

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

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

For Individuals:

1. Name:

2. Address:

3. Email Address:

4. Phone Number:

* * * * *

For Witnesses Representing Organizations:

1. Name: Anita Fineday

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

3. Business Address: [REDACTED] [Information Redacted for Privacy]

4. Business Email Address: [REDACTED] [Information Redacted for Privacy]

5. Business Phone Number: [REDACTED] [Information Redacted for Privacy]

For all Witnesses

Ms. Anita Fineday JD, MPA - Casey Family Programs

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

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

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

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

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

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

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

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

e. A list of all lawsuits or petitions filed by you against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed.

None.

f. A list of all federal lawsuits filed against you by the federal government in the current year and the previous four years, giving the name of the lawsuit, the subject matter of the lawsuit, and the federal statutes under which the lawsuits were filed.

None.

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

Witnesses Representing Organizations

Ms. Anita Fineday JD, MPA - Casey Family Programs

**Oversight Hearing on: “*Child Protection and the Justice System on the Spirit Lake Indian Reservation*”
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h. Any offices, elected positions, or representational capacity held in the organization(s) on whose behalf you are testifying.

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

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

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

j. A list of all lawsuits or petitions filed by the organization(s) you represent at the hearing against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed for each of the organization(s).

None.

k. A list of all federal lawsuits filed against the organization(s) you represent at the hearing by the federal government in the current year and the previous four years, giving the name of the lawsuit, the subject matter of the lawsuit, and the federal statutes under which the lawsuits were filed.

None.

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

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

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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation CASEY FAMILY PROGRAMS		A Employer identification number 91-0793881
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (206) 282-7300
2001 EIGHTH AVE, SUITE 2700		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code SEATTLE, WA 98121-2641		
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,061,764,408.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual	
	<input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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) (see instructions).)				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	2,328,759.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	3,350.	3,350.	3,350.	
4 Dividends and interest from securities	25,741,570.	39,144,110.	39,144,110.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	24,931,010.			
b Gross sales price for all assets on line 6a 1,352,084,572.				
7 Capital gain net income (from Part IV, line 2)		47,525,053.		
8 Net short-term capital gain			1,654,971.	
9 Income modifications			2,214,815.	
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 1	7,584,595.	7,000,815.	7,046,286.	
12 Total. Add lines 1 through 11	60,589,284.	93,673,328.	50,063,532.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	1,840,247.	164,015.	164,015.	1,676,233.
14 Other employee salaries and wages	41,707,116.	2,314,972.	2,314,972.	38,753,014.
15 Pension plans, employee benefits	12,705,455.	494,972.	494,972.	12,239,314.
16a Legal fees (attach schedule) ATCH 2	504,499.	170,919.	170,919.	333,580.
b Accounting fees (attach schedule) ATCH 3	195,664.	36,715.	36,715.	158,949.
c Other professional fees (attach schedule) *	10,002,319.	7,081,132.	7,081,132.	2,874,320.
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 5	30,509.	367,224.	367,224.	21,085.
19 Depreciation (attach schedule) and depletion	2,869,489.			
20 Occupancy	4,150,265.	310,563.	310,563.	3,589,680.
21 Travel, conferences, and meetings	4,827,065.	46,543.	46,543.	4,447,848.
22 Printing and publications	294,203.			294,203.
23 Other expenses (attach schedule) ATCH 6	41,476,999.	8,579,101.	8,579,101.	42,157,711.
24 Total operating and administrative expenses. Add lines 13 through 23	120,603,830.	19,566,156.	19,566,156.	106,545,937.
25 Contributions, gifts, grants paid	4,819,001.			3,528,325.
26 Total expenses and disbursements. Add lines 24 and 25	125,422,831.	19,566,156.	19,566,156.	110,074,262.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-64,833,547.			
b Net investment income (if negative, enter -0-)		74,107,172.		
c Adjusted net income (if negative, enter -0-)			30,497,376.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	8,287,190.	6,304,792.	6,304,792.
	2	Savings and temporary cash investments	65,112,025.	68,658,610.	68,920,867.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 7	1,146,116.	859,350.	859,350.
	10 a	Investments - U.S. and state government obligations (attach schedule),**	99,231,608.	109,191,046.	112,649,549.
	b	Investments - corporate stock (attach schedule) ATCH 9	1,016,504,797.	977,684,947.	1,139,541,164.
	c	Investments - corporate bonds (attach schedule) ATCH 10	221,032,060.	226,815,698.	248,813,314.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	481,004,998.	441,116,703.	454,122,478.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶	48,097,878. 16,688,231.	34,155,289. 31,409,647.	27,329,965. ATCH 12
15	Other assets (describe ▶ ATCH 13)	3,626,158.	3,222,929.	3,222,929.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,930,100,241.	1,865,263,722.	2,061,764,408.	
Liabilities	17	Accounts payable and accrued expenses	17,131,215.	16,477,204.	
	18	Grants payable	1,500.	1,292,176.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 14)	11,130,515.	10,490,878.	
23	Total liabilities (add lines 17 through 22)	28,263,230.	28,260,258.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,901,837,011.	1,837,003,464.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	1,901,837,011.	1,837,003,464.		
31	Total liabilities and net assets/fund balances (see instructions)	1,930,100,241.	1,865,263,722.		

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 1,901,837,011.
2	Enter amount from Part I, line 27a	2 -64,833,547.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 1,837,003,464.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 1,837,003,464.

**ATCH 8

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 SEE PART IV SCHEDULE					
b					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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					
b					
c					
d					
e					
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	47,525,053.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3	1,654,971.	

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			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4. 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.			8

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations (1), tax under section 511 (2), add lines 1 and 2 (3), subtitle A tax (4), tax based on investment income (5), credits/payments (6a-6d), total credits (7), penalty (8), tax due (9), overpayment (10), and amount credited to 2013 (11).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation (1a-1c), unreported activities (2), changes in governing instruments (3), unrelated business income (4a-4b), liquidation (5), section 508(e) requirements (6), assets (7), states reported (8a), Form 990-PF copies (8b), private operating foundation status (9), and substantial contributors (10).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address WWW.CASEY.ORG
14 The books are in care of CASEY FAMILY PROGRAMS Telephone no. 206-282-7300
Located at 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP+4 98121-2641
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No 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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X 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.) 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 X 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.) 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 Activities for Which Form 4720 May Be Required (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)? (see instructions) 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)? **5b** X
 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? 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? **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 (see instructions).

(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
ATCH 16		1,840,247.	47,400.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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
ATCH 17		2,529,381.	237,000.	0

Total number of other employees paid over \$50,000 **358**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 18		3,774,523.
Total number of others receiving over \$50,000 for professional services		26

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR CHILDREN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES (CONT)	110,074,262.
2 STRATEGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES, COUNTIES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE MORE THAN 400,000 CHILDREN IN FOSTER CARE. THE (CONT)	
3 FOUNDATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND PUBLISHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD WELFARE ISSUES. IT PARTNERS WITH COMMUNITY (CONT)	
4 ORGANIZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS TO HELP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD WELFARE SYSTEM.	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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	1,919,512,994.
b	Average of monthly cash balances	1b	79,126,945.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,998,639,939.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,998,639,939.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,979,599.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,968,660,340.
6	Minimum investment return. Enter 5% of line 5	6	98,433,017.

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

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	110,074,262.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1,689,357.
3	Amounts set aside for specific charitable projects that satisfy the:		
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	111,763,619.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,763,619.

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

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

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

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 05/25/1972

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

2 a	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	30,497,376.	25,782,658.	41,815,707.	28,278,902.	126,374,643.
b 85% of line 2a	25,922,770.	21,915,259.	35,543,351.	24,037,067.	107,418,447.
c Qualifying distributions from Part XII, line 4 for each year listed	111,763,619.	105,339,266.	104,698,562.	121,023,450.	442,824,897.
d Amounts included in line 2c not used directly for active conduct of exempt activities	3,528,325.	1,836,328.	911,450.	678,170.	6,954,273.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	108,235,294.	103,502,938.	103,787,112.	120,345,280.	435,870,624.
3 Complete 3a, b, or c for the 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	65,622,011.	66,917,995.	62,879,693.	57,559,310.	252,979,009.
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:

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:

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
<p>a <i>Paid during the year</i></p> <p>ATCH 19</p>				
Total				3a 3,528,325.
<p>b <i>Approved for future payment</i></p> <p>ATCH 20</p>				
Total				3b 1,292,176.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1077396529		PUBLICLY TRADED SECURITIES-ST PROPERTY TYPE: SECURITIES 1076197675				P	1,198,854.	
237796970.		PUBLICLY TRADED SECURITIES-LT PROPERTY TYPE: SECURITIES 202480059.				P	35316911.	
68,682.		ABRY ASF PROPERTY TYPE: OTHER				P	68,682.	
		AXIOM ASIA II PROPERTY TYPE: OTHER 5.				P	-5.	
788.		CARLYLE PARTNERS PROPERTY TYPE: SECURITIES				P	788.	
		CHARLESBANK VII PROPERTY TYPE: OTHER 1,323.				P	-1,323.	
63,552.		HORSLEY BRIDGE IX PROPERTY TYPE: OTHER				P	63,552.	
1,209.		HORSLEY BRIDGE INTL V PROPERTY TYPE: OTHER				P	1,209.	
109,502.		OAKTREE EURO FUND III PROPERTY TYPE: SECURITIES 116,690.				P	-7,188.	
24,909.		OCM OPPORTUNITIES VII PROPERTY TYPE: OTHER				P	24,909.	
31,989.		OCM OPPORTUNITIES VIIB PROPERTY TYPE: OTHER				P	31,989.	
20,223.		PRUDENTIAL PRISA III PROPERTY TYPE: OTHER 18,567.				P	1,656.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,928.		SIGULER GUFF PROPERTY TYPE: OTHER				P	2,928.	
53,077.		STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHER				P	53,077.	
277.		TCV VII PROPERTY TYPE: OTHER				P	277.	
		TRUSTBRIDGE PROPERTY TYPE: OTHER 885.				P	-885.	
33,700.		VIVO VENTURES PROPERTY TYPE: OTHER				P	33,700.	
106,543.		WAYZATA PROPERTY TYPE: OTHER				P	106,543.	
76,208.		ST SECTION 1256 GAINS/LOSSES FROM K-1S PROPERTY TYPE: OTHER				P	76,208.	
		ACTIC FUND 2 PROPERTY TYPE: OTHER 319,000.				P	-319,000.	
846.		AIG EURO II PROPERTY TYPE: OTHER 84,749.				P	-83,903.	
3,611.		AXIOM ASIA II PROPERTY TYPE: OTHER				P	3,611.	
421,277.		CARLYLE PARTNERS PROPERTY TYPE: OTHER				P	421,277.	
34,161.		CHARLESBANK VII PROPERTY TYPE: OTHER				P	34,161.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
559,308.		CHARTERHOUSE IX PROPERTY TYPE: OTHER				P	559,308.	
826,951.		CVC EUROPEAN EQUITY PROPERTY TYPE: OTHER				P	826,951.	
		GS VINTAGE IV PROPERTY TYPE: OTHER 800,644.				P	-800,644.	
		GS VINTAGE V PROPERTY TYPE: OTHER 531,414.				P	-531,414.	
1,468,033.		HELLMAN & FRIEDMAN VI PROPERTY TYPE: OTHER				P	1,468,033.	
1,050,583.		HORSLEY BRIDGE IX PROPERTY TYPE: OTHER				P	1,050,583.	
		HORSLEY BRIDGE INTL V PROPERTY TYPE: OTHER 9,691.				P	-9,691.	
		INVESCO ASIA RE I PROPERTY TYPE: OTHER 225,000.				P	-225,000.	
		INVESCO ASIA REAL ESTATE II PROPERTY TYPE: OTHER 604,831.				P	-604,831.	
1,096,280.		JMI EQUITY FUND VI PROPERTY TYPE: OTHER				P	1,096,280.	
17,100.		OAKTREE EURO FUND III PROPERTY TYPE: OTHER 109,502.				P	-92,402.	
644,643.		OAKTREE MEZZ PROPERTY TYPE: OTHER 1,289,286.				P	-644,643.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,003,972.		OCM OPPORTUNITIES VII PROPERTY TYPE: OTHER				P	1,003,972.	
1,961,938.		OCM OPPORTUNITIES VIIIB PROPERTY TYPE: OTHER				P	1,961,938.	
220.		ONSET II PROPERTY TYPE: OTHER				P	220.	
		PATRON CAPITAL IV PROPERTY TYPE: OTHER 238,072.				P	-238,072.	
797,643.		PRUDENTIAL PRISA I PROPERTY TYPE: OTHER 886,969.				P	-89,326.	
19353298.		PRUDENTIAL PRISA II PROPERTY TYPE: OTHER 18753181.				P	600,117.	
9,629,995.		PRUDENTIAL PRISA III PROPERTY TYPE: OTHER 6,393,711.				P	3,236,284.	
79,899.		SIGULER GUFF PROPERTY TYPE: OTHER				P	79,899.	
6,264.		SPLITROCK II PROPERTY TYPE: OTHER				P	6,264.	
500,159.		STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHER				P	500,159.	
475,385.		TCV VII PROPERTY TYPE: OTHER				P	475,385.	
753,343.		WAYZATA PROPERTY TYPE: OTHER				P	753,343.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
114,312.		LT SECTION 1256 GAINS/LOSSES FROM K-1S PROPERTY TYPE: OTHER				P	114,312.	
TOTAL GAIN(LOSS)							<u>47525053.</u>	

Schedule of Contributors

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

2012

Name of the organization
CASEY FAMILY PROGRAMS

Employer identification number
91-0793881

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

91-0793881

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAMEDA COUNTY SOCIAL SERVICES 24100 AMADOR STREET HAYWARD, CA 94544	\$ 144,180.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	IDAHO STATE CONTROLLER P.O. BOX 83720 BOISE, ID 83720	\$ 113,167.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	SAN DIEGO HEALTH AND HUMAN SERVICES 1700 PACIFIC HIGHWAY SAN DIEGO, CA 92101	\$ 299,292.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	STATE OF ARIZONA - CHILDS P.O. BOX 6123 PHOENIX, AZ 85005	\$ 166,315.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	WA DEPT. SOCIAL & HEALTH SERVICES P.O. BOX 45845 OLYMPIA, WA 98504	\$ 200,386.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	ANNE V WASILY UNITRUST 1211 AVENUE OF THE AMERICAS, NEW YORK, NY 10036	\$ 1,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

91-0793881

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

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

Name of organization **CASEY FAMILY PROGRAMS**

Employer identification number
91-0793881

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

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

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

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

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

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

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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

ATTACHMENT 4 (CONT'D)FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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

ATTACHMENT 5FORM 990PF, PART I - TAXES

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

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

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

ATTACHMENT 7

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

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

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 8

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

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON AND PREFERRED STOCK SEE ATTACHMENTS FOR DETAIL	977,684,947.	1,139,541,164.
TOTALS	<u>977,684,947.</u>	<u>1,139,541,164.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

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

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

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

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAND	L	4,360,513.			4,360,513.				
BUILDING	SL	22015268.			22015268.	6,202,285.	798,813.		7,001,098.
FURNITURE AND FIXT	SL	9,501,866.			9,501,866.	5,922,131.	960,557.		6,882,688.
AUTOMOBILES	SL	493,497.			493,497.	448,184.	29,068.		477,252.
LEASEHOLD IMPLOVEM	SL	11726734.			11726734.	1,246,142.	1,081,051.		2,327,193.
TOTALS		<u>48097878</u>			<u>48097878</u>	<u>13818742</u>			<u>16688231</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER ASSETS

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

ATTACHMENT 14

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
BOT DEFERRED INCOME & INTEREST	1,098,516.
DEFERRED RENT	2,823,803.
DEFERRED LEASE INCENTIVE	6,129,684.
INSURANCE CLAIM RESERVE	435,000.
UNCLAIMED PROPERTY	2,176.
TDA LOANS	1,699.
TOTALS	<u>10,490,878.</u>

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

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

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

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

ATTACHMENT 16 (CONT'D)

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

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 17

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

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19

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

ATTACHMENT 19

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NATIVE AMERICAN RIGHTS FUND 1506 BROADWAY BOULDER, CO 80302	N/A 509(A)(1)	TO PROVIDE SUPPORT FOR GRANTEE TO CREATE AND MAINTAIN A WEBSITE.	50,000.
OPEN ARMS PERINATAL SERVICES 2524 16TH AVE SOUTH, SUITE 207-A SEATTLE, WA 98144	N/A 509(A)(1)	TO SUPPORT THE 2012 SPRING LUNCHEON IN SEATTLE ON MARCH 29, 2012.	2,500.
PROJECT WE FOUNDATION INC. 2110 ARTESIA BLVD, SUITE B-411 REDONDO BEACH, CA 90278	N/A 509(A)(1)	TO SUPPORT THE ORGANIZATIONS FUNDRAISING EFFORTS WITH A CHALLENGE MATCHING FUNDS GRANT.	30,000.
ROBERT F. KENNEDY CHILDREN'S ACTION CORPS 11 BEACON STREET , SUITE 820 BOSTON, MA 02108	N/A 509(A)(2)	TO SUPPORT THE RFK ACTION CORPS 2012 EVENT "EMBRACING THE LEGACY" TO BE HELD ON JUNE 14, 2012.	15,000.
ROOT CAUSE INSTITUTE ONE CANAL PARK, 3RD FLOOR CAMBRIDGE, MA 02141	N/A 509(A)(1)	TO HELP SUPPORT ACTIVITIES RELATED TO THE LEADERSHIP SUSTAINABILITY INSTITUTE.	200,000.
ROSEBUD SIOUX TRIBE 11 LEGION AVE., PO BOX 430 ROSEBUD, SD 57570	N/A INDIAN TRIBE	TO SUPPORT THE TRIBE IN ASSUMING THE RIGHTS TO DONATED REAL AND PERSONAL PROPERTY	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

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

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

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ROSEBUD SIOUX INDIAN TRIBE 11 LEGION AVE, P.O. BOX 430 ROSEBUD, SD 57570	N/A INDIAN TRIBE	DONATION OF LAND, BUILDING AND PERSONAL PROPERTY ASSOCIATED WITH THE CASEY FAMILY PROGRAMS BUILDING AT HIGHWAY E18, ROSEBUD SD.	1,690,000.
YOUTH UPRISING 8711 MACARTHUR BLVD. OAKLAND, CA 94605	N/A 509(A)(1)	TO HELP SUPPORT HOSTING THE WELCOME RECEPTION FOR THE INCOMING DIRECTOR OF ALAMEDA SOCIAL SERVICES AGENCY.	1,500.
TOTAL CONTRIBUTIONS PAID			<u>3,528,325.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 20

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

ATTACHMENT 20

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 20 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MERCY CORPS 45 SW ANKENY ST. PORTLAND, OR 97204	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	250.
RHODE ISLAND STATE GRANGE FOUNDATION 120 WILSON AVE. RUMFORD, RI 02916	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	250.
SACRED HEART COMMUNITY SERVICE 13815 FIRST ST. SAN JOSE, CA 95110	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	250.
SEATTLE'S UNION GOSPEL MISSION P.O. BOX 202 SEATTLE, WA 98111	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	100.
SPAY BATON ROUGE P.O. BOX 82638 BATON ROUGE, LA 70884	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	100.
TREEHOUSE 2100 - 24TH AVE. S. SUITE 200 SEATTLE, WA 98144	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	200.

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

ATTACHMENT 20 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNITED WAY 720 SECOND AVE SEATTLE, WA 98104	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	3,566.
WELLSPRING FAMIY SERVICES 1900 RAINIER AVE. SOUTH SEATTLE, WA 98144	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	500.
WORLD VISION, INC. P. O. BOX 9716 FEDERAL WAY, WA 98063	N/A 509(A)(1)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	300.
YAKIMA SYMPHONY ORCHESTRA 32 NORTH 3RD ST., #333 YAKIMA, WA 98901	N/A 509(A)(2)	EMPLOYEE MATCHING GIFT - FOR GENERAL OPERATING SUPPORT	560.
TOTAL CONTRIBUTIONS APPROVED			<u>1,292,176.</u>

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

ATTACHMENT 21

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISC. INCOME					15,423.
INCOME FROM PRIVATE EQUITY PARTNERSHIPS	900099	43,694.	14	7,525,478.	
TOTALS		<u>43,694.</u>		<u>7,525,478.</u>	<u>15,423.</u>

Form 990-PF

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

OMB No. 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

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

Name of foundation: CASEY FAMILY PROGRAMS. A Employer identification number: 91-0793881. B Telephone number: (206) 282-7300. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 1,963,379,949. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

For Paperwork Reduction Act Notice, see instructions.

*ATCH 4 JSA ** ATCH 5

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		8,319,216.	8,287,190.	8,287,190.
	2	Savings and temporary cash investments		101,371,879.	65,112,025.	65,153,869.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges ATCH 7.		1,015,904.	1,146,116.	1,146,116.
	10 a	Investments - U.S. and state government obligations (attach schedule),**		134,875,636.	99,231,608.	103,954,102.
	b	Investments - corporate stock (attach schedule) ATCH 9.		1,137,217,215.	1,016,504,797.	1,039,736,589.
	c	Investments - corporate bonds (attach schedule) ATCH 10.		287,092,668.	221,032,060.	234,505,635.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 11.		286,707,639.	481,004,998.	476,322,021.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶		49,443,224. 15,287,935.	35,657,921.	34,155,289.
15	Other assets (describe ▶ ATCH 13)		3,860,055.	3,626,158.	3,626,158.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,996,118,133.	1,930,100,241.	1,963,379,949.	
Liabilities	17	Accounts payable and accrued expenses		20,028,786.	17,131,215.	
	18	Grants payable			1,500.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 14)		9,850,644.	11,130,515.	
23	Total liabilities (add lines 17 through 22)		29,879,430.	28,263,230.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1,966,238,703.	1,901,837,011.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)		1,966,238,703.	1,901,837,011.		
31	Total liabilities and net assets/fund balances (see instructions)		1,996,118,133.	1,930,100,241.		

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	1,966,238,703.
2	Enter amount from Part I, line 27a	2	-64,401,692.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,901,837,011.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,901,837,011.

**ATCH 8

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 SEE PART IV SCHEDULE					
b					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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					
b					
c					
d					
e					
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	48,934,766.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3	6,388,491.	

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))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4. 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.			8

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations (a, b, c), tax under section 511 (2), add lines 1 and 2 (3), subtitle A tax (4), tax based on investment income (5), credits/payments (6a-6d), total credits (7), penalty (8), tax due (9), overpayment (10), and amount of line 10 (11).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation (1a, 1b), Form 1120-POL filing (1c), political expenditures (2), changes in governing instruments (3), unrelated business income (4a, 4b), liquidation (5), section 508(e) requirements (6), assets (7), states reported to (8a), Form 990-PF copies (8b), private operating foundation status (9), and substantial contributors (10).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.CASEY.ORG
14 The books are in care of CASEY FAMILY PROGRAMS Telephone no. 206-282-7300
Located at 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP + 4 98121-2641
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2011, 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?
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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
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)?
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
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.)
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?
b If "Yes," did it have excess business holdings in 2011 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 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (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)? (see instructions) 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)? **5b** Yes No
 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? 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** Yes No
 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? **7b** Yes No

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 (see instructions).

(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
ATTACHMENT 16		1,716,597.	45,750.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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
ATTACHMENT 17		2,343,419.	228,750.	0

Total number of other employees paid over \$50,000 Yes No **344**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		3,566,607.
Total number of others receiving over \$50,000 for professional services		25

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR CHILDREN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES	103,554,518.
2 STRATEGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES, COUNTIES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE MORE THAN 400,000 CHILDREN IN FOSTER CARE. THE	
3 FOUNDATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND PUBLISHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD WELFARE ISSUES. IT PARTNERS WITH COMMUNITY	
4 ORGANIZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS TO HELP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD WELFARE SYSTEM.	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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	1,934,114,111.
b	Average of monthly cash balances	1b	103,997,423.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,038,111,534.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,038,111,534.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,571,673.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,007,539,861.
6	Minimum investment return. Enter 5% of line 5	6	100,376,993.

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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

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	103,554,518.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1,784,748.
3	Amounts set aside for specific charitable projects that satisfy the:		
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	105,339,266.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,339,266.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ _____				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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 2011, enter the date of the ruling 05/25/1972

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

2 a	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	25,782,658.	41,815,707.	28,278,902.	67,412,550.	163,289,817.
b 85% of line 2a	21,915,259.	35,543,351.	24,037,067.	57,300,668.	138,796,345.
c Qualifying distributions from Part XII, line 4 for each year listed	105,339,266.	104,698,562.	121,023,450.	133,680,141.	464,741,419.
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,836,328.	911,450.	678,170.	2,304,282.	5,730,230.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	103,502,938.	103,787,112.	120,345,280.	131,375,859.	459,011,189.
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	66,917,995.	62,879,693.	57,559,310.	73,830,745.	261,187,743.
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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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
<p>a Paid during the year</p> <p>ATTACHMENT 19</p>				
Total				3a 1,836,328.
<p>b Approved for future payment</p> <p>ATTACHMENT 20</p>				
Total				3b 1,500.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here Signature of officer or trustee Date Title May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date 11/02/2012 Check if self-employed PTIN Firm's name Ernst & Young US, LLP Firm's address 111 Monument Circle, Suite 2600 Indianapolis, IN 46204 Firm's EIN Phone no. 317-681-7000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1125820018		PUBLICLY TRADED SECURITIES-ST PROPERTY TYPE: SECURITIES 1120048598				P	5,771,420.	
235017451.		PUBLICLY TRADED SECURITIES-LT PROPERTY TYPE: SECURITIES 185500412.				P	49517039.	
930.		ABRY ASF PROPERTY TYPE: OTHER				P	930.	
9,887.		AXIOM ASIA II PROPERTY TYPE: OTHER				P	9,887.	
184,265.		CARLYLE PARTNERS PROPERTY TYPE: OTHER				P	184,265.	
		CHARLESBANK VII PROPERTY TYPE: OTHER 15,242.				P	-15,242.	
9,448.		CVC EUROPEAN EQUITY PROPERTY TYPE: OTHER				P	9,448.	
5,778.		HORSLEY BRIDGE IX PROPERTY TYPE: OTHER				P	5,778.	
69.		HORSLEY BRIDGE INTL V PROPERTY TYPE: OTHER				P	69.	
89,054.		OCM OPPORTUNITIES VII PROPERTY TYPE: OTHER				P	89,054.	
133,291.		OCM OPPORTUNITIES VIIB PROPERTY TYPE: OTHER				P	133,291.	
		SIGULER GUFF PROPERTY TYPE: OTHER 4,042.				P	-4,042.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
201,064.		WAYZATA PROPERTY TYPE: OTHER				P	201,064.	
		SECTION 1256 GAINS/LOSSES FROM K-1 ST PROPERTY TYPE: OTHER 10,807.				P	-10,807.	
		ACTIC FUND 2 PROPERTY TYPE: OTHER 351,000.				P	-351,000.	
		AIG ASIA REAL ESTATE PROPERTY TYPE: OTHER 245,479.				P	-245,479.	
		AIG EURO II PROPERTY TYPE: OTHER 218,472.				P	-218,472.	
65,475.		AXIOM ASIA II PROPERTY TYPE: OTHER				P	65,475.	
807,711.		CARLYLE PARTNERS PROPERTY TYPE: OTHER				P	807,711.	
263,994.		CHARLESBANK VII PROPERTY TYPE: OTHER				P	263,994.	
4,836.		CHARTERHOUSE IX PROPERTY TYPE: OTHER 26,578.				P	-21,742.	
290,783.		CVC EUROPEAN EQUITY PROPERTY TYPE: OTHER				P	290,783.	
		GS VINTAGE IV PROPERTY TYPE: OTHER 314,715.				P	-314,715.	
20,783.		GS VINTAGE V PROPERTY TYPE: OTHER 265,753.				P	-244,970.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
128,142.		HELLMAN & FRIEDMAN VI PROPERTY TYPE: OTHER				P	128,142.	
233,132.		HORSLEY BRIDGE IX PROPERTY TYPE: OTHER				P	233,132.	
8,100.		HORSLEY BRIDGE INTL V PROPERTY TYPE: OTHER				P	8,100.	
		INVESCO ASIA RE I PROPERTY TYPE: OTHER 225,000.				P	-225,000.	
1,258,538.		INVESCO ASIA REAL ESTATE II PROPERTY TYPE: OTHER				P	1,258,538.	
		INVESCO CORE REAL ESTATE PROPERTY TYPE: OTHER				P		
		INVESCO CORE REAL ESTATE II PROPERTY TYPE: OTHER				P		
		JORDAN- RESOLUTE II PROPERTY TYPE: OTHER 2.				P	-2.	
		OAKTREE EURO FUND III PROPERTY TYPE: OTHER 5,528.				P	-5,528.	
		OAKTREE MEZZ PROPERTY TYPE: OTHER 555,278.				P	-555,278.	
141,363.		OCM OPPORTUNITIES VII PROPERTY TYPE: OTHER				P	141,363.	
458,663.		OCM OPPORTUNITIES VII B PROPERTY TYPE: OTHER				P	458,663.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
2,258.		ONSET II PROPERTY TYPE: OTHER				P	2,258.		
11261777.		PRUDENTIAL PRISA I PROPERTY TYPE: OTHER 11372847.				P	-111,070.		
808,915.		PRUDENTIAL PRISA II PROPERTY TYPE: OTHER 1,021,423.				P	-212,508.		
15791457.		PRUDENTIAL PRISA III PROPERTY TYPE: OTHER 25498627.				P	-9707170.		
159,293.		SIGULER GUFF PROPERTY TYPE: OTHER				P	159,293.		
474,643.		SPLITROCK II PROPERTY TYPE: OTHER				P	474,643.		
483,141.		STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHER				P	483,141.		
24,603.		TCV VII PROPERTY TYPE: OTHER				P	24,603.		
458,541.		WAYZATA PROPERTY TYPE: OTHER				P	458,541.		
		SECTION 1256 GAINS/LOSSES FROM K-1 LT PROPERTY TYPE: OTHER 16,210.				P	-16,210.		
13,639.		STEPSTONE PIONEER (PARISH) PROPERTY TYPE: OTHER 263.				P	13,376.		
TOTAL GAIN(LOSS)								<u>48934766.</u>	

Schedule of Contributors

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

2011

Name of the organization
 CASEY FAMILY PROGRAMS

Employer identification number
 91-0793881

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

91-0793881

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAMEDA COUNTY SOCIAL SERVICES 24100 AMADOR STREET HAYWARD, CA 94544	\$ 142,218.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	IDAHO STATE CONTROLLER P.O. BOX 83720 BOISE, ID 83720	\$ 136,070.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	SAN DIEGO HEALTH AND HUMAN SERVICES 1700 PACIFIC HIGHWAY SAN DIEGO, CA 92101	\$ 108,713.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	STATE OF ARIZONA - CHILDS P.O. BOX 6123 PHOENIX, AZ 85005	\$ 191,816.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	WA DEPT. SOCIAL & HEALTH SERVICES P.O. BOX 45845 OLYMPIA, WA 98504	\$ 185,298.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	GEORGE FAHEY UNITRUST C/O BNY MELLON CENTER, 500 GRANT STREET PITTSBURG, PA 15258	\$ 1,230,619.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **CASEY FAMILY PROGRAMS**

Employer identification number

91-0793881

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	MARGUERITE RYAN UNITRUST ----- C/O BNY MELLON CENTER, 500 GRANT STREET ----- PITTSBURGH, PA 15258 -----	\$ 1,231,671.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

91-0793881

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

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

Name of organization **CASEY FAMILY PROGRAMS**

Employer identification number
91-0793881

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

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

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

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

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

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

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ALTHEIA	86,584.	86,584.	86,584.	
ALTRINSIC	86,834.	86,834.	86,834.	
ARBOR CAPITAL	670,818.	670,818.	670,818.	
ARROWSTREET	595,091.	595,091.	595,091.	
BNY MELLON	813,208.	813,208.	813,208.	
BAILLIE GIFFORD	758,323.	758,323.	758,323.	
BGI	161,223.	161,223.	161,223.	
DELAWARE	289,193.	289,193.	289,193.	
DODGE & COX	171,653.	171,653.	171,653.	
EIM MANAGEMENT INC.	729,167.	729,167.	729,167.	
ENNIS, KNUPP & ASSOC.	360,451.	360,451.	360,451.	
GLENROCK CAPITAL ADVISERS, LLC	350,000.	350,000.	350,000.	
GOLDMAN SACHS	302,548.	302,548.	302,548.	
INSTSHAREHOLDERS	38,500.	38,500.	38,500.	
ORG PORTFOLIO MANAGEMENT, LLC	156,362.	156,362.	156,362.	
OTHERS	604,056.	40,428.	40,428.	563,628.
PIMCO	448,180.	448,180.	448,180.	
PORTFOLIO MANAGEMENT TECHNOLOG	44,000.	44,000.	44,000.	
PZENA	53,508.	53,508.	53,508.	
RISKMETRICS	38,500.	38,500.	38,500.	
STEINBERG US	461,487.	461,487.	461,487.	
ARTHUR J GALLAGHER & CO. OF WA	95,000.		95,000.	
AIM CONSULTING GROUP, LLC	208,952.		208,952.	
AON CONSULTING, INC.	71,667.		71,667.	
APCO WORLDWIDE, INC.	80,850.		80,850.	
APPIPHONY, LLC	381,830.		381,830.	
BULLETTIN NEWS NETWORK, INC.	81,956.		81,956.	
DENALI ADVANCED INTEGRATION	51,439.		51,439.	
FACE TO FACE INTEGRATED TECH	57,568.		57,568.	
G.A. JONES & ASSOCIATES, INC.	53,914.		53,914.	
MURPHY & ASSOCIATES, INC.	65,520.		65,520.	
SAGE INFORMATION TECHNOLOGY	30,720.		30,720.	

ATTACHMENT 4 (CONT'D)

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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

ATTACHMENT 5

FORM 990PF, PART I - TAXES

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

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
YOUTH AND FAMILY SUPPORT SERVI	35,198,824.			35,198,824.
ADVERTISING AND PROMOTION	21,585.			21,585.
AUTOMOBILE EXPENSE	84,590.			84,590.
BANK FEES	35,858.			35,858.
BOT DEFERRED GAINS	36,754.			36,754.
COMMUNICATIONS	603,463.			603,463.
DATA PROCESSING	41,875.			41,875.
DUES AND MEMBERSHIPS	243,101.			243,101.
EQUIPMENT RENTAL/LEASE	470,327.			470,327.
LIABILITY INSURANCE	701,565.			701,565.
MISCELLANEOUS	2,329.			2,329.
MOVING EXPENSE	163,163.			163,163.
OFFICE SUPPLIES, POSTAGE	624,765.			624,765.
RECRUITMENT EXPENSES	66,103.			66,103.
REPAIRS & MAINTENANCE	734,940.			734,940.
SOFTWARE & FIXED ASSETS <\$1000	1,214,620.			1,214,620.
STAFF TRAINING AND DEVELOPMENT	440,282.			440,282.
TEMPORARY HELP	609,544.			609,544.
EXP. ALLOCATION TO INV. INCOME		954,605.	954,605.	
ACCRUAL TO CASH ADJUSTMENT				-954,605.
INV. EXPENSES FROM K-1		7,994,075.	7,994,075.	
LESS 50% MEALS DISALLOWED				-189,532.
TOTALS	<u>41,293,688.</u>	<u>8,948,680.</u>	<u>8,948,680.</u>	<u>43,150,289.</u>

ATTACHMENT 7

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

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

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

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US OBLIGATIONS	88,517,822.	92,363,314.
STATE OBLIGATIONS	10,713,786.	11,590,788.
SEE ATTACHMENTS FOR DETAIL		
US OBLIGATIONS TOTAL	<u>99,231,608.</u>	<u>103,954,102.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON AND PREFERRED STOCK SEE ATTACHMENTS FOR DETAIL	1,016,504,797.	1,039,736,589.
TOTALS	<u>1,016,504,797.</u>	<u>1,039,736,589.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS SEE ATTACHMENTS FOR DETAIL	221,032,060.	234,505,635.
TOTALS	<u>221,032,060.</u>	<u>234,505,635.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENTS SEE ATTACHMENTS FOR DETAIL	481,004,998.	476,322,021.
TOTALS	<u>481,004,998.</u>	<u>476,322,021.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL		ACCUMULATED DEPRECIATION DETAIL	
		BEGINNING BALANCE	ENDING BALANCE	BEGINNING BALANCE	ENDING BALANCE
LAND	L	4,454,679.	4,454,679.		
BUILDING	SL	23337948.	23337948.	6,026,038.	6,765,607.
FURNITURE AND FIXT	SL	9,764,677.	9,764,677.	5,700,810.	6,732,978.
AUTOMOBILES	SL	520,601.	520,601.	441,121.	475,288.
LEASEHOLD IMPLOVEM	SL	11365319.	11365319.	227,762.	1,314,062.
TOTALS		<u>49443224.</u>	<u>49443224.</u>	<u>12395731.</u>	<u>15287935.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MISC. RECEIVABLE	502,880.	502,880.
INTEREST AND DIVIDENDS RECEIVA	2,237,462.	2,237,462.
CONSTRUCTION IN PROGRESS	123,062.	123,062.
DEPOSITS	62,991.	62,991.
OTHER NON CURRENT ASSETS	250,005.	250,005.
457F DEFERRED COMP PLAN	449,758.	449,758.
TOTALS	<u>3,626,158.</u>	<u>3,626,158.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
BOT DEFERRED INCOME & INTEREST	1,132,845.
DEFERRED RENT	2,573,783.
DEFERRED LEASE INCENTIVE	6,920,611.
INSURANCE CLAIM RESERVE	500,600.
UNCLAIMED PROPERTY	2,676.
TOTALS	<u>11,130,515.</u>

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

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

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

ATTACHMENT 16

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

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

ATTACHMENT 16 (CONT'D)

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

COMPENSATION

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

ROBERT A WATT 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 16.00	142,849.	0	0
WILLIAM C BELL PHD 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	PRESIDENT AND CEO 40.00	695,921.	45,750.	0
GRAND TOTALS		<u>1,716,597.</u>	<u>45,750.</u>	

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
JOSEPH A BOATENG 2001 EIGHTH AVE., SEATTLE, WA 98121	CHIEF INV. OFFICER 40.00	1,032,472.	45,750.
DAVID A DANIELSON 2001 EIGHTH AVE., SEATTLE, WA 98121	EVP OF ADMIN AND CFO 40.00	380,947.	45,750.
DAVID B SANDERS 2001 EIGHTH AVE., SEATTLE, WA 98121	EVP SYSTEMS IMPROVMT 40.00	357,119.	45,750.
ALEXANDRA MCKAY 2001 EIGHTH AVE., SEATTLE, WA 98121	EVP CHIEF COUNSEL 40.00	295,530.	45,750.
LAURA SAGAN 2001 EIGHTH AVE., SEATTLE, WA 98121	EVP HR & COMM 40.00	277,351.	45,750.
	TOTAL COMPENSATION	<u>2,343,419.</u>	<u>228,750.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

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

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

ATTACHMENT 19

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

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

ATTACHMENT 19 (CONT'D.)

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

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

ATTACHMENT 19 (CONT'D.)

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

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

ATTACHMENT 19 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHILDREN'S ALLIANCE 718 6TH AVENUE SOUTH SEATTLE, WA 98104	N/A 509(A) (1)	TO SUPPORT THE CHILDREN'S ALLIANCE 2011 VOICES FOR CHILDREN AWARDS LUNCHEON IN SEATTLE ON JUNE 7, 2011.	2,500.
CITY YEAR INC., SEATTLE BRANCH 2203 23RD AVE S, SUITE 101 SEATTLE, WA 98115	N/A 509(A) (1)	TO HELP SUPPORT CITY YEAR'S PROGRAM TO IMPROVE EDUCATIONAL OUTCOMES FOR YOUTH IN FORMAL FOSTER CARE AND KINSHIP CARE IN 6 ELEMENTARY AND MIDDLE SCHOOLS IN SEATTLE.	30,000.
CONGRESSIONAL BLACK CAUCUS FOUNDATION 1720 MASSACHUSETTS AVE. NW WASHINGTON, DC 20036	N/A 509(A) (1)	TO HELP SUPPORT THE 2011 FAITH LEADERSHIP ROUNDTABLE IN WASHINGTON D.C. ON SEPT. 21, 2011.	25,000.
EVERY CHILD MATTERS EDUCATION FUND 1023 15TH STREET NW, SUITE 401 WASHINGTON, DC 20005	N/A 509(A) (1)	TO SUPPORT THE 2011 AWARDS RECEPTION IN WASHINGTON D.C. ON NOV. 10, 2011.	10,000.
FOSTER CARE ALUMNI OF AMERICA 901 N. WASHINGTON ST. ALEXANDRIA, VA 22314	N/A 509(A) (1)	TO HELP FCAA TO EXTEND ITS REACH TO MORE YOUNG PEOPLE AND ALUMNI ELEVATE THEIR VOICES AND CONNECT THEM TO OPPORTUNITIES AND RECURSES AND IMPROVE OUTCOMES.	135,000.
FOSTER PROMISE 600 N 36TH ST, STE 317 SEATTLE, WA 98103	N/A 509(A) (1)	TO HELP SUPPORT FOSTER PROMISE'S PERMANENCY PLANNING AND HIRING OF A CEO.	25,000.

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

ATTACHMENT 19 (CONT'D.)

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

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

ATTACHMENT 19 (CONT'D.)

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

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

ATTACHMENT 19 (CONT'D.)

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

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

ATTACHMENT 19 (CONT'D.)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
ATTACHMENT 19 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN RED CROSS P.O. BOX 4002018 DES MOINES, IA 50340	N/A 509 (A) (1)	JAPAN RELIEF AID	660.
HABITAT FOR HUMANITY INTERNATIONAL 121 HABITAT STREET AMERICUS, GA 31709	N/A 509 (A) (1)	JAPAN RELIEF AID	50.
SAVE THE CHILDREN 54 WILTON RD WESTPORT, CT 06880	N/A 509 (A) (1)	JAPAN RELIEF AID	25.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	N/A 509 (A) (1)	JAPAN RELIEF AID	10.
WORLD VISION INC. P.O. BOX 9716, DEPT W FEDERAL WAY, WA 98063	N/A 509 (A) (1)	JAPAN RELIEF AID	150.
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>1,836,328.</u>

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

ATTACHMENT 20

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

N/A

1,500.

509 (A) (1)

TO HELP SUPPORT HOSTING THE WELCOME RECEPTION FOR
THE INCOMING DIRECTOR OF ALAMEDA SOCIAL SERVICES
AGENCY.

YOUTH UPRISING
8711 MACARTHUR BLVD.
OAKLAND, CA 94605

TOTAL CONTRIBUTIONS APPROVED

1,500.

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

ATTACHMENT 21

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISC. INCOME					13,140.
REIMBURSED EXPENSES					51,819.
RETURNED GRANTS					8,300.
INCOME FROM PRIVATE EQUITY PARTNERSHIPS	900099	-749,742.	14	3,704,153.	
TOTALS		<u>-749,742.</u>		<u>3,704,153.</u>	<u>73,259.</u>

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10A US AND STATE OBLIGATIONS

Security Name	Shares/Par	Cost	Market Value	Description
CALIFORNIA ST	200,000	197,294	225,716	STATE OBLIGATIONS
CALIFORNIA ST	375,000	377,756	449,944	STATE OBLIGATIONS
CALIFORNIA ST	800,000	816,350	978,176	STATE OBLIGATIONS
CALIFORNIA ST	375,000	361,389	443,411	STATE OBLIGATIONS
CALIFORNIA ST	100,000	101,701	123,035	STATE OBLIGATIONS
CALIFORNIA ST	175,000	176,661	216,074	STATE OBLIGATIONS
CALIFORNIA ST	300,000	302,847	370,413	STATE OBLIGATIONS
CHICAGO ILL TRANSIT AUTH TRANS	800,000	800,000	933,672	STATE OBLIGATIONS
CHICAGO ILL TRANSIT AUTH TRANS	2,100,000	2,259,840	2,450,889	STATE OBLIGATIONS
GOLDEN ST TOB SECURITIZATION	500,000	304,790	348,610	STATE OBLIGATIONS
ILLINOIS ST	900,000	922,832	949,338	STATE OBLIGATIONS
ILLINOIS ST	300,000	309,601	319,284	STATE OBLIGATIONS
ILLINOIS ST	1,800,000	1,854,153	1,848,168	STATE OBLIGATIONS
LOS ANGELES CALIF UNI SCH DIST	350,000	350,000	434,364	STATE OBLIGATIONS
NEW JERSEY ST TPK AUTH TPK REV	550,000	586,835	752,983	STATE OBLIGATIONS
TOBACCO SETTLEMENT FIN AUTH WE	1,035,000	991,737	746,711	STATE OBLIGATIONS
TOTAL - STATE OBLIGATIONS		<u>10,713,786</u>	<u>11,590,788</u>	
COMMIT TO PUR FHLMC GOLD SFM	6,000,000	6,251,250	6,292,500	US OBLIGATIONS
COMMIT TO PUR FNMA SF MTG	3,000,000	3,109,219	3,136,875	US OBLIGATIONS
COMMIT TO PUR FNMA SF MTG	-7,000,000	-7,265,781	-7,353,282	US OBLIGATIONS
COMMIT TO PUR FNMA SF MTG	-500,000	-535,313	-540,156	US OBLIGATIONS
FHLMC POOL #30-0088	1,524,051	1,526,961	1,799,414	US OBLIGATIONS
FHLMC POOL #78-6190	15,339	15,964	16,267	US OBLIGATIONS
FHLMC POOL #A5-4675	290,927	291,814	319,789	US OBLIGATIONS
FHLMC POOL #A6-4639	687,210	734,885	771,095	US OBLIGATIONS
FHLMC POOL #B1-4156	20,833	20,110	22,079	US OBLIGATIONS
FHLMC POOL #C0-0874	4,596	4,187	5,357	US OBLIGATIONS
FHLMC POOL #E0-1137	38,359	39,846	41,078	US OBLIGATIONS
FHLMC POOL #E0-1378	45,404	47,121	48,570	US OBLIGATIONS
FHLMC POOL #E0-1538	226,485	221,283	242,496	US OBLIGATIONS
FHLMC POOL #E8-9844	3,183	3,222	3,464	US OBLIGATIONS
FHLMC POOL #E9-1323	18,978	19,708	20,653	US OBLIGATIONS
FHLMC POOL #G0-1391	648	670	751	US OBLIGATIONS
FHLMC POOL #G0-2462	301,292	329,561	331,949	US OBLIGATIONS
FHLMC POOL #G0-3392	918,911	1,005,059	1,012,485	US OBLIGATIONS
FHLMC POOL #G0-4593	26,561	25,764	28,915	US OBLIGATIONS
FHLMC POOL #G0-4599	90,548	87,832	98,822	US OBLIGATIONS
FHLMC POOL #G0-6020	186,884	203,529	203,039	US OBLIGATIONS
FHLMC POOL #G0-6571	540,573	595,052	596,128	US OBLIGATIONS
FHLMC POOL #G0-6832	351,497	384,230	387,263	US OBLIGATIONS
FHLMC POOL #G1-1681	43,122	43,530	46,482	US OBLIGATIONS
FHLMC POOL #G1-1742	22,596	22,762	24,357	US OBLIGATIONS
FHLMC POOL #G1-1769	312,331	313,783	336,663	US OBLIGATIONS
FHLMC POOL #G1-2396	980,731	1,001,571	1,073,098	US OBLIGATIONS
FHLMC POOL #G1-3889	1,811,891	1,948,916	1,962,671	US OBLIGATIONS
FHLMC POOL #G1-8053	69,595	70,345	75,017	US OBLIGATIONS
FHLMC POOL #G1-8065	114,930	115,649	123,884	US OBLIGATIONS
FHLMC POOL #G1-8295	1,232,385	1,313,645	1,339,210	US OBLIGATIONS
FHLMC MULTICLASS MTG	34,715	10,323	579	US OBLIGATIONS
FHLMC MULTICLASS MTG	13,739	13,726	13,740	US OBLIGATIONS
FHLMC MULTICLASS MTG	15,512	15,508	15,513	US OBLIGATIONS
FHLMC MULTICLASS MTG	102,913	102,656	102,705	US OBLIGATIONS
FHLMC MULTICLASS MTG	6,560	6,565	6,559	US OBLIGATIONS
FHLMC MULTICLASS MTG	52,317	52,407	52,311	US OBLIGATIONS
FHLMC MULTICLASS MTG 2691 FE	5,786	5,839	5,787	US OBLIGATIONS
FHLMC MULTICLASS MTG 2812 DF	47,634	47,872	47,709	US OBLIGATIONS
FHLMC MULTICLASS MTG 3389 GA	724,106	731,347	743,281	US OBLIGATIONS

CASEY FAMILY PROGRAMS

EIN # 91-0793881

2011 FORM 990-PF

PART II, LINE 10A US AND STATE OBLIGATIONS

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

CASEY FAMILY PROGRAMS

EIN # 91-0793881

2011 FORM 990-PF

PART II, LINE 10A US AND STATE OBLIGATIONS

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

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10A US AND STATE OBLIGATIONS

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

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

Security Name	Shares/Par	Cost	Market Value	Description
ARROWSTREET EMERGING MARKET	150,000	15,000,000	18,157,500	MUTUAL FUND
ARROWSTREET EMERGING MARKET FU	20,000	2,000,000	1,805,400	MUTUAL FUND
BAILLIE GIFFORD EMG MKTS	1,981,480	18,526,109	28,921,130	MUTUAL FUND
BGI ACWI EX-US SUPERFUND B	4,203,439	103,368,739	80,814,906	MUTUAL FUND
BGI EAFE	410,924	18,520,860	18,693,823	MUTUAL FUND
BGI MSCI EQ IND FD B CANADA	82,996	6,487,907	5,572,401	MUTUAL FUND
RUSSELL 3000 INDEX FUND B	2,040,004	30,478,166	28,767,867	MUTUAL FUND
GENESIS EMERGING MARKETS	80,272	37,689,497	50,271,779	MUTUAL FUND
JPMORGAN LLC 130/29	113,655,128	100,000,000	113,655,128	MUTUAL FUND
MARATHON LONDON INTERNATIONAL	2,884,341	131,987,598	108,686,722	MUTUAL FUND
MONDRIAN INTL EQUITY FD LP	2,198,645	53,825,640	48,721,849	MUTUAL FUND
MONDRIAN INTL SMALL CAP EQUITY	377,952	5,635,537	6,491,132	MUTUAL FUND
MONDRIAN LARGE CAP EMERGING	1,005,621	13,474,827	13,791,912	MUTUAL FUND
PRIMECAP ODYSSEY STOCK FUND	1,647,356	20,608,897	23,524,247	MUTUAL FUND
PYRAMIS GLOBAL MARKET NEUTRAL	13,444	13,443,960	15,384,317	MUTUAL FUND
RUSSELL 1000 VALUE INDEX FUND	2,272,383	36,971,863	37,608,020	MUTUAL FUND
VANGUARD PRIMECAP CORE FUND	2,133,079	26,073,387	28,775,230	MUTUAL FUND
UNITED PARCEL SERVICE INC	100,000	5,160,813	7,319,000	COMMON STOCK
ENCANA CORPORATION	20,010	591,779	371,214	COMMON STOCK
LUNDIN MINING CORP	82,760	391,521	314,541	COMMON STOCK
ADIDAS AG	6,230	479,060	406,476	COMMON STOCK
SAP AG ORD NPV	8,480	495,034	449,690	COMMON STOCK
E.ON AG NPV	22,700	620,353	491,232	COMMON STOCK
ALLIANZ SE (SOCIETAS EUROPEAE)	5,040	663,549	483,569	COMMON STOCK
SIEMENS AG NPV REGD	5,170	637,844	496,244	COMMON STOCK
BANCO SANTANDER SA	43,061	470,155	328,131	COMMON STOCK
DISTRIBUIDORA INTERNACIONAL DE	8,680	42,686	39,381	COMMON STOCK
CARREFOUR EUR2.5	21,050	688,061	481,349	COMMON STOCK
ALSTOM EUR7 (POST	11,580	655,338	352,213	COMMON STOCK
TOTAL SA EUR2.5	15,640	864,187	801,971	COMMON STOCK
HEINEKEN NV EUR1.60	13,780	816,874	639,872	COMMON STOCK
CRH ORD EUR0.32 DUBLIN LIST	24,080	500,026	480,145	COMMON STOCK
NOKIA (AB) OY EUR0.06	61,370	371,425	300,506	COMMON STOCK
CHEUNG KONG(HLDGS) HK\$0.50	30,362	430,411	361,220	COMMON STOCK
CANON INC NPV	9,900	460,159	438,770	COMMON STOCK
SUMITOMO MITSUI TRUST HOLDINGS	251,000	846,418	737,276	COMMON STOCK
KEYENCE CORP NPV	900	244,785	217,104	COMMON STOCK
mitsubishi corp npv	39,339	943,532	795,063	COMMON STOCK
NINTENDO CO	4,499	778,317	619,826	COMMON STOCK
SMC CORP NPV	2,860	495,183	461,674	COMMON STOCK
SECOM CO Y50	8,000	375,240	369,119	COMMON STOCK
SUMITOMO METAL MNG NPV	38,000	592,688	488,459	COMMON STOCK
SUZUKI MOTOR CO NPV	23,700	527,481	490,387	COMMON STOCK
BANK OF YOKOHAMA Y50	186,000	902,592	879,958	COMMON STOCK
INPEX CORPORATION	70	493,798	441,253	COMMON STOCK
MS&AD INSURANCE GROUP HOLDINGS	24,710	573,808	457,973	COMMON STOCK
NKSJ HOLDINGS INC	20,750	535,764	407,233	COMMON STOCK
SIME DARBY BHD (NEW) MYR0.50	83,600	252,484	242,625	COMMON STOCK
TURKIYE GARANTI BANKASI	120,590	512,331	376,724	COMMON STOCK
NORSK HYDRO ASA NOK3.6666	84,608	526,555	393,272	COMMON STOCK
DIAGEO ORD 28 101/108P	45,980	927,015	1,005,050	COMMON STOCK
GLAXOSMITHKLINE ORD GBP0.25	44,750	936,420	1,023,369	COMMON STOCK
XSTRATA COM STK USD0.50	30,635	523,726	465,624	COMMON STOCK
ANGLO AMERICAN	10,078	441,436	372,604	COMMON STOCK
REED ELSEVIER	57,000	498,145	459,749	COMMON STOCK
MTN GROUP LTD ZAR 0.0001	19,980	411,601	355,702	COMMON STOCK
GOLDEN AGRI RES USD0.025	696,709	380,052	384,180	COMMON STOCK
DBS HLDGS SGD1	29,000	334,702	257,649	COMMON STOCK
ERICSSON (L.M.)	40,660	563,518	417,555	COMMON STOCK
ROCHE HLDG AG GENUSSSCHEINE NPV	7,890	1,317,481	1,343,266	COMMON STOCK
NESTLE SA	15,070	940,014	870,260	COMMON STOCK
AOL INC	30,800	571,777	465,080	COMMON STOCK
AGRIUM INC	5,528	423,276	370,984	COMMON STOCK

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

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

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

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

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

Security Name	Shares/Par	Cost	Market Value	Description
REPSOL YPF SA EUR1	16,337	524,114	503,369	COMMON STOCK
RENAULT REGIE NATIONALE DES	153	7,117	5,323	COMMON STOCK
VIVENDI SA EUR5.5	25,039	605,116	549,974	COMMON STOCK
STMICROELECTRONICS EUR1.04	13,589	131,803	80,988	COMMON STOCK
SOCIETE GENERALE EUR1.25	9,973	256,658	222,744	COMMON STOCK
UNIBAIL-RODAMCO SE EUR5	284	49,335	51,209	COMMON STOCK
AXA EUR2.29	27,927	454,269	364,166	COMMON STOCK
ESSILOR INTERNATIONAL EURO.18	460	33,962	32,574	COMMON STOCK
CREDIT AGRICOLE SA EUR3	2,316	23,819	13,108	COMMON STOCK
BNP PARIBAS EUR2	2,556	97,090	100,703	COMMON STOCK
PAGESJAUNES GROUPE SA EUR0.20	3,114	30,005	11,339	COMMON STOCK
TOTAL SA EUR2.5	23,132	1,270,149	1,186,138	COMMON STOCK
NATIXIS EUR1.6	16,631	78,098	41,970	COMMON STOCK
SCOR SE EUR7.876972 (POST	1,076	30,559	25,226	COMMON STOCK
OPAP SA EUR0.3 (CR)	6,758	99,675	59,919	COMMON STOCK
ASSICURAZIONI GENERALI EUR1	25,218	417,967	380,728	COMMON STOCK
INTESA SANPAOLO EUR0.52	256,039	383,912	430,096	COMMON STOCK
MEDIOBANCA SPA EUR0.5	7,731	60,699	44,620	COMMON STOCK
ENI EUR1	6,216	131,943	129,190	COMMON STOCK
TELECOM ITALIA EUR0.55	253,629	295,064	273,605	COMMON STOCK
UNICREDIT SPA	27,986	318,953	233,239	COMMON STOCK
KONINKLIJKE AHOLD NV EUR0.30	6,473	81,618	87,432	COMMON STOCK
ASML HLDG NV EUR0.09	10,041	348,768	423,303	COMMON STOCK
IRISH BANK RESOLUTION CORP LTD	3,842	8,762	0	COMMON STOCK
NOKIA (AB) OY EUR0.06	87,137	556,316	426,677	COMMON STOCK
ORION CORP SER B NPV	711	13,535	13,891	COMMON STOCK
CHINA MOBILE LTD	80,000	787,471	781,809	COMMON STOCK
PCCW LIMITED HKD0.25	148,000	68,116	50,879	COMMON STOCK
HUTCHISON TELECOMMUNICATIONS	224,000	21,099	86,236	COMMON STOCK
UNITED TRACTORS TBK PT	18,500	46,883	53,761	COMMON STOCK
ASTRA INTERNATIONAL TBK PT	18,000	99,158	146,898	COMMON STOCK
PT INDO TAMBANGRAYA MEGAH TBK	17,500	94,220	74,593	COMMON STOCK
AISIN SEIKI CO Y50	3,900	143,290	111,211	COMMON STOCK
ASAHI GROUP HOLDINGS LTD	8,400	175,304	184,507	COMMON STOCK
ASAHI KASEI CORP JPY50	1,000	6,582	6,031	COMMON STOCK
NTT DOCOMO INC	159	293,798	292,416	COMMON STOCK
BRIDGESTONE CO Y50	6,000	133,936	136,080	COMMON STOCK
CITIZEN HOLDINGS CO Y50	32,700	171,671	189,978	COMMON STOCK
KDDI CORP Y5000	59	421,016	379,582	COMMON STOCK
DAIHATSU MOTOR CO Y50	5,000	78,650	89,290	COMMON STOCK
LAWSON INC NPV	1,000	55,629	62,451	COMMON STOCK
FUJI HEAVY LTD Y50	7,000	60,396	42,306	COMMON STOCK
HINO MOTORS Y50	6,000	33,401	36,418	COMMON STOCK
ISUZU MOTORS LTD Y50	34,000	154,046	157,317	COMMON STOCK
JAPAN TOBACCO INC Y50000	121	528,900	569,301	COMMON STOCK
AEON CO LTD NPV	14,200	195,048	195,079	COMMON STOCK
KAO CORP	9,900	260,066	270,597	COMMON STOCK
KIRIN HOLDINGSCO LTD Y50	9,000	113,298	109,488	COMMON STOCK
JTEKT CORP	2,300	34,291	22,629	COMMON STOCK
SOJITZ CORPORATION NPV	55,600	107,326	85,994	COMMON STOCK
NIPPON MEAT PACKERS Y50	9,000	125,107	111,827	COMMON STOCK
NIPPON TEL & TEL CORP Y50000	10,700	507,860	547,238	COMMON STOCK
NIPPON EXPRESS CO Y50	29,000	121,028	113,075	COMMON STOCK
NIKON CORP NPV	100	2,240	2,228	COMMON STOCK
SOFTBANK CORPORATION NPV	15,800	585,201	465,539	COMMON STOCK
SUMITOMO RUBBER INDUSTRIES Y50	3,300	41,476	39,631	COMMON STOCK
TOYO SUISAN KAISHA LTD Y50	6,000	163,183	145,438	COMMON STOCK
SEVEN & I HLDG CO LTD NPV	17,100	457,565	476,729	COMMON STOCK
IDEMITSU KOSAN CO LTD NPV	600	66,982	61,918	COMMON STOCK
JX HOLDINGS INC	14,000	86,080	84,611	COMMON STOCK
DIGI.COM.BERHAD MYR0.01	303,000	228,588	370,864	COMMON STOCK
ARCELIK TRY1	29,831	25,456	96,667	COMMON STOCK
T SISE VE CAM FABR TRY1	21,489	24,259	32,428	COMMON STOCK
BIM BIRLESIK MAGAZALAR TRY1	4,727	78,049	131,403	COMMON STOCK

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

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

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

Security Name	Shares/Par	Cost	Market Value	Description
CBS CORP	2,249	52,144	61,038	COMMON STOCK
CF INDUSTRIES HOLDINGS INC	1,837	261,734	266,328	COMMON STOCK
CIGNA CORPORATION COM	6,051	289,167	254,142	COMMON STOCK
CIT GROUP INC	5,977	202,269	208,418	COMMON STOCK
CABLEVISION SYSTEMS CORP	7,798	200,868	110,888	COMMON STOCK
CAPITAL ONE FINANCIAL CORP	25,226	1,040,600	1,066,808	COMMON STOCK
CHINA MOBILE LTD	12,187	605,575	590,948	COMMON STOCK
CHINA UNICOM HONG KONG LTD	20,259	417,399	428,073	COMMON STOCK
CLOROX CO	1,211	79,341	80,604	COMMON STOCK
COMCAST CORP	10,114	236,657	238,286	COMMON STOCK
COMERICA INC	6,858	172,110	176,936	COMMON STOCK
CIA ENERGETICA DE MINAS GERAIS	7,408	110,932	131,788	COMMON STOCK
CIA DE BEBIDAS DAS AMERICAS	19,392	589,164	699,857	COMMON STOCK
CIA DE MINAS BUENAVENTURA SA	1,560	74,551	59,810	COMMON STOCK
CONAGRA FOODS INC	8,629	223,685	227,806	COMMON STOCK
CONSTELLATION BRANDS INC	5,135	98,631	106,140	COMMON STOCK
COSTCO WHOLESALE CORP	4,169	343,879	347,361	COMMON STOCK
COVENTRY HEALTH CARE INC	9,382	219,014	284,931	COMMON STOCK
DEVON ENERGY CORP	3,701	239,577	229,462	COMMON STOCK
DEVRY INC	1,737	70,523	66,805	COMMON STOCK
DIRECTV	25,706	1,236,068	1,099,189	COMMON STOCK
DOLLAR TREE INC	4,030	307,716	334,933	COMMON STOCK
DR PEPPER SNAPPLE GROUP INC	3,135	116,348	123,770	COMMON STOCK
FIFTH THIRD BANCORP	41,990	571,282	534,113	COMMON STOCK
FOMENTO ECONOMICO MEXICANO SAB	1,315	90,382	91,669	COMMON STOCK
FOREST LABORATORIES INC	12,053	333,688	364,724	COMMON STOCK
FOSSIL INC	715	64,396	56,742	COMMON STOCK
GENWORTH FINANCIAL INC	21,134	150,232	138,428	COMMON STOCK
HCA HOLDINGS INC	10,455	234,847	230,324	COMMON STOCK
HANSEN NATURAL CORP	6,320	329,752	582,325	COMMON STOCK
HARTFORD FINANCIAL SERVICES GR	13,687	258,999	222,414	COMMON STOCK
HELMERICH & PAYNE INC	1,544	92,053	90,108	COMMON STOCK
HOLLYFRONTIER CORP	3,772	113,961	88,265	COMMON STOCK
HORMEL FOODS CORP	2,877	63,983	84,267	COMMON STOCK
ITT EDUCATIONAL SERVICES INC	533	33,311	30,322	COMMON STOCK
KEYCORP	91,120	732,775	700,713	COMMON STOCK
KROGER CO/THE	1,437	35,233	34,804	COMMON STOCK
LSI CORP	38,966	248,153	231,848	COMMON STOCK
LAM RESEARCH CORP	7,693	348,327	284,795	COMMON STOCK
LEUCADIA NATIONAL CORP	2,832	67,810	64,400	COMMON STOCK
LIBERTY MEDIA CORP - LIBERTY	1,782	135,601	139,085	COMMON STOCK
LIBERTY INTERACTIVE CORP	18,109	297,715	293,637	COMMON STOCK
LINCOLN NATIONAL CORP	4,719	102,858	91,643	COMMON STOCK
LORILLARD INC	7,414	633,020	845,196	COMMON STOCK
MARATHON OIL CORP	16,632	468,378	486,819	COMMON STOCK
MARATHON PETROLEUM CORP	11,712	421,678	389,892	COMMON STOCK
MAXIM INTEGRATED PRODUCTS INC	15,484	367,305	403,203	COMMON STOCK
MCDONALD'S CORP	1,338	124,462	134,242	COMMON STOCK
MEAD JOHNSON NUTRITION CO	4,317	276,297	296,707	COMMON STOCK
MEDCO HEALTH SOLUTIONS INC	2,573	122,787	143,831	COMMON STOCK
METROPCS COMMUNICATIONS INC	11,925	198,327	103,509	COMMON STOCK
MICRON TECHNOLOGY INC	48,269	400,949	303,612	COMMON STOCK
MOODY'S CORP	3,246	114,855	109,325	COMMON STOCK
MURPHY OIL CORP	2,987	179,938	166,495	COMMON STOCK
NII HOLDINGS INC	2,348	68,122	50,012	COMMON STOCK
NIPPON TELEGRAPH & TELEPHONE C	3,698	86,106	93,670	COMMON STOCK
NOKIA OYJ	24,606	135,937	118,601	COMMON STOCK
NSTAR	1,781	76,665	83,636	COMMON STOCK
PHILIP MORRIS INTERNATIONAL IN	3,576	243,336	280,644	COMMON STOCK
PLAINS EXPLORATION & PRODUCTIO	7,049	219,587	258,839	COMMON STOCK
PRICELINE.COM INC	696	347,977	325,526	COMMON STOCK
PRINCIPAL FINANCIAL GROUP INC	12,593	366,137	309,788	COMMON STOCK
PRUDENTIAL FINANCIAL INC	4,079	201,173	204,439	COMMON STOCK
QEP RESOURCES INC	2,296	78,118	67,273	COMMON STOCK

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

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

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

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

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

Security Name	Shares/Par	Cost	Market Value	Description
CARLISLE COS INC	7,171	270,792	317,675	COMMON STOCK
CASH AMERICA INTERNATIONAL INC	1,471	58,645	68,593	COMMON STOCK
CHECKPOINT SYSTEMS INC	10,745	180,593	117,550	COMMON STOCK
CHILDRENS PLACE RETAIL STORES	2,944	111,135	156,385	COMMON STOCK
COBIZ FINANCIAL INC	6,674	29,872	38,509	COMMON STOCK
COHEN & STEERS INC	1,490	44,518	43,061	COMMON STOCK
COLUMBIA BANKING SYSTEM INC	6,040	114,243	116,391	COMMON STOCK
COMFORT SYSTEMS USA INC	17,721	209,352	189,969	COMMON STOCK
COMMERCIAL METALS CO	6,587	102,263	91,098	COMMON STOCK
COMMUNITY BANK SYSTEM INC	4,052	96,867	112,646	COMMON STOCK
CONVERGYS CORP	14,895	192,938	190,209	COMMON STOCK
CORESITE REALTY CORP	13,189	205,613	235,028	COMMON STOCK
CREXUS INVESTMENT CORP	8,840	101,634	91,759	COMMON STOCK
CUBESMART	14,358	142,563	152,769	COMMON STOCK
DANA HOLDING CORP	5,740	100,618	69,741	COMMON STOCK
DARLING INTERNATIONAL INC	7,121	98,221	94,638	COMMON STOCK
DECKERS OUTDOOR CORP	1,576	143,401	119,098	COMMON STOCK
DIAMONDROCK HOSPITALITY CO	6,706	62,134	64,646	COMMON STOCK
DIGI INTERNATIONAL INC	7,618	102,445	85,017	COMMON STOCK
DIME COMMUNITY BANCSHARES	5,141	60,478	64,777	COMMON STOCK
DINEEQUITY INC	1,093	47,318	46,136	COMMON STOCK
DONEGAL GROUP INC	2,276	33,840	32,228	COMMON STOCK
DUPONT FABROS TECHNOLOGY INC	7,137	167,819	172,858	COMMON STOCK
EAST WEST BANCORP INC	3,332	47,909	65,807	COMMON STOCK
EL PASO ELECTRIC CO	22,326	448,963	773,373	COMMON STOCK
ELECTRONICS FOR IMAGING INC	11,685	145,159	166,511	COMMON STOCK
ELIZABETH ARDEN INC	3,670	63,279	135,937	COMMON STOCK
ENERSYS	4,091	96,168	106,243	COMMON STOCK
ENTERTAINMENT PROPERTIES TRUST	7,431	241,922	324,809	COMMON STOCK
EZCORP INC	3,468	93,697	91,451	COMMON STOCK
FNB CORP/PA	14,680	110,900	166,031	COMMON STOCK
FAIRCHILD SEMICONDUCTOR INTERN	13,649	177,230	164,334	COMMON STOCK
FINISH LINE INC/THE	1,612	33,224	31,087	COMMON STOCK
FIRST CASH FINANCIAL SERVICES	2,698	54,827	94,673	COMMON STOCK
FIRST FINANCIAL BANKSHARES INC	5,710	199,152	190,885	COMMON STOCK
FIRST OF LONG ISLAND CORP/THE	1,822	44,027	47,955	COMMON STOCK
FIRST MIDWEST BANCORP INC/IL	12,397	154,792	125,582	COMMON STOCK
FLUSHING FINANCIAL CORP	7,819	101,809	98,754	COMMON STOCK
FORWARD AIR CORP	6,253	200,017	200,409	COMMON STOCK
FOSSIL INC	1,408	62,007	111,739	COMMON STOCK
FRANDESCAS HOLDINGS CORP	2,418	46,902	41,831	COMMON STOCK
HB FULLER CO	7,247	155,040	167,478	COMMON STOCK
G&K SERVICES INC	5,819	137,418	169,391	COMMON STOCK
GNC HOLDINGS INC	4,310	69,750	124,775	COMMON STOCK
G-III APPAREL GROUP LTD	2,835	77,477	70,620	COMMON STOCK
GAYLORD ENTERTAINMENT CO	4,067	87,775	98,177	COMMON STOCK
GLACIER BANCORP INC	12,933	173,854	155,584	COMMON STOCK
GOLUB CAPITAL BDC INC	3,810	55,326	59,055	COMMON STOCK
WR GRACE & CO	2,632	113,967	120,861	COMMON STOCK
GRACO INC	4,016	136,060	164,214	COMMON STOCK
HSN INC	5,067	143,677	183,729	COMMON STOCK
HAIN CELESTIAL GROUP INC/THE	6,336	107,903	232,278	COMMON STOCK
HANCOCK HOLDING CO	7,608	266,089	243,228	COMMON STOCK
HARMAN INTERNATIONAL INDUSTRIE	3,155	107,787	120,016	COMMON STOCK
HEALTHSOUTH CORP	19,081	384,073	337,161	COMMON STOCK
HEARTLAND EXPRESS INC	11,754	183,571	167,965	COMMON STOCK
HERITAGE FINANCIAL CORP/WA	3,545	46,274	44,525	COMMON STOCK
HOME BANCSHARES INC/AR	3,749	75,924	97,137	COMMON STOCK
HUDSON PACIFIC PROPERTIES INC	7,358	99,674	104,189	COMMON STOCK
IBERIABANK CORP	1,910	105,479	94,163	COMMON STOCK
ICON PLC	13,025	275,277	222,858	COMMON STOCK
ICONIX BRAND GROUP INC	10,534	185,835	171,599	COMMON STOCK
IDACORP INC	4,906	189,612	208,063	COMMON STOCK
INDEPENDENT BANK CORP/ROCKLAND	2,775	65,950	75,730	COMMON STOCK

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

Security Name	Shares/Par	Cost	Market Value	Description
JETBLUE AIRWAYS CORP	26,117	167,945	135,808	COMMON STOCK
JOS A BANK CLOTHIERS INC	4,303	158,093	209,814	COMMON STOCK
KBW INC	3,491	74,964	52,993	COMMON STOCK
KAISER ALUMINUM CORP	6,317	248,497	289,824	COMMON STOCK
KAMAN CORP	7,747	199,986	211,648	COMMON STOCK
KENNEDY-WILSON HOLDINGS INC	3,063	33,683	32,407	COMMON STOCK
KEY ENERGY SERVICES INC	17,900	188,192	276,913	COMMON STOCK
KNIGHT CAPITAL GROUP INC	10,916	151,141	129,027	COMMON STOCK
KNOLOGY INC	12,104	134,691	171,877	COMMON STOCK
LAKELAND FINANCIAL CORP	2,984	52,000	77,196	COMMON STOCK
LASALLE HOTEL PROPERTIES	1,326	29,936	32,102	COMMON STOCK
LINCARE HOLDINGS INC	10,825	257,032	278,311	COMMON STOCK
LITTELFUSE INC	3,404	142,440	146,304	COMMON STOCK
MB FINANCIAL INC	9,864	178,743	168,674	COMMON STOCK
MFA FINANCIAL INC	38,459	282,958	258,444	COMMON STOCK
MGE ENERGY INC	3,298	126,307	154,247	COMMON STOCK
MKS INSTRUMENTS INC	8,080	146,854	224,786	COMMON STOCK
MTS SYSTEMS CORP	3,333	95,900	135,820	COMMON STOCK
MYR GROUP INC/DELAWARE	5,889	102,747	112,715	COMMON STOCK
STEVEN MADDEN LTD	4,313	128,061	148,799	COMMON STOCK
MAGELLAN HEALTH SERVICES INC	1,508	77,589	74,601	COMMON STOCK
MAGNUM HUNTER RESOURCES CORP	40,095	206,786	216,112	COMMON STOCK
MAGNUM HUNTER RES CORP WTS	1,414	0	0	COMMON STOCK
MANNING & NAPIER INC	3,222	39,023	40,243	COMMON STOCK
MARKETAXESS HOLDINGS INC	1,698	48,475	51,127	COMMON STOCK
MATTRESS FIRM HOLDING CORP	3,923	86,516	90,974	COMMON STOCK
MEADOWBROOK INSURANCE GROUP IN	36,668	252,083	391,614	COMMON STOCK
MEDICIS PHARMACEUTICAL CORP	2,686	103,575	89,310	COMMON STOCK
MENTOR GRAPHICS CORP	13,050	111,170	176,958	COMMON STOCK
MERITAGE HOMES CORP	5,206	112,600	120,727	COMMON STOCK
METALS USA HOLDINGS CORP	8,204	109,113	92,295	COMMON STOCK
MICREL INC	8,023	64,549	81,113	COMMON STOCK
MID-AMERICA APARTMENT COMMUNIT	2,864	181,152	179,143	COMMON STOCK
MINERALS TECHNOLOGIES INC	4,184	225,905	236,522	COMMON STOCK
MONOTYPE IMAGING HOLDINGS INC	7,768	66,122	121,103	COMMON STOCK
MONRO MUFFLER BRAKE INC	3,408	67,221	132,196	COMMON STOCK
NATIONAL HEALTH INVESTORS INC	3,823	171,099	168,136	COMMON STOCK
NATIONAL RETAIL PROPERTIES INC	10,046	206,248	265,013	COMMON STOCK
NETSCOUT SYSTEMS INC	8,685	145,216	152,856	COMMON STOCK
NORTHWEST BANCSHARES INC	9,928	109,780	123,504	COMMON STOCK
NORTHWESTERN CORP	2,537	66,612	90,799	COMMON STOCK
NU SKIN ENTERPRISES INC	4,395	174,033	213,465	COMMON STOCK
OCWEN FINANCIAL CORP	14,889	171,542	215,593	COMMON STOCK
OIL STATES INTERNATIONAL INC	1,686	104,434	128,760	COMMON STOCK
OLYMPIC STEEL INC	5,579	160,569	130,102	COMMON STOCK
OMEGA HEALTHCARE INVESTORS INC	4,784	89,637	92,570	COMMON STOCK
ON ASSIGNMENT INC	12,041	90,824	134,618	COMMON STOCK
PHH CORP	3,270	63,645	34,989	COMMON STOCK
PS BUSINESS PARKS INC	5,142	292,030	285,021	COMMON STOCK
PSS WORLD MEDICAL INC	7,534	162,273	182,247	COMMON STOCK
PARAMETRIC TECHNOLOGY CORP	7,040	124,137	128,550	COMMON STOCK
PARKWAY PROPERTIES INC/MD	8,046	161,923	79,334	COMMON STOCK
PEBBLEBROOK HOTEL TRUST	8,636	168,930	165,638	COMMON STOCK
PENNANTPARK INVESTMENT CORP	8,903	75,679	89,831	COMMON STOCK
PETROLEUM DEVELOPMENT CORP	5,721	200,158	200,864	COMMON STOCK
PINNACLE FINANCIAL PARTNERS IN	6,846	82,925	110,563	COMMON STOCK
PIPER JAFFRAY COS	1,428	56,172	28,846	COMMON STOCK
PLANTRONICS INC	6,754	241,293	240,713	COMMON STOCK
POLARIS INDUSTRIES INC	2,860	102,078	160,103	COMMON STOCK
POLYONE CORP	22,111	159,997	255,382	COMMON STOCK
PREMIERE GLOBAL SERVICES INC	21,833	160,901	184,926	COMMON STOCK
PROASSURANCE CORP	4,137	221,810	330,215	COMMON STOCK
PRIVATEBANCORP INC	9,967	119,473	109,438	COMMON STOCK
PROSPERITY BANCSHARES INC	5,686	212,645	229,430	COMMON STOCK

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

Security Name	Shares/Par	Cost	Market Value	Description
PROVIDENT FINANCIAL SERVICES I	6,523	89,330	87,343	COMMON STOCK
RLI CORP	2,809	147,224	204,664	COMMON STOCK
RSC HOLDINGS INC	18,531	147,897	342,824	COMMON STOCK
RBC BEARINGS INC	5,428	196,968	226,348	COMMON STOCK
REGAL-BELOIT CORP	2,018	105,058	102,857	COMMON STOCK
RETAIL OPPORTUNITY INVESTMENTS	12,809	130,654	151,659	COMMON STOCK
ROBBINS & MYERS INC	4,515	153,316	219,203	COMMON STOCK
ROSETTA RESOURCES INC	7,032	156,097	305,892	COMMON STOCK
SCBT FINANCIAL CORP	3,981	108,639	115,489	COMMON STOCK
SS&C TECHNOLOGIES HOLDINGS INC	14,438	258,237	260,750	COMMON STOCK
SANDY SPRING BANCORP INC	3,243	43,995	56,915	COMMON STOCK
SCANSOURCE INC	4,526	155,827	162,936	COMMON STOCK
SCHNITZER STEEL INDUSTRIES INC	2,664	147,958	112,634	COMMON STOCK
SEMTECH CORP	10,772	201,482	267,361	COMMON STOCK
SIERRA BANCORP	1,718	13,455	15,118	COMMON STOCK
SIGNATURE BANK/NEW YORK NY	6,251	200,288	374,997	COMMON STOCK
SIMMONS FIRST NATIONAL CORP	2,078	52,681	56,501	COMMON STOCK
SIX FLAGS ENTERTAINMENT CORP	4,680	140,733	193,003	COMMON STOCK
AO SMITH CORP	5,104	197,914	204,772	COMMON STOCK
SOLAR CAPITAL LTD	3,352	62,144	74,046	COMMON STOCK
SOLAR SENIOR CAPITAL LTD	2,531	50,620	39,863	COMMON STOCK
SOUTHWEST GAS CORP	16,853	560,631	716,084	COMMON STOCK
STANDARD MICROSYSTEMS CORP	8,733	197,814	225,049	COMMON STOCK
STIFEL FINANCIAL CORP	5,365	172,725	171,948	COMMON STOCK
STILLWATER MINING CO	4,499	61,410	47,060	COMMON STOCK
SUSSER HOLDINGS CORP	1,556	33,843	35,197	COMMON STOCK
SYMETRA FINANCIAL CORP	7,861	96,395	71,299	COMMON STOCK
SYNNEX CORP	4,990	131,013	151,995	COMMON STOCK
TEAM HEALTH HOLDINGS INC	9,887	137,669	218,206	COMMON STOCK
TEMPUR-PEDIC INTERNATIONAL INC	2,479	115,040	130,222	COMMON STOCK
TENNANT CO	3,219	99,050	125,123	COMMON STOCK
TENNECO INC	6,596	197,843	196,429	COMMON STOCK
TEXAS CAPITAL BANCSHARES INC	5,975	98,133	182,895	COMMON STOCK
THERMON GROUP HOLDINGS INC	7,839	95,273	138,123	COMMON STOCK
TOWER GROUP INC	9,717	231,604	195,992	COMMON STOCK
TREEHOUSE FOODS INC	3,070	133,687	200,717	COMMON STOCK
TRICO BANCSHARES	4,005	66,183	56,951	COMMON STOCK
TRIUMPH GROUP INC	3,451	174,740	201,711	COMMON STOCK
TRONOX INC/NEW	373	54,254	44,014	COMMON STOCK
TWO HARBORS INVESTMENT CORP	12,822	126,768	118,475	COMMON STOCK
UMB FINANCIAL CORP	4,964	190,671	184,909	COMMON STOCK
UNISOURCE ENERGY CORP	1,992	61,176	73,545	COMMON STOCK
UNIVERSAL FOREST PRODUCTS INC	3,839	146,370	118,510	COMMON STOCK
VAIL RESORTS INC	2,478	98,658	104,968	COMMON STOCK
VERA BRADLEY INC	4,500	162,236	145,125	COMMON STOCK
VISTEON CORP/NEW	3,112	210,033	155,413	COMMON STOCK
VITAMIN SHOPPE INC	1,943	79,952	77,487	COMMON STOCK
WSFS FINANCIAL CORP	1,670	49,434	60,053	COMMON STOCK
WARNACO GROUP INC/THE	4,446	212,311	222,478	COMMON STOCK
WASTE CONNECTIONS INC	3,783	84,641	125,369	COMMON STOCK
WATSCO INC	3,714	188,470	243,861	COMMON STOCK
WEBSTER FINANCIAL CORP	8,652	151,901	176,414	COMMON STOCK
WEST PHARMACEUTICAL SERVICES I	3,724	149,666	141,326	COMMON STOCK
WORLD FUEL SERVICES CORP	7,096	173,749	297,890	COMMON STOCK
ALTERRA CAPITAL HOLDINGS LTD	9,180	206,545	216,923	COMMON STOCK
ASPEN INSURANCE HOLDINGS	3,582	93,694	94,923	COMMON STOCK
ENSTAR GROUP LIMITED SHS	1,134	78,875	111,359	COMMON STOCK
HERBALIFE LTD USD COM SHS	2,874	106,039	148,500	COMMON STOCK
ORIENT EXPRESS HOTELS LTD CL A	4,579	50,500	34,205	COMMON STOCK
BWIN.PARTY DIGITAL ENTERTAIN	593,649	2,263,452	1,513,047	COMMON STOCK
KEPPEL CORP NPV	126,460	782,153	907,013	COMMON STOCK
ABBOTT LABORATORIES	36,600	1,852,908	2,058,018	COMMON STOCK
ALERE INC	81,950	2,674,352	1,892,226	COMMON STOCK
COMPASS MINERALS INTERNATIONAL	32,540	2,452,667	2,240,379	COMMON STOCK

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

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

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10C CORPORATE BONDS

Security Name	Shares/Par	Cost	Market Value	Description
BGI US DEBT INDEX FUND B	1,882,401	63,284,785	71,556,658	COMMINGLED BOND FUND
OAKTREE MEZZANINE FUND III	17,027,256	17,027,256	17,027,256	COMMINGLED BOND FUND
SSGA U.S. TIPS INDEX STRATEGY	4,492,254	54,778,040	60,694,843	COMMINGLED BOND FUND
AGFMT 10-1A A1	724,943	724,768	741,438	CORPORATE BONDS
ALLY FINANCIAL INC	825,000	825,000	796,125	CORPORATE BONDS
ALLY FINANCIAL INC	200,000	221,250	205,000	CORPORATE BONDS
ALLY FINANCIAL INC	1,200,000	1,200,000	1,122,192	CORPORATE BONDS
ALTRIA GROUP INC	900,000	1,179,402	1,210,872	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	350,000	350,000	370,475	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	150,000	146,496	145,669	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	1,500,000	1,694,856	1,587,752	CORPORATE BONDS
AMERICAN INTL GROUP INC MTN	350,000	263,970	421,425	CORPORATE BONDS
AT&T CORP	250,000	289,553	353,140	CORPORATE BONDS
BAC CAPITAL TRUST XI	860,000	799,165	754,274	CORPORATE BONDS
BANCO SANTANDER BRAZIL SA/CAYM	500,000	500,000	476,340	CORPORATE BONDS
BANK OF AMERICA CORP	650,000	673,490	672,241	CORPORATE BONDS
BANK OF AMERICA CORP	900,000	893,196	930,795	CORPORATE BONDS
BANK OF AMERICA NA	394,000	378,299	355,353	CORPORATE BONDS
BANKAMERICA CAPITAL II	100,000	83,750	90,000	CORPORATE BONDS
BARCLAYS BANK PLC	575,000	579,804	590,652	CORPORATE BONDS
BARCLAYS BANK PLC	1,200,000	1,980,713	2,088,710	CORPORATE BONDS
BEAR STEARNS 07-SV1A A1 144A	96,241	76,982	92,390	CORPORATE BONDS
BEAR STEARNS COS LLC/THE	700,000	646,366	761,271	CORPORATE BONDS
BEAR STEARNS COS LLC/THE	300,000	279,747	335,169	CORPORATE BONDS
BEAR STEARNS COS LLC/THE	700,000	689,071	820,646	CORPORATE BONDS
BERKSHIRE HATHAWAY FINANCE COR	120,000	119,591	121,668	CORPORATE BONDS
BMW US CAPITAL LLC	1,200,000	1,194,660	1,199,724	CORPORATE BONDS
BNSF RY CO 2006-1 PASSTHRU	100,288	91,884	114,713	CORPORATE BONDS
BOSTON PROPERTIES LP	400,000	430,476	446,411	CORPORATE BONDS
BOSTON PROPERTIES LP	300,000	287,205	301,890	CORPORATE BONDS
BP CAPITAL MARKETS PLC	200,000	182,000	210,169	CORPORATE BONDS
BP CAPITAL MARKETS PLC	100,000	99,716	104,742	CORPORATE BONDS
BP CAPITAL MARKETS PLC	500,000	497,255	550,686	CORPORATE BONDS
BP CAPITAL MARKETS PLC	100,000	89,000	100,272	CORPORATE BONDS
BURLINGTON NORTHN SANTA FE 001	602,351	677,867	728,965	CORPORATE BONDS
CAPITAL ONE FINANCIAL CORP	500,000	510,705	560,259	CORPORATE BONDS
CAPITAL ONE FINANCIAL CORP	175,000	174,190	180,095	CORPORATE BONDS
CIGNA CORP	75,000	86,696	87,670	CORPORATE BONDS
CIGNA CORP	350,000	373,083	438,419	CORPORATE BONDS
CIT GROUP INC	47,418	35,730	47,513	CORPORATE BONDS
CIT GROUP INC	79,029	57,508	79,029	CORPORATE BONDS
CIT GROUP INC	147,509	113,569	147,509	CORPORATE BONDS
CITIGROUP INC	375,000	380,779	400,212	CORPORATE BONDS
CITIGROUP INC	750,000	752,085	644,880	CORPORATE BONDS
CITIGROUP INC	1,620,000	1,613,066	1,728,914	CORPORATE BONDS
CITIGROUP MORTGAGE LO AHL1 A2C	3,000,000	933,750	918,555	CORPORATE BONDS
COMCAST CABLE COMMUNICATIONS H	295,000	353,073	320,817	CORPORATE BONDS
COMCAST CORP	575,000	568,462	664,854	CORPORATE BONDS
COMCAST CORP	25,000	24,947	29,570	CORPORATE BONDS
COOPERATIEVE CENTRALE RAIFFEIS	700,000	698,103	727,192	CORPORATE BONDS
COX COMMUNICATIONS INC 144A	375,000	362,792	432,960	CORPORATE BONDS
COX COMMUNICATIONS INC 144A	398,000	508,405	538,369	CORPORATE BONDS
CREDIT AGRICOLE HOME LOAN SFH	1,400,000	1,400,000	1,345,009	CORPORATE BONDS
CSX TRANSN INC GTD SECD EQUIP	105,295	106,591	120,657	CORPORATE BONDS
DAIMLER FIN NORTH AMERICA 144A	1,200,000	1,175,476	1,158,066	CORPORATE BONDS
DEXIA CREDIT LOCAL SA	700,000	700,000	636,083	CORPORATE BONDS
DNB BOLIGKREDITT AS 144A	1,000,000	998,800	1,016,596	CORPORATE BONDS

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10C CORPORATE BONDS

Security Name	Shares/Par	Cost	Market Value	Description
DOW CHEMICAL CO/THE	790,000	939,317	1,033,579	CORPORATE BONDS
FEDERAL EXPRESS 98-1 CTF 1A	739,215	734,815	856,820	CORPORATE BONDS
FORD MOTOR CREDIT CO LLC	500,000	497,330	517,475	CORPORATE BONDS
GAZPROM O A O LN SER 17 144A	1,500,000	1,756,875	1,687,500	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	250,000	249,723	273,788	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	500,000	512,163	550,146	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	175,000	179,858	181,554	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	230,000	222,424	232,830	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	600,000	588,870	635,752	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	950,000	941,574	969,317	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	600,000	413,700	517,895	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	200,000	190,188	186,103	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	600,000	509,154	627,262	CORPORATE BONDS
GOODRICH CORP	300,000	306,234	353,780	CORPORATE BONDS
HCA INC	1,200,000	1,242,000	1,224,000	CORPORATE BONDS
HEALTH NET INC	225,000	183,094	234,000	CORPORATE BONDS
HEWLETT-PACKARD CO	1,200,000	1,188,016	1,188,188	CORPORATE BONDS
HISTORIC TW INC	760,000	906,624	890,864	CORPORATE BONDS
HSBC HOLDINGS PLC	200,000	193,008	197,418	CORPORATE BONDS
HSBC HOLDINGS PLC	475,000	456,382	479,943	CORPORATE BONDS
HSBC HOLDINGS PLC	225,000	224,512	239,083	CORPORATE BONDS
ING BANK NV 144A	600,000	623,222	633,008	CORPORATE BONDS
INTESA SANPAOLO SPA 144A	1,500,000	1,488,495	1,231,061	CORPORATE BONDS
JPMORGAN CHASE & CO	400,000	405,812	425,148	CORPORATE BONDS
JPMORGAN CHASE & CO	300,000	345,588	339,791	CORPORATE BONDS
JPMORGAN CHASE & CO	300,000	314,904	318,861	CORPORATE BONDS
JPMORGAN CHASE & CO	400,000	398,040	402,809	CORPORATE BONDS
JPMORGAN CHASE & CO	600,000	598,764	609,572	CORPORATE BONDS
KAUPTHING BANK HF	850,000	641,500	85	CORPORATE BONDS
LAFARGE SA	600,000	582,868	612,005	CORPORATE BONDS
LAFARGE SA	175,000	174,850	178,094	CORPORATE BONDS
LEHMAN BROTHERS HOLDINGS INC	300,000	299,778	30	CORPORATE BONDS
LEHMAN BROTHERS HOLDINGS INC	2,200,000	2,189,968	577,500	CORPORATE BONDS
LIBERTY INTERACTIVE LLC	127,000	113,983	123,190	CORPORATE BONDS
LIBERTY INTERACTIVE LLC	171,000	151,335	164,374	CORPORATE BONDS
LLOYDS TSB BANK PLC	1,200,000	1,200,000	1,099,152	CORPORATE BONDS
LLOYDS TSB BANK PLC 144A	1,300,000	1,299,948	1,251,453	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	560,000	462,386	615,910	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	275,000	277,431	317,505	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	125,000	99,864	137,971	CORPORATE BONDS
MAGNOLIA FUNDING LTD	424,304	568,777	548,586	CORPORATE BONDS
MERRILL LYNCH & CO INC	300,000	318,881	295,782	CORPORATE BONDS
MORGAN STANLEY	380,000	383,059	362,040	CORPORATE BONDS
MORGAN STANLEY	1,500,000	1,527,840	1,365,413	CORPORATE BONDS
MORGAN STANLEY	300,000	272,707	357,292	CORPORATE BONDS
MORGAN STANLEY MTN	1,000,000	951,305	1,231,002	CORPORATE BONDS
NEWS AMERICA INC	175,000	180,955	201,703	CORPORATE BONDS
NORDEA BANK AB 144A	1,500,000	1,492,845	1,533,179	CORPORATE BONDS
NORDSTROM INC	600,000	564,288	750,733	CORPORATE BONDS
PROVINCE OF ONTARIO CANADA	1,000,000	996,850	1,047,356	CORPORATE BONDS
QWEST CORP	1,200,000	1,200,000	1,329,734	CORPORATE BONDS
REED ELSEVIER CAPITAL INC	275,000	273,933	343,223	CORPORATE BONDS
REYNOLDS AMERICAN INC	1,000,000	995,380	1,192,435	CORPORATE BONDS
ROYAL BANK OF SCOTLAND GROUP P	500,000	433,750	340,625	CORPORATE BONDS
ROYAL BANK OF SCOTLAND PLC/THE	100,000	99,805	95,399	CORPORATE BONDS
ROYAL BANK OF SCOTLAND PLC/THE	625,000	622,694	616,581	CORPORATE BONDS
SBA GTD PARTN CTFS 2002-20C 1	864,814	882,110	957,626	CORPORATE BONDS
SLM CORP	325,000	313,144	334,750	CORPORATE BONDS

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10C CORPORATE BONDS

Security Name	Shares/Par	Cost	Market Value	Description
SPRINT CAPITAL CORP	200,000	160,500	142,750	CORPORATE BONDS
SPRINT CAPITAL CORP	425,000	361,625	349,563	CORPORATE BONDS
TELECOM ITALIA CAPITAL SA	175,000	176,986	163,607	CORPORATE BONDS
TELECOM ITALIA CAPITAL SA	200,000	220,666	187,422	CORPORATE BONDS
TIME WARNER CABLE INC	375,000	407,354	478,848	CORPORATE BONDS
TIME WARNER CABLE INC	275,000	312,951	345,403	CORPORATE BONDS
TIME WARNER CABLE INC	225,000	225,077	227,639	CORPORATE BONDS
TIME WARNER COS INC	200,000	215,367	251,513	CORPORATE BONDS
TIME WARNER INC	800,000	837,721	1,043,748	CORPORATE BONDS
UBS AG/STAMFORD CT	400,000	400,000	389,521	CORPORATE BONDS
UBS AG/STAMFORD CT	300,000	299,871	291,935	CORPORATE BONDS
UNION PAC RR CO PASS THRU 98-A	248,695	257,265	282,773	CORPORATE BONDS
UNUM GROUP	446,000	361,122	470,811	CORPORATE BONDS
VOLKSWAGEN INTERNATIONAL FINAN	600,000	600,000	587,947	CORPORATE BONDS
VOLKSWAGEN INTERNATIONAL FINAN	600,000	600,000	599,391	CORPORATE BONDS
VULCAN MATERIALS CO	125,000	125,000	129,063	CORPORATE BONDS
VULCAN MATERIALS CO	225,000	225,000	243,000	CORPORATE BONDS
WACHOVIA BANK NA	500,000	500,335	552,112	CORPORATE BONDS
WELLPOINT INC	225,000	264,596	271,479	CORPORATE BONDS
WESTLB AG/NEW YORK	740,000	678,594	768,444	CORPORATE BONDS
WM WRIGLEY JR CO 144A	1,400,000	1,399,538	1,410,368	CORPORATE BONDS
XEROX CORP	945,000	935,429	1,064,505	CORPORATE BONDS
BEAR STEARNS COMMERCIA CLF1 A3	53,032	51,296	53,877	CMBS - CTL
GS MTG SECS CORP 04-4 144A	1,903,023	1,943,463	1,958,485	CMO
UNION PAC RR CO 01-1	417,890	401,651	486,308	CMO
CDS SP UL CDX.IG.5 10Y 10-15%	-800,000	0	0	CDSWP
CDS_SP UL CDX.IG.5 10Y 10-15%	800,000	0	-99,473	CDSWP
CDS SP UL CDX.IG.9 5YR 15-30%	-100,000	0	0	CDSWP
CDS_SP UL CDX.IG.9 5YR 15-30%	100,000	0	1,137	CDSWP
CDS BP UL CDX.IG.5 7YR 10-15%	-1,100,000	0	0	CDSWP
CDS_BP UL CDX.IG.5 7YR 10-15%	1,100,000	0	-1,540	CDSWP
CDS SP UL CDX.IG.5 10Y 10-15%	-2,700,000	0	0	CDSWP
CDS_SP UL CDX.IG.5 10Y 10-15%	2,700,000	0	-335,212	CDSWP
CDS BP UL CDX.IG.5 7YR 10-15%	-3,800,000	0	0	CDSWP
CDS_BP UL CDX.IG.5 7YR 10-15%	3,800,000	0	-5,319	CDSWP
CDS BP UL GOODRICH CORP	-300,000	0	0	CDSWP
CDS_BP UL GOODRICH CORP	300,000	0	-4,540	CDSWP
CDS BP TIME WARNER INC SNR	-500,000	0	0	CDSWP
CDS_BP TIME WARNER INC SNR	500,000	0	-9,117	CDSWP
CCP CDX IG14 5Y CME	-7,200,000	0	0	CDSWP
CCP_CDX IG14 5Y CME	7,200,000	7,913	14,519	CDSWP
CCP CDX IG10 10Y CME	-1,548,800	0	0	CDSWP
CCP_CDX IG10 10Y CME	1,548,800	13,962	-560	CDSWP
CCP CDX IG9 10Y CME	-20,715,200	0	0	CDSWP
CCP_CDX IG9 10Y CME	20,715,200	922,731	792,669	CDSWP
CCP CDX HY14 5Y CME	-1,078,000	0	0	CDSWP
CCP_CDX HY14 5Y CME	1,078,000	16,170	26,729	CDSWP
CDS SP UL BP P.L.C.	100,000	3,469	14,061	CDSWP
CDS_SP UL BP P.L.C.	-100,000	0	0	CDSWP
CDS SP UL BP P.L.C.	200,000	1,953	28,121	CDSWP
CDS_SP UL BP P.L.C.	-200,000	0	0	CDSWP
CDX SP UL CDX.NA.IG.16	700,000	0	-5,229	CDSWP
CDX_SP UL CDX.NA.IG.16	-700,000	-6,390	0	CDSWP
ZCS IRS P BZDIOVRA R 11.96%	-2,200,000	-4,886	0	IRSWP
ZCS_IRS P BZDIOVRA R 11.96%	2,200,000	0	41,320	IRSWP
IRS ZCS P BZDIOVRA R 12.12%	-700,000	0	0	IRSWP
IRS_ZCS P BZDIOVRA R 12.12%	700,000	1,712	15,076	IRSWP
IRS P BZDIOVRA R 10.58%	-4,600,000	0	0	IRSWP

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2011 FORM 990-PF
PART II, LINE 10C CORPORATE BONDS

Security Name	Shares/Par	Cost	Market Value	Description
IRS_P BZDIOVRA R 10.58%	4,600,000	13,045	-931	IRSWP
IRS_P BRL CDI DAILY R 10.87%	-900,000	0	0	IRSWP
IRS_P BRL CDI DAILY R 10.87%	900,000	4,474	2,305	IRSWP
IRS_P BRL-CDI DAILY R 10.605%	-400,000	0	0	IRSWP
IRS_P BRL-CDI DAILY R 10.605%	400,000	0	-767	IRSWP
IRS_ZCS P BZDIOVRA R 10.77%	-100,000	0	0	IRSWP
IRS_ZCS P BZDIOVRA R 10.77%	100,000	338	161	IRSWP
IRS_ZCS P BZDIOVRA R 11.86%	-900,000	-254	0	IRSWP
IRS_ZCS P BZDIOVRA R 11.86%	900,000	323	12,365	IRSWP
IRS_P BZDIOVRA R 11.935	-300,000	0	0	IRSWP
IRS_P BZDIOVRA R 11.935	300,000	882	4,473	IRSWP
IRS_P BZDIOVRA R 11.82%	-200,000	0	0	IRSWP
IRS_P BZDIOVRA R 11.82%	200,000	209	2,621	IRSWP
IRS_ZCS P BZDIOVRA R 10.53%	-1,100,000	0	0	IRSWP
IRS_ZCS P BZDIOVRA R 10.53%	1,100,000	684	-775	IRSWP
IRS_P US0003M R 10.00% 7/12/22	-2,100,000	-12,883	0	IRSWP
IRS_P US0003M R 10% 07/12/22	-100,000	-690	0	IRSWP
IRS_P US0003M R 2.25%	-700,000	-4,261	-196	IRSWP
IRS_P US0003M R 1.0% 11/21/13	-2,700,000	-15,404	-3,524	IRSWP
IRS_P US0003M R 2% 11/21/2013	2,700,000	6,548	884	IRSWP
CCP IRS USD-LIBOR-BBA-3M CME	-1,700,000	-32,737	-50,265	IRSWP
CCP_IRS USD-LIBOR-BBA-3M CME	1,700,000	0	0	IRSWP
CCP IRS USD-LIBOR-BBA-3M CME	-23,300,000	0	0	IRSWP
CCP_IRS USD-LIBOR-BBA-3M CME	23,300,000	229,505	381,205	IRSWP
AMERICAN HOME MORTGAGE AS 5 A1	748,738	428,504	273,880	CORPORATE BONDS-CMO
BEAR STEARNS ADJUSTABLE R 2 A1	743,108	726,011	689,114	CORPORATE BONDS-CMO
BEAR STEARNS ALT-A TRUS 4 23A2	399,115	301,457	310,755	CORPORATE BONDS-CMO
BEAR STEARNS ALT-A TRUS 7 22A1	368,662	362,573	232,253	CORPORATE BONDS-CMO
CITIGROUP MORTGAGE LOAN 3 2A2B	379,156	366,796	171,852	CORPORATE BONDS-CMO
RESIDENTIAL ASSET SECU A13 1A1	316,672	207,915	194,883	CORPORATE BONDS-CMO
INDYMAC INDEX MORTGAGE AR12 A1	680,165	417,884	350,825	CORPORATE BONDS-CMO
JP MORGAN MORTGAGE TRUS A1 6T1	200,715	189,237	194,690	CORPORATE BONDS-CMO
LUMINENT MORTGAGE TRUST 7 2A1	726,931	437,830	399,960	CORPORATE BONDS-CMO
MELLON RESIDENTIAL FUN TBC3 A1	194,824	195,924	177,613	CORPORATE BONDS-CMO
STRUCTURED ADJUSTABLE R 20 3A1	603,279	591,782	441,569	CORPORATE BONDS-CMO
STRUCTURED ASSET MORTGA AR5 A3	428,309	420,164	351,302	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THROU AR6 A	12,261	12,310	8,923	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR HY1 1A1	622,999	434,418	387,316	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR HY5 2A1	708,739	508,334	489,071	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR AR19 1A	747,244	427,470	366,968	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS TH AR14 1A4	865,153	547,209	570,788	CORPORATE BONDS-CMO
WASHINGTON MUTUAL MSC M AR1 2A	2,044	2,088	1,741	CORPORATE BONDS-CMO
TOTAL - PART II, LINE 10C		<u>221,032,060</u>	<u>234,505,635</u>	

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

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

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning 01/01/2011, and ending 12/31/2011

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **TCV VII (A), L.P.**
280 PARK AVENUE, 26TH FLOOR
NEW YORK, NY 10017
2(a) EIN (if any): **75-3257857**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: **CJ**

4 Date of organization: 10/24/2007	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: US DOLLAR	8b Exchange rate (see instr.): 1.00000000000000
--	---	---	--	---	---

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

1 Name, address, and identifying number of agent (if any) in the United States: **TCV VII (A), L.P.**
280 PARK AVENUE, 26TH FLOOR
NEW YORK, NY 10017 75-3257857
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN**

3 Name and address of foreign partnership's agent in country of organization, if any: **MAPLES AND CALDER**
P.O. BOX 309, UGLAND HOUSE
GRAND CAYMAN
CJ
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: **TCV VII (A), L.P.**
280 PARK AVENUE, 26TH FLOOR
NEW YORK, NY 10017

- 5** Were any special allocations made by the foreign partnership? Yes No
- 6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
- 7** How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**
- 8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9** Does this partnership meet **both** of the following requirements?
 - The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

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

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only	Print/Type preparer's name _____	Preparer's signature _____	Date _____	Check <input type="checkbox"/> if self-employed	PTIN _____
	Firm's name _____	Firm's EIN _____			
	Firm's address _____	Phone no. _____			

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership TCV VII (A), L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		4,000,000.				.976
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2011**, and ending **12/31/2011**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **CVC EUROPEAN EQUITY PARTNERS V (B), L.P.**
22-24 SEALE STREET
ST. HELIER, JE2 3QG
JE
2(a) EIN (if any): **98-0574210**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: **CJ**

4 Date of organization: **04/18/2008**
5 Principal place of business: **CJ**
6 Principal business activity code number: **523900**
7 Principal business activity: **INVESTMENTS**
8a Functional currency: **EURO**
8b Exchange rate (see instr.): **0.717900000000**

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

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

3 Name and address of foreign partnership's agent in country of organization, if any: **CVC EUROPEAN EQUITY PARTNERS V (B), L.P.**
22-24 SEALE STREET
ST. HELIER, JE2 3QG
JE
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: **SALTGATE LIMITED**
22-24 SEALE STREET
ST. HELIER, JERSEY
, JE2 3QG

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
7 How is this partnership classified under the law of the country in which it is organized? **LIMITED PARTNERSHIP**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

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

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership CVC EUROPEAN EQUITY PARTNERS V (B), L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		2,109,727.				.286
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP

NAME	ADDRESS	ID NUMBER	CHECK IF: FOR PERS
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	LINCOLN PLAZA EAST 400 Q STREET, SUITE 4800 SACRAMENTO CA 95814	94-6207465	

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR	
				PSHP	PSHP
DEEP END HOLDINGS, LLC	712 FIFTH AVE, 43RD FLOOR NEW YORK	27-3362528			
STARBEV LP	22 GRENVILLE STREET ST. HEILER, JE4 8PX JE	FOREIGNUS			X
TREBOL INTERNATIONAL BV	NARITAWEG 165 1043 BW AMSTERDAM NL	98-0683874			X
CVC BEACON LLC	712 FIFTH AVE, 43 FLOOR NEW YORK	80-0756157			

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year
beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning 01/01/2011, and ending 12/31/2011

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **CARLYLE PARTNERS V CAYMAN, L.P.**
1001 PENN. AVE. NW, SUITE 220 SOUTH
WASHINGTON, DC 20004
2(a) EIN (if any): **98-0588263**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: **CJ**

4 Date of organization: 07/17/2008	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: OTHER FINANCIAL INV	8a Functional currency: US DOLLAR	8b Exchange rate (see instr.): _____
--	---	---	--	---	---

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

1 Name, address, and identifying number of agent (if any) in the United States:
THE CARLYLE GROUP
1001 PENN. AVE. NW
WASHINGTON, DC 20004
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN**
3 Name and address of foreign partnership's agent in country of organization, if any:
TC GROUP V CAYMEN LP
1001 PENN. AVE. NW
SUITE 220 SOUTH
WASHINGTON, DC 20004
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
THE CARLYLE GROUP
1001 PENN. AVE. NW
WASHINGTON DC, DC 20004

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
7 How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

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

Signature of general partner or limited liability company member: _____ Date: _____

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

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership CARLYLE PARTNERS V CAYMAN, L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		325,198.				.116
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS** Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return): **CASEY FAMILY PROGRAMS**
A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2011**, and ending **12/31/2011**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **THE RESOLUTE FUND II SIE LP**
767 FIFTH AVE, 48TH FLOOR
NEW YORK, NY 10153
2(a) EIN (if any): **98-0587497**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: **CJ**

4 Date of organization: 12/20/2007	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: USD	8b Exchange rate (see instr.): _____
---	--	--	---	------------------------------------	--------------------------------------

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

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

3 Name and address of foreign partnership's agent in country of organization, if any: _____
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
CITI PRIVATE EQUITY SERVICES INC
245 FIFTH AVE, 16TH FLOOR
NEW YORK, NY 10016

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): _____
7 How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

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

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership THE RESOLUTE FUND II SIE LP	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,249,767.				.427
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

NAME

ADDRESS

CHECK IF:

ID NUMBER FOR PERS DIR PTNR

WCT HOLDINGS (CAYMAN)

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning 01/01/2011, and ending 12/31/2011

C Filer's share of liabilities: Nonrecourse \$ 3,664. Qualified nonrecourse financing \$ _____ Other \$ _____

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
AXIOM ASIA PRIVATE CAPITAL FUND II LP
4TH FLOOR CENTURY YARD CRICKET SQ., HUTCHINS DRIVE, PO BOX 2681G
GEORGE TOWN, GRAND CAYMAN
CJ
2(a) EIN (if any): 98-0629004
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: CJ

4 Date of organization: <u>07/29/2008</u>	5 Principal place of business: <u>CJ</u>	6 Principal business activity code number: <u>523900</u>	7 Principal business activity: <u>INVESTMENTS</u>	8a Functional currency: <u>USD</u>	8b Exchange rate (see instr.): _____
--	---	---	--	---	---

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

1 Name, address, and identifying number of agent (if any) in the United States: _____
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: OGDEN
3 Name and address of foreign partnership's agent in country of organization, if any:
AXIOM ASIA PRIVATE CAPITAL FUND II LP
C/O CODAN SERVICES, 4TH FLOOR, HUTCHINS DRIVE
GEORGE TOWN, GRAND CAYMANS
CJ
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
CITI FUND SERVICES (ASIA), LIMITED
10/F TWO HARBOUR FRONT, 22 TAK FUND STREET
HUNGHOM, HONG KONG
HK

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
7 How is this partnership classified under the law of the country in which it is organized? EXEMPTED COMPANY
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet **both** of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

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

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _ _ _	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _ _ _		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership AXIOM ASIA PRIVATE CAPITAL FUND II LP	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,815,000.				1.039
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
CID GREATER CHINA CAPITAL FUND III, L.P.	WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9001 CJ	FOREIGNUS		X
SONORA FUND LP	C/O ICG MANAGEMENT LIMITED P.O. BOX 715 LANDMARK SQ., 1ST FL GRAND CAYMAN KY1-1109 CJ	98-0649668		X
A2MGP LTD	CODAN TRUST COMPANY LTD CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	98-0635173		X
CDH SHINE III LIMITED	PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0638337		X
IPV CAPITAL II, LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
CARLYLE JAPAN INTERNATIONAL PARTNERS II LP	C/O THE CARLYLE GROUP 1001 PENN. AVE., NW SUITE 220 SOUTH WASHINGTON DC 20004	98-0504200		X
IPV CAPITAL LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		X
CDH CHINA GROWTH CAPITAL FUND II, LP	C/O M&C CORPORATION SERVICES LTD UGLAND HOUSE P.O. BOX 309 SOUTH CHURCH STREET GEORGE TOWN CJ	FOREIGNUS		X
KKR CHINA GROWTH FUND L.P.	C/O KOLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH STREET NEW YORK NY 10019	98-0692198		X
INDIA VALUE FUND IV, L.P.	ROCKLINES HOUSE (GROUND FLOOR) 9/2 MUSEUM ROAD BANGALORE-560 001 IN	FOREIGNUS		X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY		FOR
			INCOME OR LOSS	PSHP	
NEW HORIZON CAPITAL III LP	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9002 CJ	98-0649847			X
GSR VENTURES III, L.P.	SCOTIA CENTRE P.O. BOX 268 GRAND CAYMAN KY1-1104 CJ	42-1767000			X
MCPIII, LLP	3-2 MARUNOUCHI 2-CHOME CHIYODA-KU TOKYO JA	FOREIGNUS			X
CDH SHINE IV LIMITED	C/O MAPLES FINANCE BVI LIMITED PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0646750			X
CAPITAL TODAY CHINA GROWTH FUND II, L.P.	C/O CODAN SERVICES CRICKET SQ HUTCHINS DR PO BOX 2681 GEORGE TOWN GRAND CAYMAN KY1-1111 CJ	98-0667660			X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
ARCHER CAPITAL FUND 5	SUITE7, PIER 2/3 13 HICKSON ROAD DAWES POINT NSW 2000 AS	FOREIGNUS		X
CPECHINA FUND, L.P.	UNIT 606, 6/F, ONE PACIFIC PLACE 88 QUEENSWAY, HONG KONG HK	98-0680832		X
DCM HYBRID RMB FUND, L.P.	2420 SAND HILL ROAD, SUITE 200 MENLO PARK CA 94025	98-0701963		X
GSR VENTURES IV, L.P.	SCOTIA CENTRE, P.O. BOX 268 GRAND CAYMAN CJ KY1-1104 CJ	98-1008540		X
HELLION VENTURE PARTNERS II, LLC	C/O CIM FUND SERVICES 3RD FLOOR, ROGER HOUSE 5 PRESIDENT JOHN KENNEDY STREET PORT LOUIS MP MP	98-0577560		X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
INDOUS VENTURE PARTNERS II, LLC	C/O INT'L FINANCIAL SERVICES LTD IFS COURT, TWENTY EIGHT CYBERCITY, EBENE MAURITIUS MP	98-1019616		X
MULBERRY ASIA FUND II LP	C/O M&C CORPORATE SERVICES LIMITED PO BOX 309 UGLAND HOUSE S CHURCH ST GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS CJ	98-0558874		X
NEWQUEST ASIA FUND I, LP	C/O WALKERS CORPORATE SERVICES LTD WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, KY1-9005 CJ	98-0694353		X
VI (VIETNAM INVESTMENTS) FUND II, L.P.	MAPLES CORPORATION SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104 CJ	98-1041940		X
CJIP II LIMITED, L.P.	C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW STE 200 S WASHINGTON DC 20004	98-0692541		X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY		FOR
			INCOME OR LOSS	PSHP	
QUADRANT PRIVATE EQUITY NO. 3, L.P.	LEVEL 30, DEUTSCHE BANK PLACE 126 PHILLIP STREET SYDNEY NSW 2000 AUSTRALIA AS	FOREIGNUS			X
CHINA SPECIAL OPPORTUNITIES FUND III, L.P.	46/F, FAR EAST FINANCE CENTRE 16 HARCOURT ROAD ADMIRALTY, HONG KONG HK	98-0683867			X

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS** Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return): **CASEY FAMILY PROGRAMS**
A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2011**, and ending **12/31/2011**

C Filer's share of liabilities: Nonrecourse \$ **4,294,029.** Qualified nonrecourse financing \$ Other \$

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **INVESCO ASIA REAL ESTATE FUND I, LP**
P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY
GRAND CAYMAN, KY1-1205
CJ
2(a) EIN (if any): **98-0612576**
2(b) Reference ID number (see instr.):
3 Country under whose laws organized: **CJ**

4 Date of organization: 01/16/2008	5 Principal place of business: CJ	6 Principal business activity code number: 531390	7 Principal business activity: REAL ESTATE INVESTMENT	8a Functional currency: USD	8b Exchange rate (see instr.):
---	--	--	--	------------------------------------	--------------------------------

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

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

3 Name and address of foreign partnership's agent in country of organization, if any: **CITCO TRUSTEES (CAYMAN) LIMITED**
P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY
GRAND CAYMAN, KY1-1205
CJ
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: **CITCO TRUSTEES (CAYMAN) LIMITED**
P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY
GRAND CAYMAN, KY1-1205
CJ

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED PARTNERSHIP**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

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

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name				Firm's EIN
	Firm's address				Phone no.

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Balance at end of year. Subtract line 8 from line 5	

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership INVESCO ASIA REAL ESTATE FUND I, LP	

Part I Transfers Reportable Under Section 6038B

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

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

NAME	ADDRESS	ID NUMBER	FOR PERS	DIR	PTNR	CHECK IF:
INVESCO ASIA REAL ESTATE FEEDER FUND I, LP	P.O. BOX 31106 89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205 CJ	98-0612575	X		X	

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP

NAME	ADDRESS	ID NUMBER	CHECK IF: FOR PERS
THE MISSOURI LOCAL AREA GOVERNMENT EMPLOYEES RETIREMENT SYSTEM	701 WEST MAIN STREET JEFFERSON CITY MO 65102	43-0920919	

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning 01/01/2011, and ending 12/31/2011

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
HELLMAN AND FRIEDMAN CAPITAL PARTNERS VII LP
ONE MARITIME PLAZA, 12TH FLOOR
SAN FRANCISCO, CA 94111
2(a) EIN (if any): 98-0611116
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: CJ

4 Date of organization: <u>09/30/2008</u>	5 Principal place of business: <u>CJ</u>	6 Principal business activity code number: <u>523900</u>	7 Principal business activity: <u>FINANCE INVESTMENT AC</u>	8a Functional currency: <u>U.S. DOLLAR</u>	8b Exchange rate (see instr.): _____
--	---	---	--	---	---

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

1 Name, address, and identifying number of agent (if any) in the United States: _____
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: EFILE
3 Name and address of foreign partnership's agent in country of organization, if any:
HELLMAN & FRIEDMAN INVESTORS VII, L.P.
C/O WALKERS CORPORATE SERVICES, 87 MARY STREE
, GRAND CAYMAN, KY1-9005
CJ
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
GEORGIA LEE
C/O HELLMAN & FRIEDMAN, LLC
ONE MARITIME PLAZA, 12TH FLOOR
SAN FRANCISCO, CA 94111

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
7 How is this partnership classified under the law of the country in which it is organized? LIMITED PARTNERSHIP
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet **both** of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

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

Signature of general partner or limited liability company member: _____ Date: _____

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

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize):	
b Property			
3 Net income (loss) per books			
4 Other increases (itemize):		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership HELLMAN AND FRIEDMAN CAPITAL PARTNERS VII LP	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,288,368.				.163
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2011**, and ending **12/31/2011**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **SHIELD, LP**
ONE MARITIME PLAZA, 12TH FLOOR
SAN FRANCISCO, CA 94111
2(a) EIN (if any): **98-1009474**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: **CA**

4 Date of organization: 06/21/2011	5 Principal place of business: CA	6 Principal business activity code number: 523900	7 Principal business activity: FINANCE INVESTMENT AC	8a Functional currency: US DOLLAR	8b Exchange rate (see instr.): _____
--	---	---	--	---	---

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

1 Name, address, and identifying number of agent (if any) in the United States: _____
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **EFILE**
3 Name and address of foreign partnership's agent in country of organization, if any: **SHIELD INVESTORS, LP**
4500 BANKERS HALL EAST, 855-2ND ST SW
CALGARY, ALBERTA T2P 4K7
CA
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: **GEORGIA LEE**
C/O HELLMAN AND FRIEDMAN LLC
ONE MARITIME PLAZA, 12TH FLOOR
SAN FRANCISCO, CA 94111

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
7 How is this partnership classified under the law of the country in which it is organized? **LIMITED PARTNERSHIP**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet both of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

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

Signature of general partner or limited liability company member: _____ Date: _____

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

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership SHIELD, LP	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		840,602.				.163
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

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

2011

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2011**, and ending **12/31/2011**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership:
TRUSTBRIDGE PARTNERS IV LP
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN CJ KY1-9002
CJ
2(a) EIN (if any): **98-0702017**
2(b) Reference ID number (see instr.): _____
3 Country under whose laws organized: **CJ**

4 Date of organization: **03/18/2011**
5 Principal place of business: **CJ**
6 Principal business activity code number: **525990**
7 Principal business activity: **INVESTMENTS**
8a Functional currency: **USD**
8b Exchange rate (see instr.): _____

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

1 Name, address, and identifying number of agent (if any) in the United States: _____
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: _____
3 Name and address of foreign partnership's agent in country of organization, if any:
WALKERS
WALKERS HOUSE, 87 MARY STREET
GEORGE TOWM, GRAND CAYMAN
CJ, KYI-9002
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
TBP PARTNERS LTD
UNIT 504, ICBC TOWER, 3 GARDEN ROAD
CENTRAL, HONG KONG
HK

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions): _____
7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED PARTNERSHIP**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____
Paid Preparer Use Only
Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____
Check if self-employed if PTIN
Firm's name: _____ Firm's EIN: _____
Firm's address: _____ Phone no.: _____

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2011

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership TRUSTBRIDGE PARTNERS IV LP	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		3,241,487.				1.442
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2011

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

(Rev. December 2011)

▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2011, and ending 12/31/2011

Attachment
Sequence No. **121**

Name of person filing this return <u>CASEY FAMILY PROGRAMS</u>		A Identifying number <u>91-0793881</u>
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) <u>2001 EIGHTH AVE, SUITE 2700</u>		B Category of filer (See instructions. Check applicable box(es)): 1 (repealed) 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> 5 <input checked="" type="checkbox"/>
City or town, state, and ZIP code <u>SEATTLE WA 98121-2641</u>		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period <u>42.8600%</u>
Filer's tax year beginning <u>01/01/2011</u> , and ending <u>12/31/2011</u>		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation <u>INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER</u> <u>P.O. BOX 309 UGLAND HOUSE</u> <u>GRAND CAYMAN, KY1-1104 CJ</u>		b(1) Employer identification number, if any <u>98-0573913</u>
		b(2) Reference ID number (see instructions)
		c Country under whose laws incorporated <u>CAYMAN ISLANDS</u>
d Date of incorporation <u>03/26/2008</u>	e Principal place of business <u>CJ</u>	f Principal business activity code number <u>531390</u>
		g Principal business activity <u>INVESTMENT IN REAL ESTATE</u>
		h Functional currency <u>USD</u>

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States <u>NONE</u>	b If a U.S. income tax return was filed, enter:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different	

Schedule A Stock of the Foreign Corporation

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
<u>COMMON</u>	<u>1.</u>	<u>1.</u>

For Paperwork Reduction Act Notice, see instructions.

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

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2	N/A			
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

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

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

Schedule G Other Information

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? <u>ATCH. 6</u> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). | | |
| 4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Schedule H Current Earnings and Profits (see instructions)

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

1 Current year net income or (loss) per foreign books of account	1	80,820.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
	Net Additions	Net Subtractions
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach schedule), <u>ATCH. 7</u>		-348,686.
3 Total net additions		
4 Total net subtractions		-348,686.
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	429,506.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	429,506.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions))	5d	429,506.
Enter exchange rate used for line 5d ▶		1.0000

Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions)

1 Subpart F income (line 38b, Worksheet A in the instructions).	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions).	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | | |
|--|--------------------------|--------------------------|
| | Yes | No |
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input type="checkbox"/> |
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**

(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

91-0793881

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

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

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

INVENCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

Important. Enter amounts in functional currency.

	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)		(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	
1 Balance at beginning of year	-1,579,270.				-1,579,270.
2a Current year E&P	429,506.				
b Current year deficit in E&P					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-1,149,764.				
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year					
5a Actual distributions or reclassifications of previously taxed E&P					
b Actual distributions of nonpreviously taxed E&P					
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)					
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-1,149,764.				-1,149,764.

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

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

**SCHEDULE O
(Form 5471)**

(Rev. December 2005)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

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

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

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

Part II To Be Completed by U.S. Shareholders

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

Section A — General Shareholder Information

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
CASEY FAMILY PROGRAMS 91-0793881 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121	990PF	11/15/2012	EFILED	11/15/2011

Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Ofor	Dir

Section C — Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

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

Schedule O (Form 5471) (12-2005)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D — Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

Section E — Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer
CASEY FAMILY PROGRAMS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121	91-0793881	VAR

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	
CASH	2,908,856.	2,908,856.	NONE

Section F — Additional Information

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

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

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

FORM 5471, PAGE 2 DETAIL

SCH C, LINE 8 - OTHER INCOME

ATTACHMENT 1

UNREALIZED GAINS

-348,686.

TOTAL

-348,686.

SCH C, LINE 16 - OTHER DEDUCTIONS

ATTACHMENT 2

MANAGEMENT FEES

406,385.

UNCONSUMMATED DEAL COSTS

25,913.

GENERAL AND ADMIN EXPENSES

36,096.

INTEREST AND FINANCE FEES

40,228.

TOTAL

508,622.

FORM 5471, PAGE 3 DETAIL

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

FORM 5471, PAGE 4 DETAIL

SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

<u>PARTNERSHIP NAME</u>	<u>FEIN</u>	<u>RETURN FILED</u>	<u>TAX MATTER PARTNER</u>	<u>TAX YR BEG</u>	<u>TAX YR END</u>
INVESCO ASIAN RE PARTNERS II FEEDER	26-0628586			01/01/2011	12/31/2011

FORM 5471, PAGE 4 DETAIL

<u>SCH H, LINE 2H - OTHER RECONCILING ITEMS</u>	<u>NET ADDITIONS</u>	<u>NET SUBTRACTS</u>
UNREALIZED GAINS		-348,686.
TOTALS		<u>-348,686.</u>

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

(Rev. December 2011)

▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2011, and ending 12/31/2011

Attachment Sequence No. **121**

Name of person filing this return <u>CASEY FAMILY PROGRAMS</u>		A Identifying number <u>91-0793881</u>
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) <u>2001 EIGHTH AVE, SUITE 2700</u>		B Category of filer (See instructions. Check applicable box(es): 1 (repealed) 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> 5 <input type="checkbox"/>
City or town, state, and ZIP code <u>SEATTLE WA 98121-2641</u>		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period <u>31.6000%</u>
Filer's tax year beginning <u>01/01/2011</u> , and ending <u>12/31/2011</u>		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation <u>INVESCO ASIAN REAL ESTATE FEEDER FUND I LTD</u> <u>PO BOX 31106, 89 NEXUS WAY</u> <u>CAMANA BAY, GRAND CAYMAN KY1-1205 CJ</u>		b(1) Employer identification number, if any <u>98-0612575</u>
		b(2) Reference ID number (see instructions)
		c Country under whose laws incorporated <u>CAYMAN ISLANDS</u>
d Date of incorporation <u>03/03/2008</u>	e Principal place of business <u>CJ</u>	f Principal business activity code number <u>551112</u>
		g Principal business activity <u>REAL ESTATE HOLDINGS CO</u>
		h Functional currency <u>USD</u>

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, enter:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation <u>CITCO TRUSTEES (CAYMAN) LIMITED</u> <u>P.O. BOX 31106, 89 NEXUS WAY KY1-1205</u> <u>CAMANA BAY GRAND CAYMAN CJ</u>	d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different <u>CITCO TRUSTEES (CAYMAN) LIMITED</u> <u>P.O. BOX 31106, 89 NEXUS WAY KY1-1205</u> <u>CAMANA BAY GRAND CAYMAN CJ</u> <u>13155 NOEL RD, 3 GALL. TOWER, #500, DALLAS TX 75240</u>	

Schedule A Stock of the Foreign Corporation

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
<u>PREFERRED</u>	<u>691.</u>	<u>17,418.</u>

For Paperwork Reduction Act Notice, see instructions.

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

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2	N/A			
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

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

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

Schedule G Other Information

- | | | |
|---|-------------------------------------|-------------------------------------|
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? | Yes | No |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| If "Yes," see the instructions for required attachment. ATCH. 14. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). | | |
| 4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Schedule H Current Earnings and Profits (see instructions)

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

1 Current year net income or (loss) per foreign books of account	1	3,478,542.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):	Net Additions	Net Subtractions
	a Capital gains or losses	
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach schedule), ATCH. 15.	3,486,963.	
3 Total net additions		
4 Total net subtractions	3,486,963.	
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-8,421.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	-8,421.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions))	5d	-8,421.
Enter exchange rate used for line 5d ▶ 1.0000		

Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions)

1 Subpart F income (line 38b, Worksheet A in the instructions).	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions).	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | | |
|--|--------------------------|-------------------------------------|
| • Was any income of the foreign corporation blocked? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**

(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

91-0793881

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

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

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

INVENCO ASIAN REAL ESTATE FEEDER FUND I, LTD

Important. Enter amounts in functional currency.

	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)		(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	
1 Balance at beginning of year	-21,314.				-21,314.
2a Current year E&P					
b Current year deficit in E&P	8,421.				
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-29,735.				
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year					
5a Actual distributions or reclassifications of previously taxed E&P					
b Actual distributions of nonpreviously taxed E&P					
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)					
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-29,735.				-29,735.

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

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

**SCHEDULE O
(Form 5471)**

(Rev. December 2005)

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 5471. See Instructions for Form 5471.**

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

INVESCO ASIAN REAL ESTATE FEEDER FUND I LTD

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

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

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

Part II To Be Completed by U.S. Shareholders

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

Section A — General Shareholder Information

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

Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Ofor	Dir

Section C — Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

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

Schedule O (Form 5471) (12-2005)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D — Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

Section E — Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer
CASEY FAMILY PROGRAMS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121	91-0793881	VAR

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	
CASH	6,715,938.	6,715,938.	NONE

Section F — Additional Information

- (a)** If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b)** List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►
- (c)** If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

FORM 5471, PAGE 2 DETAIL

SCH C, LINE 8 - OTHER INCOME

ATTACHMENT 8

INVESTMENT INCOME

3,486,963.

TOTAL

3,486,963.

SCH C, LINE 16 - OTHER DEDUCTIONS

ATTACHMENT 9

OTHER OPERATING EXPENSES

8,421.

TOTAL

8,421.

FORM 5471, PAGE 3 DETAIL

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

FORM 5471, PAGE 4 DETAIL

SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

<u>PARTNERSHIP NAME</u>	<u>FEIN</u>	<u>RETURN FILED</u>	<u>TAX MATTER PARTNER</u>	<u>TAX YR BEG</u>	<u>TAX YR END</u>
INVESCO ASIA REAL ESTATE FUND I, LP	98-0612576			01/01/2011	12/31/2011

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS

NET ADDITIONS

NET SUBTRACTS

INVESTMENT INCOME

3,486,963.

TOTALS

3,486,963.

Form **5471**

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

OMB No. 1545-0704

(Rev. December 2011)

▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2011, and ending 12/31/2011

Attachment Sequence No. **121**

Name of person filing this return

CASEY FAMILY PROGRAMS

A Identifying number

91-0793881

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)

2001 EIGHTH AVE, SUITE 2700

B Category of filer (See instructions. Check applicable box(es)):

1 (repealed) 2 3 4 5

City or town, state, and ZIP code

SEATTLE WA 98121-2641

C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 61.4800%

Filer's tax year beginning 01/01/2011, and ending 12/31/2011

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation

AIG EUROPEAN REAL ESTATE PARTNERS II (FEEDER) LP
32 OLD SLIP, 28TH FLOOR
NEW YORK, NY 10005

b(1) Employer identification number, if any

98-0579372

b(2) Reference ID number (see instructions)

c Country under whose laws incorporated

UNITED KINGDOM

d Date of incorporation

05/06/2008

e Principal place of business

UK

f Principal business activity code number

531390

g Principal business activity

REAL ESTATE INVESTMENTS

h Functional currency

USD

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States

b If a U.S. income tax return was filed, enter:

(i) Taxable income or (loss)

(ii) U.S. income tax paid (after all credits)

c Name and address of foreign corporation's statutory or resident agent in country of incorporation

d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different

Schedule A Stock of the Foreign Corporation

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
<u>COMMON</u>	<u>1.</u>	<u>1.</u>

For Paperwork Reduction Act Notice, see instructions.

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

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2				
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

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

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

Schedule G Other Information

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

Schedule H Current Earnings and Profits (see instructions)

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

1 Current year net income or (loss) per foreign books of account	1	-1,067,516.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
	Net Additions	Net Subtractions
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach schedule), <u>ATTCH. 21</u>		897,221.
3 Total net additions		
4 Total net subtractions		897,221.
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-1,964,737.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	-1,964,737.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions))	5d	-2,537,436.
Enter exchange rate used for line 5d ▶		0.7743

Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions)

1 Subpart F income (line 38b, Worksheet A in the instructions).	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions).	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | | |
|--|--------------------------|-------------------------------------|
| | Yes | No |
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**

(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

▶ **Attach to Form 5471. See Instructions for Form 5471.**

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

AIG EUROPEAN REAL ESTATE PARTNERS II (FEEDER) LP

Important. Enter amounts in functional currency.

	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)		(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	
1 Balance at beginning of year	-1,549,195.				-1,549,195.
2a Current year E&P					
b Current year deficit in E&P	1,964,737.				
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-3,513,932.				
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year					
5a Actual distributions or reclassifications of previously taxed E&P					
b Actual distributions of nonpreviously taxed E&P					
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)					
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-3,513,932.				-3,513,932.

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

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

**SCHEDULE O
(Form 5471)**

(Rev. December 2005)

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 5471. See Instructions for Form 5471.**

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

AIG EUROPEAN REAL ESTATE PARTNERS II (FEEDER) LP

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

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

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

Part II To Be Completed by U.S. Shareholders

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

Section A — General Shareholder Information

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

Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Ofor	Dir

Section C — Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

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

Schedule O (Form 5471) (12-2005)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D — Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

Section E — Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	

Section F — Additional Information

- (a)** If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b)** List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►
- (c)** If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

FORM 5471, PAGE 2 DETAIL

ATTACHMENT 16

SCH C, LINE 8 - OTHER INCOME

OTHER INCOME	52,043.	67,211.
UNREALIZED GAINS	897,221.	1,158,725.
TOTAL	<u>949,264.</u>	<u>1,225,936.</u>

ATTACHMENT 17

SCH C, LINE 16 - OTHER DEDUCTIONS

MANAGEMENT FEES	156,726.	202,405.
GENERAL AND ADMIN EXPENSES	50,545.	65,277.
TOTAL	<u>207,271.</u>	<u>267,682.</u>

FORM 5471, PAGE 3 DETAIL

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

FORM 5471, PAGE 4 DETAIL

SCH H, LINE 2H - OTHER RECONCILING ITEMS

NET ADDITIONS

NET SUBTRACTS

UNREALIZED GAINS

897,221.

TOTALS

897,221.

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

(Rev. December 2011)

▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2011, and ending 12/31/2011

Attachment Sequence No. **121**

Name of person filing this return <u>CASEY FAMILY PROGRAMS</u>		A Identifying number <u>91-0793881</u>
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) <u>2001 EIGHTH AVE, SUITE 2700</u>		B Category of filer (See instructions. Check applicable box(es): 1 (repealed) 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> 5 <input type="checkbox"/>
City or town, state, and ZIP code <u>SEATTLE WA 98121-2641</u>		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period <u>15.0000%</u>
Filer's tax year beginning <u>01/01/2011</u> , and ending <u>12/31/2011</u>		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation <u>ACTIS AFRICA REAL ESTATE FUND 2 LP</u> <u>2 MORE LONDON RIVERSIDE</u> <u>LONDON, UNITED KINGDOM SE1 2JT UK</u>		b(1) Employer identification number, if any <u>98-1007147</u>
		b(2) Reference ID number (see instructions)
		c Country under whose laws incorporated <u>UNITED KINGDOM</u>
d Date of incorporation <u>04/07/2011</u>	e Principal place of business <u>UK</u>	f Principal business activity code number <u>531390</u>
		g Principal business activity <u>REAL ESTATE INVESTMENTS</u>
		h Functional currency <u>USD</u>

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, enter:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different	

Schedule A Stock of the Foreign Corporation		
(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
<u>COMMON</u>	<u>1.</u>	<u>1.</u>

For Paperwork Reduction Act Notice, see instructions.

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2				
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

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

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

Schedule G Other Information

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

Schedule H Current Earnings and Profits (see instructions)

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

1 Current year net income or (loss) per foreign books of account	1	-2,837,860.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
	Net Additions	Net Subtractions
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach schedule), <u>ATCH 27</u>		74,185.
3 Total net additions		
4 Total net subtractions		74,185.
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-2,912,045.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	-2,912,045.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions))	5d	-2,912,045.
Enter exchange rate used for line 5d ▶		1.0000

Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions)

1 Subpart F income (line 38b, Worksheet A in the instructions).	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions).	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | | |
|--|---------------------------------|---|
| ● Was any income of the foreign corporation blocked? | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| ● Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**

(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

91-0793881

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

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

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

ACTIS AFRICA REAL ESTATE FUND 2 LP

	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)		(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	
1 Balance at beginning of year					
2a Current year E&P					
b Current year deficit in E&P	2,912,045.				
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-2,912,045.				
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year					
5a Actual distributions or reclassifications of previously taxed E&P					
b Actual distributions of nonpreviously taxed E&P					
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)					
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-2,912,045.				
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-2,912,045.				-2,912,045.

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

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

**SCHEDULE O
(Form 5471)**

(Rev. December 2005)

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0704

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

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

ACTIS AFRICA REAL ESTATE FUND 2 LP

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

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

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

Part II To Be Completed by U.S. Shareholders

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

Section A — General Shareholder Information

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
CASEY FAMILY PROGRAMS 91-0793881 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121	990PF	11/15/2012	EFILED	

Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Ofor	Dir

Section C — Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

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

Schedule O (Form 5471) (12-2005)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D — Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

Section E — Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer
CASEY FAMILY PROGRAMS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121	91-0793881	06/17/2011

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	
CASH	1,447,464.	1,447,464.	NONE

Section F — Additional Information

- (a)** If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b)** List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►
- (c)** If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

FORM 5471, PAGE 2 DETAIL

SCH C, LINE 8 - OTHER INCOME

ATTACHMENT 22

UNREALIZED GAINS

74,185.

TOTAL

74,185.

SCH C, LINE 16 - OTHER DEDUCTIONS

ATTACHMENT 23

MANAGEMENT FEES

1,166,781.

FUND ESTABLISHMENT COSTS

712,628.

ACCRUED INTEREST

267,579.

GP PRIORITY SHARE OF PROFITS

1,000.

OTHER EXPENSES

546,037.

TOTAL

2,694,025.

FORM 5471, PAGE 3 DETAIL

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

FORM 5471, PAGE 4 DETAIL

<u>SCH H, LINE 2H - OTHER RECONCILING ITEMS</u>	<u>NET ADDITIONS</u>	<u>NET SUBTRACTS</u>
UNREALIZED GAINS		74,185.
TOTALS		<u>74,185.</u>

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>ABRY PARTNERS VII, LP</u>	<u>27-4628090</u>

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c Is the partner disposing of its **entire** interest in the partnership? Yes No
- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>LUX E-SHELTER 1 SARL</u>	4 Identifying number, if any <u>FOREIGNUS</u>
---	--

5 Address (including country) 5, RUE GUILLAUME KROLL L-1882 LUXEMBOURG
LU

6 Country code of country of incorporation or organization (see instructions)
LU

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .0478 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Lux E-Shelter 1 Sarl
EIN: FOREIGNUS
5, Rue Guillaume Kroll
L-1882 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the amount of \$ 235,912 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>ABRY ADVANCED SECURITIES FUND II, LP</u>	<u>98-0685890</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) <u>LUX E-SHELTER 1 SARL</u>	Identifying number, if any <u>FOREIGNUS</u>
---	--

5 Address (including country) 5, RUE GUILLAUME KROLL L-1882 LUXEMBOURG
LU

6 Country code of country of incorporation or organization (see instructions)
LU

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .0242 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Lux E-Shelter 1 Sarl
EIN: FOREIGNUS
5, Rue Guillaume Kroll
L-1882 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the amount of \$ 119,279 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>ACTIS AFRICA REAL ESTATE FUND 2 LP</u>	<u>98-1007147</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>ACTIS AFRICA REAL ESTATE FUND 2 LP</u>	4 Identifying number, if any <u>98-1007147</u>
---	---

5 Address (including country) 2 MORE LONDON RIVERSIDE LONDON SE1 2JT
UK

6 Country code of country of incorporation or organization (see instructions)

UK

7 Foreign law characterization (see instructions)

PARTNERSHIP

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After 15.0000 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Actis Africa Real Estate Fund 2 LP
EIN: 98-1007147
2 More London Riverside
London SE1 2JT
Country Of Incorporation: United Kingdom

(ii): Transfer of security/asset in the amount of \$ 1,447,454 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>ALCION RE PARTNERS TAX-EXEMPT FUND II</u>	<u>26-3367751</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>ALCION CANADA INC.</u>	4 Identifying number, if any <u>FOREIGNUS</u>
---	--

5 Address (including country) 333 BAY STREET SUITE 3400

TORONTO ONTARIO CA M5H 2S7

6 Country code of country of incorporation or organization (see instructions)

CA

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		285,349.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After 3.209 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Alcion Canada Inc.
EIN: FOREIGNUS
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Country Of Incorporation: Canada

(ii): Transfer of security/asset in the amount of \$ 285,349 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>CHARLESBANK EQUITY FUND VII, LP</u>	<u>32-0280123</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) <u>MONTPELIER RE HOLDINGS LTD.</u>	Identifying number, if any <u>98-0428969</u>
--	---

5 Address (including country) MONTPELIER HOUSE 94 PITTS BAY ROAD
PEMBROKE, BERMUDA, HM08 BD

6 Country code of country of incorporation or organization (see instructions)

BD

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After 6.96 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Montpelier RE Holdings Ltd.
EIN: 98-0428969
Montpelier House
94 Pitts Bay Road
Pembroke, Bermuda, HM08
Country Of Incorporation: Bermuda

(ii): Transfer of security/asset in the amount of \$ 941,489 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>HORSLEY BRIDGE INTERNATIONAL V, L.P.</u>	<u>26-3072050</u>

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c Is the partner disposing of its **entire** interest in the partnership? Yes No
- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>CDH FUND IV FEEDER, L.P.</u>	4 Identifying number, if any <u>98-0625257</u>
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5 Address (including country) P.O. BOX 309, UGLAND HOUSE, GRAND CAYMAN, KY1-1104, CJ

6 Country code of country of incorporation or organization (see instructions)
CJ

7 Foreign law characterization (see instructions)
EXEMPTED LIMITED PARTNERSHIP

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before UNKNOWN % (b) After UNKNOWN %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): CDH Fund IV Feeder, L.P.
EIN: 98-0625257
P.O. Box 309, Ugland House,
Grand Cayman, KY1-1104, CJ
Country Of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the amount of \$ 167,370 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>THE RESOLUTE FUND II SIE, L.P.</u>	<u>98-0587497</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) <u>MILESTONE AVIATION GROUP LIMITED</u>	Identifying number, if any <u>98-0657545</u>
---	---

5 Address (including country) BLOCK 4, HARCOURT CENTER HARCOURT ROAD, DUBLIN 2
IRELAND EI

6 Country code of country of incorporation or organization (see instructions)

BD

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .3247 % (b) After .3248 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

- (i): Milestone Aviation Group Limited
EIN: 98-0657545
Block 4, Harcourt Center, Harcourt Road, Dublin 2
Ireland
Country of Incorporation: Bermuda

- (ii): Transfer of security/asset in the amount of \$914,458 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>SHIELD, LP</u>	<u>98-1009474</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>VENISURE MIDHOLDINGS AB</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) BOX 392, 201 23 MALMO
SWEDEN SW

6 Country code of country of incorporation or organization (see instructions)
SW

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 0.05408 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Venisure Midholdings AB
EIN: FOREIGNUS
Box 392, 201 23 Malmo
Switzerland
Country Of Incorporation: Switzerland

(ii): Transfer of security/asset in the amount of \$ 784,146. in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>TCV VII (A) L.P.</u>	<u>75-3257857</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>SITCORE CORPORATION A/S</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) VESTER FARIMAGSGADE 3 1606 COPENHAGEN V, DENMARK
DA

6 Country code of country of incorporation or organization (see instructions)
DA

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .975197 % (b) After .975894 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Sitecore Corporation A/S
EIN: FOREIGNUS
Vester Farimagsgade 3
1606 Copenhagen V, Denmark
Country Of Incorporation: Denmark

(ii): Transfer of security/asset in the amount of \$ 336,080 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>WAYZATA OPPORTUNITIES FUND II</u>	<u>26-0734590</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) <u>TEKNOGREDE, SA DE CV</u>	Identifying number, if any <u>FOREIGNUS</u>
---	--

5 Address (including country) CARRETERA MTY-MONCLOVA KM 12 EL CARMEN, NUEVO LEON
MX

6 Country code of country of incorporation or organization (see instructions)

MX

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0 % (b) After .449 %

10 Type of nonrecognition transaction (see instructions) ► IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Teknogrede, SA DE CV
EIN: FOREIGNUS
Carretera Mty-Monclova KM 12
El Carmen, Nuevo Leon
Country Of Incorporation: Mexico

(ii): Transfer of security/asset in the amount of \$ 355,159 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>CVC EUROPEAN EQUITY PARTNERS V LP</u>	<u>98-0574210</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>HCI HOLDINGS SARL</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) 20 AVENUE MONTEREY L-2163 LUXEMBOURG
LU

6 Country code of country of incorporation or organization (see instructions)
LU

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 0.09 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): HCI Holdings Sarl
EIN: FOREIGNUS
20 Avenue Monterey
L-2163 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the amount of \$ 574,246 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>CVC EUROPEAN EQUITY PARTNERS V LP</u>	<u>98-0574210</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>ACHILLES HOLDINGS 1 SARL</u>	4 Identifying number, if any <u>98-0676960</u>
---	---

5 Address (including country) 5 RUE GUILLAUME KROLL L-1882 LUXEMBOURG

LU

6 Country code of country of incorporation or organization (see instructions)

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 0.04 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Achilles Holdings 1 Sarl
EIN: 98-0676960
5 Rue Guillaume Kroll
L-1882 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the amount of \$ 527,202 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>CVC EUROPEAN EQUITY PARTNERS V LP</u>	<u>98-0574210</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>NINIVE INVESTMENTS SARL</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) 20 AVENUE MONTEREY L-2163 LUXEMBOURG
LU

6 Country code of country of incorporation or organization (see instructions)

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 0.10 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Ninive Investments Sarl
EIN: FOREIGNUS
20 Avenue Monterey
L-2163 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the amount of \$ 103,549 in consideration of ordinary shares.

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

Ordinary Shares

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

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

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>CVC EUROPEAN EQUITY PARTNERS V LP</u>	<u>98-0574210</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) <u>DANUBE INVESTISSEMENT SARL</u>	Identifying number, if any <u>FOREIGNUS</u>
---	--

5 Address (including country) 20 AVENUE MONTEREY L-2163 LUXEMBOURG
LU

6 Country code of country of incorporation or organization (see instructions)
LU

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

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

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 0.09 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Danube Investissement Sarl
EIN: FOREIGNUS
20 Avenue Monterey
L-2163 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the amount of \$ 554,919 in consideration of ordinary shares.

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

Ordinary Shares

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

Security/asset in the amount of \$ 554,919

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>CVC EUROPEAN EQUITY PARTNERS V LP</u>	<u>98-0574210</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>GREENBIRD LUXEMBOURG SARL</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) 20 AVENUE MONTEREY L-2163 LUXEMBOURG
LU

6 Country code of country of incorporation or organization (see instructions)
LU

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/07/2011		184,778.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 0.09 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Greenbird Luxembourg Sarl
EIN: FOREIGNUS
20 Avenue Monterey
L-2163 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the amount of \$ 184,778 in consideration of ordinary shares.

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

Ordinary Shares

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

Security/asset in the amount of \$ 184,778

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>CVC EUROPEAN EQUITY PARTNERS V LP</u>	<u>98-0574210</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) <u>DARWIN HOLDINGS SARL</u>	Identifying number, if any <u>FOREIGNUS</u>
---	--

5 Address (including country) 20 AVENUE MONTEREY L-2163 LUXEMBOURG

LU

6 Country code of country of incorporation or organization (see instructions)

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/20/2011		350,063.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 0.09 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Darwin Holdings Sarl
EIN: FOREIGNUS
20 Avenue Monterey
L-2163 Luxembourg
Country Of Incorporation: Luxembourg

(ii): Transfer of security/asset in the amount of \$ 350,063 in consideration of ordinary shares.

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

Ordinary Shares

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

Security/asset in the amount of \$ 350,063

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>AXIOM ASIA PRIVATE CAPITAL FUND II</u>	<u>98-0629004</u>

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c Is the partner disposing of its **entire** interest in the partnership? Yes No
- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>DIRECT MANAGE INVESTMENTS LIMITED</u>	4 Identifying number, if any <u>FOREIGNUS</u>
--	--

5 Address (including country) P.O. BOX 957, OFFSHORE CENTRE ROAD TOWN, TORTOLA

6 Country code of country of incorporation or organization (see instructions)
VI

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		223,983.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.00 % (b) After 0.074 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Direct Manage Investments Limited
EIN: FOREIGNUS
P.O. Box 957, Offshore Centre
Road Town, Tortola
Virgin Islands
Country of Incorporation: Virgin Islands

(ii): Transfer of security/asset in the amount of \$ 223,983 in consideration of ordinary shares.

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

Ordinary Shares

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

Security/asset in the amount of \$ 223,983

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>AIG EUROPEAN RE PARTNERS II (FEEDER) LP</u>	4 Identifying number, if any <u>98-0579372</u>
--	---

5 Address (including country)
32 OLD SLIP, 28TH FLOOR NEW YORK, NY 10005

6 Country code of country of incorporation or organization (see instructions)
UK

7 Foreign law characterization (see instructions)
PARTNERSHIP

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		696,302.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 61.48 % (b) After 61.48 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): AIG European RE Partners II (Feeder) LP
EIN: 98-0579372
32 Old Slip, 28th Floor
New York, NY 10005
Country Of Incorporation: United Kingdom

(ii): Transfer of security/asset in the amount of \$ 696,302 in consideration of ordinary shares.

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

Ordinary Shares

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

Security/asset in the amount of \$ 696,302

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>INVESCO ASIA REAL ESTATE FEEDER FUND I, LTD.</u>	4 Identifying number, if any <u>98-0612575</u>
---	---

5 Address (including country) <u>PO BOX 31106, 89 NEXUS WAY CAMANA BAY GRAND CAYMAN</u> <u>CJ KY 1-1205</u>	
--	--

6 Country code of country of incorporation or organization (see instructions) <u>CJ</u>
--

7 Foreign law characterization (see instructions) <u>CORPORATION</u>

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		6,716,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 31.284 % (b) After 31.250 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Invesco Asia Real Estate Feeder Fund I, LTD
EIN: 98-0612575
P.O. Box 31106, 89 Nexus Way Camana Bay
Grand Cayman, Cayman Islands
Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the amount of \$ 6,716,000 in consideration of ordinary shares.

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

Ordinary Shares

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

Security/asset in the amount of \$ 6,716,000

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

Not applicable

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

Not applicable

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

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

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>INVESCO ASIAN REAL ESTATE PARTNERS II FEEDER</u>	4 Identifying number, if any <u>98-0573913</u>
---	---

5 Address (including country) <u>PO BOX 309 UGLAND HOUSE</u> <u>GRAND CAYMAN CJ KY1-1104</u>	
---	--

6 Country code of country of incorporation or organization (see instructions) <u>CJ</u>
--

7 Foreign law characterization (see instructions) <u>PARTNERSHIP</u>

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		2,911,297.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 42.86 % (b) After 42.86 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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

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

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

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

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

(i): Invesco Asian Real Estate Partners II (USD Feeder), LP
EIN: 98-0573913
P.O. Box 309, Uglan House
Grand Cayman, Cayman Islands
Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the amount of \$ 2,911,297 in consideration of ordinary shares.

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

Ordinary Shares

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

Security/asset in the amount of \$ 2,911,297

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

Not applicable

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

Not applicable



Department of the Treasury
Internal Revenue Service
Ogden UT 84201

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: September 10, 2012

Taxpayer Identification Number:
91-0793881
Tax Form: 990PF
Tax Period: December 31, 2011

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CASEY FAMILY PROGRAMS
% SCOTT MCCAULOU
2001 8TH AVE STE 2700
SEATTLE WA 98121-2641



072179

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **November 15, 2012**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2010, or tax year beginning _____, 2010, and ending _____, 20____
For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868
▶ See instructions on back.

2010

Department of the Treasury
Internal Revenue Service

Name of exempt organization
CASEY FAMILY PROGRAMS

Employer identification number
91-0793881

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b _____
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input checked="" type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____ 0.
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance due (Form 8868, line 3c)	5b _____

Part II Declaration of Officer

6 I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2010 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here ▶ _____ | 11/10/2010 ▶ PRESIDENT & CEO
Signature of officer Date Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer(see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only	ERO's signature ▶ _____	Date _____	Check if also paid preparer <input type="checkbox"/>	Check if self-employed <input type="checkbox"/>	ERO's SSN or PTIN _____
	Firm's name (or yours if self-employed), address, and ZIP code ▶ _____	EIN _____			
	Phone no. _____				

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer's Use Only	Print/Type preparer's name _____	Preparer's signature _____	Date _____	Check <input type="checkbox"/> if self-employed	PTIN _____
	Firm's name ▶ ERNST & YOUNG LLP US	Firm's EIN ▶ _____			
	Firm's address ▶ 111 MONUMENT CIRCLE, SUITE 2600 INDIANAPOLIS IN 46204	Phone no. 317-681-7000			

For Privacy Act and Paperwork Reduction Act Notice, see back of form.

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

2010

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

For calendar year 2010, or tax year beginning, 2010, and ending, 20

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

Name of foundation: CASEY FAMILY PROGRAMS; A Employer identification number: 91-0793881

Number and street (or P.O. box number if mail is not delivered to street address): 2001 EIGHTH AVE, SUITE 2700; Room/suite; B Telephone number (see page 10 of the instructions): (206) 282-7300

City or town, state, and ZIP code: SEATTLE, WA 98121-2641; 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

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): \$ 2,096,129,391; 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) (see page 11 of the instructions).)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue items 1-12.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Operating and Administrative Expenses 13-26.

Summary rows 27-30: 27 Subtract line 26 from line 12; 28 a Excess of revenue over expenses and disbursements; 29 b Net investment income; 30 c Adjusted net income

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		165,028.	8,319,216.	8,319,216.	
	2	Savings and temporary cash investments		79,143,304.	101,371,879.	101,518,239.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	ATCH 7		783,210.	1,015,904.	1,015,904.
	10 a	Investments - U.S. and state government obligations (attach schedule) **			105,231,064.	134,875,636.	135,185,664.
	b	Investments - corporate stock (attach schedule)	ATCH 9		1,206,977,505.	1,137,217,215.	1,260,418,293.
	c	Investments - corporate bonds (attach schedule)	ATCH 10		305,629,214.	287,092,668.	296,705,470.
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments - mortgage loans						
13	Investments - other (attach schedule)	ATCH 11		323,805,764.	286,707,639.	256,741,945.	
14	Land, buildings, and equipment: basis	48,849,435.				ATCH 12	
	Less: accumulated depreciation (attach schedule)	13,191,514.		25,165,456.	35,657,921.	32,364,605.	
15	Other assets (describe)	ATCH 13		3,218,445.	3,860,055.	3,860,055.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			2,050,118,990.	1,996,118,133.	2,096,129,391.	
Liabilities	17	Accounts payable and accrued expenses		12,903,229.	20,028,786.		
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)	ATCH 14		5,913,323.	9,850,644.	
23	Total liabilities (add lines 17 through 22)			18,816,552.	29,879,430.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		2,031,302,438.	1,966,238,703.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)			2,031,302,438.	1,966,238,703.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			2,050,118,990.	1,996,118,133.		

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	2,031,302,438.
2	Enter amount from Part I, line 27a	2	-65,063,735.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,966,238,703.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,966,238,703.

**ATCH 8

Form 990-PF (2010)

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 SEE PART IV SCHEDULE					
b					
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					
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					
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	-10,630,918.	
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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	15,044,005.	

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 page 18 of 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))
2009			
2008			
2007			
2006			
2005			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political campaign influence, political expenditures, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address WWW.CASEY.ORG
14 The books are in care of CASEY FAMILY PROGRAMS Telephone no. 206-282-7300
Located at 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA ZIP + 4 98121-2641
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2010, 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 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 page 22 of the 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 2010? 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X 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 page 22 of the instructions.) 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 X No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) 3b
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 2010? 4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (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)? (see page 22 of the instructions) 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 page 22 of the instructions)? Yes No
 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? 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? Yes No
 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? Yes No

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 (see page 22 of the instructions).

(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
ATTACHMENT 16		1,611,807.	44,850.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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
ATTACHMENT 17		2,243,142.	224,250.	NONE

Total number of other employees paid over \$50,000 326

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		3,282,361.
Total number of others receiving over \$50,000 for professional services		24

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR CHILDREN IN ITS DIRECT CARE. THE FOUNDATION PROVIDES (CONT)	99,179,394.
2 STRATEGIC CONSULTING AND TECHNICAL EXPERTISE TO STATES, COUNTIES, AND TRIBES TO IMPROVE SERVICE AND OUTCOMES FOR THE MORE THAN 400,000 CHILDREN IN FOSTER CARE. THE (CONT)	
3 FOUNDATION RAISES PUBLIC AWARENESS OF FOSTER CARE AND PUBLISHES NON-PARTISAN RESEARCH ON A VARIETY OF CHILD WELFARE ISSUES. IT PARTNERS WITH COMMUNITY	
4 ORGANIZATIONS, ASSOCIATIONS, PHILANTHROPIES AND CORPORATIONS TO HELP BUILD BROAD-BASED SUPPORT FOR IMPROVING THE CHILD WELFARE SYSTEM.	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,822,661,762.
b	Average of monthly cash balances	1b	92,455,779.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,915,117,541.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,915,117,541.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	28,726,763.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,886,390,778.
6	Minimum investment return. Enter 5% of line 5	6	94,319,539.

Part XI Distributable Amount (see page 25 of the 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	
2a	Tax on investment income for 2010 from Part VI, line 5	2a	
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions(see page 25 of the 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	99,179,394.
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	5,519,168.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	104,698,562.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	104,698,562.

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

Part XIII Undistributed Income (see page 26 of the instructions)

Table with 5 columns: (a) Corpus, (b) Years prior to 2009, (c) 2009, (d) 2010. Rows include: 1 Distributable amount for 2010 from Part XI, line 7; 2 Undistributed income, if any, as of the end of 2010; 3 Excess distributions carryover, if any, to 2010; 4 Qualifying distributions for 2010 from Part XII, line 4; 5 Excess distributions carryover applied to 2010; 6 Enter the net total of each column as indicated below; 7 Amounts treated as distributions out of corpus; 8 Excess distributions carryover from 2005; 9 Excess distributions carryover to 2011; 10 Analysis of line 9.

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 2010, enter the date of the ruling 05/25/1972

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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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	41,815,707.	28,278,902.	67,412,550.	101,168,828.	238,675,987.
b 85% of line 2a	35,543,351.	24,037,067.	57,300,668.	85,993,504.	202,874,590.
c Qualifying distributions from Part XII, line 4 for each year listed	104,698,562.	121,023,450.	133,680,141.	117,292,008.	476,694,161.
d Amounts included in line 2c not used directly for active conduct of exempt activities	911,450.	678,170.	2,304,282.	2,971,742.	6,865,644.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	103,787,112.	120,345,280.	131,375,859.	114,320,266.	469,828,517.
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)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	62,879,693.	57,559,310.	73,830,745.	84,087,207.	278,356,955.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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:

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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 19</p>				
<p>Total ▶ 3a</p>				911,450.
<p><i>b Approved for future payment</i></p> <p>ATTACHMENT 20</p>				
<p>Total ▶ 3b</p>				200,000.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1062691700		1048159224				P	14532476.	
						P		
353946740.		372762939.				P	-18816199.	
						P		
3,581,219.						P	3,581,219.	
						P		
2,434.						P	2,434.	
						P		
						P	-1,742.	
						P		
71.						P	71.	
						P		
						P	-255,501.	
						P		
						P	-865,248.	
						P		
481,078.						P	481,078.	
						P		
63,175.						P	63,175.	
						P		
24,321.						P	24,321.	
						P		
591,810.						P	591,810.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CHARTERHOUSE IX PROPERTY TYPE: OTHER 207,578.				P	-207,578.	
		GS VINTAGE IV PROPERTY TYPE: OTHER 359,491.				P	-359,491.	
13,614.		GS VINTAGE V PROPERTY TYPE: OTHER 215,945.				P	-202,331.	
38,361.		AXIOM ASIA II PROPERTY TYPE: OTHER				P	38,361.	
		CHARLESBANK VII PROPERTY TYPE: OTHER 5.				P	-5.	
9,470.		HORSLEY BRIDGE IX PROPERTY TYPE: OTHER				P	9,470.	
396.		HORSLEY BRIDGE INTL PROPERTY TYPE: OTHER				P	396.	
		OCM OPPORTUNITIES VII PROPERTY TYPE: OTHER 7,875.				P	-7,875.	
49,792.		OCM OPPORTUNITIES VIIB PROPERTY TYPE: OTHER				P	49,792.	
		PARISH CAPITAL II. PROPERTY TYPE: OTHER 10,036.				P	-10,036.	
48,696.		SIGULER GUFF PROPERTY TYPE: OTHER				P	48,696.	
		SPLITROCK II PROPERTY TYPE: OTHER 253.				P	-253.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
127,314.		WAYZATA PROPERTY TYPE: OTHER				P	127,314.	
253,475.		SECTION 1256 G/L FROM K-1 - ST PROPERTY TYPE: OTHER				P	253,475.	
147,399.		HORSLEY BRIDGE IX PROPERTY TYPE: OTHER				P	147,399.	
		INVESCO ASIA PROPERTY TYPE: OTHER 152,810.				P	-152,810.	
327,843.		JORDAN- RESOLUTE II PROPERTY TYPE: OTHER				P	327,843.	
22,182.		OAKTREE LOAN FUND PROPERTY TYPE: OTHER				P	22,182.	
		OAKTREE MEZZ PROPERTY TYPE: OTHER 520,248.				P	-520,248.	
		OAKTREE LIQUIDATING LOAN FUND PROPERTY TYPE: OTHER 1,838,066.				P	-1838066.	
		OCM OPPORTUNITIES VII PROPERTY TYPE: OTHER 132,776.				P	-132,776.	
557,061.		OCM OPPORTUNITIES VIIB PROPERTY TYPE: OTHER				P	557,061.	
215,391.		PARISH CAPITAL II PROPERTY TYPE: OTHER				P	215,391.	
22083035.		PRUDENTIAL PRISA I PROPERTY TYPE: OTHER 29745465.				P	-7662430.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
574,297.		PRUDENTIAL PRISA II PROPERTY TYPE: OTHER 867,203.				P	-292,906.		
923,392.		PRUDENTIAL PRISA III PROPERTY TYPE: OTHER 2,457,991.				P	-1534599.		
102,197.		SIGULER GUFF PROPERTY TYPE: OTHER				P	102,197.		
671,370.		WAYZATA PROPERTY TYPE: OTHER				P	671,370.		
380,214.		SECTION 1256 G/L FROM K-1 - LT PROPERTY TYPE: OTHER				P	380,214.		
1,431.		CARLYLE PARTNERS PROPERTY TYPE: OTHER				P	1,431.		
TOTAL GAIN (LOSS)								<u><u>-10630918.</u></u>	

Schedule of Contributors

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

2010

Name of the organization

CASEY FAMILY PROGRAMS

Employer identification number

91-0793881

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

91-0793881

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SOCIAL SECURITY ADMINISTRATION 6401 SECURITY BLVD BALTIMORE, MD 21235	\$ 35,217.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ALAMEDA COUNTY SOCIAL SERVICES 24100 AMADOR STREET HAYWARD, CA 94544	\$ 160,298.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	IDAHO STATE CONTROLLER P.O. BOX 83720 BOISE, ID 83720	\$ 151,391.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	SAN DIEGO HEALTH AND HUMAN SERVICES 1700 PACIFIC HIGHWAY SAN DIEGO, CA 92101	\$ 117,967.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	TEXAS DEPT. FAMILY & PROTECTIVE SVCS 701 W 51ST STREET AUSTIN, TX 78714	\$ 502,442.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	STATE OF ARIZONA - CHILDS P.O. BOX 6123 PHOENIX, AZ 85005	\$ 213,674.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization CASEY FAMILY PROGRAMS

Employer identification number

91-0793881

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	WA DEPT. SOCIAL & HEALTH SERVICES P.O. BOX 45845 OLYMPIA, WA 98504	\$ 276,265.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	LLOYD J. GARROW UNITRUST C/O KOTTER & CO. 56 GLENDALE PKWY ATLANTA, GA 30328	\$ 2,029,431.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	INGER CHASSEN UNITRUST C/O KOTTER & CO. 56 GLENDALE PKWY ATLANTA, GA 30328	\$ 885,440.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	ANNE V WASILY UNITRUST C/O J P MORGAN 1211 AVE OF THE AMERICAS NEW YORK, NY 10036	\$ 14,750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

CASEY SOLD FURNITURE AND FIXTURES USED FOR CHARITABLE PURPOSES AS
PART OF MOVING LOCATIONS. TOTAL SALES PRICE FOR ITEMS WAS \$35,000.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
SERVICES AGREEMENT MCF	26,476.		26,476.
REIMBURSED EXPENSES	89,380.		89,380.
MISC. INCOME	4,829.		4,829.
OTHER INCOME FROM K-1S		137,313.	191,609.
INCOME FROM PRIVATE EQUITY PARTNERSHIPS	3,702,491.		
TOTALS	<u>3,823,176.</u>	<u>137,313.</u>	<u>312,294.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADKINS PLANT ELVINS BLACK PLLC	5,705.			5,705.
FRASCONA, JOINER, GOODMAN, GRE	12,229.			12,229.
LITTLER MENDELSON FASTIFF	8,735.			8,735.
OLES MORRISON RINKER & BAKER	5,921.			5,921.
STOEL RIVES LLP	310,413.	120,618.	120,618.	189,795.
VARIOUS ATTORNEYS AND COSTS	4,924.			4,924.
SETTLEMENT COSTS	5,000.			5,000.
TOTALS	<u>352,927.</u>	<u>120,618.</u>	<u>120,618.</u>	<u>232,309.</u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG LLP	140,810.	21,122.	21,122.	119,689.
JACOBSON JARVIS & CO. PLLC	14,535.			14,535.
JESSE THOMAS GRAYSTON, CPA	16,025.			16,025.
VOLDAL WARTELLE & CO. P.S.	26,198.			26,198.
TOTALS	<u>197,568.</u>	<u>21,122.</u>	<u>21,122.</u>	<u>176,447.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ALTHEIA	150,686.	150,686.	150,686.	
ARBOR CAPITAL	790,825.	790,825.	790,825.	
ARROWSTREET	515,930.	515,930.	515,930.	
BNY MELLON	799,217.	799,217.	799,217.	
BAILLIE GIFFORD	682,022.	682,022.	682,022.	
BGI	188,823.	188,823.	188,823.	
DELAWARE	256,237.	256,237.	256,237.	
DODGE & COX	170,739.	170,739.	170,739.	
EIM MANAGEMENT INC.	83,333.	83,333.	83,333.	
ENNIS, KNUPP & ASSOC.	360,397.	360,397.	360,397.	
GLENROCK CAPITAL ADVISERS, LLC	316,666.	316,666.	316,666.	
GOLDMAN SACHS	252,711.	252,711.	252,711.	
ORG PORTFOLIO MANAGEMENT, LLC	153,900.	153,900.	153,900.	
OTHERS	562,814.	29,932.	29,932.	532,882.
PIMCO	494,367.	494,367.	494,367.	
PORTFOLIO MANAGEMENT TECHNOLOG	44,000.	44,000.	44,000.	
PZENA	98,323.	98,323.	98,323.	
RISKMETRICS	77,000.	77,000.	77,000.	
STEINBERG US	375,955.	375,955.	375,955.	
ARTHUR J GALLAGHER & CO. OF WA	95,000.			95,000.
AON CONSULTING, INC.	56,522.			56,522.
BULLETIN NEWS NETWORK, INC.	80,856.			80,856.
DENALI ADVANCED INTEGRATION	138,757.			138,757.
G.A. JONES & ASSOCIATES, INC.	54,915.			54,915.
HEATHER PODESTA PARTNERS	120,264.			120,264.
MERCURY PUBLIC AFFAIRS	96,000.			96,000.
RAMP TECHNOLOGY GROUP, LLC	148,025.			148,025.
SAGE INFORMATION TECHNOLOGY	161,340.			161,340.
SEVEN SIMPLE MACHINES	76,500.			76,500.
TOTALS	<u>7,402,124.</u>	<u>5,841,063.</u>	<u>5,841,063.</u>	<u>1,561,061.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LICENSING	8,513.			8,513.
PROPERTY TAXES	24,974.			24,974.
EXCISE AND B & O TAXES	2,108.			2,108.
SALES AND USE TAXES FROM K-1S	1,967.	358,439.	358,439.	1,967.
TOTALS	<u>37,562.</u>	<u>358,439.</u>	<u>358,439.</u>	<u>37,562.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
YOUTH AND FAMILY SUPPORT SERVI	37,990,782.			37,990,782.
ADVERTISING AND PROMOTION	48,205.			48,205.
AUTOMOBILE EXPENSE	83,140.			83,140.
BANK FEES	34,644.			34,644.
BOT DEFERRED GAINS	41,104.			41,104.
COMMUNICATIONS	861,996.			861,996.
DATA PROCESSING	43,958.			43,958.
DUES AND MEMBERSHIPS	208,450.			208,450.
EQUIPMENT RENTAL/LEASE	485,283.			485,283.
LIABILITY INSURANCE	694,245.			694,245.
MISCELLANEOUS	17,040.			17,040.
MOVING EXPENSE	150,746.			150,746.
OFFICE SUPPLIES, POSTAGE	558,673.			558,673.
RECRUITMENT EXPENSES	292,755.			292,755.
REPAIRS & MAINTENANCE	689,941.			689,941.
SOFTWARE & FIXED ASSETS < \$500	1,252,429.			1,252,429.
STAFF TRAINING AND DEVELOPMENT	373,213.			373,213.
TEMPORARY HELP	560,065.			560,065.
EXP. ALLOCATION TO INV. INCOME		773,018.	773,018.	-773,018.
MCF SERVICE INCOME EXPENSES			26,476.	-26,476.
ACCRUAL TO CASH ADJUSTMENT				-5,371,783.
INV. EXPENSES FROM K-1S		6,782,748.	6,782,748.	
TOTALS	<u>44,386,669.</u>	<u>7,555,766.</u>	<u>7,582,242.</u>	<u>38,215,392.</u>

ATTACHMENT 7

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	255,154.	255,154.
PREPAID RENT	33,171.	33,171.
PREPAID OTHER	727,579.	727,579.
TOTALS	<u>1,015,904.</u>	<u>1,015,904.</u>

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

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US OBLIGATIONS	126,749,921.	127,202,818.
STATE OBLIGATIONS	8,125,715.	7,982,846.
SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.		
US OBLIGATIONS TOTAL	<u>134,875,636.</u>	<u>135,185,664.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON AND PREFERRED STOCK SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	1,137,217,215.	1,260,418,293.
TOTALS	<u>1,137,217,215.</u>	<u>1,260,418,293.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	287,092,668.	296,705,470.
TOTALS	<u>287,092,668.</u>	<u>296,705,470.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENTS SPECIFIC DETAIL TOO VOLUMINOUS TO ATTACH.	286,707,639.	256,741,945.
TOTALS	<u>286,707,639.</u>	<u>256,741,945.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAND	L	4,454,679.			4,454,679.				
BUILDING	SL	22173678.			22173678.	5,295,772.	730,269.		6,026,041.
FURNITURE AND FIXT	SL	9,680,897.			9,680,897.	5,121,327.	873,037.		5,994,364.
AUTOMOBILES	SL	554,211.			554,211.	422,482.	64,611.		487,093.
LEASEHOLD IMPLOVEM	SL	11985970.			11985970.	338,415.	345,601.		684,016.
TOTALS		<u>48849435.</u>			<u>48849435.</u>	<u>11177996.</u>			<u>13191514.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MISC. RECEIVABLE	606,637.	606,637.
INTEREST AND DIVIDENDS RECEIVA	2,549,148.	2,549,148.
CONSTRUCTION IN PROGRESS	12,832.	12,832.
DEPOSITS	85,067.	85,067.
OTHER NON CURRENT ASSETS	336,144.	336,144.
457F DEFERRED COMP PLAN	270,227.	270,227.
TOTALS	<u>3,860,055.</u>	<u>3,860,055.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
BOT DEFERRED INCOME AND INTERE	1,096,091.
DEFERRED RENT	472,549.
DEFFERED LEASE INCENTIVE	7,711,538.
INSURANCE CLAIM RESERVE	567,900.
UNCLAIMED PROPERTY	2,566.
TOTALS	<u>9,850,644.</u>

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

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

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

ATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GARY R SEVERSON 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CHAIRMAN 16.00	144,368.	0.	0.
JOAN B POLIAK 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	VICE CHAIR 19.00	126,146.	0.	0.
SHARON MCDANIEL 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TREASURER 19.00	126,146.	0.	0.
SHELIA EVANS-TRANUMN 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	CORP. SECRETARY 23.00	126,146.	0.	0.
DAVID MILLS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 19.00	126,173.	0.	0.
AMERICA Y BRACHO 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 14.00	126,146.	0.	0.

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

ATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT A WATT 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	TRUSTEE 17.00	126,146.	0.	0.
WILLIAM C BELL, PHD 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121-2641	PRESIDENT AND CEO 40.00	710,536.	44,850.	
	GRAND TOTALS	<u>1,611,807.</u>	<u>44,850.</u>	<u>0.</u>

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
JOSEPH A BOATENG 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	CHIEF INV. OFFICER 40.00	977,896.	44,850.
DAVID B SANDERS 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP SYSTEMS IMPROVMT 40.00	357,728.	44,850.
DAVID A DANIELSON 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP OF ADMIN AND CFO 40.00	328,958.	44,850.
ALEXANDRA MCKAY 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP CHIEF COUNSEL 40.00	310,252.	44,850.
DAVID A BERNS 2001 EIGHTH AVE., #2700 SEATTLE, WA 98121	EVP FAMILY SERVICES 40.00	268,308.	44,850.
	TOTAL COMPENSATION	<u>2,243,142.</u>	<u>224,250.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BNY-MELLON ONE WALL STREET, 32 FLOOR NEW YORK, NY 10277	INVESTMENT CUSTODIAN	799,217.
ARBOR CAPITAL 100 CORPORATE PARKWAY, SUITE 136 AMHERST, NY 14226	INVESTMENT MANAGER	790,825.
BAILLIE GIFFORD 757 THIRD AVENUE, 17TH FLOOR NEW YORK, NY 10017	INVESTMENT MANAGER	682,022.
ARROWSTREET 200 CLARENDON STREET, 30TH FLOOR BOSTON, MA 02116	INVESTMENT MANAGER	515,930.
PIMCO P.O. BOX 512129 LOS ANGELES, CA 90051	INVESTMENT MANAGER	494,367.
	TOTAL COMPENSATION	<u>3,282,361.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CALIFORNIA YOUTH CONNECTION 604 MISSION STREET SAN FRANCISCO, CA 94105	N/A 509(A) (2)	TO SUPPORT TRAINING OF YOUNG PEOPLE IN CARE AND FORMER FOSTER YOUTH TO EFFECTIVELY ADVOCATE FOR IMPROVED SERVICES AND OUTCOMES.	30,000.
CHILD WELF. LEAGUE OF AMERICA 1726 M STREET NW, SUITE 500 WASHINGTON, DC 20036	N/A 509(A) (1)	TO SUPPORT GRANTEE'S LEADERSHIP WORK IN CHILD WELFARE WORK AND TO FACILITATE ITS CONTINUED MISSION RELATED WORK AND SUCCESS.	150,000.
CITY YEAR INC., SEATTLE BRANCH 2203 23RD AVE S, SUITE 101 SEATTLE, WA 98114	N/A 509(A) (1)	TO SUPPORT CITY YEAR, INC. AND ITS WORK WITH TUTORING MENTORING AND EDUCATIONAL ADVOCACY FOR YOUTH IN SEATTLE AREA ELEMENTARY AND MIDDLE SCHOOLS.	20,000.
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE 311 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	N/A 509(A) (1)	TO SUPPORT THE 2011 ANGELS IN ADOPTION PROGRAM TO TAKE PLACE IN WASHINGTON DC ON SEPT. 1-30,2011.	25,000.
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE 311 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	N/A 509(A) (1)	TO SUPPORT THE 2011 FOSTER YOUTH INTERNSHIP PROGRAM TO TAKE PLACE IN WASHINGTON DC ON JUNE -SEPT. 1, 2011.	25,000.
FOUNDATION FOR EARLY LEARNING 615 - 2ND AVE, SUITE 525 SEATTLE, WA 98104	N/A 509(A) (1)	TO SUPPORT THE FEL 2010 10TH ANNIVERSARY LUNCHEON	10,000.

ATTACHMENT 19

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GRANTMAKERS FOR CHILDREN, YOUTH & FAMILIES 8757 GEORGIA AVENUE SILVER SPRINGS, MD 20910	N/A 509(A) (1)	TO SUPPORT CENTERPIECE OF CHANGE CONFERENCE TO TAKE PLACE IN WASHINGTON, D.C. ON OCT. 11-13, 2010.	13,500.
NATIONAL CENTER FOR HOUSING AND CHILD WELFARE 6711 QUEENS CHAPEL ROAD UNIVERSITY PARK, MD 20782	N/A 509(A) (1)	TO SUPPORT "KEEPING FAMILIES TOGETHER AND SAFE: A NATIONAL HOUSING-CHILD WELFARE TRAINING TO TAKE PLACE IN WASHINGTON DC ON NOVEMBER 15-16, 2010	20,000.
URBAN LEAGUE OF METROPOLITAN SEATTLE 105 14TH AVE SEATTLE, WA 98122	N/A 509(A) (1)	TO SUPPORT 11TH ANNUAL BENEFIT BREAKFAST	2,500.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	N/A 509(A) (1)	TO SUPPORT THE ANNUAL CONFERENCE : IMAGINE TO BE HELD IN DENVER, CO ON APRIL 25-27,2010.	10,000.
CALIFORNIA YOUTH CONNECTION 604 MISSION STREET SAN FRANCISCO, CA 94105	N/A 509(A) (2)	TO SUPPORT TRAINING OF YOUNG PEOPLE IN CARE AND FORMER FOSTER YOUTH TO EFFECTIVELY ADVOCATE FOR IMPROVED SERVICES AND OUTCOMES.	7,500.
SAN DIEGO GRANTMAKERS 5060 SHOREHAM PLACE, SUITE 350 SAN DIEGO, CA 92122	N/A 509(A) (1)	TO SUPPORT 2010 ANNUAL CONFERENCE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
KING COUNTY BAR FOUNDATION 1200 FIFTH AVE, SUITE 600 SEATTLE, WA 98101	N/A 509(A) (1)	TO SUPPORT PRO BONO PROGRAMS AND SCHOLARSHIPS FOR MINORITY LAW STUDENTS.	150.
ARIZONA'S CHILDREN ASSOCIATION 2700 S 8TH AVE TUCSON, AZ 85713	N/A 509(A) (1)	TO HELP SUPPORT ORGANIZATION BY PROVIDING FUNDS TO REPAIR THEIR VAN.	3,500.
ABA FUND FOR JUSTICE AND EDUCATION 321 NORTH CLARK STREET CHICAGO, IL 60654	N/A 509(A) (3) TYPE 1	TO SUPPORT THE WORK OF ABA'S COMMISSION ON YOUTH AT RISK IN FISCAL YEAR 2011 (SEPT- AUG 31, 2011)	36,375.
ABA FUND FOR JUSTICE AND EDUCATION 321 NORTH CLARK STREET CHICAGO, IL 60654	N/A 509(A) (3) TYPE 1	TO PROVIDE FUNDS TO HELP IN PUBLISHING AND DISTRIBUTING THE OUTCOMES REPORT FROM THE FOSTERING CONNECTIONS OLDER YOUTH NATIONAL SUMMIT.	15,000.
ATLANTA EDUCATIONAL TELECOMMUNICATIONS COLLABORATI 740 BISMARCK ROAD ATLANTA, GA 30324	N/A 509(A) (1)	TO SUPPORT AND PAY EXPENSES IN CONNECTION WITH EDITING THE "RAISE ME UP STORY CORPS".	2,500.
AMERICAN CIVIL LIBERTIES UNION WASHINGTON ENDOWMEN 705 SECOND AVE, HOGE BLDG STE 300 SEATTLE, WA 98104	N/A 509(A) (3) TYPE 1	TO SUPPORT AND SPONSOR A TABLE AT THE ACLU'S 75TH ANNIVERSARY DINNER.	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BLUES FOUNDATION, INC. 49 UNION AVENUE MEMPHIS, TN 38103	N/A 509(A) (1)	TO SUPPORT THE BLUES FOUNDATION WITH THE 30TH ANNUAL BLUES MUSIC AWARDS TO TAKE PLACE IN MEMPHIS, TENN ON MAY 6, 2010.	5,000.
CENTER FOR LAW AND SOCIAL POLICY 1200 18TH STREET NW, SUITE 200 WASHINGTON, DC 20036	N/A 509(A) (1)	TO SUPPORT CLASP 40TH ANNIVERSARY CELEBRATION TO TAKE PLACE IN WASHINGTON DC ON SEPTEMBER 12, 2010.	3,000.
CENTRAL DISTRICT FORUM FOR ARTS & IDEAS 1404 E YESLER WAY, SUITE 202 SEATTLE, WA 98122	N/A 509(A) (1)	TO SPONSOR THE 2010 "FOOD AS ART" CONFERENCE AT BELL HARBOR, SEATTLE ,WA	2,500.
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100 ISSAQUAH, WA 98027	N/A 509(A) (1)	TO SUPPORT THE 2010 GOVERNORS' CUP GOLF TOURNAMENT WHICH INCREASE PUBLIC AWARENESS OF THE SAFE REDUCTION IN FOSTER CARE AND SUPPORTS THE SCHOLARSHIP PROGRAM.	7,500.
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD, STE 100 ISSAQUAH, WA 98027	N/A 509(A) (1)	TO SUPPORT THE 10 YEAR CELEBRATION: CHANGING LIVES, CHANGING OUR NATION WHICH WILL TAKE PLACE IN SEATTLE WA ON NOV. 5,2010.	2,500.
CHILDRENS UNITED NATIONS INC. 6380 WILSHIRE BLVD. SUITE 1006 LOS ANGELES, CA 90048	N/A 509(A) (1)	TO SUPPORT NATIONAL "KEEPING THE PROMISE TO OUR CHILDREN" CONFERENCE IN WASHINGTON DC ON JULY 21, 2010	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COUNTY OF LOS ANGELES DEPARTMENT OF CHILDREN AND F 3530 WILSHIRE BLVD, SUITE 400 LOS ANGELES, CA 90010	N/A GOVT AGENCY	GRANT TO FACILITATE ACQUISITION, IMPLEMENTATION OF AND TRAINING FOR SAS DATAFLUX SOFTWARE.	41,442.
HOLY FAMILY INSTITUTE 8235 OHIO RIVER BLVD PITTSBURG, PA 15202	N/A 509(A) (1)	TO HELP SUPPORT EFFORTS TO ASSIST HAITIAN CHILDREN IN THE U.S. FOLLOWING THE 2010 EARTHQUAKE.	50,000.
MINORITY EXECUTIVE DIRECTORS COALITION OF KING COU P.O. BOX 3064 SEATTLE, WA 98114	N/A 509(A) (1)	TO SUPPORT THE MEDC'S ANNUAL AWARDS BANQUET TO TAKE PLACE IN AUBURN, WA ON APRIL 9, 2010	1,000.
MICHIGAN INDIAN LEGAL SERVICE INC. 814 A S. GARFIELD AVENUE TRAVERSE CITY, MI 49686	N/A 509(A) (1)	TO SUPPORT ORGANIZATION AND HELP TO DEFRAY CORE OPERATING COSTS IN ORDER TO FACILITATE ITS MISSION RELATED WORK AND SUCCESS.	10,140.
NATIONAL ASSOCIATION OF SOCIAL WORKERS (NASW) FOUN 750 FIRST STREET NE, SUITE 700 WASHINGTON, DC 20002	N/A 509(A) (3) TYPE 1	TO SUPPORT 2010 SYMPOSIUM ON "SUPERVISION: THE SAFETY NET OF FRONTLINE CHILD WELFARE PRACTICE".	20,000.
OAKLAND ALLIANCE OF COMMUNITY PARTNERSHIPS C/O OAK 1 FRANK OGAWA PLAZA, 3RD FLOOR OAKLAND, CA 94612	N/A 509(A) (1)	TO SUPPORT THE BACK TO SCHOOL RALLY 2010	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ONE CHURCH ONE CHILD OF ILLINOIS 431 S. DEARBORN, SUITE 1103 CHICAGO, IL 60605	N/A 509(A) (1)	TO SUPPORT THE 2010 ANNUAL DINNER	10,000.
OHIO STATE UNIVERSITY FOUNDATION 364 W LANE AVE, SUITE B COLUMBUS, OH 43221	N/A 509(A) (1)	GRANT TO BE USED IN CONNECTION WITH OUTREACH EFFORTS AND PLANNING FOR THE KIRWAN INSTITUTES FOR THE STUDY OF RACE AND ETHNICITY MARCH 2012 CONFERENCE.	15,000.
PUBLIC EDUCATION FOUNDATION FOR THE EDMONDS SCHO PO BOX 390 LYNWOOD, WA 98046	N/A 509(A) (1)	TO SPONSOR A TABLE AT THEIR SPRING LUNCHEON.	1,000.
PROJECT WE FOUNDATION INC. 2835 W. PEBBLE RD. LAS VEGAS, NV 89123	N/A 509(A) (1)	TO SUPPORT OPERATION HEAD 2 TOE WHICH PROVIDES CAREER AWARENESS, EMPLOYMENT MENTORING AND CAREER EXPERIENCES TO FOSTER YOUTH.	25,000.
PURSUIT OF DREAMS 6409 ADEN LN AUSTIN, TX 78739	N/A 509(A) (2)	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTION WITH THE SCREENING OF "EXTRA-ORDINARY LIFE: JOURNEY TO SOUTH AFRICA" WITH TOOK PLACE IN WASHINGTON DC ON NOVEMBER 22,2010	3,000.
SEATTLE FOUNDATION 1200 FIFTH AVE, SUITE 1300 SEATTLE, WA 98101	N/A 509(A) (1)	TO SPONSOR A TABLE AT THE "BUILDING A HEALTHY COMMUNITY" EVENT	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SENIOR SERVICES 2208 2ND AVE, SUITE 100 SEATTLE, WA 98121	N/A 509(A) (1)	TO SUPPORT THE SERVICES AND ACTIVITIES OF THE SENIOR SERVICES	10,000.
SICANGU CHILD & FAMILY SERVICES EAST HIGHWAY 18/SGU CAMPUS MISSION, SD 57555	N/A INDIAN TRIBE	TO HELP IN DEVELOPING AND IMPLEMENTING CLINICAL PRACTICE STANDARDS, BUSINESS PROCESSES, POLICIES, AND PROCEDURES AND PROVIDE TRAINING FOR CURRENT AND FUTURE SICANGU STAFF.	80,000.
ST. LEANDER CHURCH 550 W. ESTUDILLO AVE. SAN LEANDRO, CA 94577	N/A CHURCH	DONATION IN CONNECTION TO RENTAL OF FACILITY	400.
TABOR 100 PO BOX 34628 SEATTLE, WA 98124	N/A 509(A) (2)	SPONSORSHIP 2010 EVENT	2,000.
TEXAS STATE FOSTER PARENTS INC., C/O TEXAS FOSTER 18751 CASTELLANI SAN ANTONIO, TX 78258	N/A 509(A) (1)	TO SUPPORT THE TFFA 2010 TRAINING CONFERENCE - THE MAGIC OF FOSTER PARENTS! TO BE HELD IN AUSTIN, TX ON OCTOBER 7-9. 2010.	7,500.
VISTA HILL FOUNDATION 8787 COMPLEX DRIVE, SUITE 200 SAN DIEGO, CA 92123	N/A 509(A) (1)	TO SUPPORT THE 2010 "INCREDIBLE FAMILIES PARENTING GROUPS'.	2,225.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COALITION ON HUMAN NEEDS 1120 CONNECTICUT AVE NW, STE 312 WASHINGTON, DC 20036	N/A 509(A) (1)	TO SUPPORT GENERAL EXPENSES OF ORGANIZATION	2,500.
INTERCONNECTION 2222 N PACIFIC ST SEATTLE, WA 98103	N/A 509(A) (1)	DONATION OF PROPERTY FOR ORGANIZATION USE	26,668.
YOUTH EMPLOYMENT INSTITUTE 1704 NE 26TH AVE PORTLAND, OR 97212	N/A 509(A) (1)	DONATION OF PROPERTY FOR ORGANIZATION USE	1,300.
AMERICAN RED CROSS P.O. BOX 4002018 DES MOINES, IA 50340	N/A 509(A) (1)	DONATION FOR HAITI RELIEF	5,371.
PARTNERS IN HEALTH 888 COMMONWEALTH AVE., 3RD FLOOR BOSTON, MA 02215	N/A 509(A) (1)	DONATION FOR HAITI RELIEF	90,931.
SAVE THE CHILDREN 54 WILTON RD WESTPORT, CT 06880	N/A 509(A) (1)	DONATION FOR HAITI RELIEF	15,243.

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

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WORLD VISION INTERNATIONAL WEYERHAEUSER WAY SOUTH FEDERAL WAY, WA 98001	N/A 509(A) (1)	DONATION FOR HAITI RELIEF	50,000.
WORLD VISION INC. P.O. BOX 9716, DEPT W FEDERAL WAY, WA 98063	N/A 509(A) (1)	DONATION FOR HAITI RELIEF	16,205.
TOTAL CONTRIBUTIONS PAID			<u>911,450.</u>

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

ATTACHMENT 20

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
STATE OF WASHINGTON DEPARTMENT OF SOCIAL & HEALTH 724 QUINE STREET SE OLYMPIA, WA 98504	N/A GOVT AGENCY	TO SUPPORT AND PAY FOR EXPENSES IN CONNECTIONS WITH THE PORTAL PROJECT	200,000.
TOTAL CONTRIBUTIONS APPROVED			<u>200,000.</u>

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

ATTACHMENT 21

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MCF SERVICES AGREEMENT					26,476.
REIMBURSED EXPENSES					89,380.
MISC. INCOME					4,829.
INCOME FROM PRIVATE EQUITY PARTNERSHIPS	900099	54,296.	14	3,648,195.	
TOTALS		<u>54,296.</u>		<u>3,648,195.</u>	<u>120,685.</u>

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

2010

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2010**, and ending **12/31/2010**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **TCV VII (A), L.P.**
56 MAIN STREET, SUITE 210
MILBURN, NJ 07041
2 EIN (if any): **75-3257857**
3 Country under whose laws organized: **CJ**

4 Date of organization: 10/24/2007	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: US DOLLAR	8b Exchange rate (see instr.): 1.000000000000
--	---	---	--	---	---

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

1 Name, address, and identifying number of agent (if any) in the United States:
TCV VII (A), L.P.
56 MAIN STREET, SUITE 210
MILBURN, NJ 07041

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN**

3 Name and address of foreign partnership's agent in country of organization, if any:
MAPLES AND CALDER
P.O. BOX 309, UGLAND HOUSE
GRAND CAYMAN, CAYMAN ISLANDS

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
TCV VII (A), L.P.
56 MAIN STREET, SUITE 210
MILBURN, NJ 07041

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____

7 How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet **both** of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.
Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name	Firm's EIN			
Firm's address	Phone no.			

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a [] Owns a direct interest

b [] Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner.

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person.

Does the partnership have any other foreign person as a direct partner? [] Yes [] No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership.

Schedule B

Income Statement - Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows and 4 columns for amounts. Rows include Income (1a-8) and Deductions (9-21), ending with Ordinary business income (22).

*

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2010

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership TCV VII (A), L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,597,000.				.975
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2010

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

2010

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2010**, and ending **12/31/2010**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **CVC EUROPEAN EQUITY PARTNERS V (B), L.P.**
22-24 SEALE STREET
ST. HELIER, JERSEY JE2 3QG
2 EIN (if any): **98-0574210**
3 Country under whose laws organized: **CJ**

4 Date of organization: 04/18/2008	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: EURO	8b Exchange rate (see instr.): 1.326508000000
--	---	---	--	--	---

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

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

3 Name and address of foreign partnership's agent in country of organization, if any:
CVC EUROPEAN EQUITY PARTNERS V (B), L.P.
22-24 SEALE STREET
ST. HELIER, JERSEY
, JE2 3QG
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
SALTGATE LIMITED
22-24 SEALE STREET
ST. HELIER, JERSEY
, JE2 3QG

- 5** Were any special allocations made by the foreign partnership? Yes No
- 6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
- 7** How is this partnership classified under the law of the country in which it is organized? **LIMITED PARTNERSHIP**
- 8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9** Does this partnership meet **both** of the following requirements?
 - The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.
Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name	Firm's EIN			
	Firm's address	Phone no.			

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a [] Owns a direct interest

b [] Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner.

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person.

Does the partnership have any other foreign person as a direct partner? [] Yes [] No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership.

Schedule B

Income Statement - Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows and 4 columns for sub-items (1a, 1b, 1c, 16a, 16b, 16c).

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$	
a Depreciation \$			
b Travel and entertainment \$		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize):	
b Property			
3 Net income (loss) per books		8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2010

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership CVC EUROPEAN EQUITY PARTNERS V (B), L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		4,011,973.				.291
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>CHECK IF: FOR PERS</u>
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	LINCOLN PLAZA EAST 400 Q STREET, SUITE 4800 SACRAMENTO CA 95814	94-6207465	

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
DEEP END HOLDINGS, LLC	2711 CENTERVILLE ROAD SUITE 400 WILMINGTON DE 19808	27-3362528		
STARBEV LP	22 GRENVILLE STREET ST. HEILER JERSEY JE4 8PX	FOREIGNUS		X
TREBOL INTERNATIONAL BV	SCHIPOL BOULEVARD 285 TOWER B 1118BH LUCHTHAVEN SCHIPOL AMSTERDAM	98-0683874		X

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

2010

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS** Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return): **A** Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2010**, and ending **12/31/2010**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **OCM OPPORTUNITES FUND VIIB, L.P.**
333 S GRAND AVE., 28 FLOOR
LOS ANGELES, CA 90071
2 EIN (if any): **20-8514102**
3 Country under whose laws organized: **CJ**

4 Date of organization: 02/15/2007	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: INVESTING	8a Functional currency: US DOLLAR	8b Exchange rate (see instr.):
--	---	---	--	---	---------------------------------------

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

1 Name, address, and identifying number of agent (if any) in the United States:
C/O OAKTREE CAPITAL MANAGEMENT, L.P.
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071 26-0189082

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed:
OGDEN

3 Name and address of foreign partnership's agent in country of organization, if any:
C/O WALKER SPV LIMITED
WALKER HOUSE, P.O. BOX 908GT, MARY STREET
GEORGE TOWN, GRAND CAYMAN KY1-9002
CJ

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
C/O OAKTREE CAPITAL MANAGEMENT, L.P.
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____

7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet **both** of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," **do not** complete Schedules L, M-1, and M-2. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.
Signature of general partner or limited liability company member _____ Date _____

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

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a [] Owns a direct interest

b [] Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner.

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person.

Does the partnership have any other foreign person as a direct partner? [] Yes [] No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership.

Schedule B

Income Statement - Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows and 4 columns for amounts. Rows include Income (1a-8) and Deductions (9-21), ending with Ordinary business income (22).

* See instructions for limitations

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books ..			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2010

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership OCM OPPORTUNITES FUND VIIB, L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		1,100,902.				.104
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
OCM OPPORTUNITES FUND VIIB DELAWARE, L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	26-1614642		
OCM LUXEMBOURG OPPTS VIIB S.A.R.L.	53 AVENUE PASTEUR L-2311 LUXEMBOURG	98-0602217		
OCM NETHERLANDS OPPORTUNITIES COOPERATIEF U.A	PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0590973		
RENO APO HOLDINGS, LTD.	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0597550		
APPERINGO HOLDINGS BV	C/O OCM NETHERLANDS OPP COOPERATIEF U.A., PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0595162		

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
APPERINGO INVESTMENTS BV	C/O OCM NETHERLANDS OPP COOPERATIEF U.A., PRINS BERNARDPLEIN 200 1097JB AMSTERDAM NL	98-0596160		
OCM NETHERLANDS GLOBAL OPPORTUNITIES COOPERATIEF U.A	JAN VAN GOYENKADE 8 1075HP AMSTERDAM NL	98-0574708		
OCM JAPAN LOANS HOLDINGS, LTD	C/O WALKERS SPV LIMITED WALKERS HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMANS KY1-9002 CJ	98-0611403		
JAPAN LOANS OPPORTUNITIES BV	PRINS BERNARDPLEIN 200 1097JB AMSTERDAM CJ	98-0611521		
OCM OPPORTUNITIES ALS HOLDINGS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-2015340		

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
OPPS LAUGHLIN HOLDINGS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-3530113		
OCM INDUSTRIAL HOLDINGS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-3024120		
OCM INDUSTRIAL E-INVESTMENTS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-3024420		
OCM EUROPEAN LOAN HOLDINGS LTD	WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0654232		
OCM GLOBAL LOAN OPPORTUNITIES I B. V.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	98-0672873		

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
OCM LOAN OPPORTUNITIES RESERVE I B. V.	JAN VAN GOYENKADE 8 1075HP AMSTERDAM NL	98-0665362		
OCM OCEANIA LOAN HOLDINGS LTD.	WALKER HOUSE, 87 MARY STREET GEORGETOWN GRAND CAYMANS KY1-9002 CJ	98-0663324		
OAKTREE OPPORTUNITES INVESTMENTS L.P.	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	26-4224417		
FLAMINGO ROAD INVESTMENTS LP	333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES CA 90071	27-2896144		

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

2010

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning 01/01/2010, and ending 12/31/2010

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **CARLYLE PARTNERS V SA1 CAYMAN, L.P.**
1001 PENN. AVE. NW
WASHINGTON, DC 20004
2 EIN (if any): **98-0641121**
3 Country under whose laws organized: **CJ**

4 Date of organization: 10/29/2009	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: FINANCE AND INSURANCE	8a Functional currency: US DOLLAR	8b Exchange rate (see instr.):
--	---	---	--	---	---------------------------------------

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

1 Name, address, and identifying number of agent (if any) in the United States:
THE CARLYLE GROUP
1001 PENN. AVE. NW
WASHINGTON, DC 20004
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN**

3 Name and address of foreign partnership's agent in country of organization, if any:
CARLYLE PARTNERS V SA1 CAYMAN, L.P.
87 MARY STREET
GEORGE TOWN, GRAND CAYMAN
CJ, KY1-9005
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
THE CARLYLE GROUP
1001 PENN. AVE. NW
WASHINGTON DC, DC 20004

- 5** Were any special allocations made by the foreign partnership? Yes No
- 6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
- 7** How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**
- 8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
- 9** Does this partnership meet **both** of the following requirements?
 - The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.
Signature of general partner or limited liability company member: _____ Date: _____

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

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest

b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership(see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
ATTACHMENT 1				

Schedule B Income Statement - Trade or Business Income

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)*			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 Total income (loss). Combine lines 3 through 7			8	
Deductions <small>(see instructions for limitations)</small>	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		16c
	b Less depreciation reported elsewhere on return	16b		
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

*

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$	
a Depreciation \$			
b Travel and entertainment \$		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize):	
b Property			
3 Net income (loss) per books			
4 Other increases (itemize):		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2010

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership CARLYLE PARTNERS V SA1 CAYMAN, L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	08/19/2010		769,371.				.345
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
BTC FUNDO DE INVESTIMENTO EM PARTICIPACOES	1001 PENNSYLVANIA AVE NW WASHINGTON	DC 20004	-97,587.	X
BHCS- FUNDO DE INVESTIMENTO EM PARTICIPACOES	1001 PENNSYLVANIA AVE NW WASHINGTON	DC 20004	-37,984.	X

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

2010

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2010**, and ending **12/31/2010**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **CARLYLE PARTNERS V (SCOT), L.P.**
1001 PENNSYLVANIA AVE NW, SUITE 220 SOUTH WASHINGTON, DC 20004
2 EIN (if any): **98-0675966**
3 Country under whose laws organized: **UK**

4 Date of organization: **09/13/2010**
5 Principal place of business: **UK**
6 Principal business activity code number: **523900**
7 Principal business activity: **FINANCE AND INSURANCE**
8a Functional currency: **USD**
8b Exchange rate (see instr.): _____

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

1 Name, address, and identifying number of agent (if any) in the United States:
THE CARLYLE GROUP
1001 PENNSYLVANIA AVE NW
WASHINGTON, DC 20004
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: **OGDEN**

3 Name and address of foreign partnership's agent in country of organization, if any:
CARLYLE PARTNERS V (SCOT), L.P.
50 LOTHIAN ROAD, FESTIVAL SQUARE
EDINBURGH EH3 9WJ
UK
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
THE CARLYLE GROUP
1001 PENNSYLVANIA AVE NW
WASHINGTON, DC 20004

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____

7 How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet both of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

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

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a [] Owns a direct interest

b [] Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner.

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person.

Does the partnership have any other foreign person as a direct partner? [] Yes [] No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership.

Schedule B

Income Statement - Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows and 4 columns for amounts. Rows include Income (1a-8) and Deductions (9-21), ending with Ordinary business income (22).

* See instructions for limitations

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property		_____	
3 Net income (loss) per books ..		_____	
4 Other increases (itemize): _____		8 Add lines 6 and 7	
_____		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4		_____	

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2010

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership CARLYLE PARTNERS V (SCOT), L.P.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	10/05/2010		366,367.				.113
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
CARLYLE HSP PARTNERS L.P.	1001 PENNSYLVANIA AVE NW WASHINGTON DC 20004	98-0675962	470,498.	X

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

2010

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS** Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return): **CASEY FAMILY PROGRAMS**
A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2010**, and ending **12/31/2010**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **THE RESOLUTE FUND II SIE LP**
767 FIFTH AVE, 48TH FLOOR
NEW YORK, NY 10153
2 EIN (if any): **98-0587497**
3 Country under whose laws organized: **CJ**

4 Date of organization: 12/20/2007	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: USD	8b Exchange rate (see instr.):
---	--	--	---	------------------------------------	--------------------------------

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

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

3 Name and address of foreign partnership's agent in country of organization, if any _____
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
CITI PRIVATE EQUITY SERVICES INC
245 FIFTH AVE, 16TH FLOOR
NEW YORK, NY 10016

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____

7 How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet both of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," do not complete Schedules L, M-1, and M-2. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name	Firm's EIN			
	Firm's address	Phone no.			

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a [] Owns a direct interest

b [X] Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner. Row 1: ATTACHMENT 1

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person

Does the partnership have any other foreign person as a direct partner? [] Yes [] No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership

Schedule B

Income Statement - Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows. Columns include descriptions, sub-rows (1a, 1b, 16a, 16b), and totals (1c, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16c, 17, 18, 19, 20, 21, 22).

* See instructions for limitations

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L **Balance Sheets per Books.** (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$	
a Depreciation \$			
b Travel and entertainment \$		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize):	
b Property			
3 Net income (loss) per books		8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2010

Name of transferor CASEY FAMILY PROGRAM	Filer's identifying number 91-0793881
Name of foreign partnership THE RESOLUTE FUND II SIE LP	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		152,240.				.429
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

NAME ADDRESS
WCT HOLDINGS (CAYMAN)

CHECK IF:
ID NUMBER FOR PERS DIR PTNR

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

2010

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment
Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS**
Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2010**, and ending **12/31/2010**

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

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **AXIOM ASIA PRIVATE CAPITAL FUND II LP**
4TH FLOOR CENTURY YARD CRICKET SQ., HUTCHINS DRIVE, PO BOX 2681G
GEORGE TOWN, GRAND CAYMAN
CJ
2 EIN (if any): **98-0629004**
3 Country under whose laws organized: **CJ**

4 Date of organization: 07/29/2008	5 Principal place of business: CJ	6 Principal business activity code number: 523900	7 Principal business activity: INVESTMENTS	8a Functional currency: USD	8b Exchange rate (see instr.):
--	---	---	--	---	---------------------------------------

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

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

3 Name and address of foreign partnership's agent in country of organization, if any:
AXIOM ASIA PRIVATE CAPITAL FUND II LP
C/O CODAN SERVICES, 4TH FLOOR, HUTCHINS DRIVE
GEORGE TOWN, GRAND CAYMANS
CJ
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
CITI FUND SERVICES (ASIA), LIMITED
10/F TWO HARBOUR FRONT, 22 TAK FUND STREET
HUNGHOM, HONG KONG
HK

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____
7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED COMPANY**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet **both** of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.
Signature of general partner or limited liability company member: _____ Date: _____

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

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner.

Schedule A-1 Certain Partners of Foreign Partnership(see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person.

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership.

Schedule B Income Statement - Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows. Columns include descriptions, sub-rows (1a, 1b, 16a, 16b), and totals (1c, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16c, 17, 18, 19, 20, 21, 22).

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$	
a Depreciation \$			
b Travel and entertainment \$		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize):	
b Property			
3 Net income (loss) per books			
4 Other increases (itemize):		8 Add lines 6 and 7	
		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2010

Name of transferor CASEY FAMILY PROGRAMS	Filer's identifying number 91-0793881
Name of foreign partnership AXIOM ASIA PRIVATE CAPITAL FUND II LP	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VAR		579,992.				1.033
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

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

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

Schedule O (Form 8865) 2010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
CID GREATER CHINA CAPITAL FUND III, L.P.	WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9001 CJ	FOREIGNUS		X
SONORA FUND LP	C/O ICG MANAGEMENT LIMITED P.O. BOX 715 LANDMARK SQ., 1ST FL GRAND CAYMAN KY1-1109 CJ	98-0649668		X
A2MGP LTD	CODAN TRUST COMPANY LTD CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	98-0635173		X
CDH SHINE III LIMITED	PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0638337		X
IPV CAPITAL II, LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
CARLYLE JAPAN INTERNATIONAL PARTNERS II LP	C/O THE CARLYLE GROUP 2001 PENN. AVE., NW SUITE 220 SOUTH WASHINGTON DC 20004	98-0504200		X
IPV CAPITAL LP	CRICKET SQ HUTCHINS DR PO BOX 2681 GRAND CAYMAN KY1-1111 CJ	FOREIGNUS		X
CDH CHINA GROWTH CAPITAL FUND II, LP	C/O M&C CORPORATION SERVICES LTD UGLAND HOUSE P.O. BOX 309 SOUTH CHURCH STREET GEORGE TOWN CJ	FOREIGNUS		X
KKR CHINA GROWTH FUND L.P.	C/O KOLBERG KRAVIS ROBERTS & CO. 9 WEST 57TH STREET NEW YORK NY 10019	98-0692198		X
INDIA VALUE FUND IV, L.P.	ROCKLINES HOUSE (GROUND FLOOR) 9/2 MUSEUM ROAD BANGALORE-560 001 IN	FOREIGNUS		X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
NEW HORIZON CAPITAL III LP	C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN GRAND CAYMAN KY1-9002 CJ	98-0649847		X
GSR VENTURES III, L.P.	SCOTIA CENTRE P.O. BOX 268 GRAND CAYMAN KY1-1104 CJ	42-1767000		X
MCPIII, LLP	3-2 MARUNOUCHI 2-CHOME CHIYODA-KU TOKYO JA	FOREIGNUS		X
CDH SHINE IV LIMITED	C/O MAPLES FINANCE BVI LIMITED PO BOX 173 KINGSTON CHAMBERS ROAD TOWN TORTOLA VI	98-0646750		X
CAPITAL TODAY CHINA GROWTH FUND II, L.P.	C/O CODAN SERVICES CRICKET SQ HUTCHINS DR PO BOX 2681 GEORGE TOWN GRAND CAYMAN KY1-1111 CJ	98-0667660		X

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

2010

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment Sequence No. **118**

Name of person filing this return: **CASEY FAMILY PROGRAMS** Filer's identifying number: **91-0793881**

Filer's address (if you are not filing this form with your tax return): **A** Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **01/01/2010**, and ending **12/31/2010**

C Filer's share of liabilities: Nonrecourse \$ **419,996**. Qualified nonrecourse financing \$ **Other \$**

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

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: **INVESCO ASIA REAL ESTATE FUND I, LP**
P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY, GRAND CAYMAN, KY1-1205
CJ
2 EIN (if any): **98-0612576**
3 Country under whose laws organized: **CJ**

4 Date of organization: 01/16/2008	5 Principal place of business: CJ	6 Principal business activity code number: 531390	7 Principal business activity: REAL ESTATE INVESTMENT	8a Functional currency: USD	8b Exchange rate (see instr.):
--	---	---	---	---	---------------------------------------

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

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

3 Name and address of foreign partnership's agent in country of organization, if any:
CITCO TRUSTEES (CAYMAN) LIMITED
P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY, GRAND CAYMAN, KY1-1205
CJ
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different:
CITCO TRUSTEES (CAYMAN) LIMITED
P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY, GRAND CAYMAN, KY1-1205
CJ

5 Were any special allocations made by the foreign partnership? Yes No
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions)
7 How is this partnership classified under the law of the country in which it is organized? **EXEMTED LIMITED PARTNERSHIP**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No
9 Does this partnership meet both of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," do not complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return.
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.
Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name	Firm's EIN			
	Firm's address	Phone no.			

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a [] Owns a direct interest

b [] Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner. Row 1: ATTACHMENT 1

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person. Row 1: ATTACHMENT 2

Does the partnership have any other foreign person as a direct partner? [] Yes [] No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership. Row 1: ATTACHMENT 3

Schedule B

Income Statement - Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows. Columns include descriptions, sub-columns (1a, 1b, 16a, 16b), and final totals. Rows include: 1a Gross receipts or sales, 1b Less returns and allowances, 2 Cost of goods sold, 3 Gross profit, 4 Ordinary income, 5 Net farm profit, 6 Net gain, 7 Other income, 8 Total income, 9 Salaries and wages, 10 Guaranteed payments, 11 Repairs and maintenance, 12 Bad debts, 13 Rent, 14 Taxes and licenses, 15 Interest, 16a Depreciation, 16b Less depreciation, 17 Depletion, 18 Retirement plans, 19 Employee benefit programs, 20 Other deductions, 21 Total deductions, 22 Ordinary business income.

* See instructions for limitations

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

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

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

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

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

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

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

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

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$	
a Depreciation \$			
b Travel and entertainment \$		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize):	
b Property			
3 Net income (loss) per books		8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

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

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

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

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-1668

2010

Name of transferor

CASEY FAMILY PROGRAMS

Filer's identifying number

91-0793881

Name of foreign partnership

INVESCO ASIA REAL ESTATE FUND I, LP

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	02/25/2010		56,000.				13.270
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

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

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

Yes No

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Schedule O (Form 8865) 2010

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

<u>NAME</u>	<u>ADDRESS</u>	<u>CHECK IF:</u>			
		<u>ID NUMBER</u>	<u>FOR PERS</u>	<u>DIR</u>	<u>PTNR</u>
INVESCO ASIA REAL ESTATE FEEDER FUND I, LP	P.O. BOX 31106 89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205 CJ	98-0612575	X		X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>CHECK IF: FOR PERS</u>
THE MISSOURI LOCAL AREA GOVERNMENT EMPLOYEES RETIREMENT SYSTEM	701 WEST MAIN STREET JEFFERSON CITY MO 65101	43-0920919	

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

<u>NAME</u>	<u>ADDRESS</u>	<u>ID NUMBER</u>	<u>TOTAL ORDINARY INCOME OR LOSS</u>	<u>FOR PSHP</u>
INVESCO ASIA EX-JAPAN REAL ESTATE FUND I, LP C/O CITCO TRUSTEES (CAYMAN)LIMITED	P.O. BOX 31106 89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205 CJ	98-0612574		X

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2010

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2010, and ending 12/31/2010

Attachment Sequence No. 118

Name of person filing this return: CASEY FAMILY PROGRAMS; Filer's identifying number: 91-0793881

Filer's address (if you are not filing this form with your tax return); A Category of filer (see Categories of Filers in the instructions and check applicable box(es)); B Filer's tax year beginning 01/01/2010, and ending 12/31/2010

C Filer's share of liabilities: Nonrecourse \$, Qualified nonrecourse financing \$, Other \$

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent: Name, EIN, Address

E Information about certain other partners (see instructions). Table with columns: (1) Name, (2) Address, (3) Identifying number, (4) Check applicable box(es) (Category 1, Category 2, Constructive owner)

F1 Name and address of foreign partnership: INVESCO ASIA EX-JAPAN REAL ESTATE FUND, P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY, GRAND CAYMAN, KY1-1205, CJ; 2 EIN (if any): 98-0612574; 3 Country under whose laws organized: CJ

4 Date of organization: 01/16/2008; 5 Principal place of business: CJ; 6 Principal business activity code number: 531390; 7 Principal business activity: REAL ESTATE INVESTMENT; 8a Functional currency: USD; 8b Exchange rate (see instr.)

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States; 2 Check if the foreign partnership must file: Form 1042, Form 8804, Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed:

3 Name and address of foreign partnership's agent in country of organization, if any: CITCO TRUSTEES (CAYMAN) LIMITED, P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY, GRAND CAYMAN, KY1-1205, CJ; 4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: CITCO TRUSTEES (CAYMAN) LIMITED, P.O. BOX 31106, 89 NEXUS WAY CAMANA BAY, GRAND CAYMAN, KY1-1205, CJ

5 Were any special allocations made by the foreign partnership? Yes No; 6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions); 7 How is this partnership classified under the law of the country in which it is organized? EXEMTED LIMITED PARTNERSHIP; 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No; 9 Does this partnership meet both of the following requirements? The partnership's total receipts for the tax year were less than \$250,000 and The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge. Signature of general partner or limited liability company member, Date

Paid Preparer Use Only. Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a [] Owns a direct interest

b [] Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner. Row 1: ATTACHMENT 1

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person

Does the partnership have any other foreign person as a direct partner? [] Yes [] No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership

Schedule B

Income Statement - Trade or Business Income

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows. Columns include descriptions, sub-rows (1a, 1b, 16a, 16b), and totals (1c, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16c, 17, 18, 19, 20, 21, 22).

* See instructions for limitations

Schedule D Capital Gains and Losses(Use Schedule D-1 (Form 1065) to list additional transactions for lines 1 and 7)

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Enter short-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 2					2
3 Short-term capital gain from installment sales from Form 6252, line 26 or 37					3
4 Short-term capital gain (loss) from like-kind exchanges from Form 8824					4
5 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					5
6 Net short-term capital gain or (loss). Combine lines 1 through 5 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					6

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
7					
8 Enter long-term gain or (loss), if any, from Schedule D-1 (Form 1065), line 8					8
9 Long-term capital gain from installment sales from Form 6252, line 26 or 37					9
10 Long-term capital gain (loss) from like-kind exchanges from Form 8824					10
11 Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts					11
12 Capital gain distributions					12
13 Net long-term capital gain or (loss). Combine lines 7 through 12 in column (f). Enter here and on Form 8865, Schedule K, line 9a or 11					13

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 2, line 22)	1	
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3 a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments	4	
	5 Interest income	5	
	6 Dividends: a Ordinary dividends	6a	
	b Qualified dividends	6b	
	7 Royalties	7	
	8 Net short-term capital gain (loss)	8	
9 a Net long-term capital gain (loss)	9a		
	b Collectibles (28%) gain (loss)	9b	
	c Unrecaptured section 1250 gain (attach statement)	9c	
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13 a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
d Other deductions (see instructions) Type ▶	13d		
Self-Employment	14 a Net earnings (loss) from self-employment	14a	
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	
Credits	15 a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶	15f	
Foreign Transactions	16 a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partnership level to foreign source income		
	i Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k	
l Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	16l		
m Reduction in taxes available for credit (attach statement)	16m		
n Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17 a Post-1986 depreciation adjustment	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties - gross income	17d	
	e Oil, gas, and geothermal properties - deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18 a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	
	19 a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20 a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach statement)			

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash				
2 a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7 Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books			
4 Other increases (itemize): _____		8 Add lines 6 and 7	
5 Add lines 1 through 4		9 Balance at end of year. Subtract line 8 from line 5	

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1 Sales of inventory				
2 Sales of property rights (patents, trademarks, etc.)				
3 Compensation received for technical, managerial, engineering, construction, or like services				
4 Commissions received				
5 Rents, royalties, and license fees received				
6 Distributions received				
7 Interest received				
8 Other				
9 Add lines 1 through 8				
10 Purchases of inventory				
11 Purchases of tangible property other than inventory				
12 Purchases of property rights (patents, trademarks, etc.)				
13 Compensation paid for technical, managerial, engineering, construction, or like services				
14 Commissions paid				
15 Rents, royalties, and license fees paid				
16 Distributions paid				
17 Interest paid				
18 Other				
19 Add lines 10 through 18				
20 Amounts borrowed (enter the maximum loan balance during the year). See instructions				
21 Amounts loaned (enter the maximum loan balance during the year). See instructions				

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

<u>NAME</u>	<u>ADDRESS</u>	<u>CHECK IF:</u>			
		<u>ID NUMBER</u>	<u>FOR PERS</u>	<u>DIR</u>	<u>PTNR</u>
INVESCO ASIA REAL ESTATE FUND I, LP C/O CITCO TRUSTEES (CAYMAN)LIMITED	P.O. BOX 31106 89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205 CJ	98-0612576	X		X
INVESCO ASIA REAL ESTATE FEEDER FUND I, LP	P.O. BOX 31106 89 NEXUS WAY CAMANA BAY GRAND CAYMAN, KY1-1205 CJ	98-0612575	X		

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01/2010, and ending 12/31/2010

Name of person filing this return CASEY FAMILY PROGRAMS		A Identifying number 91-0793881
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 2001 EIGHTH AVE, SUITE 2700		B Category of filer (See instructions. Check applicable box(es): 1 (repealed) 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> 5 <input checked="" type="checkbox"/>
City or town, state, and ZIP code SEATTLE WA 98121-2641		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 42.860%
Filer's tax year beginning <u>01/01/2010</u> , and ending <u>12/31/2010</u>		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER P.O. BOX 309 UGLAND HOUSE GRAND CAYMAN, KY1-1104 CJ		b Employer identification number, if any 98-0573913
		c Country under whose laws incorporated CAYMAN ISLANDS

d Date of incorporation 03/26/2008	e Principal place of business VARIOUS	f Principal business activity code number 531390	g Principal business activity INVESTMENT IN REAL ESTATE	h Functional currency USD
--	---	--	---	-------------------------------------

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States NONE	b If a U.S. income tax return was filed, enter:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different	

Schedule A Stock of the Foreign Corporation

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	1.	1.

For Paperwork Reduction Act Notice, see instructions.

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued(see instructions)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 N/A			
3			
4			
5			
6			
7			
8 Total			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a)	(b)
		Beginning of annual accounting period	End of annual accounting period
1 Cash	1	437,856.	209,454.
2a Trade notes and accounts receivable	2a		
b Less allowance for bad debts	2b	()	()
3 Inventories	3		
4 Other current assets (attach schedule)	4		
5 Loans to shareholders and other related persons	5		
6 Investment in subsidiaries (attach schedule)	6		
7 Other investments (attach schedule) ATTACHMENT. 3	7	2,177,746.	7,961,257.
8a Buildings and other depreciable assets	8a		
b Less accumulated depreciation	8b	()	()
9a Depletable assets	9a		
b Less accumulated depletion	9b	()	()
10 Land (net of any amortization)	10		
11 Intangible assets:			
a Goodwill	11a		
b Organization costs	11b		
c Patents, trademarks, and other intangible assets	11c		
d Less accumulated amortization for lines 11a, b, and c	11d	()	()
12 Other assets (attach schedule) ATTACHMENT. 4	12	99,666.	291,348.
13 Total assets	13	2,715,268.	8,462,059.
Liabilities and Shareholders' Equity			
14 Accounts payable	14	3,859.	7,324.
15 Other current liabilities (attach schedule)	15		
16 Loans from shareholders and other related persons	16		
17 Other liabilities (attach schedule) ATTACHMENT. 5	17	99,951.	
18 Capital stock:			
a Preferred stock	18a		
b Common stock	18b		
19 Paid-in or capital surplus (attach reconciliation) ATTACHMENT. 6	19	2,611,458.	8,454,735.
20 Retained earnings	20		
21 Less cost of treasury stock	21	()	()
22 Total liabilities and shareholders' equity	22	2,715,268.	8,462,059.

Schedule G Other Information

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? ATCH 7 | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). | | |
| 4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Schedule H Current Earnings and Profits(see instructions)

Important: Enter the amounts on lines 1 through 5c in **functional** currency.

1 Current year net income or (loss) per foreign books of account	1	2,902,135.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
	Net Additions	Net Subtractions
a Capital gains or losses		
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach schedule) . ATCH 8	3,413,986.	
3 Total net additions		
4 Total net subtractions	3,413,986.	
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-511,851.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	-511,851.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions))	5d	-511,851.
Enter exchange rate used for line 5d ▶		1.0000

Schedule I Summary of Shareholder's Income From Foreign Corporation(see instructions)

1 Subpart F income (line 38b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | | |
|--|--------------------------|--------------------------|
| | Yes | No |
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))? | <input type="checkbox"/> | <input type="checkbox"/> |
| If the answer to either question is "Yes," attach an explanation. | | |

**SCHEDULE J
(Form 5471)**

(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

91-0793881

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			<i>(i)</i> Earnings Invested in U.S. Property	<i>(ii)</i> Earnings Invested in Excess Passive Assets	<i>(iii)</i> Subpart F Income	
1 Balance at beginning of year	-1,067,419.					-1,067,419.
2a Current year E&P						
b Current year deficit in E&P	511,851.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	-1,579,270.					
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-1,579,270.					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-1,579,270.					-1,579,270.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2005)

**SCHEDULE O
(Form 5471)**

(Rev. December 2005)

Department of the Treasury
Internal Revenue Service

Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

▶ **Attach to Form 5471. See Instructions for Form 5471.**

Name of person filing Form 5471

Identifying number

CASEY FAMILY PROGRAMS

91-0793881

Name of foreign corporation

INVESCO ASIAN REAL ESTATE PARTNERS II USD FEEDER

Important: Complete a *separate* Schedule O for each foreign corporation for which information must be reported.

Part I To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders

Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

Section A — General Shareholder Information

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
CASEY FAMILY PROGRAMS 91-0793881 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121	990-PF	11/15/2011	EFILED	

Section B — U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Ofcr	Dir

Section C — Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (12-2005)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D – Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

Section E – Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer
CASEY FAMILY PROGRAMS 2001 EIGHTH AVE, SUITE 2700 SEATTLE, WA 98121	91-0793881	VAR

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	
CASH	1,372,357.	1,372,357.	NONE

Section F – Additional Information

- (a)** If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).
- (b)** List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►
- (c)** If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

FORM 5471, PAGE 2 DETAIL

SCH C, LINE 8 - OTHER INCOME

ATTACHMENT 1

UNREALIZED GAINS

3,413,986.

TOTAL

3,413,986.

SCH C, LINE 16 - OTHER DEDUCTIONS

ATTACHMENT 2

MANAGEMENT FEES

494,495.

UNCONSUMMATED DEAL COSTS

2,117.

GENERAL AND ADMIN EXPENSES

15,294.

TOTAL

511,906.

FORM 5471, PAGE 3 DETAIL

	<u>BEGINNING</u> <u>US CURRENCY</u>	<u>ENDING</u> <u>US CURRENCY</u>
		<u>ATTACHMENT 3</u>
<u>SCH F, LINE 7 - OTHER INVESTMENTS</u>		
REAL ESTATE INVESTMENT AT FAIR VALU	2,177,746.	7,961,257.
TOTALS	<u>2,177,746.</u>	<u>7,961,257.</u>
		<u>ATTACHMENT 4</u>
<u>SCH F, LINE 12 - OTHER ASSETS</u>		
OTHER ASSETS	99,666.	101,984.
DUE FROM PARALLEL FUNDS		189,364.
TOTALS	<u>99,666.</u>	<u>291,348.</u>
		<u>ATTACHMENT 5</u>
<u>SCH F, LINE 17 - OTHER LIABILITIES</u>		
DUE TO PARALLEL FUNDS	99,951.	
TOTALS	<u>99,951.</u>	
		<u>ATTACHMENT 6</u>
<u>SCH F, LINE 19 - PAID-IN OR CAP SURPLUS</u>		
NET ASSETS	2,611,458.	8,454,735.
TOTALS	<u>2,611,458.</u>	<u>8,454,735.</u>

FORM 5471, PAGE 4 DETAIL

SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

<u>PARTNERSHIP NAME</u>	<u>FEIN</u>	<u>RETURN FILED</u>	<u>TAX MATTER PARTNER</u>	<u>TAX YR BEG</u>	<u>TAX YR END</u>
INVESCO ASIAN RE PARTNERS II FEEDER	26-0628586			01/01/2010	12/31/2010

FORM 5471, PAGE 4 DETAIL

<u>SCH H, LINE 2H - OTHER RECONCILING ITEMS</u>	<u>NET ADDITIONS</u>	<u>NET SUBTRACTS</u>
UNREALIZED GAINS		3,413,986.
TOTALS		<u>3,413,986.</u>

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor CASEY FAMILY PROGRAMS	Identifying number (see instructions) 91-0793881
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
THE RESOLUTE FUND II SIE, L.P.	98-0587497

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) MILESTONE AVIATION GROUP LIMITED	4 Identifying number, if any 98-0657545
--	--

5 Address (including country) **BLOCK 4, HARCOURT CENTER HARCOURT ROAD
DUBLIN 2 EI**

6 Country code of country of incorporation or organization (see instructions)
BD

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		328,185.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before NONE % (b) After .3258 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

- (i): Milestone Aviation Group Limited
EIN: 98-0657545
Block 4, Harcourt Center, Harcourt Road, Dublin 2
Ireland
Country of Incorporation: Bermuda
- (ii): Transfer of security/asset in the amount of \$328,185 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$328,185

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor CASEY FAMILY PROGRAMS	Identifying number (see instructions) 91-0793881
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
SIGULER GUFF BRIC OPPORTUNITES FUND II	26-1412879

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) FIRST LEADER HOLDINGS LIMITED	4 Identifying number, if any FOREIGNUS
---	---

5 Address (including country) **12TH FLOOR, RUTTONJEE HOUSE, 11 DUDELL STREET
HONG KONG HK**

6 Country code of country of incorporation or organization (see instructions)
HK

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		112,015.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before NONE % (b) After 1.11996 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): First Leader Holdings Limited
EIN: ForeignUS
12th Floor, Ruttonjee House, 11 Duddell Street
Hong Kong
Country of Incorporation: Hong Kong

(ii): Transfer of security/asset in the amount of \$112,015 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$112,015

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor CASEY FAMILY PROGRAMS Identifying number (see instructions) 91-0793881

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>SIGULER GUFF BRIC OPPORTUNITES FUND II</u>	<u>26-1412879</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SG BRIC SANTILLANA (OFFSHORE), LTD. **4** Identifying number, if any 98-0642474

5 Address (including country) 825 THIRD AVENUE, 10TH FLOOR NEW YORK, NY 10022

6 Country code of country of incorporation or organization (see instructions) CJ

7 Foreign law characterization (see instructions) CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		145,631.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before NONE % (b) After .7348 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): SG BRIC Santillana (Offshore) Ltd.
EIN: 98-0642474
825 Third Ave, 10th Floor
New York, NY 10020
Country of Incorporation: Grand Cayman

(ii): Transfer of security/asset in the amount of \$145,631 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$145,631

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor CASEY FAMILY PROGRAMS	Identifying number (see instructions) 91-0793881
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
OCM OPPORTUNITES FUND VIIB, L.P.	20-8514102

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OCM OPPS VIIB (CAYMAN) 1 LTD.	4 Identifying number, if any 98-0648938
---	--

5 Address (including country) **WALKER HOUSE, 87 MARY STREET
GEORGE TOWN GRAND CAYMAN KY1-9002 CJ**

6 Country code of country of incorporation or organization (see instructions)

CJ

7 Foreign law characterization (see instructions)

CORP

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		264,874.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before NONE % (b) After .075747 %

10 Type of nonrecognition transaction (see instructions) ▶ IRS SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): OCM OPFS VIIb (Cayman) 1 Ltd.
EIN: 98-0648938
Walker House, 87 Mary Street, George Town
Grand Cayman, Cayman Islands
Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the amount of \$264,874 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$264,874

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<u>OCM OPPORTUNITES FUND VIIB, L.P.</u>	<u>20-8514102</u>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>OAKTREE OPPTS ITW LTD.</u>	4 Identifying number, if any <u>98-0657364</u>
---	---

5 Address (including country) WALKER HOUSE, 87 MARY STREET
GEORGE TOWN GRAND CAYMAN KY1-9002 CJ

6 Country code of country of incorporation or organization (see instructions)

CJ

7 Foreign law characterization (see instructions)

CORP

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		614,961.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before NONE % (b) After .052379 %

10 Type of nonrecognition transaction (see instructions) ▶ IRS SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): OAKTREE OPPTS ITW LTD.
EIN: 98-0657364
Walker House, 87 Mary Street, George Town
Grand Cayman
Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the amount of \$614,961 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$614,961

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor CASEY FAMILY PROGRAMS	Identifying number (see instructions) 91-0793881
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
AXIOM ASIA PRIVATE CAPITAL FUND II, LP	98-0629004

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CX PARTNERS FUND ALPHA LIMITED	4 Identifying number, if any
--	-------------------------------------

5 Address (including country) MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309GT UGLAND HOUSE GRAND CAYMAN, KY1-1104 CJ	
---	--

6 Country code of country of incorporation or organization (see instructions) CJ	
---	--

7 Foreign law characterization (see instructions) CORPORATION	
--	--

8 Is the transferee foreign corporation a controlled foreign corporation?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
--	------------------------------	--	--

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		120,546.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before NONE % (b) After 1.0336 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): Cx Partners Fund Alpha Limited
EIN: None
Maples Corporate Services Limited
P.O. Box 309GT, Uglan House
Grand Cayman, Cayman Islands
Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the amount of \$120,546 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$120,546

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor CASEY FAMILY PROGRAMS	Identifying number (see instructions) 91-0793881
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
CARLYLE PARTNERS V SA1 CAYMAN, L.P.	98-0641121

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) QC HOLDINGS I PARTICIPACOES S.A.	4 Identifying number, if any
---	------------------------------

5 Address (including country) **AV.BRIG.FARIA LIMA, 3900 120 ANDAR ITAIM
BIBI-SAO PAULO SP BRAZIL 04.538-132 BR**

6 Country code of country of incorporation or organization (see instructions)
BR

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	08/31/2010		538,916.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property(see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before NONE % (b) After .06 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): QC Holdings I Participacoes S.A.
EIN: None
Av. Brig. Faria Lima, 3900 120 Andar Itaim
Bibi-Sao Paulo, Brazil
Country of Incorporation: Brazil

(ii): Transfer of security/asset in the amount of \$538,916 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$538,916

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor **CASEY FAMILY PROGRAMS** Identifying number (see instructions) **91-0793881**

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
CARLYLE PARTNERS V (SCOT), L.P.	98-0675966

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **APHG HOLDINGS 3 PTY LTD** **4** Identifying number, if any **FOREIGNUS**

5 Address (including country) **1001 PENNSYLVANIA AVE NW WASHINGTON, DC 20004**

6 Country code of country of incorporation or organization (see instructions) **AS**

7 Foreign law characterization (see instructions) **CORPORATION**

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/12/2010		243,316.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before NONE % (b) After .0227 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): APHG Holdings 3 PTY LTD
EIN: ForeignUS
1001 Pennsylvania Ave NW
Washington, DC
Country of Incorporation: Australia

(ii): Transfer of security/asset in the amount of \$243,316 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$243,316

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>CASEY FAMILY PROGRAMS</u>	Identifying number (see instructions) <u>91-0793881</u>
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>INVESCO ASIA REAL ESTATE FEEDER FUND I, LP</u>	4 Identifying number, if any <u>98-0612575</u>
--	--

5 Address (including country) P.O. BOX 309, SOUTH CHURCH STREET
GEORGE TOWN GRAND CAYMAN, KY1-1205 CJ

6 Country code of country of incorporation or organization (see instructions)
CJ

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	02/25/2010		55,999.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 30.979 % (b) After 31.284 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): Invesco Asia Real Estate Feeder Fund I, LP
EIN: 98-0612575
P.O. Box 309, South Church Street, George Town
Grand Cayman, Cayman Islands
Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the amount of \$ 55,999 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$ 55,999

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable

Return by a U.S. Transferor of Property to a Foreign Corporation

Department of the Treasury
Internal Revenue Service

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor CASEY FAMILY PROGRAMS	Identifying number (see instructions) 91-0793881
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) INVESCO ASIAN REAL ESTATE PARTNERS II (FEEDER	4 Identifying number, if any 98-0573913
---	--

5 Address (including country) **P.O. BOX 309 UGLAND HOUSE
GRAND CAYMAN, KY1-1104 CJ**

6 Country code of country of incorporation or organization (see instructions)
CJ

7 Foreign law characterization (see instructions)
PARTNERSHIP

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		1,372,357.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 42.86 % (b) After 42.86 %

10 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO FORM 926, PART III, LINE 11

The following is additional information as requested by Regulations Section 1.6038B-1(c) and Temporary Regulations Sections 1.6038B-1T(c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulations Section 1.6038B-1T(c)(1): Transferor

The Casey Family Programs
EIN: 91-0793881
2001 Eighth Ave., Suite 2700
Seattle, WA 98121

Regulations Section 1.6038B-1T(c)(2): Transfer

(i): Invesco Asian Real Estate Partners II (USD Feeder), LP
EIN: 98-0573913
P.O. Box 309, Uglan House
Grand Cayman, Cayman Islands
Country of Incorporation: Cayman Islands

(ii): Transfer of security/asset in the amount of \$ 1,372,357 in consideration of ordinary shares.

Regulations Section 1.6038B-1T(c)(3): Consideration Received

Ordinary Shares

Regulations Section 1.6038B-1T(c)(4): Property Transferred

Security/asset in the amount of \$ 1,372,357

Regulations Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(c)(6): Application of Section 367(a)(5)

Not applicable