         275,000         312,951         345,403         CORPORATE BONDS           TIME WARNER CABLE INC         225,000         225,777         227,639         CORPORATE BONDS           TIME WARNER COS INC         200,000         215,367         251,513         CORPORATE BONDS           UBS AG/STAMFORD CT         400,000         489,521         CORPORATE BONDS           UBS AG/STAMFORD CT         300,000         299,871         291,935         CORPORATE BONDS           UNION PAC RC CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         587,947         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         226,000         243,000         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         244,000         CORPORATE BONDS           WELLPOINT INC         225,000         246,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,54         768,444 </td
TIME WARNER CABLE INC         275,000         312,951         345,403         CORPORATE BONDS           TIME WARNER CABLE INC         225,000         225,077         227,639         CORPORATE BONDS           TIME WARNER COS INC         200,000         215,367         251,513         CORPORATE BONDS           TIME WARNER COS INC         800,000         837,721         1,043,748         CORPORATE BONDS           UBS AG/STAMFORD CT         400,000         490,000         889,521         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         589,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         129,063         CORPORATE BONDS           WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,54         764,44         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,54         768,44         CORPORATE BONDS           WESTLB AG/NEW YORK
TIME WARNER CABLE INC         225,000         225,077         227,639         CORPORATE BONDS           TIME WARNER INC         200,000         215,387         251,513         CORPORATE BONDS           UBS AG/STAMFORD CT         400,000         489,521         CORPORATE BONDS           UBS AG/STAMFORD CT         300,000         299,871         291,935         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNIUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         587,947         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         129,063         CORPORATE BONDS         VULCAN MATERIALS CO         225,000         243,000         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         503,335         552,112         CORPORATE BONDS           WELLPOINT INC         225,000         245,566         271,479         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,388         CORPORATE BONDS
TIME WARNER COS INC         200,000         215,367         251,513         CORPORATE BONDS           TIME WARNER INC         800,000         837,721         1,043,748         CORPORATE BONDS           UBS AG/STAMFORD CT         400,000         400,000         389,521         CORPORATE BONDS           UBS AG/STAMFORD CT         300,000         299,871         291,935         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         599,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         129,063         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WELLPOINT INC         225,000         245,506         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         1,39,538         1,410,368         CORPORATE BONDS           VELCOX IG S TOY 104154         1,903,023         1,943,463 </td
TIME WARNER COS INC         200,000         215,367         251,513         CORPORATE BONDS           TIME WARNER INC         800,000         837,721         1,043,748         CORPORATE BONDS           UBS AG/STAMFORD CT         400,000         400,000         389,521         CORPORATE BONDS           UBS AG/STAMFORD CT         300,000         299,871         291,935         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         599,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         129,063         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WELLPOINT INC         225,000         245,506         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         1,39,538         1,410,368         CORPORATE BONDS           VELCOX IG S TOY 104154         1,903,023         1,943,463 </td
TIME WARNER INC         800,000         837,721         1,043,748         CORPORATE BONDS           UBS AG/STAMFORD CT         400,000         400,000         389,521         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         589,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         129,063         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         578,594         768,444         CORPORATE BONDS           WELLPOINT INC         225,000         264,596         271,479         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,395,338         1,410,368         CORPORATE BONDS           KEROX CORP         945,000         395,429         1,064,505         CORPORATE BONDS           UNION PAC RR CO O1-1         417,803         401,
UBS AG/STAMFORD CT         400,000         389,521         CORPORATE BONDS           UBS AG/STAMFORD CT         300,000         299,871         291,935         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         599,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         129,063         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         503,335         552,112         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           SERA STEARNS COMMERCIA CLF1 A3         53,032         51,296         CORPORATE BONDS         SEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         CORPORATE BONDS           SEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         CORPORATE BONDS         CMO
UBS AG/STAMFORD CT         300,000         299,871         291,935         CORPORATE BONDS           UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         587,947         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         599,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         243,000         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         226,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         678,594         768,444         CORPORATE BONDS           WELLPOINT INC         225,000         264,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           XEROX CORP         945,000         935,429         1,064,505         CORPORATE BONDS           STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMB5 - CTL           GS MTG SECS CORP 04-4 144A         1,903,0
UNION PAC RR CO PASS THRU 98-A         248,695         257,265         282,773         CORPORATE BONDS           UNUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         587,947         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         129,063         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         509,335         552,112         CORPORATE BONDS           WELLPOINT INC         225,000         224,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WENGELY JR CO 144A         1,400,000         1,399,538         1,410,388         CORPORATE BONDS           XEROX CORP         945,000         935,429         1,064,505         CORPORATE BONDS           SEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651
UNUM GROUP         446,000         361,122         470,811         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         587,947         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         599,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         243,000         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           XEROX CORP         945,000         935,429         1,064,505         CORPORATE BONDS           BEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         800,000         0
VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         587,947         CORPORATE BONDS           VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         599,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         129,063         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WELLPOINT INC         225,000         264,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           SEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         -800,000         0         0         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         1,00,0
VOLKSWAGEN INTERNATIONAL FINAN         600,000         600,000         599,391         CORPORATE BONDS           VULCAN MATERIALS CO         125,000         125,000         129,063         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         226,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WELLPOINT INC         225,000         264,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         1,399,538         1,410,368         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           SEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         -800,000         0         0         CDSWP           CDS SP UL CDX.IG.5 TYR 15-30%         100,000
VULCAN MATERIALS CO         125,000         125,000         129,063         CORPORATE BONDS           VULCAN MATERIALS CO         225,000         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WELPOINT INC         225,000         264,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           XEROX CORP         945,000         935,429         1,064,505         CORPORATE BONDS           BEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         -800,000         0         0         CDSWP           CDS_SP UL CDX.IG.9 5YR 15-30%         100,000         0         0         CDSWP           CDS_SP UL CDX.IG.9 5YR 15-30%         100,000         0         0
VULCAN MATERIALS CO         225,000         225,000         243,000         CORPORATE BONDS           WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WELLPOINT INC         225,000         264,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           XEROX CORP         945,000         935,429         1,064,505         CORPORATE BONDS           BEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         -800,000         0         0         CDSWP           CDS_SP UL CDX.IG.5 10Y 10-15%         800,000         0         0         CDSWP           CDS_SP UL CDX.IG.5 5YR 15-30%         100,000         0         0         CDSWP           CDS_SP UL CDX.IG.5 7YR 10-15%         -1,100,000         0         0
WACHOVIA BANK NA         500,000         500,335         552,112         CORPORATE BONDS           WELLPOINT INC         225,000         264,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           XEROX CORP         945,000         935,429         1,064,505         CORPORATE BONDS           BEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         -800,000         0         0         CDSWP           CDS_SP UL CDX.IG.9 5YR 15-30%         -100,000         0         0         CDSWP           CDS_SP UL CDX.IG.5 7YR 10-15%         1,100,000         0         0         CDSWP           CDS_BP UL CDX.IG.5 7YR 10-15%         -1,100,000         0         0         CDSWP           CDS_BP UL CDX.IG.5 10Y 10-15%         -2,700,000         0         0 <td< td=""></td<>
WELLPOINT INC         225,000         264,596         271,479         CORPORATE BONDS           WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           XEROX CORP         945,000         935,429         1,064,505         CORPORATE BONDS           BEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         800,000         0         0         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         800,000         0         0         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         100,000         0         1,137         CDSWP           CDS SP UL CDX.IG.5 7YR 10-15%         -1,100,000         0         0         CDSWP           CDS BP UL CDX.IG.5 10Y 10-15%         -2,700,000         0         CDSWP         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         -2,700,000         0         CDSWP         <
WESTLB AG/NEW YORK         740,000         678,594         768,444         CORPORATE BONDS           WM WRIGLEY JR CO 144A         1,400,000         1,399,538         1,410,368         CORPORATE BONDS           XEROX CORP         945,000         935,429         1,064,505         CORPORATE BONDS           BEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         -800,000         0         0         CDSWP           CDS_SP UL CDX.IG.9 5YR 15-30%         -100,000         0         0         CDSWP           CDS_SP UL CDX.IG.9 5YR 15-30%         100,000         0         1,137         CDSWP           CDS_SP UL CDX.IG.9 5YR 15-30%         100,000         0         0         CDSWP           CDS_SP UL CDX.IG.5 TYR 10-15%         1,100,000         0         0         CDSWP           CDS_SP UL CDX.IG.5 TYR 10-15%         2,700,000         0         0         CDSWP           CDS_SP UL CDX.IG.5 10Y 10-15%         2,700,000         0         0         CDSWP
WM WRIGLEY JR CO 144A1,400,0001,399,5381,410,368CORPORATE BONDSXEROX CORP945,000935,4291,064,505CORPORATE BONDSBEAR STEARNS COMMERCIA CLF1 A353,03251,29653,877CMBS - CTLGS MTG SECS CORP 04-4 144A1,903,0231,943,4631,958,485CMOUNION PAC RR CO 01-1417,890401,651486,308CMOCDS SP UL CDX.IG.5 10Y 10-15%-800,00000CDSWPCDS SP UL CDX.IG.5 10Y 10-15%800,0000-99,473CDSWPCDS SP UL CDX.IG.9 5YR 15-30%-100,00000CDSWPCDS SP UL CDX.IG.9 5YR 15-30%100,00001,137CDSWPCDS BP UL CDX.IG.5 7YR 10-15%-1,100,00000CDSWPCDS SP UL CDX.IG.5 7YR 10-15%-2,700,0000-1,540CDSWPCDS SP UL CDX.IG.5 10Y 10-15%2,700,0000-335,212CDSWPCDS SP UL CDX.IG.5 10Y 10-15%-3,800,00000CDSWPCDS SP UL CDX.IG.5 10Y 10-15%-3,800,00000CDSWPCDS SP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS BP UL GOODRICH CORP-300,000000CDSWP<
XEROX CORP945,000935,4291,064,505CORPORATE BONDSBEAR STEARNS COMMERCIA CLF1 A353,03251,29653,877CMBS - CTLGS MTG SECS CORP 04-4 144A1,903,0231,943,4631,958,485CMOUNION PAC RR CO 01-1417,890401,651486,308CMOCDS SP UL CDX.IG.5 10Y 10-15%-800,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%800,0000-99,473CDSWPCDS SP UL CDX.IG.9 5YR 15-30%-100,00000CDSWPCDS_SP UL CDX.IG.5 7YR 10-15%1,100,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-1,100,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%2,700,00000CDSWPCDS_SP UL CDX.IG.5 7YR 10-15%1,100,0000-1,540CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%2,700,0000-335,212CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,0000-5,319CDSWPCDS_BP UL GOODRICH CORP-300,00000CDSWP
BEAR STEARNS COMMERCIA CLF1 A3         53,032         51,296         53,877         CMBS - CTL           GS MTG SECS CORP 04-4 144A         1,903,023         1,943,463         1,958,485         CMO           UNION PAC RR CO 01-1         417,890         401,651         486,308         CMO           CDS SP UL CDX.IG.5 10Y 10-15%         -800,000         0         0         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         800,000         0         -99,473         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         100,000         0         0         CDSWP           CDS SP UL CDX.IG.9 5YR 15-30%         -100,000         0         0         CDSWP           CDS SP UL CDX.IG.9 5YR 15-30%         -100,000         0         0         CDSWP           CDS SP UL CDX.IG.5 7YR 10-15%         -1,100,000         0         0         CDSWP           CDS BP UL CDX.IG.5 7YR 10-15%         -2,700,000         0         -1,540         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         -2,700,000         0         -335,212         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         -3,800,000         0         -5,319         CDSWP           CDS SP UL CDX.IG.5 7YR 10-15%         3,800,000         0         -5,319         CDSWP
GS MTG SECS CORP 04-4 144A1,903,0231,943,4631,958,485CMOUNION PAC RR CO 01-1417,890401,651486,308CMOCDS SP UL CDX.IG.5 10Y 10-15%-800,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%800,0000-99,473CDSWPCDS SP UL CDX.IG.9 5YR 15-30%-100,00000CDSWPCDS_SP UL CDX.IG.9 5YR 15-30%100,00001,137CDSWPCDS BP UL CDX.IG.5 7YR 10-15%-1,100,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-1,100,0000-1,540CDSWPCDS SP UL CDX.IG.5 10Y 10-15%-2,700,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%2,700,0000-335,212CDSWPCDS SP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL GOODRICH CORP-300,00000CDSWP
UNION PAC RR CO 01-1417,890401,651486,308CMOCDS SP UL CDX.IG.5 10Y 10-15%-800,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%800,0000-99,473CDSWPCDS SP UL CDX.IG.9 5YR 15-30%-100,00000CDSWPCDS_SP UL CDX.IG.9 5YR 15-30%100,00001,137CDSWPCDS_SP UL CDX.IG.5 7YR 10-15%-1,100,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-1,100,0000-1,540CDSWPCDS SP UL CDX.IG.5 10Y 10-15%-2,700,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%2,700,0000-335,212CDSWPCDS BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL GOODRICH CORP-300,00000CDSWP
CDS SP UL CDX.IG.5 10Y 10-15%-800,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%800,0000-99,473CDSWPCDS SP UL CDX.IG.9 5YR 15-30%-100,00000CDSWPCDS_SP UL CDX.IG.5 7YR 15-30%100,00001,137CDSWPCDS BP UL CDX.IG.5 7YR 10-15%-1,100,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%1,100,0000-1,540CDSWPCDS SP UL CDX.IG.5 10Y 10-15%-2,700,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%2,700,0000-335,212CDSWPCDS BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS_BP UL GOODRICH CORP-300,00000CDSWP
CDS_SP UL CDX.IG.5 10Y 10-15%800,0000-99,473CDSWPCDS SP UL CDX.IG.9 5YR 15-30%-100,00000CDSWPCDS_SP UL CDX.IG.9 5YR 15-30%100,00001,137CDSWPCDS BP UL CDX.IG.5 7YR 10-15%-1,100,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%1,100,0000-1,540CDSWPCDS SP UL CDX.IG.5 10Y 10-15%-2,700,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%2,700,00000CDSWPCDS BP UL CDX.IG.5 10Y 10-15%3,800,00000CDSWPCDS BP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,00000CDSWPCDS_BP UL GOODRICH CORP-300,00000CDSWP
CDSSPULCDX.IG.9SYR 15-30%-100,000001,137CDSWPCDS_SPULCDX.IG.95YR 15-30%100,00001,137CDSWPCDSBPULCDX.IG.57YR 10-15%-1,100,00000CDSWPCDS_BPULCDX.IG.57YR 10-15%1,100,0000-1,540CDSWPCDSSPULCDX.IG.510Y 10-15%-2,700,00000CDSWPCDS_SPULCDX.IG.510Y 10-15%2,700,0000-335,212CDSWPCDSBPULCDX.IG.57YR 10-15%-3,800,00000CDSWPCDS_BPULCDX.IG.57YR 10-15%3,800,0000-5,319CDSWPCDSBPULGOODRICH CORP-300,000000CDSWP
CDS_SP UL CDX.IG.9 5YR 15-30%100,00001,137CDSWPCDS BP UL CDX.IG.5 7YR 10-15%-1,100,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%1,100,0000-1,540CDSWPCDS SP UL CDX.IG.5 10Y 10-15%-2,700,00000CDSWPCDS_SP UL CDX.IG.5 10Y 10-15%2,700,0000-335,212CDSWPCDS BP UL CDX.IG.5 7YR 10-15%-3,800,00000CDSWPCDS_BP UL CDX.IG.5 7YR 10-15%3,800,0000-5,319CDSWPCDS_BP UL GOODRICH CORP-300,00000CDSWP
CDS         BP         UL         CDX.IG.5         TYR 10-15%         -1,100,000         0         0         CDSWP           CDS_BP         UL         CDX.IG.5         TYR 10-15%         1,100,000         0         -1,540         CDSWP           CDS         SP         UL         CDX.IG.5         10Y 10-15%         -2,700,000         0         0         CDSWP           CDS_SP         UL         CDX.IG.5         10Y 10-15%         -2,700,000         0         -335,212         CDSWP           CDS         SP         UL         CDX.IG.5         TYR 10-15%         -3,800,000         0         0         CDSWP           CDS_BP         UL         CDX.IG.5         TYR 10-15%         -3,800,000         0         0         CDSWP           CDS_BP         UL         CDX.IG.5         TYR 10-15%         3,800,000         0         -5,319         CDSWP           CDS         BP         UL         GOODRICH CORP         -300,000         0         0         CDSWP
CDS_BP UL CDX.IG.5 7YR 10-15%         1,100,000         0         -1,540         CDSWP           CDS SP UL CDX.IG.5 10Y 10-15%         -2,700,000         0         0         CDSWP           CDS_SP UL CDX.IG.5 10Y 10-15%         2,700,000         0         -335,212         CDSWP           CDS BP UL CDX.IG.5 7YR 10-15%         -3,800,000         0         0         CDSWP           CDS_BP UL CDX.IG.5 7YR 10-15%         -3,800,000         0         0         CDSWP           CDS_BP UL CDX.IG.5 7YR 10-15%         -3,800,000         0         0         CDSWP           CDS_BP UL CDX.IG.5 7YR 10-15%         3,800,000         0         0         CDSWP           CDS BP UL GOODRICH CORP         -300,000         0         0         CDSWP
CDS         SP         UL         CDX.IG.5         10Y         10-15%         -2,700,000         0         0         CDS         CDS         SP         UL         CDX.IG.5         10Y         10-15%         2,700,000         0        335,212         CDS         CDS         PUL         CDX.IG.5         7YR         10-15%         -3,800,000         0         0         0         CDS         PUL         CDX.IG.5         7YR         10-15%         -3,800,000         0         0         -5,319         CDS         CDS         PU         CDS BP UL GOODRICH CORP         -300,000         0         0         0         CDS WP
CDS_SP UL CDX.IG.5 10Y 10-15%         2,700,000         0         -335,212         CDSWP           CDS BP UL CDX.IG.5 7YR 10-15%         -3,800,000         0         0         CDSWP           CDS_BP UL CDX.IG.5 7YR 10-15%         3,800,000         0         -5,319         CDSWP           CDS BP UL GOODRICH CORP         -300,000         0         0         0         CDSWP
CDS         BP         UL         CDX.IG.5         TYR 10-15%         -3,800,000         0         0         CDSWP           CDS_BP         UL         CDX.IG.5         TYR 10-15%         3,800,000         0         -5,319         CDSWP           CDS         BP         UL         GOODRICH CORP         -300,000         0         0         CDSWP
CDS_BP UL CDX.IG.5 7YR 10-15%         3,800,000         0         -5,319         CDSWP           CDS BP UL GOODRICH CORP         -300,000         0         0         CDSWP
CDS BP UL GOODRICH CORP -300,000 0 0 CDSWP
-
CDS BP TIME WARNER INC SNR         -500,000         0         0         CDS WP           CDS BP TIME WARNER INC SNR         500,000         0         -9,117         CDSWP
CCP CDX IG14 5Y CME         -7,200,000         0         0         CDSWP           CCP CDX IG14 5Y CME         7,200,000         7,913         14,519         CDSWP
CCP_CDX IG14 5Y CME         7,200,000         7,913         14,519         CDSWP           CCP CDX IG10 10Y CME         -1,548,800         0         0         CDSWP
CCP_CDX IG10 10Y CME         1,548,800         13,962         -560         CDSWP           CCP CDX IG9 10Y CME         -20,715,200         0         0         CDSWP
CCP_CDX IG9 10Y CME         20,715,200         922,731         792,669         CDSWP           CCP CDX HY14 5Y CME         -1,078,000         0         0         CDSWP
CCP_CDX HY14 5Y CME         1,078,000         16,170         26,729         CDSWP           CDS SP UL BP P.L.C.         100,000         3,469         14,061         CDSWP
CDS_SP UL BP P.L.C.         -100,000         0         0         CDSWP
CDS SP UL BP P.L.C.         200,000         1,953         28,121         CDSWP
CDS_SP UL BP P.L.C.         -200,000         0         CDSWP
CDX SP UL CDX.NA.IG.16         700,000         0         -5,229         CDSWP           CDX SP UL CDX.NA.IG.16         700,000         0         -5,229         CDSWP
CDX_SP UL CDX.NA.IG.16 -700,000 -6,390 0 CDSWP
ZCS IRS P BZDIOVRA R 11.96%         -2,200,000         -4,886         0         IRSWP
ZCS_IRS P BZDIOVRA R 11.96%         2,200,000         0         41,320         IRSWP
IRS ZCS P BZDIOVRA R 12.12%         -700,000         0         IRSWP
IRS_ZCS P BZDIOVRA R 12.12% 700,000 1,712 15,076 IRSWP
IRS P BZDIOVRA R 10.58% -4,600,000 0 0 IRSWP

Security Name	Shares/Par	Cost	Market Value	Description
IRS_P BZDIOVRA R 10.58%	4,600,000	13,045	-931	IRSWP
IRS P BRL CDI DAILY R 10.87%	-900,000	0	0	IRSWP
IRS_P BRL CDI DAILY R 10.87%	900,000	4,474	2,305	IRSWP
IRS P BRL-CDI DAILY R 10.605%	-400,000	0	0	IRSWP
IRS_P BRL-CDI DAILY R 10.605%	400,000	0	-767	IRSWP
IRS ZCS P BZDIOVRA R 10.77%	-100,000	0	0	IRSWP
IRS ZCS P BZDIOVRA R 10.77%	100,000	338	161	IRSWP
IRS ZCS P BZDIOVRA R 11.86%	-900,000	-254	0	IRSWP
IRS_ZCS P BZDIOVRA R 11.86%	900,000	323	12,365	IRSWP
IRS P BZDIOVRA R 11.935	-300,000	0	0	IRSWP
IRS_P BZDIOVRA R 11.935	300,000	882	4,473	IRSWP
IRS P BZDIOVRA R 11.82%	-200,000	0	0	IRSWP
IRS_P BZDIOVRA R 11.82%	200,000	209	2,621	IRSWP
IRS ZCS P BZDIOVRA R 10.53%	-1,100,000	0	0	IRSWP
IRS_ZCS P BZDIOVRA R 10.53%	1,100,000	684	-775	IRSWP
IRS_P US0003M R 10.00% 7/12/22	-2,100,000	-12,883	0	IRSWP
IRS P US0003M R 10% 07/12/22	-100,000	-690	0	IRSWP
IRS_P US0003M R 2.25%	-700,000	-4,261	-196	IRSWP
IRS_P US0003M R 1.0% 112113	-2,700,000	-15,404	-3,524	IRSWP
IRS_P US0003M R 2% 11/21/2013	2,700,000	6,548	884	IRSWP
CCP IRS USD-LIBOR-BBA-3M CME	-1,700,000	-32,737	-50,265	IRSWP
CCP_IRS USD-LIBOR-BBA-3M CME	1,700,000	0	0	IRSWP
CCP IRS USD-LIBOR-BBA-3M CME	-23,300,000	0	0	IRSWP
CCP_IRS USD-LIBOR-BBA-3M CME	23,300,000	229,505	381,205	IRSWP
AMERICAN HOME MORTGAGE AS 5 A1	748,738	428,504	273,880	CORPORATE BONDS-CMO
BEAR STEARNS ADJUSTABLE R 2 A1	743,108	726,011	689,114	CORPORATE BONDS-CMO
BEAR STEARNS ALT-A TRUS 4 23A2	399,115	301,457	310,755	CORPORATE BONDS-CMO
BEAR STEARNS ALT-A TRUS 7 22A1	368,662	362,573	232,253	CORPORATE BONDS-CMO
CITIGROUP MORTGAGE LOAN 3 2A2B	379,156	366,796	171,852	CORPORATE BONDS-CMO
RESIDENTIAL ASSET SECU A13 1A1	316,672	207,915	194,883	CORPORATE BONDS-CMO
INDYMAC INDEX MORTGAGE AR12 A1	680,165	417,884	350,825	CORPORATE BONDS-CMO
JP MORGAN MORTGAGE TRUS A1 6T1	200,715	189,237	194,690	CORPORATE BONDS-CMO
LUMINENT MORTGAGE TRUST 7 2A1	726,931	437,830	399,960	CORPORATE BONDS-CMO
MELLON RESIDENTIAL FUN TBC3 A1	194,824	195,924	177,613	CORPORATE BONDS-CMO
STRUCTURED ADJUSTABLE R 20 3A1	603,279	591,782	441,569	CORPORATE BONDS-CMO
STRUCTURED ASSET MORTGA AR5 A3	428,309	420,164	351,302	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THROU AR6 A	12,261	12,310	,	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR HY1 1A1	622,999	434,418	387,316	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR HY5 2A1	708,739	508,334	489,071	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR AR19 1A	747,244	427,470		CORPORATE BONDS-CMO
WAMU MORTGAGE PASS TH AR14 1A4	865,153	547,209	570,788	CORPORATE BONDS-CMO
WASHINGTON MUTUAL MSC M AR1 2A	2,044	2,088		CORPORATE BONDS-CMO
TOTAL - PART II, LINE 10C	_	221,032,060	234,505,635	

## CASEY FAMILY PROGRAMS EIN # 91-0793881 2011 FORM 990-PF PART II, LINE 13 OTHER INVESTMENTS

Security Name	Shares/Par	Cost	Market Value	Description
US 10YR TREAS NTS FUTURE (CBT)	64	0	79,000	FUTURES CONTRACTS
90DAY EURODOLLAR FUTURE (CME)	42	0	220,500	FUTURES CONTRACTS
90DAY EURODOLLAR FUTURE (CME)	15	0	64,688	FUTURES CONTRACTS
90DAY EURODOLLAR FUTURE (CME)	29	0	128,325	FUTURES CONTRACTS
ABRY ADVANCED SECURITIES FD II	3,707,238	4,515,717	3,707,238	ALTERNATIVE INVESTMENTS
BLACKSTONE RESOURCES SELECT FD	31,845	40,000,000	32,977,924	ALTERNATIVE INVESTMENTS
BLUECREST CAPITAL INTL LTD	273,022	30,157,598	31,154,526	ALTERNATIVE INVESTMENTS
CLIVE FUND LIMITED	181,708	30,000,000	25,794,222	ALTERNATIVE INVESTMENTS
GOLDMAN SACHS CURRENCY FUND	200,000	20,000,000	20,596,000	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	9,634,065	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	9,626,579	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	9,695,730	ALTERNATIVE INVESTMENTS
ORTUS FUND	70,909	20,228,975	20,228,975	ALTERNATIVE INVESTMENTS
ACTIS AFRICA REAL ESTATE	1,072,000	1,096,454	1,072,000	REAL ESTATE
AIG EUROPEAN REAL ESTATE	3,010,810	11,992,621	3,908,483	REAL ESTATE
ALCION REAL ESTATE PARTNERS	2,064,110	2,048,190	2,064,110	REAL ESTATE
AMPERSAND 2011 LP	3,587,774	3,587,774	3,587,774	REAL ESTATE
H/2 CREDIT PARTNERS LP	15,000	15,000,000	16,241,290	REAL ESTATE
H/2 CREDIT PARTNERS LP SER 10	15,000	15,000,000	15,081,239	REAL ESTATE
INVESCO ASIA RE I	4,888,800	4,779,981	4,888,800	REAL ESTATE
INVESCO ASIA RE II	4,990,569	4,685,057	4,990,569	REAL ESTATE
INVESCO CORE RE	317	42,000,909	36,724,142	REAL ESTATE
INVESCO RE FUND II	10,844,092	11,444,181	10,844,092	REAL ESTATE
LEGACY PARTNERS REALTY FUND	4,260,456	5,984,291	4,260,456	REAL ESTATE
PRUDENTIAL PRISA	475	14,574,686	14,854,492	REAL ESTATE
PRUDENTIAL PRISA II	1,049	18,596,508	17,363,524	REAL ESTATE
PRUDENTIAL PRISA III	14,105	6,325,949	8,866,951	REAL ESTATE
ABRY PARTNERS VII L.P.	1,000,445	1,028,590	1,000,445	PRIVATE EQUITY
ASIAN INFRASTRUCTURE LP	56,550	0	56,550	PRIVATE EQUITY
AXIOM ASIA PRIVATE CAPITAL II	3,265,989	2,792,908	3,265,989	PRIVATE EQUITY
CARLYLE PARTNERS V LP	9,664,442	8,056,533	9,664,442	PRIVATE EQUITY
CHARLESBANK EQUITY FUND VII	4,848,986	4,466,873	4,848,986	PRIVATE EQUITY
CHARTERHOUSE IX	4,188,452	4,370,176	5,437,239	PRIVATE EQUITY
CI CAPITAL INVESTOR II LP	3,179,240	2,950,583	3,179,240	PRIVATE EQUITY
CVC EUROPEAN EQUITY PARTNERS V	6,434,782	7,279,196	8,353,312	PRIVATE EQUITY
GILBERT GLOBAL EQ PTNRS L P	2,481,823	5,818,708	2,481,823	PRIVATE EQUITY
GOLDMAN SACHS VINTAGE FD V	9,415,967	7,474,076	9,415,967	PRIVATE EQUITY
GOLDMAN SACHS - VINTAGE FUND	14,993,414	10,788,728	14,993,414	PRIVATE EQUITY
HELLMAN & FRIEDMAN VI L P	6,436,629	6,436,625	6,436,629	PRIVATE EQUITY
HELLMAN & FRIEDMAN VII LP	1,969,431	1,969,431	1,969,431	PRIVATE EQUITY
HORSLEY BRIDGE INT V	3,258,166	2,825,194	3,258,166	PRIVATE EQUITY
HORSLEY BRIDGE IX	10,064,267	7,535,662	10,064,267	PRIVATE EQUITY
JMI EQUITY FUND VI	11,489,918	10,003,461	11,489,918	PRIVATE EQUITY
JORDAN-RESOLUTE II	8,911,682	8,297,703	8,911,682	PRIVATE EQUITY
OAKTREE EURO FD III	810,000	1,087,607	1,051,502	PRIVATE EQUITY
OCM OPPORTUNITIES FUND VII	6,645,272	6,095,247	6,645,272	PRIVATE EQUITY
OCM OPPORTUNITIES FUND VII-B	7,389,107	6,472,371	7,389,107	PRIVATE EQUITY
ONSET ENTERPRISE ASSOCIATES II	104,575	104,590	104,575	PRIVATE EQUITY
SIGULER GUFF-BRIC OPPTYS FD II	7,220,701	7,215,451	7,220,701	PRIVATE EQUITY
SPLIT ROCK PARTNERS II LP	3,048,921	2,995,764	3,048,921	PRIVATE EQUITY
STEPSTONE PIONEER CAP II	8,232,857	7,481,348	8,232,857	PRIVATE EQUITY
TCV VII A	7,311,340	6,347,885	7,311,340	PRIVATE EQUITY
TRUSTBRIDGE PARTNERS IV LP	3,241,487	3,241,487	3,241,487	PRIVATE EQUITY
VIVO VENTURES FUND VII LP	500,691	500,691	500,691	PRIVATE EQUITY
WAYZATA OPPORTUNITIES FUND II	14,817,150	13,159,275	14,817,150	PRIVATE EQUITY
OTHER FUTURES AND CASH EQUIVALET INV	N/A	2,189,944	3,275,226	FUTURES / CASH EQUIVALENT
TOTAL - PART II, LINE 13	_	481,004,998	476,322,021	

Form 886	5   R	eturn of U	.S. Pers	ons Wif	h Resp	ect to		OMB No. 1	545-1668
		Certain ► Attach to	n Foreig	In Partn rn. See separ	erships ate instruction	Sons.		20'	11
Department of the Trea Internal Revenue Servio	sury e begi	Information furr inning 01/01/						Attachment Sequence No.	118
Name of person filing t					er's identifyi				
CASEY FAMILY						L-079388			· · · ·
iler's address (if you	are not filing this form with	your tax return)	A Category	of filer (see Cate	gories of Filei	rs in the insti	ructions and chec	k applicable box	(es)):
						 L/2011		12/31/	2011
			<b>B</b> Filer's tax	year beginning	01/01	1/2011	, and ending		2011
Filer's share of	liabilities: Nonrecourse	\$	Qualified	nonrecourse fi	nancing \$		Other \$		
If filer is a mem	ber of a consolidated g	group but not the p	parent, enter	the following in	nformation ab	out the pare	ent:		
Name				EIN					
Address									
Information and	ut contain ath an nautrai		<u>,</u>						
Information abo	ut certain other partner	's (see instructions	)				( <b>4</b> ) Ch	eck applicable b	<u></u>
<b>(1)</b> Nam	e	(2	2) Address		(3) Identifyi	ing number	Category 1	Category 2	Constructive
							Category I	Category 2	owner
1 Name and addr	ess of foreign partnersh	ip					2(a) EIN (if a	ny)	
CV VII (A),							75-325		
	NUE, 26TH FLOO	DR					2(b) Referen	ce ID number	(see instr.)
IEW YORK, NY	10017							der whose lav	vs organized
4 Date of organization	5 Principal place of business		business ode number	7 Principa activity INVEST	al business		CJ tional currency	8b Exchan (see ins	
10/24/200	CJ	523	900	TUAROT	MENIS	05 1		1 00	0000000000
	wing information for th							1.00	000000000000000000000000000000000000000
	and identifying number	er of agent (if any) i	n the	2 Check	if the foreign	partnership	must file:		
United States				- F	orm 1042	For	m 8804	X Form 106	5 or 1065-l
80 PARK AVENUE,				Service		ere Form 10	65 or 1065-B is	filed:	
<ul> <li>W YORK, NY 1001</li> <li>3 Name and addr organization, if a</li> </ul>	ess of foreign partners	hip's agent in coun	try of	4 Name a records	and address of	on partnersl	) with custody c hip, and the loc		
APLES AND CALDER				TCV VII (A)					
.O. BOX 309, UGL	AND HOUSE			280 PARK AV	ENUE, 26TH	FLOOR			
RAND CAYMAN									
J				NEW YORK, N					37
6 Enter the numb	al allocations made by er of Forms 8858, Info	ormation Return of	U.S. Persons	With Respect	To Foreign Di	sregarded E	Intities,	Yes	X No
attached to this	return (see instructions	;)					••••		
	nership classified unde		-	-		► PARTI			
1.1503(d)-1(b)(4	ship own any separate			•					XNo
9 Does this partn	ership meet <b>both</b> of the		nents?				•••••	└── Yes	NO
<ul> <li>The value of</li> </ul>	ship's total receipts for f the partnership's tota complete Schedules L	al assets at the end			n \$1 million.	}	•••••	Yes	X No
n Here Under	penalties of perjury, I dec	clare that I have exa							
e Filing and De	elief, it is true, correct, and ation of which preparer ha		tion of preparer	(other than gene	eral partner or li	imited liability	company membe	r) is based on al	
parately d Not With						<b></b>			
eturn.	nature of general partner	-				Date			
Print/Ty	pe preparer's name		Preparer's signa	ature		Date	Check	if PTIN	
ronaror							self-emp		
							Firm's E		
	ddress 🕨						Phone n	10.	
							I		

	CV VII (A)	, L.P.				75-3257	857			
	n 8865 (2011) <b>:hedule A</b>	<b>Constructive Own</b> box <b>b</b> , enter the interest you const <b>a</b> $\boxed{X}$ Owns a direct	nership of Partnership name, address, and U.S ructively own. See instru interest	Inter . tax ctior	r <b>est.</b> Che payer ide is. b				ne filer. If y he person	Page <b>2</b> you check (s) whose
	N	lame	Address			Identifying nu	mber (if a	ny)	Check if foreign person	Check if direct partner
So	chedule A-1	Certain Partners o	f Foreign Partnership (s	ee i	nstructio	ns)				
	N	lame	Address			ldentifyir	ng numbe	er (if any)	)	Check if foreign person
	es the partners chedule A-2	Affiliation Schedu	reign person as a direct parti le. List all partnerships ( directly owns a 10% inte	fore	ign or do	mestic) in whic		oreign		<b>No</b> No ip owns a
	N	lame	Address			EIN (if any	)		otal ordinary come or loss	partnership
	tion. Include		t - Trade or Business Inc income and expenses on I			n 22 below. See t	he instru	uctions	for more inf	ormation.
Income	<ul> <li>b Less re</li> <li>2 Cost of</li> <li>3 Gross p</li> <li>4 Ordinar</li> <li>5 Net farr</li> <li>6 Net gai</li> </ul>	turns and allowances goods sold profit. Subtract line 2 fr y income (loss) from o n profit (loss) (attach S n (loss) from Form 479		and t	rusts (attao 1797)	ch statement) *	1c 2 3 4 5 6 7			
Deductions (see instructions for limitations)	<ul> <li>9 Salaries</li> <li>10 Guaran</li> <li>11 Repairs</li> <li>12 Bad del</li> <li>13 Rent</li> <li>14 Taxes a</li> <li>15 Interest</li> <li>16a Deprec</li> <li>b Less de</li> <li>17 Depletie</li> <li>18 Retirem</li> <li>19 Employ</li> <li>20 Other de</li> </ul>	s and wages (other that teed payments to part and maintenance ots and licenses iation (if required, attac preciation reported els on ( <b>Do not</b> deduct oil a ment plans, etc. ree benefit programs eductions (attach state	lines 3 through 7	ment	credits)		8           9           10           11           12           13           14           15           16c           17           18           19           20           21			
			from trade or business activiti			-	22		0	965 /07/
JSA	*								Form <b>8</b>	865 (2011)

TCV VII (A), L.P Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

75-3257857

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other ba (see instructions)	
1						
2	Enter short-term gain or (loss), if any, from S	chedule D-1 (For	m 1065), line 2			2
3	Short-term capital gain from installment sales	s from Form 625	52, line 26 or 37			
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824			
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					5
6	Net short-term capital gain or (loss). Cor	mbine lines 1 tl	nrough 5 in col		ere and on	

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or othe (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from S	Schedule D-1 (Forr	m 1065), line 8		· 	8	
9	Long-term capital gain from installment sale	s from Form 625	2, line 26 or 37			9	
10	Long-term capital gain (loss) from like-kind	exchanges from F	orm 8824			10	
11	Partnership's share of net long-term capit gains (losses), from other partnerships, estate					11	
12	Capital gain distributions					12	
13	Net long-term capital gain or (loss). Con Form 8865, Schedule K, line 9a or 11		0	()		13	

Form 88	( )			Page <b>4</b>
Schee	dule K			Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825).	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement) 3b		
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c	
-	4	Guaranteed payments	4	
(ss	5	Interest income	5	
(Fo	6	Dividends: a Ordinary dividends	6a	
Income (Loss)		b Qualified dividends	Ju	
Sor	7		7	
<u> </u>	8	Royalties	8	
	9 a	Net short-term capital gain (loss)	9a	
	9 a	Net long-term capital gain (loss)	98	
	b	Collectibles (28%) gain (loss)           9b	-	
	C	Unrecaptured section 1250 gain (attach statement) 9c	4.0	
		Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type ►	11	
SU	12	Section 179 deduction (attach Form 4562)	12	
Deductions		Contributions	13a	
nc	b	Investment interest expense	13b	
Ded	С	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►	13c(2)	
_		Other deductions (see instructions) Type	13d	
Self- Employ- ment	14 a		14a	
Self ner	b	Gross farming or fishing income	14b	
<u><u> </u></u>	С	Gross nonfarm income	14c	
	15 a	Low-income housing credit (section 42(j)(5))	15a	
<i>(</i> <b>0</b>			15b	
dit	с	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
Credits	d	Other rental real estate credits (see instructions) Type ►	15d	
U	е	Other rental credits (see instructions) Type ►	15e	
	f	Other credits (see instructions) Type ►	15f	
	16a	Name of country or U.S. possession ►		
		Gross income from all sources	16b	
ŝ			16c	
ion	Ŭ	Foreign gross income sourced at partnership level		
sactions	Ь		16f	
	u	Deductions allocated and apportioned at partner level	101	
Tra	a	Interest expense ► h Other	16h	
Foreign Tran	y	Deductions allocated and apportioned at partnership level to foreign source income	1011	
rei			164	
Бo		Passive category ▶j General category ▶ k Other (attach statement) ▶ Total foreign taxes (check one): ▶ Paid Accrued	<u>16k</u> 16l	
	m	Reduction in taxes available for credit (attach statement)	16m	
	n	Other foreign tax information (attach statement)	nom	
			17a	
Alternative Minimum Tax (AMT) Items	1/a	Post-1986 depreciation adjustment	17a 17b	
ten T	b	Adjusted gain or loss		
nur L	C	Depletion (other than oil and gas)	17c	
A life	d	Oil, gas, and geothermal properties - gross income	17d	
₹ <u>₹</u> ₹	е	Oil, gas, and geothermal properties - deductions	17e	
	f			
-	18 a	Tax-exempt interest income	18a	
tior	b	Other tax-exempt income	18b	
nat	С	Nondeductible expenses	18c	
or	19 a	Distributions of cash and marketable securities	19a	
Other Information	b	Distributions of other property	19b	
ler	20 a	Investment income	20a	
Oth		Investment expenses	20b	
	С	Other items and amounts (attach statement)		

Form	8865 (2011)				Page <b>5</b>
Sch	nedule L Balance Sheets pe	r Books. (Not requir	red if Item G9, page 1,	is answered "Yes.")	
		Beginnir	ng of tax year	End of	ax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7a	Loans to partners			-	
	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

TC	V VII (A), L.P.				75-3257857	
Forn	n 8865 (2011)					Page <b>6</b>
Sc	hedule M Balan	ce Sheets for Interest Allocation				
					<b>(a)</b> Beginning of tax year	(b) End of tax year
1	Total U.S. assets					
2	Total foreign assets:					
а	a Passive category					
c	c Other (attach statem	nent)				
	chedule M-1 Reco	onciliation of Income (Loss) per Bo answered "Yes.")	ooks Wi	th Income (	(Loss) per Return.	(Not required if Item G9, page
			6	Income reco	orded on books this	
1	Net income (loss) pe	er books		year not incl	uded on Schedule K,	
2	Income included on	Schedule K,			ıgh 11 (itemize):	
	lines 1, 2, 3c, 5, 6a,	7, 8, 9a, 10,	а	Tax-exempt	interest \$	
	and 11 not recorde	ed on books				
	this year (itemize):		7	Deductions in	ncluded on Schedule	
3	Guaranteed payme	ents (other		K, lines 1 thro	ough 13d, and 16I not	
	than health insuranc	e)		charged agai	nst book income this	
4	Expenses recorded			year (itemize):		
	this year not in	cluded on	а	Depreciation	ו \$	
	Schedule K, lines	1 through				
	13d, and 16I (itemize	e):				
	Depreciation \$					
k	<b>b</b> Travel and entertain	ment \$	8	Add lines 6 a	and 7	
			9		s). Subtract line 8	
5	Add lines 1 through	4		from line 5		
Sc	hedule M-2 Analy	sis of Partners' Capital Accounts.	(Not red	uired if Item	n G9, page 1, is an	swered "Yes.")
1	Balance at beginning	g of year	6	Distributions	: <b>a</b> Cash	
2	Capital contributed:				<b>b</b> Property	
	a Cas	sh	7	Other decrea	ases (itemize):	
	b Pro	operty				
3	Net income (loss) pe	er books				
4	Other increases (iter	nize):				
	· · · · · · · · · · · · · · · · · · ·		8		and 7	
					end of year. Subtract	
5	Add lines 1 through	4		line 8 from li	ine 5	

V 11-6

010

### Page 7

### Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter				
	the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form 8865 (2011)

## SCHEDULE O

(Form 8865) Department of the Treasury Internal Revenue Service

# Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

11

20

Filer's identifying number

91-0793881

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor

CASEY FAMILY PROGRAMS

Name of foreign partnership TCV VII (A), L.P.

### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	<b>(g)</b> Percentage interest in partnership after transfer
Cash	VAR		4,000,000.				.976
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	ls any transfer rep section 904(f)(5)(F	-\0	,	to gain recognition			Yes X No
		,	structions for Form 8	865.	<u></u>		O (Form 8865) 2011

-orm <b>8865</b>		turn of U	.S. Pers	ons Wit	h Resp	ect to		OMB No. 1	545-1668
		Certain ► Attach to	n Foreig	In Partn rn. See separ	erships ate instruction	ons.		20	11
Department of the Treasu nternal Revenue Service		nformation furr						Attachment Sequence No.	118
Name of person filing this		<u> </u>	,		er's identifyi				
CASEY FAMILY	PROGRAMS					-079388	-		
iler's address (if you are	e not filing this form with yo	our tax return)			_		ructions and chec	applicable box	(es)):
			1	2	3	X (2011	4	10/01/	(0011
			B Filer's tax	year beginning	01/01	L/2011	, and ending.	12/31/	2011
Filer's share of lia	bilities: Nonrecourse \$		Qualified	nonrecourse fi	nancing \$		Other \$		
	er of a consolidated gro				0 :	out the pare			
Name				EIN					
Address									
Information about	contain ath an northann	(and instructions)	\						
Information about	certain other partners	(see instructions	)				( <b>4</b> ) Che	eck applicable be	nx(es)
(1) Name		(2	2) Address		(3) Identifyi	ing number	Category 1	Category 2	Constructive
								Oulogory 2	owner
	s of foreign partnership	a (= :					2(a) EIN (if a	.,	
	EQUITY PARTNER	LS V (Β), Ι	L.P.				98-057 2(b) Reference	-	(coo instr.)
22-24 SEALE S ST. HELIER,	JE2 3QG								(see instr.)
E	JIZ JQ0						3 Country un	der whose lav	vs organized
4 Date of	5 Principal place of	6 Principal	business	7 Principa	al business	8a Funct	CJ ional currency	8b Exchan	ge rate
organization	business	activity c	ode number	INVESTI	MENTS		URO	(see ins	tr.)
04/18/2008	CJ	523	900					0.71	7900000000
	ing information for the	• •							
<ol> <li>Name, address, a United States</li> </ol>	nd identifying number of	of agent (if any) i	n the		f the foreign	partnership	must file:		
Office Otales				F F	orm 1042	For	m 8804	X Form 106	5 or 1065-E
				Service EFI1		re Form 10	65 or 1065-B is	filed:	
3 Name and addres	s of foreign partnership	o's agent in coun	try of	4 Name a	ind address of	of person(s	) with custody o	f the books an	d
organization, if any	/				of the foreig ords, if differe		nip, and the loca	ation of such b	ooks
	PARTNERS V (B), L.P	·-		SALTGATE LI					
2-24 SEALE STREET				22-24 SEALE					
r. HELIER, JE2 3QG				ST. HELIER, , JE2 3QG	JERSEY				
E		<u> </u>	1:0				<b></b>	X Yes	
<i>,</i> ,	allocations made by the of Forms 8858, Inform	01						X Yes	No
	eturn (see instructions)								
7 How is this partne	ership classified under	the law of the c	ountry in whic	h it is organize	d?	▶ LIMI	TED PARTNE	ERSHIP	
B Did the partnershi	ip own any separate ur	nits within the m	neaning of Re	gulations section					
1.1503(d)-1(b)(4)?							►	X Yes	No No
•	ship meet <b>both</b> of the fo hip's total receipts for th	• •		50.000 and		)			
<ul> <li>The value of t</li> </ul>	he partnership's total a	assets at the end			n \$1 million.	} • • •	••••	Yes	X No
gn Here Under ne	omplete Schedules L, M enalties of perjury, I decla		nined this returr	n. including acco	mpanving sche	dules and sta	tements. and to the	e best of my kn	owledge
Filing and belie	of, it is true, correct, and con of which preparer has a	complete. Declara							
parately									
ur Tax	ature of general partner or	r limited liability con	npany member			Date		-	
eturn.	preparer's name	ł	Preparer's signa	ature		Date	Check	if PTIN	
Print/Type							self-emp	loyed	
Print/Type									
Paid Preparer Firm's nan							Firm's E		
Paid							Firm's E Phone n		

chedule A	Constructive Owr box b, enter the r interest you constr a X Owns a direct	nership of Partnership Interest. Ch name, address, and U.S. taxpayer ic ructively own. See instructions. nterest	eck the boxes the lentifying number b Owns a cons			/ou che (s) who:
Ν	ame	Address	Identifying nu	mber (if any)	Check if foreign person	Check if direct partner
	ame	F <b>Foreign Partnership</b> (see instructi Address		ng number (if	any)	Check i foreign person
ATTACHMENT	ship have any other for	eign person as a direct partner?				
		directly owns a 10% interest.	EIN (if any		Total ordinary income or loss	Check i foreign partnersh
ATTACHMENT	2					· 
1 aGross re bbLess re2Cost of3Gross p4Ordinar5Net fam6Net gair7Other in8Total in9Salaries10Guaran11Repairs12Bad deb13Rent14Taxes a15Interest16aDeprecibLess deb17Depletic18Retirem19Employ	bonly trade or business ecceipts or sales turns and allowances goods sold profit. Subtract line 2 fro y income (loss) from o n profit (loss) (attach S n (loss) from Form 479 acome (loss) (attach state come (loss). Combine s and wages (other that teed payments to partn and maintenance ots attion (if required, attace preciation reported els on ( <b>Do not</b> deduct oil a nent plans, etc. ee benefit programs	ewhere on return 16b nd gas depletion.)	ach statement). *	he instruction 1c 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16c 17 18 19 20	ons for more info	
		ment)		21		
22 Ordinary	/ business income (loss) f	rom trade or business activities. Subtract line	e 21 from line 8	22		865 (2

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s <b>(f) Gain or (loss)</b> Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2 _		2	
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37			
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11	mbine lines 1 tl	nrough 5 in col	umn (f). Enter h	ere and on	

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or othe (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from s	Schedule D-1 (Forr	m 1065), line 8			8	
9	Long-term capital gain from installment sale	es from Form 625	2, line 26 or 37			9	
10	Long-term capital gain (loss) from like-kind	exchanges from F	orm 8824			10	
11	Partnership's share of net long-term capi gains (losses), from other partnerships, esta	<b>U</b> ( ),		•		11	
12	Capital gain distributions					12	
13	<b>Net long-term capital gain or (loss).</b> Co Form 8865, Schedule K, line 9a or 11.		-			13	

Page	4
------	---

Form 88	65 (2011)			Page <b>4</b>
Schee	dule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825).	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement) 3b		
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c	
-	4	Guaranteed payments	4	
ss	5	Interest income	5	
(Fc	6	Dividends: a Ordinary dividends	6a	
Income (Loss)	-	b Qualified dividends 6b		
col	7	Royalties	7	
드	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	c	Unrecaptured section 1250 gain (attach statement)	-	
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	-	Other income (loss) (see instructions) Type ►	11	
		Section 179 deduction (attach Form 4562)	12	
suc	13 a		13a	
ctic		Contributions Investment interest expense	13b	
Deductions		Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►		
De	с -	Other deductions (and instructions) Time b	130(2)	
	14 a			
Self- Employ- ment	-			
s di s	b	• • • • • • • • • • • • • • • • • • • •	14b	
		Gross nonfarm income		
	15 a	5		
ts		Low-income housing credit (other)		
Credits	C		15c	
ບັ	d	Other rental real estate credits (see instructions) Type ►	15d	
	е	Other rental credits (see instructions) Type ►	15e	
	f	Other credits (see instructions) Type ►	15f	
		Name of country or U.S. possession ►		
		Gross income from all sources		
suc	С		16c	
sactions		Foreign gross income sourced at partnership level		
Isa	d	Passive category   e General category   f Other (attach statement)	16f	
rar		Deductions allocated and apportioned at partner level		
n	g	Interest expense  h Other	16h	
Foreign Trar		Deductions allocated and apportioned at partnership level to foreign source income		
ō	i	Passive category j General category k Other (attach statement)	16k	
	I	Total foreign taxes (check one): ► Paid Accrued	161	
		Reduction in taxes available for credit (attach statement)	16m	
	n	Other foreign tax information (attach statement)		
Alternative Minimum Tax (AMT) Items	17 a	Post-1986 depreciation adjustment	17a	
e Tix	b	Adjusted gain or loss	17b	
na (	С	Depletion (other than oil and gas)	17c	
MT	d	Oil, gas, and geothermal properties - gross income	17d	
₹ <u>₩</u> ₹	е	Oil, gas, and geothermal properties - deductions	17e	
	f	Other AMT items (attach statement)	17f	
-	18 a	Tax-exempt interest income	18a	
Other Information	b	Other tax-exempt income	18b	
nat		Nondeductible expenses	18c	
orn	19 a	Distributions of cash and marketable securities	19a	
Inf	b	Distributions of other property	19b	
er	20 a		20a	
Oth	b		20b	
0	с	Other items and amounts (attach statement)		

010

Form	8865 (2011)				Page <b>5</b>
Sch	nedule L Balance Sheets pe	r Books. (Not req	uired if Item G9, page	1, is answered "Yes.")	
		Begir	ining of tax year	End c	of tax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7a	Loans to partners				
	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

CV	C EUROPEAN EQUITY PARTNERS V (B), L.P.		98-0574210	
Form	n 8865 (2011)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Allocatio	n		
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	a Passive category			
	General category			
	Cother (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) per	· Books With I	ncome (Loss) per Return (No	t required if Item G9 page
00	1, is answered "Yes.")			
		6 Inco	ome recorded on books this	
1	Net income (loss) per books	yea	r not included on Schedule K,	
2	Income included on Schedule K,	line	s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax	-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Ded	uctions included on Schedule	
3	Guaranteed payments (other	K, li	nes 1 through 13d, and 16I not	
	than health insurance)		rged against book income this	
4	Expenses recorded on books		(itemize):	
	this year not included on	a Der	preciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
2	Depreciation \$			
	• Travel and entertainment \$	8	Lines 6 and 7	
U			I lines 6 and 7	
-			ome (loss). Subtract line 8	
5	Add lines 1 through 4	tror	n line 5	
Sc	hedule M-2 Analysis of Partners' Capital Account	· · · ·	· •	red "Yes.")
1	Balance at beginning of year	6 Dis		
2	Capital contributed:		<b>b</b> Property	
	a Cash	7 Oth	er decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
	· · · · · · · · · · · · · · · · · · ·		l lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	<b>(a)</b> U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20					
21	Amounts loaned (enter the maximum loan balance during the year). See instructions.				

Form 8865 (2011)

# SCHEDULE O

(Form 8865)
Department of the Treasury
Internal Revenue Service

## Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

1

20

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor CASEY FAMILY PROGRAMS Filer's identifying number 91-0793881

Name of foreign partnership

CVC EUROPEAN EQUITY PARTNERS V (B), L.P.

### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	<b>(g)</b> Percentage interest in partnership after transfer
Cash	VAR		2,109,727.				.286
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	s any transfer rep section 904(f)(5)(F	-\0	,	to gain recognition			Yes X No
		,	structions for Form 8		<u></u>		O (Form 8865) 2011

CVC EUROPEAN EQUITY PARTNERS V (B), L.P.		ATTACHMENT 1
FORM 8865, PAGE 2 DETAIL		
SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP	TNERSHIP	
NAME	ADDRESS	CHECK LF': ID NUMBER FOR PERS
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	LINCOLN PLAZA EAST 400 Q STREET, SUITE 4800 SACRAMENTO CA 95814	94-6207465
2679BD D15X	- e 010	ATTACHMENT 1

91-0793881

CASEY FAMILY PROGRAMS

FORM 8865, PAGE 2 DETAIL					
SCHEDULE A-2 - AFFILIATION SCHEDULE					L C F
NAME	ADDRESS		ID NUMBER	IUTAL UNDINANI INCOME OR LOSS	F OK
DEEP END HOLDINGS, LLC	712 FIFTH AVE, 43RD FLOOR NEW YORK NY	10019	27-3362528		
STARBEV LP	22 GRENVILLE STREET ST. HEILER, JE4 8PX JE		FOREIGNUS		Х
TREBOL INTERNATIONAL BV	NARITAWEG 165 1043 BW AMSTERDAM NL		98-0683874		×
CVC BEACON LLC	712 FIFTH AVE, 43 FLOOR NEW YORK NY	10019	80-0756157		

91-0793881

ATTACHMENT 2

Ш

CASEY FAMILY PROGRAMS CVC EUROPEAN EQUITY PARTNERS V (B), L.P.

2679BD D15X

010

Form <b>88</b>	R65	R	eturn of	U.S. Pers	sons Wit	h Resr	ect to		OMB No. 1	545-1668	
	505		Certa	ain Foreiq	gn Partn	ership	5		20'	11	
Department o Internal Rever				urnished for th					Attachment	440	
Name of pers			ginning 01/0	1/2011, <b>a</b> n		ler's identify			Sequence No.	. 118	
	•	PROGRAMS				-	1-07938	81			
Filer's addres	ss (if you are	e not filing this form with	h your tax return)	A Category	y of filer (see Cate	egories of File	rs in the inst	ructions and chec	k applicable box	(es)):	
				<b>B</b> Filer's ta	x year beginning	01/03	1/2011	, and ending	12/31/	/2011	
C Filer's s	hare of lia	bilities: Nonrecours	e \$	Qualified	nonrecourse f	inancing \$		Other \$			
		r of a consolidated				•	out the pare	ent:			
Name					EIN						
Address	6										
E Informa	tion about	certain other partne	ers (see instructio	ons)				1			
	(1) Name			(2) Address		(3) Identify	ina number	(4) Ch	eck applicable b	ox(es) Constructive	
	(1)			(_,		(-,		Category 1	Category 2	owner	
F1 Name a	nd addres	s of foreign partners	hip					<b>2(a)</b> EIN (if a	 ny)		
CARLYLE	PARTN	ERS V CAYMAN	, L.P.					98-058	8263		
		E. NW, SUITE	220 SOUTH	I				2(b) Referen	ce ID number	(see instr.)	
WASHING	TON, D	C 20004							ider whose lav	vs organized	
4 Date of		5 Principal place of		pal business		al business	8a Func	CJ tional currency	8b Exchan		
organiza		business		y code number	activity OTH FINANCI		US I	DOLLAR	(see ins	itr.)	
	7/2008 the follow	CJ ing information for 1		23900 ershin's tax year		AL INV					
1 Name, a	address, a	nd identifying numb				if the foreigr	partnership	must file:			
United S					F	orm 1042	For	m 8804	X Form 106	5 or 1065-B	
1001 PENN. WASHINGTON	AVE. NW	4			Service		ere Form 10	65 or 1065-B is	filed:		
3 Name a	nd addres	s of foreign partners	ship's agent in co	ountry of	4 Name a	and address	of person(s	) with custody c hip, and the loc	of the books an	id books	
TC GROUP V	CAYMEN I					ords, if differ		mp, and the loc		JUUKS	
1001 PENN.		-			1001 PENN.						
SUITE 220	SOUTH										
WASHINGTON	, DC 2000	4			WASHINGTON	DC, DC 2000	4				
		allocations made by of Forms 8858, Inf	• •	•					Yes	X No	
attache	d to this re	turn (see instruction	s)								
		ership classified und				d?	► PART	NERSHIP			
		p own any separate		-	-					XNo	
,	(d)-1(b)(4)? his partners	ship meet <b>both</b> of the			• • • • • • • •			••••	└── Yes	∟ No	
● The ● The	e partnersh e value of t	ip's total receipts fo he partnership's tot omplete Schedules I	or the tax year w al assets at the	ere less than \$2		ın \$1 million.	}	•••••	Yes	X No	
Sign Here Only If You	Under pe	nalties of periury. I de	eclare that I have e	examined this retur	rn, including acco	mpanying sche	edules and sta	atements, and to t	he best of my kn	owledge	
Are Filing This Form	and belie informati	ef, it is true, correct, ar on of which preparer h	nd complete. Decl as any knowledge.	aration of prepare	r (other than gen	eral partner or l	imited liability	company membe	r) is based on all	l	
Separately and Not With Your Tax		ture of general partne	and the second section of the second se								
Return.		preparer's name	er or limited liability				Date	Ohaala	if PTIN		
Paid		Property 3 name		Preparer's sign			Date		Check if PTIN self-employed		
Preparer	Firm's nan	ne 🕨						Firm's E	IN ►		
Use Only	Firm's add	ress 🕨						Phone n	10.		
JSA	_									0005	
1X1910 2.000	<b>Paper</b> 79BD D1	work Reduction Act N 5X	iotice, see the sep		<b>s.</b> 1-6		010		Form C	3865 (2011)	

	RLYLE PARTNERS	V CAYMAN, L.P				98-0588	3263		Dara <b>2</b>
	hedule A box inter a X	structive Owners b, enter the name est you constructi Owns a direct intere	hip of Partnership e, address, and U.S vely own. See instru <sup>st</sup>	Inter tax		eck the boxes the entifying numbers of the second sec			Page <b>2</b> If you check on(s) whose
	Name		Address			Identifying nu	y) Check foreigr person	direct	
Sc	hedule A-1 Certa	in Partners of Fo	reign Partnership (S	ee i	nstructio	ons)			
	Name		Address			Identifyi	ng number	(if any)	Check if foreign person
	hedule A-2 Affilia	ation Schedule. L	person as a direct part ist all partnerships ( ctly owns a 10% inte	fore	ign or do				No ship owns a
	Name		Address			EIN (if any	()	Total ordina income or lo	
			ade or Business Inc						
Income	<ol> <li>1 a Gross receipts of</li> <li>b Less returns ar</li> <li>2 Cost of goods s</li> <li>3 Gross profit. Su</li> <li>4 Ordinary incom</li> <li>5 Net farm profit</li> <li>6 Net gain (loss)</li> </ol>	or sales ad allowances old ubtract line 2 from lin e (loss) from other (loss) (attach Scheo from Form 4797, P	ne 1c partnerships, estates, lule F (Form 1040)) art II, line 17 (attach Fo	1a 1b and t	rusts (atta	ch statement) *	1c           2           3           4           5           6           7		
Deductions (see instructions for limitations)	<ul> <li>7 Other income (loss) (attach statement)</li> <li>8 Total income (loss). Combine lines 3 through 7.</li> <li>9 Salaries and wages (other than to partners) (less employment credits)</li> <li>10 Guaranteed payments to partners.</li> <li>11 Repairs and maintenance.</li> <li>12 Bad debts</li> <li>13 Rent</li> <li>14 Taxes and licenses</li> <li>15 Interest</li> <li>16a Depreciation (if required, attach Form 4562).</li> <li>16a Less depreciation reported elsewhere on return</li> <li>16b</li> <li>17 Depletion (Do not deduct oil and gas depletion.)</li> <li>18 Retirement plans, etc.</li> <li>19 Employee benefit programs</li> <li>20 Other deductions (attach statement)</li> </ul>						8           9           10           11           12           13           14           15           16c           17           18           19           20           21		
			shown in the far right co trade or business activition			-	22	Forr	n <b>8865</b> (2011)

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

(a) Description of property (Example: 100 shares of "Z" Co.)				(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)	is <b>(f) Gain or (loss)</b> Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2		2	
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37			
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824			
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11	mbine lines 1 tl	hrough 5 in col	umn (f). Enter h	ere and on	

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from §	Schedule D-1 (Forr	m 1065), line 8		· 	8	
9	Long-term capital gain from installment sale	es from Form 625	2, line 26 or 37			9	
10	Long-term capital gain (loss) from like-kind	exchanges from F	orm 8824			10	
11	Partnership's share of net long-term capit gains (losses), from other partnerships, estat					11	
12	Capital gain distributions					12	
13	<b>Net long-term capital gain or (loss).</b> Con Form 8865, Schedule K, line 9a or 11		0	()		13	

Page 4

**Partners' Distributive Share Items** Total amount Schedule K Ordinary business income (loss) (page 2, line 22) 1 1 2 2 Net rental real estate income (loss) (attach Form 8825).... 3 a Other gross rental income (loss) 3a b Expenses from other rental activities (attach statement) **3b** Other net rental income (loss). Subtract line 3b from line 3a 3c С Guaranteed payments 4 4 ncome (Loss) 5 Interest income 5 6 6a b Qualified dividends 6b 7 Royalties 7 Net short-term capital gain (loss) 8 8 9 a Net long-term capital gain (loss) 9a b Collectibles (28%) gain (loss) c Unrecaptured section 1250 gain (attach statement) Net section 1231 gain (loss) (attach Form 4797) 10 10 Other income (loss) (see instructions) 11 Type 🕨 11 Section 179 deduction (attach Form 4562) 12 12 . . . . . . . . . . . . . . . . . Deductions . . . . . . . . . . . . . . . **13 a** Contributions 13a **b** Investment interest expense 13b c Section 59(e)(2) expenditures: (1) Type ► \_\_\_\_\_ (2) Amount ► 13c(2) d Other deductions (see instructions) Type ► 13d Self-Employ-14 a Net earnings (loss) from self-employment 14a ment **b** Gross farming or fishing income 14b c Gross nonfarm income 14c **15 a** Low-income housing credit (section 42(j)(5)). 15a b Low-income housing credit (other) 15b Credits c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468) 15c d Other rental real estate credits (see instructions) Type ▶\_\_\_\_\_ 15d е Other rental credits (see instructions) Type ▶ \_\_\_\_\_ 15e f Other credits (see instructions) Type 15f **16a** Name of country or U.S. possession ► \_\_\_\_\_ **b** Gross income from all sources 16b Foreign Transactions c Gross income sourced at partner level ..... 16c Foreign gross income sourced at partnership level d Passive category ▶\_\_\_\_\_e General category ▶ \_\_\_\_\_ f Other (attach statement) ▶ 16f Deductions allocated and apportioned at partner level g Interest expense ► \_\_\_\_\_ h Other 16h Deductions allocated and apportioned at partnership level to foreign source income Passive category ▶\_\_\_\_\_j General category ▶\_\_\_\_\_ k Other (attach statement) ▶ Total foreign taxes (check one): ▶ Paid Accrued i 16k 161 Т Reduction in taxes available for credit (attach statement) m 16m n Other foreign tax information (attach statement) 17 a Post-1986 depreciation adjustment 17a Alternative Minimum Tax Items **b** Adjusted gain or loss 17b c Depletion (other than oil and gas) 17c AMT) d Oil, gas, and geothermal properties - gross income 17d Oil, gas, and geothermal properties - deductions е 17e f 17f 18 a Tax-exempt interest income 18a Other Information **b** Other tax-exempt income 18b c Nondeductible expenses 18c **19 a** Distributions of cash and marketable securities 19a **b** Distributions of other property 19b 20 a Investment income 20a **b** Investment expenses 20b c Other items and amounts (attach statement).....

Form	8865 (2011)				Page <b>5</b>
Sch	edule L Balance Sheets pe	r Books. (Not requ	ired if Item G9, page	1, is answered "Yes.")	
		Beginr	ning of tax year	End of	tax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7a	Loans to partners				
	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

CAI	RLYLE PARTNERS V CAYMAN, L.P.		98-0588263	
	n 8865 (2011)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Allocation	on		
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) pe			ot required if Item G9, page
	1, is answered "Yes.")			
		6 Inc	ome recorded on books this	
1	Net income (loss) per books	vea	r not included on Schedule K,	
2	Income included on Schedule K.		s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	<b>7</b> Dec	luctions included on Schedule	
3	Guaranteed payments (other		ines 1 through 13d, and 16l not	
Ū	than health insurance)		rged against book income this	
4	Expenses recorded on books		r (itemize):	
-	this year not included on		preciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
	Depreciation \$			
а ь	Travel and entertainment <sup>©</sup>	0 0 0		
D	Travel and entertainment \$		d lines 6 and 7	
-			ome (loss). Subtract line 8	
	Add lines 1 through 4	tror	m line 5	
	hedule M-2 Analysis of Partners' Capital Accour			
1	Balance at beginning of year	6 Dis		
2	Capital contributed:		<b>b</b> Property	
	<b>a</b> Cash	7 Oth	er decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		8 Ado	d lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4	line	8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	<b>(a)</b> U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
	0.1				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form 8865 (2011)

# SCHEDULE O

(Form 8865)
Department of the Treasury
Internal Revenue Service

## Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

1

20

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor CASEY FAMILY PROGRAMS Filer's identifying number 91-0793881

Name of foreign partnership

CARLYLE PARTNERS V CAYMAN, L.P.

### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	<b>(g)</b> Percentage interest in partnership after transfer
Cash	VAR		325,198.				.116
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	s any transfer rep section 904(f)(5)(F	-\0	,	to gain recognition			Yes X No
		,	structions for Form 8		<u></u>		O (Form 8865) 2011

orm 8865	Re	eturn of U	.S. Pers	ons Wit	h Resp	ect to		OMB No. 1	545-1668
		Certai	n Foreig	In Partn rn. See separ	erships	5		20	11
epartment of the Treasur nternal Revenue Service		Information fur				ax year		Attachment Sequence No.	118
lame of person filing this	return			Fil	er's identifyiı	-			
CASEY FAMILY H				of filer (see Cate		-079388	1 uctions and chec	( applicable box(	ec)):
iler's address (if you are	not ming this form with	your tax return)			3	X			63)).
			B Filer's tax	year beginning	01/01	/2011	, and ending.	12/31/	2011
Filer's share of lial	oilities: Nonrecourse	\$	Qualified	nonrecourse fi	nancing \$		Other \$		
	r of a consolidated g	•			0	out the pare			
Name				EIN					
Address									
Information about	aartain athar partners	, (and instructions	<u>\</u>						
	certain other partners		)				(4) Che	eck applicable bo	(es)
(1) Name		(2	2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive
1 Name and address	of foreign partnershi	n					<b>2(a)</b> EIN (if a	nv)	
HE RESOLUTE H		•					98-058		
67 FIFTH AVE	E, 48TH FLOOR						2(b) Referen	ce ID number (	see instr.)
EW YORK, NY	10153								
							3 Country un CJ	der whose law	/s organize
Date of organization	5 Principal place of business		business ode number	7 Principa activity INVESTI			ional currency	8b Exchang (see inst	
12/20/2007	CJ	523	3900						
	ng information for th	• •	. ,	1					
<ol> <li>Name, address, ar United States</li> </ol>	nd identifying number	r of agent (if any)	in the		f the foreign		Г		
onnou olaloo					orm 1042		m 8804		5 or 1065-l
				Service	Center whe	re Form 106	65 or 1065-B is	filed:	
3 Name and address	• •	nip's agent in cour	itry of	4 Name a	ind address of	of person(s)	with custody o	f the books and	d
organization, if any				and rec	ords, if differe	ent	hip, and the loc		UUKS
				CITI PRIVAT					
				210 11111 11	·=, = = = = = = = = = = = = = = = = = =	5010			
				NEW YORK, N	Y 10016				
5 Were any special a 6 Enter the number								Yes	X No
	turn (see instructions)								
	rship classified unde	, er the law of the c	ountry in whicl	h it is organize	d?	PARTN	VERSHIP		
How is this partne			neaning of Reg	gulations section					
-		units within the n						Yes	X No
B Did the partnershi 1.1503(d)-1(b)(4)?	o own any separate נ		ments?				🕨		
<ul> <li>Did the partnershi</li> <li>1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The partnersh</li> </ul>	o own any separate u hip meet <b>both</b> of the p's total receipts for	following requirer the tax year were	nents? e less than \$25	i0,000 and		) )			X
<ul> <li>B Did the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The partnersh</li> <li>The value of the value of</li></ul>	ס own any separate נ hip meet <b>both</b> of the	following requirer the tax year were assets at the en	nents? e less than \$25	i0,000 and		}	· · · · · • •	Yes	X No
<ul> <li>B Did the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The partnersh</li> <li>The value of the value of</li></ul>	b own any separate u hip meet <b>both</b> of the ip's total receipts for ie partnership's total mplete Schedules L, nalties of perjury, I deci	following requirer the tax year were assets at the en M-1, and M-2. lare that I have exa	nents? less than \$25 d of the tax yea mined this returr	50,000 and ar was less tha n, including acco	n \$1 million.	} dules and sta	tements, and to ti	ne best of my kno	
<ul> <li>B Did the partnershi 1.1503(d)-1(b)(4)?</li> <li>9 Does this partners <ul> <li>The partnershi</li> <li>The value of the valu</li></ul></li></ul>	o own any separate u hip meet <b>both</b> of the p's total receipts for he partnership's total mplete Schedules L,	following requirer the tax year were assets at the en M-1, and M-2. lare that I have exa complete. Declara	nents? less than \$25 d of the tax yea mined this returr	50,000 and ar was less tha n, including acco	n \$1 million.	} dules and sta	tements, and to ti	ne best of my kno	
B Did the partnershi 1.1503(d)-1(b)(4)? Does this partnersh The partnersh The value of th If "Yes," do not co priverse by if You parately d Not With ur Tax Tax	b own any separate this meet <b>both</b> of the p's total receipts for the partnership's total mplete Schedules L, nalties of perjury, I decli, it is true, correct, and n of which preparer has	following requirer the tax year were assets at the en M-1, and M-2. lare that I have exa complete. Declare s any knowledge.	nents? e less than \$25 d of the tax yea mined this return tion of preparer	50,000 and ar was less tha n, including acco	n \$1 million.	dules and sta mited liability	tements, and to ti	ne best of my kno	
<ul> <li>B Did the partnership</li> <li>1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The partnersh</li> <li>The value of the value</li></ul>	b own any separate u hip meet <b>both</b> of the ip's total receipts for ne partnership's total mplete Schedules L, natties of perjury, I deci f, it is true, correct, and	following requirer the tax year were assets at the en M-1, and M-2. lare that I have exa complete. Declara s any knowledge. or limited liability cor	nents? e less than \$25 d of the tax yea mined this return tion of preparer	0,000 and ar was less tha n, including acco (other than gene	n \$1 million.	} dules and sta	tements, and to the company member	ne best of my kno	
B Did the partnershi 1.1503(d)-1(b)(4)? Does this partners The partnersh The value of th If "Yes," do not co gn Here W If You Filing B Form parately d Not With ur Tax turn. Print/Type	b own any separate u hip meet <b>both</b> of the ip's total receipts for ne partnership's total mplete Schedules L, nalties of perjury, I deci f, it is true, correct, and on of which preparer has	following requirer the tax year were assets at the en M-1, and M-2. lare that I have exa complete. Declara s any knowledge. or limited liability cor	nents? e less than \$25 d of the tax yea mined this return tion of preparer	0,000 and ar was less tha n, including acco (other than gene	n \$1 million.	dules and sta mited liability	tements, and to ti	ne best of my known r) is based on all	
<ul> <li>B Did the partnership 1.1503(d)-1(b)(4)?</li> <li>Does this partnersh</li> <li>The partnersh</li> <li>The value of the lift "Yes," do not coordinate of the partnersh of the value of the lift "Yes," do not coordinate of the value of the valu</li></ul>	b own any separate thip meet <b>both</b> of the p's total receipts for the partnership's total mplete Schedules L, natties of perjury, I deci f, it is true, correct, and on of which preparer has ture of general partner preparer's name	following requirer the tax year were assets at the en M-1, and M-2. lare that I have exa complete. Declara s any knowledge. or limited liability cor	nents? e less than \$25 d of the tax yea mined this return tion of preparer	0,000 and ar was less tha n, including acco (other than gene	n \$1 million.	dules and sta mited liability	tements, and to ti company membe	if PTIN	
<ul> <li>8 Did the partnership 1.1503(d)-1(b)(4)?</li> <li>9 Does this partnersh</li> <li>The partnersh</li> <li>The value of the partnersh of the value of the the value</li></ul>	b own any separate u hip meet <b>both</b> of the ip's total receipts for ne partnership's total mplete Schedules L, nalties of perjury, I deci t, it is true, correct, and on of which preparer has ture of general partner preparer's name e ►	following requirer the tax year were assets at the en M-1, and M-2. lare that I have exa complete. Declara s any knowledge. or limited liability cor	nents? e less than \$25 d of the tax yea mined this return tion of preparer	0,000 and ar was less tha n, including acco (other than gene	n \$1 million.	dules and sta mited liability	tements, and to th company membe	ne best of my knn r) is based on all if PTIN loyed	

		FUND II SIE L	2			98-0587	497			- 0
	m 8865 (2011) chedule A	Constructive Ow box b, enter the interest you const a Owns a direct	nership of Partnership name, address, and U.S ructively own. See instru interest	Inter tax ictior		eck the boxes the lentifying number $\mathbf{b} \ \overline{X}$ Owns a cons			e filer. If y ie person	Page <b>2</b> you check (s) whose
	Na	ame	Address			Identifying nu	mber (if an	IV)	Check if foreign	Check if direct
								·y/	person	partner
A	ATTACHMENT	1								
So	chedule A-1	Certain Partners o	f Foreign Partnership (s	ee i	nstructi	ons)				
	Na	ame	Address			Identifyi	ng number	(if any)		Check if foreign person
Do	es the partners	hip have any other fo	reign person as a direct part	ner?					Yes	No
-	chedule A-2	Affiliation Schedu	le. List all partnerships ( directly owns a 10% inte	fore	ign or d					
	Na	ame	Address			EIN (if any	)		al ordinary ome or loss	Check if foreign partnership
Sc	hedule B	Income Statemen	t - Trade or Business Ind	come	•					
Ca	ution. Include o	nly trade or business	income and expenses on I	ines	1a throu	gh 22 below. See	the instru	ctions fo	or more inf	ormation.
	1 a Gross ra	acinta ar calca		1.2						
				<u>1a</u> 1b			1c			
		goods sold			1		2			
me	3 Gross pi	rofit. Subtract line 2 fi	om line 1c				3			
Incor	4 Ordinary	income (loss) from a	other partnerships, estates,	and t	rusts (atta	ach statement) *	4			
<u>_</u>	5 Net farm	n profit (loss) (attach	Schedule F (Form 1040))				5			
			97, Part II, line 17 (attach F				6			
	7 Other inc	come (loss) (attach st	atement)				7			
			lines 3 through 7				8			
			an to partners) (less employ				9 10			
(st			ners				11			
tatio							12			
r lin							13			
ons fo							14			
uctio							15			
insti			ch Form 4562)							
(see instructions for limitations)			sewhere on return				16c			
			and gas depletion.)				17			
Deductions							18			
Juc		-					19			
Dec			ement)				20			
	21 Total de	ductions. Add the am	ounts shown in the far right co	olumn	for lines §	) through 20	21			
	22 Ordinary	business income (loss)	from trade or business activiti	es. Si	ubtract line	21 from line 8	22			
JSA	*						· · ·		Form <b>8</b>	865 (2011)

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)		
1							
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2			2	
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37			\$	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4		
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					;	
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11	mbine lines 1 tl	hrough 5 in col	umn (f). Enter h	ere and on	;	

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

7		(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or othe (see instruction		(f) Gain or (loss) Subtract (e) from (d)
9       Long-term capital gain from installment sales from Form 6252, line 26 or 37       9         10       Long-term capital gain (loss) from like-kind exchanges from Form 8824       10         11       Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts       11         12       Capital gain distributions       12	7							
9       Long-term capital gain from installment sales from Form 6252, line 26 or 37       9         10       Long-term capital gain (loss) from like-kind exchanges from Form 8824       10         11       Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts       11         12       Capital gain distributions       12								
9       Long-term capital gain from installment sales from Form 6252, line 26 or 37       9         10       Long-term capital gain (loss) from like-kind exchanges from Form 8824       10         11       Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts       11         12       Capital gain distributions       12								
9       Long-term capital gain from installment sales from Form 6252, line 26 or 37       9         10       Long-term capital gain (loss) from like-kind exchanges from Form 8824       10         11       Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts       11         12       Capital gain distributions       12								
9       Long-term capital gain from installment sales from Form 6252, line 26 or 37       9         10       Long-term capital gain (loss) from like-kind exchanges from Form 8824       10         11       Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts       11         12       Capital gain distributions       12								
9       Long-term capital gain from installment sales from Form 6252, line 26 or 37       9         10       Long-term capital gain (loss) from like-kind exchanges from Form 8824       10         11       Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts       11         12       Capital gain distributions       12	8	Enter long-term gain or (loss), if any, from S	chedule D-1 (For	n 1065), line 8			8	
11       Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts       11         12       Capital gain distributions       12	-							
gains (losses), from other partnerships, estates, and trusts   11     12 Capital gain distributions   12	10	Long-term capital gain (loss) from like-kind e	exchanges from F	orm 8824			10	
	11		0 ( ).	0, ,	0	•	11	
13 Net long-term capital gain or (loss). Combine lines 7 through 12 in column (f). Enter here and on	12	Capital gain distributions					12	
Form 8865, Schedule K, line 9a or 11	13			0	()		13	

### THE RESOLUTE FUND II SIE LP

### 98-0587497

Page	4
------	---

Form 886	65 (2011)		Page 4
Sched			Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1
	2	Net rental real estate income (loss) (attach Form 8825).	2
	3 a	Other gross rental income (loss) 3a	
	b	Expenses from other rental activities (attach statement) 3b	
	С	Other net rental income (loss). Subtract line 3b from line 3a	3c
s)	4	Guaranteed payments	4
Income (Loss)	5	Interest income	5
e (I	6	Dividends: a Ordinary dividends	6a
Eo	_	b Qualified dividends 6b	_
lnc	7	Royalties	7
	8 9 a	Net short-term capital gain (loss)	8 9a
	9 a b	Net long-term capital gain (loss)         Collectibles (28%) gain (loss)	98
	0 C	Unrecaptured section 1250 gain (attach statement)	•
	10	Net section 1231 gain (loss) (attach Form 4797)	10
	11	Other income (loss) (see instructions) Type ►	11
()	12	Section 179 deduction (attach Form 4562)	12
Deductions		Contributions	13a
rcti	b	Investment interest expense	13b
edt	С	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►	13c(2)
	d	Other deductions (see instructions) Type	13d
Self- Employ- ment	14 a		14a
Self	b	Gross farming or fishing income	14b
<u> </u>		Gross nonfarm income	
		Low-income housing credit (section 42(j)(5))	15a
ts	b	Low-income housing credit (other)	15b
Credits	C	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c
ວັ	d	Other rental real estate credits (see instructions) Type	15d
	e f	Other rental credits (see instructions)Type ▶Other credits (see instructions)Type ▶	15e 15f
	-	Name of country or U.S. possession ►	
		Gross income from all sources	16b
s		Gross income sourced at partner level	16c
ctions	Ū	Foreign gross income sourced at partnership level	
act	d	Passive category $\blacktriangleright$ e General category $\blacktriangleright$ f Other (attach statement) $\blacktriangleright$	16f
ans		Deductions allocated and apportioned at partner level	
μ	g	Interest expense  h Other	16h
eigr		Deductions allocated and apportioned at partnership level to foreign source income	
Foreign Transa	i	Passive category j General category  k Other (attach statement)	16k
ш.	I	Total foreign taxes (check one): ► Paid Accrued	161
		Reduction in taxes available for credit (attach statement)	16m
	n	Other foreign tax information (attach statement)	17a
Alternative Minimum Tax (AMT) Items	1/a ເ	Post-1986 depreciation adjustment	17a 17b
ativ Iten	а 2	Adjusted gain or loss Depletion (other than oil and gas)	17c
T) Tu	-	Oil, gas, and geothermal properties - gross income	17d
Alte	e	Oil, gas, and geothermal properties - deductions	17e
ΞC		Other AMT items (attach statement)	17f
		Tax-exempt interest income	18a
u	b	Other tax-exempt income	18b
Other Information	С	Nondeductible expenses	18c
orn	19 a	Distributions of cash and marketable securities	19a
lnf	b	Distributions of other property	19b
ler	20 a	Investment income	20a
Gt	b	Investment expenses	20b
	C	Other items and amounts (attach statement).	Eorm 8865 (2011)

Form 8865 (2011)				Page
Schedule L Balance Sheets per Bo	· · ·		1	
	Beginning o	•		tax year
Assets	(a)	(b)	(c)	(d)
1 Cash				
2 a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
<b>b</b> Mortgage and real estate loans				
8 Other investments (attach statement)				
<b>9 a</b> Buildings and other depreciable assets				
<b>b</b> Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
<b>12 a</b> Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
<b>19</b> Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

THI	E RESOLUTE FUND II SIE LP		98-0587497	
	n 8865 (2011)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Allocation			
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
Sc	hedule M-1 Reconciliation of Income (Loss) per l	Books Wit	<b>h Income (Loss) per Return</b> . (No	ot required if Item G9, page
	1, is answered "Yes.")			
		6	ncome recorded on books this	
1	Net income (loss) per books	3	ear not included on Schedule K,	
2	Income included on Schedule K,		ines 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a	Tax-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7	Deductions included on Schedule	
3	Guaranteed payments (other		K, lines 1 through 13d, and 16l not	
	than health insurance)		charged against book income this	
4	Expenses recorded on books		vear (itemize):	
	this year not included on	a [	Depreciation \$	
	Schedule K, lines 1 through		• • • • • • • • • • • • • • • • • • • •	
	13d, and 16I (itemize):	-		
а	Depreciation \$	-		
b	Travel and entertainment \$	8	Add lines 6 and 7	
			ncome (loss). Subtract line 8	
5	Add lines 1 through 4		rom line 5	
	hedule M-2 Analysis of Partners' Capital Accounts	s. (Not requ	uired if Item G9, page 1, is answe	ered "Yes.")
1	Balance at beginning of year		Distributions: <b>a</b> Cash	/
2	Capital contributed:		<b>b</b> Property	
-	a Cash	7 (	Other decreases (itemize):	
	<b>b</b> Property	· `		
3	Net income (loss) per books			
4	Other increases (itemize):			
-			Add lines 6 and 7	
			Balance at end of year. Subtract	
5	Add lines 1 through 4		ine 8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

_			-		
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17					
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions.				

Form 8865 (2011)

# SCHEDULE O

(Form 8865)
Department of the Treasury
Internal Revenue Service

### Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

1

20

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number 91-0793881

Name of foreign partnership

THE RESOLUTE FUND II SIE LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	<b>(g)</b> Percentage interest in partnership after transfer
Cash	VAR		1,249,767.				.427
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
Part III							
	s any transfer rep section 904(f)(5)(F	-\0	,	to gain recognition			Yes X No
For Paperwork F	Reduction Act Noti	ce, see the In	structions for Form 8	865.		Schedule	O (Form 8865) 2011

CASEY FAMILY PROGRAMS THE RESOLUTE FUND II SIE LP		ATTACHMENT	91-0793881 1
FORM 8865, PAGE 2 DETAIL			
SCHEDULE A - CONSTRUCTIVE OWNERSHIP	KSHIP OF PARTNERSHIP INTEREST		
NAME	ADDRESS	ID NUMBER	CHECK IF: R FOR PERS DIR PTNR
WCT HOLDINGS (CAYMAN)			
2679BD D15X	V 11-6 010		ATTACHMENT 1

-orm <b>8865</b>	S Ret	urn of U	.S. Pers	ons Wit	h Resp	ect to		OMB No. 1	545-1668
		Certaiı	n Foreig	In Partn	erships ate instruction	ons.		20'	11
Department of the Treas nternal Revenue Servic		ing 01/01/						Attachment Sequence No.	118
Name of person filing th	nis return			Fil	er's identifyi	ng number		·	
CASEY FAMILY						-079388			( ))
iler's address (if you a	are not filing this form with you	r tax return)	A Category	of filer (see Cate	gories of Filer	$\begin{bmatrix} \mathbf{x} \\ \mathbf{X} \end{bmatrix}$	uctions and check	c applicable box	(es)):
						L/2011		12/31/	2011
			<b>B</b> Filer's tax	year beginning	01/01	1/2011	, and ending.	12/01/	2011
Filer's share of I	iabilities: Nonrecourse \$	3,66	4. Qualified	nonrecourse fi	nancing \$		Other \$		
If filer is a meml	per of a consolidated grou	p but not the p	oarent, enter	the following in	nformation ab	out the pare	nt:		
Name				EIN					
Address									
Information also			<u>,                                     </u>						
Information about	ut certain other partners (s	see instructions	)				(4) Ch	eck applicable b	ox(oc)
(1) Name	)	(2	2) Address		(3) Identifyi	ing number	Category 1	Category 2	Constructive
								Category 2	owner
1 Name and addre	ess of foreign partnership						2(a) EIN (if a	т <b>у</b> )	
	RIVATE CAPITAL E						98-062		
	NTURY YARD CRICH	KET SQ., I	HUTCHINS	DRIVE, E	PO BOX 2	681G	2(b) Referen	ce ID number	(see instr.)
J.	GRAND CAYMAN						3 Country un	der whose lav	vs organized
4 Date of organization	5 Principal place of business	6 Principal activity c	business ode number	7 Principa activity INVEST			ional currency	8b Exchan (see ins	
07/29/2008	CJ	523	900	11111011					
	wing information for the f	oreign partners	ship's tax year:	1					
	and identifying number of	agent (if any) i	n the	2 Check	if the foreign	partnership	must file:		
United States				F	orm 1042	For	m 8804	X Form 106	5 or 1065-
				Service OGDI		re Form 10	65 or 1065-B is	filed:	
organization, if a	ess of foreign partnership' ny C CAPITAL FUND II LP	s agent in coun	try of	records	of the foreig ords, if differ	gn partnersl ent	) with custody o nip, and the loca		
	, 4TH FLOOR, HUTCHINS	DRIVE		10/F TWO HA					
EORGE TOWN, GRANI	CAYMANS			HUNGHOM, HO	NG KONG				
Ţ				HK					
	al allocations made by the er of Forms 8858, Informa							X Yes	No
attached to this	return (see instructions)								
7 How is this part	nership classified under th	he law of the c	ountry in whicl	h it is organize	d?	EXEMI	PTED COMPA	ANY	
•	hip own any separate uni			•	`				
1.1503(d)-1(b)(4 9 Does this partne	)? ership meet <b>both</b> of the fol						🕨	Yes	X No
<ul> <li>The partners</li> <li>The value of</li> </ul>	ship's total receipts for the f the partnership's total as complete Schedules L, M-	e tax year were ssets at the end	less than \$25		n \$1 million.	}		Yes	X No
In Here Under	penalties of perjury, I declare lief, it is true, correct, and co ation of which preparer has an	e that I have exar omplete. Declara							
parately d Not With									
turn.	nature of general partner or l	imited liability con	npany member			Date			
Print/Ty	preparer's name	1	Preparer's signa	ature		Date	Check	if PTIN	
ronaror							self-emp		
							Firm's E	IN 🕨	
	Idress							-	
	ddress 🕨						Phone n	0.	

	n 8865 <b>hedu</b>	(2011) Ile A Constructive O	wnership of Partnership Interest. Chere a name, address, and U.S. taxpayer ide structively own. See instructions.	ck the boxes th	at apply t	o the filer. If	Page 2 you chec
		interest you con a $\begin{bmatrix} X \\ \end{bmatrix}$ Owns a dire	structively own. See instructions.				(5) 1005
		Name	Address	Identifying nu		Check if foreign person	Check if direct partner
c	hedu	Ile A-1 Certain Partners	of Foreign Partnership (see instruction	ns)			Check if
		Name	Address	Identifyi	ng number (if	any)	foreign person
						<b>X</b>	
		Ile A-2 Affiliation Sched	oreign person as a direct partner? lule. List all partnerships (foreign or do indirectly owns a 10% interest.	mestic) in whic			-
A	TTAC	Name	Address	EIN (if any	)	Total ordinary income or loss	Check if foreign partnershi
ìc	hedu	le B Income Stateme	nt - Trade or Business Income				
			s income and expenses on lines 1a through	n 22 below. See t	the instruction	ons for more inf	ormation.
		Gross receipts or sales			1c		
		Less returns and allowances			2		
	2	Cost of goods sold	from line 10		3		
	3	Gross pront. Subtract line 2	from line 1c	ab atatamant) *	4		
	4	Net form profit (loss) (ottoo)	other partnerships, estates, and trusts (attac	in statement)	5		
		Net rain (loss) from Form (	n Schedule F (Form 1040)) 797, Part II, line 17 (attach Form 4797)		6		
	6 7		statement)		7		
	8	Total income (loss). Combin	ne lines 3 through 7		8		
	9		han to partners) (less employment credits)		9		
	10		rtners		10		
2	11				11		
	12				12		
,	13				13		
	14				14		
	15				15		
	16a	Depreciation (if required, at	ach Form 4562)				
	b	Less depreciation reported	elsewhere on return 16b		16c		
2	17		and gas depletion.)		17		
	18	Retirement plans, etc.			18		
	19	Employee benefit programs			19		
ב	20	Other deductions (attach st	atement)		20		
	21	Total deductions. Add the a	mounts shown in the far right column for lines 9 t	hrough 20	21		
	22	Ordinary business income (los	s) from trade or business activities. Subtract line 2	21 from line 8	22		
SA		*			· · · ·	Form <b>8</b>	865 (201

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	(month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from S	chedule D-1 (For	m 1065), line 2 _		2	
3	Short-term capital gain from installment sales	s from Form 625	52, line 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11	nbine lines 1 th	nrough 5 in col	umn (f). Enter he	ere and on	

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or othe (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from s	Schedule D-1 (Forr	m 1065), line 8			8	
9	Long-term capital gain from installment sale	es from Form 625	2, line 26 or 37			9	
10	Long-term capital gain (loss) from like-kind	exchanges from F	orm 8824			10	
11	Partnership's share of net long-term capi gains (losses), from other partnerships, esta	<b>U</b> ( ),		•		11	
12	Capital gain distributions					12	
13	<b>Net long-term capital gain or (loss).</b> Co Form 8865, Schedule K, line 9a or 11.		-			13	

Form 88				Page <b>4</b>
Scheo	lule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825).	2	
	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
~	4	Guaranteed payments	4	
SSC	5	Interest income	5	
Ľ	6	Dividends: a Ordinary dividends	6a	
me		b Qualified dividends 6b		
Income (Loss)	7	Royalties	7	
-	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss) 9b		
	с	Unrecaptured section 1250 gain (attach statement)		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type ►	11	
(0	12	Section 179 deduction (attach Form 4562)	12	
ü	13 a	Contributions	13a	
lcti	b	Investment interest expense	13b	
Deductions	с	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►	13c(2)	
Ō	d	Other deductions (see instructions) Type	13d	
<u>, 2</u>	14 a		14a	
Self- Employ- ment	b		14b	
s E c	с	Gross nonfarm income		
		Low-income housing credit (section 42(j)(5))		
			15b	
dits		Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
Credits	d	Other rental real estate credits (see instructions) Type ►	15d	
0	е	Other rental credits (see instructions) Type ►	15e	
	f	Other credits (see instructions) Type ►	15f	
	16a	Name of country or U.S. possession ►		
		Gross income from all sources	16b	
S		Gross income sourced at partner level	16c	
sactions	-	Foreign gross income sourced at partnership level		
act	Ь	Passive category ▶e General category ▶ f Other (attach statement) ▶	16f	
-	-	Deductions allocated and apportioned at partner level		
Ë	q	Interest expense  h Other	16h	
ign	5	Deductions allocated and apportioned at partnership level to foreign source income		
Foreign Trar	i	Passive category ▶j General category ▶ k Other (attach statement) ▶	16k	
ŭ	1	Total foreign taxes (check one):  Paid Accrued	161	
	m		16m	
	n	Other foreign tax information (attach statement)		
×		Post-1986 depreciation adjustment	17a	
Alternative Minimum Tax (AMT) Items	b	Adjusted gain or loss	17b	
Ite Ite	с	Depletion (other than oil and gas)	17c	
T)	d		17d	
AliAl	е	Oil, gas, and geothermal properties - deductions	17e	
	f	Other AMT items (attach statement)	17f	
		Tax-exempt interest income	18a	
ion	b	Other tax-exempt income	18b	
nati	с	Nondeductible expenses	18c	
orn		Distributions of cash and marketable securities	19a	
Info	b	Distributions of other property	19b	
Other Information	20 a	Investment income	20a	
Sth	b	Investment expenses	20b	
0	с	Other items and amounts (attach statement)		

Form 88	865 (2011)				Page <b>5</b>
Sche	edule L Balance Sheets pe	r Books. (Not requ	ired if Item G9, page	1, is answered "Yes.")	
		Beginn	ing of tax year	End	of tax year
	Assets	(a)	(b)	(c)	(d)
1 0	Cash				
	Trade notes and accounts receivable				
b∟	ess allowance for bad debts				
	nventories				
	J.S. government obligations				
	Tax-exempt securities				
	Other current assets (attach statement)				
7a ∟	_oans to partners				
	Nortgage and real estate loans				
	Other investments (attach statement)				
	Buildings and other depreciable assets				
b L	ess accumulated depreciation				
10 a 🛛	Depletable assets				
	ess accumulated depletion				
	and (net of any amortization)				
	ntangible assets (amortizable only)				
b L	ess accumulated amortization				
<b>13</b> C	Other assets (attach statement)				
14 т	Fotal assets				
	Liabilities and Capital				
15 A	Accounts payable				
<b>16</b> №	Nortgages, notes, bonds payable in less than 1 year				
17 0	Other current liabilities (attach statement)				
	All nonrecourse loans				
	Nortgages, notes, bonds payable in 1 year or more				
<b>20</b> C	Other liabilities (attach statement)				
<b>21</b> F	Partners' capital accounts				
<u>22</u> т	Total liabilities and capital				

AX:	IOM ASIA PRIVATE CAPITAL FUND II LP		98-0629004	
Form	n 8865 (2011)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Allocation	I		
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets		-	
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) per	Books With	Income (Loss) per Return. (No	ot required if Item G9, page
	1, is answered "Yes.")			
		6 In	come recorded on books this	
1	Net income (loss) per books	Ve	ear not included on Schedule K,	
2	Income included on Schedule K,	lir	es 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		ax-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	<b>7</b>	eductions included on Schedule	
3	Guaranteed payments (other		lines 1 through 13d, and 16l not	
Ū	than health insurance)		arged against book income this	
4	Expenses recorded on books			
-	this year not included on	30	ar (itemize): epreciation \$	
	Schedule K, lines 1 through	aD		
	13d, and 16I (itemize):	_		
_				
a	Depreciation \$			
a	Travel and entertainment \$	8 A	dd lines 6 and 7	
-			come (loss). Subtract line 8	
	Add lines 1 through 4.	fr (N)	om line 5	
	hedule M-2 Analysis of Partners' Capital Accounts			ered Yes.")
1	Balance at beginning of year	6 D	istributions: <b>a</b> Cash	
2	Capital contributed:		<b>b</b> Property	
	<b>a</b> Cash	70	ther decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		<b>8</b> A	dd lines 6 and 7	
			alance at end of year. Subtract	
5	Add lines 1 through 4	lir	ne 8 from line 5	

Page 7

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20					
21	Amounts loaned (enter the maximum loan balance during the year). See instructions.				

Form 8865 (2011)

# SCHEDULE O

(Form 8865)
Department of the Treasury
Internal Revenue Service

### Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

11

20

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor CASEY FAMILY PROGRAMS Filer's identifying number 91-0793881

Name of foreign partnership

AXIOM ASIA PRIVATE CAPITAL FUND II LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	<b>(g)</b> Percentage interest in partnership after transfer
Cash	VAR		1,815,000.				1.039
Marketable 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**

<b>(a)</b> Type of property	<b>(b)</b> Date of original transfer	<b>(c)</b> Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
s	ection 904(f)(5)(F	)?	,	to gain recognition		<u></u> ► □	Yes X No O (Form 8865) 2011

CASEY FAMILY PROGRAMS AXIOM ASIA PRIVATE CAPITAL FUND II LP		ATTACHMENT	91-0793881 T 1	
FORM 8865, PAGE 2 DETAIL				
SCHEDULE A-2 - AFFILIATION SCHEDULE				L C F
NAME	ADDRESS	ID NUMBER	TUTAL UKUTNAKI INCOME OR LOSS	PSHP
CID GREATER CHINA CAPITAL FUND III, L.P.	WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9001 CJ	FOREIGNUS		×
SONORA FUND LP	C/O ICG MANAGEMENT LIMITED P.O. BOX 715 LANDMARK SQ., 1ST FL GRAND CAYMAN KY1-1109 CJ	98-0649668		×
A2MGP LTD	CODAN TRUST COMPANY LTD CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	98-0635173		×
CDH SHINE III LIMITED	PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0638337		×
IPV CAPITAL II, LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		×

2679BD D15X

CASEY FAMILY PROGRAMS AXIOM ASIA PRIVATE CAPITAL FUND II LP		ATTACHMENT	91-0793881 1 (CONT'D)	
FORM 8865, PAGE 2 DETAIL				
SCHEDULE A-2 - AFFILIATION SCHEDULE				L C L
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
CARLYLE JAPAN INTERNATIONAL PARTNERS II LP	C/0 THE CARLYLE GROUP 1001 PENN. AVE., NW SUITE 220 SOUTH WASHINGTON DC 20004	98-0504200		×
IPV CAPITAL LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		×
CDH CHINA GROWTH CAPITAL FUND II, LP	C/O M&C CORPORATION SERVICES LTD UGLAND HOUSE P.O. BOX 309 SOUTH CHURCH STREET GEORGE TOWN CJ	FOREIGNUS		×
KKR CHINA GROWTH FUND L.P.	C/O KOLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH STREET NEW YORK NY 10019	98-0692198		×
INDIA VALUE FUND IV, L.P.	ROCKLINES HOUSE (GROUND FLOOR) 9/2 MUSEUM ROAD BANGALORE-560 001 IN	FOREIGNUS		×

ATTACHMENT 1

CASEY FAMILY PROGRAMS AXIOM ASIA PRIVATE CAPITAL FUND II LP		ATTACHMENT	91-0793881 T 1 (CONT'D)	
FORM 8865, PAGE 2 DETAIL				
SCHEDULE A-2 - AFFILIATION SCHEDULE				L C E
NAME	ADDRESS	ID NUMBER	IUTAL URDINARI INCOME OR LOSS	F UK PSHP
NEW HORIZON CAPITAL III LP	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9002 CJ	98-0649847		×
GSR VENTURES III, L.P.	SCOTIA CENTRE P.O. BOX 268 GRAND CAYMAN KY1-1104 CJ	42-1767000		×
MCFIII, LLP	3-2 MARUNOUCHI 2-CHOME CHIYODA-KU TOKYO JA	FOREIGNUS		×
CDH SHINE IV LIMITED	C/O MAPLES FINANCE BVI LIMITED PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0646750		×
CAPITAL TODAY CHINA GROWTH FUND II, L.P.	C/O CODAN SERVICES CRICKET SQ HUTCHINS DR PO BOX 2681 GEORGE TOWN GRAND CAYMAN KY1-1111 CJ	98-0667660		×

V 11-6

010

ATTACHMENT 1

2679BD D15X

CASEY FAMILY PROGRAMS AXIOM ASIA PRIVATE CAPITAL FUND II LP		91-0793881 ATTACHMENT 1 (CONT'D)	
FORM 8865, PAGE 2 DETAIL			
SCHEDULE A-2 - AFFILIATION SCHEDULE		αοά νακιτίαο ικποπ	Ω
NAME	ADDRESS		dH
ARCHER CAPITAL FUND 5	SUITE7, PIER 2/3 13 HICKSON ROAD DAWES POINT NSW 2000 AS	FOREIGNUS	×
CPECHINA FUND, L.P.	UNIT 606, 6/F, ONE PACIFIC PLACE 88 QUEENSWAY, HONG KONG HK	98-0680832 X	×
DCM HYBRID RMB FUND, L.P.	2420 SAND HILL ROAD, SUITE 200 MENLO PARK CA 94025	98-0701963 X	×
GSR VENTURES IV, L.P.	SCOTIA CENTRE, P.O. BOX 268 GRAND CAYMAN CJ KY1-1104 CJ	98-1008540 X	×
HELION VENTURE PARTNERS II, LLC	C/O CIM FUND SERVICES 3RD FLOOR, ROGER HOUSE 5 PRESIDENT JOHN KENNEDY STREET PORT LOUIS MP MP	98-0577560 X	×

CASEY FAMILY PROGRAMS AXIOM ASIA PRIVATE CAPITAL FUND II LP		91- ATTACHMENT 1 (CON	91-0793881 (CONT'D)	
FORM 8865, PAGE 2 DETAIL				
SCHEDULE A-2 - AFFILIATION SCHEDULE		с тктСт	νακιντά σου τκιμομ	С С
NAME	ADDRESS	ID NUMBER INCOME	INCOME OR LOSS	PSHP
INDOUS VENTURE PARTNERS II, LLC	C/O INT'L FINANCIAL SERVICES LTD IFS COURT, TWENTY EIGHT CYBERCITY, EBENE MAURITIUS MP	98-1019616		×
MULBERRY ASIA FUND II LP	C/O M&C CORPORATE SERVICES LIMITED PO BOX 309 UGLAND HOUSE S CHURCH ST GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS CJ	98-0558874		×
NEWQUEST ASIA FUND I, LP	C/O WALKERS CORPORATE SERVICES LTD WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, KY1-9005 CJ	98-0694353		×
VI (VIETNAM INVESTMENTS) FUND II, L.P.	MAPLES CORPORATION SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104 CJ	98-1041940		×
CJIP II LIMITED, L.P.	C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW STE 200 S WASHINGTON DC 20004	98-0692541		×

2679BD D15X

V 11-6

010

CASEY FAMILY PROGRAMS AXIOM ASIA PRIVATE CAPITAL FUND II LP		ATTACHMENT 1	91-0793881 T 1 (CONT'D)	
FORM 8865, PAGE 2 DETAIL				
SCHEDULE A-2 - AFFILIATION SCHEDULE			VCENTECCO TEEOE	L C L
NAME	ADDRESS	ID NUMBER	TUTAL URDINARY INCOME OR LOSS	PSHP
QUADRANT PRIVATE EQUITY NO. 3, L.P.	LEVEL 30, DEUTSCHE BANK PLACE 126 PHILLIP STREET SYDNEY NSW 2000 AUSTRALIA AS	FOREIGNUS		×
CHINA SPECIAL OPPORTUNITIES FUND III, L.P.	46/F, FAR EAST FINANCE CENTRE 16 HARCOURT ROAD ADMIRALTY, HONG KONG HK	98-0683867		×

010

Form 8865	Retu	urn of U	S. Pers	ons Wit	th Resp	ect to		OMB No. 1	545-1668
		Certain ► Attach to y	n Foreig	I <b>n Partn</b> rn. See separ	erships ate instruction	ons.		20	11
Department of the Treasure Internal Revenue Service		ormation furn				ax year		Attachment Sequence No.	118
lame of person filing this		0			ler's identifyi	ng number			
CASEY FAMILY	PROGRAMS					-079388			
iler's address (if you are	e not filing this form with your	r tax return)					uctions and chec	k applicable box(	es)):
			1	2	3	X /2011	4	10/01/	2011
			B Filer's tax	year beginning	01/01	./2011	, and ending	12/31/	2011
Filer's share of lia	bilities: Nonrecourse \$	4,294,029	Qualified	nonrecourse fi	inancing \$		Other \$		
	r of a consolidated grou					out the pare			
Name				EIN					
Address									
Information about	certain other partners (se	ee instructions)	)				(1) (1)		
(1) Name		(2	?) Address		(3) Identifyi	ng number		eck applicable bo	x(es)
							Category 1	Category 2	owner
1 Name and address	s of foreign partnership						2(a) EIN (if a	ny)	
NVESCO ASIA	REAL ESTATE FUN	DI, LP					98-061	2576	
	6, 89 NEXUS WAY	CAMANA H	BAY				2(b) Referen	ce ID number (	see instr.)
RAND CAYMAN,	KY1-1205						<b>0</b> O		
Ĵ							CJ	der whose law	is organize
4 Date of	5 Principal place of	6 Principal			al business	8a Funct	ional currency	8b Exchan	
organization	business	activity co	ode number	REAL E		t	JSD	(see inst	r.)
01/16/2008	CJ	531	390	INVEST	MENT				
	-								
1 Name, address, a	ing information for the for nd identifying number of			2 Check	if the foreign		Г		
	-			2 Check	if the foreign orm 1042		must file: m 8804  [	Form 106	5 or 1065-
1 Name, address, a	-			2 Check	orm 1042	For	Г		5 or 1065-
1 Name, address, a United States	nd identifying number of	agent (if any) i	n the	2 Check i	orm 1042 e Center whe	re Form 100	m 8804 [ 65 or 1065-B is	filed:	
1 Name, address, a United States	nd identifying number of s of foreign partnership's	agent (if any) i	n the	2 Check i     E	orm 1042 e Center whe and address of the foreig	Form Form 100	m 8804 [	filed: f the books an	d
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any</li> </ol>	nd identifying number of s of foreign partnership's /	agent (if any) i	n the	2 Check i     E	orm 1042 e Center whe and address of of the foreig ords, if different	Form 100 re Form 100 of person(s in partnersh	m 8804 [ 65 or 1065-B is ) with custody c	filed: f the books an	d
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI</li> </ol>	nd identifying number of s of foreign partnership's /	agent (if any) i	n the	2 Check i     Free Service     4 Name a     records     and rec	e Center whe and address of of the foreig ords, if differ EES (CAYMAN	Form 100 re Form 100 of person(s n partnersh ent ) LIMITED	m 8804 [ 65 or 1065-B is ) with custody c hip, and the loc	filed: f the books an	d
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 1 RAND CAYMAN, KY1-1:</li> </ol>	nd identifying number of s of foreign partnership's / MAN) LIMITED NEXUS WAY CAMANA BAY	agent (if any) i	n the	2 Check i     5 Check i	e Center whe and address of ords, if differ EES (CAYMAN 106, 89 NEX	Form 100 re Form 100 of person(s n partnersh ent ) LIMITED	m 8804 [ 65 or 1065-B is ) with custody c hip, and the loc	filed: f the books an	d
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI CO. BOX 31106, 89 In RAND CAYMAN, KY1-1: J</li> </ol>	nd identifying number of s of foreign partnership's / MAN) LIMITED NEXUS WAY CAMANA BAY 205	agent (if any) in	n the	2 Check i     Fe     Service     4 Name a     records     and rec     CITCO TRUST     P.O. BOX 31     GRAND CAYMA     CJ	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205	Form 100 of person(s n partnerst ent LIMITED JS WAY CAM	m 8804 [ 65 or 1065-B is ) with custody c hip, and the loc	filed: f the books an	d ooks
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI CO. BOX 31106, 89 1 RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> </ol>	nd identifying number of s of foreign partnership's / MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f	agent (if any) in agent in count agent in count foreign partners	n the try of ship?	2 Check i     5 Check i	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205	Form 100 of person(sin partnershent D LIMITED JS WAY CAM	m 8804 [ 65 or 1065-B is ) with custody c hip, and the loc ANA BAY	filed: f the books an	d
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any intco trustees (CAYI to EOX 31106, 89 1 RAND CAYMAN, KY1-1: J</li> <li>Were any special Enter the number</li> </ol>	nd identifying number of s of foreign partnership's / MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 88558, Informa	agent (if any) in s agent in count foreign partners tion Return of I	n the try of ship?	2 Check i     File     Service     4 Name a     records     and rec     CITCO TRUST P.O. BOX 31     GRAND CAYMA CJ  With Respect	e Center whe and address of of the foreig ords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205	Form 100 of person(s in partnersh ent ) LIMITED JS WAY CAM	m 8804 [ 65 or 1065-B is ) with custody c nip, and the loc ANA BAY	filed: f the books an ation of such b	d ooks
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ortco TRUSTEES (CAYI 0. BOX 31106, 89 1 RAND CAYMAN, KY1-1: 5 Were any special</li> <li>Enter the number attached to this re</li> </ol>	nd identifying number of s of foreign partnership's / MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa iturn (see instructions)	agent (if any) in agent in count agent in count foreign partners tion Return of t	n the try of ship?	2 Check is     5 Check is     1 Check is     5	orm 1042 e Center whe and address of ords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205	Form 100 of person(s in partnersh ent J LIMITED JS WAY CAM	m 8804 [ 65 or 1065-B is ) with custody c nip, and the loc ANA BAY	filed: f the books an ation of such b	d ooks X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this ref</li> <li>How is this partner</li> </ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa eturn (see instructions)	agent (if any) in agent in count foreign partners tion Return of t ne law of the co	n the try of ship? U.S. Persons	Check i     Check i     Fit     Service     4 Name a     records     and rec     CITCO TRUST P.O. BOX 31     GRAND CAYMA CJ  With Respect	orm 1042 2 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d?	Form 100 of person(sinn partnersh ent LIMITED JS WAY CAM sregarded E	m 8804 [ 65 or 1065-B is ) with custody c nip, and the loc ANA BAY	filed: f the books an ation of such b	d ooks X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 1 RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this ref</li> <li>How is this partner</li> </ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa sturn (see instructions) ership classified under th p own any separate unit	agent (if any) in agent in count foreign partners tion Return of t ne law of the co as within the m	n the try of ship? U.S. Persons ountry in which reaning of Re	2 Check i     5 Fill     Service     4 Name a     records     and rec     CITCO TRUST     P.O. BOX 31     GRAND CAYMA     CJ  With Respect h it is organize gulations section	orm 1042 Center whe of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(c	Form 100 of person(sin partnershent DIJMITED JS WAY CAM sregarded E EXEMI	m 8804 [ 35 or 1065-B is ) with custody c hip, and the loc ANA BAY ANA BAY 	filed: f the books an ation of such b	d ooks X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this ref How is this partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partnershi</li> </ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa oturn (see instructions) ership classified under th p own any separate unit ship meet <b>both</b> of the follo	agent (if any) in agent in count foreign partners tion Return of t re law of the co s within the m owing requiren	n the try of U.S. Persons ountry in which reaning of Re- nents?	Check i     Fit Service     A Name a records and rec CITCO TRUST P.O. BOX 31 GRAND CAYMA CJ With Respect h it is organize gulations section	orm 1042 Center whe of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(c	Form 100 of person(sin partnershent DIJMITED JS WAY CAM sregarded E EXEMI	m 8804 [ 35 or 1065-B is ) with custody c hip, and the loc ANA BAY ANA BAY 	filed: f the books an ation of such b Ves	d ooks X No IERSHIP
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any intco trustees (CAYI to BOX 31106, 89 f RAND CAYMAN, KY1-1: y</li> <li>Were any special</li> <li>Enter the number attached to this ref How is this partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partnershi The partnershi</li> </ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa turn (see instructions) ership classified under th p own any separate unit	agent (if any) in agent (if any) in agent in count foreign partners tion Return of the re law of the co s within the m owing requiren a tax year were	n the try of U.S. Persons ountry in which eaning of Re- nents?	Check i     Fit Service     A Name a records and rec CITCO TRUST P.O. BOX 31 GRAND CAYMA CJ With Respect h it is organize gulations section 0,000 and	orm 1042 2 Center whe and address of of the foreig ords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(c	Form 100 of person(sin partnershent DIJMITED JS WAY CAM sregarded E EXEMI	m 8804 [ 35 or 1065-B is ) with custody c hip, and the loc ANA BAY ANA BAY 	filed: f the books an ation of such b Ves	d oooks X No HERSHIP
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI)</li> <li>BOX 31106, 89 I RAND CAYMAN, KY1-13</li> <li>Were any special</li> <li>Enter the number attached to this ref How is this partners</li> <li>Did the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The partnershi</li> <li>The value of t If "Yes," do not comparent to the partners</li> </ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa eturn (see instructions) orship classified under th p own any separate unit ship meet <b>both</b> of the follo ip's total receipts for the he partnership's total as omplete Schedules L, M-	agent (if any) in agent (if any) in agent in count foreign partners tion Return of the se law of the ca s within the m owing requiren the tax year were sets at the end 1, and M-2.	n the try of ship? U.S. Persons ountry in which eaning of Re- nents? less than \$25 d of the tax yea	Check i     Fit Service     A Name a records and rec     CITCO TRUST     P.O. BOX 31     GRAND CAYMA     CJ     With Respect     h it is organize     gulations section     fit is organize     gulations section	orm 1042 2 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(constant) and the foreign Di d? on 1.1503-2(constant) and the foreign Di the foreign Di	Form 100 of person(sin partnersh ent LIMITED JS WAY CAM sregarded E EXEMI c)(3), (4), or	m 8804 [ 65 or 1065-B is ) with custody c hip, and the loc ANA BAY ANA BAY 	filed: f the books an ation of such b Yes FED PARTN Yes Yes	X No No X No X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this ref How is this partners</li> <li>Did the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The partnershi 9. The value of t If "Yes," do not co and belie</li> </ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa sturn (see instructions) ership classified under th p own any separate unit ship meet <b>both</b> of the follo ip's total receipts for the he partnership's total as omplete Schedules L, M- malties of perjury, I declare f, it is true, correct, and co	agent (if any) in agent (if any) in agent in count foreign partners tion Return of I tion Return of I are law of the co s within the m owing requiren a tax year were sets at the enc 1, and M-2. that I have exar mplete. Declara	n the try of ship? U.S. Persons ountry in which eaning of Re- nents? less than \$25 d of the tax yea mined this return	Check i     File     Service     A Name a     records     and rec     CITCO TRUST P.O. BOX 31     GRAND CAYMA CJ  With Respect h it is organize gulations section (0,000 and ar was less tham h, including accompared	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	Form 100 of person(s) in partnersheat D LIMITED JS WAY CAM sregarded E EXEMI c)(3), (4), or }	m 8804 [ 35 or 1065-B is ) with custody c hip, and the loc ANA BAY 	filed: f the books an ation of such b Yes Yes Yes he best of my known	X No No X No X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this ref How is this partners</li> <li>Inter the number attached to this ref How is this partners</li> <li>Did the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The value of t If "Yes," do not cc and belie informative parately</li> </ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa turn (see instructions) rship classified under th p own any separate unit ship meet <b>both</b> of the follo ip's total receipts for the somplete Schedules L, M- nalties of perjury, I declare	agent (if any) in agent (if any) in agent in count foreign partners tion Return of I tion Return of I are law of the co s within the m owing requiren a tax year were sets at the enc 1, and M-2. that I have exar mplete. Declara	n the try of ship? U.S. Persons ountry in which eaning of Re- nents? less than \$25 d of the tax yea mined this return	Check i     File     Service     A Name a     records     and rec     CITCO TRUST P.O. BOX 31     GRAND CAYMA CJ  With Respect h it is organize gulations section (0,000 and ar was less tham h, including accompared	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	Form 100 of person(s) in partnersheat D LIMITED JS WAY CAM sregarded E EXEMI c)(3), (4), or }	m 8804 [ 35 or 1065-B is ) with custody c hip, and the loc ANA BAY 	filed: f the books an ation of such b Yes Yes Yes he best of my known	X No No X No X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this ret attached to this ret tatached to this ret attached to this ret bit the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners The value of t if "Yes," do not co gn Here by frou is Form parately d Not With ur Tax</li> </ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa sturn (see instructions) ership classified under th p own any separate unit ship meet <b>both</b> of the follo ip's total receipts for the he partnership's total as omplete Schedules L, M- malties of perjury, I declare f, it is true, correct, and co	agent (if any) in agent (if any) in agent in count foreign partners tion Return of l re law of the co s within the m owing requiren a tax year were sets at the end 1, and M-2. that I have exar mplete. Declaral y knowledge.	n the try of ship? U.S. Persons ountry in which eaning of Re- nents? less than \$25 d of the tax yea nined this return tion of preparer	Check i     File     Service     A Name a     records     and rec     CITCO TRUST P.O. BOX 31     GRAND CAYMA CJ  With Respect h it is organize gulations section (0,000 and ar was less tham h, including accompared	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	Form 100 of person(s) in partnersheat D LIMITED JS WAY CAM sregarded E EXEMI c)(3), (4), or }	m 8804 [ 35 or 1065-B is ) with custody c hip, and the loc ANA BAY 	filed: f the books an ation of such b Yes Yes Yes he best of my known	X No No X No X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this rei Abd the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners The value of t If "Yes," do not co and belie information parately d Not With ur Tax</li> </ol>	nd identifying number of s of foreign partnership's / MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa eturn (see instructions) rship classified under th p own any separate unit ship meet <b>both</b> of the follo ip's total receipts for the he partnership's total as omplete Schedules L, M malties of perjury, I declare f, it is true, correct, and cor on of which preparer has an	agent (if any) in agent (if any) in s agent in count foreign partners tion Return of I ne law of the co tas within the m owing requiren e tax year were sets at the eno 1, and M-2. that I have exar mplete. Declarai y knowledge.	n the try of ship? U.S. Persons ountry in which eaning of Re- nents? less than \$25 d of the tax yea nined this return tion of preparer	Check i     File     Service     A Name a     records     and rec     CITCO TRUST     P.O. BOX 31     GRAND CAYMA     CJ     With Respect     h it is organize     gulations sectio     file     fil	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	Form 100 of person(sin partnersheat Dilimited US WAY CAM Sregarded E EXEMI C)(3), (4), or } dules and sta mited liability	m 8804 [ 35 or 1065-B is ) with custody c hip, and the loc ANA BAY 	filed: f the books an ation of such b Yes Yes Yes he best of my known	X No No X No X No
<ol> <li>Name, address, and United States</li> <li>Name and address: organization, if any ITCO TRUSTEES (CAYI).</li> <li>BOX 31106, 89 International address: organization, if any ITCO TRUSTEES (CAYI).</li> <li>BOX 31106, 89 International address: organization, if any ITCO TRUSTEES (CAYI).</li> <li>BOX 31106, 89 International address: organization addre</li></ol>	nd identifying number of s of foreign partnership's ( MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa turn (see instructions) orship classified under th p own any separate unit ship meet <b>both</b> of the follo ip's total receipts for the he partnership's total as omplete Schedules L, M malties of perjury, I declare f, it is true, correct, and con on of which preparer has an ture of general partner or lin	agent (if any) in agent (if any) in s agent in count foreign partners tion Return of I ne law of the co tas within the m owing requiren e tax year were sets at the eno 1, and M-2. that I have exar mplete. Declarai y knowledge.	n the try of ship? U.S. Persons ountry in which nents? less than \$25 d of the tax yea nined this return tion of preparer	Check i     File     Service     A Name a     records     and rec     CITCO TRUST     P.O. BOX 31     GRAND CAYMA     CJ     With Respect     h it is organize     gulations sectio     file     fil	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	Form 100 of person(sin partnersheat D LIMITED JS WAY CAM sregarded E EXEMI C)(3), (4), or dules and state mited liability Date	m 8804 [ 35 or 1065-B is ) with custody of hip, and the loc ANA BAY 	filed: f the books an ation of such b Yes PARTN Yes Yes he best of my known r) is based on all if PTIN	X No VERSHIP X No X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .O. BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this ref</li> <li>How is this partners</li> <li>Did the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners The value of t if "Yes," do not cor gen Here hy if You e Fling is Form parately d Not With ur Tax</li> <li>Print/Type</li> <li>Print/Type</li> </ol>	nd identifying number of s of foreign partnership's / MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa eturn (see instructions) ership classified under th p own any separate unit ship meet <b>both</b> of the follo ip's total receipts for the he partnership's total as somplete Schedules L, M- malties of perjury, I declare if, it is true, correct, and cor on of which preparer has an ture of general partner or lin preparer's name	agent (if any) in agent (if any) in s agent in count foreign partners tion Return of I ne law of the co tas within the m owing requiren e tax year were sets at the eno 1, and M-2. that I have exar mplete. Declarai y knowledge.	n the try of ship? U.S. Persons ountry in which nents? less than \$25 d of the tax yea nined this return tion of preparer	Check i     File     Service     A Name a     records     and rec     CITCO TRUST     P.O. BOX 31     GRAND CAYMA     CJ     With Respect     h it is organize     gulations sectio     file     fil	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	Form 100 of person(sin partnersheat D LIMITED JS WAY CAM sregarded E EXEMI C)(3), (4), or dules and state mited liability Date	m 8804 [ 35 or 1065-B is ) with custody c hip, and the loc ANA BAY 	filed: f the books an ation of such b Yes IED PARTN Yes Yes re best of my known r) is based on all if PTIN loyed	X No HERSHIP X No X No
<ol> <li>Name, address, an United States</li> <li>Name and address organization, if any ITCO TRUSTEES (CAYI .0. BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>BOX 31106, 89 I RAND CAYMAN, KY1-1: J</li> <li>Were any special</li> <li>Enter the number attached to this ref Attached to this ref the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partners The value of t I f"Yes," do not cc an bei Filing is Form parately d Not With ur Tax.</li> <li>Print/Type</li> </ol>	nd identifying number of s of foreign partnership's / MAN) LIMITED NEXUS WAY CAMANA BAY 205 allocations made by the f of Forms 8858, Informa of Forma of Forma of Forma of Forma of Forma of Forma of Forma of Forma of Forma of For	agent (if any) in agent (if any) in s agent in count foreign partners tion Return of I ne law of the co tas within the m owing requiren e tax year were sets at the eno 1, and M-2. that I have exar mplete. Declarai y knowledge.	n the try of ship? U.S. Persons ountry in which nents? less than \$25 d of the tax yea nined this return tion of preparer	Check i     File     Service     A Name a     records     and rec     CITCO TRUST     P.O. BOX 31     GRAND CAYMA     CJ     With Respect     h it is organize     gulations sectio     file     fil	orm 1042 Center whe and address of of the foreig cords, if differ EES (CAYMAN 106, 89 NEXI N, KY1-1205 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	Form 100 of person(sin partnersheat D LIMITED JS WAY CAM sregarded E EXEMI C)(3), (4), or dules and state mited liability Date	m 8804 [ 55 or 1065-B is ) with custody c hip, and the loc ANA BAY ANA BAY 	filed: f the books an ation of such b Yes IED PARTN Yes Yes rebest of my known r) is based on all if PTIN loyed	d ooks X No VERSHIP X No X No

		(2011)	manchine of Dentropychine Internet, Charletter h		at analysi	t a . th	a filan lf i	Page 2
50	nedu	ILE A Constructive Ov box b, enter the interest you cons a Owns a direct	vnership of Partnership Interest. Check the b name, address, and U.S. taxpayer identifying structively own. See instructions.		r (if any)		he person	you chec (s) whos
		Name	Address	tifving nun	nber (if any)	)	Check if foreign	Check if direct
7				anying nun			person	partner
A	TTAC	CHMENT 1						
		Contain Doutnous	of Foreign Destroyahin (200 instructions)					
50	nedu	Ile A-1 Certain Partners	of Foreign Partnership (see instructions)					Check if
		Name	Address	Identifying	g number (i	f any)	)	foreign person
А	TTAC	CHMENT 2						
)06	es the	partnership have any other f	preign person as a direct partner?			. [	X Yes	No
Sc	hedu		ule. List all partnerships (foreign or domestic)				partnersh	ip owns
		direct interest or i	ndirectly owns a 10% interest.					Check if
		Name	Address	EIN (if any)			otal ordinary	foreign
								parateren
						—		
Sc	hedu	le B Income Stateme	nt - Trade or Business Income					
			s income and expenses on lines 1a through 22 below	w. See th	ne instruct	ions	for more inf	ormation.
		Gross receipts or sales			1c			
		Less returns and allowances			2			
ש	3	Gross profit. Subtract line 2	from line 1c		3			
COLLE	4	Ordinary income (loss) from	other partnerships, estates, and trusts (attach statem)	ent) *	4 5			
		Net farm profit (loss) (attach	Net farm profit (loss) (attach Schedule F (Form 1040))					
	6 7		797, Part II, line 17 (attach Form 4797)		6 7			
			tatement)	•••• +	-			
	8	Total income (loss). Combin	e lines 3 through 7		8			
	9		an to partners) (less employment credits)		9			
(st	10		tners		10 11			
iitatior	11 12				12			
for lin	13				13			
tions	14				14			
nstruc	15	Interest	• • • •	15				
(see instructions for limitations)			ach Form 4562)		16c			
ns	17		and gas depletion.)		17			
Deductions	18				18			
edu	19				19			
ŏ	20	Other deductions (attach sta	tement)	••••	20			
	21	Total deductions. Add the an	nounts shown in the far right column for lines 9 through 20	<u>.</u>	21			
	22	Ordinary business income (loss	) from trade or business activities. Subtract line 21 from line	e 8	22			

Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

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

LP

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s <b>(f) Gain or (loss)</b> Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	rm 1065), line 2		2	
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37 <u>.</u>			
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11					

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other ba (see instructions	
7						
8	Enter long-term gain or (loss), if any, from S	chedule D-1 (Forr	m 1065), line 8 _			8
9	Long-term capital gain from installment sales	s from Form 625	2, line 26 or 37			9
10	Long-term capital gain (loss) from like-kind e	exchanges from F	orm 8824		1	0
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate			-		1
12	Capital gain distributions				1	2
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		-	. ,		3

Page	4

Form 88	65 (2011)			Page <b>4</b>
Schee	dule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
Income (Loss)	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4	Guaranteed payments	4	
	5	Interest income	5	
	6	Dividends: a Ordinary dividends	6a	
		b Qualified dividends 6b		
	7	Royalties	7	
	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	c	Unrecaptured section 1250 gain (attach statement)		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type ►	11	
6	12	Section 179 deduction (attach Form 4562)	12	
üo	13 a	Contributions	13a	
cti	b	Investment interest expense	13b	
Deductions	с	Section 59(e)(2) expenditures: (1) Type > (2) Amount >		
ă	d	Other deductions (see instructions) Type	13d	
. 누+		Net earnings (loss) from self-employment	14a	
Self- Employ- ment	b	Gross farming or fishing income	14b	
sΨε	c	Gross nonfarm income		
		Low-income housing credit (section 42(j)(5))		
		Low-income housing credit (other)		
dits	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
Credits	d	Other rental real estate credits (see instructions) Type	15d	
0	e	Other rental credits (see instructions)     Type >	15u	
	f	Other credits (see instructions)     Type >	15c	
		Name of country or U.S. possession ►	101	
		Gross income from all sources	16h	
s		Gross income sourced at partner level		
sactions		Foreign gross income sourced at partnership level	100	
act	А	Passive category $\blacktriangleright$ e General category $\blacktriangleright$ f Other (attach statement) $\blacktriangleright$	16f	
-	u	Deductions allocated and apportioned at partner level	101	
Tra	a	Interest expense ► h Other	16h	
Foreign Trar	9	Deductions allocated and apportioned at partnership level to foreign source income	1011	
rei		Passive category $\blacktriangleright_{} j$ General category $\blacktriangleright_{} k$ Other (attach statement) $\blacktriangleright$	16k	
Ъо		Total foreign taxes (check one): Paid Accrued	161	
	m		16m	
	n	Other foreign tax information (attach statement)	10111	
		Post-1986 depreciation adjustment	17a	
Alternative Minimum Tax (AMT) Items	, ,, а ь	Adjusted gain or loss	17b	
ati Itei		Depletion (other than oil and gas)	17c	
T) Tun	d	Oil, gas, and geothermal properties - gross income	17d	
Alt AM	e		17e	
ΈČ	f	Other AMT items (attach statement)		
	-	Tax-exempt interest income	18a	
uc	h	Other tax-exempt income	18b	
atic		Nondeductible expenses	18c	
E	19 a	Distributions of cash and marketable securities	19a	
nfo	h	Distributions of other property	19a 19b	
Other Information	20 a	Investment income	20a	
the		Investment expenses		
0		Other items and amounts (attach statement)		

### INVESCO ASIA REAL ESTATE FUND I, LP

Form	8865 (2011)				Page 5
Sch	nedule L Balance Sheets pe	r Books. (Not requir	red if Item G9, page 1,	is answered "Yes.")	
		Beginnir	ng of tax year	End c	f tax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a					
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7a	Loans to partners				
b	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets			_	
	Liabilities and Capital				
15	Accounts payable			_	
16	Mortgages, notes, bonds payable in less than 1 year			_	
17	Other current liabilities (attach statement)			_	
18	All nonrecourse loans			_	
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

Form 8865 (2011)

INV	JESCO ASIA REAL ESTATE FUND I, LP		98-0612576	
Form	8865 (2011)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Al	location		
			(a) Beginning of tax year	(b) End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Los			t required if Item G9, page
	1, is answered "Yes.")	,.	. ,	
		6 Inco	ome recorded on books this	
1	Net income (loss) per books		r not included on Schedule K,	
2	Income included on Schedule K,		s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		-exempt interest \$	
	and 11 not recorded on books	u rux		
	this year (itemize):	<b>7</b> Ded	uctions included on Schedule	
3	Guaranteed payments (other		nes 1 through 13d, and 16l not	
5	than health insurance)		•	
4	Expenses recorded on books		ged against book income this	
4		year	(itemize):	
	this year not included on	a Dep	preciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
a	Depreciation \$			
b	Travel and entertainment \$		l lines 6 and 7	
			ome (loss). Subtract line 8	
	Add lines 1 through 4	fron	n line 5	
Sc	hedule M-2 Analysis of Partners' Capital A			ered "Yes.")
1	Balance at beginning of year	6 Dist	tributions: <b>a</b> Cash	
2	Capital contributed:		<b>b</b> Property	
	<b>a</b> Cash	<b>7</b> Oth	er decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
			I lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

Page 7

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form 8865 (2011)

# SCHEDULE O

(Form 8865)
Department of the Treasury
Internal Revenue Service

### Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

1

20

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor CASEY FAMILY PROGRAMS Filer's identifying number 91-0793881

Name of foreign partnership

INVESCO ASIA REAL ESTATE FUND I, LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	<b>(g)</b> Percentage interest in partnership after transfer
Cash	08/31/2011		6,716,000.				13.200
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	<b>(c)</b> Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner			
Part III										
	s any transfer rep section 904(f)(5)(F	-\0	,	to gain recognition			Yes X No			
For Paperwork F	or Paperwork Reduction Act Notice, see the Instructions for Form 8865. Schedule O (Form 8865) 2011									

CASEY FAMILY PROGRAMS INVESCO ASIA REAL ESTATE FUND I, LP		91-0793881 ATTACHMENT 1
FORM 8865, PAGE 2 DETAIL		
SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST	INTEREST	
ADDF	ADDRESS	CHECK IF: ID NUMBER FOR PERS DIR PTNR
ΓЪ	P.O. BOX 31106 89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205 CJ	98-0612575 X X X

ATTACHMENT 1

010

V 11-6

2679BD D15X

INVESCO ASIA REAL ESTATE FUND I, LP		ATTACHMENT 2
FORM 8865, PAGE 2 DETAIL		
ERTAIN PARTNERS	OF FOREIGN PARTNERSHIP	
NAME	ADDRESS	CHECK IF: ID NUMBER FOR PERS
THE MISSOURI LOCAL AREA GOVENMENT FMDIOVFFS PFTIFFMENT SYSTFM	701 WEST MAIN STREET	43-0920919
	JEFFERSON CITY MO 65102	2
2679BD D15X	V 11-6 010	ATTACHMENT 2

91-0793881

CASEY FAMILY PROGRAMS

orm 8865	Ret	urn of U	.S. Pers	ons Wit	th Resp	ect to		OMB No. 1	545-1668
		Certain ► Attach to	n Foreig	I <b>n Partn</b> rn. See separ	erships ate instruction	ns.		20	11
epartment of the Treasur ternal Revenue Service		ormation furr				ax year		Attachment Sequence No.	118
lame of person filing this		0 7 7 7	- ,		ler's identifyi	ng number		eequeinee rier	
CASEY FAMILY H			A Ostanam			-079388			\}-
iler's address (if you are	not filing this form with you	r tax return)	A Category	of filer (see Cate	3	S IN the Instr	uctions and check	с арріїсаріе рох(	es <i>))</i> :
				year beginning		/2011	, and ending.	12/31/	2011
	pilities: Nonrecourse \$			nonrecourse fi			Other \$		
If filer is a member Name	r of a consolidated grou	p but not the p	parent, enter	EIN		out the pare	nt:		
Address				2.1.					
Information about	certain other partners (s	ee instructions	)				(1) 01		
(1) Name		(2	2) Address		(3) Identifyi	ng number	. ,	ck applicable bo	Constructive
							Category 1	Category 2	owner
4 Nove	-ff								
	o <b>f foreign partnership</b> RIEDMAN CAPITAI	סאסייאדים	S WIT ID				<b>2(a) EIN (if a</b> 98-061	2,	
	PLAZA, 12TH FLO		J VII DI					ce ID number (	see instr.)
AN FRANCISCO,	•								
							3 Country un CJ	der whose law	s organize
Date of organization	5 Principal place of business	6 Principal activity c	business ode number	7 Principa activity FINA	al business		ional currency	8b Exchang (see inst	
09/30/2008	CJ	523	900	INVESTM	ENT AC	DO	LLAR		
	ng information for the f	<b>v</b> .	. ,	1					
United States	nd identifying number of	agent (il any) i	nine		if the foreign orm 1042		-	X Form 106	5 or 1065-
					e Center whe		65 or 1065-B is		0 01 1000-
	of foreign partnership	s agent in coun	try of	4 Name a records	and address of the foreig	n partnersh	with custody on the location of the location o	f the books and ation of such b	d poks
3 Name and address organization, if any				GEORGIA LEE	ords, if differe	ent			
organization, if any	NVESTORS VII, L.P.								
organization, if any	NVESTORS VII, L.P. E SERVICES, 87 MARY	STREE		C/O HELLMAN	& FRIEDMAN,	, LLC			
organization, if any CLLMAN & FRIEDMAN I O WALKERS CORPORAT GRAND CAYMAN, KY1-	E SERVICES, 87 MARY	STREE		ONE MARITIM	E PLAZA, 12	TH FLOOR			
organization, if any CLLMAN & FRIEDMAN I 'O WALKERS CORPORAT GRAND CAYMAN, KY1-	E SERVICES, 87 MARY			ONE MARITIM SAN FRANCIS	E PLAZA, 12 CO, CA 9411	TH FLOOR		V	
organization, if any CLLMAN & FRIEDMAN I O WALKERS CORPORAT GRAND CAYMAN, KY1- Were any special a	e services, 87 Mary 9005 allocations made by the	foreign partner		ONE MARITIM	E PLAZA, 12 CO, CA 9411	TH FLOOR		X Yes	No
organization, if any CLLMAN & FRIEDMAN I YO WALKERS CORPORAT GRAND CAYMAN, KY1- Were any special i Genter the number attached to this re	allocations made by the of Forms 8858, Information	foreign partner ation Return of	U.S. Persons	ONE MARITIM SAN FRANCIS	E PLAZA, 12' CO, CA 9411 To Foreign Dis	TH FLOOR	ntities, ►		No
organization, if any CLLMAN & FRIEDMAN I O WALKERS CORPORAT GRAND CAYMAN, KY1- Were any special i Enter the number attached to this re How is this partne	e services, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th	foreign partner ation Return of ne law of the c	U.S. Persons	ONE MARITIM SAN FRANCIS With Respect	E PLAZA, 12 CO, CA 94111 To Foreign Di: d?	TH FLOOR	ntities,		No
organization, if any CLLMAN & FRIEDMAN I YO WALKERS CORPORAT GRAND CAYMAN, KY1- Were any special Enter the number attached to this re How is this partne Did the partnership	allocations made by the of Forms 8858, Informaturn (see instructions) rship classified under the o own any separate uni	foreign partner ation Return of ne law of the c ts within the m	U.S. Persons ountry in which neaning of Re	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section	E PLAZA, 122 CO, CA 94111 To Foreign Dis d? on 1.1503-2(c	sregarded E	ntities, ∙∙∙∙∙► TED PARTNI		No
organization, if any ELLMAN & FRIEDMAN I O WALKERS CORPORAT GRAND CAYMAN, KYI- G Were any special a Enter the number attached to this re How is this partne Did the partnershi 1.1503(d)-1(b)(4)?	e services, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th	foreign partner ation Return of ne law of the c ts within the m	U.S. Persons ' ountry in which neaning of Re	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section	E PLAZA, 122 CO, CA 94111 To Foreign Dis d? on 1.1503-2(c	sregarded E	ntities, ∙∙∙∙∙► TED PARTNI		─ No
organization, if any ELLMAN & FRIEDMAN I O WALKERS CORPORAT GRAND CAYMAN, KY1- Were any special a Enter the number attached to this re How is this partner Did the partnershi 1.1503(d)-1(b)(4)? Does this partners The partnersh The value of th	e SERVICES, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th o own any separate uni hip meet <b>both</b> of the fol p's total receipts for the partnership's total as	foreign partner ation Return of he law of the c ts within the m owing requirer tax year were sets at the end	U.S. Persons ountry in which neaning of Re- nents?	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section	E PLAZA, 12 CO, CA 94111 To Foreign Dia d?	sregarded E	ntities, ∙∙∙∙∙► TED PARTNI	ERSHIP	<ul> <li>□ No</li> <li>□ No</li> <li>□ No</li> </ul>
organization, if any ELLMAN & FRIEDMAN I 'O WALKERS CORPORAT GRAND CAYMAN, KY1- J 5 Were any special i 5 Enter the number attached to this re 7 How is this partner 8 Did the partnershi 1.1503(d)-1(b)(4)? 9 Does this partners • The partnersh • The value of th If "Yes," do not co	e SERVICES, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th po own any separate uni hip meet <b>both</b> of the fol p's total receipts for th ne partnership's total as mplete Schedules L, M- natties of periury. I declare	foreign partner ation Return of the law of the c ts within the m owing requirer e tax year were ssets at the end 1, and M-2.	U.S. Persons ountry in which neaning of Re- neants? less than \$25 d of the tax year mined this return	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 60,000 and ar was less that	E PLAZA, 122 CO, CA 94111 TO Foreign Dis d? on 1.1503-2(c in \$1 million.	TH FLOOR sregarded E LIMIT )(3), (4), or } dules and sta	ntities, CED PARTNI ► ► tements. and to to	Yes	
organization, if any ELLMAN & FRIEDMAN I YO WALKERS CORPORAT GRAND CAYMAN, KY1- Were any special a Enter the number attached to this re How is this partners Did the partnership 1.1503(d)-1(b)(4)? Does this partners The value of th The value of th I ff"Yes," d Under pe and belie informatic Form	e SERVICES, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th o own any separate uni hip meet <b>both</b> of the fol ip's total receipts for the partnership's total as mplete Schedules L, M-	foreign partner ation Return of the law of the c ts within the m owing requirer e tax year were sets at the end 1, and M-2. e that I have example te. Declara	U.S. Persons ountry in which neaning of Re- neants? less than \$25 d of the tax year mined this return	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 60,000 and ar was less that	E PLAZA, 122 CO, CA 94111 TO Foreign Dis d? on 1.1503-2(c in \$1 million.	TH FLOOR sregarded E LIMIT )(3), (4), or } dules and sta	ntities, CED PARTNI ► ► tements. and to to	Yes	
organization, if any ELLMAN & FRIEDMAN I /O WALKERS CORPORAT GRAND CAYMAN, KYI- J 5 Were any special a 6 Enter the number attached to this rer 7 How is this partner 8 Did the partnership 1.1503(d)-1(b)(4)? 9 Does this partnership 1.1503(d)-1(b)(4)? 9 Does this partnership 1.1503(d)-1(b)(4)? 9 Does this partnership The value of th If "Yes," do not co an Here b Filing s Form parately 4 Net With	e SERVICES, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th o own any separate uni hip meet <b>both</b> of the fol p's total receipts for th ne partnership's total as mplete Schedules L, M- natties of perjury, I declare f, it is true, correct, and co n of which preparer has an	foreign partner ation Return of the law of the c ts within the m owing requirer tax year were sets at the end 1, and M-2. that I have exal mplete. Declara by knowledge.	U.S. Persons ountry in which neaning of Re- nents? less than \$25 d of the tax year mined this return tion of preparer	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 60,000 and ar was less that	E PLAZA, 122 CO, CA 94111 TO Foreign Dis d? on 1.1503-2(c in \$1 million.	TH FLOOR L Sregarded E LIMIT C)(3), (4), or } dules and sta mited liability	ntities, CED PARTNI ► ► tements. and to to	Yes	
organization, if any ELLMAN & FRIEDMAN I YO WALKERS CORPORAT GRAND CAYMAN, KY1- J Were any special a Enter the number attached to this re How is this partner Did the partnershi 1.1503(d)-1(b)(4)? Does this partnershi The value of th If "Yes," do not co In Here by If You Filing s Form parately d Not With ur. Signal	e SERVICES, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th pown any separate uni hip meet <b>both</b> of the fol p's total receipts for th ne partnership's total as mplete Schedules L, M- natties of perjury, I declare f, it is true, correct, and co n of which preparer has ar	foreign partner ation Return of the law of the c ts within the m owing requirer e tax year were sets at the end 1, and M-2. that I have exal mplete. Declara by knowledge.	U.S. Persons ountry in which neaning of Re- neants? I less than \$25 d of the tax year mined this return tion of preparer	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 60,000 and ar was less that n, including accord (other than gene	E PLAZA, 122 CO, CA 94111 TO Foreign Dis d? on 1.1503-2(c in \$1 million.	TH FLOOR sregarded E LIMIT (4), or } dules and sta mited liability Date	ntities, TED PARTNI TED PAR	Yes Yes Yes best of my knot ) is based on all	
organization, if any ELLMAN & FRIEDMAN I (O WALKERS CORPORAT GRAND CAYMAN, KY1- 5 Were any special a 5 Enter the number attached to this ref 7 How is this partners 8 1.1503(d)-1(b)(4)? 9 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4)? 1.1503(d)-1(b)(4	e SERVICES, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th o own any separate uni hip meet <b>both</b> of the fol p's total receipts for th ne partnership's total as mplete Schedules L, M- natties of perjury, I declare f, it is true, correct, and co n of which preparer has an	foreign partner ation Return of the law of the c ts within the m owing requirer e tax year were sets at the end 1, and M-2. that I have exal mplete. Declara by knowledge.	U.S. Persons ountry in which neaning of Re- nents? less than \$25 d of the tax year nined this return tion of preparer	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 60,000 and ar was less that n, including accord (other than gene	E PLAZA, 122 CO, CA 94111 TO Foreign Dis d? on 1.1503-2(c in \$1 million.	TH FLOOR L Sregarded E LIMIT C)(3), (4), or } dules and sta mited liability	ntities, CED PARTNI ► ► tements. and to to	ERSHIP Yes Yes he best of my known b is based on all if PTIN	□ No
organization, if any ELLMAN & FRIEDMAN I /O WALKERS CORPORAT GRAND CAYMAN, KY1- J Were any special a Enter the number attached to this re How is this partner Did the partnershi 1.1503(d)-1(b)(4)? Does this partnersh The partnersh The value of th If "Yes," do not co primer Filing Filin	e SERVICES, 87 MARY 9005 allocations made by the of Forms 8858, Informa turn (see instructions) rship classified under th o own any separate uni hip meet <b>both</b> of the fol ip's total receipts for the partnership's total as <u>mplete Schedules L, M- nalties of perjury, I declare</u> f, it is true, correct, and co n of which preparer has ar ture of general partner or I preparer's name	foreign partner ation Return of the law of the c ts within the m owing requirer e tax year were sets at the end 1, and M-2. that I have exal mplete. Declara by knowledge.	U.S. Persons ountry in which neaning of Re- neants? I less than \$25 d of the tax year mined this return tion of preparer	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 60,000 and ar was less that n, including accord (other than gene	E PLAZA, 122 CO, CA 94111 TO Foreign Dis d? on 1.1503-2(c in \$1 million.	TH FLOOR sregarded E LIMIT (4), or } dules and sta mited liability Date	ntities, TED PARTNI TED PAR	ERSHIP Yes Yes he best of my kno b is based on all if PTIN loyed	□ No
organization, if any ELLMAN & FRIEDMAN I /O WALKERS CORPORAT GRAND CAYMAN, KYI- J 5 Were any special a 6 Enter the number attached to this re 7 How is this partne 8 Did the partnership 1.1503(d)-1(b)(4)? 9 Does this partnersh The value of th If "Yes," do not co gn Here hy if You e Filing is Form Did the partnersh The value of th If "Yes," do not co gn Here hy if You e Filing is Form Print/Type Print/Type	e ►	foreign partner ation Return of the law of the c ts within the m owing requirer e tax year were sets at the end 1, and M-2. that I have exal mplete. Declara by knowledge.	U.S. Persons ountry in which neaning of Re- neants? I less than \$25 d of the tax year mined this return tion of preparer	ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 60,000 and ar was less that n, including accord (other than gene	E PLAZA, 122 CO, CA 94111 TO Foreign Dis d? on 1.1503-2(c in \$1 million.	TH FLOOR sregarded E LIMIT (4), or } dules and sta mited liability Date	tements, and to th CED PARTNI	ERSHIP Yes Yes he best of my kno is based on all if PTIN loyed N►	□ No

	n 8865 (2	2011)						Page 2
Sc	hedul	e A Constructive Ow box b, enter the interest you const a X Owns a direct	nership of Partnership Interest. Che name, address, and U.S. taxpayer ide tructively own. See instructions.		at apply er (if any)	to the ) of th	e filer. If y ie person	/ou checl (s) whose
							Check if	Check if
		Name	Address	Identifying nu	mber (if any	/)	foreign person	direct partner
Sc	hedul	e A-1 Certain Partners o	<b>f Foreign Partnership</b> (see instructio	ons)				Check if
		Name	Address	Identifyir	ng number	(if any)		foreign person
Do	as the r	aartaarshin hayo any other fo	reign person as a direct partner?					
		e A-2 Affiliation Schedu	le. List all partnerships (foreign or do directly owns a 10% interest.				<u>Yes</u> partnershi	ip owns a
		Name	Address	EIN (if any	)		al ordinary ome or loss	Check if foreign partnership
						_		
80	hedule	P Incomo Statomon	t - Trade or Business Income					
			income and expenses on lines 1a through	h 22 below. See t	the instruc	tions fo	or more info	ormation.
	1a (	Gross receipts or sales	1a					
		Less returns and allowances			1c			
					2			
ome	3 (	Gross profit. Subtract line 2 fr	om line 1c		3			
çõ			other partnerships, estates, and trusts (atta	ch statement) *	4			
2	5 I	Net farm profit (loss) (attach \$	Schedule F (Form 1040))		5			
	6	Net gain (loss) from Form 479	97, Part II, line 17 (attach Form 4797)		6 7			
	7 (							
	8 -	Total income (loss). Combine	lines 3 through 7		8			
	9 :	Salaries and wages (other tha	an to partners) (less employment credits)		9			
~	10 (	Guaranteed payments to partr	ners		10			
tions	11	Repairs and maintenance			11			
imita	12	Bad debts			12			
s for					13			
ction		Taxes and licenses			14			-
istruc					15			
(see instructions for limitations)			ch Form 4562)		16c			
			sewhere on return [16b]		160			
ő			and gas depletion.)		17			
ucti					10			
Deductions			ement)		20			
_			ounts shown in the far right column for lines 9		21			
	22	Ordinary business income (loss)	from trade or business activities. Subtract line	21 from line 8	22			
ISA		*					Form 8	865 (2011)

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s <b>(f) Gain or (loss)</b> Subtract (e) from (d)	
1							
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2 _				
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37				
4	4 Short-term capital gain (loss) from like-kind exchanges from Form 8824						
5							
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11	mbine lines 1 tl	nrough 5 in col	umn (f). Enter h	ere and on		

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or othe (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from s	Schedule D-1 (Forr	m 1065), line 8			8	
9	Long-term capital gain from installment sale	es from Form 625	2, line 26 or 37			9	
10	Long-term capital gain (loss) from like-kind	exchanges from F	orm 8824			10	
11	Partnership's share of net long-term capi gains (losses), from other partnerships, esta		11				
12	Capital gain distributions					12	
13	<b>Net long-term capital gain or (loss).</b> Co Form 8865, Schedule K, line 9a or 11.		-			13	

Page	4
------	---

Form 88	65 (2011)			Page <b>4</b>
Schee	dule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825).	2	
	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
~	4	Guaranteed payments	4	
Income (Loss)	5	Interest income	5	
Ľ	6	Dividends: <b>a</b> Ordinary dividends	6a	
me		b Qualified dividends 6b		
00	7	Royalties	7	
-	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	с	Unrecaptured section 1250 gain (attach statement)		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type ►	11	
6	12	Section 179 deduction (attach Form 4562)	12	
üo	13 a	Contributions	13a	
lcti	b	Investment interest expense	13b	
Deductions	с	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►	13c(2)	
ŏ	d	Other deductions (see instructions) Type	13d	
. 2+	14 a	Net earnings (loss) from self-employment	14a	
Self- Employ- ment	b	Gross farming or fishing income	14b	
	c	Gross nonfarm income		
	15 a		15a	
			15b	
Credits	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
ree	d	Other rental real estate credits (see instructions) Type	15d	
0	е	Other rental credits (see instructions) Type	15e	
	f	Other credits (see instructions) Type ►	15f	
	16a	Name of country or U.S. possession ►		
		Gross income from all sources	16b	
S		Gross income sourced at partner level	16c	
sactions		Foreign gross income sourced at partnership level		
act	d		16f	
		Deductions allocated and apportioned at partner level		
Ĕ	q	Interest expense  h Other	16h	
Foreign Tran	J	Deductions allocated and apportioned at partnership level to foreign source income		
ore	i	Passive category  j General category  k Other (attach statement)	16k	
ŭ	I	Total foreign taxes (check one): ► Paid Accrued	161	
	m		16m	
	n	Other foreign tax information (attach statement)		
×	17 a	Post-1986 depreciation adjustment	17a	
Alternative Minimum Tax (AMT) Items	b	Adjusted gain or loss	17b	
Ite nat	с	Depletion (other than oil and gas)	17c	
T)	d	Oil, gas, and geothermal properties - gross income	17d	
AliAl	е	Oil, gas, and geothermal properties - deductions	17e	
	f	Other AMT items (attach statement)	17f	
	18 a	Tax-exempt interest income	18a	
Other Information	b	Other tax-exempt income	18b	
nat	c	Nondeductible expenses	18c	
orn	19 a	Distributions of cash and marketable securities	19a	
Inf	b	Distributions of other property	19b	
ler	20 a	Investment income	20a	
Oth	b	Investment expenses	20b	
0	с	Other items and amounts (attach statement)		

### HELLMAN AND FRIEDMAN CAPITAL PARTNERS VII LP

Form 8865 (2011)				Page 5
Schedule L Balance Sheets pe	r Books. (Not require	d if Item G9, page 1,	is answered "Yes.")	<u>_</u>
	Beginning	of tax year	End of	tax year
Assets	(a)	(b)	(c)	(d)
1 Cash				
2 a Trade notes and accounts receivable				
<b>b</b> Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
<b>b</b> Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
<b>b</b> Less accumulated depreciation				
<b>10 a</b> Depletable assets				
<b>b</b> Less accumulated depletion				
<b>11</b> Land (net of any amortization)				
<b>12 a</b> Intangible assets (amortizable only)				
<b>b</b> Less accumulated amortization				
<b>13</b> Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
<b>19</b> Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Form 8865 (2011)

HEI	LLMAN AND FRIEDMAN CAPITAL PARTNERS VI	II LP		98-0611116	
-	n 8865 (2011)				Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Allocat	tion			
				<b>(a)</b> Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets				
2	Total foreign assets:				
а	Passive category				
	General category				
	Other (attach statement)				
	hedule M-1 Reconciliation of Income (Loss) p	er Books W	/ith In	come (Loss) per Return. (N	Not required if Item G9, page
	1, is answered "Yes.")				1 1 0
		6	Incor	ne recorded on books this	
1	Net income (loss) per books		vear	not included on Schedule K,	
2	Income included on Schedule K		•	1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a		exempt interest \$	
	and 11 not recorded on books		- Tux		
	this year (itemize):	7		 ctions included on Schedule	
3	Guaranteed payments (other	<b>'</b>		es 1 through 13d, and 16l not	
3	than health insurance)			ed against book income this	
4	Expenses recorded on books			-	
4			year (	itemize):	
	this year not included on	č	a Depr	eciation \$	
	Schedule K, lines 1 through				
	13d, and 16l (itemize):				
	Depreciation \$				
b	Travel and entertainment \$	8		lines 6 and 7	
		9		ne (loss). Subtract line 8	
5	Add lines 1 through 4		from	line 5	
Sc	hedule M-2 Analysis of Partners' Capital Accou	u <b>nts.</b> (Not re			vered "Yes.")
1	Balance at beginning of year	6	Distr		
2	Capital contributed:			<b>b</b> Property	
	<b>a</b> Cash	7	Othe	r decreases (itemize):	
	<b>b</b> Property				
3	Net income (loss) per books				
4	Other increases (itemize):				
	· · ·	8		lines 6 and 7	
		9		nce at end of year. Subtract	
5	Add lines 1 through 4			3 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
	Interest paid				
	Other				
	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions.				

Form 8865 (2011)

# SCHEDULE O

(Form 8865)							
Department of the Treasury							
Internal Revenue Service							

## Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

1

20

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor

Filer's identifying number 91-0793881

Name of foreign partnership

CASEY FAMILY PROGRAMS

HELLMAN AND FRIEDMAN CAPITAL PARTNERS VII LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	<b>(g)</b> Percentage interest in partnership after transfer
Cash	VAR		1,288,368.				.163
Marketable 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**

<b>(a)</b> Type of property	<b>(b)</b> Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	s any transfer repsection 904(f)(5)(F	-\0	,	to gain recognition			Yes X No
		,	structions for Form 8		<u></u>		O (Form 8865) 2011

-orm 8865	Re	turn of U	.S. Pers	ons Wit	th Resp	ect to		OMB No. 1	545-1668
		Certai ► Attach to	n Foreig	In Partn	erships ate instruction	ons.		20	11
Department of the Treasu nternal Revenue Service									
Name of person filing this		0, , , ,	- •		ler's identifyi	ng number		eequeinee nei	
CASEY FAMILY						-079388	-		
iler's address (if you are	e not filing this form with y	our tax return)	A Category	of filer (see Cate	gories of Filer	s in the instr	uctions and chec	k applicable box(	es)):
						/2011		12/31/	2011
			B Filer's tax	year beginning		, 2011	, and ending.	10,01/	
Filer's share of lia	bilities: Nonrecourse \$	\$	Qualified	nonrecourse fi	inancing \$		Other \$		
If filer is a member	r of a consolidated gr	oup but not the	parent, enter			out the pare	nt:		
Name				EIN					
Address									
Information about	certain other partners	(see instructions	;)						
(1) Nome					(2) Identifui	ng pumbor	(4) Che	eck applicable bo	. ,
(1) Name		(4	2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive owner
1 Name and addres	s of foreign partnership	)					2(a) EIN (if a	ny)	
HIELD, LP							98-100	9474	
NE MARITIME	PLAZA, 12TH FI	LOOR					2(b) Referen	ce ID number (	see instr.)
SAN FRANCISCO	, CA 94111						<b>0</b> O		
							CA	der whose law	is organized
4 Date of	5 Principal place of	6 Principal			al business	8a Funct	ional currency	8b Exchan	
organization	business	activity c	ode number	FINA	NCE	US I	OLLAR	(see ins	r.)
06/21/2011	CA		3900	INVESTM	ENT AC				
	ing information for the	e foreign partners	ship's tax year:						
	•								
	nd identifying number	of agent (if any)	in the		if the foreign		г	V = 400	- 1005 -
1 Name, address, a	•	of agent (if any)	in the	F F	orm 1042	For	m 8804 [		5 or 1065-E
1 Name, address, a	•	of agent (if any)	in the	F F	orm 1042 e Center whe	For	г		5 or 1065-E
<ol> <li>Name, address, a United States</li> <li>Name and addres</li> </ol>	nd identifying number			Service EFII 4 Name a	orm 1042 e Center whe LE and address of	For Form 100	m 8804 [ 65 or 1065-B is ) with custody o	filed: f the books an	d
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any</li> </ol>	nd identifying number s of foreign partnersh			Service EFII 4 Name a records and rec	orm 1042 e Center whe LE and address of of the foreig ords, if different	For Form 100 of person(s in partnersh	m 8804 [ 65 or 1065-B is	filed: f the books an	d
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any HIELD INVESTORS, L</li> </ol>	nd identifying number s of foreign partnersh / P			File File File File File File File File	orm 1042 e Center whe LE and address of of the foreig ords, if differe	For Form 100 of person(s n partnersh ent	m 8804 [ 65 or 1065-B is ) with custody o	filed: f the books an	d
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any HIELD INVESTORS, L</li> <li>BANKERS HALL E</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW			Service EFII 4 Name a records and rec	e Center whe LE and address of of the foreig ords, if differ AND FRIEDM	For re Form 100 of person(s in partnersh ent	m 8804 [ 65 or 1065-B is ) with custody o	filed: f the books an	d
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any HIELD INVESTORS, L</li> <li>BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW			For Service EFII 4 Name a records and rec GEORGIA LEE C/O HELLMAN	AND FRIEDM.	of person(s n partnerst ent	m 8804 [ 65 or 1065-B is ) with custody o	filed: f the books an	d
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any HIELD INVESTORS, L</li> <li>SOO BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>A</li> <li>Were any special</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th	ip's agent in coun	ntry of	For Service EFII 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS	Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 9411:	For re Form 100 of person(s n partnerst ent	m 8804 [ 65 or 1065-B is ) with custody o hip, and the loca	filed: f the books an	d
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any HIELD INVESTORS, L</li> <li>BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Inform	ip's agent in coun ne foreign partner mation Return of	rship?	File Service EFII 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS	AND FRIEDM. E PLAZA, 12 <sup>o</sup> CO, CA 9411	For re Form 100 of person(s in partnershent AN LLC TH FLOOR 1 sregarded E	m 8804 [ 65 or 1065-B is ) with custody o nip, and the loca	filed: f the books an ation of such b	d ooks
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any HIELD INVESTORS, L</li> <li>BANKERS HALL E</li> <li>BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this reasonal states</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Infor eturn (see instructions)	ip's agent in coun ne foreign partner mation Return of	try of ship?	File Service EF11 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS	AND FRIEDM Co, CA 94111	For re Form 100 of person(s in partnerst ent AN LLC TH FLOOR 1 sregarded E	m 8804 [ 65 or 1065-B is ) with custody o nip, and the loc:	filed: f the books an ation of such b	d ooks
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any HIELD INVESTORS, L</li> <li>BANKERS HALL E</li> <li>BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this reattached to this reattached</li> <li>How is this partner</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Informeturn (see instructions) ership classified under	ip's agent in coun ne foreign partner mation Return of r the law of the c	rship? U.S. Persons	File Service EF11 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS	AND FRIEDM. Co, CA 9411 To Foreign Di	For re Form 100 of person(s in partnerst ent AN LLC IH FLOOR 1 sregarded E	m 8804 [ 65 or 1065-B is ) with custody o nip, and the loca 	filed: f the books an ation of such b	d ooks
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any HIELD INVESTORS, L</li> <li>BANKERS HALL E</li> <li>BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this re</li> <li>How is this partner</li> </ol>	nd identifying number s of foreign partnersh P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Infor eturn (see instructions) ership classified under p own any separate u	ip's agent in coun ne foreign partner mation Return of r the law of the c units within the m	ship? U.S. Persons country in whick	File Service EFII 4 Name a records and re	orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12° CO, CA 94111 To Foreign Di d? on 1.1503-2(or cords)	For re Form 100 of person(s nn partnerst ent AN LLC TH FLOOR 1 sregarded E LIMIT	m 8804 [ 65 or 1065-B is ) with custody on hip, and the location initian in the location in the location in the location in the location in the location in th	filed: f the books an ation of such b	d ooks
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any HIELD INVESTORS, L</li> <li>500 BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this rest</li> <li>How is this partness</li> <li>Did the partnershi 1.1503(d)-1(b)(4)?</li> <li>Does this partness</li> </ol>	nd identifying number s of foreign partnersh P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Inform eturn (see instructions) ership classified under p own any separate u	ip's agent in coun ne foreign partner mation Return of r the law of the c units within the n	try of ship? U.S. Persons country in which neaning of Re- ments?	File Service EF11 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS With Respect	orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12° CO, CA 94111 To Foreign Di d? on 1.1503-2(or cords)	For re Form 100 of person(s nn partnerst ent AN LLC TH FLOOR 1 sregarded E LIMIT	m 8804 [ 65 or 1065-B is ) with custody on hip, and the location initian in the location in the location in the location in the location in the location in th	filed: f the books an ation of such b	d ooks No
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any HIELD INVESTORS, L</li> <li>BANKERS HALL E</li> <li>BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this ref</li> <li>How is this partners</li> <li>Did the partnersh 1.1503(d)-1(b)(4)?</li> <li>Does this partnersh The partnersh</li> <li>The value of t</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Inform eturn (see instructions) ership classified under p own any separate under ship meet <b>both</b> of the f nip's total receipts for he partnership's total	ip's agent in coun ne foreign partner mation Return of r the law of the c units within the n following requirer the tax year were assets at the en	rship? U.S. Persons country in which neaning of Re- ments? e less than \$25	File Service EF11 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 60,000 and	AND FRIEDM Co, CA 9411 To Foreign Di d?	For re Form 100 of person(s nn partnerst ent AN LLC TH FLOOR 1 sregarded E LIMIT	m 8804 [ 65 or 1065-B is ) with custody on hip, and the location initian in the location in the location in the location in the location in the location in th	filed: f the books an ation of such b	d ooks No
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any HIELD INVESTORS, L</li> <li>BANKERS HALL E</li> <li>BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this ref</li> <li>How is this partners</li> <li>The value of the partnersh</li> <li>The value of the state</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Infor eturn (see instructions) ership classified under p own any separate u ship meet <b>both</b> of the f hip's total receipts for he partnership's total pomplete Schedules L,	ip's agent in coun ne foreign partner mation Return of r the law of the c units within the n following requirer the tax year were assets at the en M-1, and M-2.	atry of rship? U.S. Persons ' country in which neaning of Re- ments? e less than \$25 d of the tax yea	File Service EF11 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS With Respect th it is organize gulations section 60,000 and ar was less that	orm 1042 Center whe LE and address of of the foreig ords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 94112 To Foreign Di d? on 1.1503-2(constant)	For re Form 100 of person(s n partnerst ent AN LLC TH FLOOR 1 sregarded E LIMI c)(3), (4), or }	m 8804 [ 65 or 1065-B is ) with custody o nip, and the location nip, and the location nitities, EED PARTNI	filed: f the books an ation of such b X Yes ERSHIP Yes Yes	dooks No X No X No
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any HIELD INVESTORS, L</li> <li>DO BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this ref</li> <li>How is this partnersh</li> <li>1.1503(d)-1(b)(4)?</li> <li>Does this partnersh</li> <li>The value of the value of the value of the value of the stilling</li> <li>If "Yes," do not co</li> <li>and beligier</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Infor eturn (see instructions) ership classified under p own any separate u ship meet <b>both</b> of the f ip's total receipts for he partnership's total omplete Schedules L, I enalties of perjury, I decli f, it is true, correct, and	ip's agent in count ne foreign partner mation Return of r the law of the c units within the n following requirer the tax year were assets at the en M-1, and M-2. are that I have exa complete. Declara	try of ship? U.S. Persons country in which neaning of Re- neents? e less than \$25 d of the tax yea mined this return	File Service EFII 4 Name a records and the service servic	orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 9411 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	For re Form 100 of person(s in partnerst ent AN LLC IH FLOOR I sregarded E (J)(3), (4), or } dules and sta	m 8804 [ 65 or 1065-B is ) with custody o hip, and the location intities, TED PARTNI	filed: f the books an ation of such b X Yes ERSHIP Yes he best of my known	dooks No X No X No
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any HIELD INVESTORS, L</li> <li>DO BANKERS HALL E</li> <li>ALGARY, ALBERTA T2 A</li> <li>Were any special</li> <li>Enter the number attached to this ref How is this partners</li> <li>The value of the partnersh I.1503(d)-1(b)(4)?</li> <li>Does this partnersh The value of the partnersh</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Inform eturn (see instructions) ership classified under p own any separate under p own any separate under ip own any separate under ip own any separate under ip own any separate under in of ket the second second second ship meet <b>both</b> of the f hip's total receipts for he partnership's total complete Schedules L, in alties of perjury, I declus of, it is true, correct, and on of which preparer has	ip's agent in count ne foreign partner mation Return of r the law of the c units within the n collowing requirer the tax year were assets at the en- M-1, and M-2. are that I have exal complete. Declara- any knowledge.	ntry of rship? U.S. Persons country in which neaning of Re- nents? e less than \$25 d of the tax yea mined this return ation of preparer	File Service EFII 4 Name a records and the service servic	orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 9411 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	For re Form 100 of person(s in partnerst ent AN LLC IH FLOOR I sregarded E (J)(3), (4), or } dules and sta	m 8804 [ 65 or 1065-B is ) with custody o hip, and the location intities, TED PARTNI	filed: f the books an ation of such b X Yes ERSHIP Yes he best of my known	dooks No X No X No
<ol> <li>Name, address, a United States</li> <li>Name and addres organization, if any HIELD INVESTORS, L</li> <li>SOO BANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this re</li> <li>How is this partners</li> <li>The partnershing 1.1503(d)-1(b)(4)?</li> <li>Does this partners</li> <li>The value of the spartnerstic on the sparately diver Yes, "do not cor</li> <li>Inferming Here may if You estimation</li> </ol>	nd identifying number s of foreign partnersh P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Information atturn (see instructions) prship classified under p own any separate under p own any separate under the partnership's total omplete Schedules L, malties of perjury, I declify it is true, correct, and on of which preparer has atture of general partner of	ip's agent in count ne foreign partner mation Return of r the law of the c units within the n collowing requirer the tax year were assets at the en- M-1, and M-2. are that I have exal complete. Declara- any knowledge.	ntry of rship? U.S. Persons country in which neaning of Re- nents? e less than \$25 d of the tax yea mined this return ation of preparer	File Service EFII 4 Name a records and the service servic	orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 9411 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	For re Form 100 of person(s in partnerst ent AN LLC IH FLOOR I sregarded E (J)(3), (4), or } dules and sta	m 8804 [ 65 or 1065-B is ) with custody o hip, and the location intities, TED PARTNI	filed: f the books an ation of such b X Yes ERSHIP Yes Yes he best of my known r) is based on all	dooks No X No X No
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any HIELD INVESTORS, L</li> <li>D0 BANKERS HALL E</li> <li>NOBANKERS HALL E</li> <li>ALGARY, ALBERTA T2</li> <li>Were any special</li> <li>Enter the number attached to this ref</li> <li>How is this partnerst attached to this ref</li> <li>How is this partnerst 1.1503(d)-1(b)(4)?</li> <li>Does this partnerst The partnerst The value of t If "Yes," do not co gen Here my if You e Filing is Form parately d Not With Wir Tax</li> <li>Print/Type</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Inform eturn (see instructions) ership classified under p own any separate under p own any separate under ip own any separate under ip own any separate under ip own any separate under in of ket the second second second ship meet <b>both</b> of the f hip's total receipts for he partnership's total complete Schedules L, in alties of perjury, I declus of, it is true, correct, and on of which preparer has	ip's agent in count ne foreign partner mation Return of r the law of the c units within the n following requirer the tax year were assets at the en M-1, and M-2. are that I have exa complete. Declara any knowledge.	ntry of rship? U.S. Persons country in which neaning of Re- nents? e less than \$25 d of the tax yea mined this return ation of preparer	File Service EFII 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 50,000 and ar was less that h, including accords and a section (other than generic)	orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 9411 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	For re Form 100 of person(s nn partnerst ent AN LLC TH FLOOR 1 Sregarded E LIMI C)(3), (4), or } dules and sta mited liability	m 8804 [ 65 or 1065-B is ) with custody o hip, and the location ntities, 	filed: f the books an ation of such b X Yes ERSHIP Yes Person Yes he best of my known r) is based on all if PTIN	dooks No X No X No
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any source of the states</li> <li>Name and address organization, if any source of the states</li> <li>Name and address organization, if any source states</li> <li>Name and address organization, if any source states</li> <li>Were any special</li> <li>Enter the number attached to this rest attached to this rest tatached to this rest attached to this rest tatached to this rest attached to this rest bid the partnersh 1.1503(d)-1(b)(4)?</li> <li>Does this partnersh The value of t informati and belie informati Not With our Tax eturn.</li> <li>Print/Type</li> </ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Inform eturn (see instructions) ership classified under ip own any separate u ship meet <b>both</b> of the f hip's total receipts for he partnership's total omplete Schedules L, f, it is true, correct, and on of which preparer has ture of general partner of preparer's name	ip's agent in count ne foreign partner mation Return of r the law of the c units within the n following requirer the tax year were assets at the en M-1, and M-2. are that I have exa complete. Declara any knowledge.	try of ship? U.S. Persons country in which neaning of Re- ments? e less than \$25 d of the tax yea mined this return ation of preparer	File Service EFII 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 50,000 and ar was less that h, including accords and a section (other than generic)	orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 9411 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	For re Form 100 of person(s nn partnerst ent AN LLC IH FLOOR I Sregarded E ()(3), (4), or } dules and sta mited liability Date	m 8804 [ 65 or 1065-B is ) with custody on inip, and the location initities, TED PARTNI TED PARTNI tements, and to the company member Check self-emp	filed: f the books an ation of such b X Yes ERSHIP Yes Pebest of my known r) is based on all if PTIN loyed	No           X         No           X         No
<ol> <li>Name, address, a United States</li> <li>Name and address organization, if any states</li> <li>Name any states</li> <li>Name any states</li> <li>Name any states<!--</td--><td>nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Inform eturn (see instructions) ership classified under ip own any separate under ip own any separate under ip own any separate under bomplete Schedules L, i enalties of perjury, I decli- f, it is true, correct, and on of which preparer has ture of general partner of preparer's name</td><td>ip's agent in count ne foreign partner mation Return of r the law of the c units within the n following requirer the tax year were assets at the en M-1, and M-2. are that I have exa complete. Declara any knowledge.</td><td>try of ship? U.S. Persons country in which neaning of Re- ments? e less than \$25 d of the tax yea mined this return ation of preparer</td><td>File Service EFII 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 50,000 and ar was less that h, including accords and a section (other than generic)</td><td>orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 9411 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche</td><td>For re Form 100 of person(s nn partnerst ent AN LLC IH FLOOR I Sregarded E ()(3), (4), or } dules and sta mited liability Date</td><td>m 8804 [ 65 or 1065-B is ) with custody o hip, and the location ntities, </td><td>filed: f the books an ation of such b X Yes ERSHIP Yes Yes re best of my kn. r) is based on all if PTIN loyed</td><td>dooks No X No X No</td></li></ol>	nd identifying number s of foreign partnersh / P AST, 855-2ND ST SW P 4K7 allocations made by th of Forms 8858, Inform eturn (see instructions) ership classified under ip own any separate under ip own any separate under ip own any separate under bomplete Schedules L, i enalties of perjury, I decli- f, it is true, correct, and on of which preparer has ture of general partner of preparer's name	ip's agent in count ne foreign partner mation Return of r the law of the c units within the n following requirer the tax year were assets at the en M-1, and M-2. are that I have exa complete. Declara any knowledge.	try of ship? U.S. Persons country in which neaning of Re- ments? e less than \$25 d of the tax yea mined this return ation of preparer	File Service EFII 4 Name a records and rec GEORGIA LEE C/O HELLMAN ONE MARITIM SAN FRANCIS With Respect h it is organize gulations section 50,000 and ar was less that h, including accords and a section (other than generic)	orm 1042 Center whe LE and address of of the foreig cords, if differ AND FRIEDM. E PLAZA, 12' CO, CA 9411 To Foreign Di d? on 1.1503-2(of an \$1 million. mpanying sche	For re Form 100 of person(s nn partnerst ent AN LLC IH FLOOR I Sregarded E ()(3), (4), or } dules and sta mited liability Date	m 8804 [ 65 or 1065-B is ) with custody o hip, and the location ntities, 	filed: f the books an ation of such b X Yes ERSHIP Yes Yes re best of my kn. r) is based on all if PTIN loyed	dooks No X No X No

SHIELD, LP	
Form 8865 (2011)	

2

	n 8865 (2011) chedule A	<b>Constructive Own</b> box <b>b</b> , enter the interest you const <b>a</b> $\boxed{X}$ Owns a direct	nership of Partnership Ir name, address, and U.S. ructively own. See instruc	iterest. Che taxpayer ide tions.				iler. If y person	you chec (s) whose
	Ν	a A Owns a direct	Address	0	Identifying nu		/) C	Check if foreign person	Check if direct partner
So	chedule A-1	Certain Partners o	<b>f Foreign Partnership</b> (Se Address	e instructio		ng number (	(if any)		Check if foreign person
_	es the partner chedule A-2	Affiliation Schedu	reign person as a direct partne le. List all partnerships (fo directly owns a 10% inter	oreign or do	pmestic) in whic			Yes rtnersh	No ip owns
	N	lame	Address		EIN (if any	)		ordinary e or loss	Check if foreign partnership
	<ul> <li>1 a Gross r</li> <li>b Less re</li> <li>2 Cost of</li> <li>3 Gross r</li> <li>4 Ordinar</li> <li>5 Net farr</li> <li>6 Net gai</li> <li>7 Other in</li> </ul>	only trade or business ecceipts or sales turns and allowances goods sold profit. Subtract line 2 fr y income (loss) from c m profit (loss) (attach 5 n (loss) from Form 475 ncome (loss) (attach sta	om line 1c ther partnerships, estates, an Schedule F (Form 1040)) 97, Part II, line 17 (attach For atement)	es 1a throug 1a 1b nd trusts (atta rm 4797)	ch statement)*	1c 2 3 4 5 6 7	tions for	more inf	ormation.
<b>Deductions</b> (see instructions for limitations)	<ul> <li>9 Salaries</li> <li>10 Guaran</li> <li>11 Repairs</li> <li>12 Bad del</li> <li>13 Rent</li> <li>14 Taxes a</li> <li>15 Interest</li> <li>16a Deprect</li> <li>b Less de</li> <li>17 Depleti</li> <li>18 Retiren</li> <li>19 Employ</li> </ul>	s and wages (other that teed payments to partrist and maintenance bts and licenses t iation (if required, attac epreciation reported el- on ( <b>Do not</b> deduct oil a nent plans, etc. vee benefit programs	lines 3 through 7         an to partners) (less employm hers         ch Form 4562)         sewhere on return         ind gas depletion.)	ent credits) .		8       9       10       11       12       13       14       15       16c       17       18       19       20			
			ounts shown in the far right colu			21			

4

|--|

SHIELD, LP Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

98-1009474

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

		-			1		
	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other ba (see instructions)		<b>(f) Gain or (loss)</b> Subtract (e) from (d)
1							
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2			2	
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37			3	
4	Short-term capital gain (loss) from like-kind ex		4				
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships		5				
6	Net short-term capital gain or (loss). Co Form 8865, Schedule K, line 8 or 11	mbine lines 1 tl	hrough 5 in col	umn (f). Enter h	ere and on	6	

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year) (d) Sales price (see instructions)		(e) Cost or othe (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from S	· · · · · · · · ·	8				
9	Long-term capital gain from installment sale		9				
10	Long-term capital gain (loss) from like-kind		10				
11	Partnership's share of net long-term capit gains (losses), from other partnerships, estate	11					
12	Capital gain distributions		12				
13	Net long-term capital gain or (loss). Cor Form 8865, Schedule K, line 9a or 11		-			13	

SHIELD, LP

Form 8865 (2011)					
Sched	lule K	Partners' Distributive Share Items		Total amount	
Income (Loss)	1	Ordinary business income (loss) (page 2, line 22)	1		
	2	Net rental real estate income (loss) (attach Form 8825).	2		
	3 a	Other gross rental income (loss) 3a			
	b	Expenses from other rental activities (attach statement) 3b			
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c		
	4		4		
	5	Guaranteed payments	5		
	6	Interest income Dividends: <b>a</b> Ordinary dividends	6a		
	U		Ua		
	-	b Qualified dividends 6b	7		
	7	Royalties	7 8		
	8	Net short-term capital gain (loss)	-		
	9 a	Net long-term capital gain (loss)	9a		
	b	Collectibles (28%) gain (loss) 9b	-		
	С	Unrecaptured section 1250 gain (attach statement)	-		
	10	Net section 1231 gain (loss) (attach Form 4797)	10		
Deductions	11	Other income (loss) (see instructions) Type ►	11		
	12	Section 179 deduction (attach Form 4562)	12		
	13 a	Contributions	13a		
nc	b		13b		
bed	С	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►			
		Other deductions (see instructions) Type	13d		
Self- Employ- ment	14 a		14a		
npl nei	b		14b		
_ <u> </u>	C	Gross nonfarm income	14c		
		Low-income housing credit (section 42(j)(5))	15a		
Credits			15b		
	С		15c		
	d	Other rental real estate credits (see instructions) Type ►	15d		
			15e		
	f	Other credits (see instructions) Type ►	15f		
	16 a	Name of country or U.S. possession ►			
	b	Gross income from all sources	16b		
su	С	Gross income sourced at partner level	16c		
sactions		Foreign gross income sourced at partnership level			
	d	Passive category ▶e General category ▶ f Other (attach statement) ▶	16f		
ran		Deductions allocated and apportioned at partner level			
Ч	g		16h		
Foreign Tran		Deductions allocated and apportioned at partnership level to foreign source income			
	i		16k		
ш		Total foreign taxes (check one): ► Paid Accrued	16I		
	m		16m		
		Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17 a	Post-1986 depreciation adjustment	17a		
	b	Adjusted gain or loss	17b		
	С	Depletion (other than oil and gas)	17c		
	d	Oil, gas, and geothermal properties - gross income	17d		
		Oil, gas, and geothermal properties - deductions	17e		
		Other AMT items (attach statement)	17f		
Other Information	18 a	Tax-exempt interest income	18a		
	b	Other tax-exempt income	18b		
	С	Nondeductible expenses	18c		
	19 a	Distributions of cash and marketable securities	19a		
	b	Distributions of other property	19b		
	20 a	Investment income	20a		
			20b		
	С	Other items and amounts (attach statement)			

### SHIELD, LP

Form 8865 (2011)				Page 5	
Schedule L Balance Sheets pe	r Books. (Not requir	red if Item G9, page 1	1, is answered "Yes.")		
	Beginnir	ng of tax year	End of tax year		
Assets	(a)	(b)	(c)	(d)	
<b>1</b> Cash					
2 a Trade notes and accounts receivable					
<b>b</b> Less allowance for bad debts					
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (attach statement)					
7a Loans to partners					
<b>b</b> Mortgage and real estate loans					
8 Other investments (attach statement)					
9 a Buildings and other depreciable assets					
<b>b</b> Less accumulated depreciation					
<b>10 a</b> Depletable assets					
<b>b</b> Less accumulated depletion					
<b>11</b> Land (net of any amortization)					
<b>12 a</b> Intangible assets (amortizable only)					
<b>b</b> Less accumulated amortization					
<b>13</b> Other assets (attach statement)					
14 Total assets					
Liabilities and Capital					
15 Accounts payable					
<b>16</b> Mortgages, notes, bonds payable in less than 1 year					
17 Other current liabilities (attach statement)					
18 All nonrecourse loans					
<b>19</b> Mortgages, notes, bonds payable in 1 year or more					
20 Other liabilities (attach statement)					
21 Partners' capital accounts					
22 Total liabilities and capital					

Form 8865 (2011)

SH	IELD, LP		98-1009474	
	n 8865 (2011)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Allocation			
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
	: Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) per E			Not required if Item G9, page
	1, is answered "Yes.")			
		6 Ir	come recorded on books this	
1	Net income (loss) per books	y	ear not included on Schedule K,	
2	Income included on Schedule K,	lir	nes 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		ax-exempt interest \$	
	and 11 not recorded on books		• • • • • • • • • • • • • • • • • • • •	
	this year (itemize):	<b>7</b> D	eductions included on Schedule	
3	Guaranteed payments (other		lines 1 through 13d, and 16I not	
	than health insurance)		narged against book income this	
4	Expenses recorded on books		ear (itemize):	
	this year not included on	aD	epreciation \$	
	Schedule K, lines 1 through			
	13d, and 16I (itemize):	-		
а	Depreciation \$	-		
b	• Travel and entertainment \$	8 Ā	dd lines 6 and 7	
			come (loss). Subtract line 8	
5	Add lines 1 through 4.		om line 5	
	hedule M-2 Analysis of Partners' Capital Accounts	. (Not requ	ired if Item G9 page 1 is answ	vered "Yes ")
1	Balance at beginning of year			
2	Capital contributed:		b Property	
-	a Cash	7 0	ther decreases (itemize):	
	b Property			
3	Net income (loss) per books			
3 4	Other increases (itemize):			
4			dd lines 6 and 7	
			alance at end of year. Subtract	
5	Add lines 1 through 4		ne 8 from line 5	
<u> </u>				

Form 8865 (2011)

### Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

_				() 0()	
	Transactions of foreign partnership	<b>(a)</b> U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
<u>19</u>	Add lines 10 through 18				
	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form 8865 (2011)

V 11-6

SCH	EDUL	E	0
<pre>/</pre>			

(Form 8865)
Department of the Treasury
Internal Revenue Service

# Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

1

20

Filer's identifying number

91-0793881

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor CASEY FAMILY PROGRAMS

Name of foreign partnership

SHIELD, LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		840,602.				.163
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	<b>(c)</b> Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	<b>(f)</b> Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	s any transfer rep section 904(f)(5)(F	-\0	,	to gain recognition			Yes X No
		,	structions for Form 8	865.	<u></u>		O (Form 8865) 2011

Form <b>88</b>	R65	R	etu	rn of U	.S. Pers	ons Wi	th Res	pect to		OMB No. 1	545-1668
Department o			•	Attach to	n Foreig your tax retunished for th	I <b>n Partn</b> rn. See sepa	rate instruct	<b>S</b> ions.		20 Attachment	11
Internal Rever					2011,and	ending 12	/31/201	1		Sequence No.	. 118
Name of pers	•					Fi	-	/ing number	0.1		
		PROGRAMS	h vour ta	av return)	A Category	of filer (see Cat		1-079388	5⊥ ructions and chec	k applicable box	(es)):
	ss (il you ale		n your te	ax return)	1	2	3	X	4		(00)).
					B Filer's tax	year beginning	01/0	1/2011	, and ending	12/31/	/2011
C Filer's s	hare of lia	bilities: Nonrecours	e\$		Qualified	nonrecourse f	financing \$		Other \$		
		r of a consolidated		but not the				bout the pare			
Name						EI	N				
Address	5										
E Informa	tion about	certain other partne	ers (see	e instructions	)				1		
	(1) Name			G	2) Address		(3) Identif	ying number	(4) Ch	eck applicable b	
				(-	, / luarooo			ying nambol	Category 1	Category 2	Constructive owner
F1 Name a	nd address	s of foreign partners	hip						2(a) EIN (if a	ny)	
		ARTNERS IV L	•						98-070	• •	
WALKER	HOUSE,	87 MARY STR	EET						2(b) Referen	ce ID number	(see instr.)
GEORGE	TOWN,	GRAND CAYMAN	CJ	KY1-9	002						
CJ									3 Country un	der whose lav	vs organized
4 Date of organiza	ation	5 Principal place of business	of	6 Principal activity c	business ode number	7 Princip activity INVEST			tional currency	8b Exchan (see ins	
03/18	8/2011	CJ		525	5990	_					
		ng information for I		• •	. ,						
1 Name, a United S		nd identifying numb	er of a	gent (if any) i	in the	2 Check	if the foreig	n partnership	o must file:		
United	Sidles					[_] F	orm 1042	For	m 8804	Form 106	65 or 1065-B
						Servic	e Center wh	ere Form 10	65 or 1065-B is	filed:	
		s of foreign partners	ship's a	gent in coun	try of				) with custody c hip, and the loc		
-	ation, if any						cords, if diffe		inp, and the loo		
WALKERS WALKERS HO	USE 87 M	ARY STREET						3 GARDEN R			
GEORGE TOW						CENTRAL, HO		5 GARDEN IN	UND		
CJ, KYI-90						нк					
5 Were a	ny special	allocations made by	y the fo	reign partner	ship?				►	Yes	X No
		of Forms 8858, Inf							Entities,		
		turn (see instruction							🕨		
		rship classified und							PTED LIMI	TED PARTI	NERSHIP
	d)-1(b)(4)?	p own any separate				•	1011 1.1503-2	(0)(3), (4), 0		No.	
9 Does th	is partners	hip meet <b>both</b> of the	e follov	ving requirer	nents?				••••	└── Yes	└── No
		ip's total receipts for he partnership's tot					an \$1 million	}		Yes	
		mplete Schedules I						J			-
Sign Here Only If You		nalties of perjury, I de f, it is true, correct, ar									
Are Filing This Form Separately		on of which preparer h				(ourior than goin			company mombo		
and Not With Your Tax	Signa	ture of general partne	er or limi	ted liability cor	mpany member			Date			
Return.	-	preparer's name			Preparer's signa	ture		Date	Check	if PTIN	
Paid					,				self-emp		
Preparer	Firm's nam	ne 🕨						1	Firm's E		
Use Only	Firm's add	-							Phone n		
JSA 1X1910 2.000		work Reduction Act N	lotice, s	ee the separa						Form 8	<b>3865</b> (2011)
267	79BD D1	5X			V 11	1-6		010			

TRUSTBRIDGE	PARTNERS	IV	LΡ
Form 8865 (2011)			

-	n 8865 (2011)						Page <b>2</b>
So	hedule A	Constructive Own box b, enter the interest you const	nership of Partnership Interest. Che name, address, and U.S. taxpayer ide ructively own. See instructions.				you check (s) whose
		<b>a</b> X Owns a direct	interest b	Owns a cons	tructive intere		Ob a shift
	N	ame	Address	Identifying nu	mber (if any)	Check if foreign person	Check if direct partner
Sc	hedule A-1	Certain Partners o	f Foreign Partnership (see instructio	ns)			
	Ν	ame	Address	Identifyir	ng number (if	any)	Check if foreign person
Do	es the partners		eign person as a direct partner?				No
So	chedule A-2	Affiliation Schedu	le. List all partnerships (foreign or do directly owns a 10% interest.				ip owns a
	N	ame	Address	EIN (if any	)	Total ordinary income or loss	Check if foreign partnership
Sc	hedule B	Income Statemen	t - Trade or Business Income				
Ca	ution. Include o		income and expenses on lines 1a through	n 22 below. See t	the instruction	ons for more inf	formation.
		-					
	1a Gross r	eceints or sales	<u>1a</u>				
			1b		1c		
					2		
ð	2 Cost of	goods sold			3		
come			om line 1c		4		
			ther partnerships, estates, and trusts (attac				
<u>-</u>	5 Net farm	n profit (loss) (attach s	Schedule F (Form 1040))		5		
	6 Net gair 7 Other in	ו (loss) from Form 479 וכome (loss) (attach st	97, Part II, line 17 (attach Form 4797) atement)		6 7		
			lines 3 through 7		8		
			in to partners) (less employment credits) lers		10		
(suc					11		
(see instructions for limitations)					12		
for li					13		
tions	14 Taxes a	nd licenses			14		
struc					15		
see in			ch Form 4562)		16c		
			sewhere on return <b>16b</b> nd gas depletion.)		17		
Deductions					18		
luct					19		
Ded			ement)		20		
	21 Total de	eductions. Add the amo	ounts shown in the far right column for lines 9 t	hrough 20	21		
		/ business income (loss)	from trade or business activities. Subtract line 2	21 from line 8	22		
ISA	*					Form 8	865 (2011)

Form 8865 (2011)

TRUSTBRIDGE PARTNERS IV LP Schedule D Capital Gains and Losses (Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

98-0702017

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)	is <b>(f) Gain or (loss)</b> Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from S	Schedule D-1 (For	m 1065), line 2		2	
3	Short-term capital gain from installment sale	s from Form 625	52, line 26 or 37			
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824			
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11	mbine lines 1 tl	hrough 5 in col	umn (f). Enter h	ere and on	

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or othe (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from s	Schedule D-1 (Forr	m 1065), line 8			8	
9	Long-term capital gain from installment sale	es from Form 625	2, line 26 or 37			9	
10	Long-term capital gain (loss) from like-kind	exchanges from F	orm 8824			10	
11	Partnership's share of net long-term capi gains (losses), from other partnerships, esta	<b>U</b> ( ),		•		11	
12	Capital gain distributions					12	
13	<b>Net long-term capital gain or (loss).</b> Co Form 8865, Schedule K, line 9a or 11.		-			13	

Form 8865 (2011)

Partners' Distributive Share Items

Form 8865 (2011)

Schedule K

	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825).	2	
	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c	
s)	4	Guaranteed payments	4	
Income (Loss)	5	Interest income	5	
e (F	6	Dividends: a Ordinary dividends	6a	
Ĕ		b Qualified dividends 6b	-	
Ľ	7	Royalties	7	
-	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)	-	
		Unrecaptured section 1250 gain (attach statement)		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type >	11	
su	12	Section 179 deduction (attach Form 4562)		
ctio		Contributions		
Deductions	a	Investment interest expense	13b	
De	с   d	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ► Other deductions (see instructions) Type ►	13c(2)	
<u> </u>		Net earnings (loss) from self-employment		
Self- Employ- ment		Gross farming or fishing income		
ع <u>ت</u> «		Gross nonfarm income		
		Low-income housing credit (section 42(j)(5))		
		Low-income housing credit (other)		
Credits	c		15c	
Cre	d	Other rental real estate credits (see instructions) Type	15d	
0				
	- e	Other rental credits (see instructions) Type ►	15e	
	f	Other rental credits (see instructions)       Type ▶         Other credits (see instructions)       Type ▶	15e 15f	
	f 16a			
	b	Other credits (see instructions)       Type ►         Name of country or U.S. possession ►	15f 16b	
Su	b	Other credits (see instructions)       Type ►         Name of country or U.S. possession ►	15f 16b	
ctions	b c	Other credits (see instructions)       Type ►         Name of country or U.S. possession ►	15f 16b 16c	
sactions	b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b	
ransactions	b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f	
In Transactions	b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c	
~	b c d	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h	
Foreign Transactions	b c d	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h	
~	b c d g i	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h	
~	b c d g i	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h	
Foreign	b c d i i n m	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h	
Foreign	b c d g i n 17 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16l 16m	
Foreign	b c d g i n 17 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h 16k 16l	
Foreign	b c d i I m 17 a b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16l 16m 17a	
Foreign	b c d i i n 17 a b c d e	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16l 16m 17a 17b 17c 17d 17e	
~	b c d i i f n t7 a b c d e f	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16l 16m 17a 17b 17c 17d 17e 17f	
Alternative Minimum Tax (AMT) Items	b c d i i m n 17 a b c d e f 18 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16k 16k 17a 17b 17c 17d 17c 17f 18a	
Alternative Minimum Tax (AMT) Items	b c d i i m n 17 a b c d e f 18 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16k 16k 17a 17b 17c 17d 17c 17d 17e 17f 18a 18b	
Alternative Minimum Tax (AMT) Items	b c d g i 1 m n 17 a b c d e f 18 a b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16k 16k 16k 17a 17a 17c 17d 17c 17d 17c 17d 17e 18a 18b 18c	
Alternative Minimum Tax (AMT) Items	b c d g i I m 17 a c d e f 18 a b c 19 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16k 16k 16k 17a 17a 17a 17c 17d 17c 17d 17c 17f 18a 18b 18c 19a	
Alternative Minimum Tax (AMT) Items	b c d i i 17 a b c d e f 18 a b c 19 a b	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16l 16k 16l 17a 17b 17c 17d 17c 17d 17e 17f 18a 18b 18c 19a 19b	
Alternative Minimum Tax (AMT) Items	b c d g i 1 m 17 a b c f 18 a b c 19 a b 20 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16l 16k 16l 17a 17b 17c 17d 17c 17d 17e 17f 18a 18b 18c 19a 19b 20a	
Foreign	b c d g i 1 m n 17 a b c f 18 a b c 19 a b 20 a b	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16l 16k 16l 17c 17d 17c 17d 17c 17d 17e 17f 18a 18b 18c 19a 19b 20a 20b	

Form 8865 (2011)

Total amount

Form 8865 (2011)		if the set QQ set as a 1		Page
Schedule L Balance Sheets per Bo	DOKS. (NOT required Beginning of		s answered "Yes.") End of t	0Y 1/00r
Assets		(b)		
	(a)	(0)	(c)	(d)
1 Cash				
2 a Trade notes and accounts receivable				
<b>b</b> Less allowance for bad debts				
3 Inventories	_			
4 U.S. government obligations	_			
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners				
<b>b</b> Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
<b>b</b> Less accumulated depreciation				
10 a Depletable assets				
<b>b</b> Less accumulated depletion				
11 Land (net of any amortization)				
<b>12 a</b> Intangible assets (amortizable only)				
<b>b</b> Less accumulated amortization				
13 Other assets (attach statement)				
4 Total assets				
Liabilities and Capital				
15 Accounts payable				
6 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
8 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Form 8865 (2011)

V 11-6

TRU	USTBRIDGE PARTNERS IV LP		98-0702017	
Form	n 8865 (2011)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Allocation			
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
C	Other (attach statement)			
Sc	hedule M-1 Reconciliation of Income (Loss) per Bo	oks W	/ <mark>ith Income (Loss) per Return</mark> . (No	t required if Item G9, page
	1, is answered "Yes.")			
		6	Income recorded on books this	
1	Net income (loss) per books		year not included on Schedule K,	
2	Income included on Schedule K,		lines 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a	Tax-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7	Deductions included on Schedule	
3	Guaranteed payments (other		K, lines 1 through 13d, and 16I not	
	than health insurance)		charged against book income this	
4	Expenses recorded on books		year (itemize):	
	this year not included on	a	Depreciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
b	Travel and entertainment \$	8	Add lines 6 and 7	
		9	Income (loss). Subtract line 8	
5	Add lines 1 through 4.		from line 5	
	hedule M-2 Analysis of Partners' Capital Accounts.	(Not re	equired if Item G9, page 1, is answe	ered "Yes.")
1	Balance at beginning of year	6	Distributions: <b>a</b> Cash	,
2	Capital contributed:	_	<b>b</b> Property	
-	a Cash	7	Other decreases (itemize):	
	b Property	_ ·		
3	Net income (loss) per books			
4	Other increases (itemize):			
·		8	Add lines 6 and 7	
		9	Balance at end of year. Subtract	
5	Add lines 1 through 4		line 8 from line 5	

Form 8865 (2011)

Schedule N Tra	<b>nsactions Between</b>	<b>Controlled Foreign I</b>	Partnership and Partne	rs or Other Related Entities
----------------	--------------------------	-----------------------------	------------------------	------------------------------

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

_					
	Transactions of foreign partnership	<b>(a)</b> U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
	Interest paid				
	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions.				

Form 8865 (2011)

# SCHEDULE O

(Form 8865)
Department of the Treasury
Internal Revenue Service

# Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

1

20

(under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number 91-0793881

Name of foreign partnership

TRUSTBRIDGE PARTNERS IV LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	<b>(g)</b> Percentage interest in partnership after transfer
Cash	VAR		3,241,487.				1.442
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	<b>(c)</b> Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	<b>(f)</b> Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	s any transfer rep section 904(f)(5)(F	-\0	•	to gain recognition			Yes X No
		,	structions for Form 8		<u></u>		O (Form 8865) 2011

Form <b>5471</b>	Inforr		eturn of U. rtain Forei				espect		DMB No. 15	545-0704
(Rev. December 2011)			► See separat	-	-					
Department of the Treasury Internal Revenue Service		nished for the fo ee instructions) I	oreign corporation		counting	period (tax ye and ending1			Attachment Sequence N	o. <b>121</b>
Name of person filing this return	, (		<u> </u>	01/201	<u> </u>	<u> </u>		fying numbe	r	
CASEY FAMILY	PROGRAMS						0	91-079	3881	
Number, street, and room or street			not delivered to stree	t address)	B Cate	gory of filer (Se				s)):
2001 EIGHTH A	VE SUITT	'E 2700		,		1 (repea	aled) 2	3 X	4	5 X
City or town, state, and ZIP coo					C Enter	the total perc				
SEATTLE			WA 9812	21-2641		wned at the er	•	•		42.8600%
Filer's tax year beginning ()	1/01/201			31/2011	<b>, , , , , , , , , ,</b>			<u> </u>	<b>P</b>	42.0000.0
D Person(s) on whose beha			<u> </u>	/ 2 / 2 1 2						
								(4) Che	ck applicabl	e box(es)
( <b>1</b> ) Name			(2) Address			(3) Identify	ing number	Shareholder	Officer	Director
Important: Fill in all	••	hes and scheo herwise indica		nation <b>mus</b>	s <b>t</b> be ir	n English. /	All amoun	its <b>must</b> l	be state	d in
1a Name and address of							<b>b(1)</b> Emplo	oyer identific	ation numb	er, if any
INVESCO ASIAN F	EAL ESTATE	PARTNERS	TT USD FEE	DER			98-057			
P.O. BOX 309 UG			11 000 100					ence ID num	ber (see ins	tructions)
GRAND CAYMAN,	KY1-1104 (						( )		,	,
GIVIND CHIPMIN,	1(11 1104 (	.0					c Coun	try under wh	ose laws in	corporated
								N ISLAN		
d Date of incorporation	e Principal pl	ace of business	f Principal busi	iness activity	<b>a</b> Prir	ncipal busine				cv
			code nu		<b>j</b>					-,
03/26/2008	CJ		53139	an				USD		
2 Provide the following i		ne foreign corpo	1			MENT IN REAL	. ESTATE	050		
a Name, address, and ic		<b>v</b> 1		<u>.</u>		e tax return wa	as filed ente	or:		
in the United States				<b>b</b> in a 0.0	. 1100111					noid
				(i) Tax	able inco	ome or (loss)		(ii) U.S. ir (after	all credits	•
NONE								<b>(</b>		/
'										
c Name and address of f	oreign corporatio	n's statutory or r	esident agent in	d Name a	nd addr	ess (includin	a corporate	departmen	t. if applic:	able) of
country of incorporation			condone agone in	person	(or perse	ons) with cus	stody of the	books and	records of	the foreign
				corporat	tion, and	d the location	of such bo	ooks and rec	ords, if dif	ferent
Sahadula A Stack	of the Forei	gn Corporatio	on							
Schedule A Stock		gii corporatio			(b) N	lumbor of ob	area issued	and outsta		
				(1) D	. ,	lumber of sh				
(a) Descr	iption of each cla	ass of stock				g of annual Ig period		( )	d of annual nting perio	
										1
COMMON						1.				⊥•
	A - 4 N1 - 41	····· · · ·							A74 -	40.001
For Paperwork Reduction	Act Notice, see	instructions.						⊦orm <b>5</b> 4	+/ I (Rev	v. 12-2011)

Schedule B U.S. Shareholder	s of Foreign Corporation (see instructions)			
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. Note: This description should match the corresponding description entered in Schedule A, column (a).	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
CASEY FAMILY PROGRAMS	COMMON	1.	1.	
2001 EIGHTH AVE., SUITE 2700				
SEATTLE WA 98121				_
91-0793881				42.860
				]
				]
				1
				1
				1

Form 5471 (Rev. 12-2011)

Schedule C Income Statement (see instructions) Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a		
	b	Returns and allowances	1b		
	c	Subtract line 1b from line 1a	1c		
ð	2	Cost of goods sold	2		
Ĕ	3	Gross profit (subtract line 2 from line 1c)	3		
ncome	4	Dividends	4		
-	5	Interest	5		195
	6 a	Gross rents	6a		
	b	Gross royalties and license fees	6b		
	7	Net gain or (loss) on sale of capital assets	7		937,933
	8	Other income (attach schedule) ATTACHMENT 1	8		-348,686
	9	Total income (add lines 3 through 8)	9		589,442
	10	Compensation not deducted elsewhere	10		
	11a	Rents	11a		
	b	Royalties and license fees	11b		
S	12	Interest	12		
jo	13	Depreciation not deducted elsewhere	13		
ŗ	14	Depletion	14		
Deductions	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
Ď	16	Other deductions (attach schedule - exclude provision for income, war			
		profits, and excess profits taxes) ATTACHMENT 2	16		508,622
	17	Total deductions (add lines 10 through 16)	17		508,622
4	18	Net income or (loss) before extraordinary items, prior period			
Ĕ		adjustments, and the provision for income, war profits, and excess			
Net Income		profits taxes (subtract line 17 from line 9)	18		80,820
th	19	Extraordinary items and prior period adjustments (see instructions)	19		
Nei	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
	21	Current year net income or (loss) per books (combine lines 18 through 20)	21		80,820

Page 2

Form 5471 (Rev. 1	2-2011)			Page <b>3</b>
Schedule E	Income, War Profits, and Excess I	Profits Taxes Paid or Accrued	(see instructions)	
	(a)		Amount of tax	
	Name of country or U.S. possession	<b>(b)</b> In foreign currency	<b>(c)</b> Conversion rate	<b>(d)</b> In U.S. dollars
1 U.S.				
2 N/A				
3				
4				
5				
6				
7				
8 Total				
	<u> </u>			

#### Schedule F Balance Sheet

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		<b>(a)</b> Beginning of annual accounting period	<b>(b)</b> End of annual accounting period
1	Cash	1	209,454.	1,073,907.
2 a	Trade notes and accounts receivable	2a		
b	Less allowance for bad debts	2b	( )(	)
3	Inventories	3		
4	Other current assets (attach schedule)	4		
5	Loans to shareholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule) ATTACHMENT 3	7	7,961,257.	10,879,362.
8 a	Buildings and other depreciable assets	8a		
b	Less accumulated depreciation	8b (	( )(	)
	Depletable assets	9a		L. C.
	Less accumulated depletion	9b (	( )(	)
10	Land (net of any amortization)	10		,
11	Intangible assets:			
а	Goodwill	11a		
	Organization costs			
	Patents, trademarks, and other intangible assets			
	Less accumulated amortization for lines 11a, b, and c	11d	( )(	)
12	Other assets (attach schedule) ATTACHMENT 4	12	291,348.	47.
13	Total assets	13	8,462,059.	11,953,316.
	Liabilities and Shareholders' Equity			
14	Accounts payable	14	7,324.	91,652.
15	Other current liabilities (attach schedule)	15		
16	Loans from shareholders and other related persons	16		
17	Other liabilities (attach schedule)	17		
18	Capital stock:			
а	Preferred stock	18a		
	Common stock	18b		
19	Paid-in or capital surplus (attach reconciliation) ATTACHMENT 5	19	8,454,735.	11,861,664.
20	Retained earnings	20		
21	Less cost of treasury stock	21	()(	)
22	Total liabilities and shareholders' equity	22	8,462,059.	11,953,316.
				Form <b>5471</b> (Rev. 12-2011)

Form 5471 (Rev. 12-2011)

Page	4

Form 5471 (Rev. 1	2-2011)	
Schedule G	Other Information	

1	During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership?	Yes X	No
2	If "Yes," see the instructions for required attachment. During the tax year, did the foreign corporation own an interest in any trust?		X
3	During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)?		X
4 5	If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). During the tax year, was the foreign corporation a participant in any cost sharing arrangement? During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?		X X

# Schedule H Current Earnings and Profits (see instructions)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account				80,820.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):	Net Additions	Net Subtractions		
b c d e f	Investment or incentive allowance				
g h 3 4	Taxes Other (attach schedule) ATCH 7 Total net additions Total net subtractions		-348,686.		
5 a	Current earnings and profits (line 1 plus line 3			5a	429,506.
b	DASTM gain or (loss) for foreign corporations	s that use DASTM (see instruction	ons)	5b	
С	Combine lines 5a and 5b			5c	429,506.
d	Current earnings and profits in U.S. dollar defined in section 989(b) and the related regulation Enter exchange rate used for line 5d	Ilations (see instructions))		5d	429,506.
Sc	hedule I Summary of Shareholder			ions)	
1	Subpart F income (line 38b, Worksheet A in t		- , ,		
2	Earnings invested in U.S. property (line 17, W	/orksheet B in the instructions).		2	
3 4	Previously excluded subpart F income with the instructions) Previously excluded export trade income w	drawn from qualified investm	ents (line 6b, Worksheet C in	3	
	Worksheet D in the instructions)			4	
5	Factoring income			5	
6	Total of lines 1 through 5. Enter here and on	your income tax return. See inst	tructions	6	
7	Dividends received (translated at spot rate or	n payment date under section 98	89(b)(1))	7	
8	Exchange gain or (loss) on a distribution of p	reviously taxed income		8	
• [	Nas any income of the foreign corporation bloc Did any such income become unblocked during the answer to either question is "Yes," attach an	ked? g the tax year (see section 964(t			Yes No

Form 5471 (Rev. 12-2011)

(Form 54 / 1) (Rev. December 2005) Department of the Treasury	of Cont	of Controlled Foreign Corporation	n Corporatiò	u		OMB No. 1545-0704
Internal Revenue Service Name of person filing Form 5471	<ul> <li>Attach t</li> </ul>	Attach to Form 5471. See Instructions for Form 5471.	uctions for Form 547		Identifying number	
CASEY FAMILY PROGRAMS Name of foreign corporation				91	91-0793881	
INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER	(a) Post-1986 Undistributed Earnings	(b) Pre-1987 E&P Not Previously Taxed	(c) Previ	<ul> <li>(c) Previously Taxed E&amp;P (see instructions) (sections 959(c)(1) and (2) balances)</li> </ul>	tructions) ances)	(d) Total Section
functional currency.	(post-86 section 959(c)(3) balance)	(pre-87 section 959(c)(3) balance)	<ul><li>(j) Earnings Invested in U.S. Property</li></ul>	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	oo4(a) ⊏∞r (combine columns (a), (b), and (c))
<ol> <li>Balance at beginning of year</li> </ol>	-1,579,270.					-1,579,270.
2a Current year E&P	429, 506.					
<b>b</b> Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-1,149,764.					
<ul> <li>A mounts included under section</li> <li>951(a) or reclassified under</li> <li>section 959(c) in current year</li> </ul>						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-1,149,764.					
Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)						-1,149,764

2679BD D15X

V 11-6

010

## SCHEDULE O (Form 5471)

(Rev. December 2005)

#### Department of the Treasury Internal Revenue Service

#### Name of person filing Form 5471

# Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

#### Attach to Form 5471. See Instructions for Form 5471.

Identifying number

CASEY FAMILY PROGRAMS

Name of foreign corporation

91-0793881

INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.

## Part I To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition						

## Part II To Be Completed by U.S. Shareholders

**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

#### Section A — General Shareholder Information

(a)	For	(c) Date (if any) shareholder last filed information		
Name, address, and identifying number of shareholder(s) filing this schedule	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	return under section 6046 for the foreign corporation
CASEY FAMILY PROGRAMS 91-079388	31			
2001 EIGHTH AVE, SUITE 2700				
SEATTLE, WA 98121	990PF	11/15/2012	EFILED	11/15/2011
Section B— U.S. Persons W	ho Are Off	icers or Director	s of the Foreign Corporation	<u> </u>
			<b>J P</b>	

(a) Name of U.S. officer or director	(b) Address	(c) Social security number		heck pro- ate (es)
			Ofcr	Dir

	Section C — Acquisition of Stock									
(a)	(b)	(c) (d)		<b>(e)</b> Number of shares acquired		red				
Name of shareholder(s) filing this schedule	Class of stock acquired	Date of acquisition	Method of acquisition	<b>(1)</b> Directly	<b>(2)</b> Indirectly	<b>(3)</b> Constructively				

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (12-2005)

Schedule O (Form 5471) (Rev. 12-2005)		Page <b>2</b>
<b>(f)</b> Amount paid or value given	(g) Name and address of person from whom shares were acquired	

#### Section D - Disposition of Stock

(a) Name of shareholder disposing of	(b)	(c)	(d) Mathadaf	(e) Number of shares disposed of			
stock	Class of stock	Date of disposition	Method of disposition	(1) Directly	(2) Indirectly	(3) Constructively	
(f) Amount received		Name and		(g) whom disposition of stock was made			

#### Section E — Organization or Reorganization of Foreign Corporation

Nan	<b>(b)</b> Identifying number (if any)	<b>(c)</b> Date of transfer		
CASEY FAMILY PROGRAMS				
2001 EIGHTH AVE, SUITE 2	700 SEATT	LE, WA 98121	91-0793881	VAR
Assets tr	(e) Description of assets transferred by, or notes or securities issued by foreign comporation			
(1) Description of assets	<b>(2)</b> Fair market value	(3) Adjusted basis (if transferor was U.S. person)	securities issued by, foreign corporation	
CASH	2,908,856.	2,908,856.	NONE	

#### Section F— Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock **>** 

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

FORM 5471, PAGE 2 DETAIL

SCH C, LINE 8 - OTHER INCOME	ATTACHMENT 1
UNREALIZED GAINS	-348,686.
TOTAL	-348,686.
SCH C, LINE 16 - OTHER DEDUCTIONS	ATTACHMENT 2
MANAGEMENT FEES UNCONSUMMATED DEAL COSTS GENERAL AND ADMIN EXPENSES INTEREST AND FINANCE FEES	406,385. 25,913. 36,096. 40,228.
TOTAL	508,622.

#### CASEY FAMILY PROGRAMS INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

91-0793881

FORM 5471, PAGE 3 DETAIL

	BEGINNING	ENDING
	US CURRENCY	US CURRENCY
	A	TTACHMENT 3
SCH F, LINE 7 - OTHER INVESTMENTS		
REAL ESTATE INVESTMENT AT FAIR VALU	7,961,257.	10,879,362.
TOTALS	7,961,257.	10,879,362.
	A	TTACHMENT 4
SCH F, LINE 12 - OTHER ASSETS		
OTHER ASSETS	101,984.	47.
DUE FROM PARALLEL FUNDS	189,364.	
TOTALS	291,348.	47.
	A	TTACHMENT 5
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
NET ASSETS	8,454,735.	11,861,664.
TOTALS	8,454,735.	11,861,664.

ATTACHMENT 6

01/01/2011 12/31/2011

FORM 5471, PAGE 4 DETAIL

### SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

PARTNERSHIP NAME	FEIN	RETURN FILED	TAX MATTER PARTNER	TAX YR BEG	TAX YR END

INVESCO ASIAN RE PARTNERS II FEEDER 26-0628586

ATTACHMENT 7

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS

#### UNREALIZED GAINS

TOTALS

NET ADDITIONS NET SUBTRACTS

-348,686.

\_

-348,686.

Form <b>5471</b>	I o Certain Foreign Corporations						DMB No. 15	545-0704		
(Rev. December 2011)       ► See separate instructions.         Department of the Treasury Internal Revenue Service       Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2011, and ending12/31/201						· /	Attachment Sequence N	o. <b>121</b>		
Name of person filing this retur	, (			01/201	<u> </u>		_/ ~ _ / _	fying numbe		
CASEY FAMILY	PROGRAMS							91-079	3881	
Number, street, and room or s		x number if mail is	not delivered to street	address)	B Categ	gory of filer (See	e instructions.	. Check appl	cable box(e	s)):
2001 EIGHTH A	VE, SUIT	E 2700				1 (repea	iled) 2	3 X	4	5
City or town, state, and ZIP coo	le				C Enter	the total perce	entage of the	foreign corp	oration's vot	ing stock
SEATTLE			WA 9812	21-2641	you o	wned at the er	d of its annua	al accounting	period	31.6000%
Filer's tax year beginning ()	1/01/201	<u>1</u> , and	d ending $12/3$	1/2011						
D Person(s) on whose beha	alf this information re	turn is filed:						1		
<b>(1)</b> Name			(2) Address			(3) Identifyi	na number		ck applicabl	T
			(1)/(0000					Shareholder	Officer	Director
Important: Fill in all	annlicable lin	es and scher	dules All inform	nation <b>mus</b>	sthe in	   Enalish 4	VII amoun	ts <b>must</b>	he state	⊥ d in
	ars unless oth					r Erignon. r	an annoan		o otato	a m
1a Name and address of							b(1) Emplo	oyer identific	ation numbe	er, if any
INVESCO ASIAN F	REAL ESTATE	FEEDER F	UND I LTD				98-061	2575		
PO BOX 31106, 8	9 NEXUS WA	Y				-	b(2) Refere	ence ID num	ber (see ins	tructions)
CAMANA BAY, GRA	ND CAYMAN	KY1-1205 (	CJ							
							c Count	try under wh	ose laws in	corporated
			<b>.</b>					J ISLAN		
d Date of incorporation	e Principal pla	ace of business	f Principal busi code nu		<b>g</b> Prir	ncipal busines	ss activity	h Functio	nal curren	су
/ /										
03/03/2008	CJ		55111			STATE HOLDIN	GS CO	USD		
<ul><li>Provide the following i</li><li>Name, address, and id</li></ul>		<b>v</b> 1		<u> </u>			a filed ante			
in the United States	lentinying numbe		e or agent (ir any)	<b>b</b> If a U.S	. Income	e tax return wa	as filed, ente			
				(i) Taxable income or (loss)		( )	U.S. income tax paid (after all credits)			
c Name and address of for country of incorporation		n's statutory or ı	resident agent in	d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different						the foreign
CITCO TRUSTEES (CAYMAN	N) LIMITED			CITCO TRU	JSTEES (	(CAYMAN) LIM	ITED		, .	
P.O. BOX 31106, 89 NEX	KUS WAY KY1-120	5		P.O. BOX	31106,	89 NEXUS WA	Y КY1-1205	i i		
CAMANA BAY GRAND CAYM	AN CJ			CAMANA BA	Y GRANE	CAYMAN CJ				
				13155 NOE	L RD,3	GALL.TOWER,	#500, DAI	LAS TX 75	240	
Schedule A Stock	of the Forei	gn Corporati	on							
						lumber of sha	ares issued			
(a) Descr	iption of each cla	iss of stock				g of annual Ig period		• • •	d of annual nting perio	
						<u>vi</u>				
PREFERRED						691.			17,4	18.

For Paperwork Reduction Act Notice, see instructions.

Form 5471 (Rev. 12-2011)				Page <b>2</b>
Schedule B U.S. Shareholder	s of Foreign Corporation (see instructions)			
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. Note: This description should match the corresponding description entered in Schedule A, column (a).	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
CASEY FAMILY PROGRAMS	PREFERRED	216.	5,443.	_
2001 8TH AVENUE, SUITE 2700				_
SEATTLE, WA 98121				_
91-0793881				31.250
				-
				-
				_
				-
				-
				-
				-
				-
				-
				-

Schedule C Income Statement (see instructions) Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a	r anotional ourrency	
	b	Returns and allowances	1b		
	-	Subtract line 1b from line 1a	1c		
_	2	Cost of goods sold	2		
me	3	Gross profit (subtract line 2 from line 1c)	3		+
ncome	4	Dividends	4		
2	5		5		+
	6a	Interest	6a		+
	b	Gross rents	6b		+
	7	Gross royalties and license fees	7		+
	8	Net gain or (loss) on sale of capital assets	8		3,486,963.
	9	Other income (attach schedule)         ATTACHMENT         8           Total income (add lines 3 through 8)         8         8         8         8	9		3,486,963
	10		10		
	11a	Compensation not deducted elsewhere Rents	11a		+
			11a 11b		
	b 12	Royalties and license fees	12		
Deductions	12	Interest	12		
Ę		Depreciation not deducted elsewhere			
que	14	Depletion	14		+
Ő	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		+
	16	Other deductions (attach schedule - exclude provision for income, war			0 401
		profits, and excess profits taxes) ATTACHMENT 9	16		8,421
	17	Total deductions (add lines 10 through 16).	17		0,421
e	18	Net income or (loss) before extraordinary items, prior period			
o		adjustments, and the provision for income, war profits, and excess			2 470 542
Net Income		profits taxes (subtract line 17 from line 9)	18		3,478,542.
ŝt	19	Extraordinary items and prior period adjustments (see instructions)	19		
ž	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
	21	Current year net income or (loss) per books (combine lines 18 through 20)	21		3,478,542. Form <b>5471</b> (Rev. 12-2011)

V 11-6

Schedule E     Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)       (a)       (a)       Name of country or U.S. possession     (b)     (c)       In foreign currency     Conversion rate       1     U.S.     0       2     N/A     0	<b>(d)</b> In U.S. dollars
Name of country or U.S. possession     (b)     (c)       In foreign currency     Conversion rate	
N/A	
N/A	

#### Schedule F Balance Sheet

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		<b>(a)</b> Beginning of annual accounting period	<b>(b)</b> End of annual accounting period
1	Cash	1	205.	9.
2 a	Trade notes and accounts receivable	2a		
	Less allowance for bad debts	2b	( )	( )
	Inventories	3		
4	Other current assets (attach schedule) ATTACHMENT 10	4	1.	1.
5	Loans to shareholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
	Other investments (attach schedule)	7		
	Buildings and other depreciable assets	8a		
	Less accumulated depreciation	8b	( )	( )
	Depletable assets	9a		
	Less accumulated depletion	9b	( )	( )
	Land (net of any amortization)	10		
	Intangible assets:			
а	Goodwill	11a		
	Organization costs			
	Patents, trademarks, and other intangible assets			
	Less accumulated amortization for lines 11a, b, and c	11d	( )	( )
	Other assets (attach schedule)	12	-1,489,298.	18,724,665.
13	Total assets	13	-1,489,092.	18,724,675.
	Liabilities and Shareholders' Equity			
14	Accounts payable	14	5,982.	2,000.
	Other current liabilities (attach schedule) ATTACHMENT 12	15	15,551.	27,758.
16	Loans from shareholders and other related persons	16		
17	Other liabilities (attach schedule)	17		
	Capital stock:			
а	Preferred stock	18a	7.	174.
	Common stock	18b	1.	1.
	Paid-in or capital surplus (attach reconciliation) ATTACHMENT 13	19	690,933.	17,417,766.
	Retained earnings	20	-2,201,566.	1,276,976.
	Less cost of treasury stock	21	()	()
22	Total liabilities and shareholders' equity	22	-1,489,092.	18,724,675.
		22	±, ±0, 0, 0, 2.	Form <b>5471</b> (Rev. 12-2011)

Form 5471 (Rev. 12-2011)

Page	4

Form 5471 (Rev. 1	2-2011)	
Schedule G	Other Information	

UL			
1	During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign	Yes	No
	partnership?	Χ	
	If "Yes," see the instructions for required attachment.		
2	During the tax year, did the foreign corporation own an interest in any trust?		Χ
3	During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate		
	from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)?		Х
	If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).		
4	During the tax year, was the foreign corporation a participant in any cost sharing arrangement? During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?		X
5	During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?		X

# Schedule H Current Earnings and Profits (see instructions)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account		1	3,478,542.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):       Net       Net	ons		
b c	Capital gains or losses			
e f g	Charges to statutory reserves     Inventory adjustments     Taxes			
3 4	Total net additions   3,480		<b>F</b> - 1	-8,421.
b c	<ul> <li>Current earnings and profits (line 1 plus line 3 minus line 4)</li> <li>DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)</li> <li>Combine lines 5a and 5b</li> <li>Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchar</li> </ul>		5a 5b 5c	-8,421.
	defined in section 989(b) and the related regulations (see instructions))         Enter exchange rate used for line 5d         1.0000		5d	-8,421.
Sc	chedule I Summary of Shareholder's Income From Foreign Corporation (se	ee instructi	ons)	
1	Subpart F income (line 38b, Worksheet A in the instructions)		1	
2 3	Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investments (line 6b, Work the instructions)	ksheet C in	2	
4	Previously excluded export trade income withdrawn from investment in export trade asse Worksheet D in the instructions)	ts (line 7b,	4	
5	Factoring income		5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions		6	
7 8	Dividends received (translated at spot rate on payment date under section 989(b)(1)) Exchange gain or (loss) on a distribution of previously taxed income		7	
			U	Yes No
• [	Was any income of the foreign corporation blocked? Did any such income become unblocked during the tax year (see section 964(b))? he answer to either question is "Yes," attach an explanation.		 	

SCHEDULE J (Form 5471) (Rev. December 2005)	Accumulat of Cont	Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation	91-0793881 and Profits ( n Corporatio	E&P) vn		OMB No. 1545-0704
Department of the measury Internal Revenue Service	<ul> <li>Attach t</li> </ul>	► Attach to Form 5471. See Instructions for Form 5471.	uctions for Form 547			
Name of person filing Form 5471				Ider	Identifying number	
				<u>, ,</u>	Т8866/0-ТА	
Invesco astan keat estate rebek roup i uru Immortant Enter amounts in	(a) Post-1986 Undistributed Earnings	(b) Pre-1987 E&P Not Previously Taxed	(c) Previ (sectio	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)	tructions) ances)	(d) Total Section
functional currency.	(post-86 section 959(c)(3) balance)	(pre-87 section 959(c)(3) balance)	<ul><li>(j) Earnings Invested in U.S. Property</li></ul>	<i>(ii)</i> Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c)
1 Balance at beginning of year	-21,314.					-21,314.
2a Current year E&P						
<b>b</b> Current year deficit in E&P	8,421.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-29,735.					
<ul> <li>A mounts included under section</li> <li>951(a) or reclassified under</li> <li>section 959(c) in current year</li> </ul>						
5a Actual distributions or reclassifications of previously taxed E&P						
<ul> <li>Actual distributions of nonpreviously taxed E&amp;P</li> </ul>						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	- 29, 735 .					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-29,735.					-29,735.
For Paperwork Reduction Act Notice, see the Instructions for Form 5471.	nstructions for Form 547				Schedule J (Forn	Schedule J (Form 5471) (Rev. 12-2005)

2679BD D15X

V 11-6

010

## SCHEDULE O (Form 5471)

(Rev. December 2005)

#### Department of the Treasury Internal Revenue Service

Name of person filing Form 5471

# Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

Attach to Form 5471. See Instructions for Form 5471.

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

INVESCO ASIAN REAL ESTATE FEEDER FUND I LTD

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.

## Part I To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

## Part II To Be Completed by U.S. Shareholders

**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

#### Section A — General Shareholder Information

Gection					
(a)	For	(b) For shareholder's latest U.S. income tax return filed, indicate:			
Name, address, and identifying number of shareholder(s) filing this schedule	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	return under section 6046 for the foreign corporation	
CASEY FAMILY PROGRAMS 2001 EIGHTH AVE, SUITE 2700					
SEATTLE, WA 98121	990PF	11/15/2012	EFILED		

Section B — U.S. Persons W	ho Are Officers or Directors of the Foreign Corpo	ration		
(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) C app pri box	oro- ate
		,	Ofcr	
Sec	tion C — Acquisition of Stock			

(a)	(b)	(c)	(d)	Nu	<b>(e)</b> Imber of shares acqu	ired		
Name of shareholder(s) filing this schedule	Class of stock acquired	Date of acquisition	Method of acquisition	<b>(1)</b> Directly	<b>(2)</b> Indirectly	(3) Constructively		

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (12-2005)

Schedule O (Form 5471) (Rev. 12-2005)		Page <b>2</b>
<b>(f)</b> Amount paid or value given	(g) Name and address of person from whom shares were acquired	

#### Section D - Disposition of Stock

(a) Name of shareholder disposing of	(b)	(c)	(d) Matheologí	N	<b>(e)</b> umber of shares dispos	ed of
stock	Class of stock	Date of disposition	Method of disposition	(1) Directly	(2) Indirectly	(3) Constructively
( <b>f)</b> Amount received		Name and	<b>(g</b> address of person to wi	g) vhom disposition of stock was made		

#### Section E — Organization or Reorganization of Foreign Corporation

N	<b>(a)</b> ame and address of transferor		<b>(b)</b> Identifying number (if any)	<b>(c)</b> Date of transfer
CASEY FAMILY PROGRAMS				
2001 EIGHTH AVE, SUITE 2	2700 SEATT	LE, WA 98121	91-0793881	VAR
Assets	(d) transferred to foreign corporation		(e) Description of assets transfe	
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	<ul> <li>securities issued by, for</li> </ul>	eign corporation
CASH	6,715,938.	6,715,938.	NONE	

#### Section F— Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock **b** 

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

FORM 5471, PAGE 2 DETAIL

SCH C, LINE 8 - OTHER INCOME	ATTACHMENT 8
INVESTMENT INCOME	3,486,963.
TOTAL	3,486,963.
	ATTACHMENT 9
<u>SCH C, LINE 16 - OTHER DEDUCTIONS</u>	
OTHER OPERATING EXPENSES	8,421.
TOTAL	8,421.

#### CASEY FAMILY PROGRAMS INVESCO ASIAN REAL ESTATE FEEDER FUND I LTD

91-0793881

### FORM 5471, PAGE 3 DETAIL

	BEGINNING	ENDING
	US CURRENCY	US CURRENCY
	A	FTACHMENT 10
SCH F, LINE 4 - OTHER CURRENT ASSETS		
INTERCOMPANY RECEIVABLE	1.	1.
TOTALS	<u> </u>	<u> </u>
		FTACHMENT 11
SCH F, LINE 12 - OTHER ASSETS		
OTHER NON CURRENT ASSETS	-1,489,298.	18,724,665.
TOTALS	-1,489,298.	18,724,665.
	A	FTACHMENT 12
SCH F, LINE 15 - OTHER CURRENT LIABILITIES		
INTERCOMPANY PAYABLE	15,551.	27,758.
TOTALS	15,551.	27,758.
		ITACHMENT 13
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
SHARE PREMIUM	690,933.	17,417,766.
TOTALS	690,933.	17,417,766.

\_\_\_\_\_

ATTACHMENT 14

FORM 5471, PAGE 4 DETAIL

### SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

PARTNERSHIP NAME	FEIN	RETURN FILED	TAX MATTER PARTNER	TAX YR BEG	TAX YR END
INVESCO ASIA REAL ESTATE FUND I, L	D 00 0610576			01/01/2011	10/01/0011

\_

ATTACHMENT 15

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS	NET ADDITIONS	NET SUBTRACTS
INVESTMENT INCOME		3,486,963.

TOTALS

3,486,963.

010

Form 5471	5471 Information Return of U.S. Persons With Respect To Certain Foreign Corporations					<b>t</b> _ c	OMB No. 1545-0704			
(Rev. December 2011)			► See separate	-	-					
Department of the Treasury Information furnished for the foreign corporation				•		•		ttachment	101	
Internal Revenue Service Name of person filing this return	section 898) (se	ee instructions)	beginning UI/	01/201	,	and ending <u>1</u> 2	1 /	<u>∠ () ⊥ ⊥</u> S ifying numbe	equence No	). <b>IZI</b>
CASEY FAMILY Number, street, and room or s		y numbor if mail is	not dolivorod to stroot	t addross)	P Cator	ory of filer (See		<u>91–079</u>		·))·
				t address)					<u> </u>	··
2001 EIGHTH A' City or town, state, and ZIP cod		E 2700				1 (repeale			4	5 X
•	e			01 06/1		the total percer	•	• ·		·
SEATTLE Filer's tax year beginning	1/01/201	1 200	WA 9812	81/2011	j you o	wned at the end	or its ann	ual accounting	period	61.4800%
			$\perp \text{ending} \perp 2/3$	51/2011						
D Person(s) on whose beha	If this information re	eturn is filed:						(4) Char	le annliaghte	
(1) Name			(2) Address			(3) Identifying number		(4) Chec Shareholder	ck applicable Officer	Director
								Shareholder	Officer	Director
Important: Fill in all U.S. dolla	applicable lin rs unless oth			mation <b>mus</b>	st be ir	n English. Ai	ll amou	nts <b>must</b> k	oe stated	d in
1a Name and address of f	oreign corporatio	n				ł	<b>o(1)</b> Emp	loyer identific	ation numbe	er, if any
AIG EUROPEAN RE	AL ESTATE	PARTNERS	II (FEEDER)	LP			98-05	79372		
32 OLD SLIP, 28	TH FLOOR					ł	o(2) Refe	rence ID num	ber (see inst	ructions)
NEW YORK, NY 10	005									
						C	: Cou	ntry under wh	ose laws inc	orporated
							UNITE	D KINGD	MC	
d Date of incorporation	e Principal pla	ace of business	f Principal busi code nu		g Prir	ncipal business	activity	h Functior	nal currenc	су.
05/06/2008	UK		53139	90	REAL ES	STATE INVESTM	ENTS	USD		
2 Provide the following in	nformation for th	e foreign corpo	ration's accounting	g period state	d above.					
a Name, address, and id	entifying numbe	r of branch office	e or agent (if any)	b IfaU.S	. income	e tax return was	filed, en	ter:		
in the United States				(i) Tax	able inco	ome or (loss)		(ii) U.S. in (after	come tax p all credits)	
c Name and address of for country of incorporation		n's statutory or r	resident agent in			ess (including ons) with cust				
						the location of				
Schedule A Stock	of the Forei	gn Corporati	on							
					(b) N	lumber of sha	es issue	d and outstar	nding	
(a) Description of each class of stock							ii) End of annual ccounting period			
COMMON						1.				1.
For Paperwork Reduction	Act Notice, see	instructions.						Form 54	<b>471</b> (Rev	v. 12-2011)

Schedule B U.S. Shareholder	s of Foreign Corporation (see instructions)			Ŭ
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. Note: This description should match the corresponding description entered in Schedule A, column (a).	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
CASEY FAMILY PROGRAMS	COMMON	1.	1.	
2001 8TH AVENUE, SUITE 2700				
SEATTLE WA 98121				_
91-0793881				61.480
				]
				]
				1
				1
				1

Form 5471 (Rev. 12-2011)

Schedule C Income Statement (see instructions) Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a		
	b	Returns and allowances	1b		
	с	Subtract line 1b from line 1a	1c		
a)	2	Cost of goods sold	2		
ncome	3	Gross profit (subtract line 2 from line 1c)	3		
	4	Dividends	4		
-	5	Interest	5	332.	429
	6 a	Gross rents	6a		
	b	Gross royalties and license fees	6b		
	7	Net gain or (loss) on sale of capital assets	7	-1,809,841.	-2,337,337
	8	Other income (attach schedule) ATTACHMENT 16	8	949,264.	1,225,936
	9	Total income (add lines 3 through 8)	9	-860,245.	-1,110,972
	10	Compensation not deducted elsewhere	10		
	11a	Rents	11a		
	b	Royalties and license fees	11b		
s	12	Interest	12		
Deductions	13	Depreciation not deducted elsewhere	13		
<u>ct</u>	14	Depletion	14		
) Sd	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
ă	16	Other deductions (attach schedule - exclude provision for income, war			
		profits, and excess profits taxes) ATTACHMENT 17	16	207,271.	267,682
	17	Total deductions (add lines 10 through 16)	17	207,271.	267,682
	18	Net income or (loss) before extraordinary items, prior period			
Ĕ		adjustments, and the provision for income, war profits, and excess			
Net Income		profits taxes (subtract line 17 from line 9)	18	-1,067,516.	-1,378,654
	19	Extraordinary items and prior period adjustments (see instructions)	19		
lei	20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
-	21	Current year net income or (loss) per books (combine lines 18 through 20)	21	-1,067,516.	-1,378,654

Page 2

Form 5471 (Rev. 1	2-2011)			Page <b>3</b>			
Schedule E	Income, War Profits, and Excess F	Profits Taxes Paid or Accrued	(see instructions)				
	(2)	Amount of tax					
(a) Name of country or U.S. possession		<b>(b)</b> In foreign currency	<b>(c)</b> Conversion rate	<b>(d)</b> In U.S. dollars			
1 U.S.							
2							
3							
4							
5							
6							
7							
8 Total							
				1			

### Schedule F Balance Sheet

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		<b>(a)</b> Beginning of annual accounting period	<b>(b)</b> End of annual accounting period
1	Cash	1	220,375.	89,530.
2 a	Trade notes and accounts receivable	2a		
b	Less allowance for bad debts	2b	( )(	)
3	Inventories	3		
4	Other current assets (attach schedule)	4		
5	Loans to shareholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule) ATTACHMENT 18	7	6,912,708.	6,570,988.
8 a	Buildings and other depreciable assets	8a		
	Less accumulated depreciation	8b	( )(	)
	Depletable assets	9a		<b>i</b>
	Less accumulated depletion	9b	( )(	)
10	Land (net of any amortization)	10		
11	Intangible assets:			
	Goodwill	11a		
b	Organization costs	11b		
	Patents, trademarks, and other intangible assets	11c		
	Less accumulated amortization for lines 11a, b, and c	11d	( )(	)
12	Other assets (attach schedule) ATTACHMENT 19	12	23,526.	9,100.
				· · · · · · · · · · · · · · · · · · ·
13	Total assets	13	7,156,609.	6,669,618.
	Liabilities and Shareholders' Equity			
14	Accounts payable	14	29,308.	88,168.
15	Other current liabilities (attach schedule)	15		
16	Loans from shareholders and other related persons	16		
17	Other liabilities (attach schedule)	17		
18	Capital stock:			
а	Preferred stock	18a		
b	Common stock	18b		
19	Paid-in or capital surplus (attach reconciliation) ATTACHMENT 20	19	7,127,301.	6,581,450.
20	Retained earnings	20	. ,	
21	Less cost of treasury stock	21	( )(	)
			/\	/
22	Total liabilities and shareholders' equity	22	7,156,609.	6,669,618.
	· ·		• •	Form <b>5471</b> (Rev. 12-2011)

Form 5471 (Rev. 12-2011)

Page	4

No Χ

Χ

	rm 5471 (Rev. 12-2011)	
S	chedule G Other Information	
1	During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership?	
2	During the tax year, did the foreign corporation own an interest in any trust?	. 🗆
3	During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate	

5	During the tax year, du the foreign corporation own any foreign entities that were disregarded as entities separate		
	from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)?	X	ζ
	If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).	_	_
4	During the tax year, was the foreign corporation a participant in any cost sharing arrangement?	X	ζ
5	During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?	X	ζ

5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?

#### Schedule H Current Earnings and Profits (see instructions)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account			1	-1,067,516.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):Net	s	Net ubtractions		
b c	Capital gains or losses     Depreciation and amortization     Depletion     Investment or incentive allowance				
e f g	Charges to statutory reserves     Inventory adjustments     Taxes				
h 3 4	n Other (attach schedule). ATCH,21. Total net additions Total net subtractions				1 0 ( 4 7 7 7
b c	<ul> <li>Current earnings and profits (line 1 plus line 3 minus line 4)</li> <li>DASTM gain or (loss) for foreign corporations that use DASTM (see</li> <li>Combine lines 5a and 5b</li> <li>Current earnings and profits in U.S. dollars (line 5c translated</li> </ul>	instructions)		5a 5b 5c	-1,964,737.
	defined in section 989(b) and the related regulations (see instruction	ns)) .7743		5d	-2,537,436.
50	Summary of Shareholder's income From F	oreign Corpor	ation (see instruct	ions)	
1	Subpart F income (line 38b, Worksheet A in the instructions)			1	
2 3	Earnings invested in U.S. property (line 17, Worksheet B in the instr Previously excluded subpart F income withdrawn from qualified			2	
4	the instructions) Previously excluded export trade income withdrawn from inves Worksheet D in the instructions)	tment in export tr	ade assets (line 7b,	34	
5	Factoring income			5	
6	Total of lines 1 through 5. Enter here and on your income tax return	See instructions		6	
7	Dividends received (translated at spot rate on payment date under	section 989(b)(1))		7	
8	Exchange gain or (loss) on a distribution of previously taxed income		<u></u>	8	
•	Was any income of the foreign corporation blocked? Did any such income become unblocked during the tax year (see sect he answer to either question is "Yes," attach an explanation.	ion 964(b))?		· · · ·	Yes No

Form **5471** (Rev. 12-2011)

(Form 5471) (Rev. December 2005) Department of the Treasury	of Cont	of Controlled Foreign Corporation	n Corporatio			OMB No. 1545-0704
Internal Revenue Service	<ul> <li>Attach t</li> </ul>	► Attach to Form 5471. See Instructions for Form 5471.	uctions for Form 547		الماحية فالمنابعة المناقية	
CASEV FAMILY PROCEDAMS					91-0793881	
נפטמטטען דד טמטאחטגט טייג נפטמטעט דד ג	E E E E E E E E E E E E E E E E E E E			-	4	
(F E-E-UE-K)	(a) Post-1986 Undistributed Earnings	(b) Pre-1987 E&P Not Previously Taxed	(c) Previ (section	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)	tructions) ances)	(d) Total Section
functional currency.	(post-86 section 959(c)(3) balance)	(pre-87 section 959(c)(3) balance)	<ul><li>(i) Earnings Invested in U.S. Property</li></ul>	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1 Balance at beginning of year	-1,549,195.					-1,549,195.
2a Current year E&P						
<b>b</b> Current year deficit in E&P	1,964,737.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-3,513,932.					
<ul> <li>Amounts included under section</li> <li>951(a) or reclassified under</li> <li>section 959(c) in current year</li> </ul>						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-3,513,932.					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-3,513,932.					-3,513,932.

2679BD D15X

V 11-6

010

#### SCHEDULE O (Form 5471)

(Rev. December 2005)

#### Department of the Treasury Internal Revenue Service

#### Name of person filing Form 5471

### Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

#### Attach to Form 5471. See Instructions for Form 5471.

Identifying number

91-0793881

CASEY FAMILY PROGRAMS

Name of foreign corporation

Name of foreign corporation
<u>AIG EUROPEAN REAL ESTATE PARTNERS II (FEEDER)</u>LP

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.

#### Part I To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	<b>(b)</b> Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	<b>(e)</b> Date of additional 10% acquisition

#### Part II To Be Completed by U.S. Shareholders

**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

#### Section A — General Shareholder Information

(a)	For	(c) Date (if any) shareholder last filed information								
Name, address, and identifying number of shareholder(s) filing this schedule	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	return under section 6046 for the foreign corporation						
CASEY FAMILY PROGRAMS										
2001 EIGHTH AVE, SUITE 2700										
SEATTLE, WA 98121	990PF	11/15/2012	EFILED							

Section B— U.S. Persons W	ho Are Officers or Directors of the Foreign Corpo	oration		
(a)	(b)	(c)	ap	Check pro- iate
Name of U.S. officer or director	Address	Social security number		(es)
			Ofcr	Dir
Sec	tion C — Acquisition of Stock	-		

(a)	(b)	(c)	(d)	Nu	<b>(e)</b> Imber of shares acqui	ired
Name of shareholder(s) filing this schedule	Class of stock acquired	Date of acquisition	Method of acquisition	<b>(1)</b> Directly	(2) Indirectly	(3) Constructively

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (12-2005)

Schedule O (Form 5471) (Rev. 12-2005	)	Page <b>2</b>
<b>(f)</b> Amount paid or value given	<b>(g)</b> Name and address of person from whom shares were acquired	

#### Section D - Disposition of Stock

(a) Name of shareholder disposing of	(b) (c)	(c)	n disposition (1) (2	<b>(e)</b> Number of shares disposed of			
stock	Class of stock	Date of disposition		(2) Indirectly	(3) Constructively		
(f) Amount received		Name and	(g) address of person to wh		k was made		

#### Section E — Organization or Reorganization of Foreign Corporation

Nar	<b>(b)</b> Identifying number (if any)	<b>(c)</b> Date of transfer			
Assets t	(d) Assets transferred to foreign corporation				
(1) Description of assets	<b>(2)</b> Fair market value	(3) Adjusted basis (if transferor was U.S. person)	securities issued by, for	eign corporation	

#### Section F— Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock **>** 

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

FORM 5471, PAGE 2 DETAIL

	ATTACHMEN	NT 16
<u>SCH C, LINE 8 - OTHER INCOME</u>		
OTHER INCOME UNREALIZED GAINS	52,043. 897,221.	67,211. 1,158,725.
TOTAL	949,264.	1,225,936.
	ATTACHMEN	NT 17
SCH C, LINE 16 - OTHER DEDUCTIONS		
<u>SCH C, LINE 16 - OTHER DEDUCTIONS</u> MANAGEMENT FEES GENERAL AND ADMIN EXPENSES	156,726. 50,545.	202,405. 65,277.

#### CASEY FAMILY PROGRAMS AIG EUROPEAN REAL ESTATE PARTNERS II (FEEDER) LP

91-0793881

FORM 5471, PAGE 3 DETAIL

	BEGINNING	ENDING
	US CURRENCY	US CURRENCY
	AT	TACHMENT 18
SCH F, LINE 7 - OTHER INVESTMENTS		
REAL ESTATE INVESTMENT AT FAIR VALU	6,912,708.	6,570,988.
TOTALS	6,912,708.	6,570,988.
	AT	TACHMENT 19
SCH F, LINE 12 - OTHER ASSETS		
OTHER ASSETS	23,526.	9,100.
TOTALS	23,526.	9,100.
	AT	TACHMENT 20
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
NET ASSETS	7,127,301.	6,581,450.
TOTALS	7,127,301.	6,581,450.

ATTACHMENT 21

FORM 5471, PAGE 4 DETAIL

SCH	Η,	LINE	2H	-	OTHER	RECONCILING	ITEMS
-----	----	------	----	---	-------	-------------	-------

#### NET ADDITIONS NET SUBTRACTS

#### UNREALIZED GAINS

TOTALS

897,221.

\_

897,221.

(Rev. Generative and the restructions.         Construct of the restruction is compared on the restruction is annual accounting partial (tax year required by intermed instructions) beginning 01/01/2011 and ending 12/31/2011 and ending 20/31/31/300 and endines 12/31/300 and endines 12/	Form 5471	Inform		eturn of U. rtain Forei				espect		)MB No. 15	45-0704
Internal Revenue Service         Section 888 (see instructions) beginning         01/01/2011         and ending 12/31/2011         Sequence is the section of the sectin sectin the section of the section of the section of the section	(Rev. December 2011)				-	-					
Name of period fling his return       A Identifying number         CASEY FAMILY PROGRAMS       91-0793881         Winter, stret, and room or suite or 0. but number if null is not delivered to street address)       B Category of filer (See Instructors. Check applicable box(s)):         2001 EIGHTH AVE, SUITE 2700       I (regealed) 201 31X 4       5         City or twn, state, and zero or suite or 0. but number if null is not delivered to street address)       C Category of filer (See Instructors. Check applicable box(s)):         0       Farenci(s) on whose betwell files intermotion return is filed:       (4) Check applicable bix(es)         (1) Name       (2) Address       (3) Identifying number       (4) Check applicable bix(es)         (1) Name       (2) Address       (3) Identifying number       (4) Check applicable bix(es)         (1) Name       (2) Address       (3) Identifying number       (4) Check applicable bix(es)         (1) Name       (2) Address       (3) Identifying number       (4) Check applicable bix(es)         (1) Name       (2) Address       (4) Information must be in English. All amounts must be stated in         US dollars unless of provise indicabed.       (4) Check applicable bix(es)       (4) Check applicable bix(es)         2 Nores Londons IVERSIDE       (1) Nonon IVERSIDE       (1) Choch IVERSIDE       (2) Address and records of the foreign corporation 's accounting period stated above.       (4) Nam				<b>e</b> .		•			· / /	ttachment	4.0.4
CASEY FAMILY PROGRAMS     91-0793881       Number, street, and room or sum no. (or P.D. box number if mail is not detivered to street address)     B Category of filer (See instruction: Check splicable boxies)):     1       2001 EICHTH AVE, SUITE 2700     CEnter the total precentage of the keejin corporation voting stock.     CEnter the total precentage of the keejin corporation voting stock.       SEATTLE     WA 98121-2641     you owned at the end of its annual accounting period     1:0:000*       Parson(a) on whose behalf this information number if mail		/ \	ee instructions)	beginning 01/	01/201	.1 ,;	and ending]	_/ ~ _ / -			o. <b>121</b>
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address.)         Category of ther (See instructions: Check appticable box(es)):           2001         EIGHTH AVE, SUITE 2700         I (repeated) 2         I (repeated) 2         I / 4         5           Correction to state, and 2P code         WA 98121-2641         vou owned at the end of its amual accounting period         25.000/W           Parson(s) on whose behalf this information return is filed.         (1) Check applicable box(es)         (2) Address         (3) Identifying number         (4) Check applicable box(es)           Important:         Fill on all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.         (4) Check applicable inverse indicated.           Is Name and address of foreign corporation         (2) Address         (3) Identifying number         (4) Check applicable inverse indicated.           Is Name and address of foreign corporation         (2) Address         (4) Check applicable inverse indicated.           Is Name, address, and identifying number of branch office or agent (if any) in the United States         (1) Employer identification number, if any 98/0.80000000000000000000000000000000000											
2001 EIGHTH AVE, SUITE 2700       1 (repeated) 2 3 X 4 5         City or twost, stella, and ZP code       C Enter the total procentagion stellage of the foreign corporation is stellage of the foreign corporation is stellage of the foreign corporation is flat         Person(s) on whose behalf this information return is flat       (3) Identifying number         (1) Name       (2) Address         (1) Name       (2) Address         (1) Name       (2) Address         (1) Name       (2) Address         (3) Identifying number       (4) Check applicable box(es)         Standooder       Offer Tomo         Important:       Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dolars unless otherwise indicated.         1       Name and address of foreign corporation       b(1) Employer identification number, if any 98-1007147         2       MORE LONDON RIVERSIDE       London Mitter         LONDON, UNITED KINGDOM SE1 2 UT UK       9 Principal business activity 10 Principal business activity 10 Principal business activity 10 Principal business activity 10 Principal place of business 1 Principal business activity 10 Principal business activity 10 Principal place of branch office or agent (if any) 10 Principal place of business 1 Principal business activity 10 Principal place adveces       10 Name or diseastructures         2       Provide the following information for the foreign corporation's scounting period stated adveces       10 Number of											
City or town, state, and ZP code          (C provide the sequenting of the foreign corporation's wing stock, SEATTLE         (1) Name         (2) Address         (1) Name         (2) Address         (2) Address         (3) Identifying number         (2) Address         (3) Identifying number         (4) Check applicable backet         (1) Name         (2) Address         (3) Identifying number         (4) Check applicable backet         (1) Name         (2) Address         (3) Identifying number         (4) Check applicable backet         (1) Name         (2) Address         (3) Identifying number         (4) Check applicable backet         (1) Name         (2) Address         (3) Identifying number         (4) Check applicable backet         (1) Name         (2) Address         (3) Identifying number         (4) Check applicable backet         (1) Name         (2) Address         (3) Identifying number         (4) Check applicable backet         (1) Name         (2) Address         (3) Identifying number         (4) Check applicable backet         (5) Chechet bapplicable backet         (4) Check applicable b				not delivered to street	address)	B Categ				Ē.	<i></i>
SEATTLE         WA         98121-264         you want due procession the end of the sumula accounting period the end of the end of the sumula accounting period the end of the end of the sumula accounting period the end of the end of the end of the sumula accounting period the end of the end of the end of the end of the sumula accounting period the end of the end end end of			<u>E 2700</u>				1 (repe	aled) 2	3 X	4	5
Filer's taxyear beginning       01/01/2011       .and ending       12/31/2011         Person(e) on whose behalf this information neturm is filed:       (1) Name       (2) Address       (3) Identifying number       (4) Check applicable box(es)         (1) Name       (2) Address       (3) Identifying number       (4) Check applicable box(es)       Statenoted       Ottoer       Director         Important:       Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.       b(1) Employer identification number, if any 98-1007147         Status       b(2) Reference ID number (see instructions)       b(1) Employer identification number, if any 98-1007147       b(2) Employer identification number, if any 98-1007147         V DORD RUNCERSIDE       LONDON RUNERSIDE       b(1) Employer identification number (see instructions)       c Country under whose laws incorporated UNITED KINGDOM         d Date of incorporation       e Principal place of business       f Principal business activity       g Principal business activity       h Eurotional currency         04/07/2011       UK       531390       state structure was filed, enter:       USD         1       n He United States       in the United States       if a U.S. income tax return was filed, enter:       if a U.S. income tax return was filed, enter:         in the United States       in the United States       <		е					the total perc	entage of the	e foreign corpo	oration's vot	ing stock
Description         Person(s) on whose behalf this information muture is fled:         (1) Identifying number         (2) Address         (3) Identifying number         (4) Chack applicable back(as)           Important:         Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.         Important:         Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.           1a         Name and address of foreign corporation         b(1) Employer identification number, if any 98-1007147           2         MORE LONDON RIVERSIDE LONDON, UNITED KINGDOM SEI 2JT UK         b(1) Employer identification number, if any 98-1007147           4         Date of incorporation         e Principal place of business         f Principal business activity code number         g Principal business activity 04/07/2011         g Principal place of business         g Principal business activity code number         g Principal business activity 04/07/2011         h Functional currency USD           2         Provide the following information for the foreign corporation of branch office or agent (if any) in the United States         h f a U.S. income tax paid (i) Taxable income or (loss)         (ii) U.S. income tax paid (ater all credits)           c         Name and address of foreign corporation's statutory or resident agent in country of incorporation         d Name and address (including orporate department, if applicable) of person (or persons) wi						you o	wned at the e	nd of its annu	al accounting	period	15.0000%
(1) Name       (2) Address       (3) Identifying number       (4) Check applicable box(es) Sharended()         (1) Name       (2) Address       (3) Identifying number       (4) Check applicable box(es) Sharended()       Officer       Director         Important:       Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.       Important:       Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.         1a Name and address of foreign corporation       b(1) Employer identification number, if any 98 = 1007147       98 = 1007147         2 MORE LONDON RIVERSIDE LONDON, UNITED KINGDOM SE1 2JT UK       b(1) Employer identification number, if any 98 = 1007147       98 = 1007147         2 Provide the following information for the foreign corporation's accounting period stated above.       c Country under whose laws incorporated UNITED KINGDOM       USD         2 Provide the following information for the foreign corporation's accounting period stated above.       in the United States       (1) Taxable income or (loss)       (1) U.S. income tax paid (after all credits)         c Name and address of foreign corporation's statutory or resident agent in country of incorporation       d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         c Name and ad	Filer's tax year beginning	1/01/201	<u>1</u> , and	d ending $12/3$	1/2011						
(1) Name       (2) Address       (3) Identifying number       Internation       Internatenedity       Internation       Inter	D Person(s) on whose beha	If this information re	eturn is filed:								
Important:       Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.       Important:       Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.         1a Name and address of foreign corporation       b(1)       Employer identification number, if any 98-1007147         2 MORE LONDON, UNITED KINGDOM SEI 2.JT UK       b(2)       Reference ID number (see instructions)         04/07/2011       UK       531390       Park ESTATE INVESTMENTS         2 Provide the following information for the foreign corporation's accounting period stated above.       Important:       Important:         a Name, address, and identifying number of branch office or agent (if any) in the United States       Important of the foreign corporation's accounting period stated above.       Important:         c Name and address of foreign corporation's statutory or resident agent in the United States       Important:       Important:       Important:         c Name and address of foreign corporation's statutory or resident agent in the location of such books and records, if different       Important:       Important:       Important:         c Name and address of foreign corporation       Important:       Important:       Important:       Important:       Important:         c Name and address of foreign corporation       Important:       Important:	(1) Name			(2) Address			(3) Identify	ing number	(4) Cheo	ck applicabl	e box(es)
U.S. dollars unless otherwise indicated.         1a Name and address of foreign corporation       b(1) Employer identification number, if any 98–1007147         ACTIS AFRICA REAL ESTATE FUND 2 LP       98–1007147         2 MORE LONDON, UNITED KINGDOM SEI 2JT UK       b(2) Reference ID number (see instructions)         c Country under whose laws incorporated UNITED KINGDOM       Principal place of business       f Principal business activity code number       g Principal business activity h Functional currency         04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2 Provide the following information for the foreign corporation's accounting period stated above.       b If a U.S. income tax return was filed, enter:       in the United States         in the United States       (ii) Taxable income or (loss)       (iii) U.S. income tax paid (after all credits)         c Name and address of foreign corporation's statutory or resident agent in corporation of such books and records of the foreign corporation       d Name and address (including corporate department, if applicable) of persons) with custody of the books and records, if different         country of incorporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (a) Description of each class of stock       1.       1.	(1) Name			(Z) Address					Shareholder	Officer	Director
U.S. dollars unless otherwise indicated.         1a Name and address of foreign corporation       b(1) Employer identification number, if any 98–1007147         ACTIS AFRICA REAL ESTATE FUND 2 LP       98–1007147         2 MORE LONDON, UNITED KINGDOM SEI 2JT UK       b(2) Reference ID number (see instructions)         c Country under whose laws incorporated UNITED KINGDOM       Principal place of business       f Principal business activity code number       g Principal business activity h Functional currency         04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2 Provide the following information for the foreign corporation's accounting period stated above.       b If a U.S. income tax return was filed, enter:       in the United States         in the United States       (ii) Taxable income or (loss)       (iii) U.S. income tax paid (after all credits)         c Name and address of foreign corporation's statutory or resident agent in corporation of such books and records of the foreign corporation       d Name and address (including corporate department, if applicable) of persons) with custody of the books and records, if different         country of incorporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (a) Description of each class of stock       1.       1.											
U.S. dollars unless otherwise indicated.         1a Name and address of foreign corporation       b(1) Employer identification number, if any 98–1007147         ACTIS AFRICA REAL ESTATE FUND 2 LP       98–1007147         2 MORE LONDON, UNITED KINGDOM SEI 2JT UK       b(2) Reference ID number (see instructions)         c Country under whose laws incorporated UNITED KINGDOM       Principal place of business       f Principal business activity code number       g Principal business activity h Functional currency         04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2 Provide the following information for the foreign corporation's accounting period stated above.       b If a U.S. income tax return was filed, enter:       in the United States         in the United States       (ii) Taxable income or (loss)       (iii) U.S. income tax paid (after all credits)         c Name and address of foreign corporation's statutory or resident agent in corporation of such books and records of the foreign corporation       d Name and address (including corporate department, if applicable) of persons) with custody of the books and records, if different         country of incorporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (a) Description of each class of stock       1.       1.											
U.S. dollars unless otherwise indicated.         1a Name and address of foreign corporation       b(1) Employer identification number, if any 98–1007147         ACTIS AFRICA REAL ESTATE FUND 2 LP       98–1007147         2 MORE LONDON, UNITED KINGDOM SEI 2JT UK       b(2) Reference ID number (see instructions)         c Country under whose laws incorporated UNITED KINGDOM       Principal place of business       f Principal business activity code number       g Principal business activity h Functional currency         04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2 Provide the following information for the foreign corporation's accounting period stated above.       b If a U.S. income tax return was filed, enter:       in the United States         in the United States       (ii) Taxable income or (loss)       (iii) U.S. income tax paid (after all credits)         c Name and address of foreign corporation's statutory or resident agent in corporation of such books and records of the foreign corporation       d Name and address (including corporate department, if applicable) of persons) with custody of the books and records, if different         country of incorporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (a) Description of each class of stock       1.       1.											
U.S. dollars unless otherwise indicated.         1a Name and address of foreign corporation       b(1) Employer identification number, if any 98–1007147         ACTIS AFRICA REAL ESTATE FUND 2 LP       98–1007147         2 MORE LONDON, UNITED KINGDOM SEI 2JT UK       b(2) Reference ID number (see instructions)         c Country under whose laws incorporated UNITED KINGDOM       Principal place of business       f Principal business activity code number       g Principal business activity h Functional currency         04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2 Provide the following information for the foreign corporation's accounting period stated above.       b If a U.S. income tax return was filed, enter:       in the United States         in the United States       (ii) Taxable income or (loss)       (iii) U.S. income tax paid (after all credits)         c Name and address of foreign corporation's statutory or resident agent in corporation of such books and records of the foreign corporation       d Name and address (including corporate department, if applicable) of persons) with custody of the books and records, if different         country of incorporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (a) Description of each class of stock       1.       1.											
1a Name and address of foreign corporation       b(1) Employer identification number, if any 98-1007147         2 MORE LONDON RIVERSIDE       b(2) Reference ID number (see instructions)         IoNDON, UNITED KINGDOM SE1 2JT UK       b(2) Reference ID number (see instructions)         IoNDON, UNITED KINGDOM SE1 2JT UK       c Country under whose laws incorporated UNITED KINGDOM         IoNDON, UNITED KINGDOM SE1 2JT UK       g Principal business activity In Functional currency         04/07/2011       UK       531390         2 Provide the following information for the foreign corporation's accounting period stated above.       B If a U.S. income tax return was filed, enter:         1 number of branch office or agent (if any)       b If a U.S. income tax return was filed, enter:       (ii) U.S. income tax paid (after all credits)         c Name and address of foreign corporation's statutory or resident agent in country of incorporation       d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (a) Description of each class of stock       1.         (b) Number of shares issued and outstanding         (a) Description of each class of stock       (b) Number of shares issued and outstanding <td< td=""><td>•</td><td>••</td><td></td><td></td><td>nation <b>mus</b></td><td>st be ir</td><td>n English</td><td>All amour</td><td>nts <b>must</b> k</td><td>pe state</td><td>d in</td></td<>	•	••			nation <b>mus</b>	st be ir	n English	All amour	nts <b>must</b> k	pe state	d in
ACTIS AFRICA REAL ESTATE FUND 2 LP 2 MORE LONDON RIVERSIDE LONDON, UNITED KINGDOM SEI 2JT UK       98-1007147         d Date of incorporation       e Principal place of business       f Principal business activity code number       g Principal business activity s131390       g Principal business activity (in the United States)       h Functional currency UNITED KINGDOM         2 Provide the following information for the foreign corporation's accounting period stated above.       b If a U.S. income tax return was filed, enter:       (ii) U.S. income tax paid (after all credits)         c Name and address of foreign corporation's statutory or resident agent in country of incorporation       d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation of such books and records, if different         Schedule A       Stock of the Foreign Corporation       (b) Number of shares issued and outstanding (i) Description of each class of stock         (COMMON       1.       1.				nted.							
2 MORE LONDON RIVERSIDE LONDON, UNITED KINGDOM SEI 2JT UK       b(2) Reference ID number (see instructions)         d Date of incorporation       e Principal place of business       f       Principal business activity code number       g       Principal business activity code number       h       Functional currency         04/07/2011       UK       531390       REAL ESTAPE INVESTMENTS       USD         2 Provide the following information for the foreign corporation's accounting period stated above.       b       If a U.S. income tax return was filed, enter:       USD         a Name, address, and identifying number of branch office or agent (if any) in the United States       b       If a U.S. income tax return was filed, enter:       (i) U.S. income tax paid (after all credits)         c       Name and address of foreign corporation's statutory or resident agent in country of incorporation       d       Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation       (b) Number of shares issued and outstanding (i) Description of each class of stock         (Q) Beginning of annual accounting period       i.       1.	1a Name and address of	foreign corporatio	n					<b>b(1)</b> Empl	oyer identific	ation numbe	er, if any
LINDEL DONON, UNITED KINGDOM SEI 2JT UK       c       Country under whose laws incorporated UNITED KINGDOM         d Date of incorporation       e Principal place of business       f       Principal business activity code number       g       Principal business activity h       h       Functional currency         04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2       Provide the following information for the foreign corporation's accounting period stated above.       b       If a U.S. income tax return was filed, enter:         a       Name, address, and identifying number of branch office or agent (if any) in the United States       b       If a U.S. income tax return was filed, enter:         c       Name and address of foreign corporation's statutory or resident agent in country of incorporation       d       Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       Ø Beginning of annual accounting period       Ø End of annual accounting period         COMMON       1.       1.       1.	ACTIS AFRICA RE	AL ESTATE	FUND 2 LP								
Country under whose laws incorporated UNITED KINGDOM     d Date of incorporation     e Principal place of business     f Principal business activity     g Principal business activity     g Principal business activity     f F Principal business activity     g Principal business activity     h Functional currency     04/07/2011 UK     531390     REAL ESTATE INVESTMENTS USD      Provide the following information for the foreign corporation's accounting period stated above.     a Name, address, and identifying number of branch office or agent (if any)     in the United States     (i) Taxable income or (loss)     (ii) U.S. income tax paid     (after all credits)     (i) Taxable income or (loss)     (ii) U.S. income tax paid     (after all credits)     (after all credits)     (after all credits)     (b) Number of shares issued and outstanding     (a) Description of each class of stock     (b) Number of shares issued and outstanding     (a) Description of each class of stock     (b) Number of shares issued and outstanding     (common the foreign corporation     1.	2 MORE LONDON R	IVERSIDE						b(2) Refer	ence ID num	ber (see ins	tructions)
Image: Contract of the series of the seri	LONDON, UNITED	KINGDOM SE	C1 2JT UK								
d       Date of incorporation       e       Principal place of business       f       Principal business activity code number       g       Principal business activity code number       h       Functional currency         04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2       Provide the following information for the foreign corporation's accounting period stated above.       a       Image: Comparison of the foreign corporation's accounting period stated above.         a       Name, address, and identifying number of branch office or agent (if any in the United States       b       If a U.S. income tax return was filed, enter:         (i) Taxable income or (loss)       (ii) U.S. income tax paid (after all credits)         c       Name and address of foreign corporation's statutory or resident agent in country of incorporation       d       Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records, if different         Schedule A       Stock of the Foreign Corporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.       1.       1.								c Coun	try under wh	ose laws ind	corporated
04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2       Provide the following information for the foreign corporation's accounting period stated above.       Image: address, and identifying number of branch office or agent (if any) in the United States       b       If a U.S. income tax return was filed, enter:         (i) Taxable income or (loss)       (ii) U.S. income tax paid (after all credits)         c       Name, address of foreign corporation's statutory or resident agent in country of incorporation       d       Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records, if different         Schedule A       Stock of the Foreign Corporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.       1.       1.								UNITE	O KINGD	OM	
04/07/2011       UK       531390       REAL ESTATE INVESTMENTS       USD         2       Provide the following information for the foreign corporation's accounting period stated above.       Image: Address, and identifying number of branch office or agent (if any) in the United States       b       If a U.S. income tax return was filed, enter:       Image: Im	d Date of incorporation	e Principal pl	ace of business			g Prir	ncipal busine	ss activity	h Function	nal currend	су
2       Provide the following information for the foreign corporation's accounting period stated above.         a       Name, address, and identifying number of branch office or agent (if any) in the United States       b       If a U.S. income tax return was filed, enter:         (i)       Taxable income or (loss)       (ii) U.S. income tax paid (after all credits)         c       Name and address of foreign corporation's statutory or resident agent in country of incorporation       d       Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.       1.       1.					inibei						
a       Name, address, and identifying number of branch office or agent (if any) in the United States       b       If a U.S. income tax return was filed, enter:         (i)       Taxable income or (loss)       (ii) U.S. income tax paid (after all credits)         c       Name and address of foreign corporation's statutory or resident agent in country of incorporation       d       Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation       (b) Number of shares issued and outstanding         (a)       Description of each class of stock       (i)       Beginning of annual accounting period         COMMON       1.       1.	04/07/2011	UK		53139	90	REAL ES	STATE INVES	TMENTS	USD		
in the United States       Image: Construction construct	2 Provide the following i	nformation for th	ne foreign corpo	ration's accounting	g period state	d above.					
(i) Taxable income or (loss)       (ii) U.S. income tax paid (after all credits)         c       Name and address of foreign corporation's statutory or resident agent in country of incorporation       d       Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation       (b) Number of shares issued and outstanding         (a) Description of each class of stock       (i) Beginning of annual accounting period       (iii) End of annual accounting period         COMMON       1.       1.		entifying numbe	r of branch office	e or agent (if any)	b IfaU.S	. income	e tax return w	as filed, ente	er:		
c       Name and address of foreign corporation's statutory or resident agent in country of incorporation       d       Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (ii) Beginning of annual accounting period       (iii) End of annual accounting period         COMMON       1.       1.	in the United States				(i) Touchts income tax paid						
country of incorporation       person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.         1.       1.					(i) I axable income or (loss) (after all credits)				)		
country of incorporation       person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.         1.       1.											
country of incorporation       person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.         1.       1.											
country of incorporation       person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different         Schedule A       Stock of the Foreign Corporation         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.         1.       1.											
Schedule A       Stock of the Foreign Corporation         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.         1.       1.	c Name and address of for	oreign corporatio	on's statutory or r	resident agent in							
Schedule A       Stock of the Foreign Corporation         (a) Description of each class of stock       (b) Number of shares issued and outstanding         (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.         Image: Common image:	country of incorporation										
(a) Description of each class of stock       (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.       1.         Image: Common state in the image in the					corpora	tion, and				Jorus, ir uir	lerent
(a) Description of each class of stock       (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.       1.         Image: Common state in the image in the											
(a) Description of each class of stock       (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.       1.         Image: Common state in the image in the											
(a) Description of each class of stock       (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.       1.         Image: Common state in the image in the											
(a) Description of each class of stock       (i) Beginning of annual accounting period       (ii) End of annual accounting period         COMMON       1.       1.         Image: Common state in the image in the	Schedule A Stock	of the Forei	an Corporati	on							
(a) Description of each class of stock     (i) Beginning of annual accounting period       COMMON     1.			5	•		(b) N	lumber of sh	ares issued	and outstar	ndina	
COMMON     1.     1.		intion of each old	ass of stock		<i>(i)</i> P	. ,					
COMMON     1.     1.	(a) Desci		155 OF SLOCK		() Bi	ccountin	g period				
										2.	
For Paperwork Reduction Act Notice, see instructions.							• ⊥				⊥•
For Paperwork Reduction Act Notice, see instructions.											
For Paperwork Reduction Act Notice, see instructions.											
	For Paperwork Reduction	Act Notice see	instructions		1			I	Form 5	471 (Re)	( 12-2011)

Schedule B U.S. Shareholder	s of Foreign Corporation (see instructions)			Ŭ
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. Note: This description should match the corresponding description entered in Schedule A, column (a).	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
CASEY FAMILY PROGRAMS	COMMON	1.	1.	
2001 8TH AVENUE, SUITE 2700				
SEATTLE WA 98121				_
91-0793881				15.000
				]
				]
				1
				1

Form 5471 (Rev. 12-2011)

Schedule C Income Statement (see instructions) Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	1 a	Gross receipts or sales	1a	r unotional ourronoy	
	b	Returns and allowances	1b		
œ		Subtract line 1b from line 1a	1c		
	2	Cost of goods sold	2		
me	3	Gross profit (subtract line 2 from line 1c)	3		
ncome	4	Dividends	4		
2	5	Interest	5		334,194
	6a		6a		
	b	Gross rents	6b		
	7	Gross royalties and license fees Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule) ATTACHMENT 22	8		74,185.
	9	Total income (add lines 3 through 8)	9		408,379
	10	Compensation not deducted elsewhere	10		1007070
	11a	Dente	11a		
	b		11b		
S	12	Royalties and license feesInterest	12		552,214.
Deductions	13	Depreciation not deducted elsewhere	13		
cti	14		14		
qu	15	Depletion Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
Ď	16	Other deductions (attach schedule - exclude provision for income, war			
	10	profits, and excess profits taxes) ATTACHMENT 23	16		2,694,025.
	17	Total deductions (add lines 10 through 16)	17		3,246,239
	18	Net income or (loss) before extraordinary items, prior period			0,210,200
ne	10	adjustments, and the provision for income, war profits, and excess			
Net Income			18		-2,837,860.
ĭ	19	profits taxes (subtract line 17 from line 9) Extraordinary items and prior period adjustments (see instructions)	19		2,00,,000
et	20		20		
Z	20	Provision for income, war profits, and excess profits taxes (see instructions) Current year net income or (loss) per books (combine lines 18 through 20)	20		-2,837,860.
			21		Form <b>5471</b> (Rev. 12-2011)

Page 2

Form 5471 (Rev. 1	2-2011)			Page <b>3</b>
Schedule E	Income, War Profits, and Excess P	rofits Taxes Paid or Accrued	(see instructions)	
	(a)		Amount of tax	
(a) Name of country or U.S. possession		<b>(b)</b> In foreign currency	<b>(c)</b> Conversion rate	<b>(d)</b> In U.S. dollars
1 U.S.				
2				
3				
4				
5				
6				
7				
8 Total				

#### Schedule F Balance Sheet

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		<b>(a)</b> Beginning of annual accounting period	<b>(b)</b> End of annual accounting period
1	Cash	1		14,583,087.
2 a	Trade notes and accounts receivable	2a		156,146.
b	Less allowance for bad debts	2b	(	)()
3	Inventories	3		
4	Other current assets (attach schedule)	4		
5	Loans to shareholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule) ATTACHMENT 24	7		30,877,408.
8 a	Buildings and other depreciable assets	8a		
b	Less accumulated depreciation	8b	(	)( )
	Depletable assets	9a		
	Less accumulated depletion	9b	(	)( )
10	Land (net of any amortization)	10		
11	Intangible assets:			
а	Goodwill	11a		
b	Organization costs	11b		
с	Patents, trademarks, and other intangible assets	11c		
	Less accumulated amortization for lines 11a, b, and c	11d	(	)( )
12	Other assets (attach schedule)	12		
13	Total assets	13		45,616,641.
	Liabilities and Shareholders' Equity			
14	Accounts payable	14		
15	Other current liabilities (attach schedule) ATTACHMENT 25	15		38,889,359.
16	Loans from shareholders and other related persons	16		
17	Other liabilities (attach schedule)	17		
18	Capital stock:			
а	Preferred stock	18a		
b	Common stock	18b		
19	Paid-in or capital surplus (attach reconciliation) ATTACHMENT 26	19		6,727,282.
20	Retained earnings	20		
21	Less cost of treasury stock	21	(	)()
22	Total liabilities and shareholders' equity	22		45,616,641.
				Form 5471 (Rev. 12-2011)

Form 5471 (Rev. 12-2011)

Page	4

No Χ

Χ

_	rm 5471 (Rev. 12-2011)	
S	chedule G Other Information	
1	During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership?	
2	During the tax year, did the foreign corporation own an interest in any trust?	
3	During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate	

5	During the tax year, du the foreign corporation own any foreign entities that were disregarded as entities separate	-	٦
	from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)?	X	
	If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).		_
4	During the tax year, was the foreign corporation a participant in any cost sharing arrangement?	XX	
5	During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?	X	

5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?

#### Schedule H Current Earnings and Profits (see instructions)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books	s of account		1	-2,837,860.
2	Net adjustments made to line 1 to determine current earnings and profits	Net	Net		
	according to U.S. financial and tax accounting standards (see instructions):	Additions	Subtractions		
	Capital gains or losses				
	Depreciation and amortization				
	Depletion				
	Investment or incentive allowance Charges to statutory reserves				
	Inventory adjustments				
	Taxes				
h	Other (attach schedule) ATCH 27		74,185.		
3	Total net additions				
4	Total net subtractions				0 010 045
	Current earnings and profits (line 1 plus line 3 min	,		5a	-2,912,045.
	DASTM gain or (loss) for foreign corporations that	•	,	5b 5c	-2,912,045.
	Combine lines 5a and 5b Current earnings and profits in U.S. dollars (lin			50	2,912,043.
-	defined in section 989(b) and the related regulation			5d	-2,912,045.
	Enter exchange rate used for line 5d	1.0000	)		, - ,
Sc	hedule I Summary of Shareholder's Ir	ncome From Foreign	Corporation (see instruct	ions)	
1	Subpart F income (line 38b, Worksheet A in the in-	structions)		1	
2	Fernings invested in LLC, preparty (line 17 ) Marks	haat D in the instructions)		2	
2 3	Earnings invested in U.S. property (line 17, Works Previously excluded subpart F income withdraw			2	
Ũ	the instructions)	-		3	
4	Previously excluded export trade income withdr			-	
	Worksheet D in the instructions)			4	
5	Factoring income			5	
~	Tetel of lines 4 through 5. Enter have and so your	in a second transmission of the second		•	
6	Total of lines 1 through 5. Enter here and on your	income tax return. See insi	tructions	6	
7	Dividends received (translated at spot rate on pay	ment date under section 9	89(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previou	uslv taxed income		8	
-				•	Yes No
• [	Nas any income of the foreign corporation blocked? Did any such income become unblocked during the ne answer to either question is "Yes," attach an expla	tax year (see section 964(b	)))?	 	X

Form **5471** (Rev. 12-2011)

SCHEDULE J (Form 5471) (Rev. December 2005)	Accumulat of Cont	Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation	91-0793881 and Profits (I n Corporatio	E&P) n		OMB No. 1545-0704
Department or the rreasury Internal Revenue Service	<ul> <li>Attach t</li> </ul>	► Attach to Form 5471. See Instructions for Form 5471.	uctions for Form 547			
Name of person filing Form 5471					ldentifying number	
Name of foreign corporation						
· · ·	(a) Post-1986 Undistributed Earnings	(b) Pre-1987 E&P Not Previously Taxed	(c) Previ (sectio	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)	tructions) ances)	(d) Total Section 964(a) E&P
functional currency.	(post-86 section 959(c)(3) balance)	(pre-87 section 959(c)(3) balance)	() Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1 Balance at beginning of year						
2a Current year E&P						
b Current year deficit in E&P	2,912,045.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-2,912,045.					
<ul> <li>A Amounts included under section</li> <li>951(a) or reclassified under</li> <li>section 959(c) in current year</li> </ul>						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-2,912,045.					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-2,912,045.					-2,912,045.
For Paperwork Reduction Act Notice, see the Instructions for Form 5471. USA 1X1665 1.000	structions for Form 547	÷			Schedule J (Forn	Schedule J (Form 5471) (Rev. 12-2005)

2679BD D15X

V 11-6

010

#### SCHEDULE O (Form 5471)

(Rev. December 2005)

#### Department of the Treasury Internal Revenue Service

#### Name of person filing Form 5471

### Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

Attach to Form 5471. See Instructions for Form 5471.

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

ACTIS AFRICA REAL ESTATE FUND 2 LP

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.

#### Part I To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	<b>(e)</b> Date of additional 10% acquisition

#### Part II To Be Completed by U.S. Shareholders

**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

#### Section A — General Shareholder Information

(a)	For	(c) Date (if any) shareholder last filed information					
Name, address, and identifying number of shareholder(s) filing this schedule	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	return under section 6046 for the foreign corporation			
CASEY FAMILY PROGRAMS 91-079388	31						
2001 EIGHTH AVE, SUITE 2700							
SEATTLE, WA 98121	990PF	11/15/2012	EFILED				
Section B – U.S. Persons W	no are Off	icers or Director	s of the Foreign Corporation				

(a) Name of U.S. officer or director	(b) Address	(c) Social security number		heck pro- ate (es)
			Ofcr	Dir

		Section C — Acq	uisition of Stock			
(a)	(b)	(c)	(d)	Nu	<b>(e)</b> mber of shares acqu	ired
Name of shareholder(s) filing this schedule	Class of stock acquired	Date of acquisition	Method of acquisition	<b>(1)</b> Directly	<b>(2)</b> Indirectly	(3) Constructively

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (12-2005)

Schedule O (Form 5471) (Rev. 12-2005)		Page <b>2</b>
<b>(f)</b> Amount paid or value given	(g) Name and address of person from whom shares were acquired	

#### Section D - Disposition of Stock

<b>(a)</b> Name of shareholder disposing of	(b) (c)	(d)	<b>(e)</b> Number of shares disposed of			
stock	Class of stock	Date of disposition	Method of disposition	(1) Directly	(2) Indirectly	(3) Constructively
<b>(f)</b> Amount received		(g) Name and address of person to whom disposition of stock was made				

#### Section E — Organization or Reorganization of Foreign Corporation

Nar	<b>(b)</b> Identifying number (if any)	<b>(c)</b> Date of transfer			
CASEY FAMILY PROGRAMS					
2001 EIGHTH AVE, SUITE 2	700 SEATT	LE, WA 98121	91-0793881	06/17/2011	
(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by foreign corporation		
(1) Description of assets	<b>(2)</b> Fair market value	(3) Adjusted basis (if transferor was U.S. person)	<ul> <li>securities issued by, foreign corporation</li> </ul>		
CASH	1,447,464.	1,447,464.	NONE		

#### Section F— Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock **>** 

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

FORM 5471, PAGE 2 DETAIL

SCH C, LINE 8 - OTHER INCOME	ATTACHMENT 22
UNREALIZED GAINS	74,185.
TOTAL	74,185.
SCH C, LINE 16 - OTHER DEDUCTIONS	ATTACHMENT 23
MANAGEMENT FEES FUND ESTABLISHMENT COSTS ACCRUED INTEREST GP PRIORITY SHARE OF PROFITS OTHER EXPENSES	1,166,781. 712,628. 267,579. 1,000. 546,037.
TOTAL	2,694,025.

91-0793881

FORM 5471, PAGE 3 DETAIL

	BEGINNING	ENDING
	US CURRENCY	US CURRENCY
		ATTACHMENT 24
SCH F, LINE 7 - OTHER INVESTMENTS		
REAL ESTATE INVESTMENTS		30,877,408.
TOTALS		30,877,408.
		ATTACHMENT 25
SCH F, LINE 15 - OTHER CURRENT LIABILITIES		
CREDITORS AMOUNTS DUE WITHIN ONE YE		38,889,359.
TOTALS		38,889,359.
		ATTACHMENT 26
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
PARTNERS FUNDS		6,727,282.
TOTALS		6,727,282.

2679BD D15X

SCH H, LINE 2H - OTHER RECONCILING ITEMS

UNREALIZED GAINS

FORM 5471, PAGE 4 DETAIL

TOTALS

2679BD D15X

91-0793881

ATTACHMENT 27

NET ADDITIONS NET SUBTRACTS

74,185.

\_\_\_\_

74,185.

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service				
Part I U.S. Transf	feror Information (see instructions)			
Name of transferor <u>CASEY</u> FAMILY	PROGRAMS		dentifying number (s 91-0793881	ee instructions)
<ul><li>a If the transfer was</li><li>5 or fewer domest</li><li>b Did the transferor</li></ul>	as a corporation, complete questions 1a throug a section 361(a) or (b) transfer, was the trans tic corporations? remain in existence after the transfer? rolling shareholder(s) and their identifying num	gh 1d. sferor controlled (under section	368(c)) by	
C	controlling shareholder	Identif	ying number	
corporation?	as a member of an affiliated group filing a con e and employer identification number (EIN) of		ent Ye	es 🗌 No
	me of parent corporation	· · ·	rent corporation	
d Have basis adjust	ments under section 367(a)(5) been made?		Ye	es No
complete questior	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership:	ictual transferor (but is not tr	reated as such un	der section 367),
	Name of partnership	EIN of	partnership	
<ul><li>c Is the partner disp</li><li>d Is the partner disp</li></ul>	VII, LP ck up its pro rata share of gain on the transfer of posing of its <b>entire</b> interest in the partnership? posing of an interest in a limited partnership that	f partnership assets? It is regularly traded on an esta	Iblished	es X No es X No
Part II Transferee	Foreign Corporation Information (see ins	tructions)		
LUX E-SHELTER 5 Address (including LU		ROLL L-1882 LUXE	<pre>4 Identifying num FOREIGNU MBOURG</pre>	
LU 7 Foreign law chara	cterization (see instructions)			
CORPORATION 8 Is the transferee f	oreign corporation a controlled foreign corpora	tion?	Yes	X No
	Act Notice, see separate instructions.			<b>926</b> (Rev. 12-2011)

#### Part III Information Regarding Transfer of Property (see instructions)

Type of property(a)(b)(c)(d)Date of transferDescription of propertyFair market value on date of transferCost or other basis	<b>(e)</b> Gain recognized on transfer
Cash 11/28/2011 235,912.	
Stock and	
securities	
Installment	
obligations,	
account receivables or	
similar property	
Foreign currency	
denominated in	
foreign currency	
Inventory	
Assets subject to	
depreciation recapture (see	
Temp. Regs. sec.	
1.367(a)-4T(b))	
Tangible property     used in trade or	
business not listed	
under another	
category	
Intangible	
property	
Property to be leased	
(as described in final	
and temp. Regs. sec.	
1.367(a)-4(c))	
Property to be	
sold (as described in	
Temp. Regs. sec.	
1.367(a)-4T(d))	
Transfers of oil and gas working interests	
(as described in	
Temp. Regs. sec.	
1.367(a)-4T(e))	
Other property	

#### Supplemental Information Required To Be Reported (see instructions):

Par	t IV Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>0</u> % (b) After <u>.0478</u> %
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$
16	Was cash the only property transferred?
	Was intangible property (within the meaning of section $936(h)(3)(B)$ ) transferred as a result of the transaction? <b></b>
	transaction:

Form 926 (Rev. 12-2011)

Attachment To Form 926, Part III, Supplemental Information Required To Be Reported

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Lux E-Shelter 1 Sarl
   EIN: FOREIGNUS
   5, Rue Guillaume Kroll
   L-1882 Luxembourg
   Country Of Incorporation: Luxembourg
- (ii): Transfer of security/asset in the \$235,912 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$235,912 amount of

### Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

Attachment	
Sequence No. 128	

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a through	ıgh 1d.
a If the transfer was a section 361(a) or (b) transfer, was the transfer at the transfer was the transfer wa	
5 or fewer domestic corporations?	
<b>b</b> Did the transferor remain in existence after the transfer?	X Yes 🛄 No
If not, list the controlling shareholder(s) and their identifying nur	ıber(s):
Controlling shareholder	Identifying number
a lifthe transferrar was a member of an affiliated grown filing a se	
c If the transferor was a member of an affiliated group filing a concernent in 2	
corporation? If not, list the name and employer identification number (EIN) o	f the parent corporation:
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
	actual transferor (but is not treated as such under section 367)
complete questions 2a through 2d.	
<b>a</b> List the name and EIN of the transferor's partnership:	1
Name of partnership	EIN of partnership
ABRY ADVANCED SECURITIES FUND II, LP	98-0685890
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer	
<b>c</b> Is the partner disposing of its <b>entire</b> interest in the partnership?	
d Is the partner disposing of an interest in a limited partnership th	
securities market?	Yes 🔀 No
securities market? Part II Transferee Foreign Corporation Information (see in	structions)
3 Name of transferee (foreign corporation)	4 Identifying number, if any
LUX E-SHELTER 1 SARL	FOREIGNUS
5 Address (including country) 5, RUE GUILLAUME K	ROLL L-1882 LUXEMBOURG
LU	
6 Country code of country of incorporation or organization (see in	structions)
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation	
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2011)

#### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	11/28/2011		119,279.		
Stock and					
securities					
Installment					
obligations, account					
receivables or					
similar property					
Foreign ourropey					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
involtory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec. 1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

010

Par	t IV Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>0</u> % (b) After <u>.0242</u> %
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926 (Rev. 12-2011)

Attachment To Form 926, Part III, Supplemental Information Required To Be Reported

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Lux E-Shelter 1 Sarl
   EIN: FOREIGNUS
   5, Rue Guillaume Kroll
   L-1882 Luxembourg
   Country Of Incorporation: Luxembourg
- (ii): Transfer of security/asset in the \$119,279 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$119,279 amount of

## Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service	Attach to your income tax return for	the year of the transfer or distribution.	Attachment Sequence No. <b>128</b>
	eror Information (see instructions)		
Name of transferor		Identifying number (	,
CASEY FAMILY	PROGRAMS	91-0793881	
<ul> <li>a If the transfer was</li> <li>5 or fewer domest</li> <li>b Did the transferor</li> <li>If not, list the contract</li> </ul>	as a corporation, complete questions 1a throug a section 361(a) or (b) transfer, was the trans ic corporations? remain in existence after the transfer? rolling shareholder(s) and their identifying num ontrolling shareholder	feror controlled (under section 368(c)) by	es No es No
<b>c</b> If the transferor wa	as a member of an affiliated group filing a con	solidated return, was it the parent	
			es No
If not, list the name	e and employer identification number (EIN) of	the parent corporation:	
Na	me of parent corporation	EIN of parent corporation	
d Have basis adjust	ments under section 367(a)(5) been made?	· · · · · · · · · · · · · · · · · · ·	es No
2 If the transferor w complete question	vas a partner in a partnership that was the a s 2a through 2d.	actual transferor (but is not treated as such ur	
2 If the transferor w complete question	vas a partner in a partnership that was the a		
2 If the transferor w complete question	vas a partner in a partnership that was the a s 2a through 2d.		
2 If the transferor w complete question a List the name and ACTIS AFRICA	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP	EIN of partnership	
<ul> <li>2 If the transferor we complete question</li> <li>a List the name and</li> <li>ACTIS AFRICA</li> <li>b Did the partner pice</li> </ul>	vas a partner in a partnership that was the a is 2a through 2d. <u>EIN of the transferor's partnership:</u> Name of partnership <u>REAL ESTATE FUND 2 LP</u> ck up its pro rata share of gain on the transfer of	EIN of partnership 98-1007147	rder section 367),
<ul> <li>2 If the transferor we complete question</li> <li>a List the name and</li> <li>ACTIS AFRICA</li> <li>b Did the partner pice</li> <li>c Is the partner disp</li> </ul>	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP ck up its pro rata share of gain on the transfer of osing of its entire interest in the partnership?	EIN of partnership	nder section 367),
<ul> <li>2 If the transferor we complete question</li> <li>a List the name and</li> <li>ACTIS AFRICA</li> <li>b Did the partner pice</li> <li>c Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> </ul>	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP ck up its pro rata share of gain on the transfer of osing of its entire interest in the partnership? osing of an interest in a limited partnership that	EIN of partnership 98-1007147 f partnership assets?	res X No
<ul> <li>2 If the transferor we complete question</li> <li>a List the name and</li> <li>ACTIS AFRICA</li> <li>b Did the partner pict</li> <li>c Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> <li>Part II Transferee</li> </ul>	Aas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP ok up its pro rata share of gain on the transfer of osing of its entire interest in the partnership? osing of an interest in a limited partnership that Foreign Corporation Information (see ins	EIN of partnership 98-1007147  f partnership assets?	res X No Yes X No Yes X No
<ul> <li>2 If the transferor we complete question</li> <li>a List the name and</li> <li>ACTIS AFRICA</li> <li>b Did the partner disp</li> <li>d Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> <li>Part II Transferee</li> <li>3 Name of transfere</li> </ul>	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP is up its pro rata share of gain on the transfer of osing of its entire interest in the partnership? osing of an interest in a limited partnership that Foreign Corporation Information (see instead of the partnership)	EIN of partnership 98-1007147 of partnership assets?  at is regularly traded on an established btructions) 4 Identifying nur	res X No Yes X No Yes X No es X No
<ul> <li>2 If the transferor we complete question</li> <li>a List the name and</li> </ul> ACTIS AFRICA <ul> <li>b Did the partner disp</li> <li>d Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> </ul> Part II Transferee <ul> <li>3 Name of transferee</li> <li>ACTIS AFRICA</li> </ul>	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP ck up its pro rata share of gain on the transfer of osing of its entire interest in the partnership? osing of an interest in a limited partnership that Foreign Corporation Information (see instead of the foreign corporation) REAL ESTATE FUND 2 LP	actual transferor (but is not treated as such ur         EIN of partnership         98-1007147         of partnership assets?         of partnership assets?         of tis regularly traded on an established         ytructions)         4 Identifying nur         98-10071	res X No Yes X No Yes X No es X No
<ul> <li>2 If the transferor we complete question</li> <li>a List the name and</li> <li>ACTIS AFRICA</li> <li>b Did the partner pice</li> <li>c Is the partner disp</li> <li>d Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> </ul> Part II Transferee 3 Name of transferee ACTIS AFRICA 5 Address (including UK	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP osing of its entire interest in the partnership? osing of an interest in a limited partnership that Foreign Corporation Information (see inside the foreign corporation) REAL ESTATE FUND 2 LP	EIN of partnership         98-1007147         of partnership assets?         y         at is regularly traded on an established         y         structions)         4 Identifying nur         98-10071         RSIDE	res X No Yes X No Yes X No es X No
<ul> <li>2 If the transferor we complete question a List the name and</li> <li>ACTIS AFRICA</li> <li>b Did the partner pice</li> <li>c Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> <li>Part II Transferee</li> <li>3 Name of transferee</li> <li>3 Address (including UK</li> <li>6 Country code of cod</li> <li>UK</li> </ul>	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP ex up its pro rata share of gain on the transfer of osing of its entire interest in the partnership? osing of an interest in a limited partnership that Foreign Corporation Information (see insee (foreign corporation) REAL ESTATE FUND 2 LP (country) 2 MORE LONDON RIVED	EIN of partnership         98-1007147         of partnership assets?         y         at is regularly traded on an established         y         structions)         4 Identifying nur         98-10071         RSIDE	res X No Yes X No Yes X No es X No
<ul> <li>2 If the transferor we complete question a List the name and</li> <li><u>ACTIS AFRICA</u></li> <li>b Did the partner pice</li> <li>c Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> <li><u>Part II Transferee</u></li> <li>3 Name of transferee</li> <li>3 Name of transferee</li> <li><u>ACTIS AFRICA</u></li> <li>5 Address (including UK)</li> <li>6 Country code of cod</li> <li><u>UK</u></li> <li>7 Foreign law character</li> </ul>	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP ck up its pro rata share of gain on the transfer of osing of its entire interest in the partnership? osing of an interest in a limited partnership that Foreign Corporation Information (see instead of the foreign corporation) REAL ESTATE FUND 2 LP country) 2 MORE LONDON RIVE	EIN of partnership         98-1007147         of partnership assets?         y         at is regularly traded on an established         y         structions)         4 Identifying nur         98-10071         RSIDE	res X No Yes X No Yes X No es X No
<ul> <li>2 If the transferor we complete question</li> <li>a List the name and</li> <li>ACTIS AFRICA</li> <li>b Did the partner disp</li> <li>d Is the partner disp</li> <li>d Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> <li>Part II Transferee</li> <li>3 Name of transferee</li> <li>3 Name of transferee</li> <li>Address (including</li> <li>UK</li> <li>6 Country code of construction</li> <li>UK</li> <li>7 Foreign law charaction</li> </ul>	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership: Name of partnership REAL ESTATE FUND 2 LP ek up its pro rata share of gain on the transfer of osing of its entire interest in the partnership? osing of an interest in a limited partnership that Foreign Corporation Information (see insee (foreign corporation) REAL ESTATE FUND 2 LP (country) 2 MORE LONDON RIVED	EIN of partnership 98-1007147 of partnership assets?  tis regularly traded on an established  tructions)  4 Identifying nur 98-10071 RSIDE LONDON SE1 2JT  tructions)	res X No Yes X No Yes X No es X No

#### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	06/17/2011		1,447,454.		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency					
or other property					
denominated in foreign currency					
Inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec. 1.367(a)-4(c))					
1.507(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
Calor property					

#### Supplemental Information Required To Be Reported (see instructions):

Par	t IV Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(a	a) Before <u>0</u> % (b) After <u>15.0000</u> %	
10	Type of nonrecognition transaction (see instructions) $\blacktriangleright$ IRC SECTION 351	
b c	Gain recognition under section 904(f)(5)(F) Yes Recapture under section 1503(d) Yes	X No X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 🗌 Yes	X No
b c	Depreciation recapture   Yes     Branch loss recapture   Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	X No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$	
16	Was cash the only property transferred?	No
	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	X No
	transaction:	

Form 926 (Rev. 12-2011)

Attachment To Form 926, Part III, Supplemental Information Required To Be Reported

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Actis Africa Real Estate Fund 2 LP EIN: 98-1007147
  2 More London Riverside London SE1 2JT Country Of Incorporation: United Kingdom
- (ii): Transfer of security/asset in the \$1,447,454 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 1,447,454 amount of

### Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service				Attachment Sequence No. <b>128</b>
	sferor Information (see instructions)			
Name of transferor			Identifying number (	see instructions)
CASEY FAMILY PROGRAMS			91-0793881	
<ul><li>a If the transfer was</li><li>5 or fewer domes</li><li>b Did the transferor</li></ul>	vas a corporation, complete questions 1a throug s a section 361(a) or (b) transfer, was the trans stic corporations? r remain in existence after the transfer?	feror controlled (under sectio	Y	es No es No
If not, list the con	trolling shareholder(s) and their identifying num	ber(s):		
(	Controlling shareholder	ldent	ifying number	
corporation?	vas a member of an affiliated group filing a con ne and employer identification number (EIN) of			es 🗌 No
Na	ame of parent corporation	EIN of p	arent corporation	
d Have basis adjus	tments under section 367(a)(5) been made?		Y	es 🗌 No
complete questio	was a partner in a partnership that was the a ns 2a through 2d. d EIN of the transferor's partnership:	actual transferor (but is not	treated as such ur	nder section 367
	Name of partnership	EIN d	of partnership	
ATCTON DE DAI	RTNERS TAX-EXEMPT FUND II	26-	3367751	
<ul><li>b Did the partner p</li><li>c Is the partner dis</li></ul>	ick up its pro rata share of gain on the transfer of posing of its <b>entire</b> interest in the partnership?	of partnership assets?	Y	γes X No γes X No
•				es 🛛 🗙 No
Part II Transfere	Provide the second state of the second stat	structions)		
3 Name of transfer	ee (foreign corporation)		4 Identifying nur	nber, if any
ALCION CANADA 5 Address (includin	<u>a inc.</u> g <sub>country)</sub> 333 bay street sui'	 TE 3400	FOREIGNU	IS
TORONTO ONTAR 6 Country code of a CA	RIO CA M5H 2S7 country of incorporation or organization (see ins			
7 Foreign law chara	acterization (see instructions)			
CORPORATION	·			
8 Is the transferee	foreign corporation a controlled foreign corpora	tion?		No
	n Act Notice, see separate instructions.			n <b>926</b> (Rev. 12-2011

#### Part III Information Regarding Transfer of Property (see instructions)

Cash     VAR     285,349.       Stock and securities     Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Image: Cash of the securities     Image: Cash of the securities       Imag	Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
securities           securities         Image: securities	Cash	VAR		285,349.		
securities           securities         Image: securities						
Installment obligations, account     Image: Constraint of the second receivables or similar property     Image: Constraint of the second receivables or similar pro						
obligations, account     Image: Constraint of the sector of	ocountion					
obligations, account     Image: Constraint of the sector of						
account       receivables or       Image: Section of the property						
similar property	account					
Foreign currency or other property denominated in foreign currency     Image: Constraint of the sector						
or other property denominated in foreign currencyImage: Constraint of the sector						
denominated in foreign currencyImage: Constraint of the sector of the s						
foreign currency     Image: sec.     Image: sec. <td< td=""><td></td><td></td><td></td><td></td><td></td><td></td></td<>						
Image: sec						
Image: sec						
Image: sec						
depreciation         Image: Constraint of the system         Image: Constrainton of the system         Image: Consystem         <	Inventory					
depreciation         Image: Constraint of the system         Image: Constrainton of the system         Image: Consystem         <						
recapture (see						
Temp. Regs. sec.         Image: Constraint of the sector of the sect						
Tangible property	Temp. Regs. sec.					
used in trade or	used in trade or					
business not listed	business not listed					
under another						
Intangible	Intangible					
property	property					
Property to be leased	Property to be leased					
(as described in final and temp. Regs. sec.						
1.367(a)-4(c))						
Property to be	Broporty to bo					
sold (as	sold (as					
described in	described in					
1.367(a)-4T(d))	1.367(a)-4T(d))					
Transfers of oil and						
gas working interests (as described in	gas working interests					
Temp. Regs. sec.	Temp. Regs. sec.					
1.367(a)-4T(e))	1.367(a)-4T(e))					
Other property	Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Par	t IV Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>0</u> % (b) After <u>3.209</u> %
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926 (Rev. 12-2011)

Attachment To Form 926, Part III, Supplemental Information Required To Be Reported

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Alcion Canada Inc.
   EIN: FOREIGNUS
   333 Bay Street, Suite 3400
   Toronto, Ontario M5H 2S7
   Country Of Incorporation: Canada
- (ii): Transfer of security/asset in the \$285,349 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$285,349 amount of

### Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service	Attach to your income tax return for	the year of the transfer or distribution.	Attachment Sequence No. <b>128</b>
	eror Information (see instructions)		
Name of transferor			tifying number (see instructions)
CASEY FAMILY PROGRAMS 91-079388			-0793881
<ul><li>a If the transfer was</li><li>5 or fewer domest</li><li>b Did the transferor</li></ul>	as a corporation, complete questions 1a throug a section 361(a) or (b) transfer, was the trans ic corporations? remain in existence after the transfer? rolling shareholder(s) and their identifying num	feror controlled (under section 368	
c	ontrolling shareholder	Identifying	g number
	as a member of an affiliated group filing a con	· · ·	
lf not list the name	e and employer identification number (EIN) of	the parent corporation:	Yes 🔛 No
Nai	me of parent corporation	EIN of parent	corporation
d Have basis adjust	ments under section 367(a)(5) been made?		Yes No
,			
	vas a partner in a partnership that was the a	actual transferor (but is not treat	ed as such under section 367),
complete question	-		
a List the name and	EIN of the transferor's partnership:		
	Name of partnership	EIN of pa	rtnershin
			P
	QUITY FUND VII, LP	32-028	
	ck up its pro rata share of gain on the transfer of		
	osing of its <b>entire</b> interest in the partnership?		
	osing of an interest in a limited partnership tha	• •	
Part II Transferee	Foreign Corporation Information (see ins	tructions)	Yes 🛛 🕅 No
	e (foreign corporation)	,	dentifying number, if any
	HOLDINGS LTD.		<u>98-0428969</u>
5 Address (including		94 PITTS BAY ROAD	<u> </u>
	RMUDA, HM08 BD		
6 Country code of co	ountry of incorporation or organization (see ins	tructions)	
BD			
	cterization (see instructions)		
CORPORATION			
8 Is the transferee for	oreign corporation a controlled foreign corpora	tion?	. Yes X No
For Paperwork Reduction			Form <b>926</b> (Rev. 12-2011)

#### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	VAR		941,489.		
Stock and securities					
oodunioo					
Installment obligations,					
account					
receivables or similar property					
Foreign currency					
or other property denominated in					
foreign currency					
Inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another					
category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as					
described in					
Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
e and property					

#### Supplemental Information Required To Be Reported (see instructions):

Par	Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>0</u> % (b) After <u>6.96</u> %
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Montpelier RE Holdings Ltd. EIN: 98-0428969 Montpelier House 94 Pitts Bay Road Pembroke, Bermuda, HM08 Country Of Incorporation: Bermuda
- (ii): Transfer of security/asset in the \$941,489 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 941,489 amount of

## **Regulations Section 1.6038B-1T(c)(5):** Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service	Attach to your income tax return for	the year of the transfer or distributi	ion.	Attachment Sequence No. <b>128</b>
	eror Information (see instructions)			
Name of transferor			Identifying number (s	ee instructions)
CASEY FAMILY PROGRAMS			91-0793881	
<ul><li>a If the transfer was</li><li>5 or fewer domest</li><li>b Did the transferor</li></ul>	as a corporation, complete questions 1a throug a section 361(a) or (b) transfer, was the trans tic corporations? remain in existence after the transfer? rolling shareholder(s) and their identifying num	feror controlled (under section	Ye	
C	ontrolling shareholder	Identi	ifying number	
corporation?	as a member of an affiliated group filing a con		rent	es 🗌 No
If not, list the nam	e and employer identification number (EIN) of	the parent corporation:		
Na	me of parent corporation	EIN of pa	arent corporation	
d Have basis adjust	ments under section 367(a)(5) been made?		Υε	es No
complete question	•	actual transferor (but is not	treated as such un	der section 367),
a List the name and	EIN of the transferor's partnership:			
	Name of partnership	EIN c	of partnership	
HORSLEY BRIDG	E INTERNATIONAL V, L.P.	26-3	3072050	
	ck up its pro rata share of gain on the transfer of			es X No
c Is the partner disp	osing of its entire interest in the partnership?		Ye	es 🛛 No
d Is the partner disp	osing of an interest in a limited partnership that	at is regularly traded on an est	tablished	
securities market?	<u></u>		Υε	es 🛛 🗙 No
Part II Transferee	Foreign Corporation Information (see ins	tructions)		
	e (foreign corporation)		4 Identifying num	<b>ber,</b> if any
<u>CDH FUND IV F</u>	EEDER, L.P.		98-06252	57
CJ CJ	EEDER, L.P. (country) P.O. BOX 309, UGLAN	NU HOUSE, GRAND	CAYMAN, KY	1-1104, CJ
•	sum y of moorporation of organization (see ins			
CJ 7 Foreign law chara	cterization (see instructions)			
-	TED PARTNERSHIP			
8 Is the transferee f	oreign corporation a controlled foreign corpora	tion?	Yes	ΧΝο
	Act Notice, see separate instructions.			<b>926</b> (Rev. 12-2011)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	(d) Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	VAR		167,370.		
Stock and securities					
securilles					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
Assets subject to depreciation					
recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
	1	1	1	1	

#### Supplemental Information Required To Be Reported (see instructions):

010

Form	926 (Rev. 12-2011)	Page <b>3</b>
Pa	Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(8	a) Before <u>UNKNOWN</u> % (b) After <u>UNKNOWN</u> %	
10	Type of nonrecognition transaction (see instructions) $\blacktriangleright$ <u>IRC SECTION 351</u>	
b c	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes         Gain recognition under section 904(f)(3)       Yes         Gain recognition under section 904(f)(5)(F)       Yes         Recapture under section 1503(d)       Yes         Exchange gain under section 987       Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes	X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes	X No
	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	X No
	transferred  \$	
16	Was cash the only property transferred?	No
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	X No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:	

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### **Regulations Section 1.6038B-1T(c)(2): Transferee**

- (i): CDH Fund IV Feeder, L.P. EIN: 98-0625257
  P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, CJ Country Of Incorporation: Cayman Islands
- (ii): Transfer of security/asset in the \$167,370 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$167,370 amount of

## Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

Attachment	
Sequence No. 128	

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
<ul> <li>If the transferor was a corporation, complete questions 1a through</li> <li>a If the transfer was a section 361(a) or (b) transfer, was the transfer was the tr</li></ul>	sferor controlled (under section 368(c)) by
5 or fewer domestic corporations?	
<b>b</b> Did the transferor remain in existence after the transfer?	X Yes No
If not, list the controlling shareholder(s) and their identifying num	iber(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a cor corporation?	Yes No
If not, list the name and employer identification number (EIN) of	the parent corporation:
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	YesNo
complete questions 2a through 2d.	actual transferor (but is not treated as such under section 367).
<b>a</b> List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
THE RESOLUTE FUND II SIE, L.P.	98-0587497
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer	
<b>c</b> Is the partner disposing of its <b>entire</b> interest in the partnership?	
<b>d</b> Is the partner disposing of an interest in a limited partnership th	
securities market? Part II Transferee Foreign Corporation Information (see in	
	structions)
3 Name of transferee (foreign corporation)	4 Identifying number, if any
MILESTONE AVIATION GROUP LIMITED	98-0657545
5 Address (including country) BLOCK 4, HARCOURT IRELAND EI	CENTER HARCOURT ROAD, DUBLIN 2
6 Country code of country of incorporation or organization (see in	structions)
BD	
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corpora	
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2011)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	VAR		914,458.		
Stock and					
securities					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
intentely					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another category					
Intangible					
property					
Bronorty to be leased					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
	1				

#### Supplemental Information Required To Be Reported (see instructions):

010

Par	Additional Information Regarding Transfer of Property (see instructions)		
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:		
(a	a) Before <u>. 3247</u> % (b) After <u>. 3248</u> %		
10	Type of nonrecognition transaction (see instructions) $\blacktriangleright$ <u>IRC SECTION 351</u>		
С	Indicate whether any transfer reported in Part III is subject to any of the following: Gain recognition under section 904(f)(3) Gain recognition under section 904(f)(5)(F) Recapture under section 1503(d) Exchange gain under section 987	Yes Yes Yes Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? $\square$	Yes	X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property Depreciation recapture Branch loss recapture Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$		
16	Was cash the only property transferred?	Yes	🗌 No
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### **Regulations Section 1.6038B-1T(c)(2):** Transferee

- (i): Milestone Aviation Group Limited EIN: 98-0657545
   Block 4, Harcourt Center, Harcourt Road, Dublin 2 Ireland Country of Incorporation: Bermuda
- (ii): Transfer of security/asset in the \$914,458 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$914,458 amount of

### *Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses*

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

Attachment	
Sequence No. 128	

Part I U.S. Transferor Information (see instructions)		
Name of transferor	Identifying number (see instructions)	
CASEY FAMILY PROGRAMS 91-0793881		
<ul> <li>If the transferor was a corporation, complete questions 1a through a lf the transfer was a section 361(a) or (b) transfer, was the transfer was the transfer was a section 361(a) or (b) transfer.</li> </ul>	sferor controlled (under section 368(c)) by	
5 or fewer domestic corporations?		
<b>b</b> Did the transferor remain in existence after the transfer?		
If not, list the controlling shareholder(s) and their identifying num	ber(s):	
Controlling shareholder	Identifying number	
<b>c</b> If the transferor was a member of an affiliated group filing a concorporation?		
corporation? If not, list the name and employer identification number (EIN) of	the parent corporation:	
Name of parent corporation	EIN of parent corporation	
<b>d</b> Have basis adjustments under section 367(a)(5) been made?	Yes 🛄 No	
2 If the transferor was a partner in a partnership that was the	actual transferor (but is not treated as such under section 367),	
complete questions 2a through 2d.		
<b>a</b> List the name and EIN of the transferor's partnership:		
Name of partnership	EIN of partnership	
SHIELD, LP	98-1009474	
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer of		
c Is the partner disposing of its entire interest in the partnership?		
d Is the partner disposing of an interest in a limited partnership the		
securities market? Part II Transferee Foreign Corporation Information (see instant)	Yes X No	
Part II Transferee Foreign Corporation Information (see ins	structions)	
3 Name of transferee (foreign corporation)	4 Identifying number, if any	
VENISURE MIDHOLDINGS AB 5 Address (including country) BOX 392 201 23 M	FOREIGNUS	
	ALMO	
SWEDEN SW 6 Country code of country of incorporation or organization (see in:	structions)	
SW		
7 Foreign law characterization (see instructions)		
CORPORATION		
8 Is the transferee foreign corporation a controlled foreign corpora	tion? Yes X No	
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2011)	
	· · · · · · · · · · · · · · · · · · ·	

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	09/02/2011		784,146.		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
Assets subject to					
depreciation					
recapture (see Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible property					
F F J					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Par	rt IV Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(a	a) Before <u>0.00</u> % (b) After <u>0.05408</u> %	
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>	
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes         Gain recognition under section 904(f)(3)       Yes         Gain recognition under section 904(f)(5)(F)       Yes         Recapture under section 1503(d)       Yes         Exchange gain under section 987       Yes	No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	No
b c	Depreciation recapture   Yes     Branch loss recapture   Yes	No No No No No No No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes	No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$	
16	Was cash the only property transferred?	No
	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	No
	transaction:	
_		

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Venisure Midholdings AB EIN: FOREIGNUS Box 392, 201 23 Malmo Switzerland Country Of Incorporation: Switzerland
- (ii): Transfer of security/asset in the \$784,146. in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 784,146. amount of

## Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

Attachment	
Sequence No. 128	

Part I U.S. Transferor Information (see instructions)		
Name of transferor	Identifying num	ber (see instructions)
CASEY FAMILY PROGRAMS	91-07938	381
1 If the transferor was a corporation, complete questions 1a through	gh 1d.	
a If the transfer was a section 361(a) or (b) transfer, was the transfer at the transfer was the transfer wa		
5 or fewer domestic corporations?		Yes No
<b>b</b> Did the transferor remain in existence after the transfer?		🛛 Yes 📃 No
If not, list the controlling shareholder(s) and their identifying nur	ıber(s):	
	1	
Controlling shareholder	Identifying number	
<b>c</b> If the transferor was a member of an affiliated group filing a con	solidated return, was it the parent	
		Yes No
corporation? If not, list the name and employer identification number (EIN) o	the parent corporation.	
Name of parent corporation	EIN of parent corporati	ion
d Have basis adjustments under section 367(a)(5) been made?		Yes No
2. If the transferer was a partner in a partnership that was the	actual transform (but is not tracted on our	h under eastion 267)
2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.	actual transferor (but is not treated as suc	in under section 307),
a List the name and EIN of the transferor's partnership:		
	1	
Name of partnership	EIN of partnership	
TCV VII (A) L.P.	75-3257857	
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer	of partnership assets?	Yes X No
c Is the partner disposing of its entire interest in the partnership?		Yes X No
d Is the partner disposing of an interest in a limited partnership th		
securities market?		Yes 🛛 🕅 No
Part II Transferee Foreign Corporation Information (see in	structions)	
3 Name of transferee (foreign corporation)	4 Identifying	number, if any
SITECORE CORPORATION A/S	FOREIC	GNUS
5 Address (including country) VESTER FARIMAGSGAD	E 3 1606 COPENHAGEN V, I	DENMARK
DA		
6 Country code of country of incorporation or organization (see in	structions)	
DA		
7 Foreign law characterization (see instructions)		
CORPORATION		
8 Is the transferee foreign corporation a controlled foreign corporation	ation?	
For Paperwork Reduction Act Notice, see separate instructions.		Form <b>926</b> (Rev. 12-2011)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	12/02/2011		336,080.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
Foreign currency					
or other property					
denominated in foreign currency					
Inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another					
category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec. 1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Pa	Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(a	a) Before <u>. 975197</u> % (b) After <u>. 975894</u> %	
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>	
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes         Gain recognition under section 904(f)(3)       Yes         Gain recognition under section 904(f)(5)(F)       Yes         Recapture under section 1503(d)       Yes         Exchange gain under section 987       Yes	No No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 🗌 Yes	No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations	No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? 🗌 Yes	No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$	
16	Was cash the only property transferred?	No
	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	No
	transaction:	

Form 926 (Rev. 12-2011)

010

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Sitecore Corporation A/S EIN: FOREIGNUS Vester Farimagsgade 3 1606 Copenhagen V, Denmark Country Of Incorporation: Denmark
- (ii): Transfer of security/asset in the \$336,080 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$336,080 amount of

## Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service	Attach to your income tax return for the year of the transfer or distribution.			Attachment Sequence No. <b>128</b>
	eror Information (see instructions)			
Name of transferor			Identifying number (s	ee instructions)
CASEY FAMILY	PROGRAMS		91-0793881	
<ul><li>a If the transfer was</li><li>5 or fewer domest</li><li>b Did the transferor</li></ul>	as a corporation, complete questions 1a throug a section 361(a) or (b) transfer, was the trans tic corporations? remain in existence after the transfer? rolling shareholder(s) and their identifying num	feror controlled (under section	Ye	
C	ontrolling shareholder	Identi	fying number	
corporation? If not, list the nam	as a member of an affiliated group filing a con- e and employer identification number (EIN) of	the parent corporation:	Ye	es 🗌 No
Na	me of parent corporation	EIN of pa	arent corporation	
d Have basis adjust	ments under section 367(a)(5) been made?		Ye	es 🗌 No
complete question	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership:	actual transferor (but is not t	treated as such un	der section 367),
	Name of partnership	EIN o	f partnership	
WAYZATA OPPOR	TUNITIES FUND II	26-0	)734590	
<ul> <li>b Did the partner pic</li> <li>c Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> </ul>	ck up its pro rata share of gain on the transfer of osing of its <b>entire</b> interest in the partnership? osing of an interest in a limited partnership that	f partnership assets? It is regularly traded on an est	ablished	es X No es X No es X No
Part II Transferee	Foreign Corporation Information (see ins	tructions)		
3 Name of transfere	e (foreign corporation)		4 Identifying num	<b>ber</b> , if any
TEKNOGREDE, S			FOREIGNU	
5 Address (including MX 6 Country code of c	ountry) CARRETERA MTY-MONC		ARMEN, NUEV	O LEON
•				
MX 7 Foreign law chara	cterization (see instructions)			
-				
CORPORATION 8 Is the transferred f	oreign corporation a controlled foreign corpora	tion?	37 37	No
				No
For Paperwork Reduction	Act Notice, see separate instructions.		Form	<b>926</b> (Rev. 12-2011)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	04/11/2011		355,159.		
Stock and					
securities					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec. 1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec. 1.367(a)-4T(e))					
1.007 (a)-+1(e))					
Other property	<u> </u>				

#### Supplemental Information Required To Be Reported (see instructions):

Par	Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(a	a) Before 0 % (b) After .449 %	
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>	
С		X No X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? See [	X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property Depreciation recapture Branch loss recapture Any other income recognition provision contained in the above-referenced regulations	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes	X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	X No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$	
16	Was cash the only property transferred?	No
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	X No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:	

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### **Regulations Section 1.6038B-1T(c)(2): Transferee**

- (i): Teknogrede, SA DE CV EIN: FOREIGNUS Carretera Mty-Monclova KM 12 El Carmen, Nuevo Leon Country Of Incorporation: Mexico
- (ii): Transfer of security/asset in the \$355,159 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$355,159 amount of

### **Regulations Section 1.6038B-1T(c)(5):** Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

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

OMB No. 1545-0026

	· · · · · · · · · · · · · · · · · · ·	
Department of the Tre Internal Revenue Serv		nsfer or distribution. Attachment Sequence No. 12
Part I U.S.	Transferor Information (see instructions)	
Name of transferor		Identifying number (see instructions)
CASEY FA	MILY PROGRAMS	91-0793881
<ul><li>a If the transf</li><li>5 or fewer of</li><li>b Did the transf</li></ul>	eror was a corporation, complete questions 1a through 1d. er was a section 361(a) or (b) transfer, was the transferor controlled domestic corporations? asferor remain in existence after the transfer? he controlling shareholder(s) and their identifying number(s):	Yes No
	Controlling shareholder	Identifying number
corporation	eror was a member of an affiliated group filing a consolidated return?	Yes No
	Name of parent corporation	EIN of parent corporation
d Have basis	adjustments under section 367(a)(5) been made?	Yes 🛛 🛛 X
complete q	feror was a partner in a partnership that was the actual transferc uestions 2a through 2d. ne and EIN of the transferor's partnership:	or (but is not treated as such under section 36
a List the hai		
	Name of partnership	EIN of partnership
	EAN EQUITY PARTNERS V LP	<u>98-0574210</u>
	tner pick up its pro rata share of gain on the transfer of partnership as er disposing of its <b>entire</b> interest in the partnership?	
d Is the partn	er disposing of its entire interest in the partnership? er disposing of an interest in a limited partnership that is regularly transmerter.	aded on an established
Part II Trans	sferee Foreign Corporation Information (see instructions)	
	ansferee (foreign corporation)	4 Identifying number, if any
HCI HOLDI	NGS SARL	FOREIGNUS
5 Address (in	cluding country) 20 AVENUE MONTEREY L-2163	
-	de of country of incorporation or organization (see instructions)	
<u>LU</u> 7 Foreign law	characterization (see instructions)	
CORPORATI		
COLL OIGHT I		
8 Is the trans	feree foreign corporation a controlled foreign corporation?	Yes X No Form <b>926</b> (Rev. 12-20

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	02/08/2011		574,246.		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
Assets subject to					
depreciation					
recapture (see Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible property					
property					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Par	Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>0.00</u> % (b) After <u>0.09</u> %
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): HCI Holdings Sarl EIN: FOREIGNUS
   20 Avenue Monterey
   L-2163 Luxembourg
   Country Of Incorporation: Luxembourg
- (ii): Transfer of security/asset in the \$ 574,246 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 574,246 amount of

## **Regulations Section 1.6038B-1T(c)(5):** Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service	evenue Service Attach to your income tax return for the year of the transfer of distribution.			Attachment Sequence No. <b>128</b>
Part U.S. Transf Name of transferor CASEY FAMILY	Feror Information (see instructions)		Identifying number (s 91-0793881	ee instructions)
<ul><li>a If the transfer was</li><li>5 or fewer domest</li><li>b Did the transferor</li></ul>	as a corporation, complete questions 1a throug a section 361(a) or (b) transfer, was the trans tic corporations? remain in existence after the transfer? rolling shareholder(s) and their identifying num	feror controlled (under sectio	Ye	
C	ontrolling shareholder	ldent	ifying number	
<b>c</b> If the transferor w	as a member of an affiliated group filing a con	solidated return, was it the pa	rent	
corporation?	e and employer identification number (EIN) of			es 🗌 No
Na	me of parent corporation	EIN of pa	arent corporation	
d Have basis adjust	ments under section 367(a)(5) been made?		Ye	es No
complete questior	vas a partner in a partnership that was the a is 2a through 2d. EIN of the transferor's partnership:	actual transferor (but is not	treated as such un	der section 367),
	Name of partnership	EIN c	of partnership	
<ul> <li>b Did the partner pic</li> <li>c Is the partner disp</li> <li>d Is the partner disp</li> </ul>	EQUITY PARTNERS V LP ck up its pro rata share of gain on the transfer of cosing of its <b>entire</b> interest in the partnership? cosing of an interest in a limited partnership that	f partnership assets? at is regularly traded on an esi	tablished	es X No es X No
Part II Transferee	Foreign Corporation Information (see ins	structions)		
ACHILLES HOLD 5 Address (including	g country) 5 RUE GUILLAUME KR(		4 Identifying num 98-06769 MBOURG	•
LU	ountry of incorporation or organization (see ins	structions)		
CORPORATION				
8 Is the transferee f	oreign corporation a controlled foreign corpora Act Notice, see separate instructions.	tion?		X No 926 (Rev. 12-2011)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		527,202.		
Stock and securities					
securilles					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
intentery					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another category					
Intangible					
property					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
	1				1

#### Supplemental Information Required To Be Reported (see instructions):

Par	t IV Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(a	a) Before <u>0.00</u> % (b) After <u>0.04</u> %	
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>	
С	Gain recognition under section 904(f)(5)(F) Yes Zecapture under section 1503(d) Yes Zecapture under section 1503(d)	
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes	< No
b c	Depreciation recapture   Yes     Branch loss recapture   Yes	<ul> <li></li> <li><!--</td--></li></ul>
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes	< No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	< No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$	
16	Was cash the only property transferred?	No
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	< No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:	

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### **Regulations Section 1.6038B-1T(c)(2): Transferee**

- (i): Achilles Holdings 1 Sarl EIN: 98-0676960
   5 Rue Guillaume Kroll L-1882 Luxembourg Country Of Incorporation: Luxembourg
- (ii): Transfer of security/asset in the \$ 527,202 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 527,202 amount of

## **Regulations Section 1.6038B-1T(c)(5):** Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service	Attach to your income tax return for	r the year of the transfer or distribut	tion. Attachment Sequence No. 128
Part I U.S. Trans	sferor Information (see instructions)		
Name of transferor CASEY FAMIL	Y PROGRAMS		Identifying number (see instructions) 91-0793881
<ul> <li>1 If the transferor value</li> <li>a If the transfer was</li> <li>5 or fewer dome</li> <li>b Did the transferor</li> </ul>	was a corporation, complete questions 1a throug is a section 361(a) or (b) transfer, was the trans stic corporations? In remain in existence after the transfer? Introlling shareholder(s) and their identifying num	sferor controlled (under section	on 368(c)) by Yes No
	Controlling shareholder	Ident	ifying number
corporation?	was a member of an affiliated group filing a con ne and employer identification number (EIN) of		
N	ame of parent corporation	EIN of p	parent corporation
	ame of parent corporation		
<ul> <li>d Have basis adjust</li> <li>2 If the transferor complete question</li> </ul>			Yes No
<ul> <li>d Have basis adjust</li> <li>2 If the transferor complete question</li> </ul>	stments under section 367(a)(5) been made? was a partner in a partnership that was the a ons 2a through 2d.	actual transferor (but is not	Yes No
<ul> <li>d Have basis adjust</li> <li>2 If the transferor complete questic</li> <li>a List the name an</li> <li>CVC EUROPEAN</li> <li>b Did the partner pic</li> <li>c Is the partner dis securities market</li> <li>Part II Transfere</li> </ul>	stments under section 367(a)(5) been made? was a partner in a partnership that was the a ons 2a through 2d. d EIN of the transferor's partnership: Name of partnership EQUITY PARTNERS V LP bick up its pro rata share of gain on the transfer of sposing of its entire interest in the partnership? sposing of an interest in a limited partnership that? e Foreign Corporation Information (see inst	actual transferor (but is not EIN 98– of partnership assets?	Yes       No         treated as such under section 367),         of partnership         0574210         Yes       X         Yes       X         Yes       X         Yes       X         No       Yes         Xo       Yes         Yes       X
<ul> <li>d Have basis adjust</li> <li>2 If the transferor complete question</li> <li>a List the name and</li> <li>CVC EUROPEAN</li> <li>b Did the partner pict is the partner distinguished in the partner distinguished is the partner distinguished in the part</li></ul>	stments under section 367(a)(5) been made? was a partner in a partnership that was the a ons 2a through 2d. d EIN of the transferor's partnership: Name of partnership EQUITY PARTNERS V LP bick up its pro rata share of gain on the transfer of posing of its entire interest in the partnership? posing of an interest in a limited partnership that? e Foreign Corporation Information (see instruction (see instruction)	actual transferor (but is not EIN 98– of partnership assets?	Yes       No         treated as such under section 367),         of partnership         0574210         Yes       X         Yes       X
<ul> <li>d Have basis adjust</li> <li>2 If the transferor complete questic a List the name and</li> <li>CVC EUROPEAN</li> <li>b Did the partner pic Is the partner dis securities market</li> <li>Part II Transfere</li> <li>3 Name of transfer</li> <li>MINIVE INVES</li> <li>5 Address (includin T,U)</li> </ul>	stments under section 367(a)(5) been made? was a partner in a partnership that was the a ons 2a through 2d. d EIN of the transferor's partnership: Name of partnership EQUITY PARTNERS V LP bick up its pro rata share of gain on the transfer of sposing of an interest in a limited partnership? sposing of an interest in a limited partnership that? e Foreign Corporation Information (see ins ree (foreign corporation) TMENTS SARL ng country) 20 AVENUE MONTEREY	actual transferor (but is not EIN 98- of partnership assets? at is regularly traded on an es structions) L-2163 LUXEMBO	Yes       No         treated as such under section 367),         of partnership         0574210         Yes       X         Yes       X
<ul> <li>d Have basis adjust</li> <li>2 If the transferor complete questic</li> <li>a List the name an</li> <li>CVC EUROPEAN</li> <li>b Did the partner p</li> <li>c Is the partner dis securities market</li> <li>Part II Transfere</li> <li>3 Name of transfer</li> <li>MINIVE INVES</li> <li>5 Address (includin LU</li> <li>6 Country code of LU</li> </ul>	stments under section 367(a)(5) been made? was a partner in a partnership that was the above 2a through 2d. d EIN of the transferor's partnership: Name of partnership EQUITY PARTNERS V LP bick up its pro rata share of gain on the transfer of sposing of its entire interest in the partnership? sposing of an interest in a limited partnership that? e Foreign Corporation Information (see instruction) TMENTS SARL og country) 20 AVENUE MONTEREY	actual transferor (but is not EIN 98- of partnership assets? at is regularly traded on an es structions) L-2163 LUXEMBO	Yes       No         treated as such under section 367),         of partnership         0574210         Yes       X         Yes       X
<ul> <li>d Have basis adjust</li> <li>2 If the transferor complete questic a List the name and List the name and List the name and Did the partner pice is the partner dis securities market</li> <li>Part II Transfere</li> <li>3 Name of transfere</li> <li>3 Name of transfere</li> <li>MINIVE INVES</li> <li>5 Address (includin LU</li> <li>6 Country code of LU</li> <li>7 Foreign law char</li> </ul>	stments under section 367(a)(5) been made? was a partner in a partnership that was the a ons 2a through 2d. d EIN of the transferor's partnership: Name of partnership EQUITY PARTNERS V LP bick up its pro rata share of gain on the transfer of sposing of an interest in a limited partnership? sposing of an interest in a limited partnership that? e Foreign Corporation Information (see ins ree (foreign corporation) TMENTS SARL ng country) 20 AVENUE MONTEREY	actual transferor (but is not EIN 98- of partnership assets? at is regularly traded on an es structions) L-2163 LUXEMBO	Yes       No         treated as such under section 367),         of partnership         0574210         Yes       X         Yes       X
<ul> <li>d Have basis adjust</li> <li>2 If the transferor complete questic a List the name and</li> <li>CVC EUROPEAN</li> <li>b Did the partner pic Is the partner dis securities market</li> <li>Part II Transfere</li> <li>3 Name of transfer</li> <li>3 Name of transfer</li> <li>MINIVE INVES</li> <li>5 Address (includin LU</li> <li>6 Country code of LU</li> <li>7 Foreign law char</li> <li>CORPORATION</li> <li>8 Is the transferee</li> </ul>	stments under section 367(a)(5) been made? was a partner in a partnership that was the above 2a through 2d. d EIN of the transferor's partnership: Name of partnership EQUITY PARTNERS V LP bick up its pro rata share of gain on the transfer of sposing of its entire interest in the partnership? sposing of an interest in a limited partnership that? e Foreign Corporation Information (see instruction) TMENTS SARL og country) 20 AVENUE MONTEREY	actual transferor (but is not EIN 98- of partnership assets? at is regularly traded on an es structions) L-2163 LUXEMBO structions)	Yes       No         treated as such under section 367),         of partnership         0574210         Yes       X         Yes       X

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	03/24/2011		103,549.		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency					
or other property					
denominated in foreign currency					
Inventory					
Assets subject to depreciation					
recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another					
category					
Intangible property					
property					
Property to be leased					
(as described in final and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be sold (as					
described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
	1	1	1	1	1

#### Supplemental Information Required To Be Reported (see instructions):

Par	Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(a	a) Before <u>0.00</u> % (b) After <u>0.10</u> %	
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351	
С	Gain recognition under section 904(f)(5)(F) Yes Zecapture under section 1503(d) Yes Zecapture under section 1503(d)	
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes	< No
b c	Depreciation recapture       Yes         Branch loss recapture       Yes	<ul> <li></li> <li><!--</td--></li></ul>
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes	< No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	< No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$	
16	Was cash the only property transferred?	No
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	< No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:	

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### **Regulations Section 1.6038B-1T(c)(2): Transferee**

- (i): Ninive Investments Sarl EIN: FOREIGNUS
   20 Avenue Monterey
   L-2163 Luxembourg
   Country Of Incorporation: Luxembourg
- (ii): Transfer of security/asset in the \$103,549 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 103,549 amount of

### Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

#### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. 128

Name of transferor	
	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
<ul> <li>1 If the transferor was a corporation, complete questions 1a through a lift the transfer was a section 361(a) or (b) transfer, was the transfer of the transfer of the transfer or th</li></ul>	sferor controlled (under section 368(c)) by
Controlling shareholder	Identifying number
<ul> <li>c If the transferor was a member of an affiliated group filing a concorporation?</li> <li>If not, list the name and employer identification number (EIN) or</li> </ul>	Yes 🗌 No
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 267(s)(5) been made?	Vee Ne
d Have basis adjustments under section 367(a)(5) been made?	
2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.	
2 If the transferor was a partner in a partnership that was the	
2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.	
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> </ul>	actual transferor (but is not treated as such under section 367
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> </ul> Name of partnership	actual transferor (but is not treated as such under section 367 EIN of partnership
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         No         X         No
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         No         Yes         X         No         yet is regularly traded on an established
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         No         Yes         X         Yes         X         Yes         Yes         X         Yes         X         Yes         X         Yes         X         Yes         X         Yes
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         No         at is regularly traded on an established         Yes         Yes         Yes         Yes         Yes         X         Yes
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         No         iat is regularly traded on an established         Yes         Yes
<ul> <li>If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li> <li>PartII Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>DANUBE INVESTISSEMENT SARL</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         Yes         Yes         Yes         Yes         Yes         Yes         Yes         Yes
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> </ul> CVC EUROPEAN EQUITY PARTNERS V LP <ul> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li></ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         Yes         X      <
<ul> <li>If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li> <li>PartII Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>DANUBE INVESTISSEMENT SARL</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         Yes         X      <
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> </ul> CVC EUROPEAN EQUITY PARTNERS V LP <ul> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>DANUBE INVESTISSEMENT SARL</li> <li>5 Address (including country) 20 AVENUE MONTEREY LU</li> <li>6 Country code of country of incorporation or organization (see in LU)</li> </ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         Yes         X      <
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> </ul> CVC EUROPEAN EQUITY PARTNERS V LP <ul> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li></ul>	actual transferor (but is not treated as such under section 367         EIN of partnership         98-0574210         of partnership assets?         Yes         X         Xes         Xes
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership the securities market?</li> <li>PartII Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>DANUBE INVESTISSEMENT SARL</li> <li>5 Address (including country) 20 AVENUE MONTEREY LU</li> <li>6 Country code of country of incorporation or organization (see in LU</li> </ul>	actual transferor (but is not treated as such under section 367)         EIN of partnership         98-0574210         of partnership assets?         Yes         X         Yes         Xo         Structions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	09/02/2011		554,919.		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
Assets subject to					
depreciation					
recapture (see Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible property					
property					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Par	Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>0.00</u> % (b) After <u>0.09</u> %
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Danube Investissement Sarl EIN: FOREIGNUS
   20 Avenue Monterey
   L-2163 Luxembourg
   Country Of Incorporation: Luxembourg
- (ii): Transfer of security/asset in the \$554,919 in consideration of ordinary shares. amount of

### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 554,919 amount of

### Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

ttachment equence No. <b>128</b>	}
-------------------------------------	---

Name of transferor	
	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
<ul> <li>1 If the transferor was a corporation, complete questions 1a throa If the transfer was a section 361(a) or (b) transfer, was the transformed of the transfer of the t</li></ul>	nsferor controlled (under section 368(c)) by
Controlling shareholder	Identifying number
<ul> <li>c If the transferor was a member of an affiliated group filing a cocorporation?</li> <li>If not, list the name and employer identification number (EIN) of</li> </ul>	Yes No
Name of parent corporation	EIN of parent corporation
<b>d</b> Have basis adjustments under section 367(a)(5) been made?	
	actual transferor (but is not treated as such under section 367
complete questions 2a through 2d. <b>a</b> List the name and EIN of the transferor's partnership:	
	EIN of partnership
a List the name and EIN of the transferor's partnership: Name of partnership	
a List the name and EIN of the transferor's partnership: Name of partnership	98-0574210
<ul> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t</li> </ul>	98-0574210       of partnership assets?       Yes       X       Yes       X       No       Yes       X       No
<ul> <li>a List the name and EIN of the transferor's partnership:</li> <li>Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?.</li> </ul>	98-0574210         of partnership assets?       Yes       X       No         Yes       X       No         hat is regularly traded on an established       Yes       X       No
<ul> <li>a List the name and EIN of the transferor's partnership: Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in</li> </ul>	98-0574210 of partnership assets? Yes X No Yes X No hat is regularly traded on an established Yes X No No
<ul> <li>a List the name and EIN of the transferor's partnership: Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> </ul>	98-0574210         of partnership assets?         Yes         Yes         Yes         No         Yes         Yes         No         Partnership assets?         Yes         Yes         No         Partnership assets?         Yes         Yes
<ul> <li>a List the name and EIN of the transferor's partnership: Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>GREENBIRD LUXEMBOURG SARL</li> </ul>	98-0574210         of partnership assets?       Yes       X       No         Yes       X       No       Yes       X       No         nat is regularly traded on an established       Yes       X       No         nstructions)       Yes       X       No         Processor       Yes       X       No         No       Yes       X       No         No       Yes       X       No
<ul> <li>a List the name and EIN of the transferor's partnership: Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>GREENBIRD LUXEMBOURG SARL</li> </ul>	98-0574210         of partnership assets?         Yes
<ul> <li>a List the name and EIN of the transferor's partnership: Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>GREENBIRD LUXEMBOURG SARL</li> <li>5 Address (including country) 20 AVENUE MONTERES</li> </ul>	98-0574210         of partnership assets?         Yes
<ul> <li>a List the name and EIN of the transferor's partnership: Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfere</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>GREENBIRD LUXEMBOURG SARL</li> <li>5 Address (including country) 20 AVENUE MONTEREY LU</li> <li>6 Country code of country of incorporation or organization (see in LU</li> </ul>	98-0574210         of partnership assets?         Yes
<ul> <li>a List the name and EIN of the transferor's partnership: Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfer</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>GREENBIRD LUXEMBOURG SARL</li> <li>5 Address (including country) 20 AVENUE MONTEREY LU</li> </ul>	98-0574210         of partnership assets?         Yes
<ul> <li>a List the name and EIN of the transferor's partnership: Name of partnership</li> <li>CVC EUROPEAN EQUITY PARTNERS V LP</li> <li>b Did the partner pick up its pro rata share of gain on the transfere</li> <li>c Is the partner disposing of its entire interest in the partnership?</li> <li>d Is the partner disposing of an interest in a limited partnership t securities market?</li> <li>Part II Transferee Foreign Corporation Information (see in 3 Name of transferee (foreign corporation)</li> <li>GREENBIRD LUXEMBOURG SARL</li> <li>5 Address (including country) 20 AVENUE MONTEREY LU</li> <li>6 Country code of country of incorporation or organization (see in LU</li> </ul>	98-0574210         of partnership assets?         Yes

### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	10/07/2011		184,778.		
Stock and					
securities					
Installment					
obligations, account					
receivables or					
similar property					
Foreign ourrepou					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
involtory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

### Supplemental Information Required To Be Reported (see instructions):

010

Par	Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>0.00</u> % (b) After <u>0.09</u> %
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926 (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### *Regulations Section 1.6038B-1T(c)(2): Transferee*

- (i): Greenbird Luxembourg Sarl EIN: FOREIGNUS
   20 Avenue Monterey
   L-2163 Luxembourg
   Country Of Incorporation: Luxembourg
- (ii): Transfer of security/asset in the \$184,778 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$184,778 amount of

## Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury Internal Revenue Service	Attach to your income tax return fo	r the year of the transfer or distributi	ion. Attachment Sequence No. 128
Part I U.S. Transf	feror Information (see instructions)		
Name of transferor			Identifying number (see instructions)
CASEY FAMILY	PROGRAMS		91-0793881
<ul><li>a If the transfer was</li><li>5 or fewer domest</li><li>b Did the transferor</li></ul>	as a corporation, complete questions 1a throu a section 361(a) or (b) transfer, was the tran- tic corporations? remain in existence after the transfer? rolling shareholder(s) and their identifying num	sferor controlled (under section	Yes No
C	controlling shareholder	Identi	ifying number
corporation? If not, list the nam	as a member of an affiliated group filing a con e and employer identification number (EIN) of me of parent corporation	the parent corporation:	rent Yes No
d Have basis adjust	ments under section 367(a)(5) been made?	·	Yes No
complete questior	vas a partner in a partnership that was the ns 2a through 2d. EIN of the transferor's partnership:	actual transferor (but is not	treated as such under section 367
	· · ·		
	Name of partnership	EIN o	of partnership
	EQUITY PARTNERS V LP		0574210
	ck up its pro rata share of gain on the transfer of		
	oosing of its entire interest in the partnership?		
	oosing of an interest in a limited partnership th	• •	
securities market?	Foreign Corporation Information (see ins		Yes 🛛 🗙 No
	- · · · · ·	, , , , , , , , , , , , , , , , , , , ,	
	ee (foreign corporation)		4 Identifying number, if any
DARWIN HOLDIN 5 Address (including			FOREIGNUS
	g country) 20 AVENUE MONTEREY	L-2163 LUXEMBOU	UKG
 6 Country code of c	ountry of incorporation or organization (see in	structions)	
-	same y or meet poration of organization (see in		
<u>LU</u> 7 Foreign law chara	cterization (see instructions)		
•			
CORPORATION 8 Is the transferee f	oreign corporation a controlled foreign corpora		
	Act Notice, see separate instructions.		Yes X No Form <b>926</b> (Rev. 12-201
or raperwork Reduction	ACT NOTICE, see separate instructions.		Form <b>JZO</b> (Rev. 12-201

### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	10/20/2011		350,063.		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
Inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed under another category					
Intangible					
property					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
	1	1	1	1	1

### Supplemental Information Required To Be Reported (see instructions):

Par	Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>0.00</u> % (b) After <u>0.09</u> %
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations         sections 1.367(a)-4 through 1.367(a)-6 for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

### **Regulations Section 1.6038B-1T(c)(2):** Transferee

- (i): Darwin Holdings Sarl EIN: FOREIGNUS
   20 Avenue Monterey
   L-2163 Luxembourg
   Country Of Incorporation: Luxembourg
- (ii): Transfer of security/asset in the \$ 350,063 in consideration of ordinary shares. amount of

### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$350,063 amount of

### **Regulations Section 1.6038B-1T(c)(5):** Transfer of foreign branch with previously deducted losses

Not applicable

### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

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

OMB No. 1545-0026

Department of the Treasury nternal Revenue Service Attach to your income tax return for the year of the transfer or distribution.				Attachment Sequence No. <b>128</b>
Part I U.S. Transf Name of transferor CASEY FAMILY	Feror Information (see instructions)		lentifying number (s 91–0793881	ee instructions)
<ul><li>a If the transfer was</li><li>5 or fewer domest</li><li>b Did the transferor</li></ul>	as a corporation, complete questions 1a throug a section 361(a) or (b) transfer, was the trans tic corporations? remain in existence after the transfer? rolling shareholder(s) and their identifying num	gh 1d. feror controlled (under section (	368(c)) by	
C	ontrolling shareholder	Identify	ying number	
corporation?	as a member of an affiliated group filing a con e and employer identification number (EIN) of		nt Ye	es 🗌 No
Na	me of parent corporation	EIN of par	ent corporation	
2 If the transferor v complete question	ments under section 367(a)(5) been made? was a partner in a partnership that was the a us 2a through 2d. EIN of the transferor's partnership:		eated as such un	
	Name of partnership	EIN of	partnership	
<ul> <li>b Did the partner pic</li> <li>c Is the partner disp</li> <li>d Is the partner disp</li> <li>securities market?</li> </ul>	IVATE CAPITAL FUND II ok up its pro rata share of gain on the transfer of osing of its <b>entire</b> interest in the partnership? osing of an interest in a limited partnership that	f partnership assets? It is regularly traded on an estal	blished	es X No es X No es X No
	Foreign Corporation Information (see ins	,		
DIRECT MANAGE 5 Address (including VT	e (foreign corporation) <u>INVESTMENTS</u> LIMITED (country) P.O. BOX 957, OFFSI pountry of incorporation or organization (see ins	IORE CENTRE ROAD	Identifying num FOREIGNU TOWN, TOR	S
VI 7 Foreign law chara	cterization (see instructions)			
	oreign corporation a controlled foreign corpora Act Notice, see separate instructions.	ion?		X No 926 (Rev. 12-2011)

### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		223,983.		
Stock and securities					
securilles					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
intentery					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another category					
Intangible					
property					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
	1				1

### Supplemental Information Required To Be Reported (see instructions):

Par	t IV Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(a	a) Before <u>0.00</u> % (b) After <u>0.074</u> %	
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>	
С	Gain recognition under section 904(f)(5)(F)       Yes         Recapture under section 1503(d)       Yes	X No X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes	X No
b c	Depreciation recapture   Yes     Branch loss recapture   Yes	X No X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	X No
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	X No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$	
16	Was cash the only property transferred?	No
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	X No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:	

Form **926** (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

### **Regulations Section 1.6038B-1T(c)(2): Transferee**

- (i): Direct Manage Investments Limited EIN: FOREIGNUS
   P.O. Box 957, Offshore Centre Road Town, Tortola
   Virgin Islands
   Country of Incorporation: Virgin Islands
- (ii): Transfer of security/asset in the \$223,983 in consideration of ordinary shares. amount of

### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$223,983 amount of

## Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

Attachment	
Sequence No. 128	

Par	U.S. Transferor Information (see instructions)			
	e of transferor		Identifying number (see instr	uctions)
CP	ASEY FAMILY PROGRAMS		91-0793881	
	If the transferor was a corporation, complete questions 1a throu If the transfer was a section 361(a) or (b) transfer, was the trans 5 or fewer domestic corporations? Did the transferor remain in existence after the transfer?	sferor controlled (under section	Yes	No No
	If not, list the controlling shareholder(s) and their identifying num	ber(s):		
	Controlling shareholder	Ident	tifying number	
c	If the transferor was a member of an affiliated group filing a concorporation? If not, list the name and employer identification number (EIN) of		arent	No
	Name of parent corporation	EIN of p	parent corporation	
h	Have basis adjustments under section 367(a)(5) been made?		Yes	No
ŭ				
2	If the transferor was a partner in a partnership that was the	actual transferor (but is not	treated as such under se	ction 367)
а	complete questions 2a through 2d. List the name and EIN of the transferor's partnership:			
a				
	Name of partnership	EIN	of partnership	
b	Did the partner pick up its pro rata share of gain on the transfer of	of partnership assets?	Yes	No
	Is the partner disposing of its <b>entire</b> interest in the partnership?			No
d	Is the partner disposing of an interest in a limited partnership the			
Par	securities market?	structions)	Yes	No
3	Name of transferee (foreign corporation)		4 Identifying number, if	anv
-	G EUROPEAN RE PARTNERS II (FEEDER) L	P	98-0579372	
5	Address (including country)			
<u>32</u> 6	OLD SLIP, 28TH FLOOR NEW YORK, NY 1 Country code of country of incorporation or organization (see ins	0005 structions)		
UK				
7	Foreign law characterization (see instructions)			
-	TNERSHIP			
8	Is the transferee foreign corporation a controlled foreign corpora	tion?		-
For P	aperwork Reduction Act Notice, see separate instructions.			Rev. 12-2011

### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	VAR		696,302.		
Stock and securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
Assets subject to depreciation					
recapture (see					
Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property					
used in trade or					
business not listed under another					
category					
Intangible property					
property					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

### Supplemental Information Required To Be Reported (see instructions):

Par	t IV Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>61.48</u> % (b) After <u>61.48</u> %
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property Depreciation recapture Branch loss recapture Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$
16	Was cash the only property transferred?
17a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926 (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

### **Regulations Section 1.6038B-1T(c)(2): Transferee**

- (i): AIG European RE Partners II (Feeder) LP EIN: 98-0579372
  32 Old Slip, 28th Floor New York, NY 10005 Country Of Incorporation: United Kingdom
- (ii): Transfer of security/asset in the \$696,302 in consideration of ordinary shares. amount of

### Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$696,302 amount of

### **Regulations Section 1.6038B-1T(c)(5):** Transfer of foreign branch with previously deducted losses

Not applicable

### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

Attachment	
Sequence No. 128	

	Identifying number (see instructions)
	91-0793881
ugh 1d.	
	X Yes No
nber(s):	
Ident	ifying number
	ront
nsolidated return, was it the pa	Yes X No
f the parent corporation:	Tes A No
EIN of p	arent corporation
	Yes X No
actual transferor (but is not	treated as such under section 367
FIN	- f
EIN	of partnership
of northorphin consta	Yee N
	Yes No Yes No
<b>u</b>	
structions)	
istructions)	4 Identifying number, if any
structions)	<b>4</b> Identifying number, if any 98–0612575
structions)	4 Identifying number, if any
LTD. EXUS WAY CAMANA	<b>4</b> Identifying number, if any 98–0612575
structions)	<b>4</b> Identifying number, if any 98–0612575
LTD. EXUS WAY CAMANA	<b>4</b> Identifying number, if any 98–0612575
LTD. EXUS WAY CAMANA	<b>4</b> Identifying number, if any 98–0612575
LTD. EXUS WAY CAMANA	<b>4 Identifying number, if any</b> 98-0612575 BAY GRAND CAYMAN
	nsolidated return, was it the parent corporation: EIN of p actual transferor (but is not EIN of partnership assets?

### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	VAR		6,716,000.		
Stock and					
securities					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency or other property					
denominated in					
foreign currency					
Inventory					
Inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another					
category					
lates site la					
Intangible property					
F F J					
Property to be leased (as described in final					
and temp. Regs. sec.					
1.367(a)-4(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
-					

### Supplemental Information Required To Be Reported (see instructions):

Pa	t IV Additional Information Regarding Transfer of Property (see instructions)	
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(a	) Before <u>31.284</u> % (b) After <u>31.250</u> %	
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>	
С		
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? 🗌 Yes 🔀 N	No
b c	Branch loss recapture Yes X N	No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X	٩٨
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$	
16	Was cash the only property transferred?	No
	Was intangible property (within the meaning of section $936(h)(3)(B)$ ) transferred as a result of the transaction?	١o
	transaction:	

Form 926 (Rev. 12-2011)

010

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

### **Regulations Section 1.6038B-1T(c)(1): Transferor**

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

### Regulations Section 1.6038B-1T(c)(2): Transferee

- (i): Invesco Asia Real Estate Feeder Fund I, LTD EIN: 98-0612575
   P.O. Box 31106, 89 Nexus Way Camana Bay Grand Cayman, Cayman Islands
   Country of Incorporation: Cayman Islands
- (ii): Transfer of security/asset in the \$6,716,000 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$6,716,000 amount of

## Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

### Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

926

(Rev. December 2011)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution.

Attachment	
Sequence No. 128	

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a through	ıgh 1d.
a If the transfer was a section 361(a) or (b) transfer, was the tran	
5 or fewer domestic corporations?	
<b>b</b> Did the transferor remain in existence after the transfer?	
If not, list the controlling shareholder(s) and their identifying nun	nber(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a cor	
corporation?	Yes 🗋 No
If not, list the name and employer identification number (EIN) o	r the parent corporation:
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes 🗌 No
2 If the transferor was a partner in a partnership that was the	actual transferor (but is not treated as such under section 367),
complete questions 2a through 2d.	
a List the name and EIN of the transferor's partnership:	
Name of partnership	Fibl of northerabin
	EIN of partnership
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer	
<ul><li>c Is the partner disposing of its entire interest in the partnership?</li><li>d Is the partner disposing of an interest in a limited partnership th</li></ul>	· · · · · · · · · · · · · · · · · · ·
securities market? Part II Transferee Foreign Corporation Information (see in	structions)
3 Name of transferee (foreign corporation)	4 Identifying number, if any
INVESCO ASIAN REAL ESTATE PARTNERS II	
5 Address (including country) PO BOX 309 UGLAND	
GRAND CAYMAN CJ KY1-1104	
6 Country code of country of incorporation or organization (see in	structions)
CJ	
7 Foreign law characterization (see instructions)	
PARTNERSHIP	
8 Is the transferee foreign corporation a controlled foreign corpora	
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2011)

### Part III Information Regarding Transfer of Property (see instructions)

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		2,911,297.		
Stock and securities					
securilles					
Installment					
obligations, account					
receivables or					
similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
Assets subject to depreciation					
recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b)) Tangible property					
used in trade or					
business not listed					
under another category					
Intangible					
property					
Property to be leased					
(as described in final					
and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as					
described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

### Supplemental Information Required To Be Reported (see instructions):

Par	t IV Additional Information Regarding Transfer of Property (see instructions)
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:
(a	) Before <u>42.86</u> % (b) After <u>42.86</u> %
10	Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u>
С	Indicate whether any transfer reported in Part III is subject to any of the following:       Yes       X       No         Gain recognition under section 904(f)(3)       Yes       X       No         Gain recognition under section 904(f)(5)(F)       Yes       X       No         Recapture under section 1503(d)       Yes       X       No         Exchange gain under section 987       Yes       X       No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes X No
b c	Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following: Tainted property Depreciation recapture Branch loss recapture Any other income recognition provision contained in the above-referenced regulations
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes X
15a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶\$
16	Was cash the only property transferred?
	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926 (Rev. 12-2011)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

### Regulations Section 1.6038B-1T(c)(1): Transferor

Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### **Regulations Section 1.6038B-1T(c)(2): Transferee**

- (i): Invesco Asian Real Estate Partners II (USD Feeder), LP EIN: 98-0573913
   P.O. Box 309, Ugland House Grand Cayman, Cayman Islands
   Country of Incorporation: Cayman Islands
- (ii): Transfer of security/asset in the \$2,911,297 in consideration of ordinary shares. amount of

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$2,911,297 amount of

### **Regulations Section 1.6038B-1T(c)(5):** Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

201235

44 201112 670 163869



Department of the Treasury **Internal Revenue Service** Ogden UT 84201

CJ

9145 98121

ĸ **IRS USE ONLY**  2117

3

TE

Notice Number: CP211A Date: September 10, 2012

**Taxpayer Identification Number:** 91-0793881 Tax Form: 990PF Tax Period: December 31, 2011

072179.106566.0262.006 1 AT 0.374 373 ╎╏╻╢╻╻╘╘╘╘╘╺╺╸╛╗╸╏╻╻╻╻╘╢╘┰╸╎╘╺╸╻╻╸╻╢╢╻╘╸╻╻╻╢╢┚╸╢╻╢╘╶╸╘╵╢╢╻╴



CASEY FAMILY PROGRAMS SCOTT MCCAULOU 2001 8TH AVE STE 2700 98121-2641 SEATTLE WA

072179

### APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT **ORGANIZATION RETURN - APPROVED**

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is November 15, 2012.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and -
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

Form 8453-EO	OMB No. 1545-1879		
Department of the Treasury Internal Revenue Service	For calendar year 2010, or tax year beginning, 2010, and ending For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868 ▶ See instructions on back.	_ , 20	2010
Name of exempt organization		Employer ider	ntification number
CASEY FAMILY	PROGRAMS	91-079	93881
Part I Type of R	eturn and Return Information (Whole Dollars Only)		
	type of return being filed with Form 8453-EO and enter the applicable amoun <b>1a</b> , <b>2a</b> , <b>3a</b> , <b>4a</b> , or <b>5a</b> below and the amount on that line of the return being filed		

appli	applicable line below. Do not complete more than one line in Part I.					
1a	Form 990 check here <b>b</b> Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b				
2a	Form 990-EZ check here  Form 990-EZ, line 9)	2b				
3a	Form 1120-POL check here 🕨 🗋 b Total tax (Form 1120-POL, line 22)	3b				
4a	Form 990-PF check here  Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	0.			
5a	Form 8868 check here  B Balance due (Form 8868, line 3c)	5b				

leave line 1b. 2b. 3b. 4b. or 5b. whichever is applicable. blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the

#### Part II Declaration of Officer

Х I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2010 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign		11/10/2010	PRESIDENT & CEO
Here	Signature of officer	Date	Title

#### Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer(see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's	ERO's signature	Date	Check if also paid preparer	Check if self- employed	ERO'S SSN or PTIN
Use Only	Firm's name (or				EIN
	yours if self-employed), address, and ZIP code				Phone no.

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

		Preparer's signature	Date	Check if	PTIN			
Paid				self-employed				
Preparer's	Firm's name 🕨 ERNST & YOUNG LLP	Firm's EIN ►						
Use Only	Firm's address 🕨 111 MONUMENT CIRCL	Phone no.						
	INDIANAPOLIS	IN	46204		317-681-7000			
For Privacy Act and Paperwork Reduction Act Notice, see back of form.								

Act and Paperwork Reduction Act Notice, see back of form. JSA 0E1675 0.060

010

Form **990-PF** 

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements. Department of the Treasury Internal Revenue Service

OMB No. 1545-0052

2010

F	or ca	lendar year 2010, or	<u>tax</u> year begin	ning		, 2010,	and ending	g	, 20	
G	Che	ck all that apply:	Initial retur		Initial return o	-	blic charity	_ L	Final return	
_			Amended	return	X Addres	s change	Name change	Name change		
N	ame c	f foundation						A Employer identi	fication number	
~	» o 🗆		DAMO					0.1	0702001	
_	-	Y FAMILY PROG	-				D		-0793881	
N	Impe	r and street (or P.O. box	number if mail is no	t delivered	to street address)		Room/suite	B Telephone number	(see page 10 of the instructions)	
2	001	EIGHTH AVE, S	SIITTE 2700					(2	06) 282-7300	
_		own, state, and ZIP co						C If exemption applic	,	
0	ty of t		uc					pending, check her	•••••	
S	EAT	TLE, WA 98121.	-2641					<ul><li>D 1. Foreign organiza</li><li>2. Foreign organiza</li></ul>		
_		ck type of organizati		on 501(c	c)(3) exempt private fou	Indation		85% test, check	here and attach	
ſ		ection 4947(a)(1) none			Other taxable priv		on	computation -		
ī	-	market value of all a				ash X Acc		E If private foundation under section 5070	b)(1)(A), check here	
	of y	ear (from Part II, col.	. (c), line		ther (specify)				in a 60-month termination	
_	16)	▶\$ 2,096,12	9,391.	(Part I,	column (d) must be on	cash basis.)			o)(1)(B), check here	
F	art l	Analysis of Reven	ue and Expens	es (The	(a) Revenue and	( <b>b</b> ) Not inve	atmont	(c) Adjusted net	(d) Disbursements	
		total of amounts in co may not necessarily			expenses per	(b) Net inve incom		income	for charitable purposes	
_		column (a) (see page	e 11 of the instruct	tions).)	books				(cash basis only)	
	1	Contributions, gifts, grants, et	tc., received (attach sch oundation is <b>not</b> req	edule)	19,145,308.					
	2	attach s	Sch. B		24,933.	2	4,933.	24,933		
	3	Interest on savings and to		[	34,146,642.		9,383.	42,869,383		
	4	Dividends and interes			01/110/0121	12,00		12,000,000	•	
		Gross rents								
~		Net rental income or (loss Net gain or (loss) from sa		ne 10	-5,671,003.					
nue	b	Gross sales price for all	1,507,407	,784.						
Revenue	7	assets on line 6a - Capital gain net incom	ne (from Part IV, li	ne 2)						
Ř	8	Net short-term capital						15,044,005		
	9	Income modifications						35,000	•	
	10 a	Gross sales less returns and allowances								
	b	Less: Cost of goods sold								
	С	Gross profit or (loss) (			2 0 2 170	1 0	7 212	212 204		
	11	Other income (attach			3,823,176. 51,469,056.		7,313.	312,294		
_	12	Total. Add lines 1 thro			1,611,807.		3,950.	133,950		
	13	Compensation of officers			37,928,621.		4,051.	2,074,051		
s	14 45	Other employee salar			12,264,027.	•	8,016.	308,016		
nse	15 16 a	Pension plans, employ Legal fees (attach sch		2	352,927.		0,618.	120,618		
épei		Accounting fees (attac			197,568.		1,122.	21,122		
Ê.		Other professional fee			7,402,124.	5,84	1,063.	5,841,063	. 1,561,061	
five	17	Interest								
stra	18	Taxes (attach schedule)			37,562.	35	8,439.	358,439	. 37,562	
Ĩ	19	Depreciation (attach s			2,013,518.					
Ndm	20	Occupancy			5,363,581.				5,645,636	
d D	21	Travel, conferences, a	and meetings		3,425,854.	3	0,407.	30,407		
<b>Operating and Administrative Expenses</b>	22	Printing and publication			369,335.		5 760	7 600 040	369,335	
ting	23	Other expenses (attac			44,386,669.	/, 55	5,766.	7,582,242	. 38,215,392	
era	24	Total operating and a			115,353,593.	16 11	3,432.	16,469,908	98,267,944	
ð	<b>0</b> 5	Add lines 13 through 2			1,179,198.	10,11	5,152.	10,100,000	911,450	
	25 26	Contributions, gifts, gr		Land 25	116,532,791.	16.44	3,432.	16,469,908		
_	26 27	Total expenses and disburs Subtract line 26 from I		eanu 25	.,,	_ , 1	,	.,,		
		Excess of revenue over exp		ents	-65,063,735.					
		Net investment incon				26,58	8,197.			
_		Adjusted net income						41,815,707	•	
Fe		erwork Reduction Act			e instructions.	* A1	'CH 4 jsa	** ATCH 5	Form <b>990-PF</b> (2010)	

V 10-8.2

010

Part II	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year	End o	fyear
antin	amounts only. (See instructions.)	(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	165,028.	8,319,216.	8,319,216
2	Savings and temporary cash investments	79,143,304.	101,371,879.	101,518,239
3	Accounts receivable			
	Less: allowance for doubtful accounts			
4	Pledges receivable			
	Less: allowance for doubtful accounts			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other			
Ŭ	disgualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule)			
1	Less: allowance for doubtful accounts			
8	Inventories for sale or use	783,210.	1,015,904.	1,015,90
9 10 a	Prepaid expenses and deferred charges ATCH 7	105,231,064.	134,875,636.	135,185,66
	Investments - U.S. and state government obligations (attach schedule)	1,206,977,505.		
	Investments - corporate stock (attach schedule) ATCH 9		1,137,217,215.	1,260,418,293
11 C	Investments - corporate bonds (attach schedule) ATCH 1.0 Investments - land, buildings, and equipment: basis Less: accumulated depreciation	305,629,214.	287,092,668.	296,705,470
	(attach schedule)			
12	Investments - mortgage loans		006 707 600	
13 14	Investments - other (attach schedule) ATCH 11 Land, buildings, and A8 849 435	323,805,764.	286,707,639.	256,741,94
14	equipment basis	05 165 456	25 657 001	ATCH 12
	Less: accumulated depreciation 13,191,514. (attach schedule)	25,165,456.	35,657,921.	32,364,60
15	Other assets (describe ►ATCH_13)	3,218,445.	3,860,055.	3,860,05
16	Total assets (to be completed by all filers - see the			
	instructions. Also, see page 1, item I)		1,996,118,133.	2,096,129,39
17	Accounts payable and accrued expenses	12,903,229.	20,028,786.	
18	Grants payable			
19	Deferred revenue			
19 20 21	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
i 22	Other liabilities (describe ► ATCH 14 )	5,913,323.	9,850,644.	
23	Total liabilities (add lines 17 through 22)	18,816,552.	29,879,430.	
	Foundations that follow SFAS 117, check here			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	2,031,302,438.	1,966,238,703.	
24 25 26	Temporarily restricted			
25				
26	Permanently restricted			
	Foundations that do not follow SFAS 117,			
27	check here and complete lines 27 through 31. ►			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
28 29 30	Total net assets or fund balances (see page 17 of the	0 001 000 400	1 0 0 0 0 0 0 0 0 0	
31	instructions) Total liabilities and net assets/fund balances (see page 17		1,966,238,703.	
	of the instructions)	2,050,118,990.	1,996,118,133.	
Part II	Analysis of Changes in Net Assets or Fund	Balances		
	I net assets or fund balances at beginning of year - Part			
end-	of-year figure reported on prior year's return)			2,031,302,43
Ente	r amount from Part I, line 27a			-65,063,73
	er increases not included in line 2 (itemize)			
Add	lines 1, 2, and 3			1,966,238,70
				. ,, -
				1 0 6 6 0 0 0 0
	I net assets or fund balances at end of year (line 4 minus line	5) - Part II, column (b)	ine 30 6	1,966,238,703

Part IV Capital Gains	s and Losses for Tax on Inv	/estment Income			
(a) List and	e.g., real estate,	(b) How acquired	(c) Date	(d) Date sold	
	rick warehouse; or common stock, 200	shs. MLC Co.)	P-Purchase D-Donation	(mo., ˈday, yr.)	(mo., day, yr.)
1a SEE PART IV SCHE	DULE				
b					
<u> </u>					
<u>d</u>					
е	(f) Depresention allowed	(g) Cost or other basis			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	plus expense of sale		(h) Gain or (lo (e) plus (f) minu	
a					
b					
<u>C</u>					
e Complete only for assets s	howing gain in column (h) and owned b	y the foundation on 12/31/69			
	(j) Adjusted basis	(k) Excess of col. (i)		Gains (Col. (h) ga (k), but not less t	
(i) F.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any		Losses (from co	
а					
b					
c					
d					
е					
2 Capital agin not income or		f gain, also enter in Part I, line 7			
2 Capital gain net income or (	i i i l	f (loss), enter -0- in Part I, line 7 $\int$	2	-10,	630,918.
	or (loss) as defined in sections 122				
<b>-</b>	line 8, column (c) (see pages 13 an	· · · · · · · · · · · · · · · · · · ·		1 -	
If (loss), enter -0- in Part I, I	ine 8	<u></u>	3	15,	044,005.
	· · ·	uced Tax on Net Investment In			
(For optional use by domestic	private foundations subject to the s	section 4940(a) tax on net investmen	t income.)		
If a action 4040(d)/2) applies 1	acus this part black				
If section 4940(d)(2) applies, le	eave this part blank.				
Was the foundation liable for th	he section 4942 tax on the distribut	able amount of any year in the base	period?		Yes No
	ot qualify under section 4940(e). D				
		ee page 18 of the instructions before	e making a	any entries.	
(a)	(b)	(c)		(d)	
Base period years Calendar year (or tax year beginning in)	Adjusted qualifying distributions	Net value of noncharitable-use assets		Distribution ra (col. (b) divided by	
2009					
2008					
2007					
2006					
2005					
<b>2</b> Total of line 1, column (d)			2		
0	or the 5-year base period - divide th	<b>,</b>			
number of years the found	ation has been in existence if less	than 5 years	3		
4 Enter the net value of none	charitable-use assets for 2010 from	Part X, line 5	4		
5 Multiply line 4 by line 3			5		
6 Enter 1% of not investmen	t income (1% of Part L line 27h)		6		
6 Enter 1% of net investmen	t income (1% of Part I, line 27b)		6		
7 Add lines 5 and 6			7		
8 Enter qualifying distribution	ns from Part XII. line 4		8		
If line 8 is equal to or gr	eater than line 7, check the box	in Part VI, line 1b, and complete t	hat part	using a 1% tax	rate. See the
Part VI instructions on page			•		
10.4					000 DE

91-0793881

Page 3

Form 9	990-PF (2010) 91-0793881		F	age <b>4</b>
Par	VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the ins	tructi	ons)	
1a	Exempt operating foundations described in section 4940(d)(2), check here  X and enter "N/A" on line 1.			
	Date of ruling or determination letter. <sup>1986</sup> (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check		]	N/A
	here  and enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of			
	Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2 3			0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income.       Subtract line 4 from line 3. If zero or less, enter -0-       5			0.
6	Credits/Payments:			
а	2010 estimated tax payments and 2009 overpayment credited to 2010 6a			
b	Exempt foreign organizations-tax withheld at source			
С	Tax paid with application for extension of time to file (Form 8868)   6c   0.			
d	Backup withholding erroneously withheld			0
7	Total credits and payments. Add lines 6a through 6d			0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   10  Inter the amount of line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Dor	Enter the amount of line 10 to be: Credited to 2011 estimated tax  Refunded  11			
	VII-A Statements Regarding Activities		Vee	
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	4-	Yes	No X
	participate or intervene in any political campaign?	1a		
D	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19	46		Х
	of the instructions for definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials	1b		
	published or distributed by the foundation in connection with the activities.			
•		1c		Х
d	<ul> <li>c Did the foundation file Form 1120-POL for this year?</li> <li>d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:</li> </ul>			
u	(1) On the foundation. $\blacktriangleright$ (2) On foundation managers. $\blacktriangleright$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
•	on foundation managers.   \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		Х
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			
	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Х	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Х	
5				X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	<ul> <li>By language in the governing instrument, or</li> </ul>			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that		3.7	
	conflict with the state law remain in the governing instrument?	6	X X	
7				
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the			
	instructions) ▶ <sub>ATTACHMENT</sub> _15			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General		Х	
-	(or designate) of each state as required by General Instruction G?If "No," attach explanation	8b	Λ	
9	Is the foundation claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4042(j)(5)$ for order the truth wave beginning in 2010. (see instructions for Det VIV.			
	4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page	~	Х	
4.0	27)? If "Yes," complete Part XIV	9		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		Х
	names and addresses	10		

Form 9	90-PF	(2010)
--------	-------	--------

Par	t VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		Х
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before			
	August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address			
14	The books are in care of CASEY FAMILY PROGRAMS	-730	0	
	Located at ►2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP + 4 ► 98121-2	641		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		🕨	
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter			
	the name of the foreign country			
Par	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required		1	
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	(3) Furnish goods, services, of facilities to (of accept them nonly a disqualified person?			
	(4) Pay compensation to, or pay or reinduise the expenses of, a disqualined person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the			
	foundation agreed to make a grant to or to employ the official for a period after			
L				
D	If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations	1b		Х
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			
	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that			
C	were not corrected before the first day of the tax year beginning in 2010?	1c		Х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private			
-	operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
а	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and			
	6e, Part XIII) for tax year(s) beginning before 2010?			
	If "Yes," list the years ►			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to			
	all years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b		
с	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
	▶,,,,,,,,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
	at any time during the year? Yes X No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or			
	disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the			
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of			
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the			
	foundation had excess business holdings in 2010.)	3b		X
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its	4		X
	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	40	1	1 42

Form	990-PF (201	0)		91-079	3881		Page <b>6</b>
Par	t VII-B	Statements Regarding Activities fo	r Which Form 47	20 May Be Requii	red (continued)		
	<ul> <li>(1) Carry</li> <li>(2) Influe direct</li> <li>(3) Provid</li> <li>(4) Provid section</li> <li>(5) Provid purport</li> </ul>	de a grant to an individual for travel, study, or oth de a grant to an organization other than a charital on 509(a)(1), (2), or (3), or section 4940(d)(2)? (se de for any purpose other than religious, charitable ses, or for the prevention of cruelty to children or	e legislation (section 4 see section 4955); or to er similar purposes? ble, etc., organization o ee page 22 of the instru- e, scientific, literary, or animals?	described in uctions) educational	. X Yes No . Yes X No . Yes X No		
b	If any and	swer is "Yes" to 5a(1)-(5), did any of the trans	actions fail to qualify	under the exceptions	s described in		
	Regulatio	ns section 53.4945 or in a current notice regard	ling disaster assistance	e (see page 22 of the	instructions)?	5b	X
	Organizat	ions relying on a current notice regarding disaste	r assistance check her	re	▶∟		
С	If the answ	wer is "Yes" to question 5a(4), does the foundation	on claim exemption from	m the tax			
	because i	t maintained expenditure responsibility for the gra	ant?		_ Yes No		
	lf "Yes," a	ttach the statement required by Regulations sect	ion 53.4945-5(d).				
6 a	Did the fo	undation, during the year, receive any funds, dire	ctly or indirectly, to page	y premiums			
	•	onal benefit contract?			Yes X No		
b	Did the fo	undation, during the year, pay premiums, directly	or indirectly, on a pers	sonal benefit contract?		6b	X
		6b, file Form 8870.					
	•	e during the tax year, was the foundation a party	•	-	_ Yes X No		
		lid the foundation receive any proceeds or have a					
Par	t VIII	Information About Officers, Directors and Contractors	s, Trustees, Four	idation Managers	, Hignly Paid Emp	ioyees,	
1	List all of	ficers, directors, trustees, foundation mar	nagers and their co		ge 22 of the instructi	ons).	
		(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense other allo	
				1 (11 007	44 050		0
AT	TACHM	ENT 16		1,611,807.	44,850.		0.
	0				ana 00 af tha in struct	4! <b>\</b>	
		ation of five highest-paid employees (othen nter "NONE."	er than those includ	ded on line 1 - see p	age 23 of the instruc	tions).	
		address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense other allo	
		12		0 040 140	004.050		0.115
A'I'	I'ACHMI	ENT 17		2,243,142.	224,250.	N	ONE
Tota	Inumber	of other employees paid over \$50,000	<u></u>	<u></u>	<u></u>	<u></u> >	• 326

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If no	one. enter "NONE."
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
ATTACHMENT 18	3,282,361
ATTACIMENT TO	572027301
Total number of others receiving over \$50,000 for professional services	24
Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1_CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND	
ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR	00 170 204
CHILDREN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES (CONT)	99,179,394
2 STRATEGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES,	
COUNTIES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE MORE THAN 400,000 CHILDREN IN FOSTER CARE. THE (CONT)	
3 FOUNDATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND	
PUBLISHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD	
WELFARE ISSUES. IT PARTNERS WITH COMMUNITY	
4 ORGANIZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS	
TO HELP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD WELFARE SYSTEM.	
Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1_NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3_NONE	
Total. Add lines 1 through 3▶	

Forn	n 990-PF (2010) 91-0793881		Page <b>8</b>
Ра	<b>Minimum Investment Return</b> (All domestic foundations must complete this part. Foreign see page 24 of the instructions.)	n foundat	ions,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	1,822,661,762.
b	Average of monthly cash balances	1b	92,455,779.
С	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,915,117,541.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,915,117,541.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of		
_	the instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	4	28,726,763.
5		5	1,886,390,778.
6	Minimum investment return. Enter 5% of line 5	6	94,319,539.
Pa	Int XI       Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private foundations and certain foreign organizations check here       Image: Complete the section 4942(j)(3) and (j)(5) private foundations and certain foreign organizations check here		
1	Minimum investment return from Part X, line 6	1	
2 a			
b	Income tax for 2010. (This does not include the tax from Part VI.)		
С	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,		
	line 1 · · · · · · · · · · · · · · · · · ·	7	
Pa	<b>Reference in the set of the set </b>		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	99,179,394.
b		1b	0.
2	Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	5,519,168.
3	purposes Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	104,698,562.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.		/-
	Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	104,698,562.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calc qualifies for the section 4940(e) reduction of tax in those years.	culating w	hether the foundation

Part XIII Undistributed Income (see page 26 of the instructions) (b) (d) (a) (c) Years prior to 2009 Corpus 2009 2010 1 Distributable amount for 2010 from Part XI, line 7 Undistributed income, if any, as of the end of 2010: 2 a Enter amount for 2009 only Total for prior years: 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_ b Excess distributions carryover, if any, to 2010: 3 a From 2005 **b** From 2006 c From 2007 d From 2008 . . . . . . e From 2009 0 f Total of lines 3a through e Qualifying distributions for 2010 from Part XII, 4 line 4: 🕨 \$ a Applied to 2009, but not more than line 2a Applied to undistributed income of prior years (Election b required - see page 26 of the instructions) c Treated as distributions out of corpus (Election required - see page 26 of the instructions) **d** Applied to 2010 distributable amount . . . . . е Remaining amount distributed out of corpus . . Excess distributions carryover applied to 2010 5 (If an amount appears in column (d), the same amount must be shown in column (a).) 6 Enter the net total of each column as indicated below: a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions Undistributed income for 2009. Subtract line е 4a from line 2a. Taxable amount - see page 27 of the instructions f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 Amounts treated as distributions out of corpus 7 to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) Excess distributions carryover from 2005 not 8 applied on line 5 or line 7 (see page 27 of the instructions) Excess distributions carryover to 2011. 9 Subtract lines 7 and 8 from line 6a Analysis of line 9: 10 a Excess from 2006 b Excess from 2007 c Excess from 2008 d Excess from 2009 e Excess from 2010

Form **990-PF** (2010)

Form 990-PF (2010)

010

91-0793881

а	If the foundation has refoundation, and the ruling is	•		it is a private opera	ting ▶ 05/25/1972	
b	Check box to indicate wheth			described in section	X 4942(j)(3	3) or 4942(j)(5
	Г	Tax year		Prior 3 years		<i>y</i> or <u>-</u> +3+2()(3
a	Enter the lesser of the ad- justed net income from Part	(a) 2010	<b>(b)</b> 2009	(c) 2008	(d) 2007	(e) Total
	I or the minimum investment return from Part X for each year listed	41,815,707.	28,278,902.	67,412,550.	101,168,828.	238,675,98
5	85% of line 2a	35,543,351.	24,037,067.	57,300,668.	85,993,504.	202,874,59
;	Qualifying distributions from Part					
-	XII, line 4 for each year listed	104,698,562.	121,023,450.	133,680,141.	117,292,008.	476,694,16
k	Amounts included in line 2c not used directly for active conduct of exempt activities	911,450.	678,170.	2,304,282.	2,971,742.	6,865,64
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c Complete 3a, b, or c for the	103,787,112.	120,345,280.	131,375,859.	114,320,266.	469,828,51
a	alternative test relied upon: "Assets" alternative test - enter:					
	<ol> <li>Value of all assets</li> <li>Value of assets qualifying under section 4942(j)(3)(B)(i)</li> </ol>					
)	"Endowment" alternative test- enter 2/3 of minimum invest- ment return shown in Part X, line 6 for each year listed	62,879,693.	57,559,310.	73,830,745.	84,087,207.	278,356,95
•	<ul> <li>"Support" alternative test - enter:</li> <li>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)),</li> </ul>					
	or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j(3)(B)(iii)					
	(3) Largest amount of sup- port from an exempt organization					
	(4) Gross investment income					

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

NONE

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

#### NONE

### 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here  $\blacktriangleright$  X if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

- ${\bf b}$   $\,$  The form in which applications should be submitted and information and materials they should include:
- **c** Any submission deadlines:
- **d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

art XV Supplementary Information	(continued)			
Grants and Contributions Paid Duri	ng the Year or App		uture Payment	
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	contribution	
a Paid during the year				
ATTACHMENT 19				
ATTACHMENT 19				
Total			▶ 3a	911,45
<b>b</b> Approved for future payment				
ATTACHMENT 20				
Total	1		▶ 3b	200,00

Form 990-PF	(2010)			91-	-0793881	Page <b>12</b>
Part XVI-	A Analysis of Income-Prod	ucing Acti	vities			
Enter gross	amounts unless otherwise indicated.	Unrela	ted business income	Excluded by	/ section 512, 513, or 514	(e) Related or exempt
Ū		(a)	(b)	(c)	(d)	Related or exempt function income
1 Program	i service revenue:	Business code	Amount	Exclusion code	Amount	(See page 28 of the instructions.)
a						
e f						
	and contracts from sovernment exercise					
•	and contracts from government agencies ship dues and assessments					
				14	24,933.	
	n savings and temporary cash investments			14	34,146,642.	
	Is and interest from securities				01/210/0121	
	al income or (loss) from real estate:					
	-financed property					
	lebt-financed property					
	l income or (loss) from personal property					
	vestment income			18	-5,671,003.	
•	oss) from sales of assets other than inventory			1 10	5,011,003.	
	me or (loss) from special events					
10 Gross pr	rofit or (loss) from sales of inventory					
11 Other re			F4 000		2 640 105	100 005
b	ATTACHMENT 21		54,296.		3,648,195.	120,685.
c						
d						
e			<b></b>			100 005
	. Add columns (b), (d), and (e)				32,148,767.	
	dd line 12, columns (b), (d), and (e)					32,323,748.
	neet in line 13 instructions on page 29 to	-				
Part XVI-	B Relationship of Activities		-			
Line No.	Explain below how each activit					
▼	accomplishment of the foundation	on's exemp	t purposes (other than	by providing	g funds for such purpose	es). (See page 29 of the
1 1	instructions.)				70	
11	CASEY COLLABORATES WI					
	PARENTS TO PROVIDE SA					
	DIRECT CARE. ALL REVE					
	TO CARRY OUT THE EXEM	IPT PURPO	DSE OF THIS EXEM	IPT OPERA	ATING	
	FOUNDATION.					
11B	INCOME LISTED ON LINE					
	REPRESENTS REIMBURSED					
	ADMINISTRATIVE SERVIC					
	BOTH ENTITIES SHARE A					
	CHILDREN AND FAMILIES		THE SERVICES AG	GREEMENT	DOES	
	NOT INCLUDE A PROFIT	MOTIVE.				
						Earm 990-DE (2010)

010

Form 990	-PF (20	10)					91-079388	31		Pa	age <b>13</b>
Part >	(VII	Information Exempt Orga		ransfers To	and Transa	actions	s and Relat	ionships With	Nonc	harit	table
in or	sectio ganiza		ode (other than	section 501(c)	(3) organizations	-				Yes	No
		s from the reporting fou າ			-				1a(1)		X
		er assets									Х
		insactions:									
		s of assets to a noncha									X
		hases of assets from a									X
		al of facilities, equipme									X
		nbursement arrangeme									X
		ns or loan guarantees ormance of services or							1b(5) 1b(6)		X
		of facilities, equipment,									X
		answer to any of								fair i	market
		f the goods, other			-			•			
Va	alue ir	any transaction of	sharing arrang	gement, show i	in column <b>(d)</b> t	he value	e of the good	ls, other assets, or	service	es rec	ceived.
(a) Line	no.	(b) Amount involved	(c) Name of n	oncharitable exemp	t organization			ers, transactions, and sha	ring arran	gemen	its
		N/A				N/A					
de	escribe	foundation directly d in section 501(c) of complete the following	the Code (other the code schedule.	han section 501(o	c)(3)) or in sectior		• • • • • • • • • •		Ye	es 🗌	No No
		(a) Name of organization		( <b>a</b> ) Typ	e of organization			(c) Description of relation	snip		
Sign		penalties of perjury, I d it is true, correct, and cor									
Here		anature of officer or trustee	•		Date		— ▶ <sub>⊤</sub>	itle			
		Print/Type preparer's		Preparer's si			Date		PTIN		
Paid								Check if self-employed			
Prepa		Firm's name FER	NST & YOUN	G LLP US				Firm's EIN ►			
Use C	only	Firm's address ▶ 11	1 MONUMENT	CIRCLE, S	UITE 2600						
		IN	DIANAPOLIS	, IN		4	6204	Phone no. 317-6	81-70	000	

Form 990-PF (2010)

Kind of Pi	roperty		Desc	ription		P or D	Date acquired	Date sold
Gross sale	Depreciation	Cost or	FMV	Adj. basis	Excess of		Gain	
price less expenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adj basis		or (loss)	
1062691700		PUBLICLY TRA PROPERTY TY 1048159224	PE: SECURIT	IES		Ρ	14532476.	
353946740.		PUBLICLY TRA PROPERTY TY: 372762939. DEFERRED GA:	PE: SECURIT	IES	z	P P	-18816199.	
3,581,219.		PROPERTY TY	PE: REAL ES	TATE			3,581,219.	
2,434.		AIG EURO II PROPERTY TY				P	2,434.	
		CHARTERHOUSE PROPERTY TY 1,742.				Ρ	-1,742.	
71.		CVC EUROPEAN PROPERTY TY	PE: OTHER			Ρ	71.	
		AIG ASIA REA PROPERTY TY 255,501.				P	-255,501.	
		AIG EURO II PROPERTY TY 865,248.				P	-865,248.	
481,078.		ASIAN INFRAS	PE: OTHER			P	481,078.	
63,175.		AXIOM ASIA : PROPERTY TY:	PE: OTHER			P	63,175.	
24,321.		CARLYLE PAR PROPERTY TY				P	24,321.	
591,810.		CHARLESBANK PROPERTY TY				Ρ	591,810.	
JSA								

JSA 0E1730 1.000 2679BD D15X

V 10-8.2

Kind of P				ription		P or D	Date acquired	Date sold
Gross sale	Depreciation	Cost or	FMV	Adj. basis	Excess of		Gain	
price less expenses of sale	allowed/ allowable	other basis	as of 12/31/69	as of 12/31/69	FMV over adj basis		or (loss)	
		CHARTERHOUSI PROPERTY TY 207,578. GS VINTAGE 3	PE: OTHER			P	-207,578.	
		PROPERTY TY: 359,491.					-359,491.	
13,614.		GS VINTAGE V PROPERTY TY 215,945.				P	-202,331.	
		AXIOM ASIA I PROPERTY TY				P		
38,361.		CHARLESBANK	VTT			P	38,361.	
		PROPERTY TY					-5.	
9,470.		HORSLEY BRII PROPERTY TY				P	9,470.	
396.		HORSLEY BRII PROPERTY TY				P	396.	
		OCM OPPORTU PROPERTY TY 7,875.				P	-7,875.	
49,792.		OCM OPPORTUI PROPERTY TY				P	49,792.	
,		PARISH CAPIT PROPERTY TY 10,036.				P	-10,036.	
48,696.		SIGULER GUFI PROPERTY TY				P	48,696.	
		SPLITROCK I PROPERTY TY 253.				P	-253.	
JSA								

Kind of P	roperty		Des	cription		or D	Date acquired	Date sold
Gross sale price less	Depreciation allowed/	Cost or other	FMV as of	Adj. basis as of	Excess of FMV over		Gain or	
expenses of sale	allowable	basis	12/31/69	12/31/69	adj basis	++	(loss)	
		WAYZATA PROPERTY TYI	PE• OTHER			Ρ		
127,314.							127,314.	
		SECTION 1250	6 G/L FROM	K-1 - ST		P		
		PROPERTY TY						
253,475.							253,475.	
		HORSLEY BRII				Ρ		
147,399.		PROPERTY TY	PE: OTHER				147,399.	
		INVESCO ASIA	Δ.			D		
		PROPERTY TY						
		152,810.					-152,810.	
		JORDAN- RESC				Ρ		
327,843.		PROPERTY TY	PE: OTHER				327,843.	
		OAKTREE LOAN PROPERTY TY				P		
22,182.							22,182.	
		OAKTREE MEZZ	Ζ			Ρ		
		PROPERTY TY 520,248.	PE: OTHER				-520,248.	
							5207210.	
		OAKTREE LIQU PROPERTY TY		DAN FUND		P		
		1,838,066.					-1838066.	
		OCM OPPORTUN	NITIES VII			Р		
		PROPERTY TY 132,776.	PE: OTHER				-132,776.	
		102,770.					102,110.	
		OCM OPPORTUN PROPERTY TYL		3		Ρ		
557,061.							557,061.	
		PARISH CAPIT	TAL II			P		
215 201		PROPERTY TY	PE: OTHER				215 201	
215,391.							215,391.	
		PRUDENTIAL PROPERTY TY				Р		
22083035.		29745465.					-7662430.	
SA								

Kind of Property			Desc	cription		P or D	Date acquired	Date sold
Gross sale	Depreciation	Cost or	FMV	Adj. basis	Excess of		Gain	
price less expenses of sale	allowed/ allowable	other	as of	as of 12/31/69	FMV over adj basis		or (loss)	
	allowable	basis	12/31/69	12/31/69		+	(1055)	
		PRUDENTIAL	PRISA II			Ρ		
		PROPERTY TY	PE: OTHER					
574 <b>,</b> 297.		867,203.					-292,906.	
		PRUDENTIAL				P		
		PROPERTY TY	PE: OTHER				1 - 0 4 - 0 0	
923,392.		2,457,991.					-1534599.	
			7					
		SIGULER GUF				P		
102,197.			LE. OINER				102,197.	
10211911							102,19,1	
		WAYZATA				P		
		PROPERTY TY	PE: OTHER					
671 <b>,</b> 370.							671 <b>,</b> 370.	
		SECTION 125		K-1 - LT		Ρ		
		PROPERTY TY	PE: OTHER					
380,214.							380,214.	
		CARLYLE PAR				P		
1,431.		PROPERTY TY	PE: OTHER				1,431.	
1,451.							1,401.	
)TAL GAIN (L	oss)						-10630918.	
)TAL GAIN (L	oss)						-10630918.	
DTAL GAIN (L	oss)						-10630918.	
TAL GAIN (L	OSS)						<u>-10630918.</u>	
DTAL GAIN (L	oss)						-10630918.	
DTAL GAIN (L	oss)						<u>-10630918.</u>	
TAL GAIN (L	OSS)						<u>-10630918.</u>	
PTAL GAIN (L	oss)						<u>-10630918.</u>	
TAL GAIN (L	oss)						<u>-10630918.</u>	
TAL GAIN (L	oss)						-10630918.	
TAL GAIN (L	OSS)						<u>-10630918.</u>	
TAL GAIN (L	oss)						<u>-10630918.</u>	
TAL GAIN (L	oss)						<u>-10630918.</u>	
TAL GAIN (L	OSS)						<u>-10630918.</u>	
TAL GAIN (L	OSS)						<u>-10630918.</u>	
)TAL GAIN (L	OSS)						<u>-10630918.</u>	
DTAL GAIN (L	oss)						<u>-10630918.</u>	
DTAL GAIN (L	OSS)						<u>-10630918.</u>	
DTAL GAIN (L	OSS)						<u>-10630918.</u>	
DTAL GAIN (L	OSS)						<u>-10630918.</u>	
DTAL GAIN (L	oss)						<u>-10630918.</u>	
DTAL GAIN (L	OSS)						<u>-10630918.</u>	
DTAL GAIN (L	OSS)						<u>-10630918.</u>	
DTAL GAIN (L	OSS)						<u>-10630918.</u>	

#### Schedule B (Form 990, 990-EZ,

or 990-PF) Department of the Treasury Internal Revenue Service

## **Schedule of Contributors**

Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2010

Name of the organization

CASEY FAMILY PROGRAMS

Employer identification number

91-0793881

Organization	type	(check	one)
organization	Lype		Unic)

Filers of:	Section:
Form 990 or 990-EZ	501(c)( ) (enter number) organization
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	527 political organization
Form 990-PF	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation

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

### General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

### **Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

010

## Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

Page\_

91-0793881

of \_\_\_\_

of Part I

Part I	Contributors (see instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1 _	SOCIAL SECURITY ADMINISTRATION		Person X
	6401 SECURITY BLVD	\$	Payroll Noncash
	BALTIMORE, MD 21235		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
2 _	ALAMEDA COUNTY SOCIAL SERVICES		Person
	24100 AMADOR STREET	<b>\$</b> 160,298.	Payroll Noncash
	HAYWARD, CA 94544		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
3 _	IDAHO STATE CONTROLLER P.O. BOX 83720	 <b>s</b> 151,391.	Person X Payroll
	BOISE, ID 83720	\$151,391.	Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
4 _	SAN DIEGO HEALTH AND HUMAN SERVICES		Person X Payroll
	1700 PACIFIC HIGHWAY	\$117,967.	Noncash
	SAN DIEGO, CA 92101		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
5 _	TEXAS DEPT. FAMILY & PROTECTIVE SVCS		Person
	701 W 51ST STREET	\$502,442.	Payroll Noncash
	AUSTIN, TX 78714		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
6 _	STATE OF ARIZONA - CHILDS		Person
	P.O. BOX 6123	<b>\$</b> 213,674.	Payroll Noncash
	PHOENIX, AZ 85005		(Complete Part II if there is a noncash contribution.)

JSA 0E1253 1.000 2679BD D15X

V 10-8.2

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

# Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

Page\_

91-0793881

of

of Part I

Part I	Contributors (see instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7 _	WA DEPT. SOCIAL & HEALTH SERVICES P.O. BOX 45845	- \$\$\$	Person X Payroll Noncash
	OLYMPIA, WA 98504	_	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
8 _	LLOYD J. GARROW UNITRUST	-	Person X Payroll
	C/O KOTTER & CO. 56 GLENDALE PKWY	<b>\$</b> 2,029,431.	Noncash
	ATLANTA, GA 30328	_	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
9	INGER CHASSEN UNITRUST	_	Person
	C/O KOTTER & CO. 56 GLENDALE PKWY	\$885,440.	Payroll Noncash
	ATLANTA, GA_30328	-	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
10	ANNE V WASILY UNITRUST	_	Person X
	C/O J P MORGAN 1211 AVE OF THE AMERICAS	\$14,750,000.	Payroll Noncash
	NEW_YORK, NY_10036	-	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		- \$\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		- \$\$	Person Payroll Noncash (Complete Part II if there is
		-	a noncash contribution.)

JSA

V 10-8.2

010

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPLANATION FOR LINE 9 INCOME MODIFICATIONS PAGE 1 PART 1 LINE 9

CASEY SOLD FURNITURE AND FIXTURES USED FOR CHARITABLE PURPOSES AS PART OF MOVING LOCATIONS. TOTAL SALES PRICE FOR ITEMS WAS \$35,000.

## FORM 990PF, PART I - OTHER INCOME

	REVENUE	NEE			
	AND	NET	ADJUSTED		
	EXPENSES	INVESTMENT	NET		
DESCRIPTION	PER BOOKS	INCOME	INCOME		
SERVICES AGREEMENT MCF	26,476.		26,476.		
REIMBURSED EXPENSES	89,380.		89,380.		
MISC. INCOME	4,829.		4,829.		
OTHER INCOME FROM K-1S		137,313.	191,609.		
INCOME FROM PRIVATE EQUITY PARTNERSHIPS	3,702,491.				
TOTALS	3,823,176.	137,313.	312,294.		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADKINS PLANT ELVINS BLACK PLLC FRASCONA, JOINER, GOODMAN, GRE LITTLER MENDELSON FASTIFF OLES MORRISON RINKER & BAKER STOEL RIVES LLP VARIOUS ATTORNEYS AND COSTS SETTLEMENT COSTS	5,705. 12,229. 8,735. 5,921. 310,413. 4,924. 5,000.	120,618.	120,618.	5,705. 12,229. 8,735. 5,921. 189,795. 4,924. 5,000.
TOTALS	352,927.	120,618.	120,618.	232,309.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT _INCOME_	ADJUSTED NET _INCOME	CHARITABLE _PURPOSES_
ERNST & YOUNG LLP JACOBSON JARVIS & CO. PLLC JESSE THOMAS GRAYSTON, CPA VOLDAL WARTELLE & CO. P.S.	140,810. 14,535. 16,025. 26,198.	21,122.	21,122.	119,689. 14,535. 16,025. 26,198.
TOTALS	197,568.	21,122.	21,122.	176,447.

### FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT _INCOME_	ADJUSTED NET INCOME	CHARITABLE _PURPOSES
ALTHEIA	150,686.	150,686.	150,686.	
ARBOR CAPITAL	790,825.	790,825.	790,825.	
ARROWSTREET	515,930.	515,930.	515,930.	
BNY MELLON	799,217.	799,217.	799,217.	
BAILLIE GIFFORD	682,022.	682,022.	682,022.	
BGI	188,823.	188,823.	188,823.	
DELAWARE	256,237.	256,237.	256,237.	
DODGE & COX	170,739.	170,739.	170,739.	
EIM MANAGEMENT INC.	83,333.	83,333.	83,333.	
ENNIS, KNUPP & ASSOC.	360,397.	360,397.	360,397.	
GLENROCK CAPITAL ADVISERS, LLC	316,666.	316,666.	316,666.	
GOLDMAN SACHS	252,711.	252,711.	252,711.	
ORG PORTFOLIO MANAGEMENT, LLC	153,900.	153,900.	153,900.	
OTHERS	562,814.	29,932.	29,932.	532,882.
PIMCO	494,367.	494,367.	494,367.	
PORTFOLIO MANAGEMENT TECHNOLOG	44,000.	44,000.	44,000.	
PZENA	98,323.	98,323.	98,323.	
RISKMETRICS	77,000.	77,000.	77,000.	
STEINBERG US	375 <b>,</b> 955.	375,955.	375 <b>,</b> 955.	
ARTHUR J GALLAGHER & CO. OF WA	95,000.			95,000.
AON CONSULTING, INC.	56,522.			56,522.
BULLETIN NEWS NETWORK, INC.	80,856.			80,856.
DENALI ADVANCED INTEGRATION	138,757.			138,757.
G.A. JONES & ASSOCIATES, INC.	54,915.			54,915.
HEATHER PODESTA PARTNERS	120,264.			120,264.
MERCURY PUBLIC AFFAIRS	96,000.			96,000.
RAMP TECHNOLOGY GROUP, LLC	148,025.			148,025.
SAGE INFORMATION TECHNOLOGY	161,340.			161,340.
SEVEN SIMPLE MACHINES	76,500.			76,500.
TOTALS	7,402,124.	5,841,063.	5,841,063.	1,561,061.

2679BD D15X

V 10-8.2 010

## FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT _INCOME_	ADJUSTED NET INCOME	CHARITABLE _PURPOSES
LICENSING PROPERTY TAXES EXCISE AND B & O TAXES SALES AND USE TAXES FROM K-1S		8,513. 24,974. 2,108. 1,967.	358,439.	358,439.	8,513. 24,974. 2,108. 1,967.
	TOTALS	37,562.	358,439.	358,439.	37,562.

## FORM 990PF, PART I - OTHER EXPENSES

	REVENUE AND	NET	ADJUSTED	
	EXPENSES	INVESTMENT	NET	CHARITABLE
DESCRIPTION	PER BOOKS	INCOME	INCOME	PURPOSES
YOUTH AND FAMILY SUPPORT SERVI	37,990,782.			37,990,782.
ADVERTISING AND PROMOTION	48,205.			48,205.
AUTOMOBILE EXPENSE	83,140.			83,140.
BANK FEES	34,644.			34,644.
BOT DEFERRED GAINS	41,104.			41,104.
COMMUNICATIONS	861,996.			861,996.
DATA PROCESSING	43,958.			43,958.
DUES AND MEMBERSHIPS	208,450.			208,450.
EQUIPMENT RENTAL/LEASE	485,283.			485,283.
LIABILITY INSURANCE	694 <b>,</b> 245.			694,245.
MISCELLANEOUS	17,040.			17,040.
MOVING EXPENSE	150,746.			150,746.
OFFICE SUPPLIES, POSTAGE	558 <b>,</b> 673.			558 <b>,</b> 673.
RECRUITMENT EXPENSES	292,755.			292,755.
REPAIRS & MAINTENANCE	689,941.			689,941.
SOFTWARE & FIXED ASSETS < \$500	1,252,429.			1,252,429.
STAFF TRAINING AND DEVELOPMENT	373,213.			373,213.
TEMPORARY HELP	560,065.			560,065.
EXP. ALLOCATION TO INV. INCOME		773,018.	773,018.	-773,018.
MCF SERVICE INCOME EXPENSES			26,476.	-26,476.
ACCRUAL TO CASH ADJUSTMENT				-5,371,783.
INV. EXPENSES FROM K-1S		6,782,748.	6,782,748.	
TOTALS	44,386,669.	7,555,766.	7,582,242.	38,215,392.

## FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
PREPAID INSURANCE PREPAID RENT PREPAID OTHER	255,154. 33,171. 727,579.	255,154. 33,171. 727,579.
TOTALS	1,015,904.	1,015,904.

### FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

	ATTACHMENT 8			
DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>		
US OBLIGATIONS STATE OBLIGATIONS SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	126,749,921. 8,125,715.	127,202,818. 7,982,846.		
US OBLIGATIONS TOTAL	134,875,636.	135,185,664.		

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>	
COMMON AND PREFFERED STOCK SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	1,137,217,215.	1,260,418,293.	
TOTALS	1,137,217,215.	1,260,418,293.	

# FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
CORPORATE BONDS SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	287,092,668.	296,705,470.
TOTALS	287,092,668.	296,705,470.

## FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION_	ENDING BOOK VALUE	ENDING <u>FMV</u>
OTHER INVESTMENTS SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	286,707,639.	256,741,945.
TOTALS	286,707,639.	256,741,945.

#### 91-0793881

#### LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

#### ATTACHMENT 12

\_\_\_\_\_

#### FIXED ASSET DETAIL

### ACCUMULATED DEPRECIATION DETAIL

	METHOD/	BEGINNING			ENDING		BEGINNING			ENDING
ASSET DESCRIPTION	CLASS	BALANCE	ADDITIONS	DISPOSALS	BALANCE		BALANCE	ADDITIONS	DISPOSALS	BALANCE
LAND	L	4,454,679.			4,454,679.					
BUILDING	SL	22173678.			22173678.	5	,295,772.	730,269.		6,026,041.
FURNITURE AND FIXT	SL	9,680,897.			9,680,897.	5	,121,327.	873,037.		5,994,364.
AUTOMOBILES	SL	554,211.			554,211.		422,482.	64,611.		487,093.
LEASEHOLD IMPLOVEM	SL	11985970.			11985970.		338,415.	345,601.		684,016.
TOTALS		48849435.			48849435.		11177996.			13191514.

# FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING <u>FMV</u>
MISC. RECEIVABLE INTEREST AND DIVIDENDS RECEIVA CONSTRUCTION IN PROGRESS DEPOSITS OTHER NON CURRENT ASSETS 457F DEFERRED COMP PLAN	606,637. 2,549,148. 12,832. 85,067. 336,144. 270,227.	606,637. 2,549,148. 12,832. 85,067. 336,144. 270,227.
TOTALS	3,860,055.	3,860,055.

\_\_\_\_

ATTACHMENT 14

### FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
BOT DEFERRED INCOME AND INTERE	1,096,091.
DEFERRED RENT	472,549.
DEFFERED LEASE INCENTIVE	7,711,538.
INSURANCE CLAIM RESERVE	567,900.
UNCLAIMED PROPERTY	2,566.

TOTALS

9,850,644.

FORM 990PF, PART VII-A, LINE 8A - STATES

AL, AK, AZ, CA, CO, DC, FL, GA, HI, ID, IL, IN, KY, LA, ME, MD, MA, MI, MN, MO, NV, NJ, NY, NC, OH, OR, PA, SC, SD, TX, WA, WV, WY,

010

### 2679BD D15X

V 10-8.2

010

### ATTACHMENT 16

GARY R SEVERSON 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CHAIRMAN 16.00	144,368.	0.	0.
JOAN B POLIAK 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	VICE CHAIR 19.00	126,146.	0.	0.
SHARON MCDANIEL 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TREASURER 19.00	126,146.	0.	0.
SHELIA EVANS-TRANUMN 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CORP. SECRETARY 23.00	126,146.	0.	0.
DAVID MILLS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 19.00	126,173.	0.	0.
AMERICA Y BRACHO 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 14.00	126,146.	0.	0.

TITLE AND AVERAGE HOURS PER

WEEK DEVOTED TO POSITION

### CASEY FAMILY PROGRAMS

NAME AND ADDRESS

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

ATTACHMENT 16

AND OTHER

ALLOWANCES

CONTRIBUTIONS EXPENSE ACCT

TO EMPLOYEE

BENEFIT PLANS

COMPENSATION

91-0793881

### 91-0793881

### CASEY FAMILY PROGRAMS

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

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION_	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT A WATT 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 17.00	126,146.	0.	0.
WILLIAM C BELL, PHD 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	PRESIDENT AND CEO 40.00	710,536.	44,850.	
	GRAND TOTALS	1,611,807.	44,850.	0.

91-0793881

### 990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
JOSEPH A BOATENG 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	CHIEF INV. OFFICER 40.00	977,896.	44,850.
DAVID B SANDERS 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP SYSTEMS IMPROVMT 40.00	357,728.	44,850.
DAVID A DANIELSON 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP OF ADMIN AND CFO 40.00	328,958.	44,850.
ALEXANDRA MCKAY 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP CHIEF COUNSEL 40.00	310,252.	44,850.
DAVID A BERNS 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP FAMILY SERVICES 40.00	268,308.	44,850.
	TOTAL COMPENSATION	2,243,142.	224,250.

# 990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

	ATTACHMEI	NT 18
NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BNY-MELLON ONE WALL STREET, 32 FLOOR NEW YORK, NY 10277	INVESTMENT CUSTODIAN	799,217.
ARBOR CAPITAL 100 CORPORATE PARKWAY, SUITE 136 AMHERST, NY 14226	INVESTMENT MANAGER	790,825.
BAILLIE GIFFORD 757 THIRD AVENUE, 17TH FLOOR NEW YORK, NY 10017	INVESTMENT MANAGER	682,022.
ARROWSTREET 200 CLARENDON STREET, 30TH FLOOR BOSTON, MA 02116	INVESTMENT MANAGER	515,930.
PIMCO P.O. BOX 512129 LOS ANGELES, CA 90051	INVESTMENT MANAGER	494,367.

TOTAL COMPENSATION

3,282,361.

#### FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA YOUTH CONNECTION	N/A	TO SUPPORT TRAINING OF YOUNG PEOPLE IN CARE AND	30,000.
604 MISSION STREET	509(A)(2)	FORMER FOSTER YOUTH TO EFFECTIVELY ADVOCATE FOR	
SAN FRANCISCO, CA 94105		IMPROVED SERVICES AND OUTCOMES.	
CHILD WELF. LEAGUE OF AMERICA	N/A	TO SUPPORT GRANTEE'S LEADERSHIP WORK IN CHILD	150,000.
1726 M STREET NW, SUITE 500	509(A)(1)	WELFARE WORK AND TO FACILITATE ITS CONTINUED	
WASHINGTON, DC 20036		MISSION RELATED WORK AND SUCCESS.	
CITY YEAR INC., SEATTLE BRANCH	N/A	TO SUPPORT CITY YEAR, INC. AND ITS WORK WITH	20,000.
2203 23RD AVE S, SUITE 101	509(A)(1)	TUTORING MENTORING AND EDUCATIONAL ADVOCACY FOR	
SEATTLE, WA 98114		YOUTH IN SEATTLE AREA ELEMENTARY AND MIDDLE	
		SCHOOLS.	
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE	N/A	TO SUPPORT THE 2011 ANGELS IN ADOPTION PROGRAM TO	25,000.
311 MASSACHUSETTS AVE NE	509(A)(1)	TAKE PLACE IN WASHINGTON DC ON SEPT. 1-30,2011.	
WASHINGTON, DC 20002			
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE	N/A	TO SUPPORT THE 2011 FOSTER YOUTH INTERNSHIP	25,000.
311 MASSACHUSETTS AVE NE	509(A)(1)	PROGRAM TO TAKE PLACE IN WASHINGTON DC ON JUNE	
WASHINGTON, DC 20002		-SEPT. 1, 2011.	
FOUNDATION FOR EARLY LEARNING	N/A	TO SUPPORT THE FEL 2010 10TH ANNIVERSARY LUNCHEON	10,000.
615 - 2ND AVE, SUITE 525	509(A)(1)		
SEATTLE, WA 98104			

\_\_\_\_

ATTACHMENT 19

#### FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

#### ATTACHMENT 19 (CONT'D)

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NECTITENT NAME AND ADDRESS			<u>AHOUN1</u>
GRANTMAKERS FOR CHILDREN, YOUTH & FAMILIES	N/A	TO SUPPORT CENTERPIECE OF CHANGE CONFERENCE TO	13,500.
8757 GEORGIA AVENUE	509(A)(1)	TAKE PLACE IN WASHINGTON, D.C. ON OCT. 11-13,	
SILVER SPRINGS, MD 20910		2010.	
NATIONAL CENTER FOR HOUSING AND CHILD WELFARE	N/A	TO SUPPORT "KEEPING FAMILIES TOGETHER AND SAFE: A	20,000.
6711 QUEENS CHAPEL ROAD	509(A)(1)	NATIONAL HOUSING-CHILD WELFARE TRAINING TO TAKE	
UNIVERSITY PARK, MD 20782		PLACE IN WASHINGTON DC ON NOVEMBER 15-16, 2010	
URBAN LEAGUE OF METROPOLITAN SEATTLE	N/A	TO SUPPORT 11TH ANNUAL BENEFIT BREAKFAST	2,500.
105 14TH AVE	509(A)(1)		
SEATTLE, WA 98122			
COUNCIL ON FOUNDATIONS	N/A	TO SUPPORT THE ANNUAL CONFERENCE : IMAGINE TO BE	10,000.
2121 CRYSTAL DRIVE, SUITE 700	509(A)(1)	HELD IN DENVER, CO ON APRIL 25-27,2010.	
ARLINGTON, VA 22202			
CALIFORNIA YOUTH CONNECTION	N/A	TO SUPPORT TRAINING OF YOUNG PEOPLE IN CARE AND	7,500.
604 MISSION STREET	509(A)(2)	FORMER FOSTER YOUTH TO EFFECTIVELY ADVOCATE FOR	
SAN FRANCISCO, CA 94105		IMPROVED SERVICES AND OUTCOMES.	
SAN DIEGO GRANTMAKERS	N/A	TO SUPPORT 2010 ANNUAL CONFERENCE	1,000.
5060 SHOREHAM PLACE, SUITE 350	509(A)(1)		
SAN DIEGO, CA 92122			

\_\_\_\_

#### FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KING COUNTY BAR FOUNDATION	N/A	TO SUPPORT PRO BONO PROGRAMS AND SCHOLARSHIPS FOR	150.
1200 FIFTH AVE, SUITE 600	509(A)(1)	MINORITY LAW STUDENTS.	
SEATTLE, WA 98101			
ARIZONA'S CHILDREN ASSOCIATION	N/A	TO HELP SUPPORT ORGANIZATION BY PROVIDING FUNDS	3,500.
2700 S 8TH AVE	509(A)(1)	TO REPAIR THEIR VAN.	
TUCSON, AZ 85713			
ABA FUND FOR JUSTICE AND EDUCATION	N/A	TO SUPPORT THE WORK OF ABA'S COMMISSION ON YOUTH	36,375.
321 NORTH CLARK STREET	509(A)(3) TYPE 1	AT RISK IN FISCAL YEAR 2011 (SEPT- AUG 31, 2011)	
CHICAGO, IL 60654			
ABA FUND FOR JUSTICE AND EDUCATION	N/A	TO PROVIDE FUNDS TO HELP IN PUBLISHING AND	15,000.
321 NORTH CLARK STREET	509(A)(3) TYPE 1	DISTRIBUTING THE OUTCOMES REPORT FROM THE	
CHICAGO, IL 60654		FOSTERING CONNECTIONS OLDER YOUTH NATIONAL	
		SUMMIT.	
ATLANTA EDUCATIONAL TELECOMMUNICATIONS COLLABORATI	N/A	TO SUPPORT AND PAY EXPENSES IN CONNECTION WITH	2,500.
740 BISMARK ROAD	509(A)(1)	EDITING THE "RAISE ME UP STORY CORPS".	
ATLANTA, GA 30324			
NURTERN STULL LIPERTER INTON MACHINERON ENDOGWEN	2		2 500
AMERICAN CIVIL LIBERTIES UNION WASHINGTON ENDOWMEN 705 SECOND AVE, HOGE BLDG STE 300	N/A 509(A)(3) TYPE 1	TO SUPPORT AND SPONSOR A TABLE AT THE ACLU'S 75TH ANNIVERSARY DINNER.	2,500.
SEATTLE, WA 98104	JUS(A)(J) IITE I	ANNIVERSARI DINNER.	
SEATTLE, WA YOLU4			

ATTACHMENT 19 (CONT'D)

#### FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

#### ATTACHMENT 19 (CONT'D)

NONUMBERNUMERNU		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
BLUES FOUNDATION, INC.       N/A       TO SUPPORT THE BLUES FOUNDATION WITH THE 30TH       5,000.         49 UNION AVENUE       509 (A) (1)       ANUAL BLUES MUSIC AWARDS TO TAKE FLACE IN       MEMPHIS, TENN ON MAY 6, 2010.         CENTER FOR LAW AND SOCIAL FOLICY       N/A       TO SUPPORT CLASP 40TH ANNIVERSARY CELEBRATION TO       3,000.         1200 ISTN STREET NA, SUITE 200       S09 (A) (1)       TAKE FLACE IN NASHINGTON DC ON SEPTEMBER 12, 2010.       3,000.         (CENTER LDISTRICT FORUM FOR ARTS & IDEAS       N/A       TO SUPPORT CLASP 40TH ANNIVERSARY CELEBRATIC TO       3,000.         1404 E YESLER MAY, SUITE 202       509 (A) (1)       TAKE FLACE IN WASHINGTON, DC ON SEPTEMBER 12, 2,500.       2,500.         1405 IN SAMEANISH RD, STE 100       509 (A) (1)       TO SUPPORT THE 2010 GOVERNORS' CUT GOLF       7,500.         1605 IN SAMEANISH RD, STE 100       509 (A) (1)       TO SUPPORT THE 10 VERAGE BRANCE AT ESTREE OF THE SERVICE AND SUPPORTS THE SERVICES FOUNDATION       N/A       TO SUPPORT THE 2010 GOVERNORS' CUT GOLF       7,500.         1605 IN SAMEANISH RD, STE 100       509 (A) (1)       TO SUPPORT THE DUTCH WILL TAKE PLACE IN SERVICE AND SUPPORTS THE SERVICE AND SUPPORTS THE SERVICE AND SUPPORTS THE SERVICE SERVICES FOUNDATION       N/A       TO SUPPORT THE 10 VERAGE AND SUPPORTS THE SERVICE IN SEATURE MAD, SEATU		AND		
49 UNION AVENUE MEMPHIS, TN 38103509 (A) (1)ANNUAL ELUES MUSIC AMARDS TO TAKE PLACE IN MEMPHIS, TEN ON NAY 6, 2010.CENTER FOR LAN AND SOCIAL POLICY LO20 13TH STREET NM, SUITE 200 MASHINGTON, DC 20036N/A 509 (A) (1)To SUPPORT CLASP 40TH ANNURGRARY CELEBRATION TO 30000.3,0000 2010.CENTER FOR LAN AND SOCIAL POLICY MASHINGTON, DC 20036N/A 509 (A) (1)To SUPPORT CLASP 40TH ANNURGRARY CELEBRATION TO 2010.3,0000 2010.CENTERAL DISTRICT FORUM FOR ARTS 4 IDEAS 1404 5 YESLEW WAY, SUITE 202 SEATTLE, WA 98122N/A 509 (A) (1)To SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT 509 (A) (1)2,5000 2,5000.COLLEGE SUCCESS FOUNDATION 1605 INN SAMMAMISH RD, STE 100 153SAQUAH, NA 98027N/A 509 (A) (1)To SUPPORT THE 2010 GOVERNORS' CUP GOLF TOURNAMENT MHICH INCREASE PUBLIC AMARDESS OF THE SCIGLIARSHIP PROGRAM.7,5000.COLLEGE SUCCESS FOUNDATION 1605 INN SAMMAMISH RD, STE 100 153SAQUAH, NA 98027N/A 509 (A) (1)To SUPPORT THE 10 YEAR CELEBRATION: CHANGING SCIGLIARSHIP PROGRAM.2,5000.COLLEGE SUCCESS FOUNDATION 1605 INN SAMMAMISH RD, STE 100 1605 INN SAMMISH RD, STE 100 1605 INN SAMM	RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
49 UNION AVENUE MEMPHIS, TN 38103509 (A) (1)ANNUAL ELUES MUSIC AMARDS TO TAKE PLACE IN MEMPHIS, TEN ON NAY 6, 2010.CENTER FOR LAN AND SOCIAL POLICY LO20 13TH STREET NM, SUITE 200 MASHINGTON, DC 20036N/A 509 (A) (1)To SUPPORT CLASP 40TH ANNURGRARY CELEBRATION TO 30000.3,0000 2010.CENTER FOR LAN AND SOCIAL POLICY MASHINGTON, DC 20036N/A 509 (A) (1)To SUPPORT CLASP 40TH ANNURGRARY CELEBRATION TO 2010.3,0000 2010.CENTERAL DISTRICT FORUM FOR ARTS 4 IDEAS 1404 5 YESLEW WAY, SUITE 202 SEATTLE, WA 98122N/A 509 (A) (1)To SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT 509 (A) (1)2,5000 2,5000.COLLEGE SUCCESS FOUNDATION 1605 INN SAMMAMISH RD, STE 100 153SAQUAH, NA 98027N/A 509 (A) (1)To SUPPORT THE 2010 GOVERNORS' CUP GOLF TOURNAMENT MHICH INCREASE PUBLIC AMARDESS OF THE SCIGLIARSHIP PROGRAM.7,5000.COLLEGE SUCCESS FOUNDATION 1605 INN SAMMAMISH RD, STE 100 153SAQUAH, NA 98027N/A 509 (A) (1)To SUPPORT THE 10 YEAR CELEBRATION: CHANGING SCIGLIARSHIP PROGRAM.2,5000.COLLEGE SUCCESS FOUNDATION 1605 INN SAMMAMISH RD, STE 100 1605 INN SAMMISH RD, STE 100 1605 INN SAMM				
MEMPHIS, TH 35103     MEMPHIS, TEN ON MAY 6, 2010.       CENTER FOR LAW AND SOCIAL POLICY ARSHINGTON, DC 20036     N/A 509 (A) (1)     To SUPPORT CLASP 40TH ANNIVERSARY CELEBRATION TO 2010.     3,000.       CENTRAL DISTRICT FORUM FOR ARTS 6 IDEAS ANASHINGTON, DC 20036     N/A 509 (A) (1)     To SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT 509 (A) (1)     2,500.       CENTRAL DISTRICT FORUM FOR ARTS 6 IDEAS SATURE NAY, SUITE 202 SEATTLE, WA 98122     N/A 509 (A) (1)     To SUPPORT THE 2010 GOVERNORS' CUP GOLF TO SUPPORT THE 2010 GOVERNORS' CUP GOLF SATURE NAY, SUITE 202 SEATTLE, WA 98122     To SUPPORT THE 2010 GOVERNORS' CUP GOLF TO SUPPORT THE 2010 GOVERNORS' CUP GOLF SOP (A) (1)     7,500.       COLLEGE SUCCESS FOUNDATION ISSAQUAH, WA 98027     N/A 509 (A) (1)     To SUPPORT THE 101 TEA CELEBRATION: CRANTING SOP (A) (1)     To SUPPORT THE 10 TEA CELEBRATION: CRANTING SOP (A) (1)     7,500.       COLLEGE SUCCESS FOUNDATION ISSAQUAH, WA 98027     N/A 509 (A) (1)     To SUPPORT THE 10 TEA CELEBRATION: CRANTING SOP (A) (1)     To SUPPORT THE 10 TEA CELEBRATION: CRANTING SOP (A) (1)     2,500.       COLLEGE SUCCESS FOUNDATION ISSAQUAH, WA 98027     N/A 509 (A) (1)     To SUPPORT THE 10 TEA CELEBRATION: CRANTING SOP (A) (1)     2,500.       CHILDRENS UNITED NATIONS INC. G380 WILSHIRE BLVD. SUITE 1006     N/A 509 (A) (1)     To SUPPORT NATIONAL "KEEPING THE FROMISE TO OUR CHILDRENS UNITED NATION DC ON JULY 21,     25,000.	BLUES FOUNDATION, INC.	N/A	TO SUPPORT THE BLUES FOUNDATION WITH THE 30TH	5,000.
CENTER FOR LAW AND SOCIAL FOLICY 1200 18TH STREET NN, SUITE 200 NASHINGTON, DC 20036N/A 509(A) (1)TO SUPPORT CLASP 40TH ANNIVERSARY CELEBRATION TO TAKE PLACE IN MASHINGTON DC ON SEPTEMBER 12, 2010.3,000.CENTRAL DISTRICT FORUM FOR ARTS 4 IDEAS 1404 E YESLER WAY, SUITE 202 SEATTLE, WA 99122N/ATO SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT BELL HARBOR, SEATTLE, WA SEATTLE, WA 991222,500.COLLEGE SUCCESS FOUNDATION 1605 NN SAMMAMISH RD, STE 100 15SAQUAH, WA 996027N/ATO SUPPORT THE 2010 GOVERNORS' CUP GOLF SCHOLASHIF PROGRAM.7,500.COLLEGE SUCCESS FOUNDATION 1605 NN SAMMAMISH RD, STE 100 1SSAQUAH, WA 996027N/ATO SUPPORT THE 10 YEAR CELEBRATION: CHANGING SCHOLASHIF PROGRAM.2,500.COLLEGE SUCCESS FOUNDATION 1605 NN SAMMAMISH RD, STE 100 1SSAQUAH, WA 996027N/ATO SUPPORT THE 10 YEAR CELEBRATION: CHANGING SCHOLASHIF PROGRAM.2,500.COLLEGE SUCCESS FOUNDATION 1605 NN SAMMAMISH RD, STE 100 1SSAQUAH, WA 996027N/ATO SUPPORT THE 10 YEAR CELEBRATION: CHANGING SO(A) (1)2,500.COLLEGE SUCCESS FOUNDATION 1605 NN SAMMAMISH RD, STE 100 1SSAQUAH, WA 996027N/ATO SUPPORT THE 10 YEAR CELEBRATION: CHANGING 1LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE 1IN SEATTLE WA ON NOV. 5,2010.2,500.CHILDRENN UNITED DATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/ATO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR SUPPORT STHE SO(A), (1)25,000.	49 UNION AVENUE	509(A)(1)	ANNUAL BLUES MUSIC AWARDS TO TAKE PLACE IN	
1200 18TH STREET NW, SUITE 200 WASHINGTON, DC 20036509 (A) (1)TAKE PLACE IN WASHINGTON DC ON SEPTEMEER 12, 2010.CENTRAL DISTRICT FORUM FOR ARTS & IDEAS 1404 E YESLER WAY, SUITE 202 	MEMPHIS, TN 38103		MEMPHIS, TENN ON MAY 6, 2010.	
1200 18TH STREET NW, SUITE 200 WASHINGTON, DC 20036509 (A) (1)TAKE PLACE IN WASHINGTON DC ON SEPTEMEER 12, 2010.CENTRAL DISTRICT FORUM FOR ARTS & IDEAS 1404 E YESLER WAY, SUITE 202 SEATTLE, WA 98122N/A S09 (A) (1)TO SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT SEL HARBOR, SEATTLE, WA SEATTLE, WA 981222,500.COLLEGE SUCCESS FOUNDATION ISSAQUAH, WA 98027N/A S09 (A) (1)TO SUPPORT THE 2010 GOVERNORS' CUP GOLF TO SUPPORT THE 2010 GOVERNORS' CUP GOLF SAFE REDUCTION IN FOSTER.7,500.COLLEGE SUCCESS FOUNDATION ISSAQUAH, WA 98027N/A S09 (A) (1)TO SUPPORT THE 2010 GOVERNORS' CUP GOLF TO SUPPORT THE 10 YEAR CELEBERATION: CHANGING SOF (A) (1)2,500.COLLEGE SUCCESS FOUNDATION ISSAQUAH, WA 98027N/A S09 (A) (1)TO SUPPORT THE 10 YEAR CELEBERATION: CHANGING S09 (A) (1)2,500.COLLEGE SUCCESS FOUNDATION ISSAQUAH, WA 98027N/A S09 (A) (1)TO SUPPORT THE 10 YEAR CELEBERATION: CHANGING S09 (A) (1)2,500.CHILDRENS UNITED NATIONS INC. G880 WILSHIRE BLVD. SUITE 1005N/A S09 (A) (1)TO SUPPORT NATIONAL "KEEPING THE PROMISE TO CUR S09 (A) (1)25,000.				
NASSHINGTON, DC 20362010.CENTRAL DISTRICT FORUM FOR ARTS & IDEASN/ATO SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT SEATTLE, WA 981222,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/ATO SUPPORT THE 2010 GOVERNORS' CUP GOLF TOURNAMENT WHICH INCREASE FUELIC AWARRENESS OF THE SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE SCHOLARSHIP FROGRAM.7,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/ATO SUPPORT THE 2010 GOVERNORS' CUP GOLF TOURNAMENT WHICH INCREASE FUELIC AWARRENESS OF THE SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE SCHOLARSHIP FROGRAM.7,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/ATO SUPPORT THE 10 YEAR CELEBRATION: CHANGING SCHOLARSHIP FROGRAM.2,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/AS09(A) (1)TO SUPPORT THE 10 YEAR CELEBRATION: CHANGING SCHOLARSHIP FROGRAM.2,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/AS09(A) (1)TO SUPPORT THE 10 YEAR CELEBRATION: CHANGING SCHOLARSHIP FROGRAM.2,500.CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/ATO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR SUBJECT OUR SUBJECT NATIONAL CONFERENCE IN WASHINGTON DC ON JULY 21,25,000.	CENTER FOR LAW AND SOCIAL POLICY	N/A	TO SUPPORT CLASP 40TH ANNIVERSARY CELEBRATION TO	3,000.
CENTRAL DISTRICT FORUM FOR ARTS & IDEASN/ATO SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT2,500.1404 E YESLER WAY, SUITE 202509 (A) (1)BELL HARBOR, SEATTLE, WABELL HARBOR, SEATTLE, WA2,500.1404 E YESLER WAY, SUITE 202N/AN/ATO SUPPORT THE 2010 GOVERNORS' CUP GOLF7,500.1405 NW SAMMAMISH RD, STE 100509 (A) (1)TOURNAMENT WHICH INCREASE PUBLIC ARABENESS OF THE SAFE REDUCTION IN POSTER CARE AND SUPPORTS THE SCHOLARSHIP FROGRAM.7,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100N/ATO SUPPORT THE 10 YEAR CELEBRATION: CHANGING LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.2,500.CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/ATO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,25,000.	1200 18TH STREET NW, SUITE 200	509(A)(1)	TAKE PLACE IN WASHINGTON DC ON SEPTEMBER 12,	
1404 E YESLER WAY, SUITE 202 SEATTLE, WA 98122509 (A) (1)BELL HARBOR, SEATTLE, WACOLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/A 509 (A) (1)TO SUPPORT THE 2010 GOVERNORS' CUP GOLF TOUNNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE SAFE REDUCTION IN POSTER CARE AND SUPPORTS THE SCHOLARSHIP PROGRAM.7,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/A 509 (A) (1)TO SUPPORT THE 10 YEAR CELEBRATION: CHANSING LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.2,500.CHLIDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/A 509 (A) (1)TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR SOPION DC ON JULY 21,25,000.	WASHINGTON, DC 20036		2010.	
1404 E YESLER WAY, SUITE 202 SEATTLE, WA 98122509 (A) (1)BELL HARBOR, SEATTLE, WACOLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/A 509 (A) (1)TO SUPPORT THE 2010 GOVERNORS' CUP GOLF TOUNNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE SAFE REDUCTION IN POSTER CARE AND SUPPORTS THE SCHOLARSHIP PROGRAM.7,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMANISH RD, STE 100N/A 509 (A) (1)TO SUPPORT THE 10 YEAR CELEBRATION: CHANSING LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.2,500.CHLIDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/A 509 (A) (1)TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR SOPION DC ON JULY 21,25,000.				
SEATTLE, WA 98122         COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100 ISSAQUAH, WA 98027       N/A 509 (A) (1)       TO SUPPORT THE 2010 GOVERNORS' CUP GOLF TOURNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE SCHOLARSHIP PROGRAM.       7,500.         COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100 1605 NW SAMMAMISH RD, STE 100 1605 NW SAMMAMISH RD, STE 100 153AQUAH, WA 98027       N/A 509 (A) (1)       To SUPPORT THE 10 YEAR CELEBRATION: CHANGING LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.       2,500.         CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006       N/A 509 (A) (1)       TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,       25,000.	CENTRAL DISTRICT FORUM FOR ARTS & IDEAS	N/A	TO SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT	2,500.
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100N/ATO SUPPORT THE 2010 GOVERNORS' CUP GOLF TOURNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE SCHOLARSHIP PROGRAM.7,500.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100 1605 NW SAMMAMISH RD, STE 100 153AQUAH, WA 98027N/ATo SUPPORT THE 10 YEAR CELEBRATION: CHANGING LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.2,500.CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/ATo SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR SUG(A) (1)25,000.	1404 E YESLER WAY, SUITE 202	509(A)(1)	BELL HARBOR, SEATTLE ,WA	
1605 NW SAMMAMISH RD, STE 100509 (A) (1)TOURNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE SCHOLARSHIP PROGRAM.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100N/ATo SUPPORT THE 10 YEAR CELEBRATION: CHANGING LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.2,500.CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/ATo SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR S09 (A) (1)25,000.	SEATTLE, WA 98122			
1605 NW SAMMAMISH RD, STE 100509 (A) (1)TOURNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE SCHOLARSHIP PROGRAM.COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100N/ATo SUPPORT THE 10 YEAR CELEBRATION: CHANGING LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.2,500.CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/ATo SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR S09 (A) (1)25,000.				
ISSAQUAH, WA 98027       SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE SCHOLARSHIP PROGRAM.         COLLEGE SUCCESS FOUNDATION       N/A         1605 NW SAMMAMISH RD, STE 100       509 (A) (1)         ISSAQUAH, WA 98027       509 (A) (1)         CHILDRENS UNITED NATIONS INC.       N/A         6380 WILSHIRE BLVD. SUITE 1006       N/A         S09 (A) (1)       TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR CONJULY 21,	COLLEGE SUCCESS FOUNDATION	N/A	TO SUPPORT THE 2010 GOVERNORS' CUP GOLF	7,500.
COLLEGE SUCCESS FOUNDATIONN/ATO SUPPORT THE 10 YEAR CELEBRATION: CHANGING2,500.1605 NW SAMMAMISH RD, STE 100 ISSAQUAH, WA 98027509 (A) (1)11VES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.2,500.CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/ATO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR SOP(A) (1)25,000.	1605 NW SAMMAMISH RD, STE 100	509(A)(1)	TOURNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE	
COLLEGE SUCCESS FOUNDATIONN/ATO SUPPORT THE 10 YEAR CELEBRATION: CHANGING2,500.1605 NW SAMMAMISH RD, STE 100 ISSAQUAH, WA 98027509 (A) (1)LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.2,500.CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006N/ATO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR S09 (A) (1)25,000.	ISSAQUAH, WA 98027		SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE	
1605 NW SAMMAMISH RD, STE 100509 (A) (1)LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.CHILDRENS UNITED NATIONS INC.N/ATO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,25,000.			SCHOLARSHIP PROGRAM.	
1605 NW SAMMAMISH RD, STE 100509 (A) (1)LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.CHILDRENS UNITED NATIONS INC.N/ATO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,25,000.				
ISSAQUAH, WA 98027 IN SEATTLE WA ON NOV. 5,2010. CHILDRENS UNITED NATIONS INC. N/A TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR 25,000. 6380 WILSHIRE BLVD. SUITE 1006 509 (A) (1) CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,	COLLEGE SUCCESS FOUNDATION	N/A	TO SUPPORT THE 10 YEAR CELEBRATION: CHANGING	2,500.
CHILDRENS UNITED NATIONS INC.N/ATO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR25,000.6380 WILSHIRE BLVD. SUITE 1006509 (A) (1)CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,	1605 NW SAMMAMISH RD, STE 100	509(A)(1)	LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE	
6380 WILSHIRE BLVD. SUITE 1006 509(A)(1) CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,	ISSAQUAH, WA 98027		IN SEATTLE WA ON NOV. 5,2010.	
6380 WILSHIRE BLVD. SUITE 1006 509(A)(1) CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,				
	CHILDRENS UNITED NATIONS INC.	N/A	TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR	25,000.
LOS ANGELES, CA 90048 2010	6380 WILSHIRE BLVD. SUITE 1006	509(A)(1)	CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21,	
	LOS ANGELES, CA 90048		2010	

\_\_\_\_

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

		ATTACHMENT	19 (CONT'D)
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COUNTY OF LOS ANGELES DEPARTMENT OF CHILDREN AND F	N/A	GRANT TO FACILITATE ACQUISITION, IMPLEMENTATION	41,442.
3530 WILSHIRE BLVD, SUITE 400	GOVT AGENCY	OF AND TRAINING FOR SAS DATAFLUX SOFTWARE.	
LOS ANGELES, CA 90010			
HOLY FAMILY INSTITUTE	N/A	TO HELP SUPPORT EFFORTS TO ASSIST HAITIAN	50,000.
8235 OHIO RIVER BLVD	509(A)(1)	CHILDREN IN THE U.S. FOLLOWING THE 2010	
PITTSBURG, PA 15202		EARTHQUAKE.	
MINORITY EXECUTIVE DIRECTORS COALITION OF KING COU	N/A	TO SUPPORT THE MEDC'S ANNUAL AWARDS BANQUET TO	1,000.
P.O. BOX 3064	509(A)(1)	TAKE PLACE IN AUBURN, WA ON APRIL 9, 2010	
SEATTLE, WA 98114			
MICHIGAN INDIAN LEGAL SERVICE INC.	N/A	TO SUPPORT ORGANIZATION AND HELP TO DEFRAY CORE	10,140.
814 A S. GARFIELD AVENUE	509(A)(1)	OPERATING COSTS IN ORDER TO FACILITATE ITS	
TRAVERSE CITY, MI 49686		MISSION RELATED WORK AND SUCCESS.	
NATIONAL ASSOCIATION OF SOCIAL WORKERS (NASW) FOUN	N/A	TO SUPPORT 2010 SYMPOSIUM ON "SUPERVISION: THE	20,000.
750 FIRST STREET NE, SUITE 700	509(A)(3) TYPE 1	SAFETY NET OF FRONTLINE CHILD WELFARE PRACTICE".	
WASHINGTON, DC 20002			
OAKLAND ALLIANCE OF COMMUNITY PARTNERSHIPS C/O OAK	N/A	TO SUPPORT THE BACK TO SCHOOL RALLY 2010	500.
1 FRANK OGAWA PLAZA, 3RD FLOOR	509(A)(1)		
OAKLAND, CA 94612			

\_\_\_\_

### FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

		ATTACHMENT	19 (CONT'D)
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ONE CHURCH ONE CHILD OF ILLINOIS	N/A	TO SUPPORT THE 2010 ANNUAL DINNER	10,000.
431 S. DEARBORN, SUITE 1103	509(A)(1)		
CHICAGO, IL 60605			
OHIO STATE UNIVERSITY FOUNDATION	N/A	GRANT TO BE USED IN CONNECTION WITH OUTREACH	15,000.
364 W LANE AVE, SUITE B	509(A)(1)	EFFORTS AND PLANNING FOR THE KIRWAN INSTITUTES	
COLUMBUS, OH 43221		FOR THE STUDY OF RACE AND ETHNICITY MARCH 2012	
		CONFERENCE .	
PUBLIC EDUCATION FOUNDATION FOR THE EDMONDS SCHO	N/A	TO SPONSOR A TABLE AT THEIR SPRING LUNCHEON.	1,000.
PO BOX 390	509(A)(1)		
LYNWOOD, WA 98046			
PROJECT WE FOUNDATION INC.	N/A	TO SUPPORT OPERATION HEAD 2 TOE WHICH PROVIDES	25,000.
2835 W. PEBBLE RD.	509(A)(1)	CAREER AWARENESS, EMPLOYMENT MENTORING AND CAREER	
LAS VEGAS, NV 89123		EXPERIENCES TO FOSTER YOUTH.	
PURSUIT OF DREAMS	N/A	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTION	3,000.
6409 ADEN LN	509(A)(2)	WITH THE SCREENING OF "EXTRA-ORDINARY LIFE:	
AUSTIN, TX 78739		JOURNEY TO SOUTH AFRICA" WITH TOOK PLACE IN	
		WASHINGTON DC ON NOVEMBER 22,2010	
SEATTLE FOUNDATION	N/A	TO SPONSOR A TABLE AT THE "BUILDING A HEALTHY	4,000.
1200 FIFTH AVE, SUITE 1300	509(A)(1)	COMMUNITY" EVENT	
SEATTLE, WA 98101			

\_\_\_\_

### FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SENIOR SERVICES	N/A	TO SUPPORT THE SERVICES AND ACTIVITIES OF THE	10,000.
2208 2ND AVE, SUITE 100	509(A)(1)	SENIOR SERVICES	
SEATTLE, WA 98121			
SICANGU CHILD & FAMILY SERVICES	N/A	TO HELP IN DEVELOPING AND IMPLEMENTING CLINICAL	80,000.
EAST HIGHWAY 18/SGU CAMPUS	INDIAN TRIBE	PRACTICE STANDARDS, BUSINESS PROCESSES, POLICIES,	
MISSION, SD 57555		AND PROCEDURES AND PROVIDE TRAINING FOR CURRENT	
		AND FUTURE SICANGU STAFF.	
ST. LEANDER CHURCH	N/A	DONATION IN CONNECTION TO RENTAL OF FACILITY	400.
550 W. ESTUDILLO AVE.	CHURCH		
SAN LEANDRO, CA 94577			
TABOR 100	N/A	SPONSORSHIP 2010 EVENT	2,000.
PO BOX 34628	509(A)(2)		
SEATTLE, WA 98124			
TEXAS STATE FOSTER PARENTS INC., C/O TEXAS FOSTER	N/A	TO SUPPORT THE TFFA 2010 TRAINING CONFERENCE -	7,500.
18751 CASTELLANI	509(A)(1)	THE MAGIC OF FOSTER PARENTS! TO BE HELD IN	
SAN ANTONIO, TX 78258		AUSTIN, TX ON OCTOBER 7-9. 2010.	
	N7 / 3	TO OUTDOOM THE 2010 HIMODEDIDIE ENVILLES	2 225
VISTA HILL FOUNDATION	N/A	TO SUPPORT THE 2010 "INCREDIBLE FAMILIES	2,225.
8787 COMPLEX DRIVE, SUITE 200	509(A)(1)	PARENTING GROUPS'.	
SAN DIEGO, CA 92123			

ATTACHMENT 19 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

91-0793881

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COALITION ON HUMAN NEEDS	N/A	TO SUPPORT GENERAL EXPENSES OF ORGANIZATION	2,500.
1120 CONNECTICUT AVE NW, STE 312	509(A)(1)		
WASHINGTON, DC 20036			
INTERCONNECTION	N/A	DONATION OF PROPERTY FOR ORGANIZATION USE	26,668.
2222 N PACIFIC ST	509(A)(1)		
SEATTLE, WA 98103			
YOUTH EMPLOYMENT INSTITUTE	N/A	DONATION OF PROPERTY FOR ORGANIZATION USE	1,300.
1704 NE 26TH AVE	509(A)(1)		
PORTLAND, OR 97212			
AMERICAN RED CROSS	N/A	DONATION FOR HAITI RELIEF	5,371.
P.O. BOX 4002018	509(A)(1)		
DES MOINES, IA 50340			
PARTNERS IN HEALTH	N/A	DONATION FOR HAITI RELIEF	90,931.
888 COMMONWEALTH AVE., 3RD FLOOR	509(A)(1)		
BOSTON, MA 02215			
SAVE THE CHILDREN	N/A	DONATION FOR HAITI RELIEF	15,243.
54 WILTON RD	509(A)(1)		
WESTPORT`, CT 06880			

ATTACHMENT 19 (CONT'D)

91-0793881

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

			ATTACHMENT 19 (CONT'D)
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WORLD VISION INTERNATIONAL WEYERHAEUSER WAY SOUTH FEDERAL WAY, WA 98001	N/A 509(A)(1)	DONATION FOR HAITI RELIEF	50,000.
WORLD VISION INC. P.O. BOX 9716, DEPT W FEDERAL WAY, WA 98063	N/A 509(A)(1)	DONATION FOR HAITI RELIEF	16,205.

\_\_\_\_

TOTAL CONTRIBUTIONS PAID

911,450.

\_\_\_\_

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

91-0793881

		ATTACHMENT	20
	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STATE OF WASHINGTON DEPARTMENT OF SOCIAL & HEALTH	N/A	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTIONS	200,000.
724 QUINE STREET SE	GOVT AGENCY	WITH THE PORTAL PROJECT	
OLYMPIA, WA 98504			

TOTAL CONTRIBUTIONS APPROVED

200,000.

# FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

## 91-0793881

				ATTACHMENT	21
DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MCF SERVICES AGREEMENT REIMBURSED EXPENSES MISC. INCOME INCOME FROM PRIVATE EQUITY PARTNERSHIPS	900099	54,296.	14	3,648,195.	26,476. 89,380. 4,829.
TOTALS		54,296.		3,648,195.	120,685.

#### 91-0793881

#### DEPRECIATION Unadjusted Cost Beginning Accumulated depreciation ACRS CRS Current-year 179 Date 179 exp. Bus. Basis for Current-year placed in reduction Basis Meclass class Reduction Life Asset description service or basis % in basis depreciation thod Conv. expense depreciation LAND 01/01/2000 4,454,679. 100.000 01/01/2000 22173678. 100.000 27.000 BUILDING 22173678. 5,295,772. 6,026,041. SL 730,269. 873,037. 01/01/2000 9,680,897. 100.000 5,994,364. 7.000 FURNITURE AND FIXT 9,680,897. 5,121,327. SL 01/01/2000 100.000 7.000 AUTOMOBILES 554,211. 554,211. 422,482. 487,093. SL 64,611. 01/01/2000 100.000 5.000 LEASEHOLD IMPLOVEM 11985970. 11985970. 338,415. 684,016. SL 345,601. Less: Retired Assets 44394756. 11177996. 13191514. 2,013,518. Listed Property Less: Retired Assets TOTALS..... 48849435 44394756. 11177996. 13191514. 2,013,518. AMORTIZATION Date Cost Ending Accumulated Current-year placed in or Accumulated amortization Code Life amortization Asset description service basis amortization TOTALS....

# \*Assets Retired

0X9024 1.000

Form <b>88</b>	65	R	eturn of	U.S. Pers	ons Wit	h Resp	ect to		OMB No. 1	545-1668
Department of the Internal Revenue	Certain Foreign Partnerships       2         ► Attach to your tax return. See separate instructions.       2         Information furnished for the foreign partnership's tax year       Attachmed						20 Attachment Sequence No			
Name of person f		1 3		1,2010 , <b>unu</b>		er's identifyi			Sequence No	. 110
CASEY FAN	•					91	L-07938	81		
Filer's address (if	you are not	filing this form with y	/our tax return)	A Category	of filer (see Cate	gories of File	rs in the instr	uctions and ch	eck applicable box(	es)):
				1	2	3	Х	4		
				B Filer's tax	year beginning	01/01	L/2010	, and end	ling12/31,	/2010
			-							
		ies: Nonrecourse S	•		onrecourse fina		the nerent:	Other \$	5	
D If filer is a r Name	nember of	a consolidated gro	oup but not the p	barent, enter the i	EIN	ation about	the parent.			
Address										
Information	n about cer	tain other partners	s (see instruction	ıs)						
(1)	Name			(2) Address		(3) Identifyi	na number	(4)	Check applicable b	
(1)	Name			(2) Address		(3) Identify		Category	1 Category 2	Constructive owner
1 Name and	address o	f foreign partnersh	ip TCV VII	(A), L.P.		1		2 EIN (if a	any)	1
56 MAIN S	STREET	, SUITE 210						75-3	257857	
MILBURN,	NJ O	7041						3 Country CJ	/ under whose lav	vs organized
4 Date of organizatio	5	Principal place of business		pal business y code number	7 Principa	al business	8a Funct	tional curren	cy 8b Exchan (see ins	
organizatio	""	of busiliess	activit	y code number	INVESTI	MENTS	US I	DOLLAR	(See ins	su.)
10/24/2		CJ	-	23900					1.00	0000000000
	-	information for the								
1 Name, add United Stat	tes	identifying number	of agent (if any	) in the		f the foreign p orm 1042		must file: rm 8804	X Form 106	5 or 1065-B
56 MAIN STREE 4ILBURN, NJ 0		210			Service OGDI	Center wher	e Form 106	5 or 1065-B	is filed:	
3 Name and organizatio	address o n, if any	f foreign partnersh	ip's agent in cou	untry of	4 Name a records	nd address o	n partnershi	with custody p, and the lo	of the books and cation of such bo	l oks
MAPLES AND CA P.O. BOX 309,		OUSE			TCV VII (A),	L.P.				
GRAND CAYMAN,					56 MAIN STRE	SET, SUITE 2	210			
					MILBURN, NJ	07041				
		ocations made by t							Yes	X No
		Forms 8858, Inforr				-	-			
		n (see instructions	)				שתגת	NERSHIP	•	
	-	ip classified under wn any separate ι		•	•					
1.1503(d)-	4/1->/4>0	will ally separate t							Yes	X
9 Does this p	partnership	meet both of the	e following requir	rements?				,	F I fes	
<ul> <li>The value</li> </ul>	lue of the	total receipts for t partnership's total plete Schedules L	assets at the en	e less than \$250,0 d of the tax year v	000 and was less than S	\$1 million.	}	•••••	Yes	X No
nly if You	and belief,	Ities of perjury, I de it is true, correct, a of which preparer h	nd complete. Dec	laration of prepare						
nd Not With our Tax	Signation	e of general partner of	or limited lichility -	ompony momber						
eturn.					turo		Date			ĨN
Paid	mo rype pro	eparer's name		Preparer's signa			Date	Cheo self- empl		11 N
Preparer	irm's name	•					L		i's EIN ►	
		F						FIIM		
	Jse Only Firm's address ► F						Pho	ne no.		

TCV	VII	(A),	L.P.
Form 88			

_		2
Pao	e	2

		nership of Partnership Interest. Che name, address, and U.S. taxpayer ide ructively own. See instructions.				you check (s) whose
	a Owns a direct	Address	Owns a consti		Check if foreign person	Check if direct partner
Sc	chedule A-1 Certain Partners of	f Foreign Partnership(see instructio	ns)			Check if
	Name	Address	Identifyin	g number (if a	ny)	foreign person
		ign person as a direct partner? Ie. List all partnerships (foreign or do directly owns a 10% interest.	mestic) in whicl			No p owns a
	Name	Address	EIN (if any)		Total ordinary income or loss	Check if foreign partnership
		t - Trade or Business Income income and expenses on lines 1a through 2	2 below. See the i	nstructions f	or more informa	ation.
Income	<ul> <li>3 Gross profit. Subtract line 2 fro</li> <li>4 Ordinary income (loss) from ot</li> <li>5 Net farm profit (loss) (attach So</li> <li>6 Net gain (loss) from Form 4797</li> </ul>	1b       m line 1c       her partnerships, estates, and trusts (attach       chedule F (Form 1040))       C Dart II line 17 (check Form 1707)		1c 2 3 4 5 6 7		
<b>Deductions</b> (see instructions for limitations)	<ul> <li>9 Salaries and wages (other than</li> <li>10 Guaranteed payments to partne</li> <li>11 Repairs and maintenance</li> <li>12 Bad debts</li> <li>13 Rent</li> <li>14 Taxes and licenses</li> <li>15 Interest</li> <li>16 a Depreciation (if required, attack</li> <li>b Less depreciation reported elss</li> <li>17 Depletion (Do not deduct oil a</li> <li>18 Retirement plans, etc.</li> <li>19 Employee benefit programs</li> </ul>			8         9         10         11         12         13         14         15         16c         17         18         19         20		
ц 		ounts shown in the far right column for lines 9 thro		21		
	22 Ordinary business income (loss)	from trade or business activities. Subtract line 21	from line 8	22	Form <b>8</b>	<b>865</b> (2010)

Schedule D Capital Gains and Losses(Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)	
1							
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2				
3	Short-term capital gain from installment sales f	rom Form 6252, I	line 26 or 37				
4	4 Short-term capital gain (loss) from like-kind exchanges from Form 8824						
5	5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts						
6	Net short-term capital gain or (loss). Cor						

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales fi	rom Form 6252, I	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind exc		10				
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate		11				
12	Capital gain distributions		12				
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		13	- 9965 (2010)			

TCV VII (A), L.P.

**Partners' Distributive Share Items** 

Form 8865 (2010) Schedule K

	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	C	Other net rental income (loss). Subtract line 3b from line 3a	3c	
(s	4	Guaranteed payments	4	
Income (Loss)	5	Interest income	5	
e (L	6	Dividends: a Ordinary dividends	6a	
9WG		b Qualified dividends 6b		
nce	7	Royalties	7	
_	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss) 9b	-	
		Unrecaptured section 1250 gain (attach statement) 9c	1	
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type	11	
us	12	Section 179 deduction (attach Form 4562) Contributions	12	
tio			13a	
Deductions	a a	Investment interest expense Section $50(c)(2)$ expenditures: (1) Type <b>N</b>	13b	
De	d d	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ► Other deductions (see instructions) Type ►	13c(2)	
	14 a		-	
Self- Employ- ment	14 a b		14a	
s lu se		Gross nonfarm income		
	15 a		_	
		Low-income housing credit (section 42()(3))		
lits	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
Credits	d	Other rental real estate credits (see instructions) Type	15d	
0				
	е	Other rental credits (see instructions) Type	15e	
	f	Other rental credits (see instructions)Type ►Other credits (see instructions)Type ►	15e 15f	
	f	Other credits (see instructions) Type ►		
	f		15f	
	f 16 a b	Other credits (see instructions)     Type ►       Name of country or U.S. possession ►	15f 16b	
tions	f 16 a b	Other credits (see instructions)     Type ►       Name of country or U.S. possession     ►       Gross income from all sources     ►	15f 16b	
sactions	f 16 a b c	Other credits (see instructions)       Type ►         Name of country or U.S. possession ►	15f 16b	
ansactions	f 16 a b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c	
ר Transactions	f 16 a b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c	
eign Transactions	f 16 a b c d	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f	
oreign Transactions	f 16 a b c d	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h	
Foreign Transactions	f 16 a b c d g i i	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h 16k 16l	
Foreign Transactions	f 16 a b c d g i I m	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h	
Foreign	f 16 a b c d g i I m n	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16i	
Foreign	f 16 a b c d g i i m n 17 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16l 16m 17a	
Foreign	f 16 a b c d g i I m n 17 a b	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16m 17a 17b	
Foreign	f 16 a b c d g i I m n 17 a b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h 16k 16l 16m 17a 17b 17c	
Foreign	f 16 a b c d g i I m n 17 a b c d	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16l 16m 17a 17b 17c 17d	
Alternative Minimum Tax (AMT) Items	f 16 a b c d g i I m n 17 a b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16l 16m 17a 17b 17c 17d 17e	
Foreign	f 16 a b c d g i I m n 17 a b c d e	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16f 16k 16k 16l 16m 17a 17b 17c 17d 17c 17d 17f	
Alternative Minimum Tax (AMT) Items	f 16 a b c d g i I m n 17 a b c d e f	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16l 16m 17a 17b 17c 17d 17e	
Alternative Minimum Tax (AMT) Items	f 16 a b c d g i I m n 17 a b c d e f 18 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16k 16k 16k 17a 17c 17c 17d 17c 17f 18a	
Alternative Minimum Tax (AMT) Items	f 16 a b c d g i I m n 17 a b c d e f 18 a b	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16k 16k 17a 17a 17b 17c 17d 17c 17d 17e 17f 18a 18b	
Alternative Minimum Tax (AMT) Items	f 16 a b c d g i I m n 17 a b c d e f 18 a b c	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16k 16k 16k 16k 16k 16k 16k 17c 17d 17c 17d 17c 17d 17c 17f 18a 18b 18c	
Alternative Minimum Tax (AMT) Items	f 16 a b c d g i I m n 17 a b c d e f 18 a b c 19 a	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16h 16h 16k 16k 16k 16k 16k 16k 17c 17d 17c 17d 17c 17d 17c 17f 18a 18b 18c 19a	
Foreign	f 16 a b c d g i I m n 17 a b c d e f 18 a b c 19 a b	Other credits (see instructions)       Type ▶         Name of country or U.S. possession ▶	15f 16b 16c 16f 16f 16k 16k 16k 16k 16k 16k 16k 17c 17d 17c 17d 17c 17d 17c 17f 18a 18b 18c 19a 19b	

JSA 0X1913 2.000

010

Page **4** 

Total amount

Schedule L Balance Sheets per Bo	· ·		,		
• • • • • • • •	Beginning	,	End of ta		
Assets	(a)	(b)	(c)	(d)	
1 Cash					
2 a Trade notes and accounts receivable					
b Less allowance for bad debts					
3 Inventories			-		
4 U.S. government obligations			-		
5 Tax-exempt securities					
6 Other current assets (attach statement)					
7 Mortgage and real estate loans					
8 Other investments (attach statement)					
9 a Buildings and other depreciable assets					
b Less accumulated depreciation					
0 a Depletable assets					
b Less accumulated depletion					
1 Land (net of any amortization)					
<b>2 a</b> Intangible assets (amortizable only)					
b Less accumulated amortization					
3 Other assets (attach statement)					
4 Total assets					
Liabilities and Capital					
5 Accounts payable					
6 Mortgages, notes, bonds payable in less than 1 year					
7 Other current liabilities (attach statement)					
8 All nonrecourse loans					
Mortgages, notes, bonds payable in 1 year or more					
O Other liabilities (attach statement)					
Partners' capital accounts					
2 Total liabilities and capital					

TCV	V VII (A), L.P.		75-3257857	
Form	n 8865 (2010)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Alloca	tion		
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss)	oer Books With I	ncome (Loss) per Return. (N	ot required if Item G9. page
	1, is answered "Yes.")			
	, ,	6 Inco	ome recorded on books this	
1	Net income (loss) per books		r not included on Schedule K,	
2	Income included on Schedule K,		s 1 through 11 (itemize):	
-	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		-exempt interest \$	
	and 11 not recorded on books	a las		
	this year (itemize):	<b>7</b> Ded	uctions included on Schedule	
3	Guaranteed payments (other			
3			nes 1 through 13d, and 16l not	
	than health insurance)		rged against book income this	
4	Expenses recorded on books	yea	(itemize):	
	this year not included on	a Dep	preciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
	Depreciation \$			
b	• Travel and entertainment \$		l lines 6 and 7	
			ome (loss). Subtract line 8	
5	0	fron	n line 5	
Sc	hedule M-2 Analysis of Partners' Capital Acco	· · · ·		vered "Yes.")
1	Balance at beginning of year	6 Dist	ributions: <b>a</b> Cash	
2	Capital contributed:		<b>b</b> Property	
	a Cash	7 Oth	er decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
	、 ,		I lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

## Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

_		9 1 1		() 0 ()	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

# **SCHEDULE O**

(Form 8865) Department of the Treasury Internal Revenue Service

# Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

Filer's identifying number

91-0793881

2010

(under section 6038B)

Attach to Form 8865. See Instructions for Form 8865.

Name of transferor

CASEY FAMILY PROGRAMS

Name of foreign partnership TCV VIT (A) т D

ICV	VII	(A)	ц.г.

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,597,000.				.975
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	<b>(f)</b> Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
Part III	s any transfer rep	orted on this	schedule subject to	gain recognition unc	ler section 904(f)	(3) or	
	section 904(f)(5)(F	)?	,	<u> </u>	()	····► □	Yes X No 0 (Form 8865) 2010

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

Form <b>88</b>	65	R	eturn of U	.S. Pers	ons Wit	h Resp	ect to		OMB No. 1	545-1668
			Certai	n Foreig	in Partn	ership	S		20	10
Department of th Internal Revenue		beg	Information furni inning 01/01/	shed for the f	oreign partne	ership's tax	year		Attachment Sequence No	. 118
Name of person	filing this re		Ŭ			er's identifyi				
CASEY FA	MILY P	ROGRAMS					L-079388			
Filer's address (i	f you are no	t filing this form with y	our tax return)		- · -	-			k applicable box(	es)):
					2	3	X /2010	4	. 12/31/	/2010
				B Filer's tax	ear beginning	01/01	_/2010	, and ending	]	2010
c Filer's sha	re of liabilit	ties: Nonrecourse \$	6	Qualified not	nrecourse fina	incing \$		Other \$		
D If filer is a	member of	f a consolidated gro	oup but not the pare	ent, enter the fo	ollowing inform	nation about	the parent:			
Name					EIN					
Address										
- Information		rtain athar nartaara								
E Information	n about ce	rtain other partners	(see instructions)					(4) (1	neck applicable b	
(1	) Name		(2	2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive
									Outegory 2	owner
		f foreign partnersh	ip CVC EUROP	PEAN EQUI	IY PARTNI	ERS V (E	3), L.P	2 EIN (if any 98-05		
22-24 SE ST. HELI	-		00						nder whose law	e organized
SI. <u>П</u> ШЦІ.		RSEI UEZ S	QG					CJ		is organized
4 Date of		Principal place	6 Principal		7 Principa	al business	8a Functi	ional currency	8b Exchan	
organizatio	on	of business	activity c	ode number	activity INVESTI	MENTS	E	URO	(see ins	str.)
04/18/	2008	CJ	523	3900					1.32	6508000000
		information for the	• •							
1 Name, add United Sta		identifying number	of agent (if any) in	the		f the foreign p orm 1042		must file: m 8804	X Form 106	5 or 1065-B
					Service OGDI		e Form 106	5 or 1065-B is	filed:	
organizatio	on, if any	f foreign partnersh		y of	4 Name a records	nd address o	n partnership	with custody o o, and the loca	f the books and tion of such boo	oks
22-24 SEALE S		MINERS V (D), D.	· - •		SALTGATE LIM 22-24 SEALE					
ST. HELIER, S	JERSEY				ST. HELIER,					
, JE2 3QG					, JE2 3QG				37	
		ocations made by t Forms 8858, Inforn							X Yes	No
		n (see instructions)				-	-			
		nip classified under	, the law of the cour	ntry in which it i	s organized?		LIMI	TED PARTI	NERSHIP	
	rtnership o	own any separate u		ning of Regula	tions section 1	1.1503-2(c)(3	), (4), or		 [¥]	
9 Does this	partnership	o meet both of the	following requirem	ients?				••••	Yes	└── No
The value	alue of the	s total receipts for t partnership's total a pplete Schedules L	assets at the end o			\$1 million.	}	•••••	Yes	X No
Only if You Are Filing This Form Separately	and belief,	alties of perjury, I de it is true, correct, ar of which preparer ha	nd complete. Declara							
nd Not With Your Tax	Signatu	re of general partner of	or limited liability com	bany member			Date			
Return.		eparer's name		Preparer's signat	ure		Date	Check	f PT	IN
Paid	-			-				self- employ		
	irm's name	►	I				·	Firm's		
Use Only Firm's address								Phone		

	n 8865 ( hedu	le A Constructive Ow box b. enter the	nership of Partnership name, address, and U.S tructively own. See instru-	Interest. Ch . taxpayer io ctions.	beck the boxes the dentifying numbers			e filer. If y ne persori	Page 2 you check i(s) whose
		Name	Address		Identifying nur			Check if foreign person	Check if direct partner
Sc	hedu		of Foreign Partnership(S	ee instructi			//f =)		Check if foreign
	ATTAC	Name CHMENT 1	Address			ig number (			person
		partnership have any other for le A-2 Affiliation Schedu	∣ eign person as a direct partne ule. List all partnerships ( ndirectly owns a 10% inte	foreign or d	lomestic) in whic			Yes partnersh	<mark>N₀</mark> ip owns a
 	TTAC	Name	Address	1001.	EIN (if any	)		al ordinary ome or loss	Check if foreign partnership
	ution.	Include only trade or business			22 below. See the	instruction	ns for m	ore informa	ation.
Income	b 2 3 4	Gross receipts or sales Less returns and allowances Cost of goods sold Gross profit. Subtract line 2 fro Ordinary income (loss) from or Net farm profit (loss) (attach S Net gain (loss) from Form 479 Other income (loss) (attach sta	om line 1c ther partnerships, estates, an chedule F (Form 1040)) 7, Part II, line 17 (attach Forn	d trusts (attac n 4797)	h statement) *	1c           2           3           4           5           6           7			
<b>Deductions</b> (see instructions for limitations)	b 17 18 19 20	Total income (loss). Combine Salaries and wages (other tha Guaranteed payments to partr Repairs and maintenance Bad debts Rent Taxes and licenses Interest Depreciation (if required, attac Less depreciation reported els Depletion ( <b>Do not</b> deduct oil a Retirement plans, etc. Employee benefit programs Other deductions (attach state	n to partners) (less employmeners	ent credits) 16a 16b		8       9       10       11       12       13       14       15       16c       17       18       19       20			
	21 22	Total deductions. Add the am Ordinary business income (loss)			-	21 22			

98-0574210

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)	is <b>(f) Gain or (loss)</b> Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2		2	
3	Short-term capital gain from installment sales t	rom Form 6252, I	line 26 or 37		3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11		-	()		

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales fi	rom Form 6252, I	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind exc	changes from For	m 8824			10	
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate		11				
12	Capital gain distributions					12	
13	Net long-term capital gain or (loss). Com	ibine lines 7 th	rough 12 in col		ere and on	13	
			<u></u>	<u> </u>			 Form 8865 (2010)

Form 886	· · ·			Page 4
Scheo	lule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
~	4	Guaranteed payments	4	
SSC	5	Interest income	5	
Ľ	6	Dividends: a Ordinary dividends	6a	
me		b Qualified dividends 6b		
Income (Loss)	7	Royalties	7	
2	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	с	Unrecaptured section 1250 gain (attach statement)		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type	11	
6	12	Section 179 deduction (attach Form 4562)	12	
Deductions	13 a	Contributions	13a	
Icti	b	Investment interest expense	13b	
edu	с	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►	13c(2)	
	d	Other deductions (see instructions) Type	13d	
Self- Employ- ment	14 a		14a	
iplo in plo	b	Gross farming or fishing income	14b	
s E e	с	Gross nonfarm income	-	
		Low-income housing credit (section 42(j)(5))		
		Low-income housing credit (other)	15b	
dits	C	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
Credits	d	Other rental real estate credits (see instructions) Type ►	15d	
0	е	Other rental credits (see instructions) Type ►	15e	
	f	Other credits (see instructions) Type ►	15f	
	16 a	Name of country or U.S. possession		
		Gross income from all sources	16b	
s		Gross income sourced at partner level		
ion	Ū	Foreign gross income sourced at partnership level		
sactions	Ь	Passive category $\blacktriangleright$ e General category $\blacktriangleright$ f Other (attach statement) $\blacktriangleright$	16f	
<u> </u>		Deductions allocated and apportioned at partner level		
Tra	a	Interest expense h Other	16h	
du	5	Deductions allocated and apportioned at partnership level to foreign source income		
Foreign Trar	i	Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k	
ц	I	Total foreign taxes (check one): ► Paid Accrued	161	
	m		16m	
	n	Other foreign tax information (attach statement)		
	17 a		17a	
Alternative Minimum Tax (AMT) Items	b	Adjusted gain or loss	17b	
Iter Iter	с	Depletion (other than oil and gas)	17c	
T nu	d	Oil, gas, and geothermal properties - gross income	17d	
Alt	е	Oil, gas, and geothermal properties - deductions	17e	
	f	Other AMT items (attach statement)	17f	
	18 a	Tax-exempt interest income	18a	
E	b	Other tax-exempt income	18b	
atic	с	Nondeductible expenses	18c	
Other Information		Distributions of cash and marketable securities	19a	
Info	b	Distributions of other property	19b	
erli	20 a	Investment income	20a	
Ę	b	Investment expenses	20b	
	С	Other items and amounts (attach statement)		

JSA 0X1913 2.000

_	8865 (2010)				Page <b>5</b>
Sch	nedule L Balance Sheets pe		red if Item G9, page 1,		
	• •		ng of tax year	End of tax	
	Assets	(a)	(b)	(c)	(d)
1	Cash				
	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year			1	
17	Other current liabilities (attach statement)			1	
18	All nonrecourse loans			1	
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

CVC	EUROPEAN EQUITY PARTNERS V (B), L.P.		98-0574210	
Form 8	3865 (2010)			Page <b>6</b>
Sch	edule M Balance Sheets for Interest Allocation			
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	edule M-1 Reconciliation of Income (Loss) per Bo 1, is answered "Yes.")	oks Wit	n Income (Loss)per Return. (	Not required if Item G9, page
		6	ncome recorded on books this	
1	Net income (loss) per books	-	rear not included on Schedule K,	
	Income included on Schedule K.		ines 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		Fax-exempt interest \$	
	and 11 not recorded on books	a		
		7	Deductions included on Schedule	
	this year (itemize):			
	Guaranteed payments (other		K, lines 1 through 13d, and 16l not	
	than health insurance)		harged against book income this	
	Expenses recorded on books	)	rear (itemize):	
	this year not included on	a	Depreciation \$	
	Schedule K, lines 1 through	-		
	13d, and 16I (itemize):	-		
	Depreciation \$	_		
b	Travel and entertainment \$		Add lines 6 and 7	
		9	ncome (loss). Subtract line 8	
	Add lines 1 through 4		rom line 5	
Sch	edule M-2 Analysis of Partners' Capital Accounts.	(Not requ	iired if Item G9, page 1, is ans	wered "Yes.")
1	Balance at beginning of year	6	Distributions: <b>a</b> Cash	
2	Capital contributed:		<b>b</b> Property	
	a Cash	7 (	Other decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
	Other increases (itemize):			
			Add lines 6 and 7	
			Balance at end of year. Subtract	
5	Add lines 1 through 4		ine 8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

# SCHEDULE O

(Form	8865)
Departmen	t of the Treasury

# **Transfer of Property to a Foreign Partnership**

(under section 6038B)

Attach to Form 8865. See Instructions for Form 8865.

Internal Revenue Service Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number 91-0793881

Name of foreign partnership

CVC EUROPEAN EQUITY PARTNERS V (B), L.P.

#### Part I **Transfers Reportable Under Section 6038B** (b) Number of **(c)** Fair market (e) Section 704(c) (g) (a) Date of (d) (f) Type of Percentage interest Gain recognized on transfer Cost or other allocation property items value on date in partnership after transfer basis transferred of transfer method transfer Cash 4,011,973. .291 VAR Marketable 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**

<b>(a)</b> Type of property	<b>(b)</b> Date of original transfer	<b>(c)</b> Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner		
Part III									
Pari III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ► Yes									
For Paperwork Re	Schedule C	) (Form 8865) 2010							

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



2010

CVC EUROPEAN EQUITY PARTNERS V (B), L.P.

91-0793881

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PART	<u>'NERSHIP</u>	CHECK IF:
NAME	ADDRESS	ID NUMBER FOR PERS
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	LINCOLN PLAZA EAST 400 Q STREET, SUITE 4800	94-6207465
	SACRAMENTO CA 95814	

CVC EUROPEAN EQUITY PARTNERS V (B), L.P.

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE			TOTAL ORDINARY	FOR
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
DEEP END HOLDINGS, LLC	2711 CENTERVILLE ROAD SUITE 400 WILMINGTON DE 19808	27-3362528		
STARBEV LP	22 GRENVILLE STREET ST. HEILER JERSEY JE4 8PX	FOREIGNUS		Х
TREBOL INTERNATIONAL BV	SCHIPOL BOULEVARD 285 TOWER B 1118BH LUCHTHAVEN SCHIPOL AMSTERDAM	98-0683874		Х

91-0793881

ATTACHMENT 2

Form <b>88</b>	65	R	C ► At	ertaii ttach to y	S. Pers Foreig	<b>jn Partr</b> 1. See separa	nership te instruction	DS ons.	0		OMB No. 1	
Department of the Treasury Internal Revenue ServiceInformation furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010											Attachment Sequence No.	118
Name of person	•					Fil	er's identify					
CASEY FAI		ROGRAMS	vour tax retu	rn)	A Category	of filer (see Cat		91-0793 <b>Iers</b> in the in:		nd check	applicable box(e	es)):
	,		,	,	1	2	3	X	4	]		
					B Filer's tax	year beginning	01/0	1/2010	, an	d ending .	12/31/	2010
C Filer's sha	ra of liabili	tion Norrosouros	¢		Qualified no	nano fin	ancing (		0	horf		
		ties: Nonrecourse f a consolidated gr		t the pare		nrecourse fina		t the paren		her \$		
Name		<u> </u>				EIN						
Address						·						
Information	a about ce	rtain other partners	s (see instr	uctions)								
Information				,						(4) Che	eck applicable bo	ox(es)
(1)	) Name			(2	) Address		(3) Identif	ying number		gory 1	Category 2	Constructive
		of foreign partnersh	•	OPPOR	TUNITES :	FUND VII	B, L.P.			(if any)		
		E., 28 FLOC A 90071	DR							0-851 untry un	der whose law	/s organized
4 Date of		5 Principal place	6	Principal I	nueinese	7 Drinoin	al business	90 Eur	C nctional cu	-	8b Exchan	ao rato
organizatio		of business			de number	activity			DOLLA		(see ins	
02/15/	2007	CJ		523	900	INVES	TING		20111			
Provide the	e following	g information for the	e foreign pa	artnership	's tax year:	I					1	
United Sta	tes	identifying number	r of agent (	if any) in <sup>·</sup>	the		f the foreigr orm 1042	·	p must file orm 8804	Г	X Form 106	5 or 1065-B
33 SOUTH GRA OS ANGELES,		E, 28TH FLOOR				Service OGD	Center wh	ere Form 1	065 or 100	65-B is fi	led:	
3 Name and organization	address o on, if any	of foreign partnersh	nip's agent	in country	of	4 Name a records		of person( gn partners	s) with cus hip, and th	stody of he locati	the books and on of such boo	oks
/O WALKER SE ALKER HOUSE,		D X 908GT, MARY STI	REET			C/O OAKTREE	CAPITAL M	ANAGMENT,				
		YMAN KY1-9002				333 SOUTH G	RAND AVENU	5, 28TH FL	JOOR			
J						LOS ANGELES					37	
		ocations made by Forms 8858, Infor				h Dosport To				►	X Yes	No
		rn (see instructions					-	-		•		
7 How is this	s partners	hip classified under	r the law of	the coun	try in which it	is organized?		► EXE	MPTED	LIMI	TED PARTI	NERSHIP
B Did the pa 1.1503(d)-		own any separate ι			• •		. ,					
9 Does this	partnershi	p meet both of the	e following	requireme	ents?						└── Yes	└── No
<ul> <li>The value</li> </ul>	lue of the	s total receipts for t partnership's total nplete Schedules L	assets at t	he end of	ss than \$250,0 the tax year v	000 and vas less than	\$1 million.	}		•••	Yes	No
re Filing his Form	and belief,	alties of perjury, I de it is true, correct, a of which preparer h	and complete	<ul> <li>Declarat</li> </ul>	imined this retu ion of preparer	irn, including a cother than g	accompanying eneral partne	g schedules r or limited	and stater liability co	nents, ar mpany m	nd to the best o nember) is base	of my knowle d on all
eparately Id Not With												
our Tax eturn.		re of general partner	or limited lial		-			Date	9		- -	
Paid	Print/Type p	reparer's name		F	Preparer's signat	ure		Date		Check if self- employe		ΊN
	irm's name			1						Firm's E		
Ise Only <sub>F</sub>	irm's addre	ess 🕨								Phone n	0.	
1												

Pao	e	2

	hedule A	box <b>b</b> , enter the interest you constr	nership of Partnership In name, address, and U.S. t ructively own. See instructi	taxpayer ide ions.	entifying numbe	er (if any	) of the	filer. If y person	/ou check (s) whose
	Nan	a Owns a direct in ne	Address	b	Owns a const			Check if foreign	Check if direct
So	hedule A-1	Certain Partners o	f Foreign Partnership(see	e instructio	ns)			person	partner
	Nan		Address			ıg number (	if any)		Check if foreign person
	hedule A-2	Affiliation Schedu	gn person as a direct partner? le. List all partnerships (fo directly owns a 10% intere	preign or do	mestic) in whic			Yes Irtnershi	No powns a
	Nan ATTACHMENT 1	ne	Address		EIN (if any	)		ordinary e or loss	Check if foreign partnership
So	hedule B	ncome Statement	- Trade or Business Inco		2 below. See the	instruction	s for mor	e informa	ation.
Income	<ul> <li>b Less retur</li> <li>2 Cost of go</li> <li>3 Gross pro</li> <li>4 Ordinary in</li> <li>5 Net farm p</li> <li>6 Net gain (I</li> </ul>	ns and allowances ods sold fit. Subtract line 2 fror ncome (loss) from oth profit (loss) (attach Sc loss) from Form 4797	· · · · · · · · · · · · · · · ·	trusts (attach 4797)	statement) *	1c 2 3 4 5 6 7			
<b>Deductions</b> (see instructions for limitations)	<ul> <li>9 Salaries a</li> <li>10 Guarantee</li> <li>11 Repairs an</li> <li>12 Bad debts</li> <li>13 Rent</li> <li>14 Taxes and</li> <li>15 Interest</li> <li>16 a Depreciation</li> <li>b Less depriment</li> <li>17 Depletion</li> <li>18 Retirement</li> <li>19 Employee</li> </ul>	nd wages (other than ed payments to partne nd maintenance d licenses ion (if required, attach eciation reported else ( <b>Do not</b> deduct oil ar nt plans, etc.	lines 3 through 7 to partners) (less employmen ers Form 4562) where on return nd gas depletion.)	t credits)		8       9       10       11       12       13       14       15       16c       17       18       19       20			
			unts shown in the far right column from trade or business activities. S		-	21			

Form 8865 (2010)	
------------------	--

Schedule D Capital Gains and Losses(Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s <b>(f) Gain or (loss)</b> Subtract (e) from (d)		
1								
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2 _					
3	Short-term capital gain from installment sales t	from Form 6252, I	line 26 or 37					
4	4 Short-term capital gain (loss) from like-kind exchanges from Form 8824							
5								
6	Net short-term capital gain or (loss). Co	mbine lines 1 tł	hrough 5 in col		ere and on			

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other back (see instructions		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 8						
9	Long-term capital gain from installment sales from Form 6252, line 26 or 37						
10	Long-term capital gain (loss) from like-kind exchanges from Form 8824					10	
11	Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts					11	
12							
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		-			13	

Page 4
--------

Form 886	5 (2010)			Page <b>4</b>
Scheo	lule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
Income (Loss)	4	Guaranteed payments	4	
	5	Interest income	5	
	6	Dividends: a Ordinary dividends	6a	
me		b Qualified dividends 6b		
001	7	Royalties	7	
-	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	с	Unrecaptured section 1250 gain (attach statement) 9c		
		Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type	11	
S	12	Section 179 deduction (attach Form 4562)	12	
ion		Contributions	13a	
nct	b	Investment interest expense	13b	
Deductions	С	Section 59(e)(2) expenditures: (1) Type $\blacktriangleright$ (2) Amount $\blacktriangleright$	13c(2)	
		Other deductions (see instructions) Type	13d	
Self- Employ- ment			14a	
		Gross farming or fishing income	14b	
<u><u>"</u><u>"</u></u>	c	Gross nonfarm income	14c	
	15 a	Low-income housing credit (section 42(j)(5))	15a	
Ś	b		15b	
dit	С	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
Credits	d	Other rental real estate credits (see instructions) Type ►	15d	
	е	Other rental credits (see instructions) Type ►	15e	
		Other credits (see instructions) Type ►	15f	
		Name of country or U.S. possession		
		Gross income from all sources		
sue	С	Gross income sourced at partner level		
sactions		Foreign gross income sourced at partnership level		
	d	Passive category e General category f Other (attach statement)	16f	
rar		Deductions allocated and apportioned at partner level		
L L	g	Interest expense  h Other	16h	
Foreign Tran		Deductions allocated and apportioned at partnership level to foreign source income Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k	
Fo		Passive category ▶j General category ▶ k Other (attach statement) ▶ Total foreign taxes (check one): ▶ Paid Accrued	161	
_	m	Reduction in taxes available for credit (attach statement)	16m	
	n	Other foreign tax information (attach statement)		
		Post-1986 depreciation adjustment	17a	
Alternative Minimum Tax (AMT) Items		Adjusted gain or loss	17b	
m Iter		Depletion (other than oil and gas)	17c	
T) T	d	Oil, gas, and geothermal properties - gross income	17d	
Alt	е	Oil, gas, and geothermal properties - deductions	17e	
	f	Other AMT items (attach statement)	17f	
	18 a	Tax-exempt interest income	18a	
uo	b	Other tax-exempt income	18b	
nati		Nondeductible expenses	18c	
orn		Distributions of cash and marketable securities	19a	
Inf		Distributions of other property	19b	
Other Information		Investment income	20a	
B		Investment expenses	20b	
	C	Other items and amounts (attach statement)		

JSA 0X1913 2.000

### OCM OPPORTUNITES FUND VIIB, L.P.

	8865 (2010)				Page <b>5</b>
Sch	edule L Balance Sheets pe		ired if Item G9, page 1,		
		•	ng of tax year	End of ta	
	Assets	(a)	(b)	(C)	(d)
1	Cash				
	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

Prom 8865 (2010)       Page 6         Schedule M       Balance Sheets for Interest Allocation         (a)       (b)       End of         1       Total U.S. assets	OCN	M OPPORTUNITES FUND VIIB, L.P.		20-8514102	
(a)       (b)         Beginning of tax year       End of tax year         2       Total foreign assets:	Form	8865 (2010)			Page <b>6</b>
1       Total U.S. assets	Scl	hedule M Balance Sheets for Interest Allocation			
2       Total foreign assets:         a Passive category				Beginning of	End of
a Passive category	1	Total U.S. assets			
b General category       c Other (attach statement)         Schedule M-1       Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")         1       Net income (loss) per books         2       Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):         3       Guaranteed payments (other than health insurance)         4       Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):         a       Depreciation \$	2	Total foreign assets:			
b General category       c Other (attach statement)         Schedule M-1       Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")         1       Net income (loss) per books         2       Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):         3       Guaranteed payments (other than health insurance)         4       Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):         a       Depreciation \$	а	Passive category			
c Other (attach statement)       Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")         1 Net income (loss) per books       6       Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):         1 Net income (loss) per books       7       Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):         3 Guaranteed payments (other than health insurance)       7       Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):         4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):       a Depreciation \$	b	General category			
Schedule M-1       Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")         1       Net income (loss) per books         2       Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):         3       Guaranteed payments (other than health insurance)         4       Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):         a       Depreciation \$         a       Depreciation \$         a       Depreciation \$					
1, is answered "Yes.")         1       Net income (loss) per books         1       Net income (loss) per books         2       Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):         3       Guaranteed payments (other than health insurance)         4       Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		hedule M-1 Reconciliation of Income (Loss) per E	Books With I	ncome (Loss) per Return. (No	ot required if Item G9, page
1       Net income (loss) per books         2       Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):       a Tax-exempt interest \$         3       Guaranteed payments (other than health insurance)       7       Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):         4       Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):       a Depreciation \$		1, is answered "Yes.")			
<ul> <li>Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):</li> <li>Guaranteed payments (other than health insurance)</li> <li>Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l not included on Schedule K, lines 1 through 13d, and 16l (itemize):</li> <li>Depreciation \$</li> <li>Depreciation \$</li> </ul>			6 Inco	ome recorded on books this	
lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):       a Tax-exempt interest \$         3 Guaranteed payments (other than health insurance)       7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):         4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):       a Depreciation \$         13d, and 16l (itemize):       a Depreciation \$	1	Net income (loss) per books	yea	r not included on Schedule K,	
and 11 not recorded on books       7       Deductions included on Schedule         this year (itemize):       7       Deductions included on Schedule         Guaranteed payments (other than health insurance)       K, lines 1 through 13d, and 16l not charged against book income this year (itemize):         Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):       a Depreciation \$         Jad, and 16l (itemize):	2	Income included on Schedule K,	line	s 1 through 11 (itemize):	
and 11 not recorded on books       7       Deductions included on Schedule         this year (itemize):       7       Deductions included on Schedule         Guaranteed payments (other than health insurance)       K, lines 1 through 13d, and 16l not charged against book income this year (itemize):         Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):       a Depreciation \$         Jad, and 16l (itemize):		lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	<b>a</b> Tax	-exempt interest \$	
3       Guaranteed payments (other than health insurance)       K, lines 1 through 13d, and 16l not charged against book income this year (itemize):         4       Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):       a Depreciation \$		and 11 not recorded on books		• • • • • • • • • • • • • • • • • • • •	
3       Guaranteed payments (other than health insurance)       K, lines 1 through 13d, and 16l not charged against book income this year (itemize):         4       Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):       a Depreciation \$		this year (itemize):	7 Ded	uctions included on Schedule	
than health insurance)       charged against book income this         Expenses recorded on books       year (itemize):         this year not included on       a Depreciation \$         Schedule K, lines 1 through          13d, and 16l (itemize):	3	Guaranteed payments (other	—— K. li	nes 1 through 13d. and 16l not	
4       Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):       year (itemize): a Depreciation \$				-	
this year not included on       a Depreciation \$         Schedule K, lines 1 through	4				
Schedule         K, lines         1         through           13d, and 16l (itemize):			a Der	preciation \$	
13d, and 16l (itemize):		-			
		-			
	а				
b Travel and entertainment \$ 8 Add lines 6 and 7			8 Add	lines 6 and 7	
9 Income (loss). Subtract line 8					
5         Add lines 1 through 4	5	Add lines 1 through 4			
Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")	Scl	hedule M-2 Analysis of Partners' Capital Accounts	s.(Not require	d if Item G9. page 1. is answe	ered "Yes.")
1 Balance at beginning of year 6 Distributions: a Cash					
2 Capital contributed: b Property					
a Cash 7 Other decreases (itemize):	_		7 Oth		
b Property					
	3				
4         Other increases (itemize):	7				
9 Balance at end of year. Subtract					
5     Add lines 1 through 4     Image: Solution of year. Output dot year.	5	Add lines 1 through 4			

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

# SCHEDULE O

(Form	8865)
Departmen	t of the Treasury

# **Transfer of Property to a Foreign Partnership**

(under section 6038B)

Attach to Form 8865. See Instructions for Form 8865.

Internal Revenue Service Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number 91-0793881

OMB No. 1545-1668

2010

Name of foreign partnership

OCM OPPORTUNITES FUND VIIB, L.P.

#### Part I **Transfers Reportable Under Section 6038B** (b) Number of **(c)** Fair market (e) Section 704(c) (g) (a) Date of (d) (f) Type of Percentage interest Gain recognized on transfer Cost or other allocation property items value on date in partnership after transfer basis transferred of transfer method transfer Cash 1,100,902. VAR .104 Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
Part III	Is any transfer rep	orted on this	schedule subject to	gain recognition und	der section 904(f)	(3) or	
	section 904(f)(5)(F	;)?	,	<u> </u>		<b>▶</b> □	Yes X No (Form 8865) 2010

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

OCM OPPORTUNITES FUND VIIB, L.P.

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

\_\_\_\_

ATTACHMENT 1

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
OCM OPPORTUNITES FUND VIIB DELAWARE, L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	26-1614642		
OCM LUXEMBOURG OPPS VIIB S.A.R.L.	53 avenue pasteur L-2311 Luxembourg	98-0602217		
OCM NETHERLANDS OPPORTUNITIES COOPERATIEF U.A	PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0590973		
RENO APO HOLDINGS, LTD.	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0597550		
APPERINGO HOLDINGS BV	C/O OCM NETHERLANDS OPP COOPERATIEF U.A., PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0595162		

OCM OPPORTUNITES FUND VIIB, L.P.

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
APPERINGO INVESTMENTS BV	C/O OCM NETHERLANDS OPP COOPERATIEF U.A.,PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0596160		
OCM NETHERLANDS GLOBAL OPPORTUNITIES COOPERATIEF U.A	JAN VAN GOYENKADE 8 1075HP AMSTERDAM NL	98-0574708		
OCM JAPAN LOANS HOLDINGS, LTD	C/O WALKERS SPV LIMITED WALKERS HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMANS KY1-9002 CJ	98-0611403		
JAPAN LOANS OPPORTUNITIES BV	PRINS BERNARDPLEIN 200 1097JB AMSTERDAM CJ	98-0611521		
OCM OPPORTUNITIES ALS HOLDINGS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 900			

OCM OPPORTUNITES FUND VIIB, L.P.

SCHEDULE A-2 - AFFILIATION SCHEDULE

FORM 8865, PAGE 2 DETAIL

NAME	ADDRESS	TOTAL ORDIN	
OPPS LAUGHLIN HOLDINGS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-3530113	
OCM INDUSTRIAL HOLDINGS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-3024120	
OCM INDUSTRIAL E-INVESTMENTS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-3024420	
OCM EUROPEAN LOAN HOLDINGS LTD	WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0654232	
OCM GLOBAL LOAN OPPORTUNITIES I B. V.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	98-0672873	

### CASEY FAMILY PROGRAMS

OCM OPPORTUNITES FUND VIIB, L.P.

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE				
NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
		ID NOMBER	- THCOME OK LOSS	<u></u>
OCM LOAN OPPORTUNITIES RESERVE I B. V.	JAN VAN GOYENKADE 8 1075HP AMSTERDAM NL	98-0665362		
OCM OCEANIA LOAN HOLDINGS LTD.	WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0663324		
OAKTREE OPPORTUNITES INVESTMENTS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	26-4224417		
FLAMINGO ROAD INVESTMENTS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-2896144		

-orm <b>88</b>	65	R	Ce	ertaiı	S. Pers n Foreig	ın Partr	nership	İS	)		<u>омв №. 1</u>	
Department of th nternal Revenue		beo	Att Informatio	ach to y n furnis	our tax return hed for the f 2010, and	. See separa oreign partn	te instruction ership's tax	o <b>ns.</b> Kyear			Attachment	
Name of person				1/01/	2010, 414			o ing number			Sequence No.	110
CASEY FA	MILY P	ROGRAMS					-	1-07938	-			
Filer's address (i	f you are no	ot filing this form with y	our tax returr	ר)	A Category o	of filer (see Cate	egories of Fil	ers in the inst		d check	applicable box(e	es)):
								1/2010	4		12/31/	2010
					<b>B</b> Filer's tax y	/ear beginning		,	, and	ending .	, - ,	
		ities: Nonrecourse S				nrecourse fina				er\$		
	member c	of a consolidated gr	oup but not	the pare	nt, enter the fo		nation about	the parent:				
Name Address						EIN						
Information	n about ce	ertain other partners	s (see instru	ctions)			I					
(1	) Name			(2	) Address		(3) Identify	/ing number			eck applicable bo	ox(es)
									Categ	ory 1	Category 2	owner
		of foreign partnersh	ip CARLY	LE P	ARTNERS V	/ SA1 CA	YMAN, L	.P.		(if any) 3-064		
.001 PEN ASHINGT											der whose law	s organized
1101111101	011, 20	20001							CJ			o organizou
Date of organization		5 Principal place of business			ousiness de number	7 Principa activity	al business	8a Fund	tional cur	rency	8b Exchan (see ins	
U U						FINANC		US	DOLLA	R		)
10/29/ Provide th		CJ g information for the	foreign par	523		INSUR	ANCE					
		d identifying number	• •		,	2 Check i	f the foreign	partnership	must file:	:		
United Sta						E F	orm 1042	Fo	orm 8804		X Form 106	5 or 1065-B
001 PENN. AV								ere Form 10	65 or 106	5-B is fi	led:	
ASHINGTON, I		of foreign partnersh	in's agent in		( of	OGDI		of person(s)	with cust	tody of	the books and	
organizatio	on, if any	0 1	ip s agent i	rcountry	01	records	of the foreig	n partnersh	ip, and th	e locati	on of such boo	oks
ARLYLE PARTI 7 MARY STREI		A1 CAYMAN, L.P.				THE CARLYLE	GROUP	ent				
EORGE TOWN,		YMAN				1001 PENN. A	AVE. NW					
J, KY1-9005						WASHINGTON I						V
		locations made by f FForms 8858, Inforr				h Respect To				. ►	Yes	X No
		rn (see instructions					-					
' How is this	s partners	hip classified under	the law of t	he coun	try in which it i	s organized?		► PART	INERSH	IP		
-		own any separate u										
1.1503(d)- Does this		ip meet <b>both</b> of the	e followina re	eauireme	ents?					• ►	Yes	X No
<ul> <li>The particular</li> </ul>	artnership'	's total receipts for t partnership's total	he tax year	were les	s than \$250,0	00 and	↑4	<u>}.</u> .			Yes	X No
		mplete Schedules L			the tax year w	as less than	φτ million.	J			163	
e Filing is Form	and belief,	nalties of perjury, I de it is true, correct, a n of which preparer h	nd complete.	Declarat	imined this retu ion of preparer	rn, including a (other than ge	eccompanying eneral partner	schedules a or limited li	and statem ability com	ents, an ipany m	nd to the best on nember) is base	of my knowle d on all
parately d Not With												
our Tax eturn.		ure of general partner	or limited liabi		-			Date				
aid	Print/Type p	reparer's name		F	Preparer's signat	ure		Date	5	Check if self-		ÎN
ronaror	irm'e nome									employe		
										Firm's E		
se Oniy <sub>l F</sub>	irm's addre	ess 🕨								Phone n	0	

		a Owns a direct in	name, address, and U.S. taxpayer id uctively own. See instructions. nterest	D Owns a const				(3) 11103
Name			Address	Identifying nur	nber (if any)		Check if foreign person	Check if direct partner
Sc	hedule A-1	Certain Partners o	f Foreign Partnership(see instruction	ons)				
	N	lame	Address	Identifyir	ng number (i	f any)		Check if foreign person
	es the partners hedule A-2	Affiliation Schedul	gn person as a direct partner? e. List all partnerships (foreign or do directly owns a 10% interest.	omestic) in whic			Yes partnersh	-
	N ATTACHMENT	lame 1	Address	EIN (if any			tal ordinary ome or loss	Check if foreign partnershi
			Tundo or Dusinoso knows					
	hedule B		- Trade or Business Income ncome and expenses on lines 1a through 2	2 below See the	instruction	s for m	ore inform:	ation
Income	<ol> <li>1 a Gross ret</li> <li>b Less ret</li> <li>2 Cost of g</li> <li>3 Gross p</li> <li>4 Ordinary</li> <li>5 Net farm</li> <li>6 Net gain</li> </ol>	eceipts or sales turns and allowances goods sold rofit. Subtract line 2 fror y income (loss) from oth n profit (loss) (attach Sc n (loss) from Form 4797	1a       1b       n line 1c       er partnerships, estates, and trusts (attach nedule F (Form 1040))	statement) *	1c 2 3 4 5 6 7			
<b>Deductions</b> (see instructions for limitations)	<ul> <li>9 Salaries</li> <li>10 Guarant</li> <li>11 Repairs</li> <li>12 Bad deb</li> <li>13 Rent</li> <li>14 Taxes a</li> <li>15 Interest</li> <li>16 a Deprecia</li> <li>b Less de</li> <li>17 Depletion</li> <li>18 Retirem</li> <li>19 Employed</li> </ul>	and wages (other than teed payments to partne and maintenance ots and licenses ation (if required, attach preciation reported else on ( <b>Do not</b> deduct oil ar tent plans, etc. ee benefit programs	ines 3 through 7         to partners) (less employment credits)         ers         Form 4562)         where on return         id gas depletion.)		8       9       10       11       12       13       14       15       16c       17       18       19       20			
	21 Total de	eductions. Add the amo	unts shown in the far right column for lines 9 thro	ough 20	21			
	22 Ordinary	/ husiness income (less) f	rom trade or business activities. Subtract line 2′	1 from line 9	22			

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)		
1								
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2		2			
3	Short-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37					
4	4 Short-term capital gain (loss) from like-kind exchanges from Form 8824							
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships							
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11	mbine lines 1 th	nrough 5 in col	umn (f). Enter he	ere and on			

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales fi	rom Form 6252, I	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind exc	changes from For	m 8824			10	
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate					11	
12	Capital gain distributions					12	
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		•	()		13	- 9965 (2010)

Page 4
--------

Form 886	5 (2010)			Page 4
Schee	lule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement) 3b		
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c	
~	4	Guaranteed payments	4	
SS	5	Interest income	5	
Income (Loss)	6	Dividends: a Ordinary dividends	6a	
me		b Qualified dividends 6b		
CO	7	Royalties	7	
드	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	c	Unrecaptured section 1250 gain (attach statement)		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
		Other income (loss) (see instructions) Type	11	
		Section 179 deduction (attach Form 4562)	12	
Suc		Contributions	13a	
cti	b	Investment interest expense	13b	
Deductions	c	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►		
ă	d		13d	
Self- Employ- ment	14 a		14a	
			14b	
		Gross nonfarm income		
	15 a		15a	
			15b	
Credits	c		15c	
rec	d		15d	
0	e		15e	
	f	Other credits (see instructions)     Type >	15f	
		Name of country or U.S. possession	101	
		Gross income from all sources	16b	
s		Gross income sourced at partner level		
sactions	Ű	Foreign gross income sourced at partnership level		
act	Ь	Passive category $\blacktriangleright$ e General category $\blacktriangleright$ f Other (attach statement) $\blacktriangleright$	16f	
	ŭ	Deductions allocated and apportioned at partner level		
Tra	q	Interest expense h Other	16h	
Foreign Trar	9	Deductions allocated and apportioned at partnership level to foreign source income		
orei	i	Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k	
ц	1	Total foreign taxes (check one): ► Paid Accrued	161	
	m		16m	
	n	Other foreign tax information (attach statement)		
	17 a	Post-1986 depreciation adjustment	17a	
Alternative Minimum Tax (AMT) Items		Adjusted gain or loss	17b	
m . Iter	с	Depletion (other than oil and gas)	17c	
n n E	d	Oil, gas, and geothermal properties - gross income	17d	
Alia	е	Oil, gas, and geothermal properties - deductions	17e	
20	f	Other AMT items (attach statement)	17f	
	18 a	Tax-exempt interest income	18a	
Ĕ	b	Other tax-exempt income	18b	
atic		Nondeductible expenses	18c	
Ë		Distributions of cash and marketable securities	19a	
nfo		Distributions of other property	19b	
Other Information		Investment income	20a	
Ę	b		20b	
0		Other items and amounts (attach statement)	-	

JSA 0X1913 2.000

### CARLYLE PARTNERS V SA1 CAYMAN, L.P.

Form	8865 (2010)				Page 5
Sch	nedule L Balance Sheets pe	r Books. (Not requ	ired if Item G9, page 1	I, is answered "Yes.")	
			ing of tax year	End of t	ax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a					
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

CAI	RLYLE PARTNERS V SA1 CAYMAN, L.P.		98-0641121	
	n 8865 (2010)			Page 6
Sc	hedule M Balance Sheets for Interest Allocatio	n		
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	a Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) per	<b>Books Wit</b>	h Income (Loss)per Return. (	Not required if Item G9, page
	1, is answered "Yes.")			
		6	Income recorded on books this	
1	Net income (loss) per books		year not included on Schedule K,	
2	Income included on Schedule K,		lines 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		Tax-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7	Deductions included on Schedule	
3	Guaranteed payments (other		K, lines 1 through 13d, and 16l not	
	than health insurance)		charged against book income this	
4	Expenses recorded on books		year (itemize):	
	this year not included on	а	Depreciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	a Depreciation \$			
b	Travel and entertainment \$	8	Add lines 6 and 7	
		9	Income (loss). Subtract line 8	
5	Add lines 1 through 4		from line 5	
Sc	hedule M-2 Analysis of Partners' Capital Accoun			wered "Yes.")
1	Balance at beginning of year	· · · ·	Distributions: <b>a</b> Cash	,
2	Capital contributed:		<b>b</b> Property	
	a Cash	7	Other decreases (itemize):	
	<b>b</b> Property		· · · · · · · · · · · · · · · · · · ·	
3	Net income (loss) per books			
4	Other increases (itemize):			
-		8	Add lines 6 and 7	
			Balance at end of year. Subtract	
5	Add lines 1 through 4		line 8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	<b>(a)</b> U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights				
3	(patents, trademarks, etc.) Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

# SCHEDULE O

(Form	8865)
Departmen	t of the Treasury

# Transfer of Property to a Foreign Partnership

(under section 6038B)

Attach to Form 8865. See Instructions for Form 8865.

Internal Revenue Service Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number 91-0793881

Name of foreign partnership

CARLYLE PARTNERS V SA1 CAYMAN, L.P.

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	08/19/2010		769,371.				.345
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	<b>(c)</b> Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner		
	any transfer repo ection 904(f)(5)(F	10	,	gain recognition und	()	``. □	Yes X No		
For Paperwork Reduction Act Notice, see the Instructions for Form 8865.							edule O (Form 8865) 2010		

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



2010

### CASEY FAMILY PROGRAMS

CARLYLE PARTNERS V SA1 CAYMAN, L.P.

91-0793881

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE					
				TOTAL ORDINARY	FOR
NAME	ADDRESS		ID NUMBER	INCOME OR LOSS	PSHP
BTC FUNDO DE INVESTIMENTO EM PARTICIPACOES	1001 PENNSYLVANIA AVE NW WASHINGTON	DC 20004	98-0648214	-97,587.	Х
BHCS- FUNDO DE INVESTIMENTO EM PARTICIPACOES	1001 PENNSYLVANIA AVE NW WASHINGTON	DC 20004	98-0679326	-37,984.	Х

=orm <b>88</b>	65	R	eturn of	U.S. Pers	ons Wit	h Resp	ect to		OMB No. 1	545-1668
Department of the Treasury Internal Revenue Service       Certain Foreign Partnerships ► Attach to your tax return. See separate instructions.         Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010							20	10		
							Attachment Sequence No	. 118		
Name of person	•				File	er's identifyir	0		•	
CASEY FAI		ROGRAMS	(our tax return)	A Category	of filer (see Cate	-	1-079388	31 Ictions and check	applicable box(	es)):
	i you uro ne			1	2	3		4		//
				B Filer's tax	year beginning	01/01	/2010	, and ending	12/31/	/2010
Filer's sha	re of liabili	ties: Nonrecourse \$	£	Oualified no	onrecourse fina	ancina \$		Other \$		
		f a consolidated gro	•				he parent:	Οιιοιφ		
Name					EIN					
Address										
Information	n about ce	rtain other partners	s (see instruction	IS)						
			(	,		(O) Islandifi di		(4) Ch	eck applicable b	ox(es)
(1)	Name			(2) Address		(3) Identifyir	ng number	Category 1	Category 2	Constructive owner
		of foreign partnersh	•		V (SCOT)	, L.P.		2 EIN (if any	,	
		NIA AVE NW,	SUITE 22	0 SOUTH				98-06		
ASHINGT	ON, DC	20004						3 Country ur	nder whose lav	vs organized
Date of		5 Principal place	6 Princi	pal business	7 Principa	al business	8a Functi	onal currency	8b Exchan	
organizatio		of business		y code number	FINANCI	E AND	Ŭ	JSD	(see ins	sur.)
09/13/2		UK		23900	INSUR	ANCE				
		information for the identifying number	÷ .		2 Check it	f the foreign p	partnership r	nust file:		
United Sta	tes	, <b>3</b>				orm 1042		m 8804	X Form 106	5 or 1065-B
01 PENNSYLV		NW					e Form 106	5 or 1065-B is f	iled:	
ASHINGTON, I		of foreign partnersh	in's agent in cou	intry of	OGDI		fporcon(c)	with custody of	the books and	
organizatio	on, if any	0	ip s agent in cou		records		n þartnership	, and the locat		
ARLYLE PARTN 0 LOTHIAN RC					THE CARLYLE 1001 PENNSYI	GROUP				
DINBURGH EH3					IUUI PENNSII	JVANIA AVE N	w			
					WASHINGTON,			<b>、</b>		X No
		ocations made by t Forms 8858, Inforr							Yes	X No
		rn (see instructions		• • • • • • • • • •		-	-	•		
		hip classified under	the law of the c	ountry in which it	is organized?		►	NERSHIP		
B Did the pa 1.1503(d)-		own any separate ι								X
		p meet both of the	e following requir	rements?			• • • • • •	••••	└── Yes	No
		s total receipts for t partnership's total				\$1 million	}		Yes	X No
lf "Yes," d		nplete Schedules L				<i>•</i> • • • • • • • • • • • • • • • • • •	)			
e Filing is Form	and belief,	alties of perjury, I de it is true, correct, a of which preparer ha	nd complete. Dec	laration of prepare						
eparately Id Not With							•			
our Tax	Signatu	re of general partner of	or limited liability co	ompany member			Date	1		
eturn.	rint/Type p	reparer's name		Preparer's signa	ture		Date	Check if self-		ĨN
				1				employe	eu 🕨 📔	
Paid	ïrm's nome	<b></b>								
raid reparer <sub>F</sub>	ïrm's name							Firm's E Phone I		

		TNERS V (SCOT),	L.P.			98-0675	966			•
	n 8865 (2010) Ihedule A		nership of Partnership name, address, and U.S ructively own. See instru	Inter tax					ne filer. If the person	Page <b>2</b> you check i(s) whose
	a Owns a direc		Address		b	Uentifying nun			Check if foreign person	Check if direct partner
Sc	hedule A-1	Certain Partners o	f Foreign Partnership(S Address	ee i	nstructio		g number	(if any)		Check if foreign person
	hedule A-2	Affiliation Schedu	ign person as a direct partne le. List all partnerships ( directly owns a 10% inte Address	fore	ign or do	EIN	h the fo	oreign דו	otal ordinary	ip owns a
	ATTACHMENT	' 1 				(if any	) 		come or loss	partneršhip
	hedule B		- Trade or Business Inc			2 holow. See the i	netructio	ne for i	more inform	ation
Income	<ol> <li>1 a Gross r</li> <li>b Less re</li> <li>2 Cost of</li> <li>3 Gross p</li> <li>4 Ordinar</li> <li>5 Net farr</li> <li>6 Net gai</li> <li>7 Other in</li> </ol>	1a       1a       1a         1a       1b       1c         2       1b       1c         3       3       3         4       Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)       *         4       Net farm profit (loss) (attach Schedule F (Form 1040))       5         6       7         7       Other income (loss) (attach statement)								
<b>Deductions</b> (see instructions for limitations)	<ul> <li>8 Total income (loss). Combine lines 3 through 7</li> <li>9 Salaries and wages (other than to partners) (less employment credits)</li> <li>10 Guaranteed payments to partners</li> <li>11 Repairs and maintenance</li> <li>12 Bad debts</li> <li>13 Rent</li> <li>14 Taxes and licenses</li> <li>15 Interest</li> <li>16 Depreciation (if required, attach Form 4562)</li> <li>16 Less depreciation reported elsewhere on return</li> <li>16 Depletion (Do not deduct oil and gas depletion.)</li> <li>18 Retirement plans, etc.</li> <li>19 Employee benefit programs</li> <li>20 Other deductions (attach statement)</li> </ul>				9       10       11       12       13       14       15       16c       17       18       19       20       21					
			from trade or business activities			-	21			
	*	. ,							Form <b>8</b>	<b>865</b> (2010)

98-0675966

Schedule D Capital Gains and Losses(Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other bas (see instructions)	is <b>(f) Gain or (loss)</b> Subtract (e) from (d)			
1									
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2		2				
3	Short-term capital gain from installment sales t	rom Form 6252, I	line 26 or 37		3				
4	4 Short-term capital gain (loss) from like-kind exchanges from Form 8824								
5	5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts								
6									

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales	from Form 6252, li	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind ex	changes from For	m 8824			10	
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate		11				
12	Capital gain distributions					12	
13	Net long-term capital gain or (loss). Con Form 8865, Schedule K, line 9a or 11					13	

Form 886	5 (2010)			Page 4
Schee	dule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
~	4	Guaranteed payments	4	
SSC	5	Interest income	5	
Ľ	6	Dividends: a Ordinary dividends	6a	
Income (Loss)		b Qualified dividends 6b		
001	7	Royalties	7	
<u> </u>	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	с	Unrecaptured section 1250 gain (attach statement) 9c		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type	11	
s	12	Section 179 deduction (attach Form 4562)	12	
ion		Contributions	13a	
nct	b	Investment interest expense	13b	
Deductions	c	Section 59(e)(2) expenditures: (1) Type ►(2) Amount ►	13c(2)	
		Other deductions (see instructions) Type	13d	
Self- Employ- ment	14 a	Net earnings (loss) from self-employment	14a	
			14b	
_ <u> </u>	c	Gross nonfarm income	14c	
			15a	
Ś			15b	
Credits	С		15c	
ž	d		15d	
	e		15e	
	f	Other credits (see instructions) Type ►	15f	
		Name of country or U.S. possession ►		
		Gross income from all sources		
sactions	c	Gross income sourced at partner level		
cti		Foreign gross income sourced at partnership level		
	a	Passive category e General category f Other (attach statement)  Coductions allocated and apportioned at partner lovel	16f	
Tra		Deductions allocated and apportioned at partner level Interest expense ► h Other .	16h	
uß	g	Deductions allocated and apportioned at partnership level to foreign source income		
Foreign Tran	i i	Passive category $\blacktriangleright_{}$ j General category $\blacktriangleright_{}$ k Other (attach statement) $\blacktriangleright$	16k	
Fo		Total foreign taxes (check one): ► Paid Accrued	161	
	m		16m	
	n	Other foreign tax information (attach statement)		
		Post-1986 depreciation adjustment	17a	
nay ce	b	Adjusted gain or loss	17b	
Itel Itel	с	Depletion (other than oil and gas)	17c	
T in L	d	Oil, gas, and geothermal properties - gross income	17d	
Alternative Minimum Tax (AMT) Items	е	Oil, gas, and geothermal properties - deductions	17e	
	f	Other AMT items (attach statement)	17f	
	18 a	Tax-exempt interest income	18a	
ion		Other tax-exempt income	18b	
nat		Nondeductible expenses	18c	
for		Distributions of cash and marketable securities	19a	
Other Information		Distributions of other property	19b	
hei	-	Investment income Investment expenses	20a	
ŏ		Investment expenses Other items and amounts (attach statement)	20b	

JSA 0X1913 2.000

Form	8865 (2010)				Page 5
Sch	edule L Balance Sheets pe	r Books. (Not requ	uired if Item G9, page 1,	is answered "Yes.")	
		Begini	ning of tax year	End of ta	ax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)			_	
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)			_	
14	Total assets			_	
	Liabilities and Capital				
15	Accounts payable			_	
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

CAF	RLYLE PARTNERS V (SCOT), L.P.		98-0675966	
Form	n 8865 (2010)			Page <b>6</b>
Sc	hedule M Balance Sheets for Interest Allocation			
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) per E	Books With	Income (Loss) per Return. (	Not required if Item G9, page
	1, is answered "Yes.")			
		<b>6</b> Inc	come recorded on books this	
1	Net income (loss) per books	yea	ar not included on Schedule K,	
2	Income included on Schedule K,	line	es 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	<b>a</b> Ta	x-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	<b>7</b> De	ductions included on Schedule	
3	Guaranteed payments (other	К,	lines 1 through 13d, and 16I not	
	than health insurance)	cha	arged against book income this	
4	Expenses recorded on books	yea	ar (itemize):	
	this year not included on	a De	preciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
b	Travel and entertainment \$	<b>8</b> Ad	d lines 6 and 7	
			come (loss). Subtract line 8	
5	Add lines 1 through 4		m line 5	
Sc	hedule M-2 Analysis of Partners' Capital Accounts	· · · ·	· •	· · · · · · · · · · · · · · · · · · ·
1	Balance at beginning of year	6 Dis	stributions: <b>a</b> Cash	
2	Capital contributed:		<b>b</b> Property	
	<b>a</b> Cash	<b>7</b> Otl	ner decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		8 Ad	d lines 6 and 7	
			lance at end of year. Subtract	
5	Add lines 1 through 4	line	e 8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

		• • •		., .,	
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

# SCHEDULE O

(Form	8865)
Departmen	t of the Treasury

# Transfer of Property to a Foreign Partnership

(under section 6038B)

Attach to Form 8865. See Instructions for Form 8865.

Internal Revenue Service Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number 91-0793881

Name of foreign partnership

CARLYLE PARTNERS V (SCOT), L.P.

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	10/05/2010		366,367.				.113
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	<b>(c)</b> Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	s any transfer rep ection 904(f)(5)(F	<b>`</b>	-	gain recognition und		· /	Yes X No
For Paperwork Reduction Act Notice, see the Instructions for Form 8865. Schedule O (Form 886							

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

OMB No. 1545-1668

2010

CARLYLE PARTNERS V (SCOT), L.P.

### FORM 8865, PAGE 2 DETAIL

\_

SCHEDULE A-2 - AFFILIATION SCHEDULE					
				TOTAL ORDINARY	FOR
NAME	ADDRESS		ID NUMBER	INCOME OR LOSS	PSHP
CARLYLE HSP PARTNERS L.P.	1001 PENNSYLVANIA AVE NW WASHINGTON	DC 20004	98-0675962	470,498.	Х

91-0793881

\_

ATTACHMENT 1

	65		Return of U	.S. Pers	ons Wit	h Resp	ect to		OMB No. 1	545-1668
	00		Certai	n Foreig	yn Partn	hership	S		20	10
Department of t		y beg	Information furnis	shed for the f 2010, and	foreign partn ending 12,	ership's tax /31/2010	year		Attachment Sequence No	. 118
Name of perso	n filing this r	eturn			File	er's identifyi	-		•	
		PROGRAMS		A Ostanama	- f film (n		L-079388			) ) -
Filer's address	(if you are r	not filing this form with	your tax return)	A Category of		3 gories of File	x	4	k applicable box(	es)):
						-	/2010		12/31/	2010
				B Filer's tax	year beginning		, 2010	, and ending	g	2020
Filer's sh	are of liabi	lities: Nonrecourse	\$	Qualified no	nrecourse fina	ancing \$		Other \$		
) If filer is a	member	of a consolidated gr	oup but not the pare	ent, enter the f	ollowing inforn	nation about	the parent:			
Name					EIN					
Address										
Informatio	on about c	ertain other partners	s (see instructions)							
mornau								( <b>4</b> ) C	heck applicable b	ox(es)
(	1) Name		(2	2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive
										owner
		0	NIP THE RESOL	UTE FUND	II SIE :	LP		2 EIN (if an		
'67 FIH IEW YORH		E, 48TH FLOC 10153	)K					98-05	nder whose law	e organized
EW IORI	\ <b>,</b> NI	10133						CJ		is organized
4 Date of		5 Principal place	6 Principal			al business	8a Functi	onal currency		
organizat	ion	of business	activity co	ode number	INVESTI	MENTS	τ	JSD	(see ins	str.)
12/20,	/2007	CJ	523	900						
Drovido t	he followin	0	e foreign partnership	o's tax year:						
I Name, ad		d identifying numbe	r of agent (if any) in	the		f the foreign				
		d identifying numbe	r of agent (if any) in	the	Fo	orm 1042	For	m 8804		5 or 1065-B
1 Name, ad		d identifying numbe	r of agent (if any) in	the	Service	orm 1042 Center wher	For			5 or 1065-B
1 Name, ac United St	ates		r of agent (if any) in		Service OGDI 4 Name a	orm 1042 • Center wher EN • nd address o	Form 106	m 8804 5 or 1065-B is with custody o	filed:	
<ol> <li>Name, ac United St</li> <li>Name an</li> </ol>	ates				Service OGDI 4 Name a records	orm 1042 • Center wher EN • nd address o	Form Form 106	m 8804 5 or 1065-B is with custody o		
Name, ac United St Name an	ates d address				For Service OGDI 4 Name a records and rec CITI PRIVATE	Center where EN ind address co of the foreign ords, if differe B EQUITY SEF	Form 1069 for Form 1069 for person(s) ( partnership ent	m 8804 5 or 1065-B is with custody o	filed:	
<ol> <li>Name, ac United St</li> <li>Name an</li> </ol>	ates d address				For Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV	Center where EN and address of of the foreign ords, if differe E EQUITY SEF JE, 16TH FLC	Form 1069 for Form 1069 for person(s) ( partnership ent	m 8804 5 or 1065-B is with custody o	filed:	
<ol> <li>Name, ac United Sf</li> <li>Name an organizat</li> </ol>	ates d address ion, if any	of foreign partnersh	ip's agent in country	y of	For Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV	Center where EN and address of of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 2 10016	f person(s) opartnership nt vices INC	m 8804 5 or 1065-B is with custody o b, and the loca	filed:	oks
<ol> <li>Name, ac United St</li> <li>Name an organizat</li> <li>Were any</li> </ol>	d address ion, if any y special a	of foreign partnersh	the foreign partners	y of	Fe Service OGDI 4 Name a records and rec CITI PRIVATH 245 FIFTH AV NEW YORK, NY	Center where EN Center where EN address of the foreign ords, if differe E EQUITY SEF VE, 16TH FLC 2 10016	Form 1069 f person(s) on partnership ent NVICES INC NOR	m 8804 5 or 1065-B is with custody o , and the loca	filed:	
<ul> <li>Name, ac United St</li> <li>Name an organizat</li> <li>Were any</li> <li>Enter the</li> </ul>	d address ion, if any y special a number o	of foreign partnersh Illocations made by of Forms 8858, Inform	ip's agent in country the foreign partners! mation Return of U.S	y of hip? S. Persons Wi	For Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To	Center where EN and address of of the foreign ords, if differe E EQUITY SEF //E, 16TH FLC ( 10016 Foreign Disr	Form 1069 of person(s) of partnership ent WICES INC NOR egarded Ent	m 8804 5 or 1065-B is with custody o b, and the loca	filed: f the books and tion of such boo	X No
<ol> <li>Name, ac United St</li> <li>Name an organizat</li> <li>Were any</li> <li>Enter the attached</li> </ol>	d address ion, if any y special a number o to this retu	of foreign partnersh Illocations made by of Forms 8858, Infor	ip's agent in country the foreign partners! mation Return of U.S	y of hip? S. Persons Wi	For Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To	Center where EN and address of of the foreign ords, if differe E EQUITY SEF (2 10016 Foreign Disr	Form 1069 of person(s) of partnership ent WICES INC NOR egarded Ent	m 8804 5 or 1065-B is with custody o b, and the loca	filed:	X No
<ol> <li>Name, ac United St</li> <li>Name an organizat</li> <li>Were any Enter the attached</li> <li>How is the</li> </ol>	d address ion, if any y special a number o to this retu is partners	of foreign partnersh Illocations made by of Forms 8858, Infor urn (see instructions ship classified under	ip's agent in country the foreign partners! mation Return of U.S	y of hip? S. Persons Wi	For Service OGDI 4 Name a records and reco	Center where EN a Center where EN and address of of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 2 10016	Form 1069 of person(s) in partnership ent WICES INC DOR egarded Ent	m 8804 5 or 1065-B is with custody o b, and the loca	filed: f the books and tion of such boo	∑ No
<ol> <li>Name, ac United St</li> <li>Name an organizat</li> <li>Were any Enter the attached</li> <li>How is the Did the p 1.1503(d)</li> </ol>	d address ion, if any y special a number o to this retu is partners artnership )-1(b)(4)?	of foreign partnersh Illocations made by of Forms 8858, Informurn (see instructions ship classified under own any separate u	the foreign partners mation Return of U.s r the law of the coun units within the mean	y of hip? S. Persons Wi htry in which it ning of Regula	For Service OGDI  4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? titions section '	Center where EN a Center where EN and address of ords, if differe cods, if differe E EQUITY SEF 7E, 16TH FLC 2 10016 Foreign Disr 1.1503-2(c)(3	Forn 1069     f person(s)      partnership     or     egarded Ent     PARTI     ), (4), or	m 8804 5 or 1065-B is with custody o b, and the loca	filed: f the books and tion of such boo	oks X No
<ol> <li>Name, ac United St</li> <li>Name an organizat</li> <li>Were any Enter the attached</li> <li>How is the Did the p 1.1503(d</li> <li>Does this</li> </ol>	d address ion, if any y special a number o to this retu is partners artnership )-1(b)(4)?	of foreign partnersh Illocations made by of Forms 8858, Infor urn (see instructions ship classified under own any separate u	the foreign partners mation Return of U.S r the law of the coun units within the mean e following requirem	y of hip? S. Persons Wi htry in which it ning of Regula ents?	Fe Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized?	Center where EN a Center where EN and address of ords, if differe E EQUITY SEF ZE, 16TH FLC 2 10016 Foreign Disr 1.1503-2(c)(3	Forn 1069     f person(s)      partnership     or     egarded Ent     PARTI     ), (4), or	m 8804 5 or 1065-B is with custody o b, and the loca	filed: f the books and tion of such boo	X No
<ol> <li>Name, ac United Sf Name an organizat</li> <li>Name an organizat</li> <li>Were any Enter the attached</li> <li>Enter the attached</li> <li>How is the Did the p 1.1503(d</li> <li>Does this The p The N</li> </ol>	d address ion, if any / special a number o to this retu is partnership )-1(b)(4)? s partnership value of the	of foreign partnersh Illocations made by f Forms 8858, Infor urn (see instructions ship classified under own any separate u nip meet <b>both</b> of the o's total receipts for e partnership's total	the foreign partnersh mation Return of U.S ) r the law of the coun units within the mean e following requirem the tax year were les assets at the end of	y of hip? S. Persons Wi htry in which it ning of Regula ents? ss than \$250,0	Fe Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? ttions section 7	Center where EN a Center where EN and address of of the foreign ords, if differe EQUITY SEF ZE, 16TH FLC 2 10016 Foreign Disr 1.1503-2(c)(3	Forn 1069     f person(s)      partnership     or     egarded Ent     PARTI     ), (4), or	m 8804 5 or 1065-B is with custody o b, and the loca	filed: f the books and tion of such boo	∑ ∑No
<ol> <li>Name, ac United St Name an organizat</li> <li>Name an organizat</li> <li>Were any Enter the attached</li> <li>How is th Did the p 1.1503(d</li> <li>Does this The y The y If "Yes,"</li> </ol>	d address ion, if any y special a number o to this retu- is partners partnership )-1(b)(4)? s partnership value of the <b>do not</b> co	of foreign partnersh illocations made by of Forms 8858, Infor- urn (see instructions ship classified under own any separate un hip meet <b>both</b> of the o's total receipts for e partnership's total implete Schedules L	the foreign partners mation Return of U.S or the law of the coun units within the mean e following requirem the tax year were les assets at the end of ., M-1, and M-2.	y of hip? S. Persons Wi htry in which it ning of Regula ents? ss than \$250,0 f the tax year v	Fe Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? tions section 7	Center where EN a Center where EN and address of of the foreign ords, if differe EQUITY SEF ZE, 16TH FLC 2 10016 Foreign Disr 1.1503-2(c)(3 \$1 million.	Form 1069     f person(s) \n     partnership     on     vices INC     vor     egarded Ent     PARTI     ), (4), or     } }	m 8804 5 or 1065-B is with custody o b, and the loca 	filed: f the books and tion of such boo Yes Yes Yes Yes	X No X No X No X No
<ol> <li>Name, ac United St United St</li> <li>Name an organizat</li> <li>Name an organizat</li> <li>Were any Enter the attached T How is the Did the p 1.1503(d</li> <li>Does this The p The y If "Yes,"</li> </ol>	d address ion, if any y special a number o to this retu- is partnership )-1(b)(4)? s partnership value of the <b>do not</b> co Under pe and belief	of foreign partnersh Illocations made by of Forms 8858, Informurn (see instructions ship classified under own any separate u hip meet <b>both</b> of the o's total receipts for e partnership's total implete Schedules L nalties of perjury, I di , it is true, correct, a	the foreign partnersh mation Return of U.S. The law of the coun units within the mean e following requirem the tax year were les assets at the end of ., M-1, and M-2. eclare that I have exa nd complete. Declara	y of hip? S. Persons Wi htry in which it ning of Regula ents? ss than \$250,0 f the tax year v	Fe Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? titions section ~	Center where EN address c of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 10016 Foreign Disr 1.1503-2(c)(3 \$1 million.	Form 1069	m 8804 5 or 1065-B is with custody o o, and the loca ities, NERSHIP	filed: f the books and tion of such books Yes Yes Yes and to the best of	Dks       X     No       X     No       X     No       X     No
<ol> <li>Name, ac United Sf United Sf</li> <li>Name an organizat</li> <li>Name an organizat</li> <li>Were any</li> <li>Enter the attached</li> <li>How is the B Did the p 1.1503(d)</li> <li>Does this Ones this The y If "Yes,"</li> <li>The y If "Yes,"</li> </ol>	d address ion, if any y special a number o to this retu- is partnership )-1(b)(4)? s partnership value of the <b>do not</b> co Under pe and belief	of foreign partnersh Illocations made by f Forms 8858, Infor urn (see instructions ship classified under own any separate u hip meet <b>both</b> of the o's total receipts for e partnership's total implete Schedules L nalties of perjury, I d	the foreign partnersh mation Return of U.S. The law of the coun units within the mean e following requirem the tax year were les assets at the end of ., M-1, and M-2. eclare that I have exa nd complete. Declara	y of hip? S. Persons Wi htry in which it ning of Regula ents? ss than \$250,0 f the tax year v	Fe Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? titions section ~	Center where EN address c of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 10016 Foreign Disr 1.1503-2(c)(3 \$1 million.	Form 1069	m 8804 5 or 1065-B is with custody o o, and the loca ities, NERSHIP	filed: f the books and tion of such books Yes Yes Yes and to the best of	Dks X No X No X No X No
<ol> <li>Name, ac United St United St</li> <li>Name an organizat</li> <li>Name an organizat</li> <li>Were any Enter the attached</li> <li>Enter the attached</li> <li>Enter the attached</li> <li>Enter the attached</li> <li>Did the p 1.1503(d</li> <li>Does this The y The y I "Yes,"</li> <li>gn Here by Hy f You Filling bis Form sparately d Not With</li> </ol>	d address ion, if any / special a number o to this retu is partnership >-1(b)(4)? s partnership value of the <b>do not</b> coo Under pe and belief informatio	of foreign partnersh Illocations made by f Forms 8858, Informurn (see instructions ship classified under own any separate under own any separate under by's total receipts for e partnership's total implete Schedules L nalties of perjury, I di f, it is true, correct, a n of which preparer h	the foreign partnerst mation Return of U.S ) r the law of the coun units within the mean the tax year were les assets at the end of ., M-1, and M-2. eclare that I have exa nd complete. Declara as any knowledge.	y of hip? S. Persons Wi htry in which it ning of Regula ents? ss than \$250,0 f the tax year v amined this retu tion of prepared	Fe Service OGDI 4 Name a records and rec CITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? titions section ~	Center where EN address c of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 10016 Foreign Disr 1.1503-2(c)(3 \$1 million.	Form 1069	m 8804 5 or 1065-B is with custody o o, and the loca ities, NERSHIP	filed: f the books and tion of such books Yes Yes Yes and to the best of	Dks X No X No X No X No
<ol> <li>Name, ac United Sf United Sf</li> <li>Name an organizat</li> <li>Name an organizat</li> <li>Were any</li> <li>Enter the attached</li> <li>How is the B Did the p 1.1503(d</li> <li>Does this</li> <li>The y If "Yes,"</li> <li>gn Here nly if You re Filling bis Form parately to Not With our Tax aturn.</li> </ol>	d address ion, if any / special a number o to this retu is partners artnership /-1(b)(4)? spartnership /alue of the do not co Under pe and belief informatio	of foreign partnersh Illocations made by If Forms 8858, Informurn (see instructions ship classified under own any separate under own any	the foreign partnersh mation Return of U.S ) r the law of the coun units within the mean e following requirem the tax year were les assets at the end of ., M-1, and M-2. eclare that I have exa nd complete. Declara as any knowledge.	y of hip? S. Persons Wi hing of Regula ents? ss than \$250,( f the tax year v amined this retu tion of prepared	Fe Service OGDI 4 Name a records and records and records cITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? titions section 7 000 and was less than S urn, including a r (other than ge	Center where EN address c of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 10016 Foreign Disr 1.1503-2(c)(3 \$1 million.	Form 1069	m 8804 5 or 1065-B is with custody o o, and the loca ities, NERSHIP d statements, a pility company	filed: if the books and tion of such boo Yes Yes Yes and to the best of member) is base	X     No       X     No       X     No       X     No
<ol> <li>Name, ac United St United St</li> <li>Name an organizat</li> <li>Name an organizat</li> <li>Were any</li> <li>Enter the attached</li> <li>How is the Did the p 1.1503(d</li> <li>Does this or The y If "Yes,"</li> <li>If "Yes,"</li> <li>If "Yes,"</li> <li>If "Yes,"</li> <li>If "Yes,"</li> </ol>	d address ion, if any / special a number o to this retu is partners artnership /-1(b)(4)? spartnership /alue of the do not co Under pe and belief informatio	of foreign partnersh Illocations made by f Forms 8858, Informurn (see instructions ship classified under own any separate under own any separate under by's total receipts for e partnership's total implete Schedules L nalties of perjury, I di f, it is true, correct, a n of which preparer h	the foreign partnersh mation Return of U.S ) r the law of the coun units within the mean e following requirem the tax year were les assets at the end of ., M-1, and M-2. eclare that I have exa nd complete. Declara as any knowledge.	y of hip? S. Persons Wi htry in which it ning of Regula ents? ss than \$250,0 f the tax year v amined this retu tion of prepared	Fe Service OGDI 4 Name a records and records and records cITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? titions section 7 000 and was less than S urn, including a r (other than ge	Center where EN address c of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 10016 Foreign Disr 1.1503-2(c)(3 \$1 million.	Forn 1069     f person(s)      n partnership     mt     vices INC     vor     egarded Ent     PARTI     ), (4), or     }     schedules an     or limited lial	m 8804 5 or 1065-B is with custody o o, and the loca 	filed: f the books and tion of such boo Yes Yes And to the best of member) is base if PT	Dks X No X No X No X No
<ol> <li>Name, ac United St United St</li> <li>Name an organizat</li> <li>Name an organizat</li> <li>Were any</li> <li>Enter the attached</li> <li>Enter the attached</li> <li>How is the Did the p 1.1503(d)</li> <li>Does this • The y If "Yes,"</li> <li>gn Here nhy if You re Filing nis Form paparately di Not With our Tax eturn.</li> </ol>	d address ion, if any y special a number o to this retu- is partnership )-1(b)(4)? s partnership value of the <b>do not</b> co Under pe and belief informatio	of foreign partnersh Illocations made by of Forms 8858, Infor- urn (see instructions ship classified under own any separate u hip meet <b>both</b> of the o's total receipts for by total receipts for implete Schedules L nalties of perjury, I d f, it is true, correct, a n of which preparer h	the foreign partnersh mation Return of U.S ) r the law of the coun units within the mean e following requirem the tax year were les assets at the end of ., M-1, and M-2. eclare that I have exa nd complete. Declara as any knowledge.	y of hip? S. Persons Wi hing of Regula ents? ss than \$250,( f the tax year v amined this retu tion of prepared	Fe Service OGDI 4 Name a records and records and records cITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? titions section 7 000 and was less than S urn, including a r (other than ge	Center where EN address c of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 10016 Foreign Disr 1.1503-2(c)(3 \$1 million.	Form 1069	m 8804 5 or 1065-B is with custody o , and the loca ities, NERSHIP d statements, a oillity company Check self- employ	if the books and tition of such books yes yes yes and to the best of member) is base	X No X No X No
<ol> <li>Name, ac United St United St</li> <li>Name an organizat</li> <li>Were any Enter the attached</li> <li>How is the Did the p 1.1503(d</li> <li>Does this The y The y In Yes,"</li> <li>In Here The y The y</li></ol>	d address ion, if any / special a number o to this retu is partners artnership /-1(b)(4)? spartnership /alue of the do not co Under pe and belief informatio	of foreign partnersh Illocations made by of Forms 8858, Informurn (see instructions ship classified under own any separate under own any	the foreign partnersh mation Return of U.S ) r the law of the coun units within the mean e following requirem the tax year were les assets at the end of ., M-1, and M-2. eclare that I have exa nd complete. Declara as any knowledge.	y of hip? S. Persons Wi hing of Regula ents? ss than \$250,( f the tax year v amined this retu tion of prepared	Fe Service OGDI 4 Name a records and records and records cITI PRIVATE 245 FIFTH AV NEW YORK, NY th Respect To is organized? titions section 7 000 and was less than S urn, including a r (other than ge	Center where EN address c of the foreign ords, if differe E EQUITY SEF ZE, 16TH FLC 10016 Foreign Disr 1.1503-2(c)(3 \$1 million.	Form 1069	m 8804 5 or 1065-B is with custody o o, and the loca 	if the books and filed: f the books and tion of such boo Yes Yes Yes And to the best of member) is base if red ▶ ■	X No X No X No

Page	2
------	---

	hedule A	box <b>b</b> , enter the interest you constr	nership of Partnership Interest. Che name, address, and U.S. taxpayer ide uctively own. See instructions.	entifying numbe	er (if any)	of the person	you check (s) whose
	N	a Owns a direct i	Address	Identifying nur		Check if foreign	Check if direct
Name			Aut 635			person	partner
	ATTACHMENT	1					
Sc	hedule A-1	Certain Partners o	f Foreign Partnership(see instructio	ns)			
	N	ame	Address	Identifyin	g number (if a	any)	Check if foreign person
_							No
Sc	hedule A-2	Affiliation Schedul	e. List all partnerships (foreign or do directly owns a 10% interest.	mestic) in whic	h the fore	ign partnersh	ip owns a
	Ν	ame	Address	EIN (if any	)	Total ordinary income or loss	Check if foreign partnership
_							
Sc	hedule B	Income Statement	- Trade or Business Income				
			ncome and expenses on lines 1a through 2	2 below. See the	instructions	for more informa	ation.
Income	<ul> <li>b Less ret</li> <li>2 Cost of g</li> <li>3 Gross pi</li> <li>4 Ordinary</li> <li>5 Net farm</li> <li>6 Net gain</li> <li>7 Other in</li> </ul>	urns and allowances goods sold rofit. Subtract line 2 from r income (loss) from oth a profit (loss) (attach Sc (loss) from Form 4797 come (loss) (attach stat	1a       1b       n line 1c       er partnerships, estates, and trusts (attach hedule F (Form 1040))       , Part II, line 17 (attach Form 4797)       ement)       ines 3 through 7	statement) *	1c 2 3 4 5 6 7 8		
			to partners) (less employment credits)		9		
		<b>.</b> .	ers		10		
tions)	11 Repairs	and maintenance			11		
limitat					12 13		
ns for	13 Rent 14 Taxes a	nd licenses			14		
uctior					15		
(see instructions for limitations)			Form 4562) 16a				
(see		preciation reported else		16c			
suo	17 Depletio	n ( <b>Do not</b> deduct oil ar		17			
ctic		ent plans, etc.	18				
Deductions			nent)		19 20		
_			unts shown in the far right column for lines 9 thro		21		
	22 Ordinary	business income (loss) 1	rom trade or business activities. Subtract line 21	from line 8	22		
	*					Form <b>8</b>	865 (2010)

Schedule D Capital Gains and Losses(Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other ba (see instructions		(f) Gain or (loss) Subtract (e) from (d)
1							
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2			2	
3	Short-term capital gain from installment sales f	rom Form 6252,	line 26 or 37			3	
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824			4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					5	
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11	mbine lines 1 tl	hrough 5 in col	umn (f). Enter he	ere and on	6	

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other b (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind exc	changes from For	m 8824			10	
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate	- · ·		-		11	
12						12	
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		-			13	

### THE RESOLUTE FUND II SIE LP

Page	4
------	---

Form 886	5 (2010)			Page <b>4</b>
Scheo	lule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
~	4	Guaranteed payments	4	
SSC	5	Interest income	5	
Ŀ	6	Dividends: a Ordinary dividends	6a	
Income (Loss)		b Qualified dividends 6b		
20	7	Royalties	7	
-	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	С	Unrecaptured section 1250 gain (attach statement) 9c		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type	11	
s	12	Section 179 deduction (attach Form 4562)	12	
ion	13 a	Contributions	13a	
rcti	b	Investment interest expense	13b	
Self- Employ- ment	С	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►	13c(2)	
	d	Other deductions (see instructions) Type	13d	
	14 a	Net earnings (loss) from self-employment	14a	
		Gross farming or fishing income	14b	
s E c	С	Gross nonfarm income	14c	
	15 a	Low-income housing credit (section 42(j)(5))	15a	
<i>(</i> <b>)</b>			15b	
dits	С	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
Credits	d	Other rental real estate credits (see instructions) Type ►	15d	
•	е	Other rental credits (see instructions) Type ►	15e	
	f	Other credits (see instructions) Type ►	15f	
	16 a	Name of country or U.S. possession		
		Gross income from all sources	16b	
S			16c	
sactions		Foreign gross income sourced at partnership level		
ac	d	Passive category  General category  General category  General category  F Other (attach statement)	16f	
		Deductions allocated and apportioned at partner level		
Ë	g	Interest expense  h Other	16h	
ign		Deductions allocated and apportioned at partnership level to foreign source income		
Foreign Trar	i	Passive category  j General category  k Other (attach statement)	16k	
Ľ.	I	Total foreign taxes (check one): ► Paid Accrued	<b>16</b> I	
		Reduction in taxes available for credit (attach statement)	16m	
	n	Other foreign tax information (attach statement)		
×	17 a	Post-1986 depreciation adjustment	17a	
Alternative Minimum Tax (AMT) Items		Adjusted gain or loss	17b	
um Ite	С	Depletion (other than oil and gas)	17c	
MT)	d	Oil, gas, and geothermal properties - gross income	17d	
A <sup>H</sup> A	е	Oil, gas, and geothermal properties - deductions	17e	
		Other AMT items (attach statement)	17f	
	18 a	Tax-exempt interest income	18a	
ion		Other tax-exempt income	18b	
nati		Nondeductible expenses	18c	
om		Distributions of cash and marketable securities	19a	
Ъ		Distributions of other property	19b	
Other Information		Investment income	20a	
đ		Investment expenses	20b	
	С	Other items and amounts (attach statement)		

JSA 0X1913 2.000

	8865 (2010) Relence Shoote pe	r Paaka (Not rogu	iired if Item G9, page 1	in annward "Van ")	Page 5
SCI	edule L Balance Sheets pe	· · ·	ning of tax year	, IS AllSwelet TeS. ) End of ta	ax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
	Depletable assets				
	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

THE	E RESOLUTE FUND II SIE LP		98-0587497	
Form	8865 (2010)			Page 6
Sc	hedule M Balance Sheets for Interest Allocation			
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			-
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) per Boo	ks W	ith Income (Loss) per Return. (	Not required if Item G9. page
	1, is answered "Yes.")			
		6	Income recorded on books this	
1	Net income (loss) per books		year not included on Schedule K,	
2	Income included on Schedule K,	1	lines 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a	Tax-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7	Deductions included on Schedule	
3	Guaranteed payments (other	1	K, lines 1 through 13d, and 16l not	
3	than health insurance)		charged against book income this	
4	Expenses recorded on books	-		
4			year (itemize):	
	this year not included on	a	Depreciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
	Depreciation \$	_		
b	Travel and entertainment \$	8	Add lines 6 and 7	
		9	Income (loss). Subtract line 8	
	Add lines 1 through 4		from line 5	
Sc	hedule M-2 Analysis of Partners' Capital Accounts.(N	lot re		wered "Yes.")
1	Balance at beginning of year	6	Distributions: a Cash	
2	Capital contributed:		<b>b</b> Property	
	<b>a</b> Cash	7	Other decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
	, , ,	8	Add lines 6 and 7	
		9	Balance at end of year. Subtract	
5	Add lines 1 through 4		line 8 from line 5	

Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities Schedule N

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

		• • •	•		
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

# SCHEDULE O

(Form	8865)
Departmen	t of the Treasury

# Transfer of Property to a Foreign Partnership

OMB No. 1545-1668

2010

(under section 6038B)

Attach to Form 8865. See Instructions for Form 8865.

Internal Revenue Service Name of transferor

CASEY FAMILY PROGRAM

Filer's identifying number 91-0793881

Name of foreign partnership

THE RESOLUTE FUND II SIE LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		152,240.				.429
Marketable 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**

<b>(a)</b> Type of property	<b>(b)</b> Date of original transfer	<b>(c)</b> Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	Is any transfer rep section 904(f)(5)(F		,	gain recognition und	()	``. □	Yes X No
For Paperwork R	Reduction Act Notice	, see the Inst	ructions for Form 886	5.		Schedule C	) (Form 8865) 2010

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

#### CASEY FAMILY PROGRAMS

THE RESOLUTE FUND II SIE LP

91-0793881

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

## SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

NAME

ADDRESS

CHECK IF: ID NUMBER FOR PERS DIR PTNR

WCT HOLDINGS (CAYMAN)

		Return of	U.S. Pers	ons Wit	th Resp	ect to		OMB No. 1	545-1668
Form <b>8865</b>	asurv	Certa ► Attach t	o your tax return	<b>on Partr</b> <b>See separa</b> oreign partn	te instruction ership's tax	<b>S</b> is. year		20 Attachment Sequence No	
Name of person filing		5 5 5	. ,		er's identifyiı				
CASEY FAMIL	Y PROGRAMS					L-079388	-		
iler's address (if you	are not filing this form w	ith your tax return)		- · -				k applicable box(	es)):
			1	2	3	X /2010	4	12/31/	2010
			<b>B</b> Filer's tax	year beginning		_/2010	, and ending		2010
Filer's share of	liabilities: Nonrecours	se \$	Qualified no	nrecourse fina	ancing \$		Other \$		
If filer is a mem	nber of a consolidated	group but not the p				the parent:	· ·		
Name				EIN					
Address									
			- >						
Information abo	out certain other partr		5)				(4) Ch	ook opplioable b	<u>(22)</u>
<b>(1)</b> Na	me		(2) Address		(3) Identifyi	ng number	Category 1	Category 2	Constructive
								Category 2	owner
Name and add	ress of foreign partne	rship AXIOM AS	SIA PRIVATI	E CAPITA	L FUND I	I LP	2 EIN (if any	/)	
TH FLOOR C	ENTURY YARD	CRICKET SQ.,	HUTCHINS	DRIVE,	PO BOX 2	681G	98-062	29004	
EORGE TOWN J	I, GRAND CAYM	AN					3 Country un	nder whose law	s organized
Date of organization	5 Principal plac of business		al business code number	7 Principa activity	al business	8a Funct	ional currency	8b Exchan (see ins	ge rate tr.)
0				INVEST	MENTS	t	JSD	(000 110	)
07/29/200		-	23900						
	lowing information for s, and identifying num	<b>U</b> .	, ,	2 Checki	f the foreign p	artnershin r	must file:		
United States	s, and identifying hum	iber of agent (if any)	in the	F F	orm 1042	For	m 8804		5 or 1065-B
				Service OGDI		e Form 106	5 or 1065-B is	filed:	
						f poroop(o)	with custody of	the books and	
organization, if			ntry of	records	nd address o of the foreigr ords, if differe	n partnership	o, and the local	tion of such boo	oks
organization, if		LP	ntry of	records and rec CITI FUND SH	of the foreigr ords, if differe ERVICES (ASIA	n partnership ent (), LIMITED	p, and the locat	tion of such boo	oks
organization, if	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC	LP	ntry of	records and rec	of the foreigr ords, if differe ERVICES (ASIA RBOUR FRONT,	n partnership ent (), LIMITED	p, and the locat	tion of such boo	oks
organization, if NIOM ASIA PRIVA O CODAN SERVICE CORGE TOWN, GRAM	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS	LP CHINS DRIVE		records and rec CITI FUND SH 10/F TWO HAH HUNGHOM, HOP HK	of the foreigr ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG	n partnership ent A), LIMITED 22 TAK FU	o, and the local	tion of such boo	oks
organization, if NOM ASIA PRIVAS O CODAN SERVICE ORGE TOWN, GRAM	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS	LP CHINS DRIVE	ership?	records and rec CITI FUND SH 10/F TWO HAH HUNGHOM, HOT HK	of the foreigr ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG	n partnership ent 1), LIMITED 22 TAK FU	nd street	tion of such boo	oks No
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAN Were any spec Enter the numb	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS 	LP CHINS DRIVE	ership? U.S. Persons Wit	records and rec CITI FUND SI 10/F TWO HAH HUNGHOM, HON HK	of the foreign ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG Foreign Disn	n partnership ent 22 TAK FU 22 TAK FU	o, and the locat	tion of such boo	oks
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAN Were any spec Enter the numb attached to this	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS 	LP CHINS DRIVE	ership? U.S. Persons Wi	records and rec CITI FUND SI 10/F TWO HAH HUNGHOM, HON HK	of the foreign ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG Foreign Disr	n partnership ent ), LIMITED 22 TAK FU egarded Ent	o, and the local ND STREET	X Yes	oks
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAN Were any spect Enter the numb attached to this How is this par	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Cial allocations made I ber of Forms 8858, In s return (see instruction thership classified un	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co	ership? U.S. Persons Wit ountry in which it	records and rec CITI FUND SI 10/F TWO HAH HUNGHOM, HOI HK th Respect To is organized?	of the foreign ords, if differe EVVICES (ASIA RBOUR FRONT, NG KONG	Partnership ent 22 TAK FU egarded Ent EXEM.	o, and the locat	X Yes	oks
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAN Were any spect Enter the number attached to this ' How is this par	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS cial allocations made I ber of Forms 8858, In s return (see instruction threship classified un rship own any separat	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co te units within the m	ership? U.S. Persons Wi puntry in which it eaning of Regula	tions section ?	of the foreign ords, if differe EVVICES (ASIA RBOUR FRONT, NG KONG Foreign Dism 1.1503-2(c)(3	egarded Ent	nd the locat	X Yes	oks
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAN Were any spect Enter the number attached to this How is this part Did the partner 1.1503(d)-1(b) Does this part	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Cial allocations made I ber of Forms 8858, In s return (see instruction thership classified un rship own any separation (4)?	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co te units within the m the following require	ership? U.S. Persons Wit ountry in which it eaning of Regula ements?	records and rec CITI FUND SI 10/F TWO HAH HUNGHOM, HOP HK th Respect To is organized? tions section	of the foreign ords, if differe EVVICES (ASIA RBOUR FRONT, NG KONG Foreign Dism 1.1503-2(c)(3	egarded Ent	nd the locat	X Yes	No
organization, if IOM ASIA PRIVAS O CODAN SERVICE ORGE TOWN, GRAN Were any spece Enter the numb attached to this How is this part Did the partner 1.1503(d)-1(b) Does this partr The partne The value 0	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Cial allocations made I ber of Forms 8858, In s return (see instruction thership classified un rship own any separat (4)?	LP CHINS DRIVE by the foreign partne formation Return of ons) der the law of the co te units within the m the following require or the tax year were tal assets at the end	ership? U.S. Persons Wit ountry in which it eaning of Regula ements? less than \$250,0	records and rec CITI FUND SI 10/F TWO HAI HUNGHOM, HOT HK th Respect To is organized? tions section	of the foreign ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG Foreign Disr 1.1503-2(c)(3	egarded Ent	nd the locat	X Yes	No
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAN Were any spect Enter the numb attached to this How is this part Did the partner 1.1503(d)-1(b) Does this partre The partner The partner The partner The value of If "Yes," do no If "Yes," do no If "Yes," do no Service of the partner In Here In Here Is Form parately	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Cial allocations made I ber of Forms 8858, In s return (see instruction thership classified un rship own any separat (4)? hership meet <b>both</b> of rship's total receipts fo of the partnership's to	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co te units within the m the following require or the tax year were tal assets at the enc ts L, M-1, and M-2. I declare that I have t, and complete. Deck	ership? U.S. Persons Wit buntry in which it eaning of Regula ements? less than \$250,0 l of the tax year v examined this retu	records and rec CITI FUND SI 10/F TWO HAI HUNGHOM, HOT HK th Respect To is organized? tions section	of the foreign ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG Foreign Disn 1.1503-2(c)(3 \$1 million.	partnership ent 22 TAK FU 22 TAK FU egarded Ent ► EXEM ), (4), or } 	o, and the local ND STREET tities, PTED COME 	X Yes XYes Ves Ves Nd to the best of	No           X           No           X           No           X           No
organization, if IOM ASIA PRIVAC O CODAN SERVICE ORGE TOWN, GRAN Were any spece Enter the number attached to this How is this part Did the partner 1.1503(d)-1(b) Does this partre The value of If "Yes," do no partely Norman B Filing IN FOR partely Not With UTAX	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Total allocations made I ber of Forms 8858, In s return (see instruction thership classified un rship own any separation (4)? hership meet <b>both</b> of orship's total receipts fo of the partnership's to ot complete Schedule er penalties of perjury, belief, it is true, correct mation of which prepare	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co te units within the m the following require or the tax year were tal assets at the end is L, M-1, and M-2. I declare that I have t, and complete. Declar has any knowledge.	ership? U.S. Persons Wit buntry in which it eaning of Regula ements? less than \$250,0 l of the tax year v examined this retu aration of preparer	records and rec CITI FUND SI 10/F TWO HAI HUNGHOM, HOT HK th Respect To is organized? tions section	of the foreign ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG Foreign Disn 1.1503-2(c)(3 \$1 million.	Partnership ent ), LIMITED 22 TAK FU egarded Ent ► EXEM: ), (4), or } schedules ar or limited lia	o, and the local ND STREET tities, PTED COME 	X Yes XYes Ves Ves Nd to the best of	No           X           No           X           No           X           No
organization, if IOM ASIA PRIVAC O CODAN SERVICE ORGE TOWN, GRAN Were any spece Enter the number attached to this How is this part Did the partner 1.1503(d)-1(b) Does this partre The value of If "Yes," do no If "Yes," do no If "Yes," do no If "Yes," do no Service and and a Filing Form parately d Not With ur Tax turn.	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Table of Forms 8858, In s return (see instruction thership classified un rship own any separation (4)? hership meet <b>both</b> of rship's total receipts fo of the partnership's to ot complete Schedule er penalties of perjury, belief, it is true, correct mation of which prepare	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co te units within the m the following require or the tax year were tal assets at the end is L, M-1, and M-2. I declare that I have t, and complete. Declar has any knowledge.	ership? U.S. Persons Wit buntry in which it eaning of Regula ements? less than \$250,0 l of the tax year v examined this retu aration of preparer	records and rec CITI FUND SI 10/F TWO HAI HUNGHOM, HON HK th Respect To is organized? tions section 000 and vas less than s	of the foreign ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG Foreign Disn 1.1503-2(c)(3 \$1 million.	partnership nt 22 TAK FU 22 TAK FU egarded Ent ► EXEM ), (4), or } schedules ar or limited lia ► Date	n, and the locat	X Yes	No No No No Mo f my knowle d on all
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAI Were any spece Enter the numb attached to this How is this part Did the partner 1.1503(d)-1(b) Does this partre The value of If "Yes," do no If "Yes," do no If "Yes," do no If "Yes," do no Service Filing Service	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Total allocations made I ber of Forms 8858, In s return (see instruction thership classified un rship own any separation (4)? hership meet <b>both</b> of orship's total receipts fo of the partnership's to ot complete Schedule er penalties of perjury, belief, it is true, correct mation of which prepare	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co te units within the m the following require or the tax year were tal assets at the end is L, M-1, and M-2. I declare that I have t, and complete. Declar has any knowledge.	ership? U.S. Persons Wit buntry in which it eaning of Regula ements? less than \$250,0 l of the tax year v examined this retu aration of preparer	records and rec CITI FUND SI 10/F TWO HAI HUNGHOM, HON HK th Respect To is organized? tions section 000 and vas less than s	of the foreign ords, if differe ERVICES (ASIA RBOUR FRONT, NG KONG Foreign Disn 1.1503-2(c)(3 \$1 million.	Partnership ent ), LIMITED 22 TAK FU egarded Ent ► EXEM: ), (4), or } schedules ar or limited lia	p, and the locat ND STREET tities, PTED COME ► d statements, a bility company r Check i self-	X Yes ANY Yes Ves Ind to the best of member) is base	No No No No Mo f my knowle d on all
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAI Were any spece Enter the numbric attached to this How is this part Did the partner 1.1503(d)-1(b) Does this partre The value of If "Yes," do no of the value of the value of	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Cial allocations made I ber of Forms 8858, In s return (see instruction thership classified un rship own any separat (4)? hership meet <b>both</b> of rship's total receipts fo of the partnership's to to complete Schedule er penalties of perjury, belief, it is true, correct mation of which prepare	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co te units within the m the following require or the tax year were tal assets at the enc es L, M-1, and M-2. I declare that I have t, and could be any knowledge.	ership? U.S. Persons Wit buntry in which it eaning of Regula ements? less than \$250,0 l of the tax year v examined this retu aration of preparer mpany member Preparer's signal	records and rec CITI FUND SI 10/F TWO HAH HUNGHOM, HON HK th Respect To is organized? tions section f 000 and vas less than s urn, including a r (other than ge	of the foreign ords, if differe EVVICES (ASIA RBOUR FRONT, NG KONG Foreign Dism 1.1503-2(c)(3 \$1 million.	partnership nt 22 TAK FU 22 TAK FU egarded Ent ► EXEM: ), (4), or } schedules ar or limited lia Date Date	p, and the locat	X Yes ANY Yes Yes nd to the best of member) is base	No No No No Mo f my knowle d on all
organization, if IOM ASIA PRIVAT O CODAN SERVICE ORGE TOWN, GRAN Were any spect Enter the numbre attached to this How is this part Did the partner 1.1503(d)-1(b) Does this partre The value of If "Yes," do not If "Yes," do not If "Yes," do not If "Yes," do not Service any spect Did the partner The value of If "Yes," do not If "Yes,"	any TE CAPITAL FUND II ES, 4TH FLOOR, HUTC ND CAYMANS Cial allocations made I ber of Forms 8858, In s return (see instruction thership classified un rship own any separat (4)? hership meet <b>both</b> of rship's total receipts fo of the partnership's to to complete Schedule er penalties of perjury, belief, it is true, correct mation of which prepare	LP CHINS DRIVE by the foreign partner formation Return of ons) der the law of the co te units within the m the following require or the tax year were tal assets at the end is L, M-1, and M-2. I declare that I have t, and complete. Declar has any knowledge.	ership? U.S. Persons Wit buntry in which it eaning of Regula ements? less than \$250,0 l of the tax year v examined this retu aration of preparer mpany member Preparer's signal	records and rec CITI FUND SI 10/F TWO HAH HUNGHOM, HON HK th Respect To is organized? tions section f 000 and vas less than s urn, including a r (other than ge	of the foreign ords, if differe EVVICES (ASIA RBOUR FRONT, NG KONG Foreign Dism 1.1503-2(c)(3 \$1 million.	partnership nt 22 TAK FU 22 TAK FU egarded Ent ► EXEM: ), (4), or } schedules ar or limited lia Date Date	p, and the locat ND STREET tities, PTED COME ► d statements, a bility company r Check i self-	X Yes ANY Yes Yes Note the best of member) is base	No No No No Mo f my knowle d on all

Sc	Schedule A       Constructive Ownership of Partnership Interest. Check the b         box b, enter the name, address, and U.S. taxpayer identifying         interest you constructively own. See instructions.         a       Owns a direct interest         b       Owns a direct interest							you check i(s) whose
		Name	Address		Identifying nun		Check if foreign person	Check if direct partner
_								
Sc	hedu	Ile A-1 Certain Partners o	f Foreign Partnership(see in	nstructio	ns)			
		Name	Address		Identifyin	g number (if	any)	Check if foreign person
-		partnership have any other fore le A-2 Affiliation Schedu direct interest or in	ign person as a direct partner? <b>le.</b> List all partnerships (forei directly owns a 10% interest.	gn or do	mestic) in whic			<mark>№</mark> No
		Name	Address		EIN (if any	)	Total ordinary income or loss	Check if foreign partnership
A	TTAC	CHMENT 1						
			<ul> <li>Trade or Business Income ncome and expenses on lines 1a</li> </ul>		2 below. See the i	instructions	for more inform	ation.
		Gross receipts or sales Less returns and allowances				1c		
			· · · · · · · · · · · · · · · · · · ·			2		
ne	3	Gross profit. Subtract line 2 from	m line 1c			3		
Income	4	- · · · ·	ner partnerships, estates, and trus	sts (attach	statement) *	4		
5	5	Net farm profit (loss) (attach So				5		
			', Part II, line 17 (attach Form 479			6 7		
	7	Other Income (IOSS) (attach sta	tement)					
	8		lines 3 through 7			8		
	9		to partners) (less employment cr			9		
(\$	10		ers			10 11		
ations	11					12		
limita	12 13					12		
Is for	14		13       14       15       ch Form 4562)					
uctio	15							
(see instructions for limitations)	16 a	Depreciation (if required, attach						
(see	b		elsewhere on return 16b 16c					
suc	17		nd gas depletion.)			17		
ctio	18	-				18		
Deductions	19 20					19 20		
	20		ment)					
	21	Total deductions. Add the amo	unts shown in the far right column for	lines 9 thro	ugh 20	21		
_	22	Ordinary business income (loss)	from trade or business activities. Subt	tract line 21	from line 8	22		

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	<b>(c)</b> Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basi (see instructions)	s <b>(f) Gain or (loss)</b> Subtract (e) from (d)
1						
2	Enter short-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 2 _		2	
3	Short-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37			
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4	
5	Partnership's share of net short-term ca capital gains (losses), from other partnerships					
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11	nbine lines 1 tł	nrough 5 in col	umn (f). Enter he	ere and on	

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales fi	rom Form 6252, I	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind exc	changes from For	m 8824			10	
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate					11	
12	Capital gain distributions					12	
13	Net long-term capital gain or (loss). Com	ibine lines 7 th	rough 12 in col		ere and on	13	
			<u></u>	<u> </u>			 Form 8865 (2010)

### AXIOM ASIA PRIVATE CAPITAL FUND II LP

### 98-0629004

Form 886	5 (2010)			Page 4
Sched	ule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
<b>•</b>	4	Guaranteed payments	4	
sso	5	Interest income	5	
Ŀ	6	Dividends: a Ordinary dividends	6a	
me		b Qualified dividends 6b		
Income (Loss)	7	Royalties	7	
-	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
		Unrecaptured section 1250 gain (attach statement)		
		Net section 1231 gain (loss) (attach Form 4797)	10	
		Other income (loss) (see instructions) Type	11	
s		Section 179 deduction (attach Form 4562)	12	
tior		Contributions	13a	
nct	b	Investment interest expense	13b	
Deductions	C	Section 59(e)(2) expenditures: (1) Type ►(2) Amount ►		
		Other deductions (see instructions) Type	13d	
Self- Employ- ment		Net earnings (loss) from self-employment	14a	
a du la		Gross farming or fishing income	14b	
ш		Gross nonfarm income		
Its		Low-income housing credit (other)	15b	
Credits		Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)         Other rental real estate credits (see instructions)         Type ►	15c	
Ū		Other rental credits (see instructions) Type  Type	15d 15e	
		Other credits (see instructions)     Type >	15e	
		Name of country or U.S. possession	101	
		Gross income from all sources	16b	
s		Gross income sourced at partner level	16c	
ion	•	Foreign gross income sourced at partnership level		
sactions	d	Passive category ▶e General category ▶ f Other (attach statement) ▶	16f	
		Deductions allocated and apportioned at partner level		
Ĕ	g	Interest expense	16h	
Foreign Tran	_	Deductions allocated and apportioned at partnership level to foreign source income		
ore	i	Passive category  j General category  k Other (attach statement)	16k	
ш		Total foreign taxes (check one): ► Paid Accrued	<b>16</b>	
		Reduction in taxes available for credit (attach statement)	16m	
		Other foreign tax information (attach statement)		
× "		Post-1986 depreciation adjustment	17a	
Ta E Ta		Adjusted gain or loss	17b	
Alternative Minimum Tax (AMT) Items		Depletion (other than oil and gas)	17c	
MT	d	Oil, gas, and geothermal properties - gross income	17d	
ĕ ∰ ₹	e	Oil, gas, and geothermal properties - deductions	17e	
		Other AMT items (attach statement)	17f	
_	18 a	Tax-exempt interest income	18a	
tior		Other tax-exempt income Nondeductible expenses	18b	
ma		Distributions of each and exclusionly according	18c	
Ifor		Distributions of other mean anti-	19a 19b	
r L		Investment income	20a	
Other Information			20a 20b	
0		Other items and amounts (attach statement)	200	
	-			

JSA 0X1913 2.000

### AXIOM ASIA PRIVATE CAPITAL FUND II LP

Form	8865 (2010)				Page 5
Sch	nedule L Balance Sheets pe	r Books. (Not requ	ired if Item G9, page 1	I, is answered "Yes.")	
			ing of tax year	End of t	ax year
	Assets	(a)	(b)	(c)	(d)
1	Cash				
2 a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9 a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10 a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)				
12 a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement)				
14	Total assets				
	Liabilities and Capital				
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts				
22	Total liabilities and capital				

AX:	IOM ASIA PRIVATE CAPITAL FUND II LP		98-0629004	
Form	1 8865 (2010)			Page 6
Sc	hedule M Balance Sheets for Interest Allocation	on		
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) pe 1, is answered "Yes.")	r Books With Iı	ncome (Loss) per Return. (N	ot required if Item G9, page
		6 Inco	me recorded on books this	
1	Net income (loss) per books	year	not included on Schedule K,	
2	Income included on Schedule K,	lines	s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax	-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Ded	uctions included on Schedule	
3	Guaranteed payments (other	K. lir	nes 1 through 13d, and 16I not	
	than health insurance)		ged against book income this	
4	Expenses recorded on books		(itemize):	
-	this year not included on	a Den	reciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
а	Depreciation \$			
	• Travel and entertainment \$	8	lines 6 and 7	
Ň			me (loss). Subtract line 8	
5	Add lines 1 through 4			
-	hedule M-2 Analysis of Partners' Capital Account	nte (Not require	n line 5	ered "Ves ")
		· · · ·		
1	Balance at beginning of year	6 Dist		
2	Capital contributed:		<b>b</b> Property	
	<b>a</b> Cash	<b>7</b> Othe	er decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		<b>8</b> Add	lines 6 and 7	
		9 Bala	ance at end of year. Subtract	
5	Add lines 1 through 4	line	8 from line 5	

Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities Schedule N

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2					
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
	Purchases of tangible proper ty other than inventory				
12					
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20					
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form 8865 (2010)

Page 7

010

# SCHEDULE O

(Form	8865)
Departmen	t of the Treasury

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

Attach to Form 8865. See Instructions for Form 8865.

Internal Revenue Service Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number 91-0793881

OMB No. 1545-1668

2010

Name of foreign partnership

AXIOM ASIA PRIVATE CAPITAL FUND II LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		579 <b>,</b> 992.				1.033
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
Part III						(2) ar	
Part III       Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?         For Paperwork Reduction Act Notice, see the Instructions for Form 8865.							Yes X No 0 (Form 8865) 2010

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

010

AXIOM ASIA PRIVATE CAPITAL FUND II LP

<u>SCHEDULE A-2 - AFFILIA</u>TION SCHEDULE

FORM 8865, PAGE 2 DETAIL

TOTAL ORDINARY FOR NAME ADDRESS INCOME OR LOSS PSHP ID NUMBER WALKER HOUSE, 87 MARY STREET CID GREATER CHINA CAPITAL FUND III, L.P. FOREIGNUS Х GEORGE TOWN GRAND CAYMAN KY1-9001 СJ SONORA FUND LP C/O ICG MANAGEMENT LIMITED 98-0649668 Х P.O. BOX 715 LANDMARK SQ., 1ST FL GRAND CAYMAN KY1-1109 CJ 98-0635173 A2MGP LTD CODAN TRUST COMPANY LTD Х CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 СJ CDH SHINE III LIMITED PO BOX 173 KINGSTON CHAMBERS 98-0638337 Х ROAD TOWN TORTOLA VI IPV CAPITAL II, LP CRICKET SQ HUTCHINS DR PO BOX 2681 FOREIGNUS Х GRAND CAYMAN KY1-1111 СJ

ATTACHMENT 1

AXIOM ASIA PRIVATE CAPITAL FUND II LP

FORM 8865, PAGE 2 DETAIL

91-0793881 ATTACHMENT 1 (CONT'D)

SCHEDULE A-2 - AFFILIATION SCHEDULE				
NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
CARLYLE JAPAN INTERNATIONAL PARTNERS II LP	C/0 THE CARLYLE GROUP 2001 PENN. AVE., NW SUITE 220 SOUTH WASHINGTON DC 20004	98-0504200		Х
IPV CAPITAL LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		Х
CDH CHINA GROWTH CAPITAL FUND II, LP	C/O M&C CORPORATION SERVICES LTD UGLAND HOUSE P.O. BOX 309 SOUTH CHURCH STREET GEORGE TOWN CJ	FOREIGNUS		Х
KKR CHINA GROWTH FUND L.P.	C/O KOLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH STREET NEW YORK NY 10019	98-0692198		Х
INDIA VALUE FUND IV, L.P.	ROCKLINES HOUSE (GROUND FLOOR) 9/2 MUSEUM ROAD BANGALORE-560 001 IN	FOREIGNUS		Х

AXIOM ASIA PRIVATE CAPITAL FUND II LP

SCHEDULE A-2 - AFFILIATION SCHEDULE

FORM 8865, PAGE 2 DETAIL

91-0793881 ATTACHMENT 1 (CONT'D)

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
NEW HORIZON CAPITAL III LP	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9002 CJ	98-0649847		Х
GSR VENTURES III, L.P.	SCOTIA CENTRE P.O. BOX 268 GRAND CAYMAN KY1-1104 CJ	42-1767000		Х
MCPIII, LLP	3-2 MARUNOUCHI 2-CHOME CHIYODA-KU TOKYO JA	FOREIGNUS		Х
CDH SHINE IV LIMITED	C/O MAPLES FINANCE BVI LIMITED PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0646750		Х

CAPITAL TODAY CHINA GROWTH FUND II, L.P. C/O CODAN SERVICES 98-0667660 X CRICKET SQ HUTCHINS DR PO BOX 2681 GEORGE TOWN GRAND CAYMAN KY1-1111 CJ

Form 886	65	Ret	urn of U	.S. Pers	ons Wit	h Resp	ect to		OMB No. 1	545-1668
Department of the Internal Revenue	e Treasury	Info	Certai	n Foreig your tax return shed for the f	In Partn . See separat oreign partne	erships ership's tax	S Is.		20 Attachment Sequence No.	
Name of person f			iig 01/01/	2010, 410		er's identifyir	ng number		Sequence No.	110
Casey fam	•					91	-079388	81		
Filer's address (if	you are no	t filing this form with your	tax return)	A Category of	of filer (see Cate	gories of File	rs in the instru	uctions and chec	k applicable box(	es)):
				1	2	Х 3	Х	4		
				B Filer's tax	/ear beginning	01/01	/2010	, and ending	12/31/	2010
					<i>c</i>			011		
		ties: Nonrecourse \$ f a consolidated group		<ol> <li>Qualified not</li> </ol>			ho parant:	Other \$		
Name		ra consolidated group			EIN		ne parent.			
Address										
Information	about ce	rtain other partners (se	e instructions)			1		1		
(1)	Name		(2	) Address		(3) Identifyir	na number	(4) Cł	neck applicable bo	Constructive
				,		(1) 11 1	5	Category 1	Category 2	owner
1 Name and	address o	of foreign partnership	INVESCO A	SIA REAL	ESTATE 1	FUND I,	LP	2 EIN (if any	/)	1
P.O. BOX	31106	, 89 NEXUS WA	Y CAMANA	BAY				98-06	12576	
GRAND C	CAYMAN	, KY1-1205						3 Country u	nder whose law	s organized
CJ								CJ		
4 Date of organization		5 Principal place of business	6 Principal activity co	business ode number	7 Principa activity	al business		ional currency	8b Exchan (see ins	
01/16/2		C T	E 21	200	REAL ES		t	JSD		
		CJ information for the for		390	INVEST	MENT				
		identifying number of a	• ·	,	2 Check it	f the foreign p	artnership r	must file:		
United Stat	es		0 ( )/		F	orm 1042	For	m 8804	Form 106	5 or 1065-B
					Service	Center wher	e Form 106	5 or 1065-B is	filed:	
3 Name and organizatio		of foreign partnership's	agent in country	y of	4 Name a records	nd address o of the foreigr	f person(s) v partnership	with custody o o, and the loca	f the books and tion of such boo	oks
ITCO TRUSTEE		N)LIMITED			and reconstruction of the construction of the	ords, if differe				
		XUS WAY CAMANA BAY			P.O. BOX 311	.06, 89 NEXU	S WAY CAMA	NA BAY		
GRAND CAYMA	N, KII-I.	205				MAN, KY1-120	5			
J					CJ					
	special all	ocations made by the f	oreign partners	nip?	CJ				Yes	X No
5 Were any s		ocations made by the f Forms 8858, Information		hip? S. Persons Wit		Foreign Disr	egarded Ent	▶ tities,	Yes	X No
<ul><li>5 Were any s</li><li>6 Enter the n attached to</li></ul>	umber of this retur	Forms 8858, Information (see instructions)	on Return of U.S	<ol> <li>Persons Wit</li> </ol>	h Respect To	Foreign Disr	egarded Ent	tities,		
<ul><li>5 Were any s</li><li>6 Enter the n attached to</li><li>7 How is this</li></ul>	umber of this retur partnersl	Forms 8858, Information rn (see instructions) nip classified under the	on Return of U.s	<ol> <li>Persons Wit</li> <li>try in which it i</li> </ol>	h Respect To s organized?	Foreign Disr	egarded Ent	tities,	Yes	
<ol> <li>Were any s</li> <li>Enter the n attached to</li> <li>How is this</li> <li>Did the par</li> </ol>	umber of this retur partnersh tnership o	Forms 8858, Information (see instructions) nip classified under the own any separate units	on Return of U.s law of the coun within the mean	S. Persons Wit try in which it i ning of Regula	h Respect To s organized? tions section 1	Foreign Disr 1.1503-2(c)(3	egarded Ent ►	tities, TED LIMIT		ERSHIP
<ul> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-1</li> </ul>	umber of this retur partnersh tnership o 1(b)(4)?	Forms 8858, Information (see instructions) nip classified under the own any separate units	on Return of U.s law of the coun within the mea	S. Persons Wit htry in which it i ning of Regula	h Respect To s organized? tions section 1	Foreign Disr 1.1503-2(c)(3	egarded Ent ►	tities, TED LIMIT		
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-7</li> <li>9 Does this p <ul> <li>The par</li> </ul> </li> </ul>	umber of this retur partnersh tnership o 1(b)(4)? partnership	Forms 8858, Information (see instructions) hip classified under the own any separate units preset <b>both</b> of the foll s total receipts for the t	Iaw of the coun within the mean wing requirem ax year were lea	S. Persons Wit try in which it i ning of Regula ents? ss than \$250,0	h Respect To s organized? tions section 1 00 and	Foreign Disr 1.1503-2(c)(3	egarded Ent ►	tities, TED LIMIT	TED PARTNI	X No
<ol> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-<sup>7</sup></li> <li>9 Does this p • The par • The val</li> </ol>	umber of this retur partnersh tnership o 1(b)(4)? partnership rtnership	Forms 8858, Information (see instructions) hip classified under the own any separate units p meet <b>both</b> of the foll s total receipts for the t partnership's total asse	Iaw of the coun within the mean wing requirem ax year were leased of the end of	S. Persons Wit try in which it i ning of Regula ents? ss than \$250,0	h Respect To s organized? tions section 1 00 and	Foreign Disr 1.1503-2(c)(3	egarded Ent ►	tities, TED LIMIT	TED PARTN	ERSHIP
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-<sup>7</sup></li> <li>9 Does this p • The par • The val If "Yes," do</li> </ul>	umber of this return partnersh thership of 1(b)(4)? partnership rtnership ue of the <b>o not</b> con	Forms 8858, Information (see instructions) hip classified under the own any separate units p meet <b>both</b> of the foll s total receipts for the t partnership's total asse nplete Schedules L, M- alties of perjury, I declare	Iaw of the coun within the mean owing requirem ax year were let ets at the end of 1, and M-2.	S. Persons Wit htry in which it i ning of Regula ents? ss than \$250,0 the tax year w amined this retu	h Respect To s organized? tions section 1 00 and /as less than s	Foreign Disro 1.1503-2(c)(3 \$1 million.	EXEM! ), (4), or ), schedules an	tities, TED LIMIT ·····► ····►	TED PARTNI Yes Yes	ERSHIP X No X No
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-<sup>7</sup></li> <li>9 Does this p <ul> <li>The pai</li> <li>The val If "Yes," drign Here nily if You re Filing</li> </ul> </li> </ul>	umber of this retur partnersh tnership o 1(b)(4)? partnership tnership! ue of the <b>o not</b> con	Forms 8858, Information (see instructions) hip classified under the own any separate units p meet <b>both</b> of the foll s total receipts for the t partnership's total assemplete Schedules L, M-	on Return of U.S law of the coun within the mean owing requirem ax year were let at the end of 1, and M-2. e that I have exa omplete. Declara	S. Persons Wit htry in which it i ning of Regula ents? ss than \$250,0 the tax year w amined this retu	h Respect To s organized? tions section 1 00 and /as less than s	Foreign Disro 1.1503-2(c)(3 \$1 million.	EXEM! ), (4), or ), schedules an	tities, TED LIMIT ·····► ····►	TED PARTNI Yes Yes	ERSHIP X No X No
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-7</li> <li>9 Does this p • The pai • The val If "Yes," du</li> <li>ign Here nly if You re Filing his Form eparately</li> </ul>	umber of this retur partnersh tnership o 1(b)(4)? partnership tnership! ue of the <b>o not</b> con	Forms 8858, Information (see instructions) hip classified under the own any separate units p meet <b>both</b> of the foll s total receipts for the t partnership's total asso pplete Schedules L, M- alties of perjury, I declarn it is true, correct, and c	on Return of U.S law of the coun within the mean owing requirem ax year were let at the end of 1, and M-2. e that I have exa omplete. Declara	S. Persons Wit htry in which it i ning of Regula ents? ss than \$250,0 the tax year w amined this retu	h Respect To s organized? tions section 1 00 and /as less than s	Foreign Disro 1.1503-2(c)(3 \$1 million.	EXEM! ), (4), or ), schedules an	tities, TED LIMIT ·····► ····►	TED PARTNI Yes Yes	ERSHIP X No X No
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the part 1.1503(d)-<sup>7</sup></li> <li>9 Does this point of the part of th</li></ul>	umber of this retur partnersh tnership o 1(b)(4)? partnership tnership ue of the <u>o not con</u> Jnder pena and belief, nformation	Forms 8858, Information (see instructions) hip classified under the own any separate units preserve both of the foll s total receipts for the t partnership's total asse nplete Schedules L, M- alties of perjury, I declar it is true, correct, and c of which preparer has an	law of the coun within the mean owing requirem ax year were lea ets at the end of 1, and M-2. e that I have exa omplete. Declara by knowledge.	S. Persons Wit htry in which it i ning of Regula ents? ss than \$250,0 f the tax year w amined this retu tion of preparer	h Respect To s organized? tions section 1 00 and /as less than s	Foreign Disro 1.1503-2(c)(3 \$1 million.	egarded Ent EXEM , (4), or , (4), or schedules an or limited lial	tities, TED LIMIT ·····► ····►	TED PARTNI Yes Yes	ERSHIP X No X No
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-7</li> <li>9 Does this p <ul> <li>The pai</li> <li>The val If "Yes," duiting Here nly if You re Filing his Form eparately nd Not With our Tax eturn.</li> </ul> </li> </ul>	with the second	Forms 8858, Information (see instructions) hip classified under the own any separate units preserved both of the foll s total receipts for the t partnership's total asse nplete Schedules L, M- alties of perjury, I declar it is true, correct, and c of which preparer has an	Iaw of the coun within the mean owing requirem ax year were lease to at the end of 1, and M-2. that I have exa omplete. Declara by knowledge.	S. Persons Wit try in which it i ning of Regula ents? ss than \$250,0 f the tax year w amined this retu tion of preparer any member	h Respect To s organized? tions section 1 00 and /as less than s (other than ge	Foreign Disro 1.1503-2(c)(3 \$1 million.	egarded Ent ► EXEM ), (4), or } schedules an or limited lial Date	tities, TED_LIMIT	TED PARTNI Yes Yes ind to the best of member) is base	ERSHIP X No X No f my knowled d on all
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-<sup>7</sup></li> <li>9 Does this p • The par • The val If "Yes," du ign Here mily if You re Filing his Form eparately nd Not With our Tax leturn.</li> </ul>	with the second	Forms 8858, Information (see instructions) hip classified under the own any separate units preserve both of the foll s total receipts for the t partnership's total asse nplete Schedules L, M- alties of perjury, I declar it is true, correct, and c of which preparer has an	Iaw of the coun within the mean owing requirem ax year were lease to at the end of 1, and M-2. that I have exa omplete. Declara by knowledge.	S. Persons Wit htry in which it i ning of Regula ents? ss than \$250,0 f the tax year w amined this retu tion of preparer	h Respect To s organized? tions section 1 00 and /as less than s (other than ge	Foreign Disro 1.1503-2(c)(3 \$1 million.	egarded Ent EXEM , (4), or , (4), or schedules an or limited lial	tities, TED LIMIT 	TED PARTNI Yes Yes ind to the best of member) is base	ERSHIP X No X No f my knowled d on all
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the part 1.1503(d)-<sup>7</sup></li> <li>9 Does this p <ul> <li>The val If "Yes," drives," drives," drives," drives," drives, " drives," drives," drives, " drives," drives," drives, " drives," drives," drives, " drives</li></ul></li></ul>	umber of this retur partnersh tnership of 1(b)(4)? partnership tnership? ue of the o not com Jnder pen- and belief, nformation Signatu	Forms 8858, Information (see instructions) hip classified under the own any separate units preserve both of the foll s total receipts for the t partnership's total asse plete Schedules L, M- alties of perjury, I declarn it is true, correct, and c of which preparer has an re of general partner or lim reparer's name	Iaw of the coun within the mean owing requirem ax year were led 1, and M-2. e that I have exa omplete. Declara by knowledge.	S. Persons Wit itry in which it i ning of Regula ents? ss than \$250,0 f the tax year w amined this retu tion of preparer any member Preparer's signat	h Respect To s organized? tions section 1 00 and /as less than 5 rn, including a (other than ge	Foreign Disro	egarded Ent EXEM: ), (4), or } schedules an or limited lial Date Date	tities, TED LIMIT TED LIMIT Add statements, a bility company Check i self- employ	red PARTNI Yes Yes and to the best of member) is base	ERSHIP X No X No f my knowled d on all
<ul> <li>5 Were any s</li> <li>6 Enter the n attached to</li> <li>7 How is this</li> <li>8 Did the par 1.1503(d)-7</li> <li>9 Does this p <ul> <li>The pai</li> <li>The val If "Yes," duite re Filing his Form eparately nd Not With our Tax eturn.</li> </ul> </li> <li>Paid Preparer Files Only Files O</li></ul>	within the second secon	Forms 8858, Information in (see instructions) in classified under the own any separate units preserve both of the foll is total receipts for the t partnership's total asse palete Schedules L, M- alties of perjury, I declarn it is true, correct, and c of which preparer has an re of general partner or lim reparer's name	Iaw of the coun within the mean owing requirem ax year were lease to at the end of 1, and M-2. that I have exa omplete. Declara by knowledge.	S. Persons Wit itry in which it i ning of Regula ents? ss than \$250,0 f the tax year w amined this retu tion of preparer any member Preparer's signat	h Respect To s organized? tions section 1 00 and /as less than 5 rn, including a (other than ge	Foreign Disro	egarded Ent EXEM: ), (4), or } schedules an or limited lial Date Date	tities, TED LIMIT 	red PARTNI Yes Yes Ind to the best of member) is base	ERSHIP X No X No f my knowled d on all

	n 8865 (2 <b>hedu</b>		ve Ownership of Partnership Interest. Check the boxes t	hat appl	lv to t	the filer. If	Page <b>2</b> vou check
		box <b>b</b> , ent int <u>ere</u> st yo	ve Ownership of Partnership Interest. Check the boxes t er the name, address, and U.S. taxpayer identifying numb u constructively own. See instructions.	er (if ar	ny) of	the persor	i(s) whose
		a Owns	a direct interest b Owns a cons	structive in	terest		
		Name	Address Identifying nu	mber (if ar	y)	Check if foreign	Check if direct
P	TTAC	CHMENT 1				person	partner
Sc	hedu	le A-1 Certain Par	tners of Foreign Partnership(see instructions)				
					r (if on)	۵.	Check if foreign
		Name	Address Identifyi	ng numbei	i (ii aiiy	()	person
	ATTAC	CHMENT 2					
			ther foreign person as a direct partner?			Yes	No
30	neau		Schedule. List all partnerships (foreign or domestic) in whitest or indirectly owns a 10% interest.	ch the f	oreigi	n partnersn	ip owns a
		Name	Address			Total ordinary	Check if foreign
			(if an	y)	ii	ncome or loss	partnership
	TTAC	CHMENT 3					
_	hedu		tement - Trade or Business Income usiness income and expenses on lines 1a through 22 below. See the	instructio	one for	more inform	ation
					5113 101		
	1a	Gross receipts or sales	1a				
	b	Less returns and allow	ances 1b	1c			
đ		Cost of goods sold Gross profit. Subtract li		2			
Income			from other partnerships, estates, and trusts (attach statement) *	4			
lnc	5	Net farm profit (loss) (a	ttach Schedule F (Form 1040))	5			
	6	Net gain (loss) from Fo	rm 4797, Part II, line 17 (attach Form 4797)	6			
	7	Other income (loss) (at	tach statement)	7			
	8	Total income (loss). C	ombine lines 3 through 7	8			
	9		her than to partners) (less employment credits)	9			
~	10		to partners	10			
ations	11 12		nce	11			
r limit	13			13			
ons fo	13     Rent     13       14     Taxes and licenses     14						
15         15           16 a Depreciation (if required, attach Form 4562)         16a							
Deductions	18			18			
onb€	19		rams	19			
ă	20	Other deductions (atta	ch statement)	20			
	21	Total deductions. Add	the amounts shown in the far right column for lines 9 through 20	21			
	22	Ordinary business incon	ne (loss) from trade or business activities. Subtract line 21 from line 8	22			

010

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	s (f) Gain or (loss) Subtract (e) from (d)	
1							
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2		2		
3	Short-term capital gain from installment sales from Form 6252, line 26 or 37						
4	Short-term capital gain (loss) from like-kind exchanges from Form 8824						
5	Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts 5						
6	Net short-term capital gain or (loss). Con Form 8865, Schedule K, line 8 or 11	mbine lines 1 th	nrough 5 in col	umn (f). Enter he	ere and on		

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind exchanges from Form 8824						
11	Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts						
12	Capital gain distributions					12	
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		-			13	- 9965 (mark)

raye -
--------

Form 886				Page <b>4</b>
Scheo	lule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss) 3a		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
(	4	Guaranteed payments	4	
SSC	5	Interest income	5	
Income (Loss)	6	Dividends: a Ordinary dividends	6a	
me		b Qualified dividends 6b		
CO	7	Royalties	7	
<u>_</u>	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	с	Unrecaptured section 1250 gain (attach statement)		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
		Other income (loss) (see instructions) Type	11	
		Section 179 deduction (attach Form 4562)	12	
suc		Contributions	13a	
cti	b	Investment interest expense	13b	
Deductions	c	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►		
ă	d	Other deductions (see instructions) Type	13d	
- <b>x</b>	14 a		14a	
Self- Employ- ment			14b	
Ωü		Gross nonfarm income		
	15 a		140 15a	
			15a 15b	
its	C D			
Credits	d	Other rental real estate credits (see instructions) Type $\blacktriangleright$	15c	
Ū	e		15d 15e	
	f	Other rental credits (see instructions)       Type ►         Other credits (see instructions)       Type ►	15e	
			101	
		Name of country or U.S. possession	16h	
		Gross income from all sources		
sactions	С	Gross income sourced at partner level	100	
cti		Foreign gross income sourced at partnership level	4.05	
	a	Passive category e General category f Other (attach statement)	16f	
Tai		Deductions allocated and apportioned at partner level	4.0%	
L	g	Interest expense  h Other	16h	
Foreign Trar		Deductions allocated and apportioned at partnership level to foreign source income	4.01-	
Foi	1	Passive category  j General category  k Other (attach statement)  Total foreign taxes (check one):  Paid Accrued	16k	
	m n		16I	
	n	Reduction in taxes available for credit (attach statement)           Other foreign tax information (attach statement)	16m	
			17a	
Alternative Minimum Tax (AMT) Items			17a 17b	
n T em		Adjusted gain or loss	170 17c	
rna Jun	C	Depletion (other than oil and gas)		
Nite NMT	d	Oil, gas, and geothermal properties - gross income	17d	
, M A	e f	Oil, gas, and geothermal properties - deductions	17e 17f	
		Other AMT items (attach statement)	17f 18a	
-	io a د	Tax-exempt interest income Other tax-exempt income		
Other Information		New dealerstiple superson	18b	
mat			18c	
for		Distributions of cash and marketable securities	19a	
r In		Distributions of other property Investment income	19b	
hei			20a	
ð	b	Investment expenses	20b	
JSA	C	Other items and amounts (attach statement)		Form <b>8865</b> (2010)
01/4040 0 0				

JSA 0X1913 2.000

Schedule L Balance Sheets per B	Beginning		,	N VOOR
		-	End of ta	
Assets	(a)	(b)	(c)	(d)
1 Cash				
<b>2 a</b> Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7 Mortgage and real estate loans				
8 Other investments (attach statement)				
<b>9 a</b> Buildings and other depreciable assets				
b Less accumulated depreciation				
<b>) a</b> Depletable assets				
b Less accumulated depletion				
1 Land (net of any amortization)				
<b>2 a</b> Intangible assets (amortizable only)				
b Less accumulated amortization				
Other assets (attach statement)				
4 Total assets				
Liabilities and Capital				
5 Accounts payable				
Mortgages, notes, bonds payable in less than 1 year			-	
Other current liabilities (attach statement)			-	
All nonrecourse loans			-	
Mortgages, notes, bonds payable in 1 year or more				
Other liabilities (attach statement)				
Partners' capital accounts				
2 Total liabilities and capital				

INV	/ESCO ASIA REAL ESTATE FUND I, LP		98-0612576	
Form	8865 (2010)			Page 6
Sch	hedule M Balance Sheets for Interest Allocati	ion		
			(a) Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) po 1, is answered "Yes.")	er Books With I	ncome (Loss) per Return. (No	t required if Item G9, page
		6 Inco	ome recorded on books this	
1	Net income (loss) per books	yea	r not included on Schedule K,	
2	Income included on Schedule K,		s 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,	a Tax	-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	<b>7</b> Ded	luctions included on Schedule	
3	Guaranteed payments (other	K, li	nes 1 through 13d, and 16I not	
	than health insurance)	cha	rged against book income this	
4	Expenses recorded on books	yea	r (itemize):	
	this year not included on	a Dep	preciation \$	
	Schedule K, lines 1 through			
	13d, and 16I (itemize):			
	Depreciation \$			
b	Travel and entertainment \$	8 Add	l lines 6 and 7	
			ome (loss). Subtract line 8	
5	Add lines 1 through 4	fror	n line 5	
Sch	hedule M-2 Analysis of Partners' Capital Accou	Ints. (Not require	ed if Item G9, page 1, is answe	ered "Yes.")
1	Balance at beginning of year	6 Dis	tributions: <b>a</b> Cash	
2	Capital contributed:		<b>b</b> Property	
	<b>a</b> Cash	<b>7</b> Oth	er decreases (itemize):	
	<b>b</b> Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
		8 Add	l lines 6 and 7	
			ance at end of year. Subtract	
5	Add lines 1 through 4		8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
-					
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

## SCHEDULE O

(Form	8865)
Departmen	t of the Treasury

## Transfer of Property to a Foreign Partnership

(under section 6038B)

Attach to Form 8865. See Instructions for Form 8865.

Internal Revenue Service Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number 91-0793881

Name of foreign partnership

INVESCO ASIA REAL ESTATE FUND I, LP

#### Part I **Transfers Reportable Under Section 6038B**

Type of property	<b>(a)</b> Date of transfer	(b) Number of items transferred	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	02/25/2010		56,000.				13.270
Marketable 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**

<b>(a)</b> Type of property	(b) Date of original transfer	(c) Date of disposition	<b>(d)</b> Manner of disposition	<b>(e)</b> Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	<b>(g)</b> Gain allocated to partner	(h) Depreciation recapture allocated to partner
	section 904(f)(5)(F	-)?	,	gain recognition und	(),	<b>▶</b> □	Yes X No 0 (Form 8865) 2010

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

OMB No. 1545-1668

2010

INVESCO ASIA REAL ESTATE FUND I, LP

91-0793881 ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

## SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

NAME	ADDRESS	ID NUMBER	FOR PERS	DIR PTNR
INVESCO ASIA REAL ESTATE FEEDER FUND I, LP	P.O. BOX 31106	98-0612575	Х	X
	89 NEXUS WAY CAMANA BAY			
	GRAND CAYMAN, KY1-1205			
	CJ			

2679BD D15X

CHECK IF:

INVESCO ASIA REAL ESTATE FUND I, LP

ATTACHMENT 2

#### FORM 8865, PAGE 2 DETAIL

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREI	GN PARTNERSHIP	CHECK IF:
NAME	ADDRESS	ID NUMBER FOR PERS
THE MISSOURI LOCAL AREA GOVENMENT EMPLOYEES RETIREMENT SYSTEM	701 WEST MAIN STREET	43-0920919
	JEFFERSON CITY MO 65101	

INVESCO ASIA REAL ESTATE FUND I, LP

#### FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE				
			TOTAL ORDINARY	FOR
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
INVESCO ASIA EX-JAPAN REAL ESTATE FUND I, LP	P.O. BOX 31106	98-0612574		Х
C/O CITCO TRUSTEES (CAYMAN)LIMITED	89 NEXUS WAY CAMANA BAY			
	GRAND CAYMAN, KY1-1205			
	CJ			

ATTACHMENT 3

orm <b>88</b>	65	R	eturn of U	.S. Pers	ons Wit	th Res	pect to		OMB No. 1	545-1668
Department of the Treasury Internal Revenue Service       Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010							20 Attachment Sequence No	<b>10</b>		
Name of person t				2010, 414		er's identifyi			Sequence No	
CASEY FAN	MILY P	ROGRAMS					1-07938	-		
iler's address (if	f you are no	t filing this form with y	our tax return)		- · r		ers in the instru		eck applicable box(	es)):
				1	2	X 3	1/2010	4	ing 12/31/	/2010
				B Filer's tax y	year beginning		1/2010	, and end	ing	2010
Filer's shar	re of liabili	ties: Nonrecourse S	\$	Qualified nor	nrecourse fina	ancing \$		Other \$	;	
If filer is a r	member o	f a consolidated gr	oup but not the pare	ent, enter the fo	ollowing inform	nation about	the parent:			
Name					EIN					
Address										
Information	n about ce	rtain other partners	s (see instructions)							
		F	, , , , , , , , , , , , , , , , , , ,					(4)	Check applicable b	ox(es)
(1)	Name		(2	2) Address		(3) Identify	ing number	Category 1	1 Category 2	Constructive owner
		• ·	ip INVESCO A WAY CAMANA		APAN REA	L ESTATI	E FUND	<b>2</b> EIN (if a	any) 612574	
		, KY1-1205		DAT					under whose lav	vs organized
Date of organizatio		5 Principal place of business	6 Principal activity co	business ode number	7 Principa activity REAL E	al business		ional currenc	cy 8b Exchan (see ins	
01/16/2	2008	CJ	531	.390	INVES1					
Provide the	e following	information for the	e foreign partnership	o's tax year:					1	
I Name, add United Sta		identifying number	r of agent (if any) in	the	F	f the foreign orm 1042 e Center whe	For	m 8804		5 or 1065-B
organizatic TCO TRUSTEE	<b>on, if any</b> S (CAYMA) 6, 89 NE	N) LIMITED KUS WAY CAMANA BA	ip's agent in countr		4 Name a records and rec CITCO TRUSTI P.O. BOX 31	and address of of the foreig ords, if differ EES (CAYMAN) 106, 89 NEXT	of person(s) n partnership ent ) LIMITED US WAY CAMA	with custody p, and the loo	of the books and cation of such boo	oks
GRAND CAYMA J	AN, KY1-1:	205			, GRAND CAYI CJ	MAN, KY1-120	05			
6 Enter the r	number of		the foreign partners mation Return of U.s )	hip? S. Persons Wit	h Respect To	Foreign Disi	regarded En	tities,		X No
	rtnership o	own any separate u	the law of the cour nits within the mea	ntry in which it i ning of Regula	is organized? tions section	1.1503-2(c)(3	► <u>EXEM</u> 3), (4), or	TED LIMI	ITED PARTN	
<ul> <li>Does this p</li> <li>The pa</li> <li>The va</li> </ul>	partnershi artnership's llue of the	p meet <b>both</b> of the s total receipts for t	e following requirem the tax year were le assets at the end of , M-1, and M-2.	ents? ss than \$250,0	00 and		}		<ul> <li>Yes</li> <li>Yes</li> </ul>	X No
<u> </u>			eclare that I have exa nd complete. Declara							
gn Here Ily If You e Filing is Form parately	and belief,	of which preparer h					Ι.			
In Here ly If You e Filing is Form parately d Not With ur Tax	and belief, information	of which preparer h	as any knowledge.	any member						
gn Here Ily If You e Filing is Form parately d Not With ur Tax turn.	and belief, information Signatu	of which preparer h	as any knowledge. or limited liability comp	bany member Preparer's signat	ure		Date	Chec self-		ĪN
In Here ly If You b Filing is Form parately d Not With ur Tax turn. P aid	and belief, information Signatu rrint/Type pr	of which preparer h re of general partner reparer's name	as any knowledge. or limited liability comp		ure			self- emple	oyed	
In Here Iy If You a Filing is Form parately d Not With ur Tax turn. P aid reparer F So Only	and belief, information Signatu	of which preparer h re of general partner eparer's name	as any knowledge. or limited liability comp		ure			self- emple Firm		ĪN

	n 8865 ( <b>hedu</b>		wnership of Partnership Interest Cher	ck the boxes th	at appl	ly to th	ne filer If	Page 2
00	neau	box <b>b</b> , enter the	wnership of Partnership Interest. Chece name, address, and U.S. taxpayer ide structively own. See instructions.	ntifying numbe	er (if an	iy) of	the persor	i(s) whose
		a Owns a direc		Owns a const	ructive int	terest		
		Name	Address	Identifying nun	nber (if an	ıy)	Check if foreign	Check if direct
P	TTAC	CHMENT 1					person	partner
Sc	hedu	le A-1 Certain Partners	of Foreign Partnership (see instruction	ns)				
					a numbor	(if on v)		Check if foreign
		Name	Address	luentinyin	g number	(ii ariy)		person
			-					
				<u> </u>			Yes	No
SC	neau	Ile A-2 Affiliation Sched direct interest or i	ule. List all partnerships (foreign or dor indirectly owns a 10% interest.	mestic) in whic	h the f	oreign	partnersh	ip owns a
			Address	EIN		Т	otal ordinary	Check if foreign
		Name	Address	(if any	)	in	come or loss	partnership
			-					
_								
			nt - Trade or Business Income s income and expenses on lines 1a through 22	halaw Caa tha	notructio	no for	mara inform	ation
		include only liade of business		2 below. See the				
	1a	Gross receipts or sales	1a					
		Less returns and allowances			1c			
	2	Cost of goods sold			2			
come	3	Gross profit. Subtract line 2 fr	om line 1c other partnerships, estates, and trusts (attach s	statement) *	3 4			
lnc	5		Schedule F (Form 1040))		5			
	6	Net gain (loss) from Form 479	97, Part II, line 17 (attach Form 4797)		6			
	7	Other income (loss) (attach st	tatement)		7			
	8	Total income (loss) Combin	e lines 3 through 7		8			
	9		an to partners) (less employment credits)		9			
	10		ners		10			
tions)	11				11			
limita	12 13				12 13			
ns for	14				14			
ructio	15				15			
(see instructions for limitations)			ch Form 4562)					
			sewhere on return		16c 17			
Deductions	17 18		and gas depletion.)		18			
duct	19	-			19			
Dec	20		ement)		20			
	21	Total deductions Add the or	nounte chown in the far right column for lines 0 three	ugh 20	21			
	21	i otal deductions. Add the an	nounts shown in the far right column for lines 9 throu	ugii 20	21			
	22	Ordinary business income (loss	) from trade or business activities. Subtract line 21	from line 8	22			

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	<b>(b)</b> Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)		
1								
2	Enter short-term gain or (loss), if any, from Sch	nedule D-1 (Form	1065), line 2		2			
3	Short-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37					
4	Short-term capital gain (loss) from like-kind ex	changes from Fo	orm 8824		4			
5	<ul> <li>Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts</li> </ul>							
6	Net short-term capital gain or (loss). Cor Form 8865, Schedule K, line 8 or 11		•	umn (f). Enter he				

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

	(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other I (see instruction		(f) Gain or (loss) Subtract (e) from (d)
7							
8	Enter long-term gain or (loss), if any, from Sch	edule D-1 (Form	1065), line 8			8	
9	Long-term capital gain from installment sales f	rom Form 6252, I	ine 26 or 37			9	
10	Long-term capital gain (loss) from like-kind exc	changes from For	m 8824			10	
11	Partnership's share of net long-term capita gains (losses), from other partnerships, estate		11				
12	Capital gain distributions		12				
13	Net long-term capital gain or (loss). Com Form 8865, Schedule K, line 9a or 11		-			13	0005

Form 886	5 (2010)			Page <b>4</b>
Scheo	lule K	Partners' Distributive Share Items		Total amount
	1	Ordinary business income (loss) (page 2, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement) 3b		
	с	Other net rental income (loss). Subtract line 3b from line 3a	3c	
~	4	Guaranteed payments	4	
Income (Loss)	5	Interest income	5	
	6	Dividends: a Ordinary dividends	6a	
me		b Qualified dividends 6b		
00	7	Royalties	7	
-	8	Net short-term capital gain (loss)	8	
	9 a	Net long-term capital gain (loss)	9a	
	b	Collectibles (28%) gain (loss)		
	С	Unrecaptured section 1250 gain (attach statement) 9c		
		Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type	11	
s	12	Section 179 deduction (attach Form 4562)	12	
Deductions		Contributions	13a	
nct	b	Investment interest expense	13b	
bed	С	Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►	13c(2)	
		Other deductions (see instructions) Type	13d	
Self- Employ- ment			14a	
Sel			14b	
<u><u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u></u></u>		Gross nonfarm income		
		Low-income housing credit (section 42(j)(5))		
S		Low-income housing credit (other)		
Credits			15c	
ວັ		Other rental real estate credits (see instructions) Type	15d	
			15e	
		Other credits (see instructions) Type ►	15f	
		Name of country or U.S. possession ► Gross income from all sources	16h	
Ś		Gross income sourced at partner level		
sactions		Foreign gross income sourced at partnership level	100	
acti		Passive category $\blacktriangleright$ e General category $\blacktriangleright$ f Other (attach statement) $\blacktriangleright$	16f	
<u> </u>		Deductions allocated and apportioned at partner level		
Tra		Interest expense h Other	16h	
ign		Deductions allocated and apportioned at partnership level to foreign source income		
Foreign Trar		Passive category  j General category  k Other (attach statement)	16k	
ŭ	I	Total foreign taxes (check one): ► Paid Accrued	161	
			16m	
	n	Other foreign tax information (attach statement)		
×		Post-1986 depreciation adjustment	17a	
Alternative Minimum Tax (AMT) Items	b	Adjusted gain or loss	17b	
um Ute	С	Depletion (other than oil and gas)	17c	
MT	d	Oil, gas, and geothermal properties - gross income	17d	
₹Ē₹	e	Oil, gas, and geothermal properties - deductions	17e	
		Other AMT items (attach statement)	17f	
c		Tax-exempt interest income Other tax-exempt income	18a 18b	
tio			18D	
ma		Nondeductible expenses Distributions of cash and marketable securities	19a	
ıfoı		Distributions of other property	19b	
Other Information		Investment income	20a	
)th			20b	
0	c	Other items and amounts (attach statement)		

JSA 0X1913 2.000

-	8865 (2010)				Page 5	
Schedule L         Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")           Beginning of tax year         End of tax year						
	Annata					
	Assets	(a)	(b)	(c)	(d)	
1	Cash					
2 a	· · · · · · · · · · · · · · · · · · ·					
b	Less allowance for bad debts					
3	Inventories			_		
4	U.S. government obligations					
5	Tax-exempt securities					
6	Other current assets (attach statement)					
7	Mortgage and real estate loans					
8	Other investments (attach statement)					
9 a	Buildings and other depreciable assets					
b	Less accumulated depreciation					
10 a	Depletable assets					
	Less accumulated depletion					
11	Land (net of any amortization)					
12 a	Intangible assets (amortizable only)					
	Less accumulated amortization					
13	Other assets (attach statement)					
14	Total assets					
	Liabilities and Capital					
15	Accounts payable					
16	Mortgages, notes, bonds payable in less than 1 year					
17	Other current liabilities (attach statement)					
18	All nonrecourse loans					
19	Mortgages, notes, bonds payable in 1 year or more					
20	Other liabilities (attach statement)					
21	Partners' capital accounts					
22	Total liabilities and capital					

INV	VESCO ASIA EX-JAPAN REAL ESTATE FUND I,	LP	98-0612574	
-	8865 (2010)			Page <b>6</b>
Scl	hedule M Balance Sheets for Interest Allocatio	n		
			<b>(a)</b> Beginning of tax year	<b>(b)</b> End of tax year
1	Total U.S. assets			
2	Total foreign assets:			
а	Passive category			
b	General category			
	Other (attach statement)			
	hedule M-1 Reconciliation of Income (Loss) per	Books With	Income (Loss) per Return. (	Not required if Item G9, page
	1, is answered "Yes.")			
		6 Inc	ome recorded on books this	
1	Net income (loss) per books	yea	ar not included on Schedule K,	
2	Income included on Schedule K,	line	es 1 through 11 (itemize):	
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,		x-exempt interest \$	
	and 11 not recorded on books			
	this year (itemize):	7 Dec	ductions included on Schedule	
3	Guaranteed payments (other		lines 1 through 13d, and 16l not	
•	than health insurance)		rrged against book income this	
4	Expenses recorded on books		ir (itemize):	
•	this year not included on	a De	preciation \$	
	Schedule K, lines 1 through			
	13d, and 16l (itemize):			
9	Depreciation \$			
	Travel and entertainment \$	8	d lines 6 and 7	
D D			ome (loss). Subtract line 8	
F	Add lines 1 through 4		. ,	
	hedule M-2 Analysis of Partners' Capital Accoun	te (Not roquir	m line 5	worod "Yes ")
		· · · ·		
1	Balance at beginning of year	6 Dis	stributions: <b>a</b> Cash	
2	Capital contributed:		<b>b</b> Property	
	<b>a</b> Cash	7 Otł	ner decreases (itemize):	
	b Property			
3	Net income (loss) per books			
4	Other increases (itemize):			
			d lines 6 and 7	
_			lance at end of year. Subtract	
5	Add lines 1 through 4	line	e 8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible proper ty other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Add lines 10 through 18 Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21	Amounts loaned (enter the maximum loan balance during the year). See instructions				

Form 8865 (2010)

Page 7

INVESCO ASIA EX-JAPAN REAL ESTATE FUND I, LP

91-0793881

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A -	CONSTRUCTIVE	OWNERSHIP	OF	PARTNERSHIP	INTEREST	
--------------	--------------	-----------	----	-------------	----------	--

CHECK IF: NAME ADDRESS ID NUMBER FOR PERS DIR PTNR INVESCO ASIA REAL ESTATE FUND I, LP P.O. BOX 31106 98-0612576 Х Х C/O CITCO TRUSTEES (CAYMAN) LIMITED 89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205 CJ INVESCO ASIA REAL ESTATE FEEDER FUND I, LP P.O. BOX 31106 98-0612575 X 89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205 CJ

Form <b>5471</b>			Return of l Certain Foi				5	C	0MB No. 154	5-0704
	-	shed for the fore	► See separate ign corporation's a	instructions	ting perio		equired by	2010 s	ttachment	o. <b>121</b>
Name of person filing this return		,	5gg 0 ± /	01/201	<u>, , , , , , , , , , , , , , , , , , , </u>	ing onenig r		fying numbe		
CASEY FAMILY B	PROGRAMS						9	91-079	3881	
Number, street, and room or suit	e no. (or P.O. box r	number if mail is no	ot delivered to street a	iddress)	B Catego	ory of filer (See	e instructions.	Check applic	able box(es	)):
2001 EIGHTH AN	/E, SUITE	2700				1 (repe	aled) 2	3 X	4	5 X
City or town, state, and ZIP code	•					the total percer				stock
SEATTLE				21-264	1 you ov	vned at the en	d of its annual	accounting p	period	42.860%
Filer's tax year beginning	1/01/2010	) , and	d ending $12/3$	1/2010						
D Person(s) on whose behalf	this information retu	urn is filed:								
(1) Name			(2) Address			(3) Identifyi	na number		k applicable	box(es)
			(2) Address					Shareholder	Officer	Director
<b>— — — — — — — — — —</b>					44	<b>F</b> I'	A 11	(		,
	ollars unless o	therwise ind		ation mus	st be in	English. A				
1a Name and address of fo	0							er identifica	tion numbe	er, if any
INVESCO ASIAN R			II USD FEE	DER				573913		
P.O. BOX 309 UG								under whose		orated
/	KY1-1104 C							AN ISLA		
d Date of incorporation	e Principal pla	ce of business	f Principal busir code nu	mber	g Prin	cipal busines	s activity	h Function	al currenc	/
03/26/2008	VARIOUS		5313	90	INVESTM	IENT IN REAI	L ESTATE	USD		
2 Provide the following inf		<b>v</b> 1	01	1						
<ul> <li>Name, address, and ide in the United States</li> </ul>	ntifying number o	of branch office c	or agent (if any)	<b>b</b> If a U.S.	income t	tax return wa	is filed, ente	r:		
				(i) Toyoblo incomo or (loco)			• •	U.S. income tax paid (after all credits)		
NONE				(1) Tune				(atter a	all credits)	
,										
<ul> <li>Name and address of foreign corporation's statutory or resident agent in country of incorporation</li> </ul>			person (	or persor	ss (including ns) with custo the location o	ody of the bo	ooks and ree	cords of the	, foreign	
Schedule A Stock	of the Foreig	n Corporati	on	1						
		-			(b) N	umber of sha	ares issued a	and outstand	ding	
(a) Descri	otion of each clas	s of stock			ginning	of annual period			of annual ting period	
COMMON						1.				1.
For Paperwork Reduction A									171 /Dev	. 12-2007)
I OI F APEI WOIN REUUCIIOII A	NULLE, 366 III	30 0000115.							<b></b> . (Rev	. 1Z-ZUUI)

Schedule B U.S. Shareholder	rs of Foreign Corporation(see instructions)		(	1
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. Note: This description should match the corresponding description entered in Schedule A, column (a).	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
CASEY FAMILY PROGRAMS	COMMON	1.	1.	_
2001 EIGHTH AVE., SUITE 2700				
SEATTLE WA 98121				
91-0793881				42.86000
				1
				1
				1
				1
				1
				1

## Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

			Functional Currency	U.S. Dollars
1 a	Gross receipts or sales	1a		
b	Returns and allowances	1b		
c	Subtract line 1b from line 1a	1c		
2	Cost of goods sold	2		
3	Gross profit (subtract line 2 from line 1c)	3		
4	Dividends	4		
5	Interest	5		55
6 a	Gross rents	1 1		
b	Gross royalties and license fees	6b		
7	Net gain or (loss) on sale of capital assets	7		
8	Other income (attach schedule) ATTACHMENT 1	8		3,413,986
9	Total income (add lines 3 through 8)	9		3,414,041
10	Compensation not deducted elsewhere	10		
11 a	Rents	11a		
b	Royalties and license fees	11b		
12	Interest			
13	Depreciation not deducted elsewhere			
14	Depletion	1 1		
15	Taxes (exclude provision for income, war profits, and excess profits taxes)			
16	Other deductions (attach schedule - exclude provision for income, war			
	profits, and excess profits taxes) ATTACHMENT 2	16		511,906
17	Total deductions (add lines 10 through 16)	17		511,906
18	Net income or (loss) before extraordinary items, prior period			
	adjustments, and the provision for income, war profits, and excess			
	profits taxes (subtract line 17 from line 9)	18		2,902,135
19	Extraordinary items and prior period adjustments (see instructions)	19		
20	Provision for income, war profits, and excess profits taxes (see instructions)	20		
21	Current year net income or (loss) per books (combine lines 18 through 20)	21		2,902,135

Form 5471 (Rev. 7	12-2007)			Page 3				
Schedule E	Income, War Profits, and Excess Profits Taxes Paid or Accrued(see instructions)							
	(a) Name of country or U.S. possession		Amount of tax					
		<b>(b)</b> In foreign currency	(c) Conversion rate	(d) In U.S. dollars				
1 U.S.								
2 N/A								
3								
4								
5								
6								
7								

## Schedule F Balance Sheet

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	437,856.	209,454.
2a	Trade notes and accounts receivable			
	Less allowance for bad debts		( )	( )
3	Inventories			
4	Other current assets (attach schedule)			
5	Loans to shareholders and other related persons			
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule) ATTACHMENT 3		2,177,746.	7,961,257.
8a	Buildings and other depreciable assets			
	Less accumulated depreciation		( )	( )
	Depletable assets			· · · ·
	Less accumulated depletion		( )	( )
10	Land (net of any amortization)			· · · · ·
11	Intangible assets:			
а	Goodwill	11a		
	Organization costs			
с	Patents, trademarks, and other intangible assets	11c		
d	Less accumulated amortization for lines 11a, b, and c	11d	( )	( )
12	Other assets (attach schedule) ATTACHMENT 4		99,666.	291,348.
13	Total assets	13	2,715,268.	8,462,059.
	Liabilities and Shareholders' Equity			
14	Accounts payable	14	3,859.	7,324.
15	Other current liabilities (attach schedule)			.,
16	Loans from shareholders and other related persons			
17	Other liabilities (attach schedule) ATTACHMENT 5	10	99,951.	
18	Capital stock:	17		
	•	40-		
	Preferred stock			
19	Common stock Paid-in or capital surplus (attach reconciliation) ATTACHMENT 6		2,611,458.	8,454,735.
19 20			,,,	.,,
20 21	Retained earnings Less cost of treasury stock			( )
÷.				۱
22	Total liabilities and shareholders' equity		2,715,268.	8,462,059.

Form 5471 (Rev. 12-2007)

Foi	orm 5471 (Rev. 12-2007)		Page 4
S	chedule G Other Information		
_		<b>íes</b>	No
1	During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership?	Х	
	If "Yes," see the instructions for required attachment.		
2	During the tax year, did the foreign corporation own an interest in any trust?		Х
3	During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate		
	from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)?		Х

	from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)?
	If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).
4	During the tax year, was the foreign corporation a participant in any cost sharing arrangement?
5	During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?

5	During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?	
---	--	--

## Schedule H Schedule HCurrent Earnings and Profits (see instructions)Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account		1	2,902,135.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):Net Additions	Net Subtractions		
а	a Capital gains or losses			
	Depreciation and amortization			
с				
d				
е				
f	Inventory adjustments			
g	Taxes			
h	n Other (attach schedule) ATCH 8	3,413,986.		
3	Total net additions			
4	Total net subtractions	3,413,986.		
5 a	Current earnings and profits (line 1 plus line 3 minus line 4)		5a	-511,851.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		5b	
С	Combine lines 5a and 5b		5c	-511,851.
d	I Current earnings and profits in U.S. dollars (line 5c translated at the appro			
	defined in section 989(b) and the related regulations (see instructions))		5d	-511,851.
0	Enter exchange rate used for line 5d  1.0000		tione)	
SC	chedule I Summary of Shareholder's Income From Foreign C	orporation (see institut		
1	Subpart F income (line 38b, Worksheet A in the instructions)		1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)		2	
3	Previously excluded subpart F income withdrawn from qualified investments		-	
	in the instructions)		3	
4	Previously excluded export trade income withdrawn from investment in expo			
	Worksheet D in the instructions)		4	
	,			
5	Factoring income		5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	,	6	
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	)	7	
8	Exchange gain or (loss) on a distribution of previously taxed income		8	
• [	Was any income of the foreign corporation blocked? Did any such income become unblocked during the tax year (see section 964(b))?			

Form 5471 (Rev. 12-2007)

X X

## SCHEDULE J (Form 5471)

(Rev. December 2005) Department of the Treasury Internal Revenue Service

#### 91-0793881

## Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

OMB No. 1545-0704

► Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

Identifying number 91-0793881

CASEY FAMILY PROGRAMS

INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

Ŀ	mportant. Enter amounts in	(a) Post-1986 Undistributed Earnings	(b) Pre-1987 E&P Not Previously Taxed	(c) Previ (secti	(d) Total Section 964(a) E&P		
functional currency.		(post-86 section 959(c)(3) balance)	(pre-87 section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1	Balance at beginning of year	-1,067,419.					-1,067,419.
2a	a Current year E&P						
b	Current year deficit in E&P	511,851.					
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a <b>or</b> line 1 minus line 2b)	-1,579,270.					
4	Amounts included under section 951(a) or reclassified under section 959(c) in current year	1,019,210.					
5a	Actual distributions or reclassifications of previously taxed E&P						
b	Actual distributions of nonpreviously taxed E&P						
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-1,579,270.					
7	Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-1,579,270.					-1,579,270.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

JSA 0X1665 1.000 Schedule J (Form 5471) (Rev. 12-2005)

## SCHEDULE O (Form 5471)

(Rev. December 2005)

#### Department of the Treasury Internal Revenue Service

#### Name of person filing Form 5471

# Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Identifying number

91-0793881

CASEY FAMILY PROGRAMS Name of foreign corporation

INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

Important: Complete a separateSchedule O for each foreign corporation for which information must be reported.

## Part L To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	<b>(e)</b> Date of additional 10% acquisition

## Part II To Be Completed by U.S. Shareholders

Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

Section A	-General	Shareholder In	formation		
(a)	For	(b) For shareholder's latest U.S. income tax return filed, indicate:			
Name, address, and identifying number of shareholder(s) filing this schedule	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	return under section 6046 for the foreign corporation	
CASEY FAMILY PROGRAMS 91-079388	1				
2001 EIGHTH AVE, SUITE 2700					
SEATTLE, WA 98121	990-PF	11/15/2011	EFILED		
Section B US Dereans W/	an Arn Offi	aara ar Diraatar	a of the Earnian Corporation	•	

Section B – 0.3. Persons who are oncers of Directors of the Poleign Corporation						
(a) Name of U.S. officer or director	(b) Address	<b>(c)</b> Social security number	(d) C app pria box	oro- ate		
			Ofcr	Dir		
Section C Acquisition of Stock						

Section C — Acquisition of Stock						
(a)	(b)	(c)	(d)	Nu	(e) mber of shares acqui	red
Name of shareholder(s) filing this schedule	Class of stock acquired	Date of acquisition	Method of acquisition	(1) Directly	(2) Indirectly	(3) Constructively

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (Rev. 12-2005)		Page <b>2</b>
( <b>f)</b> Amount paid or value given	(g) Name and address of person from whom shares were acquired	

## Section D — Disposition of Stock

(a) Name of shareholder disposing of	(b)	(c)	(d) Mathed of	Nu	(e) mber of shares dispose	ed of
stock	Class of stock	Date of disposition	Method of disposition	(1) Directly	(2) Indirectly	(3) Constructively
(f) Amount received		Name and a	(g) address of person to who		as made	

## Section E – Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor			<b>(b)</b> Identifying number (if any)	(c) Date of transfer
CASEY FAMILY PROGRAMS				
2001 EIGHTH AVE, SUITE 2	.700 SEATT	LE, WA 98121	91-0793881	VAR
Assets t	(d) ransferred to foreign corporation		(e) Description of assets transferred by, or not	
(1) Description of assets	<b>(2)</b> Fair market value	(3) Adjusted basis (if transferor was U.S. person)	securities issued by, foreign corporation	
CASH	1,372,357.	1,372,357.	NONE	

## Section F – Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock **b** 

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Schedule O (Form 5471) (Rev. 12-2005)

91-0793881

FORM 5471, PAGE 2 DETAIL

	ATTACHMENT 1
SCH C, LINE 8 - OTHER INCOME	
UNREALIZED GAINS	3,413,986.
TOTAL	3,413,986.
SCH C, LINE 16 - OTHER DEDUCTIONS	ATTACHMENT 2
MANAGEMENT FEES UNCONSUMMATED DEAL COSTS GENERAL AND ADMIN EXPENSES	494,495. 2,117. 15,294.
TOTAL	511,906.

## CASEY FAMILY PROGRAMS INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

FORM 5471, PAGE 3 DETAIL

	BEGINNING	ENDING
	US CURRENCY	US CURRENCY
	A	TTACHMENT 3
SCH F, LINE 7 - OTHER INVESTMENTS	_	
REAL ESTATE INVESTMENT AT FAIR VALU	2,177,746.	7,961,257.
TOTALS	2,177,746.	7,961,257.
	A	TTACHMENT 4
SCH F, LINE 12 - OTHER ASSETS		
OTHER ASSETS	99,666.	101,984.
DUE FROM PARALLEL FUNDS		189,364.
TOTALS	99,666.	291,348.
	A	TTACHMENT 5
SCH F, LINE 17 - OTHER LIABILITIES		
DUE TO PARALLEL FUNDS	99,951.	
TOTALS	99,951.	
	A	TTACHMENT 6
SCH F, LINE 19 - PAID-IN OR CAP SURPLUS		
NET ASSETS	2,611,458.	8,454,735.
TOTALS	2,611,458.	8,454,735.

ATTACHMENT(S) 3,4,5,6 010

ATTACHMENT 7

FORM 5471, PAGE 4 DETAIL

## SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

 PARTNERSHIP NAME
 FEIN
 RETURN FILED
 TAX MATTER PARTNER
 TAX YR BEG
 TAX YR END

 INVESCO ASIAN RE PARTNERS II FEEDER
 26-0628586
 01/01/2010
 12/31/2010

\_\_\_\_

ATTACHMENT 8

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS	NET ADDITIONS	NET SUBTRACTS
UNREALIZED GAINS		3,413,986.
TOTALS		3,413,986.

ATTACHMENT 8

(Rev. December 2008)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attachment Sequence No. **128** 

Part I	U.S. Transferor Information (see instructions)			
	transferor		Identifying number (see instructions)	
	EY FAMILY PROGRAMS		91-0793881	
a lft 5 (	the transferor was a corporation, complete questions 1a through the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations? d the transferor remain in existence after the transfer?	or controlled (under section 3	Yes No	
lf	not, list the controlling shareholder(s) and their identifying number	er(s):		
	Controlling shareholder	Identifying number		
f	the transferor was a member of an affiliated group filing a consol	idated return, was it the paren	t	
	rporation?		Yes No	
	not, list the name and employer identification number (EIN) of the	e parent corporation:		
	Name of parent corporation	EIN of p	arent corporation	
		- •		
d Ha	ave basis adjustments under section 367(a)(5) been made?		Yes No	
o 1f	the transferer was a partner in a partnership that was the	actual transformer (but is not	tracted as such under eastion 267)	
	the transferor was a partner in a partnership that was the mplete questions 2a through 2d.	actual transferor (but is not	treated as such under section 367),	
	st the name and EIN of the transferor's partnership:			
	Name of partnership	EIN	of partnership	
ТНЕ	RESOLUTE FUND II SIE, L.P.	98-	0587497	
	d the partner pick up its pro rata share of gain on the transfer of		Yes X No	
<b>c</b> ls	the partner disposing of its <b>entire</b> interest in the partnership?		Yes X No	
	the partner disposing of an interest in a limited partnership that i			
	curities market?		Yes X No	
Part II	Transferee Foreign Corporation Information (see in ame of transferee (foreign corporation)	structions)	4 Islandifisian musclean if any	
	STONE AVIATION GROUP LIMITED		<b>4 Identifying number,</b> if any 98-0657545	
	dress (including country) BLOCK 4, HARCOURT	CENTER HARCOURT		
DUBL			ROMD	
	puntry code of country of incorporation or organization (see instru-	uctions)		
BD				
<b>7</b> Fc	preign law characterization (see instructions)			
	ORATION			
-	the transferee foreign corporation a controlled foreign corporation	n?	Yes X No	
For Pape	erwork Reduction Act Notice, see separate instructions.		Form <b>926</b> (Rev. 12-2008)	
JSA 0X2608 1.0	00			

## Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		328,185.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
Inventory					
Assets subject to					
depreciation					
recapture (see Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or					
business not listed under another					
category					
Intangible					
property					
Property to be					
leased (as					
described in Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in Temp. Regs. sec.					
1.367(a)-4T(e))					
0.1					
Other property					

## Supplemental Information Required To Be Reported (see instructions):

010

Pa	Int IV Additional Information Regarding Transfer of Property (see instructions)		
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:		
	(a) Before <u>NONE</u> % (b) After <u>.3258</u> %		
10	Type of nonrecognition transaction (see instructions) $\blacktriangleright$ IRC SECTION 351		
l	Indicate whether any transfer reported in Part III is subject to any of the following:         a Gain recognition under section 904(f)(3)         b Gain recognition under section 904(f)(5)(F)         c Recapture under section 1503(d)         d Exchange gain under section 987	Yes Yes Yes Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Yes	X No
l	Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: Tainted property Depreciation recapture Branch loss recapture Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
	<ul> <li>a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?</li> <li>b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value</li> </ul>	Yes	X No
	transferred ▶ \$		
16	Was cash the only property transferred? [	X Yes	No
17 a	a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
I	<b>b</b> If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		

Form 926 (Rev. 12-2008)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

# Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

## Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): Milestone Aviation Group Limited EIN: 98-0657545
   Block 4, Harcourt Center, Harcourt Road, Dublin 2 Ireland Country of Incorporation: Bermuda
- (ii): Transfer of security/asset in the \$328,185 in consideration of ordinary shares. amount of

## Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$328,185 amount of

# **Regulations** Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Form	9	2	6

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a through	
a If the transfer was a section 361(a) or (b) transfer, was the transfer	
5 or fewer domestic corporations?	
If not, list the controlling shareholder(s) and their identifying numbe	r(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a consoli	
corporation? If not, list the name and employer identification number (EIN) of the	Parent corporation:
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
2 If the transferor was a partner in a partnership that was the	actual transferor (but is not treated as such under section 367)
complete questions 2a through 2d.	
a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
<b>F</b>	
SIGULER GUFF BRIC OPPORTUNITES FUND II	26-1412879
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer of p	
<b>c</b> Is the partner disposing of its <b>entire</b> interest in the partnership?	Yes X No
<b>d</b> Is the partner disposing of an interest in a limited partnership that is	s regularly traded on an established
securities market?	Yes 🛛 🕮 No
Part II Transferee Foreign Corporation Information (see ins	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
<pre>FIRST LEADER HOLDINGS LIMITED 5 Address (including country) 12TH FLOOR, RUTTON;</pre>	FOREIGNUS JEE HOUSE, 11 DUDDELL STREET
HONG KONG HK	THE MOUSE, IT DODDEDE SIREET
6 Country code of country of incorporation or organization (see instru	ictions)
НК	
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporatio	
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2008)
JSA 0X2608 1.000	

Type of property	(a) Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		112,015.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
P P					
Foreign currency					
or other property					
denominated in foreign currency					
Inventory					
,, <b>,</b>					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another					
category					
Intangible					
property					
Property to be					
leased (as described in					
Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be sold (as					
described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Form	926	(Rev	12-2008)
1 01111	520	(1.0	12 2000)

Ра	rt IV Additional Information Regarding Transfer of Property(see instructions)		
9 E	nter the transferor's interest in the foreign transferee corporation before and after the transfer:		
(i	a) Before <u>NONE</u> % (b) After <u>1.11996</u> %		
10	Type of nonrecognition transaction (see instructions) $\blacktriangleright$ IRC SECTION 351		
		Yes Yes Yes Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Yes	X No
b C	Indicate whether the transferor was required to recognize income under Temporary Regulations sections         1.367(a)-4T through 1.367(a)-6T for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
15 a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ►\$		
16	Was cash the only property transferred?	X Yes	No
17 a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

# Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

## Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): First Leader Holdings Limited EIN: ForeignUS 12th Floor, Ruttonjee House, 11 Duddell Street Hong Kong Country of Incorporation: Hong Kong
- (ii): Transfer of security/asset in the \$112,015 in consideration of ordinary shares. amount of

## Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$112,015 amount of

# Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

	►	Attach to your inc	come tax return	for the year o	f the transfer or	distribution.
--	---	--------------------	-----------------	----------------	-------------------	---------------

Attachment Sequence No. **128** 

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
<ol> <li>If the transferor was a corporation, complete questions 1a throug</li> <li>a If the transfer was a section 361(a) or (b) transfer, was the transf</li> </ol>	
5 or fewer domestic corporations?	Yes No
<b>b</b> Did the transferor remain in existence after the transfer?	No
If not, list the controlling shareholder(s) and their identifying num	per(s):
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a cons	
corporation?	
If not, list the name and employer identification number (EIN) of t	
Name of parent corporation	EIN of parent corporation
d line have a divergent worder continue 207(a)/(5) have mode 2	
d Have basis adjustments under section 367(a)(5) been made?	Yes No
2 If the transferor was a partner in a partnership that was the	e actual transferor (but is not treated as such under section 367),
complete questions 2a through 2d.	
a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
SIGULER GUFF BRIC OPPORTUNITES FUND II	26-1412879
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer of	
<b>c</b> Is the partner disposing of its <b>entire</b> interest in the partnership?	
<b>d</b> Is the partner disposing of an interest in a limited partnership that	t is regularly traded on an established
securities market?	
Part II Transferee Foreign Corporation Information (see	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
SG BRIC SANTILLANA (OFFSHORE), LTD. 5 Address (including country)	98-0642474
825 THIRD AVENUE, 10TH FLOOR NEW YORK,	NY 10022
6 Country code of country of incorporation or organization (see ins	
CJ	
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporat	
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2008)
JSA 0X2608 1.000	

Type of property	(a) Date of transfer	(b) Description of property	<b>(c)</b> Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		145,631.		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency					
or other property					
denominated in foreign currency					
Inventory					
Assets subject to depreciation					
recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another					
category					
Intangible property					
Property to be leased (as					
described in					
Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be sold (as					
described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and gas working interests					
(as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
					1

#### Supplemental Information Required To Be Reported (see instructions):

9       Enter the transferor's interest in the foreign transferee corporation before and after the transfer:         (a) Before NONE       % (b) After7348         10       Type of nonrecognition transaction (see instructions)       ► IRC SECTION 351         11       Indicate whether any transfer reported in Part III is subject to any of the following:       Yes         a Gain recognition under section 904(f)(3)       ► Yes       × No         b Gain recognition under section 904(f)(5)(F)       Yes       × No         c Recapture under section 1503(d)       Yes       × No         d Exchange gain under section 987       Yes       × No         12       Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?       Yes       × No         13       Indicate whether the transferor was required to recognize income under Temporary Regulations sections       1.367(a)-4T through 1.367(a)-6T for any of the following:       Yes       × No         a Tainted property       Yes       × No       × Yes       × No         b Depreciation recapture       Yes       × No       × Yes       × No         c Branch loss recapture       Yes       × No       × No       × No         14       Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii
10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351         11 Indicate whether any transfer reported in Part III is subject to any of the following:         a Gain recognition under section 904(f)(3)         b Gain recognition under section 904(f)(5)(F)         c Recapture under section 904(f)(5)(F)         c Recapture under section 904(f)(5)(F)         c Recapture under section 987         12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?         13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections         1.367(a)-4T through 1.367(a)-6T for any of the following:         a Tainted property         c Branch loss recapture
11       Indicate whether any transfer reported in Part III is subject to any of the following:         a       Gain recognition under section 904(f)(3)       Yes         b       Gain recognition under section 904(f)(5)(F)       Yes         c       Recapture under section 1503(d)       Yes         d       Exchange gain under section 987       Yes         12       Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?       Yes         13       Indicate whether the transferor was required to recognize income under Temporary Regulations sections       1.367(a)-4T through 1.367(a)-6T for any of the following:         a       Tainted property       Yes       X No         b       Depreciation recapture       Yes       X No         c       Branch loss recapture       Yes       No         d       Any other income recognition provision contained in the above-referenced regulations       Yes       No         14       Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations sections section 1.367(a)-1T(d)(5)(iii)?       Yes       No         b       If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value       Yes       No
a Gain recognition under section 904(f)(3)       Yes       X         b Gain recognition under section 904(f)(5)(F)       Yes       X         c Recapture under section 1503(d)       Yes       X         d Exchange gain under section 987       Yes       X         12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?       Yes       X         13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections       1.367(a)-4T through 1.367(a)-6T for any of the following:       Yes       X       No         b Depreciation recapture       Yes       X       No       Yes       X       No         c Branch loss recapture       Yes       X       No       Yes       X       No         14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?       Yes       X       No         15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?       Yes       X       No         b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value       Yes       X       No
<ul> <li>13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: <ul> <li>a Tainted property</li> <li>b Depreciation recapture</li> <li>c Branch loss recapture</li> <li>d Any other income recognition provision contained in the above-referenced regulations</li> <li>14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?</li> <li>Yes X No</li> </ul> </li> <li>15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations Yes X No</li> <li>b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value</li> </ul>
1.367(a)-4T through 1.367(a)-6T for any of the following:         a Tainted property         b Depreciation recapture         c Branch loss recapture         d Any other income recognition provision contained in the above-referenced regulations         14       Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?         Yes       X         No         Section 1.367(a)-1T(d)(5)(iii)?         b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value
<ul> <li>15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?</li> <li>b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value</li> </ul>
section 1.367(a)-1T(d)(5)(iii)?         b       If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value
16 Was cash the only property transferred? No
17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?
<b>b</b> If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

# Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

## Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): SG BRIC Santillana (Offshore) Ltd. EIN: 98-0642474
   825 Third Ave, 10<sup>th</sup> Floor New York, NY 10020
   Country of Incorporation: Grand Cayman
- (ii): Transfer of security/asset in the \$145,631 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$145,631 amount of

# Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Form	9	2	6

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

►	Attach to y	your income tax return	for the	vear of the transf	er or distribution.

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a through	
a If the transfer was a section 361(a) or (b) transfer, was the transfer	
<ul><li>5 or fewer domestic corporations?</li><li>b Did the transferor remain in existence after the transfer?</li></ul>	X Yes No
If not, list the controlling shareholder(s) and their identifying numbe	
	·(s).
Controlling shareholder	Identifying number
<ul> <li>c If the transferor was a member of an affiliated group filing a consoli corporation?</li> <li>If not, list the name and employer identification number (EIN) of the</li> </ul>	Yes No
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
	actual transferor (but is not treated as such under section 367),
complete questions 2a through 2d.	
a List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
	20.0514102
OCM OPPORTUNITES FUND VIIB, L.P.	20-8514102 partnership assets? X Yes No
<ul><li>b Did the partner pick up its pro rata share of gain on the transfer of p</li><li>c Is the partner disposing of its entire interest in the partnership?</li></ul>	
<b>d</b> Is the partner disposing of an interest in a limited partnership that is	
securities market?	
Part II Transferee Foreign Corporation Information (see ins	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
OCM OPPS VIIB (CAYMAN) 1 LTD. 5 Address (including country) WALKER HOUSE, 87 MA	98-0648938 ARY STREET
GEORGE TOWN GRAND CAYMAN KY1-9002 CJ	
6 Country code of country of incorporation or organization (see instru	ctions)
CJ	
7 Foreign law characterization (see instructions)	
CORP 8 Is the transferee foreign corporation a controlled foreign corporation	n? Yes X No
For Paperwork Reduction Act Notice, see separate instructions.	11?
JSA 0X2608 1.000	

Type of property	(a) Date of transfer	(b) Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		264,874.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
P. • P • • • • • • • • • • • • • • • •					
Foreign currency					
or other property					
denominated in foreign currency					
Inventory					
literitery					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be					
leased (as described in					
Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Form	926	(Rev	12-2008)
1 01111	520	(1.0	12 2000)

Pa	rt IV Additional Information Regarding Transfer of Property (see instructions)		
9 E	inter the transferor's interest in the foreign transferee corporation before and after the transfer:		
(ä	a) Before <u>NONE</u> % (b) After <u>.075747</u> %		
10	Type of nonrecognition transaction (see instructions) ► IRS SECTION 351		
		Yes Yes Yes Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Yes	X No
b c	Indicate whether the transferor was required to recognize income under Temporary Regulations sections         1.367(a)-4T through 1.367(a)-6T for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
15 a	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
b	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred <b>&gt;</b> \$		
16	Was cash the only property transferred?	X Yes	No
17 a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
b	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

## Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): OCM OPPS VIIb (Cayman) 1 Ltd. EIN: 98-0648938
   Walker House, 87 Mary Street, George Town Grand Cayman, Cayman Islands
   Country of Incorporation: Cayman Islands
- (ii): Transfer of security/asset in the \$264,874 in consideration of ordinary shares. amount of

## Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$264,874 amount of

# *Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses*

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

►	Attach to y	vour income	tax return fo	r the year o	of the transi	ier or dis	tribution.

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
<ul> <li>If the transferor was a corporation, complete questions 1a through</li> <li>a If the transfer was a section 361(a) or (b) transfer, was the transfer</li> <li>5 or fewer domestic corporations?</li> <li>b Did the transferor remain in existence after the transfer?</li> <li>If not, list the controlling shareholder(s) and their identifying number</li> </ul>	eror controlled (under section 368(c)) by
Controlling shareholder	Identifying number
<ul> <li>c If the transferor was a member of an affiliated group filing a conso corporation?</li> <li>If not, list the name and employer identification number (EIN) of the</li> </ul>	Yes No
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> </ul>	actual transferor (but is not treated as such under section 367)
Name of partnership	EIN of partnership
	20-8514102
OCM OPPORTUNITES FUND VIIB, L.P. b Did the partner pick up its pro rata share of gain on the transfer of	
c Is the partner disposing of its entire interest in the partnership?	Yes X No
<b>d</b> Is the partner disposing of an interest in a limited partnership that securities market?	
Part II Transferee Foreign Corporation Information (see in	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
OAKTREE OPPS ITW LTD. 5 Address (including country) WALKER HOUSE, 87 M	98-0657364 ARY STREET
GEORGE TOWN GRAND CAYMAN KY1-9002 CJ 6 Country code of country of incorporation or organization (see inst	
CJ	,
7 Foreign law characterization (see instructions)	
CORP	
8 Is the transferee foreign corporation a controlled foreign corporati For Paperwork Reduction Act Notice, see separate instructions.	on?
JSA 0X2608 1.000	

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	VAR		614,961.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
inventory					
Assets subject to					
depreciation					
recapture (see Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be					
leased (as					
described in Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests	<u> </u>				
(as described in Temp. Regs. sec.					
1.367(a)-4T(e))					
0.1					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Form	926	(Rev	12-2008)
1 01111	5201	(1.0	12 2000)

Ра	Additional Information Regarding Transfer of Property (see instructions)		
<b>9</b> E	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:		
(	(a) Before <u>NONE</u> % (b) After <u>.052379</u> %		
10	Type of nonrecognition transaction (see instructions) $\blacktriangleright$ IRS SECTION 351		
k c	Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) b Gain recognition under section 904(f)(5)(F) c Recapture under section 1503(d) d Exchange gain under section 987	Yes Yes Yes Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? [	Yes	X No
	Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property b Depreciation recapture c Branch loss recapture d Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
15 a	a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
k	b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$		
16	Was cash the only property transferred?	X Yes	No
17 a	a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
k	<b>b</b> If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

# Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

## Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): OAKTREE OPPS ITW LTD. EIN: 98-0657364
   Walker House, 87 Mary Street, George Town Grand Cayman
   Country of Incorporation: Cayman Islands
- (ii): Transfer of security/asset in the \$614,961 in consideration of ordinary shares. amount of

## Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$614,961 amount of

# *Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses*

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Form	9	2	6

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution	ch to your income tax return for the year of the trar	nsfer or distributio
---	---	----------------------

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a throug	
a If the transfer was a section 361(a) or (b) transfer, was the transfer	
5 or fewer domestic corporations?	
If not, list the controlling shareholder(s) and their identifying numb	)er(s):
Controlling shareholder	Identifying number
	-
c If the transferor was a member of an affiliated group filing a const	olidated return, was it the parent
corporation?	Yes No
If not, list the name and employer identification number (EIN) of t	ne parent corporation:
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
2. If the transferer was a partner in a partnership, that was the	e actual transferor (but is not treated as such under section 367
2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.	actual transferor (but is not treated as such under section 307
a List the name and EIN of the transferor's partnership:	
Name of partnership	<b>Fible for each in</b>
	EIN of partnership
	98-0629004
AXIOM ASIA PRIVATE CAPITAL FUND II, LP b Did the partner pick up its pro rata share of gain on the transfer of	
<b>c</b> Is the partner disposing of its <b>entire</b> interest in the partnership?	
<b>d</b> Is the partner disposing of an interest in a limited partnership that	
securities market?	
Part II Transferee Foreign Corporation Information (see i	nstructions)
3 Name of transferee (foreign corporation)	4 Identifying number, if any
CX PARTNERS FUND ALPHA LIMITED	
5 Address (including country) MAPLES CORPORATE S	
UGLAND HOUSE GRAND CAYMAN, KY1-1104 CJ 6 Country code of country of incorporation or organization (see inst	
CJ	
<ul> <li>7 Foreign law characterization (see instructions)</li> </ul>	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporat	ion? Yes X No
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2008
JSA	
0X2608 1.000	

Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	VAR		120,546.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
Similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
Inventory					
Assets subject to					
depreciation					
recapture (see Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or					
business not listed under another					
category					
Intangible					
property					
Property to be					
leased (as					
described in Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in Temp. Regs. sec.					
1.367(a)-4T(e))					
Othersenses					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Form	926	(Rev	12-2008)
1 01111	520	(1.0	12 2000)

Ра	art IV Additional Information Regarding Transfer of Property (see instructions)	
<b>9</b> E	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:	
(	(a) Before <u>NONE</u> % (b) After <u>1.0336</u> %	
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351	
t c	Indicate whether any transfer reported in Part III is subject to any of the following:       Ye         a Gain recognition under section 904(f)(3)       Ye         b Gain recognition under section 904(f)(5)(F)       Ye         c Recapture under section 1503(d)       Ye         d Exchange gain under section 987       Ye	s X No s X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	s 🛛 No
	Indicate whether the transferor was required to recognize income under Temporary Regulations sections         1.367(a)-4T through 1.367(a)-6T for any of the following:         a Tainted property         b Depreciation recapture         c Branch loss recapture         d Any other income recognition provision contained in the above-referenced regulations	s X No s X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	s 🛛 No
15 a	a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	s 🔀 No
t	<ul> <li>b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$</li> </ul>	
16	Was cash the only property transferred? Ye	s 🗌 No
17 a	a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	s 🛛 No
k	<b>b</b> If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:	

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

# Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

## Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): Cx Partners Fund Alpha Limited EIN: None Maples Corporate Services Limited P.O. Box 309GT, Ugland House Grand Cayman, Cayman Islands Country of Incorporation: Cayman Islands
- (ii): Transfer of security/asset in the \$120,546 in consideration of ordinary shares. amount of

## Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$120,546 amount of

# *Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses*

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
1 If the transferor was a corporation, complete questions 1a through	h 1d.
a If the transfer was a section 361(a) or (b) transfer, was the transf	
5 or fewer domestic corporations?	
<b>b</b> Did the transferor remain in existence after the transfer?	X Yes
If not, list the controlling shareholder(s) and their identifying num	per(s):
Controlling shareholder	Identifying number
a lifthe transferer was a member of an affiliated group filing a cons	alidated return was it the percent
c If the transferor was a member of an affiliated group filing a cons corporation?	
If not, list the name and employer identification number (EIN) of	he parent corporation:
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes No
	e actual transferor (but is not treated as such under section 367),
complete questions 2a through 2d.	
<b>a</b> List the name and EIN of the transferor's partnership:	
Name of partnership	EIN of partnership
CARLYLE PARTNERS V SA1 CAYMAN, L.P.	98-0641121
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer of	
c Is the partner disposing of its entire interest in the partnership?	Yes 🛛 🕅 No
d Is the partner disposing of an interest in a limited partnership that	t is regularly traded on an established
securities market?	
Part II Transferee Foreign Corporation Information (see	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
<u>QC HOLDINGS I PARTICIPACOES S.A.</u> <b>5</b> Address (including country) AV, BRIG, FARTA LITM	
<b>5</b> Address (including country) AV.BRIG.FARIA LIM BIBI-SAO PAULO SP BRAZIL 04.538-132 BF	
6 Country code of country of incorporation or organization (see ins	
BR	
<ul> <li>7 Foreign law characterization (see instructions)</li> </ul>	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporat	ion? Yes X No
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2008)
JSA	
0X2608 1.000	

Type of property	<b>(a)</b> Date of transfer	(b) Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	08/31/2010		538,916.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
inventory					
Assets subject to depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be					
leased (as described in					
Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Pa	rt IV Additional Information Regarding Transfer of Property(see instructions)		
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:		
	a) Before <u>NONE</u> % (b) After <u>.06</u> %		
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351		
l	Indicate whether any transfer reported in Part III is subject to any of the following:         Gain recognition under section 904(f)(3)         Gain recognition under section 904(f)(5)(F)         Recapture under section 1503(d)         Exchange gain under section 987	Yes Yes Yes Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Yes	X No
l	Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:         Tainted property         Depreciation recapture         Branch loss recapture         Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
15 :	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
I	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$		
16	Was cash the only property transferred?	X Yes	🗌 No
17 :	a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
I	• If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

# Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

## Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): QC Holdings I Participacoes S.A. EIN: None Av.Brig.Faria Lima, 3900 120 Andar Itaim Bibi-Sao Paulo, Brazil Country of Incorporation: Brazil
- (ii): Transfer of security/asset in the \$538,916 in consideration of ordinary shares. amount of

## Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$538,916 amount of

# *Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses*

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Form	9	2	6

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
CASEY FAMILY PROGRAMS	91-0793881
<ol> <li>If the transferor was a corporation, complete questions 1a throug</li> <li>a If the transfer was a section 361(a) or (b) transfer, was the transfer 5 or fewer domestic corporations?</li> <li>b Did the transferor remain in existence after the transfer?</li> <li>If not, list the controlling shareholder(s) and their identifying number</li> </ol>	eror controlled (under section 368(c)) by
Controlling shareholder	Identifying number
<ul> <li>c If the transferor was a member of an affiliated group filing a consecorporation?</li> <li>If not, list the name and employer identification number (EIN) of the second secon</li></ul>	Yes No
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	YesNo
<ul> <li>2 If the transferor was a partner in a partnership that was the complete questions 2a through 2d.</li> <li>a List the name and EIN of the transferor's partnership:</li> </ul>	actual transferor (but is not treated as such under section 367
Name of partnership	EIN of partnership
CARLYLE PARTNERS V (SCOT), L.P.	98-0675966
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer o	
<ul><li>c Is the partner disposing of its entire interest in the partnership?</li><li>d Is the partner disposing of an interest in a limited partnership that</li></ul>	is regularly traded on an established
securities market?	
Part II Transferee Foreign Corporation Information (see i	
3 Name of transferee (foreign corporation)	4 Identifying number, if any
APHG HOLDINGS 3 PTY LTD	FOREIGNUS
5 Address (including country)	
1001 PENNSYLVANIA AVE NW WASHINGTON, D 6 Country code of country of incorporation or organization (see inst	<u>C 20004</u> ructions)
AS	
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporati	
For Paperwork Reduction Act Notice, see separate instructions.	Form <b>926</b> (Rev. 12-2008
JSA 0X2608 1.000	

Type of property	<b>(a)</b> Date of transfer	(b) Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	10/12/2010		243,316.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventory					
inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or business not listed					
under another					
category					
Intangible					
property					
Property to be					
leased (as described in					
Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be					
sold (as described in					
Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Pa	rt IV Additional Information Regarding Transfer of Property(see instructions)		
<b>9</b> E	nter the transferor's interest in the foreign transferee corporation before and after the transfer:		
(	a) Before <u>NONE</u> % (b) After <u>.0227</u> %		
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351		
		Yes Yes Yes Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Yes	X No
		Yes Yes Yes Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
	Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
ł	If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$		
16	Was cash the only property transferred?	X Yes	🗌 No
17 a	Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
ł	If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

#### Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): APHG Holdings 3 PTY LTD EIN: ForeignUS 1001 Pennsylvania Ave NW Washington, DC Country of Incorporation: Australia
- (ii): Transfer of security/asset in the \$243,316 in consideration of ordinary shares. amount of

#### Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

#### Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$243,316 amount of

# Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

# Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Form	9	2	6

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

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution
---

Department of the Treasury Internal Revenue Service Attach to your income tax return for the year of the transfer or distribution.	Attachment Sequence No. <b>128</b>			
Part I U.S. Transferor Information (see instructions)				
Name of transferor Identifying number (s	ee instructions)			
CASEY FAMILY PROGRAMS 91-0793881				
<ul> <li>If the transferor was a corporation, complete questions 1a through 1d.</li> <li>a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?</li> <li>b Did the transferor remain in existence after the transfer?</li> <li>If not, list the controlling shareholder(s) and their identifying number(s):</li> </ul>	es No es No			
Controlling shareholder Identifying number				
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent				
corporation? Ye If not, list the name and employer identification number (EIN) of the parent corporation:	s X No			
Name of parent corporation EIN of parent corporation				
d Have basis adjustments under section 367(a)(5) been made?	s X No			
2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such un	der section 367),			
complete questions 2a through 2d. a List the name and EIN of the transferor's partnership:				
Name of partnership EIN of partnership				
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer of partnership assets?	es No			
	es 🗌 No			
d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established				
securities market?	es No			
3 Name of transferee (foreign corporation) 4 Identifying num				
INVESCO ASIA REAL ESTATE FEEDER FUND I, LP 98-06125	75			
5 Address (including country) P.O. BOX 309, SOUTH CHURCH STREET GEORGE TOWN GRAND CAYMAN, KY1-1205 CJ				
GEORGE IOWN GRAND CAIMAN, RII-IZOJ CO				
6 Country code of country of incorporation or organization (see instructions)				
6 Country code of country of incorporation or organization (see instructions) CJ				
<ul> <li>6 Country code of country of incorporation or organization (see instructions)</li> <li>CJ</li> <li>7 Foreign law characterization (see instructions)</li> </ul>				
Country code of country of incorporation or organization (see instructions)     CJ     Foreign law characterization (see instructions)     CORPORATION				
6       Country code of country of incorporation or organization (see instructions)         CJ       7         7       Foreign law characterization (see instructions)         CORPORATION       8         8       Is the transferee foreign corporation a controlled foreign corporation?         X       Yes	No 1926 (Rev. 12-2008)			

Type of property	<b>(a)</b> Date of transfer	(b) Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	<b>(e)</b> Gain recognized on transfer
Cash	02/25/2010		55,999.		
Stock and					
securities					
Installment					
obligations,					
account					
receivables or similar property					
Similar property					
Foreign currency					
or other property					
denominated in					
foreign currency					
Inventor					
Inventory					
Assets subject to					
depreciation					
recapture (see Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property					
used in trade or					
business not listed under another					
category					
Intangible					
property					
Property to be					
leased (as					
described in Temp. Regs. sec.					
1.367(a)-4T(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests					
(as described in					
Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

#### Supplemental Information Required To Be Reported (see instructions):

Ρ	art IV Additional Information Regarding Transfer of Property (see instructions)		
9	Enter the transferor's interest in the foreign transferee corporation before and after the transfer:		
	(a) Before <u>30.979</u> % (b) After <u>31.284</u> %		
10	Type of nonrecognition transaction (see instructions) ► IRC SECTION 351		
	<ul> <li>Indicate whether any transfer reported in Part III is subject to any of the following:</li> <li>a Gain recognition under section 904(f)(3)</li> <li>b Gain recognition under section 904(f)(5)(F)</li> <li>c Recapture under section 1503(d)</li> <li>d Exchange gain under section 987</li> </ul>	Yes	X No X No X No X No
12	Did this transfer result from a change in the classification of the transferee to that of a foreign corporation	? Yes	X No
	Indicate whether the transferor was required to recognize income under Temporary Regulations sections         1.367(a)-4T through 1.367(a)-6T for any of the following:         a Tainted property         b Depreciation recapture         c Branch loss recapture         d Any other income recognition provision contained in the above-referenced regulations	Yes	X No X No X No X No
14	Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)	? <b>Yes</b>	X No
15	a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?		X No
	<ul> <li>b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ►\$</li> </ul>		
16	Was cash the only property transferred?	X Yes	No
17	a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?		X No
	<b>b</b> If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:	9	
_			

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

# Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

## Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): Invesco Asia Real Estate Feeder Fund I, LP EIN: 98-0612575
  P.O. Box 309, South Church Street, George Town Grand Cayman, Cayman Islands
  Country of Incorporation: Cayman Islands
- (ii): Transfer of security/asset in the \$55,999 in consideration of ordinary shares. amount of

## Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$55,999 amount of

# *Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses*

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Form	9	2	6

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

OMB No. 1545-0026

	tment of the Treasury al Revenue Service	Attach to your income tax return for	the year of the transfer or distribution	on.	Attachment Sequence No. <b>128</b>
Par	t I U.S. Transf	eror Information (see instructions)			
	e of transferor			Identifying number (	,
C7	ASEY FAMILY			91-0793881	
1 a		s a corporation, complete questions 1a through a section 361(a) or (b) transfer, was the transfer		68(c)) by	
		c corporations?		Y	es No
b	Did the transferor r	emain in existence after the transfer?		X Y	es No
	If not, list the contro	olling shareholder(s) and their identifying numbe	r(s):		
	С	ontrolling shareholder	Ident	ifying number	
С		s a member of an affiliated group filing a consoli and employer identification number (EIN) of the	-		es No
		ne of parent corporation		arent corporation	
			*	<u> </u>	
d	Have basis adjustn	nents under section 367(a)(5) been made?		Y	es No
2	complete question	vas a partner in a partnership that was the a s 2a through 2d. EIN of the transferor's partnership:	actual transferor (but is not	treated as such ur	nder section 367),
d		· ·			
		Name of partnership	EIN d	of partnership	
b	Did the partner pick	<ul> <li>up its pro rata share of gain on the transfer of p</li> </ul>	partnership assets?	Υ	es No
С	Is the partner dispo	osing of its entire interest in the partnership?		🗌 Y	es No
d		osing of an interest in a limited partnership that is	•		
				Y	es No
Par 3		Foreign Corporation Information (see insection)	structions)	4 Identifying nun	nhor if any
-			FEEDER	98-05739	
5	Address (including		ID HOUSE		,10
	RAND CAYMAN	, KY1-1104 CJ			
<b>6</b> С т	Country code of co	untry of incorporation or organization (see instru	cuons)		
<u>CJ</u> 7	Foreign law charac	terization (see instructions)			
	RTNERSHIP				
8		reign corporation a controlled foreign corporation	n?	X Yes	No
For P		Act Notice, see separate instructions.			m <b>926</b> (Rev. 12-2008)
JSA 0X2608	3 1.000				

Type of property	(a) Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Fair market value on date of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		1,372,357.		
Stock and					
securities					
Installment					
obligations,					
account receivables or					
similar property					
Foreign currency or other property					
denominated in					
foreign currency					
la canta a c					
Inventory					
Assets subject to					
depreciation recapture (see					
Temp. Regs. sec.					
1.367(a)-4T(b))					
Tangible property used in trade or					
business not listed					
under another					
category					
late a sible					
Intangible property					
F F					
Property to be					
leased (as					
described in					
Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be					
sold (as					
described in Temp. Regs. sec.					
1.367(a)-4T(d))					
Transfers of oil and					
gas working interests (as described in					
Temp. Regs. sec.					
1.367(a)-4T(e))					
Other property					
· · ·					

#### Supplemental Information Required To Be Reported (see instructions):

Additional Information Regarding Transfer of Property(see instructions)		
Enter the transferor's interest in the foreign transferee corporation before and after the transfer:		
(a) Before $42.86$ % (b) After $42.86$ %		
Type of nonrecognition transaction (see instructions) ► IRC SECTION 351		
Indicate whether any transfer reported in Part III is subject to any of the following:         a Gain recognition under section 904(f)(3)         b Gain recognition under section 904(f)(5)(F)         c Recapture under section 1503(d)         d Exchange gain under section 987	Yes Yes Yes Yes	X No X No X No X No
Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?	Yes	X No
Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: a Tainted property b Depreciation recapture c Branch loss recapture d Any other income recognition provision contained in the above-referenced regulations	Yes Yes Yes Yes	X No X No X No X No
Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?	Yes	X No
a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?	Yes	X No
<ul> <li>b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ►\$</li> </ul>		
Was cash the only property transferred?	X Yes	No
a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?	Yes	X No
<b>b</b> If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:		
	Enter the transferor's interest in the foreign transferee corporation before and after the transfer: a) Before <u>42.86</u> % (b) After <u>42.86</u> % Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u> Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3) Gain recognition under section 904(f)(5)(F) Recapture under section 1503(d) texchange gain under section 987 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following: Tainted property Branch loss recapture Any other income recognition provision contained in the above-referenced regulations Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(ii)? bit the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ Was cash the only property transferred? Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Type, "describe the nature of the rights to the intangible property that was transferred as a result of the transferred section for the rights to the intangible property that was transferred as a result of the transferred section for the rights to the intangible property that was transferred as a result of the transferred section for the rights to the intangible property that was transferred as a result of the transferred section for the rights to the intangible property that was transferred as a result of the transferred section for the rights to the intangible property that was transferred as a result of the transferred section for the rights to the intangible property that was transferred as a result of the construction for the rights to the intangible	Enter the transferor's interest in the foreign transferee corporation before and after the transfer: a) Before <u>42.86</u> % (b) After <u>42.86</u> % Type of nonrecognition transaction (see instructions) ► <u>IRC SECTION 351</u> Indicate whether any transfer reported in Part III is subject to any of the following: a Gain recognition under section 904(f)(3)

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

# Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs EIN: 91-0793881 2001 Eighth Ave., Suite 2700 Seattle, WA 98121

#### Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): Invesco Asian Real Estate Partners II (USD Feeder), LP EIN: 98-0573913
  P.O. Box 309, Ugland House Grand Cayman, Cayman Islands Country of Incorporation: Cayman Islands
- (ii): Transfer of security/asset in the \$1,372,357 in consideration of ordinary shares. amount of

## Regulations Section 1.6038B-1T(c)(3): Consideration Received

**Ordinary Shares** 

## Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the \$ 1,372,357 amount of

# Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

## Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)