Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

130

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

OMB No 1545-0052
2012
Open to public Inspection

For calendar year 2012 or tax year beginning FEB 1, 2012 **, and ending** JAN 31, 2013

Name of foundation
THE JOHN AND SOPHIE OTTENS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 4389

Room/suite

City or town, state, and ZIP code
WEST SEDONA, AZ 86340-4389

A Employer identification number
86-0911
-*1121

B Telephone number
212-889-9250

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 18,490,974.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	437,976.	437,976.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	353,575.			
b	Gross sales price for all assets on line 6a 1,857,338.				
7	Capital gain net income (from Part IV, line 2)		353,575.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-25,984.	-25,984.		STATEMENT 2
12	**Total** Add lines 1 through 11	765,567.	765,567.		
13	Compensation of officers, directors, trustees, etc	156,000.	156,000.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	14,500.	14,500.		0.
c	Other professional fees STMT 4	59,364.	59,364.		0.
17	Interest				
18	Taxes STMT 5	9,173.	9,173.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	11,401.	11,401.		0.
24	**Total operating and administrative expenses** Add lines 13 through 23	250,438.	250,438.		0.
25	Contributions, gifts, grants paid	1,557,480.			1,557,480.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,807,918.	250,438.		1,557,480.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,042,351.			
b	**Net investment income** (if negative, enter -0-)		515,129.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

5770L8

FOK

55

6

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	841,697.	6,676.	6,676.
	2	Savings and temporary cash investments	456,156.	1,198,153.	1,198,153.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	14,742,306.	13,818,375.	16,402,272.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	938,703.	883,873.	883,873.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	16,978,862.	15,907,077.	18,490,974.
Liabilities	17	Accounts payable and accrued expenses	540.	540.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	540.	540.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	16,978,322.	15,906,537.	
	30	**Total net assets or fund balances**	16,978,322.	15,906,537.	
	31	**Total liabilities and net assets/fund balances**	16,978,862.	15,907,077.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total 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	16,978,322.
2	Enter amount from Part I, line 27a	2	-1,042,351.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,935,971.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	29,434.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,906,537.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,857,338.		1,503,763.	353,575.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				353,575.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	353,575.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,658,178.	17,644,583.	.093977
2010	1,487,378.	18,057,215.	.082370
2009	1,322,586.	17,006,461.	.077770
2008	1,223,703.	18,644,120.	.065635
2007	1,094,275.	22,299,862.	.049071

2 **Total** of line 1, column (d)	2	.368823
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.073765
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,714,997.
5 Multiply line 4 by line 3	5	1,232,982.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,151.
7 Add lines 5 and 6	7	1,238,133.
8 Enter qualifying distributions from Part XII, line 4	8	1,557,480.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	5,151.
c 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-)			2	0.
3 Add lines 1 and 2			3	5,151.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	5,151.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,119.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	7,119.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,968.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		1,968. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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*	1b		X
c 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. ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • 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	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ,CO			
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 *General Instruction G? If "No," attach explanation*	8b	X	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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	X	

Website address ▶ N/A

14 The books are in care of ▶ STEVEN K. ARONOFF Telephone no. ▶212-889-9250

Located at ▶499 PARK AVENUE, 23RD FL., NEW YORK, NY ZIP+4 ▶10022

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 ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority 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 ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(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)? ☐ Yes ☒ No			
	(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 ☒ No			
b	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 were not corrected before the first day of the tax year beginning in 2012?	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)):			
a	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? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** 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 ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	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		X

Part VII-B Statements Regarding A ties for Which Form 4720 May Be Req[redacted]d *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 account, other allowances
HENRY O. HOOPER P.O. BOX 429 RIDGWAY, CO 81432	PRESIDENT/DIRECTOR 20.00	69,000.	0.	0.
JEANNE R. HOOPER P.O. BOX 429 RIDGWAY, CO 81432	DIRECTOR 7.00	9,000.	0.	0.
STEVEN K. ARONOFF 499 PARK AVENUE NEW YORK, NY 10022	SECRETARY/TREASURER/DIRECT 15.00	69,000.	0.	0.
CYNTHIA L. ARONOFF 499 PARK AVENUE NEW YORK, NY 10022	DIRECTOR 7.00	9,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and 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 account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
GREYCOURT & CO, INC. 607 COLLEGE AVENUE, PITTSBURGH, PA 15232	INVESTMENT ADVISOR	51,475.

Total number of others receiving over $50,000 for professional services ▶ 0

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 SEE STATEMENT 10	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	16,402,272.
b	Average of monthly cash balances		1b	567,268.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	16,969,540.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	16,969,540.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	254,543.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	16,714,997.
6	**Minimum investment return** Enter 5% of line 5		6	835,750.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	835,750.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 5,151.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,151.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	830,599.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	830,599.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	830,599.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,557,480.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	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	1,557,480.
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	5	5,151.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,552,329.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					830,599.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	13,513.				
b From 2008	303,563.				
c From 2009	475,695.				
d From 2010	590,165.				
e From 2011	780,801.				
f Total of lines 3a through e		2,163,737.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,557,480.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					830,599.
e Remaining amount distributed out of corpus		726,881.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below.**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,890,618.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
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			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		13,513.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		2,877,105.			
10 Analysis of line 9.					
a Excess from 2008	303,563.				
b Excess from 2009	475,695.				
c Excess from 2010	590,165.				
d Excess from 2011	780,801.				
e Excess from 2012	726,881.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "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 investment return shown in Part X, line 6 for each year listed					
c "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 support 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.)

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

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 ▶ ☐ 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

HENRY O. HOOPER, 970-626-5310
P.O. BOX 429, RIDGWAY, CO 81432

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:

SEE STATEMENT ATTACHED

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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
a *Paid during the year*				
SEE STATEMENT ATTACHED				1,557,472.
THROUGH MESIROW FINANCIAL PRIVATE EQUITY				8.
Total			▶ 3a	1,557,480.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	437,976.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-25,984.	
8 Gain or (loss) from sales of assets other than inventory			18	353,575.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		765,567.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 765,567.

(See worksheet in line 13 instructions to verify calculations.)

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 the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ 10/07/2013 ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALAN WILLINGER		9/27/13		P00771701

Firm's name ▶ ROSEN SEYMOUR SHAPSS MARTIN & CO. LLP

Firm's EIN ▶ 13-5653927

Firm's address ▶ 757 THIRD AVENUE
NEW YORK, NY 10017

Phone no. 212 303-1800

Mesirow Financial Private Equity Partnership Fund III, LP
EIN: 20-2603218
Schedule K-1 Supplemental Detail

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (Form 8621)

Mesirow Financial Private Equity Partnership Fund III, L P has made a timely Qualified Electing Fund (QEF) election with respect to its investments in underlying Passive Foreign Investment Companies (PFIC), effective for each year of ownership, and has filed the required Forms 8621

The first U S shareholder that has made a QEF election for a PFIC is required to include income currently under IRC §1293 and to file Form 8621 As a partner in the U S partnership that has made the QEF election and filed Form 8621, your allocable share of this income is not required to be reported on an additional Form 8621

Return of U.S. Persons with Respect to Certain Foreign Partnerships (Form 8865)

Certain US person who make investments in foreign partnerships are required to file Form 8865 with their income tax return Mesirow Financial Private Equity Partnership Fund III, LP contributed property to various foreign partnerships during the 2012 tax year resulting in a Form 8865 filing requirement for Mesirow Financial Private Equity Partnership Fund III, LP with regards to some foreign partnerships For the foreign partnerships that Mesirow Financial Private Equity Partnership Fund III, LP filed Form 8865, you are not required to report these contributions because Mesirow Financial Private Equity Partnership Fund III, LP filed the appropriate Form 8865 and properly reported the required information

However, Mesirow Financial Private Equity Partnership Fund III, LP made contributions to some foreign partnerships during the year that did not require it to file Form 8865 Your investment in Mesirow Financial Private Equity Partnership Fund III, LP may result in additional reporting requirements related to your indirect contribution of capital to foreign partnerships Below is information on Mesirow Financial Private Equity Partnership Fund III, LP's contributions to foreign partnerships for which Mesirow Financial Private Equity Partnership Fund III, LP has not filed Form 8865 Please consult your tax advisor

Foreign Partnership	TPG Partners V-AIV L P	Foreign Partnership	Blackstone Capital Partners (Cayman II) V LP
EIN	98-0502263	EIN	98-0578154
Capital Contributed	$ 8,779	Capital Contributed	$ 16,610
Foreign Partnership	Blackstone Capital Partners (Cayman) V LP	Foreign Partnership	Blackstone Capital Partners (Cayman) V-NQ LP
EIN	98-0484223	EIN	98-0627222
Capital Contributed	$ 86,122	Capital Contributed	$ 552
Foreign Partnership	TPG Luna V-AIV, L P	Foreign Partnership	Blackstone Capital Partners (Cayman II) V-NQ LP
EIN	98-0637659	EIN	98-0654255
Capital Contributed	$ 15,796	Capital Contributed	$ 16

Reportable Transaction Disclosure Statement (Form 8886)

The following information was reported to Mesirow Financial Private Equity Partnership Fund III, LP from various partnerships in which it has a direct interest This information relates to the Form 8886 - Reportable Transaction Disclosure Statement filed by the partnerships in the current year to report certain losses Mesirow Financial Private Equity Partnership Fund III, LP did not file Form 8886 because its share of each of these losses was less than $2 Million for the current year, and less than $4 Million cumulatively which is under the filing threshold for a partnership

Pursuant to to Treasury Reg §1 6011-4 you may be required to disclose your participation in reportable transactions through your indirect partnership interest based on your share of the loss transactions Please consult with your tax advisor as to your possible reporting requirements

*Please note that the amounts below represent Mesirow Financial Private Equity Partnership Fund III, LP's proportionate share of each loss transaction A partner in the fund may compute his share of loss by multiplying his interest in the fund by the amount of loss as indicated below

Partnership that filed Form 8886
New Enterprise Associates 12 LP
EIN 20-4670653

Name of reportable transaction Section 165 Loss Transaction
Initial Year Filer and Protective Disclosure

Description of transaction(s)

Investment	Date	Long Term Capital Loss
Consona Corporation	2012	$ (13,227)

New Enterprise Associates 12 LP ("the Partnership") originally purchased series B Preferred Stock and received escrow shares which were later converted to Series B Preferred Stock All the aforementioned shares were sold in the current year when the company was acquired by Consona Superior Holdings, Inc The Partnership cannot confirm that the losses are exempt from reporting under Rev Proc 2013-11

Name of reportable transaction Section 165 Loss Transaction
Initial Year Filer and Protective Disclosure

Description of transaction(s)

Investment	Date	Long Term Capital Loss
Aprius, Inc	2012	$ (46,224)

New Enterprise Associates 12 LP ("the Partnership") originally purchased series A and B Preferred Stock All the aforementioned shares were written off in the current year The Partnership cannot confirm that the losses are exempt from reporting under Rev Proc 2013-11

Partnership that filed Form 8886
Opus Capital Venture Partners V, L.P.
EIN 27-0141703

Protective Disclosure Yes

Description of transaction(s)

Investment	Date	Total Cost	Total Proceeds
Pudding Media, Inc	2/29/2012	$ 177,522	$ -

Partnership that filed Form 8886
Meritech Capital Partners III LP
EIN 20-3198538

Protective Disclosure Yes

Description of transaction(s)

Investment	Date	Total Cost	Total Proceeds
Zipcar, Inc	Various	$ 279,917	$ 126,495

Partnership that filed Form 8886
Providence Equity Partners VI International LP
EIN 20-8419018

Name of reportable transaction Section 988 Loss Transaction
Amount of Loss $5,088
Description of transaction

Providence Equity Partners VI International LP ("the partnership") trades in various stocks, securities and related financial instruments for its own account As part of such activity, the partnership engages in transactions that result in IRC 988 ordinary gains and/or losses Losses reported herein as well as gains have resulted from the regular activities of the partnership Any reportable losses, recognized this year, may be the result of acquisitions in this or prior year(s)

The adjusted tax basis of non-US dollar denominated currencies obtained by the partnership is determined by way of cash paid and gains and losses on such currency transactions are characterized as ordinary under IRC 988

Counterparty/agent Galileo Global Education Holding SARL (EIN 98-0641472), 31, Grand Rue, L-1661 Luxembourg (FOREIGN)

Partnership that filed Form 8886
Apax Europe VII-A, L.P.
EIN 98-0525720

Name of reportable transaction Section 165 Loss Transaction

Description of transaction(s)

Name of reportable transaction	Iridium Scotland LP Worthless Stock
Initial Year	2012
Amount of loss	$ (1,107,805)
Nature of loss	Write-off of Worthless Stock

Name of reportable transaction Section 988 Loss Transaction

Description of transaction(s)

Investment	Date		Loss
Apollo Currency Hedge	3/12/2012	$	(1,521)
Apollo Currency Hedge	3/29/2012	$	(39)
Orange Sydication	3/29/2012	$	(2)
Paradigm Sydication	8/20/2012	$	(39)

Partnership that filed Form 8886
JMI Equity Fund VI, L.P.
EIN 26-0344837

Name of reportable transaction Section 988 Loss Transaction
Protective Disclosure Yes
Amount of Loss $32,928

Partnership that filed Form 8886
Accel X L.P.
EIN 26-1343260

Investment Verivue, Inc
Amount of Loss $11,561

Partnership that filed Form 8886
TA X, L.P.
EIN 20-4529991

Name of reportable transaction Section 165 Loss Transaction

Description of transaction(s)

TA X, LP is in the business of investing in stocks and securities to increase its assets under management During the calendar year ended 12/31/2012, TA X, LP disposed of the investments listed below Both investments were disposed of at a loss The fund does not have "qualifying basis", as defined in Revenue Procedure 2004-66 This transaction is part of the funds regular investing activity and is based on business economics rather than any plan to achieve a tax benefit

Investment		Loss
K2 Advisory Holdings, LLC - warrants	$	(24,979)
TA Weather Holdings X, LTD	$	(47,408)

Partnership that filed Form 8886
DCM V, LP
EIN 98-0504084

Name of reportable transaction Section 165 Loss Transaction

Description of transaction(s)

Investment	Abound Solar	
Total Tax Loss	$	(1,166,797)

Partnership that filed Form 8886
HFCP VI AIV, L.P.
EIN 26-1269450

In accordance with recent guidance issued by the IRS in Notice 2006-16, HFCP VI AIV, L P (EIN 26-1269450) has received acknowledgements that the following entities, in which it has an indirect interest, have or will comply with their separate disclosure obligations under Treasury Regulation Section 1 6011-4 with respect to transactions described in IRS Notice 2002-35 by filing Forms 8886, Reportable Transaction Disclosure Statement, under Treasury Regulation Section 1 6011-4(F)(2)

1 Canyon Value Realization Fund, LP (EIN 95-4449342)
2 Lone Cypress, Ltd (EIN 98-0184601)
3 SC Fundamental Value Fund, LP (EIN 13-3563962)
4 Tiger Asia Fund, LP (EIN 13-41433959)
5 Lone Kauri, Ltd (EIN 98-0371241)

Because of your indirect interest in these entities, HFCP VI AIV, L P has and will continue to maintain these acknowledgements in the office of the tax matters partner, on your behalf In accordance with Notice 2006-16, Section 3 02, by timely receipt of these acknowledgements, you should not be required to file a disclosure statement for these transactions, provided your only disclosure obligation with respect to these transactions, under Treasury Regulation Section 1-6011-4(b) arises from your indirect interest in these entities

If you are a pass-through entity receiving these acknowledgements, you must timely provide a copy to taxpayers holding an interest in your pass-through entity, under notice 2006-16, Section 3 02, in order for such taxpayers to be relieved of the requirement to file a disclosure statement for these transactions, *provided their only disclosure obligation with respect to these transactions, under Treasury Regulation Section 1-6011-4(b) arises from their indirect interest* in these entities

Please consult your tax advisor with regard to the acknowledgements and notice 2006-16

Return by a U.S. Transferor of Property to a Foreign Corporation (Form 926)

Mesirow Financial Private Equity Partnership Fund III, LP indirectly transferred property to foreign corporations in nonrecognition transactions (IRC §351) *The following information is provided so that you or your ultimate owners are able to complete and file Form 926 Please consult your tax advisor on any* possible filing requirements

**Please note that the amounts below represent Mesirow Financial Private Equity Partnership Fund III, LP's proportionate share of the amount transferred* A partner in the fund may compute his share of investment of cash by multiplying his interest in the fund by the amount of cash transferred as indicated below

Partnership that was the actual transferor
Apax Europe VI-A, LP
EIN 98-0441546

Part II, Line

3	*Name of transferee (foreign corporation)*	Salsa Retail Holding Topco S A R L	Unilabs Holding AB
4	US identifying number	N/A - Foreign	N/A - Foreign
5	Adress of transferee	1-3, Boulevard De La Foire, L-1528 Luxembourg	Box 1061, 405 22 Goteborg, Sweden
6	Country code of country of	LU	SW
7	Foreign law characterization	Corporation	Corporation
8	Controlled foreign corporation	No	No

Part III

	Type of property transferred	Cash	Cash
(a)	*Date of transfer*	Various	Various
(c)	FMV on date of transfer	$35,108	$58,570

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	0 051566%	0 064973%
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 051566%	0 064973%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No
	Question 16	Yes	Yes

Partnership that was the actual transferor
Canaan VII L.P.
EIN 04-3813723

Partnership that was the actual transferor
Spectrum Equity Investors V, L.P.
EIN 06-1732720

Part II, Line

3	Name of transferee (foreign corporation)	Liveu Ltd	Trintech Holdings LTD
4	US identifying number	N/A - Foreign	N/A - Foreign
5	Adress of transferee	P O Box 2076, Kfar-Saba 44641 IS, Israel	Classon House, Dundrum Business Park, Dundrum, Dublin 14, Ireland

6	Country code of country of incorporation of transferee	IS		EI
7	Foreign law characterization	Corporation		Corporation
8	Controlled foreign corporation	No		Yes

Part III

	Type of property transferred	Cash		Cash
(a)	Date of transfer	9/6/2012		1/3/2011
(c)	FMV on date of transfer	$59,000		$277,441

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	0 530000%		0 000000%
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 470000%		0 500775%
10	Type of nonrecognition transaction	IRC Section 351		IRC Section 351
	Questions 11 -15a, 17a	No		No
	Question 16	Yes		Not applicable
				Yes

Partnership that was the actual transferor
Healthcare Ventures VIII, L.P.
EIN 84-1684310

Part II, Line

3	Name of transferee (foreign corporation)	Vaxxas Pty Ltd	Cellnovo Limited
4	US identifying number	N/A - Foreign	98-0597600
5	Adress of transferee	18 Bulletin Place, Level 2, Sydney, NSW 2000, Australia	Ethos Building, Swansea, SA1 8AS, United Kingdom
6	Country code of country of incorporation of transferee	AS	UK
7	Foreign law characterization	Corporation	Corporation
8	Controlled foreign corporation	No	No

Part III

	Type of property transferred	Cash	Cash
(a)	Date of transfer	Various	12/18/2012
(c)	FMV on date of transfer	$10,975	$48,288

Part IV, Line

10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No
	Question 16	Yes	Yes

Partnership that was the actual transferor
EQT V (No. 2) Limited Partnership
EIN 98-0506797

Part II, Line

3	Name of transferee (foreign corporation)	Sophie Holding Guernsey I Limited	Delphi Holding Guernsey Limited	Fashion Holding Guernsey Limited
4	US identifying number	N/A - Foreign	N/A - Foreign	N/A - Foreign
5	Adress of transferee	P O Box 269 Visit Ground Floor National Westminster House, Le Truchot, St Peter Port, GK GY1 3RA	P O Box 269 Visit Ground Floor National Westminster House, Le Truchot, St Peter Port, GK GY1 3RA	P O Box 269 Visit Ground Floor National Westminster House, Le Truchot, St Peter Port, GK GY1 3RA
6	Country code of country of incorporation of transferee	GK	GK	GK
7	Foreign law characterization	Corporation	Corporation	Corporation
8	Controlled foreign corporation	No	No	No

Mesirow Financial Private Equity Partnership Fund III, LP
EIN: 20-2603218
Schedule K-1 Supplemental Detail

Part III

Type of property transferred	Cash	Cash	Cash
(a) Date of transfer	Various	2/6/2012	12/31/2012
(c) FMV on date of transfer	$131,005	$135,495	$107,949

Part IV, Line

9a Transferor's interest in the foreign transferee corporation before the transfer	0 467810%	0 460892%	0 467810%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 467810%	0 460892%	0 467810%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No	No
Question 15b, 17b	Not applicable	Not applicable	Not applicable
Question 16	Yes	Yes	Yes

Part I, Line

2b	No	No	No
2c	No	No	No
2d	No	No	No

Part II, Line

3 Name of transferee (foreign corporation)	In Fiber	Dometic	Blizoo
4 US identifying number	N/A - Foreign	N/A - Foreign	N/A - Foreign
5 Adress of transferee	P O Box 1431 Vika, 0115, Oslo	Torggatan 8, 17154 Solna, Sweden	Lozenets, 51A Nikola Vaptsarov Blvd, 1407 Sofia, Bulgaria
6 Country code of country of incorporation of transferee	NO	SW	BU
7 Foreign law characterization	Corporation	Corporation	Corporation
8 Controlled foreign corporation	No	No	No

Part III

Type of property transferred	Cash	Cash	Cash
(a) Date of transfer	2/4/2011	4/21/2011	9/16/2011
(c) FMV on date of transfer	$530,631	$3,259,059	$132,480

Part IV, Line

9a Transferor's interest in the foreign transferee corporation before the transfer	0 000000%	0 000000%	0 456471%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 452949%	0 430301%	0 475596%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No	No
Question 15b, 17b	Not applicable	Not applicable	Not applicable
Question 16	Yes	Yes	Yes

Partnership that was the actual transferor
Intrawest Cayman LP
EIN 98-0523933

Partnership that was the actual transferor
Fortress Investment Fund IV (Fund D) LP
EIN 98-0485598

Part II, Line

3 Name of transferee (foreign corporation)	Intrawest Europe Holdings S A R L	SKI ITW BD S A R L
4 US identifying number	N/A - Foreign	98-0597016
5 Adress of transferee	16 Ave Pasteur L-2310 Luxembourg	2-4 Rue Beck L-1222 Luxembourg
6 Country code of country of incorporation of transferee	LU	LU
7 Foreign law characterization	Limited Liability Company	Limited Liability Company
8 Controlled foreign corporation	Yes	Yes

Mesirow Financial Private Equity Partnership Fund III, LP
EIN: 20-2603218
Schedule K-1 Supplemental Detail

Part III		
Type of property transferred	Cash	Cash
(a) Date of transfer	Various	10/2/2012
(c) FMV on date of transfer	$9,605	$234,581
Part IV, Line		
9a Transferor's interest in the foreign transferee corporation before the transfer	0 092100%	0 215900%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 092100%	0 215900%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No
Question 16	Yes	Yes

Partnership that was the actual transferor		Partnership that was the actual transferor
	Madison Dearborn Capital Partners V-A, LP	**M/C AWS Canada S.A.R.L.**
	EIN 20-3771357	EIN 98-0592118
Part II, Line		
3 Name of transferee (foreign corporation)	Q9 Holdings, Inc	Public Mobile
4 US identifying number	N/A-Foreign	N/A - Foreign
5 Adress of transferee	Suite 4400, POX 235, 77 King Street West, Toronto, On M5K 1J3, Canada	1920 Yonge Street, Toronto, ON, M4S 3E2, Canada
6 Country code of country of incorporation of transferee	CA	CA
7 Foreign law characterization	Corporation	Corporation
8 Controlled foreign corporation	No	Yes
Part III		
Type of property transferred	Cash	Cash
(a) Date of transfer	10/15/2012	Various
(c) FMV on date of transfer	$61,240	$136,553
Part IV, Line		
9a Transferor's interest in the foreign transferee corporation before the transfer	0 000000%	Various
9b Transferor's interest in the foreign transferee corporation after the transfer	0 008964%	Various
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No
Question 16	Yes	Yes

Partnership that was the actual transferor
Opus Capital Venture Partners V, L.P.
EIN 27-0141703

Part II, Line		
3 Name of transferee (foreign corporation)	Clarizen	Sisense
4 US identifying number	N/A - Foreign	N/A - Foreign
5 Adress of transferee	4 Hacharash Street, PO Box 7330, Hod Hasharon, 45241	36-A Hanamal St Tel Aviv, 65306
6 Country code of country of incorporation of transferee	IS	IS
7 Foreign law characterization	Corporation	Corporation
8 Controlled foreign corporation	No	No

Mesirow Financial Private Equity Partnership Fund III, LP
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Part III

Type of property transferred	Cash	Cash
(a) Date of transfer	4/12/2012	Various
(c) FMV on date of transfer	$47,552	$63,850

Part IV, Line

9a Transferor's interest in the foreign transferee corporation before the transfer	0 503706%	0 798125%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 473909%	1 020536%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No
Question 15b	N/A	N/A
Question 16	Yes	Yes

Partnership that was the actual transferor	**TPG Partners V-AIV, L.P.** EIN 98-0502263	**Blackstone Capital Partners(Cayman) V, LP.** EIN 98-0484223

Part II, Line

3 Name of transferee (foreign corporation)	Aptina (Cayman), Inc	Osum Oil Sands Corp
4 US identifying number	98-0627858	Foreign- N/A
5 Adress of transferee	Walker House, 87 Mary Street, George Town, Grand Cayman, KY1 9002 Cayman Islands	1204 Kensington Rd NW, Suite 300, Calgary, Alberta T2N 3P5, Canada
6 Country code of country of incorporation of transferee	CJ	CA
7 Foreign law characterization	Corporation	Corporation
8 Controlled foreign corporation	Yes	Yes

Part III

Type of property transferred	Cash	Cash
(a) Date of transfer	11/19/2012	Various
(c) FMV on date of transfer	$8,634	$21,934

Part IV, Line

9a Transferor's interest in the foreign transferee corporation before the transfer	0 021800%	0 006049%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 023500%	0 006049%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No
Question 16	Yes	Yes

Partnership that was the actual transferor
DCM V, L.P.
EIN 98-0504084

Part II, Line

3 Name of transferee (foreign corporation)	DXY	LUMI	MBAOBAO

Part III

Type of property transferred	Cash	Cash	Cash
(c) FMV on date of transfer	$3,992	$4,391	$3,194

Part IV, Line

9a Transferor's interest in the foreign transferee corporation before the transfer	0 000000%	0 000000%	0 000000%

Mesirow Financial Private Equity Partnership Fund III, LP
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9b Transferor's interest in the foreign transferee corporation after the transfer	0 814960%	0 856091%	0 794394%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No	No
Question 16	Yes	Yes	Yes

Fortress Investment Fund IV (Coinvestment Fund D) LP
EIN 98-0491184

Partnership that was the actual transferor
The Resolute Fund II SIE, L.P.
EIN 98-0587497

Part II, Line		
3 Name of transferee (foreign corporation)	SKI ITW BD S A R L	Milestone Aviation Group Limited
4 US identifying number	98-0597016	98-0657545
5 Adress of transferee	2-4 Rue Beck L-1222 Luxembourg	Block 4, Harcourt Center, Harcourt Road, Dublin 2, Ireland
6 Country code of country of incorporation of transferee	LU	BD
7 Foreign law characterization	Limited Liability Company	Corporation
8 Controlled foreign corporation	Yes	No
Part III		
Type of property transferred	Cash	Cash
(a) Date of transfer	10/2/2012	Various
(c) FMV on date of transfer	$167,142	$7,979
Part IV, Line		
9a Transferor's interest in the foreign transferee corporation before the transfer	0 153800%	
9b Transferor's interest in the foreign transferee corporation after the transfer	0 153800%	0 428572%
10 Type of nonrecognition transaction	IRC Section 351	0 433884%
Questions 11 -15a, 17a	No	IRC Section 351
Question 16	Yes	No
		Yes

Partnership that was the actual transferor
Providence Equity Partners VI International LP
EIN 20-8419018

Part II, Line			
3 Name of transferee (foreign corporation)	Blitz F12-eins-sieben GmbH	Young Lion Holdings Limited	NCC Holdco I B V
4 US identifying number	N/A - Foreign	98-0691467	N/A- Foreign
5 Adress of transferee	Munchener Stape 101 h, 85737, Ismaning Germany	Romasco Place, Wickhams Cay 1 P O Box 3140, Road Town, Tortola, VG 1110, British Virgin Islands	Fred Roeskestraat 123 1076 EE Amsterdam, The Netherlands
6 Country code of country of incorporation of transferee	GM	VI	NL
7 Foreign law characterization	Corporation	Corporation	Corporation
8 Controlled foreign corporation	Yes	No	Yes
Part III			
Type of property transferred	Cash	Cash	Cash
(a) Date of transfer	7/10/2012	3/26/2012	4/20/2012
(c) FMV on date of transfer	$619,349	$54,276	$15,285
Part IV, Line			
9a Transferor's interest in the foreign transferee corporation before the transfer	0 000000%	0 066186%	0 157862%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 127595%	0 066186%	0 157862%

10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No	No
Questions 15b, 17b	N/A	N/A	N/A
Question 16	Yes	Yes	No

Part II, Line

3 Name of transferee (foreign corporation)	GTS Dutchco B V	Galileo Global Education Holding S A R L	8201706 Canada Inc
4 US identifying number	N/A -Foreign	98-0641472	N/A - Foreign
5 Adress of transferee	Fred Roeskestraat 123 1076 EE Amsterdam, The Netherlands	31 Grand Rue, L-1661, Luxembourg	100 King Street West, Suite 6100, 1 First Canadian Place, Toronto, Ontario M5X 1B8
6 Country code of country of incorporation of transferee	NL	LU	CA
7 Foreign law characterization	Corporation	Corporation	Corporation
8 Controlled foreign corporation	Yes	Yes	No

Part III

Type of property transferred	Cash	Cash	Cash
(a) Date of transfer	12/18/2012	12/17/2012	10/16/2012
(c) FMV on date of transfer	$180,961	$47,501	$239,685

Part IV, Line

9a Transferor's interest in the foreign transferee corporation before the transfer	0 152869%	0 165300%	0 000000%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 146753%	0 165300%	0 0341675%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No	No
Questions 15b, 17b	N/A	N/A	N/A
Question 16	Yes	Yes	Yes

Partnership that was the actual transferor
Apax Europe VII-A, L.P.
EIN 98-0525720

Part II, Line

3 Name of transferee (foreign corporation)	Netrada Holding GMBH	Matterhorn Mobile S A	Pinnacle TopCo & CY S C A	Salsa Retail Holding Topco S A R L
4 US identifying number	N/A - Foreign	98-1050601	98-1060866	N/A - Foreign
5 Adress of transferee	Mexikoring 33, D-22297 Hamburg, Germany	1-3, Boulevard De La Foire, L-1528, Luxembourg	1-3, Boulevard De La Foire, L-1528, Luxembourg	1-3, Boulevard De La Foire, L-1528, Luxembourg
6 Country code of country of incorporation of transferee	GM	LU	LU	LU
7 Foreign law characterization	Corporation	Corporation	Corporation	Corporation
8 Controlled foreign corporation	No	No	No	No

Part III

Type of property transferred	Cash	Cash	Cash	Cash
(a) Date of transfer	Various	2/29/2012	7/25/2012	1/27/2012
(c) FMV on date of transfer	$20,822	$373,983	$187,111	$63,149

Part IV, Line

9a Transferor's interest in the foreign transferee corporation before the transfer	0 044625%	0 000000%	0 000000%	0 032214%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 044625%	0 044131%	0 041649%	0 032214%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No	No	No

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	Question 16	Yes	Yes	Yes	Yes

Part II, Line

3	Name of transferee (foreign corporation)	Iridium Scotland LP
4	US identifying number	98-0649468
5	Adress of transferee	50 Lothian Road, Festival Square, Edinburgh, Scotland EH3 9WJ
6	Country code of country of incorporation of transferee	UK
7	Foreign law characterization	Corporation
8	Controlled foreign corporation	No

Part III

	Type of property transferred	Stock
(a)	Date of transfer	3/18/2012
(c)	FMV on date of transfer	None
(d)	Cost or Other Basis	$284,033

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	0 000000%
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 030015%
10	Type of nonrecognition transaction	IRC Section 351
	Questions 11 -15a, 17a	No
	Question 16	No

Partnership that was the actual transferor
Sun Capital Partners V, L.P.
EIN 98-0522944

Part II, Line

3	Name of transferee (foreign corporation)	Athena Apparel Management S A R L & Partners SCA	BM Holdings Management SARL & Partners SCA	Eagle Holdings Management SARL & Partners SCA	Eifel Holdings SARL
4	US identifying number	98-0702951	98-0702963	98-1029556	N/A- Foreign
5	Adress of transferee	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg
6	Country code of country of incorporation of transferee	LU	LU	LU	LU
7	Foreign law characterization	Corporation	Corporation	Corporation	Corporation
8	Controlled foreign corporation	No	No	No	No

Part III

	Type of property transferred	Cash	Cash	Cash	Cash
(a)	Date of transfer	7/12/2012	2/7/2012	1/19/2012	9/3/2012
(c)	FMV on date of transfer	$299,630	$67,012	$165,764	$65,326

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	0 416040%	None	None	None
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 372420%	0 370380%	0 370430%	0 391360%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No	No	No
	Questions 15b, 17b	N/A	N/A	N/A	N/A
	Question 16	Yes	Yes	Yes	Yes

Mesirow Financial Private Equity Partnership Fund III, LP
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Part II, Line

3	Name of transferee (foreign corporation)	ELIX Holdings Management SARL & Partners SCA	Copper Acquisition SARL	Copper Holdings GMBH	Britton Unterland GMBH
4	US identifying number	98-1029974	98-0687799	N/A - Foreign	N/A - Foreign
5	Adress of transferee	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg	C/O Kirkland & Ellis International LLP, Maximilianstr 11, 80539 Munich, Germany	Kufsteiner Strabe 2, 6336 Langkampten, Austria
6	Country code of country of incorporation of transferee	LU	AU	DE	AU
7	Foreign law characterization	Corporation	Corporation	Corporation	Corporation
8	Controlled foreign corporation	No	No	No	No

Part III

	Type of property transferred	Cash	Cash	Cash	Cash
(a)	Date of transfer	3/29/2012	8/3/2012	9/13/2012	2/7/2012
(c)	FMV on date of transfer	$97,817	$25,652	$15,907	$32,904

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	None	0 420540%	None	None
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 368930%	0 374680%	0 374670%	0 374670%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No	No	No
	Questions 15b, 17b	N/A	N/A	N/A	N/A
	Question 16	Yes	Yes	Yes	Yes

Part II, Line

3	Name of transferee (foreign corporation)	Issac Management SARL & Partners SCA	Paccor International Holdings SARL	Paccor Pannunity Acquisition SARL	Next Management S A R L & Partners SCA
4	US identifying number	98-0691866	N/A Foreign	N/A - Foreign	98-1022384
5	Adress of transferee	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg	1B, Heienhaff, L-1736 Senningerberg, Luxembourg	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg
6	country code of country of incorporation of transferee	LU	LU	LU	LU
7	Foreign law characterization	Corporation	Corporation	Corporation	Corporation
8	Controlled foreign corporation	No	No	No	No

Part III

	Type of property transferred	Cash	Cash	Cash	Cash
(a)	Date of transfer	8/24/2012	3/9/2012	8/17/2012	3/19/2012
(c)	FMV on date of transfer	$232,620	$15,196	$70,462	$194,172

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	0 418480%	0 418940%	None	0 417040%
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 391360%	0 375000%	0 375010%	0 373310%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No	No	No
	Questions 15b, 17b	N/A	N/A	N/A	N/A
	Question 16	Yes	Yes	Yes	Yes

Part II, Line

3	Name of transferee (foreign corporation)	Portugal TopCo LTD	Strauss Holdings Management SARL & Partners SCA	Twist Beauty International Holdings SA
4	US identifying number	N/A - Foreign	98-1029757	N/A - Foreign

5	Adress of transferee	2 Park Street, 1st Floor, W1K 2HX London, England	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg	5, Rue Guillaume Kroll, L-1882, Luxembourg, Luxembourg
6	Country code of country of incorporation of transferee	UK	LU	LU
7	Foreign law characterization	Corporation	Corporation	Corporation
8	Controlled foreign corporation	No	No	No

Part III

	Type of property transferred	Cash	Cash	Property
(a)	Date of transfer	12/28/2012	1/4/2012	10/29/2012
(c)	FMV on date of transfer	$211,001	$56,198	$184,105

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	None	None	None
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 391360%	0 370530%	0 391360%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No	No
	Questions 15b, 17b	N/A	N/A	N/A
	Question 16	Yes	Yes	No

Partnership that was the actual transferor
Battery Ventures VIII, LP
EIN 26-0507112

Part II, Line

3	Name of transferee (foreign corporation)	Sherborne Senors Limited	Vibesec Ltd
4	US identifying number	N/A - Foreign	N/A - Foreign
5	Adress of transferee	Ringway Center Edison Rd, Basingstoke RG21 6YH, United Kingdom	Matam-Advanced Technology Center, Building No 30, P O Box 15130, Haifa 31905, Israel
6	country code of country of incorporation of transferee	UK	IS
7	Foreign law characterization	Corporation	Corporation
8	Controlled foreign corporation	Yes	No

Part III

	Type of property transferred	Cash	Cash
(a)	Date of transfer	9/28/2012	2/22/2012
(c)	FMV on date of transfer	$11,214	$1,967

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	None	0 083415%
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 236080%	0 087113%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No
	Question 16	Yes	Yes

Partnership that was the actual transferor
BC European Capital VIII-5 LP
EIN 98-0494017

Part II, Line

3	Name of transferee (foreign corporation)	Adnams BBPM Group Limited	Serafina SA	Serafina SA

4	US identifying number	N/A - Foreign	N/A - Foreign	N/A - Foreign
5	Adress of transferee	40 Portman Square, London W1H 6DA	29 Avenue de la Porte Neuve, L-2227 Luxembourg	29 Avenue de la Porte Neuve, L-2227 Luxembourg
6	Country code of country of incorporation of transferee	UK	LU	LU
7	Foreign law characterization	Corporation	Corporation	Corporation
8	Controlled foreign corporation	No	No	No

Part III

	Type of property transferred	Foreign Currency or other property denominated in foreign currency	Cash	Stocks and Securities
(a)	Date of transfer	9/13/2012	3/27/2012	3/27/2012
(b)	Description of property	GBP 0	USD $149	8,207 A Shares
(c)	FMV on date of transfer	$0	$149	$1,555,948
	Description of consideration received	75,954 Ordinary Class A Shares	149 Ordinary Shares	15,559 Ordinary Shares 1,540,389 CPECs
(d)	Cost or other basis	$0	$149	$820,701

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	None	0 1190000%	0 1190000%
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 117649%	0 1190000%	0 0842456%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No	No
	Questions 15a, 17b	N/A	N/A	N/A
	Question 16	No	Yes	Yes

Partnership that was the actual transferor
Blackstone Capital Partners (Cayman II) V LP
EIN 98-0578154

3	Name of transferee (foreign corporation)	Davies Partners L P	Phoenix Funding (Luxembourg) S A R L
4	US identifying number	98-1021064	98-1019131
5	Adress of transferee	Walker Corporate Services Limited Walker House, 87 Mary Street, George Town, Grand Cayman, K11-9005 Cayman Islands	19 Rue de Bitbourg, Luxembourg L 1273, Luxembourg
6	Country code of country of incorporation of transferee	LU	LU
7	Foreign law characterization	Corporation	Corporation
8	Controlled foreign corporation	Yes	No

Part III

	Type of property transferred	Cash	Cash
(a)	Date of transfer	Various	Various
(c)	FMV on date of transfer	$99	$16,511
(d)	Cost or other basis		

Part IV, Line

9a	Transferor's interest in the foreign transferee corporation before the transfer	0 073434%	0 064144%
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 073434%	0 064144%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351
	Questions 11 -15a, 17a	No	No
	Question 16	Yes	Yes

Mesirow Financial Private Equity Partnership Fund III, LP
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Partnership that was the actual transferor
Canaan VIII L.P.
EIN 26-1458979

Part II, Line			
3	Name of transferee (foreign corporation)	Naaptol Online Shopping Private LTD	Name To Telephone Mapping D/B/A Call My Name
4	US identifying number	N/A - Foreign	N/A - Foreign
5	Adress of transferee	Unit 418, Building No 2, Sector 1, Millenium Business Park, Mahape, Navi Mumbai, India	7 Florinis Street, Nicosa, Cyprus
6	Country code of country of incorporation of transferee	IN	CY
7	Foreign law characterization	Corporation	Corporation
8	Controlled foreign corporation	No	No
Part III			
	Type of property transferred	Cash	Cash
(a)	Date of transfer	12/1/2012	12/28/2012
(c)	FMV on date of transfer	$50,517	$15,385
Part IV, Line			
9a	Transferor's interest in the foreign transferee corporation before the transfer	0 369230%	0 318461%
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 369230%	0 318461%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a		No	No
Question 16		Yes	Yes

		Partnership that was the actual transferor **PEP VI Credit I L.P.** EIN 98-0571758	Partnership that was the actual transferor **Brockway Moran & Partners Fund III AIV LP** EIN 98-0673943
Part II, Line			
3	Name of transferee (foreign corporation)	PEP VI Credit I LP	Daymen Holdings (Luxembourg) SARL
4	US identifying number	98-0571758	98-0675291
5	Adress of transferee	121 South Church St, Ugland House, Grand Cayman, KY1 1104, Cayman Islands	67, RUE Ermesinde, L-1469 Luxembourg, Luxembourg
6	Country code of country of incorporation of transferee	CJ	LU
7	Foreign law characterization	Corporation	Corporation
8	Controlled foreign corporation	No	No
Part III			
	Type of property transferred	Cash	Cash
(a)	Date of transfer	Various	8/28/2012
(c)	FMV on date of transfer	$20,160	$177,832
Part IV, Line			
9a	Transferor's interest in the foreign transferee corporation before the transfer	0 243902%	None
9b	Transferor's interest in the foreign transferee corporation after the transfer	0 243902%	2 470000%
10	Type of nonrecognition transaction	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a		No	No
Questions 15b, 17b		N/A	N/A

Question 16	Yes		Yes

Partnership that was the actual transferor
KIA VIII (International) L.P.
EIN 98-0641934

Part II, Line

3 Name of transferee (foreign corporation)	Delphin Shipping LLC	KIA VIII (Newco Marine), Ltd	Cronos Holding Company Ltd
4 US identifying number	98-0663737	98-0688502	N/A - Foreign
5 Address of transferee	477 Madison Avenue, #1405, New York, NY 10022	Maple Corporate Services LTD P O Box 309, Ugland House, Grand Cayman, Cayman Islands KY1-1104	Clarendon House, 2 Church Street, Hamilton, Bermuda HM11
6 Country code of country of incorporation of transferee	RM	CJ	BM
7 Foreign law characterization	Corporation	Corporation	Corporation
8 Controlled foreign corporation	Yes	Yes	Yes

Part III

Type of property transferred	Cash	Cash	Cash
(a) Date of transfer	Various	Various	Various
(c) FMV on date of transfer	$505	$240	$163

Part IV, Line

9a Transferor's interest in the foreign transferee corporation before the transfer	0 000801%	0 000945%	0 000523%
9b Transferor's interest in the foreign transferee corporation after the transfer	0 000793%	0 000945%	0 000513%
10 Type of nonrecognition transaction	IRC Section 351	IRC Section 351	IRC Section 351
Questions 11 -15a, 17a	No	No	No
Question 16	Yes	Yes	Yes

Partner Footnotes Associated with Schedule K-1, Line 1

The amount reported on line 1 includes your pro-rata share of a net operating loss form a foreign entity which may be subject to the dual consolidated loss ("DCL") rules of IRC 1503(d) Please consult your tax advisor to determine the application of the rules to your situation

Partnership's share of net operating loss subject to DCL rules	$22,146

Partner Footnotes Associated with Schedule K-1, Lines 8 and 9a

The following information was provided to Mesirow Financial Private Equity Partnership Fund III, LP from lower tier partnerships

*Please note that the amounts below represent Mesirow Financial Private Equity Partnership Fund III, LP's proportionate share A partner in the fund may compute his share by multiplying his interest in the fund by the amounts below

Pursuant to IRC Section 453A(c), the following information is being provided with respect to an installment obligation for interest on deferred tax liability calculation Note that if the uncollected proceeds from your installment sale, when aggregated with your share of all other outstanding installment sales proceeds form any additional unrelated transactions, exceed $5,000,000, you should consult your tax advisor for possible interest due on the deferred tax liability

In 2012, capital gains for the following sales were reported on the installment sale method

Proteolix - Series C		
	Deferred Proceeds	$206,447
	Deferred Gain	$145,832
Pathway Medical Technologies - Series D-2 (2009)		
	Deferred Proceeds	$39,990
	Deferred Gain	$18,916
Pathway Medical Technologies - Series D-2 (2010)		

	Deferred Proceeds	$10,497
	Deferred Gain	$4,965
Pathway Medical Technologies - Series D-2 (2011)		
	Deferred Proceeds	$654
	Deferred Gain	$619
Calistoga Pharmaceuticals - Series C		
	Deferred Proceeds	$14,729
	Deferred Gain	$11,225
Fotolia Holdings, Inc - Contingent note		
	Outstanding Obligation	$75,639
	Deferred Gain	$75,639
TSG-MV Financing		
	Outstanding Obligation	$42,813
	Deferred Gain	$19,415
Apax Europe VII - A, L P		
	Outstanding Obligation	$20,339
	Deferred Gain	$4,145
Blackstone RGIS Capital Partners V, LP		
	Outstanding Obligation	$2,882
	Deferred Gain	$1,079
Canaan VIII, LP		
	Outstanding Obligation	$550,723
	Deferred Gain	$486,416

Partner Footnotes Associated with Schedule K-1, Lines 13h

The following information was provided to Mesirow Financial Private Equity Partnership Fund III, LP from lower tier partnerships

*Please note that the amounts below represent Mesirow Financial Private Equity Partnership Fund III, LP's proportionate share A partner in the fund may compute his share by multiplying his interest in the fund by the amounts below

For Partners taxed as a corporation for U S income tax purposes, a portion of the interest previously deferred is allowable in the current year as follows

Subject to 163(j) Limitations	$51,674
Allowable	$76,411
Remaining deferred	NONE

The following percentages should be used to compute the AHYDO Limitations on $51,674 of the amount reported on Line 13h

Permanently disallowed	25 3877%
Currently allowable	74 6123%

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New York, New York 10022

Phone (212) 889-9250
Fax (212) 779-7605

October 8, 2013

Arizona Department of Revenue
P.O. Box 52153
Phoenix, Arizona 85072-2153

Re: The John and Sophie Ottens Foundation
EIN # 86-0911121

Dear Sir or Madam:

We enclose herewith a copy of the Return of Private Foundation, Form 990-PF in lieu of filing an Arizona Form 99, Arizona Exempt Organization Annual Information Return for The John and Sophie Ottens Foundation for the tax year beginning February 1, 2012 and ending January 31, 2013.

Should you need any further information with regard to this matter, please do not hesitate to contact me.

Please acknowledge by signature or stamp the timely filing of this Form 990-PF on the enclosed copy of this letter and return it in the enclosed self-addressed, stamped envelope.

Very truly yours,

Steven K. Aronoff

Received, this day of , 2013
Arizona Department of Revenue

SKA/ml
Encls.

By: ______________________________

3:03 PM

02/15/13

Accrual Basis

The John and Sophie Ottens Foundation
General Ledger
As of January 31, 2013

Type	Date	Num	Adj	Name	Memo	Split	Debit	Credit	Balance
6140 · Contributions									0.00
Check	2/1/2012	1394		N A U Foundation		1001 _Citiban	258,522 00		258,522 00
Check	2/1/2012	1401		Fort Lewis College F..		1001 _Citiban..	135,000 00		393,522 00
Check	2/1/2012	1402		The Hopi Foundation		1001 _Citiban	59,000 00		452,522 00
Check	2/1/2012	1403		IAIA		1001 _Citiban	50,000 00		502,522 00
Check	2/1/2012	1404		Boys and Girls of Sc		1001 _Citiban ..	25,000.00		527,522.00
Check	2/1/2012	1405		CSU Foundation		1001 _Citiban	29,000 00		556,522 00
Check	2/1/2012	1406		Sunrise School		1001 _Citiban...	10,000.00		566,522 00
Check	2/1/2012	1407		National Wildlife Fed		1001 _Citiban .	17,500.00		584,022 00
Check	2/1/2012	1408		University Medical C		1001 _Citiban	18,000.00		602,022 00
Check	2/1/2012	1409		Flaggs Medical Center		1001 _Citiban .	43,000 00		645,022 00
Check	2/1/2012	1410		Presbyterial Healthc		1001 _Citiban	10,000 00		655,022 00
Check	2/1/2012	1411		Colorado Coalition F		1001 _Citiban	15,000 00		670,022 00
Check	2/1/2012	1412		Albuquerque Indian		1001 _Citiban	45,000 00		715,022 00
Check	2/1/2012	1413		Moenkopi Senior Ce		1001 _Citiban...	55,000 00		770,022.00
Check	4/20/2012	1423		N A U Foundation		1001 _Citiban	180,000.00		950,022 00
Check	4/20/2012	1424		American Lung Asso		1001 _Citiban	13,000 00		963,022 00
Check	4/20/2012	1425		Banner Health Ftn		1001 _Citiban. .	35,000 00		998,022 00
Check	5/2/2012	1426		American Indian Insti		1001 _Citiban	3,500 00		1,001,522 00
Check	8/13/2012	1434		CSU Foundation		1001 _Citiban .	29,750 00		1,031,272 00
Check	8/13/2012	1435		IAIA		1001 _Citiban	25,000 00		1,056,272 00
Check	8/13/2012	1436		National Wildlife Fed...		1001 _Citiban. .	17,500 00		1,073,772.00
Check	8/13/2012	1437		Brigham and Women		1001 _Citiban. .	36,000 00		1,109,772 00
Check	8/13/2012	1438		Colorado Coalition F. .		1001 _Citiban	15,000 00		1,124,772 00
Check	8/13/2012	1439		University of DENVER		1001 _Citiban	10,000 00		1,134,772.00
Check	8/13/2012	1440		Presbyterial Healthc		1001 _Citiban	10,000 00		1,144,772 00
Check	8/13/2012	1441		N A U Foundation		1001 _Citiban .	238,700 00		1,383,472.00
Check	8/13/2012	1442		Fort Lewis College F		1001 _Citiban .	75,000 00		1,458,472 00
Check	8/13/2012	1443		The Hopi Foundation		1001 _Citiban.	59,000 00		1,517,472 00
Check	8/13/2012	1446		Boys and Girls of Sc		1001 _Citiban	25,000 00		1,542,472 00
Check	12/7/2012	1444		National Wildlife Fed		1001 _Citiban	15,000 00		1,557,472 00
Total 6140 Contributions							1,557,472 00	0 00	1,557,472 00

THE JOHN AND SOPHIE OTTE[redacted]FOUNDATION **-***112[redacted]

Part IV **Capital Gains and Losses for Tax on Inv[redacted]nt Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MESIROW FINANCIAL PRIVATE EQUITY	P	VARIOUS	12/31/12
b	MESIROW FINANCIAL PRIVATE EQUITY	P	VARIOUS	12/31/12
c	MESIROW FINANCIAL PRIVATE EQUITY - SEC 1256	P	VARIOUS	12/31/12
d	PIMCO LOW DURATION FUND	P	VARIOUS	02/29/12
e	PIMCO TOTAL RETURN	P	VARIOUS	04/17/12
f	PIMCO TOTAL RETURN	P	VARIOUS	04/30/12
g	PIMCO FDS	P	VARIOUS	07/24/12
h	PIMCO LOW DURATION FUND	P	VARIOUS	01/11/13
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11.			11.
b	126,387.			126,387.
c	7.			7.
d	362.			362.
e	300,000.		321,771.	-21,771.
f	4.			4.
g	400,000.		386,783.	13,217.
h	850,000.		795,209.	54,791.
i	180,567.			180,567.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				11.
b				126,387.
c				7.
d				362.
e				-21,771.
f				4.
g				13,217.
h				54,791.
i				180,567.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	353,575.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERICAN EUROPACIFIC GROWTH	53,277.	0.	53,277.
CITICORP	2,142.	2,067.	75.
IRON BRIDGE	9,552.	0.	9,552.
MESIROW FINANCIAL PRIVATE EQUITY	14,207.	0.	14,207.
PIMCO ALL ASSET FUND	115,277.	0.	115,277.
PIMCO FDS	115,026.	115,026.	0.
PIMCO LOW DURATION	51,882.	0.	51,882.
PIMCO TOTAL RETURN INCOME FUND	116,632.	40,482.	76,150.
STALEM EQUITY FUND	59,309.	0.	59,309.
THIRD AVENUE REAL ESTATE	37,935.	22,992.	14,943.
VANGUARD 500 IDX	43,304.	0.	43,304.
TOTAL TO FM 990-PF, PART I, LN 4	618,543.	180,567.	437,976.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MESIROW FINANCIAL PRIVATE	-25,984.	-25,984.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-25,984.	-25,984.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	14,500.	14,500.		0.
TO FORM 990-PF, PG 1, LN 16B	14,500.	14,500.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	51,475.	51,475.		0.
CUSTODIAL FEES	7,889.	7,889.		0.
TO FORM 990-PF, PG 1, LN 16C	59,364.	59,364.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	9,173.	9,173.		0.
TO FORM 990-PF, PG 1, LN 18	9,173.	9,173.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	8,828.	8,828.		0.
DUES & SUBSCRIPTIONS	695.	695.		0.
SUPPLIES & POSTAGE	242.	242.		0.
INSURANCE	1,626.	1,626.		0.
CORP. ANNUAL REPORT	10.	10.		0.
TO FORM 990-PF, PG 1, LN 23	11,401.	11,401.		0.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE JOHN AND SOPHIE OTTENS FOUNDATION

Employer identification number (EIN) or
86-0911121

Number, street, and room or suite no. If a P.O. box, see instructions
P.O. BOX 4389

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
WEST SEDONA, AZ 86340-4389

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEVEN K. ARONOFF
499 PARK AVENUE, 23RD FL. - NEW YORK, NY 10022
Telephone No ▶ 212-889-9250 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until SEPTEMBER 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ ☐ calendar year ______ or

▶ ☒ tax year beginning FEB 1, 2012, and ending JAN 31, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 4,005.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 7,119.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE JOHN AND SOPHIE OTTENS FOUNDATION	Employer identification number (EIN) or 86-0911121
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 4389	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WEST SEDONA, AZ 86340-4389	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ STEVEN K. ARONOFF 499 PARK AVENUE, 23RD FL. - NEW YORK, NY 10022

Telephone No. ▶ 212-889-9250 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until DECEMBER 15, 2013.

5 For calendar year ______, or other tax year beginning FEB 1, 2012, and ending JAN 31, 2013

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension AWAITING THIRD PARTY INFORMATION IN ORDER TO PREPARE A PROPER AND ACCURATE TAX RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 4,005.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 7,119.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

Form **8868** (Rev. 1-2013)

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01-21-13