**Form 990-T**

**Exempt Organization Business Income Tax Return**

**(and proxy tax under section 6033(e))**

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**For calendar year 2015 or other tax year beginning _____ and ending _____**

**Information about Form 990-T and its instructions is available at www.irs.gov/form990t.**

**Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).**

**Employer identification number (Employees' trust, see instructions)**

**E Unrelated business activity codes (See instructions.)**

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**Name of organization:** GReater Houston CoMMunity FAUnDAtion

5120 WOODWAY DRIVE, NO. 6000

HOUSTON, TX 77056

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**Telephone number:** 713-333-2200

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**Part I  Unrelated Trade or Business Income**

<table>
<thead>
<tr>
<th>Description</th>
<th>(A) Income</th>
<th>(B) Expenses</th>
<th>(C) Net</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Gross receipts or sales</td>
<td>201,478</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2b Cost of goods sold</td>
<td></td>
<td>2</td>
<td>201,478.</td>
</tr>
<tr>
<td>3b Gross profit</td>
<td>201,478.</td>
<td>201,478.</td>
<td></td>
</tr>
<tr>
<td>4b Capital gain net income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5b Income (loss) from partnerships and S corporations</td>
<td>157,356.</td>
<td>STMT 1</td>
<td>157,356.</td>
</tr>
<tr>
<td>6a Rent income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a Unrelated debt-financed income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8a Investment income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9a Exploited exempt activity income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Advertising income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11a Other income</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12a Total, Combine lines 3 through 12</td>
<td>358,834.</td>
<td></td>
<td>358,834.</td>
</tr>
</tbody>
</table>

---

**Part II  Deductions Not Taken Elsewhere**

(See instructions for limitations on deductions.)

(Except for contributions, deductions must be directly connected with the unrelated business income.)

<table>
<thead>
<tr>
<th>Description</th>
<th>(A) Income</th>
<th>(B) Expenses</th>
<th>(C) Net</th>
</tr>
</thead>
<tbody>
<tr>
<td>14 Compensation of officers, directors, and trustees</td>
<td></td>
<td></td>
<td>150,872.</td>
</tr>
<tr>
<td>15 Salaries and wages</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16 Repairs and maintenance</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17 Bad debts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18 Interest (attach schedule)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19 Taxes and licenses</td>
<td></td>
<td></td>
<td>6,632.</td>
</tr>
<tr>
<td>20 Charitable contributions</td>
<td>7,540.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Less depreciation claimed on Schedule A and elsewhere on return</td>
<td></td>
<td>7,540.</td>
<td></td>
</tr>
<tr>
<td>23 Depletion</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24 Contributions to deferred compensation plans</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>25 Employee benefit programs</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>26 Excess exempt expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>27 Excess readership costs</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>28 Other deductions (attach schedule)</td>
<td>SEE STATEMENT 2</td>
<td></td>
<td></td>
</tr>
<tr>
<td>29 Total deductions, Add lines 14 through 28</td>
<td>238,137.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>30 Unrelated business taxable income before net operating loss deduction</td>
<td>120,697.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>31 Net operating loss deduction (limited to the amount on line 30)</td>
<td></td>
<td></td>
<td>SEE STATEMENT 3</td>
</tr>
<tr>
<td>32 Unrelated business taxable income before specific deduction</td>
<td>120,697.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33 Specific deduction (Generally $1,000, but see line 33 instructions for exceptions)</td>
<td></td>
<td>1,000.</td>
<td></td>
</tr>
<tr>
<td>34 Unrelated business taxable income</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**For Paperwork Reduction Act Notice, see instructions.**

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**CMB No. 1645-0687**

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

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**5023701**

**LHA**

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**Form 990-T (2015)**
Greater Houston Community Foundation 23-7160400

Part III

35 Organizations Taxable as Corporations. See instructions for tax computation.
Controlled group members (sections 1561 and 1563) check here ▶ See instructions and:
   a) Enter your share of the $50,000, $25,000, and $9,925,000 taxable income brackets (in that order):
      (1) $ ▶ (2) $ ▶ (3) $ ▶
   b) Enter organization's share of: (1) Additional 5% tax (not more than $11,750) $ ▶
      (2) Additional 3% tax (not more than $100,000) $ ▶
   c) Income tax on the amount on line 34 ▶ 35c ▶ 0.

36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
   ▶ Tax rate schedule ▶ Schedule D (Form 1041) ▶

37 Proxy tax. See instructions ▶ 37 ▶

38 Alternative minimum tax ▶ 38 ▶

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies ▶ 39 ▶ 0.

Part IV

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) ▶ 40a
   b) Other credits (see instructions) ▶ 40b
   c) General business credit. Attach Form 3800 ▶
   d) Credit for prior year minimum tax (attach Form 8801 or 8827) ▶ 40d
   e) Total credits. Add lines 40a through 40d ▶
      40e ▶
   f) Subtract line 40e from line 39 ▶ 41 ▶ 0.
   g) Other taxes. Check if from: ▶ Form 4255 ▶ Form 8611 ▶ Form 8637 ▶ Form 8865 ▶ Other (attach schedule) ▶ 42 ▶
   h) Total tax. Add lines 41 and 42 ▶
      43 ▶

44 a) Payments: A 2014 overpayment credited to 2015 ▶ 44a
   b) 2015 estimated tax payments ▶ 44b
   c) Tax deposited with Form 8868 ▶ 44c
   d) Foreign organizations: Tax paid or withheld at source (see instructions) ▶ 44d
   e) Backup withholding (see instructions) ▶ 44e
   f) Credit for small employer health insurance premiums (Attach Form 8941) ▶ 44f
   g) Other credits and payments: ▶ Form 2439 ▶ Form 4136 ▶ Total ▶
      44g ▶

45 Total payments. Add lines 44a through 44g ▶

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached ▶

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed ▶
   47 ▶ 0.

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid ▶

49 Enter the amount of line 48 you want: ▶ Credited to 2016 estimated tax ▶
      ▶
      49 ▶

Part V

Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2015 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶ SEE STATEMENT 4 ▶
   Yes ▶ No ▶
   ▶

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. ▶
   Yes ▶
   ▶

3 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $ ▶
   0.

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

1 Inventory at beginning of year ▶
   1 ▶
   0.
   6 Inventory at end of year ▶
      6 ▶

2 Purchases ▶
   2 ▶

3 Cost of labor ▶
   3 ▶

4a Additional section 263A costs (attach schedule) ▶
   4a ▶

4b Other costs (attach schedule) ▶
   4b ▶

5 Total. Add lines 1 through 4b ▶
   5 ▶

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

Signature of officer ▶ Public Disclosure Copy ▶ CONTROLLER ▶

Paid Preparer Use Only

May the IRS discuss this return with the preparer shown below (see instructions)? ▶ X ▶ Yes ▶ No

PTIN ▶

Check if self-employed ▶ P00171798 ▶

Signature of preparer ▶

Print/Type preparer's name ▶

Preparer's signature ▶ GUY T. TABOR, CPA ▶

Date ▶ 11/10/16 ▶

Firm's name ▶ HARPER & PEARSON COMPANY, P.C. ▶

Firm's EIN ▶ 74-1695589 ▶

Firm's address ▶ ONE RIVERWAY, SUITE 1900 ▶

Phone no. (713) 622-2310 ▶

523711 01-06-16

Form 990-T (2015)
1. Description of property

2. Rent received or accrued

<table>
<thead>
<tr>
<th></th>
<th>From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)</th>
<th>From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)</th>
<th>Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

Total: 0. Total: 0.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A): 0.

(b) Total deductions. Enter here and on page 1, Part I, line 7, column (B): 0.

Schedule E - Unrelated Debt-Financed Income

1. Description of debt-financed property

2. Gross income from or allocable to debt-financed property

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td></td>
<td>%</td>
<td>%</td>
</tr>
</tbody>
</table>

3. Deductions directly connected with or allocable to debt-financed property

(a) Straight line depreciation (attach schedule)

(b) Other deductions (attach schedule)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td></td>
<td>%</td>
</tr>
</tbody>
</table>

4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)

5. Average adjusted basis of or allocable to debt-financed property (attach schedule)

6. Column 4 divided by column 5

7. Gross income reportable (column 2 x column 6)

8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))

<p>| | | | |</p>
<table>
<thead>
<tr>
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</tr>
</tbody>
</table>

Totals: 0.

Total dividends-received deductions included in column 8: 0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations

1. Name of controlled organization

2. Employer identification number

3. Net unrelated income (loss) (see instructions)

4. Total of specified payments made

5. Part of column 4 that is included in the controlling organization's gross income

6. Deductions directly connected with income in column 5

Exempt Controlled Organizations

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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</thead>
<tbody>
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</tr>
</tbody>
</table>

Nonexempt Controlled Organizations

7. Taxable Income

8. Net unrelated income (loss) (see instructions)

9. Total of specified payments made

10. Part of column 9 that is included in the controlling organization's gross income

11. Deductions directly connected with income in column 10

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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</tr>
</thead>
<tbody>
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</tr>
</tbody>
</table>

Totals: 0. 0.
Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

<table>
<thead>
<tr>
<th>1. Description of income</th>
<th>2. Amount of income</th>
<th>3. Deductions directly connected (attach schedule)</th>
<th>4. Set-asides (attach schedule)</th>
<th>5. Total deductions and set-asides (col. 3 plus col. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Totals: 0

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

<table>
<thead>
<tr>
<th>1. Description of exploited activity</th>
<th>2. Gross unrelated business income from trade or business</th>
<th>3. Expenses directly connected with production of unrelated business income</th>
<th>4. Net income (loss) from unrelated trade or business (column 2 minus column 3), if a gain, compute cols. 5 through 7.</th>
<th>5. Gross income from activity that is not unrelated business income</th>
<th>6. Expenses attributable to column 5</th>
<th>7. Excess exempt expenses (column 6 minus column 5, but not more than column 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Totals: 0

Schedule J - Advertising Income

Part I Income From Periodicals Reported on a Consolidated Basis

<table>
<thead>
<tr>
<th>1. Name of periodical</th>
<th>2. Gross advertising income</th>
<th>3. Direct advertising costs</th>
<th>4. Advertising gain or (loss) (col. 2 minus col. 3), if a gain, compute cols. 5 through 7.</th>
<th>5. Circulation income</th>
<th>6. Readership costs</th>
<th>7. Excess readership costs (column 6 minus column 5, but not more than column 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Totals (carry to Part II, line 5): 0

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

<table>
<thead>
<tr>
<th>1. Name of periodical</th>
<th>2. Gross advertising income</th>
<th>3. Direct advertising costs</th>
<th>4. Advertising gain or (loss) (col. 2 minus col. 3), if a gain, compute cols. 5 through 7.</th>
<th>5. Circulation income</th>
<th>6. Readership costs</th>
<th>7. Excess readership costs (column 6 minus column 5, but not more than column 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Totals: 0

Schedule K - Compensation of Officers, Directors, and Trustees

<table>
<thead>
<tr>
<th>1. Name</th>
<th>2. Title</th>
<th>3. Percent of time devoted to business</th>
<th>4. Compensation attributable to unrelated business</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Totals: Enter here and on page 1, Part II, line 14: 0

Form 990-T (2015)
# Greater Houston Community Foundation

## Form 990-T
### Income (Loss) From Partnerships and S Corporations

**Statement 1**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arthur Street Fund II, LP - EIN 11-3657919</td>
<td>4,649.</td>
</tr>
<tr>
<td>Energy Transfer Partners, LP - EIN 73-1493906</td>
<td>-5,393.</td>
</tr>
<tr>
<td>Harrison Special Opportunities Institutional Fund, LP - EIN 27-1473458</td>
<td>11,797.</td>
</tr>
<tr>
<td>John H. Hendrix Corporation - EIN 75-1531818</td>
<td>-10,981.</td>
</tr>
<tr>
<td>Imperial Oaks Development Corp. - EIN 20-5052937</td>
<td>173,417.</td>
</tr>
<tr>
<td>Imperial Promenade, Inc. - EIN 46-1571895</td>
<td>66,559.</td>
</tr>
<tr>
<td>Magellan Midstream Partners LP - EIN 73-1599053</td>
<td>-31,282.</td>
</tr>
<tr>
<td>MAS Business Holding LP - EIN 27-1444905</td>
<td>22.</td>
</tr>
<tr>
<td>Oak Bridge LLC - EIN 04-3405655</td>
<td>-108.</td>
</tr>
<tr>
<td>Plains All America Pipeline, L.P. - EIN 76-0582150</td>
<td>-22,068.</td>
</tr>
<tr>
<td>Stockbridge Court LLC - EIN 04-3255135</td>
<td>-775.</td>
</tr>
<tr>
<td>Sunoco Logistics Partners L.P. - EIN 23-3096839</td>
<td>-12,831.</td>
</tr>
<tr>
<td>The Blackstone Group, LP - EIN 20-8875684</td>
<td>57.</td>
</tr>
<tr>
<td>USCA All Terrain Fund - EIN 47-3875464</td>
<td>193.</td>
</tr>
<tr>
<td>Wellington Trust Company, NA - EIN 20-5853753</td>
<td>227.</td>
</tr>
<tr>
<td>Williams Partners LP - EIN 20-2485124</td>
<td>-12,366.</td>
</tr>
</tbody>
</table>

**Total to Form 990-T, Page 1, Line 5**

157,356.

## Form 990-T
### Other Deductions

**Statement 2**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payroll Processing</td>
<td>3,618.</td>
</tr>
<tr>
<td>Labor Recruiting and Consulting</td>
<td>324.</td>
</tr>
<tr>
<td>Computer and Other Equipment</td>
<td>76.</td>
</tr>
<tr>
<td>Software Licenses &amp; Support</td>
<td>1,512.</td>
</tr>
<tr>
<td>Telephone &amp; Communications</td>
<td>1,698.</td>
</tr>
<tr>
<td>Postage and Shipping</td>
<td>626.</td>
</tr>
<tr>
<td>Rent - Occupancy</td>
<td>31,235.</td>
</tr>
<tr>
<td>Computer Network Support</td>
<td>20,181.</td>
</tr>
<tr>
<td>Printing</td>
<td>76.</td>
</tr>
<tr>
<td>Travel</td>
<td>1,002.</td>
</tr>
<tr>
<td>Meetings</td>
<td>533.</td>
</tr>
<tr>
<td>Conference Registration Fees</td>
<td>650.</td>
</tr>
<tr>
<td>Professional Development</td>
<td>495.</td>
</tr>
<tr>
<td>Fees &amp; Licenses</td>
<td>123.</td>
</tr>
</tbody>
</table>

**Total to Form 990-T, Page 1, Line 28**

62,149.
### FORM 990-T

**NET OPERATING LOSS DEDUCTION**

<table>
<thead>
<tr>
<th>TAX YEAR</th>
<th>LOSS SUSTAINED</th>
<th>LOSS PREVIOUSLY APPLIED</th>
<th>LOSS REMAINING</th>
<th>AVAILABLE THIS YEAR</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/31/07</td>
<td>28,831.</td>
<td>28,831.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>12/31/09</td>
<td>31,188.</td>
<td>0.</td>
<td>31,188.</td>
<td>31,188.</td>
</tr>
<tr>
<td>12/31/12</td>
<td>138,691.</td>
<td>0.</td>
<td>138,691.</td>
<td>138,691.</td>
</tr>
<tr>
<td>12/31/13</td>
<td>91,673.</td>
<td>0.</td>
<td>91,673.</td>
<td>91,673.</td>
</tr>
</tbody>
</table>

**NOL CARRYOVER AVAILABLE THIS YEAR**

- **506,205.**
- **506,205.**

### FORM 990-T

**NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST**

- **CAYMAN ISLANDS**
- **BERMUDA**
- **IRELAND**
Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

Name of shareholder

GREATER HOUSTON COMMUNITY FOUNDATION

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

5120 WOODWAY DRIVE, NO. 6000

City or town, state, and ZIP code or country

HOUSTON, TX 77056

Check type of shareholder filing the return: Individual Corporation Partnership S Corporation Nongrantor Trust Estate

Check if any Excepted Specified Foreign Financial Assets are Reported on this Form (see instructions)

Name of passive foreign investment company (PFIC) or qualified electing fund (QEF)

MOUNT KELLETT CAPITAL PARTNERS (CAYMAN) II, LTD

Address (Enter number, street, city or town, and country.)

C/O FORTRESS INVESTMENT GROUP, PO BOX 5098

NEW YORK, NY 10185-5098

Part I: Summary of Annual Information (See instructions.)

Provide the following information with respect to all shares of the PFIC held by the shareholder:

1. Description of each class of shares held by the shareholder: SEE ATTACHED

2. Date shares acquired during the taxable year, if applicable:

3. Number of shares held at the end of the taxable year:

4. Value of shares held at the end of the taxable year (check the appropriate box, if applicable):

   (a) $0-50,000
   (b) $50,001-100,000
   (c) $100,001-150,000
   (d) $150,001-200,000
   (e) If more than $200,000, list value: 402,647.

5. Type of PFIC and amount of any excess distribution or gain treated as an excess distribution under section 1291, inclusion under section 1293, or inclusion or deduction under section 1296:

   (a) Section 1291
   (b) Section 1293 (Qualified Electing Fund) 13
   (c) Section 1296 (Mark to Market)

Part II: Elections (See instructions.)

A X Election To Treat the PFIC as a QEF. I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 6a through 7c of Part III.

B X Election To Extend Time For Payment of Tax. I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 8a through 9c of Part III to calculate the tax that may be deferred. Note: If any portion of line 6a or line 7a of Part III is includible under section 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations with respect to this election.

C X Election To Mark-to-Market PFIC Stock. I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). Complete Part IV.

D Deemed Sale Election. I, a shareholder on the first day of a PFIC’s first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 15f of Part V.

E Deemed Dividend Election. I, a shareholder on the first day of a PFIC’s first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 15e of Part V. If the excess distribution is greater than zero, also complete line 16 of Part V.

F X Election To Recognize Gain on Deemed Sale of PFIC. I, a shareholder of a former PFIC or a PFIC to which section 1297(d) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 15f of Part V.

G X Deemed Dividend Election With respect to a Section 1297(e) PFIC. I, a shareholder of a section 1297(e) PFIC, within the meaning of Regulations section 1.1297-3(a), elect to make a deemed dividend election with respect to the Section 1297(e) PFIC. My holding period in the stock of the Section 1297(e) PFIC includes the CFC qualification date, as defined in Regulations section 1.1297-3(d). Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.

H X Deemed Dividend Election With respect to a Former PFIC. I, a shareholder of a former PFIC, within the meaning of Regulations section 1.1298-3(a), elect to make a deemed dividend election with respect to the former PFIC. My holding period in the stock of the former PFIC includes the termination date, as defined in Regulations section 1.1298-3(d). Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.

For Disclosure, Privacy Act, and Paperwork Reduction Act Notice, see separate instructions.

Form 8621 (Rev. 12-2015)

11-25-15 LHA
Part III
Income From a Qualified Electing Fund (QEF).

6 a Enter your pro rata share of the ordinary earnings of the QEF ....... 
   b Enter the portion of line 6a that is included in income under section 951 or that may be 
     excluded under section 1293(g) .................................................  
   c Subtract line 6b from line 6a. Enter this amount on your tax return as ordinary income ..........  
7 a Enter your pro rata share of the total net capital gain of the QEF  
   b Enter the portion of line 7a that is included in income under section 951 or that may be 
     excluded under section 1293(g) .................................................  
   c Subtract line 7b from line 7a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D 
     used for your income tax return. (See instructions.) .................................................  
8 a Add lines 8c and 7c  
   b Enter the total amount of cash and the fair market value of other property distributed 
     or deemed distributed to you during the tax year of the QEF. (See instructions.) ..........  
   c Enter the portion of line 8a not already included in line 8b that is attributable to shares 
     in the QEF that you disposed of, pledged, or otherwise transferred during the tax year  
   d Add lines 8b and 8c .................................................  
   e Subtract line 8d from line 8a, and enter the difference (if zero or less, enter amount in brackets)  
   Important: If line 8e is greater than zero, and no portion of line 6a or 7a is includible in income under section 951, 
   you may make Election B with respect to the amount on line 8e.  
9 a Enter the total tax for the tax year (See instructions.) ..........  
   b Enter the total tax for the tax year determined without regard to the amount entered 
     on line 8e .................................................  
   c Subtract line 9b from line 9a. This is the deferred tax, the time for payment of which is extended by making 
     Election B  

Part IV
Gain or (Loss) From Mark-to-Market Election

10 a Enter the fair market value of your PFIC stock at the end of the tax year  
   b Enter your adjusted basis in the stock at the end of the tax year  
   c Subtract line 10b from line 10a. If a gain, do not complete lines 11 and 12. Include this amount as ordinary income 
     on your tax return. If a loss, go to line 11  
11 Enter any unreversed inclusions (as defined in section 1296(d)) .................................................  
12 Enter the loss from line 10c, but only to the extent of unreversed inclusions on line 11. Include this amount as an ordinary 
     loss on your tax return .................................................  
13 If you sold or otherwise disposed of any section 1296 stock (see instructions) during the tax year: 
   a Enter the fair market value of the stock on the date of sale or disposition  
   b Enter the adjusted basis of the stock on the date of sale or disposition  
   c Subtract line 13b from line 13a. If a gain, do not complete line 14. Include this amount as ordinary income on your 
     tax return. If a loss, go to line 14  
14 a Enter any unreversed inclusions (as defined in section 1296(d)) .................................................  
   b Enter the loss from line 13c, but only to the extent of unreversed inclusions on line 14a. Include this amount as an ordinary 
     loss on your tax return. If the loss on line 13c exceeds unreversed inclusions on line 14a, complete line 14c  
   c Enter the amount by which the loss on line 13c exceeds unreversed inclusions on line 14a. Include this amount on your tax 
     return according to the rules generally applicable for losses provided elsewhere in the Code and regulations  

Note. See instructions in case of multiple sales or dispositions.
**Part V** Distributions From and Dispositions of Stock of a Section 1291 Fund (See instructions.)

Complete a separate Part V for each excess distribution and disposition (see instructions).

| 15a | Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions. |
| 15b | Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year). |
| 15c | Divide line 15b by 3. (See instructions if the number of preceding tax years is less than 3.) |
| 15d | Multiply line 15c by 125% (1.25) |
| 15e | Subtract line 15d from line 15a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If there is an excess distribution, complete line 16. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part V. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return. |
| 15f | Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 16. If a loss, show it in brackets and do not complete line 16. |

| 16a | If there is a positive amount on line 15e or 15f (or both), attach a statement for each excess distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution or gain to each day in your holding period. Add all amounts that are allocated to days in each tax year. |
| 16b | Enter the total of the amounts determined in line 16a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC years). Enter these amounts on your income tax return as other income. |
| 16c | Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.) |
| 16d | Foreign tax credit. (See instructions.) |
| 16e | Subtract line 16d from line 16c. Enter this amount on your income tax return as "additional tax." (See instructions.) |
| 16f | Determine interest on each net increase in tax determined on line 16e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.) |

**Part VI** Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election. Complete lines 25 and 26 only if there is a partial termination of the section 1294 election.

| 17 | Tax year of outstanding election |
| 18 | Undistributed earnings to which the election relates |
| 19 | Deferred tax |
| 20 | Interest accrued on deferred tax (line 19) as of the filing date |
| 21 | Event terminating election |
| 22 | Earnings distributed or deemed distributed during the tax year |
| 23 | Deferred tax due with this return |
| 24 | Accrued interest due with this return |
| 25 | Deferred tax outstanding after partial termination of election |
| 26 | Interest accrued after partial termination of election |
Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

Name of shareholder: GREATER HOUSTON COMMUNITY FOUNDATION

Identifying number (see instructions): 23-7160400

Number, street, and room or suite no. (If a P.O. box, see instructions.): 5120 WOODWAY DRIVE, NO. 6000

City or town, state, and ZIP code or country: HOUSTON, TX 77056

Shareholder tax year: calendar year 2015 or other tax year beginning and ending.

Check type of shareholder filing the return: ☒ Individual, ☐ Corporation, ☐ Partnership, ☐ S Corporation, ☐ Nongrantor Trust, ☐ Estate.

Check if any Excepted Specified Foreign Financial Assets are Reported on this Form (see instructions): ☐

Name of passive foreign investment company (PFIC) or qualified electing fund (QEF): AIRCASTLE LIMITED – SEE ATTACHED

Employer identification number (If any): 98-0444035

Address (Enter number, street, city or town, and country.): 300 FIRST STAMFORD PLACE, 5TH FL

STAMFORD, CT 06902

Reference ID number (see instructions): AIRCASTLELIMITED0400

Tax year of PFIC or QEF: calendar year 2015 or other tax year beginning and ending.

Part I: Summary of Annual Information (See instructions.)

Provide the following information with respect to all shares of the PFIC held by the shareholder:

1. Description of each class of shares held by the shareholder: COMMON

2. Date shares acquired during the taxable year, if applicable:

3. Number of shares held at the end of the taxable year:

4. Value of shares held at the end of the taxable year (check the appropriate box, if applicable):
   (a) ☒ $0-50,000
   (b) ☐ $50,001-100,000
   (c) ☐ $100,001-150,000
   (d) ☐ $150,001-200,000
   (e) ☐ If more than $200,000, list value:

5. Type of PFIC and amount of any excess distribution or gain treated as an excess distribution under section 1291, inclusion under section 1293, or inclusion or deduction under section 1296:
   (a) ☐ Section 1291 $ __________
   (b) ☐ Section 1293 (Qualified Electing Fund) $ __________
   (c) ☐ Section 1296 (Mark to Market) $ __________

Part II: Elections (See instructions.)

SEE STATEMENT 6

A ☐ Election To Treat the PFIC as a QEF, I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 6a through 7c of Part III.

B ☐ Election To Extend Time For Payment of Tax, I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 8a through 9c of Part III to calculate the tax that may be deferred.

Note: If any portion of line 6a or line 7a of Part III is includable under section 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.

C ☐ Election To Mark-to-Market PFIC Stock, I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). Complete Part IV.

D ☐ Deemed Sale Election, I, a shareholder on the first day of a PFIC’s first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 15f of Part V.

E ☐ Deemed Dividend Election, I, a shareholder on the first day of a PFIC’s first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 15e of Part V. If the excess distribution is greater than zero, also complete line 16 of Part V.

F ☐ Election To Recognize Gain on Deemed Sale of PFIC, I, a shareholder of a former PFIC or a CFC to which section 1297(d) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 15f of Part V.

G ☐ Deemed Dividend Election With Respect to a Section 1297(e) PFIC, I, a shareholder of a section 1297(e) PFIC, within the meaning of Regulations section 1.1297-3(a), elect to make a deemed dividend election with respect to the Section 1297(e) PFIC. My holding period in the stock of the Section 1297(e) PFIC includes the CFC qualification date, as defined in Regulations section 1.1297-3(d). Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.

H ☐ Deemed Dividend Election With Respect to a Former PFIC, I, a shareholder of a former PFIC, within the meaning of Regulations section 1.1298-3(a), elect to make a deemed dividend election with respect to the former PFIC. My holding period in the stock of the former PFIC includes the termination date, as defined in Regulations section 1.1298-3(d). Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.

For Disclosure, Privacy Act, and Paperwork Reduction Act Notice, see separate instructions.
### Part III  Income From a Qualified Electing Fund (QEF)

- **6a** Enter your pro rata share of the ordinary earnings of the QEF.
- **6b** Enter the portion of line 6a that is included in income under section 951 or that may be excluded under section 1293(g).
- **6c** Subtract line 6b from line 6a. Enter this amount on your tax return as ordinary income.
- **7a** Enter your pro rata share of the total net capital gain of the QEF.
- **7b** Enter the portion of line 7a that is included in income under section 951 or that may be excluded under section 1293(g).
- **7c** Subtract line 7b from line 7a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)
- **8a** Add lines 6c and 7c.
- **8b** Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)
- **8c** Enter the portion of line 8a not already included in line 8b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year.
- **8d** Add lines 8b and 8c.
- **8e** Subtract line 8d from line 8a, and enter the difference (if zero or less, enter amount in brackets).

**Important:** If line 8e is greater than zero, and no portion of line 6a or 7a is includable in income under section 951, you may make Election B with respect to the amount on line 8e.

- **9a** Enter the total tax for the tax year (See instructions.)
- **9b** Enter the total tax for the tax year determined without regard to the amount entered on line 8e.
- **9c** Subtract line 9b from line 9a. This is the deferred tax, the time for payment of which is extended by making Election B.

### Part IV  Gain or (Loss) From Mark-to-Market Election

- **10a** Enter the fair market value of your PFIC stock at the end of the tax year.
- **10b** Enter your adjusted basis in the stock at the end of the tax year.
- **10c** Subtract line 10b from line 10a. If a gain, do not complete lines 11 and 12. Include this amount as ordinary income on your tax return. If a loss, go to line 11.
- **11** Enter any unreversed inclusions (as defined in section 1296(d)).
- **12** Enter the loss from line 10c, but only to the extent of unreversed inclusions on line 11. Include this amount as an ordinary loss on your tax return.

**13** If you sold or otherwise disposed of any section 1296 stock (see instructions) during the tax year:

- **13a** Enter the fair market value of the stock on the date of sale or disposition.
- **13b** Enter the adjusted basis of the stock on the date of sale or disposition.
- **13c** Subtract line 13b from line 13a. If a gain, do not complete line 14. Include this amount as ordinary income on your tax return. If a loss, go to line 14.

**14a** Enter any unreversed inclusions (as defined in section 1296(d)).

- **14b** Enter the loss from line 13c, but only to the extent of unreversed inclusions on line 14a. Include this amount as an ordinary loss on your tax return. If the loss on line 13c exceeds unreversed inclusions on line 14a, complete line 14c.
- **14c** Enter the amount by which the loss on line 13c exceeds unreversed inclusions on line 14a. Include this amount on your tax return according to the rules generally applicable for losses provided elsewhere in the Code and regulations.

**Note:** See instructions in case of multiple sales or dispositions.
**Part V: Distributions From and Dispositions of Stock of a Section 1291 Fund** (See instructions.)

Complete a separate Part V for each excess distribution and disposition (see instructions).

| 15a | Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions. |
| 15b | Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year). |
| 15c | Divide line 15b by 3. (See instructions if the number of preceding tax years is less than 3.) |
| 15d | Multiply line 15c by 125% (1.25) |
| 15e | Subtract line 15d from line 15a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If there is an excess distribution, complete line 16. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part V. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return. |
| 15f | Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 16. If a loss, show it in brackets and do not complete line 16. |

| 16a | If there is a positive amount on line 15e or 15f (or both), attach a statement for each excess distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution or gain to each day in your holding period. Add all amounts that are allocated to days in each tax year. |
| 16b | Enter the total of the amounts determined in line 16a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC years). Enter these amounts on your income tax return as other income. |
| 16c | Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.) |
| 16d | Foreign tax credit. (See instructions.) |
| 16e | Subtract line 16d from line 16c. Enter this amount on your income tax return as "additional tax." (See instructions.) |
| 16f | Determine interest on each net increase in tax determined on line 16e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.) |

**Part VI: Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections**

Complete a separate column for each outstanding election. Complete lines 25 and 26 only if there is a partial termination of the section 1294 election.

| 17 | Tax year of outstanding election |
| 18 | Undistributed earnings to which the election relates |
| 19 | Deferred tax |
| 20 | Interest accrued on deferred tax (line 19) as of the filing date |
| 21 | Event terminating election |
| 22 | Earnings distributed or deemed distributed during the tax year |
| 23 | Deferred tax due with this return |
| 24 | Accrued interest due with this return |
| 25 | Deferred tax outstanding after partial termination of election |
| 26 | Interest accrued after partial termination of election |
## Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

**Name of shareholder:**

**GREATER HOUSTON COMMUNITY FOUNDATION**

5120 WOODWAY DRIVE, NO. 6000

HOUSTON, TX 77056

**Number, street, and room or suite no. (If a P.O. box, see instructions.)**

**City or town, state, and ZIP code or country**

**Check type of shareholder filing the return:**

- [ ] Individual
- [X] Corporation
- [ ] Partnership
- [ ] S Corporation
- [ ] Nongrantor Trust
- [ ] Estate

**Name of passive foreign investment company (PFIC) or qualified electing fund (QEF)**

**BROOKFIELD PI TRUST 2**

**Address (Enter number, street, city or town, and country.)**

LEVEL 22, 135 KING STREET

SYDNEY, NSW, AUSTRALIA 2000

### Part I: Summary of Annual Information (See instructions.)

**Provide the following information with respect to all shares of the PFIC held by the shareholder:**

1. **Description of each class of shares held by the shareholder:**
   - COMMON

2. **Date shares acquired during the taxable year, if applicable:**

3. **Number of shares held at the end of the taxable year:**

4. **Value of shares held at the end of the taxable year (check the appropriate box, if applicable):**
   - (a) [X] $0-50,000
   - (b) $50,001-100,000
   - (c) $100,001-150,000
   - (d) $150,001-200,000
   - (e) If more than $200,000, list value:

5. **Type of PFIC and amount of any excess distribution or gain treated as an excess distribution under section 1291, inclusion under section 1293, or inclusion or deduction under section 1296:**
   - (a) Section 1291 $_____
   - (b) Section 1293 (Qualified Electing Fund) $_____
   - (c) Section 1296 (Mark to Market) $_____

### Part II: Elections (See instructions.)

#### A
- [ ] Election To Treat the PFIC as a QE-F. I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 6a through 7c of Part III.

#### B
- [ ] Election To Extend Time For Payment of Tax. I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 8a through 9c of Part III to calculate the tax that may be deferred.

**Note:** If any portion of line 6a or line 7a of Part III is includable under section 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.

#### C
- [ ] Election To Mark-to-Market PFIC Stock. I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). Complete Part IV.

#### D
- [ ] Deemed Sale Election. I, a shareholder on the first day of a PFIC's first tax year as a QE-F, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 15f of Part V.

#### E
- [ ] Deemed Dividend Election. I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 15e of Part V. If the excess distribution is greater than zero, also complete line 16 of Part V.

#### F
- [ ] Election To Recognize Gain on Deemed Sale of PFIC. I, a shareholder of a former PFIC or a PFIC to which section 1297(d) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 15f of Part V.

#### G
- [ ] Deemed Dividend Election With Respect to a Section 1297(e) PFIC. I, a shareholder of a section 1297(e) PFIC, within the meaning of Regulations section 1.1297-3(a), elect to make a deemed dividend election with respect to the Section 1297(e) PFIC. My holding period in the stock of the Section 1297(e) PFIC includes the CFC qualification date, as defined in Regulations section 1.1297-3(d). Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.

#### H
- [ ] Deemed Dividend Election With Respect to a Former PFIC. I, a shareholder of a former PFIC, within the meaning of Regulations section 1.1298-3(a), elect to make a deemed dividend election with respect to the former PFIC. My holding period in the stock of the former PFIC includes the termination date, as defined in Regulations section 1.1298-3(d). Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.

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*Form 8621 (Rev. 12-2015)*

11-25-15 LHA For Disclosure, Privacy Act, and Paperwork Reduction Act Notice, see separate instructions.
**Part III  Income From a Qualified Electing Fund (QEF).** All QEF shareholders complete lines 6a through 7c. If you are making Election B, also complete lines 8a through 9c. (See instructions.)

<table>
<thead>
<tr>
<th>Line</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>6a</td>
<td>Enter your pro rata share of the ordinary earnings of the QEF</td>
</tr>
<tr>
<td>6b</td>
<td>Enter the portion of line 6a that is included in income under section 951 or that may be excluded under section 1293(g)</td>
</tr>
<tr>
<td>6c</td>
<td>Subtract line 6b from line 6a. Enter this amount on your tax return as ordinary income</td>
</tr>
<tr>
<td>7a</td>
<td>Enter your pro rata share of the total net capital gain of the QEF</td>
</tr>
<tr>
<td>7b</td>
<td>Enter the portion of line 7a that is included in income under section 951 or that may be excluded under section 1293(g)</td>
</tr>
<tr>
<td>7c</td>
<td>Subtract line 7b from line 7a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)</td>
</tr>
<tr>
<td>8a</td>
<td>Add lines 6c and 7c</td>
</tr>
<tr>
<td>8b</td>
<td>Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)</td>
</tr>
<tr>
<td>8c</td>
<td>Enter the portion of line 8a not already included in line 8b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year</td>
</tr>
<tr>
<td>8d</td>
<td>Add lines 8b and 8c</td>
</tr>
<tr>
<td>8e</td>
<td>Subtract line 8d from line 8a, and enter the difference (if zero or less, enter amount in brackets)</td>
</tr>
</tbody>
</table>

**Important:** If line 8e is greater than zero, and no portion of line 6a or 7a is includible in income under section 951, you may make Election B with respect to the amount on line 8e.

<table>
<thead>
<tr>
<th>Line</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>9a</td>
<td>Enter the total tax for the tax year (See instructions.)</td>
</tr>
<tr>
<td>9b</td>
<td>Enter the total tax for the tax year determined without regard to the amount entered on line 8e</td>
</tr>
<tr>
<td>9c</td>
<td>Subtract line 9b from line 9a. This is the deferred tax, the time for payment of which is extended by making Election B</td>
</tr>
</tbody>
</table>

**Part IV  Gain or (Loss) From Mark-to-Market Election** (See instructions.)

<table>
<thead>
<tr>
<th>Line</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>10a</td>
<td>Enter the fair market value of your PFIC stock at the end of the tax year</td>
</tr>
<tr>
<td>10b</td>
<td>Enter your adjusted basis in the stock at the end of the tax year</td>
</tr>
<tr>
<td>10c</td>
<td>Subtract line 10b from line 10a. If a gain, do not complete lines 11 and 12. Include this amount as ordinary income on your tax return. If a loss, go to line 11</td>
</tr>
<tr>
<td>11</td>
<td>Enter any unreversed inclusions (as defined in section 1296(d))</td>
</tr>
<tr>
<td>12</td>
<td>Enter the loss from line 10c, but only to the extent of unreversed inclusions on line 11. Include this amount as an ordinary loss on your tax return</td>
</tr>
<tr>
<td>13a</td>
<td>Enter the fair market value of the stock on the date of sale or disposition</td>
</tr>
<tr>
<td>13b</td>
<td>Enter the adjusted basis of the stock on the date of sale or disposition</td>
</tr>
<tr>
<td>13c</td>
<td>Subtract line 13b from line 13a. If a gain, do not complete line 14. Include this amount as ordinary income on your tax return. If a loss, go to line 14</td>
</tr>
<tr>
<td>14a</td>
<td>Enter any unreversed inclusions (as defined in section 1296(d))</td>
</tr>
<tr>
<td>14b</td>
<td>Enter the loss from line 13c, but only to the extent of unreversed inclusions on line 14a. Include this amount as an ordinary loss on your tax return. If the loss on line 13c exceeds unreversed inclusions on line 14a, complete line 14c</td>
</tr>
<tr>
<td>14c</td>
<td>Enter the amount by which the loss on line 13c exceeds unreversed inclusions on line 14a. Include this amount on your tax return according to the rules generally applicable for losses provided elsewhere in the Code and regulations</td>
</tr>
</tbody>
</table>

**Note:** See instructions in case of multiple sales or dispositions.
Part V  Distributions From and Dispositions of Stock of a Section 1291 Fund (See instructions.)
Complete a separate Part V for each excess distribution and disposition (see instructions).

15  a  Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions .................................................. 15a
b  Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder’s holding period before the current tax year) 15b
c  Divide line 15b by 3. (See instructions if the number of preceding tax years is less than 3.) 15c
d  Multiply line 15c by 125% (1.25) .................................................. 15d
e  Subtract line 15d from line 15a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If there is an excess distribution, complete line 16. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part V. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return 15e
f  Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 16. If a loss, show it in brackets and do not complete line 16 15f

16  a  If there is a positive amount on line 15e or 15f (or both), attach a statement for each excess distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution or gain to each day in your holding period. Add all amounts that are allocated to days in each tax year.
b  Enter the total of the amounts determined in line 16a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC years). Enter these amounts on your income tax return as other income 16b
c  Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.) 16c
d  Foreign tax credit. (See instructions.) .................................................. 16d
e  Subtract line 16d from line 16c. Enter this amount on your income tax return as “additional tax.” (See instructions.) 16e
f  Determine interest on each net increase in tax determined on line 16e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.) 16f

Part VI  Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections
Complete a separate column for each outstanding election. Complete lines 25 and 26 only if there is a partial termination of the section 1294 election.

<table>
<thead>
<tr>
<th></th>
<th>(i)</th>
<th>(ii)</th>
<th>(iii)</th>
<th>(iv)</th>
<th>(v)</th>
<th>(vi)</th>
</tr>
</thead>
<tbody>
<tr>
<td>17</td>
<td>Tax year of outstanding election</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Undistributed earnings to which the election relates</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Deferred tax</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Interest accrued on deferred tax (line 19) as of the filing date</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Event terminating election</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Earnings distributed or deemed distributed during the tax year</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Deferred tax due with this return</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Accrued interest due with this return</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>Deferred tax outstanding after partial termination of election</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Interest accrued after partial termination of election</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Return of U.S. Persons With Respect to Certain Foreign Partnerships

Attach to your tax return.

Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.

Information furnished for the foreign partnership's tax year beginning JAN 1, 2015, and ending DEC 31, 2015

Name of person filing this return

GREATER HOUSTON COMMUNITY FOUNDATION

Filer's address (if you are not filing this form with your tax return)

A Category of filer (see Categories of Filer in the instructions and check applicable box(es)):

B Filer's tax year beginning JAN 1, 2015, and ending DEC 31, 2015

C Filer's share of liabilities; Nonrecourse $

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

EIN

F Address

F Check if any excepted specified foreign financial assets are reported on this form (see instructions)

F Information about certain other partners (see instructions)

G1 Name and address of foreign partnership

MOUNT KELLET CAPITL PARTNERS (CAYMAN)

II, LP

P.O. BOX 5098

NEW YORK, NY 10185-5098

Date of organization 02/14/2011

Principal place of business CAYMAN ISLANDS

6 Principal business activity code number 523900

H 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

JONATHAN FIORELLO

PO BOX 5098

NEW YORK, NY 10185-5098

3 Name and address of foreign partnership's agent in country of organization, if any

2 Check if the foreign partnership must file:

Form 1042 Form 8804 X Form 1065 or 1065-B

Service Center where Form 1065 or 1065-B is filed:

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

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return

7 How is this partnership classified under the law of the country in which it is organized? Partnership

8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503-3(d)-(1)(b)(4) or part of a combined separate unit under Reg. 1.1503-3(d)-(1)(b)(4)(ii)? If "No," skip question 8b.

8a Yes No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503-3(d)-(1)(b)(5)?

b Yes No

9 Does this partnership meet both of the following requirements?

9 Yes No

- 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.

Signature of partner or limited liability company member

Paid Preparer Use Only

GUY T. TABOR, CPA

Preparer's signature

Date

PTIN

Form 8865 (2015)
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.

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Identifying number (if any)</th>
<th>Check if foreign person</th>
<th>Check if direct partner</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Schedule A-1
Certain Partners of Foreign Partnership (see instructions)

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Identifying number (if any)</th>
<th>Check if foreign person</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>BIN (if any)</th>
<th>Total ordinary income or loss</th>
<th>Check if foreign partner</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

SEE ATTACHED

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.

<table>
<thead>
<tr>
<th>Income</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>Gross receipts or sales</td>
</tr>
<tr>
<td>1b</td>
<td>Less returns and allowances</td>
</tr>
<tr>
<td>2c</td>
<td>Cost of goods sold</td>
</tr>
<tr>
<td>3c</td>
<td>Gross profit. Subtract line 2 from line 1c</td>
</tr>
<tr>
<td>4c</td>
<td>Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)</td>
</tr>
<tr>
<td>5c</td>
<td>Net farm profit (loss) (attach Schedule F (Form 1040))</td>
</tr>
<tr>
<td>6c</td>
<td>Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)</td>
</tr>
<tr>
<td>7c</td>
<td>Other income (loss) (attach statement)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Deductions (see instructions for limitations)</th>
</tr>
</thead>
<tbody>
<tr>
<td>16a</td>
</tr>
<tr>
<td>16b</td>
</tr>
<tr>
<td>17c</td>
</tr>
<tr>
<td>18c</td>
</tr>
<tr>
<td>19c</td>
</tr>
<tr>
<td>20c</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>21c</th>
<th>Total deductions. Add the amounts shown in the far right column for lines 9 through 20</th>
</tr>
</thead>
<tbody>
<tr>
<td>22c</td>
<td>Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8</td>
</tr>
</tbody>
</table>

Form 8865 (2015)
**Transfer of Property to a Foreign Partnership**

(under section 6038B)

- **Name of transferor**: GREATER HOUSTON COMMUNITY FOUNDATION
- **Filer’s identifying number**: 23-7160400

**Name of foreign partnership**: MOUNT KELLETT CAPITAL PARTNERS (C IL, LP)

**EIN (If any)**: 98-0677267

**Reference ID number (see instr)**: MOUNTKELLETTCA

### Part I

**Transfers Reportable Under Section 6038B**

<table>
<thead>
<tr>
<th>Type of property</th>
<th>(a) Date of transfer</th>
<th>(b) Number of items transferred</th>
<th>(c) Fair market value on date of transfer</th>
<th>(d) Cost or other basis</th>
<th>(e) Section 704(c) allocation method</th>
<th>(f) Gain recognized on transfer</th>
<th>(g) Percentage interest in partnership after transfer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash</td>
<td></td>
<td>11,660</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
</tbody>
</table>

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

### Part II

**Dispositions Reportable Under Section 6038B**

<table>
<thead>
<tr>
<th>(a) Type of property</th>
<th>(b) Date of original transfer</th>
<th>(c) Date of disposition</th>
<th>(d) Manner of disposition</th>
<th>(e) Gain recognized by partnership</th>
<th>(f) Depreciation recapture recognized by partnership</th>
<th>(g) Gain allocated to partner</th>
<th>(h) Depreciation recapture allocated to partner</th>
</tr>
</thead>
</table>

### 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 [x]

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

Schedule O (Form 8865) 2015
THE INFORMATION BELOW IS BEING PROVIDED TO ASSIST YOU WITH THE PREPARATION OF FORM 8865, IF REQUIRED. PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE IF YOU NEED TO FILE THIS FORM. THE FOLLOWING ARE PREPARED BASED ON A CATEGORY 3 FILING REQUIREMENT.

NAME OF FOREIGN PARTNERSHIP:
ADDRESS OF FOREIGN PARTNERSHIP:

EIN (IF ANY):
REFERENCE ID NUMBER:
COUNTRY UNDER WHOSE LAWS ORGANIZED:
DATE OF ORGANIZATION:
PRINCIPAL PLACE OF BUSINESS:
PRINCIPAL BUSINESS ACTIVITY CODE NUMBER:
PRINCIPAL BUSINESS ACTIVITY:
FUNCTIONAL CURRENCY:
EXCHANGE RATE:
FOREIGN PARTNERSHIP'S AGENT IN THE U.S., IF ANY:
JONATHAN FIORELLO
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098 NEW YORK, NY 10185-5098

FOREIGN PARTNERSHIP MUST FILE:
PERSON WITH CUSTODY OF BOOKS AND RECORDS:
JONATHAN FIORELLO
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098 NEW YORK, NY 10185-5098

WERE ANY SPECIAL ALLOCATIONS MADE?
YES

HOW IS THE PARTNERSHIP CLASSIFIED IN FOREIGN COUNTRY?
PARTNERSHIP

SCHEDULE A-1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP:
N/A

SCHEDULE A-2 - AFFILIATION SCHEDULE:

NAME LINE 1: MOUNT KELLETT MASTER FUND II-A LP
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP: 10185-5098
ID: 98-0677268
FOREIGN: YES

NAME LINE 1: MOUNT KELLETT MASTER FUND II-B LP
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP: 10185-5098
ID: 98-0677269
FOREIGN: YES

NAME LINE 1: MOUNT KELLETT CAPITAL PARTNERS (IRELAND) II LIMITED
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK

MOUNT KELLETT CAPITAL PARTNERS (CAYMAN) II LP
98-0677267

SCHEDULE A-02
STATE: NY
ZIP: 10185-5098
ID: 98-0692698
FOREIGN: YES

NAME LINE 1: BDE HOLDINGS LTD
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2:
CITY: NEW YORK
STATE: NY
ZIP: 10185-5098
ID: 98-1026436
FOREIGN: YES

NAME LINE 1: BLACK DIAMOND ENERGY, INC.
ADDRESS LINE 1: F20, 1ST FLOOR, EDEN PLAZA
ADDRESS LINE 2: EDEN ISLAND, REPUBLIC OF SEYCHELLES
CITY: 
STATE: 
ZIP: 98-1082485
ID: 
FOREIGN: YES

NAME LINE 1: MKCP MAURITIUS MASTER HOLDINGS II LTD
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: 
CITY: NEW YORK
STATE: NY
ZIP: 10185-5098
ID: 98-0684525
FOREIGN: YES

NAME LINE 1: MRG LTD
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: 
CITY: NEW YORK
STATE: NY
ZIP: 10185-5098
ID: 98-1025768
FOREIGN: YES

NAME LINE 1: MK MMPI HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: 
CITY: NEW YORK
STATE: NY
ZIP: 10185-5098
ID: 45-4233932
FOREIGN: NO

NAME LINE 1: MK FC HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: 
CITY: NEW YORK
STATE: NY
ZIP: 10185-5098
ID: 45-4030791
FOREIGN: NO

NAME LINE 1: MK LE INVESTOR LP
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: 
CITY: NEW YORK
STATE: NY
<table>
<thead>
<tr>
<th>Name Line 1:</th>
<th>MK 55 West Investor Mezzanine Holdings LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address Line 1:</td>
<td>C/O The Hearn Company</td>
</tr>
<tr>
<td>Address Line 2:</td>
<td>875 N. Michigan Ave. Suite 4100</td>
</tr>
<tr>
<td>City:</td>
<td>Chicago</td>
</tr>
<tr>
<td>State:</td>
<td>IL</td>
</tr>
<tr>
<td>Zip:</td>
<td>60611</td>
</tr>
<tr>
<td>Id:</td>
<td>45-3682869</td>
</tr>
<tr>
<td>FOREIGN:</td>
<td>NO</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name Line 1:</th>
<th>MK 55 West Investor LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address Line 1:</td>
<td>C/O The Hearn Company</td>
</tr>
<tr>
<td>Address Line 2:</td>
<td>875 N. Michigan Ave. Suite 4100</td>
</tr>
<tr>
<td>City:</td>
<td>Chicago</td>
</tr>
<tr>
<td>State:</td>
<td>IL</td>
</tr>
<tr>
<td>Zip:</td>
<td>60611</td>
</tr>
<tr>
<td>Id:</td>
<td>90-0772326</td>
</tr>
<tr>
<td>FOREIGN:</td>
<td>NO</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name Line 1:</th>
<th>MKED Holdings LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address Line 1:</td>
<td>C/O Fortress Investment Group</td>
</tr>
<tr>
<td>Address Line 2:</td>
<td>P.O. Box 5098</td>
</tr>
<tr>
<td>City:</td>
<td>New York</td>
</tr>
<tr>
<td>State:</td>
<td>NY</td>
</tr>
<tr>
<td>Zip:</td>
<td>10185-5098</td>
</tr>
<tr>
<td>Id:</td>
<td>45-3682806</td>
</tr>
<tr>
<td>FOREIGN:</td>
<td>NO</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name Line 1:</th>
<th>WMK Investments LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address Line 1:</td>
<td>5847 San Felipe, Suite 4650</td>
</tr>
<tr>
<td>City:</td>
<td>Houston</td>
</tr>
<tr>
<td>State:</td>
<td>TX</td>
</tr>
<tr>
<td>Zip:</td>
<td>77057</td>
</tr>
<tr>
<td>Id:</td>
<td>45-2610193</td>
</tr>
<tr>
<td>FOREIGN:</td>
<td>NO</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name Line 1:</th>
<th>MMPI Acquisition, LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address Line 1:</td>
<td>2140 South Dupont Hwy</td>
</tr>
<tr>
<td>City:</td>
<td>Camden</td>
</tr>
<tr>
<td>State:</td>
<td>DE</td>
</tr>
<tr>
<td>Zip:</td>
<td>19934</td>
</tr>
<tr>
<td>Id:</td>
<td>27-2988337</td>
</tr>
<tr>
<td>FOREIGN:</td>
<td>NO</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name Line 1:</th>
<th>MMPI Holdings LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address Line 1:</td>
<td>C/O Fortress Investment Group</td>
</tr>
<tr>
<td>Address Line 2:</td>
<td>PO Box 5098</td>
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<tr>
<td>City:</td>
<td>New York</td>
</tr>
<tr>
<td>State:</td>
<td>NY</td>
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<tr>
<td>Zip:</td>
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<td>Id:</td>
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<table>
<thead>
<tr>
<th>Name Line 1:</th>
<th>Fortune Creek Co-Invest I LP</th>
</tr>
</thead>
</table>
UGLAND HOUSE
GRAND CAYMAN
CAYMAN ISLANDS
KY1-1104
98-1036915
YES

VISION CAPITAL PARTNERS VII B LP
TRAFALGAR COURT, LES BANQUES
ST. PETER PORT
GUERNSEY
GY1 3QD
98-1024558
YES

MKCP DIRECT INVESTMENTS (MAURITIUS) III-B LTD
C/O FORTRESS INVESTMENT GROUP
P.O BOX 5098
NEW YORK
NY
10185-5098
98-00684533
YES

BERMUDA HOLDCO LUX 1 SARL
5, RUE GUILLAUME KROLL
L-1882
LUXEMBOURG
98-1010468
YES

BERMUDA HOLDCO LUX 2 SARL
5, RUE GUILLAUME KROLL
L-1882
LUXEMBOURG
98-1010479
YES

BERMUDA HOLDCO LUX 3 SARL
5, RUE GUILLAUME KROLL
L-1882
LUXEMBOURG
98-1010494
YES

BERMUDA HOLDCO LUX 4 SARL
5, RUE GUILLAUME KROLL
L-1882
LUXEMBOURG
98-1010505
YES

MK DETROIT HOLDINGS LLC
C/O FORTRESS INVESTMENT GROUP
P.O BOX 5098
NEW YORK
NY
10185-5098
45-4682029
NO
NAME LINE 1: MK EP DETROIT LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 80-0791765
FOREIGN: NO

NAME LINE 1: MK PREI INVESTOR LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 45-4896787
FOREIGN: NO

NAME LINE 1: PAULS MULTI-FAMILY INVESTMENTS LLC
ADDRESS LINE 1: 100 ST. PAUL STREET SUITE 300
ADDRESS LINE 2: DENVER
CITY: CO
STATE: CO
ZIP CODE: 80206
ID: 45-4880202
FOREIGN: NO

NAME LINE 1: MKRH HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10017
ID: 46-0716718
FOREIGN: NO

NAME LINE 1: MK KS ROCKY HILL LLC
ADDRESS LINE 1: C/O KS PARTNERS LLC
ADDRESS LINE 2: 150 EAST 58TH STREET, SUITE 2000
CITY: NEW YORK
STATE: NY
ZIP CODE: 10155
ID: 46-1177669
FOREIGN: NO

NAME LINE 1: MK JHTC HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-0752559
FOREIGN: NO

NAME LINE 1: MKKC HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-0872605
FOREIGN: NO
KANSAS CITY MULTIFAMILY VENTURES, LLC
140 BROADWAY, 41ST FLOOR
NEW YORK
NY
10005
90-0885544
NO

LANTAU DIRECT INVESTMENTS (MAURITIUS) III LTD.
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
98-1025916
YES

MK CREDIT INVESTOR (IRELAND) LP
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
98-1068222
YES

MK CREDIT INVESTOR LLC
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
45-5125653
NO

MK TRM HOLDINGS LP
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
98-1040558
YES

MK PLATINUM HOLDINGS LTD
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
98-1042191
YES

MK CC CAYMAN LP
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
98-1085945
FOREIGN:

NAME LINE 1:
ADDRESS LINE 1:
ADDRESS LINE 2:
CITY:
STATE:
ZIP CODE:
ID:
FOREIGN:

YES

MKLH HOLDINGS II LLC
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
46-1207976
NO

MOUNT KELLETT NATIONAL GAS INVESTOR HOLDINGS LLC
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
32-0351667
NO

ENERGY XXI M21K LLC
1021 MAIN STREET, ONE CITY CENTER
SUITE 2626
HOUSTON
TX
77002
45-3137722
NO

MK PACIFIC HOLDINGS LLC
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY
10185-5098
45-4682303
NO

MK RRP PACIFIC LLC
523 WEST SIXTH STREET
SUITE 600
LOS ANGELES
CA
90014
45-4018393
NO

JHTC HOLDINGS JV LLC
C/O THE HEARN COMPANY
875 N. MICHIGAN AVENUE, SUITE 4100
CHICAGO
IL
60611
38-3906158
NO

MRC LTD
C/O FORTRESS INVESTMENT GROUP
P.O. BOX 5098
NEW YORK
NY

SCHEDULE A-02
ZIP CODE: 10185-5098
ID: 98-0681799
FOREIGN: YES

NAME LINE 1: MK 375 HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-2075535
FOREIGN: NO

NAME LINE 1: MK REEC LLC
ADDRESS LINE 1: C/O REAL ESTATE EQUITIES
ADDRESS LINE 2: 18 EAST 48TH STREET
CITY: NEW YORK
STATE: NY
ZIP CODE: 10017
ID: 80-0906597
FOREIGN: NO

NAME LINE 1: MKCW HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-3292258
FOREIGN: NO

NAME LINE 1: MK RRP SARGE LLC
ADDRESS LINE 1: 523 W. SIXTH STREET, SUITE 600
ADDRESS LINE 2:
CITY: LOS ANGELES
STATE: CA
ZIP CODE: 90014
ID: 80-0957951
FOREIGN: NO

NAME LINE 1: MK JI HOLDINGS LP
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 98-1106219
FOREIGN: YES

NAME LINE 1: MK WM JOINT VENTURE
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 30-0810502
FOREIGN: YES

NAME LINE 1: MK CC CAYMAN II LP
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 98-1148606
FOREIGN: YES

NAME LINE 1: MK CC CAYMAN II-B LP
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 98-1172982
FOREIGN: YES

NAME LINE 1: MKIR HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-3086484
FOREIGN: NO

NAME LINE 1: MK I-R SOUTHEAST LLC
ADDRESS LINE 1: 1641 WORTHINGTON ROAD, SUITE 140
ADDRESS LINE 2: WEST PALM BEACH
CITY: STATE: FL
ZIP CODE: 33409
ID: 32-0449846
FOREIGN: NO

NAME LINE 1: MK CHC HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-3961933
FOREIGN: NO

NAME LINE 1: SENIOR HOUSING HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 36-4778492
FOREIGN: NO

NAME LINE 1: MK FLCO HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O. BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-4102043
FOREIGN: NO

NAME LINE 1: FLUSHING COMMONS JV LLC
ADDRESS LINE 1: C/1221 AVENUE OF THE AMERICAS
CITY: NEW YORK
STATE: NY
ZIP CODE: 10020
ID: 346-4299441
FOREIGN: NO

NAME LINE 1: MK CRE HOLDINGS LP
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 35-2496491
FOREIGN: YES

NAME LINE 1: MK CRE HOLDINGS (CAYMAN) LP
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 98-1172989
FOREIGN: YES

NAME LINE 1: MKS5 CRE HOLDINGS BV
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 32-0436354
FOREIGN: YES

NAME LINE 1: MKLC HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-3293391
FOREIGN: NO

NAME LINE 1: LIBERTY CENTER HOLDINGS LLC
ADDRESS LINE 1: C/O LIBERTYTOWN LLC MBR
ADDRESS LINE 2: 4016 TOWNSFAIR WAY STE 201
CITY: COLUMBUS
STATE: OH
ZIP CODE: 43219
ID: 32-0441021
FOREIGN: NO

NAME LINE 1: MKRA HOLDINGS LLC
ADDRESS LINE 1: C/O FORTRESS INVESTMENT GROUP
ADDRESS LINE 2: P.O BOX 5098
CITY: NEW YORK
STATE: NY
ZIP CODE: 10185-5098
ID: 46-3335781
FOREIGN: NO

NAME LINE 1: MK MENLO ACQUISITION GROUP, LLC
ADDRESS LINE 1: 1345 AVENUE OF AMERICAS, 46TH FL.
SCHEDULE O - TRANSFER OF PROPERTY TO A FOREIGN PARTNERSHIP
### MOUNT KELLETT CAPITAL PARTNERS SS INTERMEDIATE (CAYMAN) II, LTD

<table>
<thead>
<tr>
<th>CLASS OF STOCK</th>
<th>NUMBER OF SHARES AT BEGINNING OF YEAR</th>
<th>CHANGE IN NUMBER OF SHARES</th>
<th>DATE OF CHANGE</th>
<th>NUMBER OF SHARES AT END OF YEAR</th>
<th>VALUE OF SHARES HELD AT END OF YEAR</th>
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### AIRCASTLE LIMITED - SEE ATTACHED

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<th>CHANGE IN NUMBER OF SHARES</th>
<th>DATE OF CHANGE</th>
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### BROOKFIELD PI TRUST 2

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<th>DATE OF CHANGE</th>
<th>NUMBER OF SHARES AT END OF YEAR</th>
<th>VALUE OF SHARES HELD AT END OF YEAR</th>
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STATEMENT(S) 5, 6, 7
IN IRC SEC. 1293(E) OF THE U.S. INTERNAL REVENUE CODE, ARE COMPUTED IN ACCORDANCE WITH U.S. INCOME TAX PRINCIPLES.

NAME OF PFIC: MOUNT KELLETT CAPITAL PARTNERS INTERMEDIATE (CAYMAN) II LTD
EIN (IF ANY): 98-0690578
ADDRESS: C/O FORTRESS INVESTMENT GROUP
TAX YEAR OF PFIC: PO BOX 5098
NEW YORK, NY
10185-5098
01/01/2015 - 12/31/2015

PART I
DESCRIPTION OF EACH CLASS OF SHARES: COMMON STOCK
DATES SHARES ACQUIRED DURING THE NONE
THE TAXABLE YEAR:
NUMBER OF SHARES HELD AT END OF THE 369,757
THE TAXABLE YEAR:
VALUE OF SHARES HELD AT THE END OF $369,757
THE TAXABLE YEAR:
TYPE OF PFIC AND AMOUNT OF ANY EXCESS DISTRIBUTION GAIN: NONE

PART III
ORDINARY EARNINGS: NONE
NET CAPITAL GAINS: NONE
CASH AND FMV OF PROPERTY DISTRIBUTED: 339,523

NAME OF PFIC: BLACK PLATINUM ENERGY LTD.
EIN (IF ANY): N/A
ADDRESS: APPLEBY CORPORATE SERVICES (SEYCHELLES)
TAX YEAR OF PFIC: LIMITED
SUITE 202, 2ND FLOOR EDEN PLAZA
EDEN ISLAND
PO BOX 1352
MAHE, SEYCHELLES
01/01/2015 - 12/31/2015

PART I
DESCRIPTION OF EACH CLASS OF SHARES: COMMON STOCK
DATES SHARES ACQUIRED DURING THE NONE
THE TAXABLE YEAR:
NUMBER OF SHARES HELD AT END OF THE 104
THE TAXABLE YEAR:
VALUE OF SHARES HELD AT THE END OF $2,820
THE TAXABLE YEAR:
TYPE OF PFIC AND AMOUNT OF ANY EXCESS DISTRIBUTION GAIN: NONE

PART III
ORDINARY EARNINGS: NONE
NET CAPITAL GAINS: NONE
CASH AND FMV OF PROPERTY:

NAME OF PFIC: BLACK PLATINUM INVESTMENTS LTD.
EIN (IF ANY): N/A
ADDRESS: APPLEBY CORPORATE SERVICES (SEYCHELLES)
LIMITED
TAX YEAR OF PFIC:

PART I
DESCRIPTION OF EACH CLASS OF SHARES:
DATES SHARES ACQUIRED DURING THE
TAXABLE YEAR:
NUMBER OF SHARES HELD AT END OF THE
TAXABLE YEAR:
VALUE OF SHARES HELD AT THE END OF
THE TAXABLE YEAR:
TYPE OF PFIC AND AMOUNT OF ANY EXCESS
DISTRIBUTION GAIN:

PART III
ORDINARY EARNINGS:
NET CAPITAL GAINS:
CASH AND FMV OF PROPERTY

NAME OF PFIC:
EIN (IF ANY):
ADDRESS:

SUITE 202, 2ND FLOOR EDEN PLAZA
EDEN ISLAND
PO BOX 1352
MAHE, SEYCHELLES
01/01/2015 - 12/31/2015

COMMON STOCK
NONE
NONE
$188
NONE

BARUNA OIL & GAS LTD.
N/A
APPLEBY CORPORATE SERVICES (SEYCHELLES)
LIMITED
SUITE 202, 2ND FLOOR EDEN PLAZA
EDEN ISLAND
PO BOX 1352
MAHE, SEYCHELLES
01/01/2015 - 12/31/2015

COMMON STOCK
NONE
NONE
NONE
NONE

NORTH SOKANG ENERGY LTD.
N/A
APPLEBY CORPORATE SERVICES (SEYCHELLES)
LIMITED
SUITE 202, 2ND FLOOR EDEN PLAZA
EDEN ISLAND
PO BOX 1352
MAHE, SEYCHELLES
01/01/2015 - 12/31/2015

COMMON STOCK
NONE
NONE
NONE
NONE
DESCRIPTION OF EACH CLASS OF SHARES:
DATES SHARES ACQUIRED DURING THE TAXABLE YEAR:
NUMBER OF SHARES HELD AT END OF THE TAXABLE YEAR:
VALUE OF SHARES HELD AT THE END OF THE TAXABLE YEAR:
TYPE OF PFIC AND AMOUNT OF ANY EXCESS DISTRIBUTION GAIN:

PART III
ORDINARY EARNINGS:
NET CAPITAL GAINS:
CASH AND FMV OF PROPERTY

NAME OF PFIC:
EIN (IF ANY):
ADDRESS:

TAX YEAR OF PFIC:

PART I
DESCRIPTION OF EACH CLASS OF SHARES:
DATES SHARES ACQUIRED DURING THE TAXABLE YEAR:
NUMBER OF SHARES HELD AT END OF THE TAXABLE YEAR:
VALUE OF SHARES HELD AT THE END OF THE TAXABLE YEAR:
TYPE OF PFIC AND AMOUNT OF ANY EXCESS DISTRIBUTION GAIN:

PART III
ORDINARY EARNINGS:
NET CAPITAL GAINS:
CASH AND FMV OF PROPERTY

NAME OF PFIC:
EIN (IF ANY):
ADDRESS:

TAX YEAR OF PFIC:

PART I
DESCRIPTION OF EACH CLASS OF SHARES:
DATE SHARES ACQUIRED DURING THE TAXABLE YEAR:
NUMBER OF SHARES HELD AT END OF THE TAXABLE YEAR:
VALUE OF SHARES HELD AT THE END OF THE TAXABLE YEAR:

PART III
ORDINARY EARNINGS:
NET CAPITAL GAINS:
CASH AND FMV OF PROPERTY

NAME OF PFIC:
EIN (IF ANY):
ADDRESS:

TAX YEAR OF PFIC:
THE TAXABLE YEAR:
TYPE OF PFIC AND AMOUNT OF ANY EXCESS DISTRIBUTION GAIN:

PART III
ORDINARY EARNINGS:
NET CAPITAL GAINS:
CASH AND FMV OF PROPERTY

NAME OF PFIC:
EIN (IF ANY):
ADDRESS:

TAX YEAR OF PFIC:

PART I
DESCRIPTION OF EACH CLASS OF SHARES:
DATE SHARES ACQUIRED DURING THE TAXABLE YEAR:
NUMBER OF SHARES HELD AT END OF THE TAXABLE YEAR:
VALUE OF SHARES HELD AT THE END OF THE TAXABLE YEAR:
TYPE OF PFIC AND AMOUNT OF ANY EXCESS DISTRIBUTION GAIN:

PART III
ORDINARY EARNINGS:
NET CAPITAL GAINS:
CASH AND FMV OF PROPERTY

NAME OF PFIC:
EIN (IF ANY):
ADDRESS:

TAX YEAR OF PFIC:

PART I
DESCRIPTION OF EACH CLASS OF SHARES:
DATES SHARES ACQUIRED DURING THE TAXABLE YEAR:
NUMBER OF SHARES HELD AT END OF THE TAXABLE YEAR:
VALUE OF SHARES HELD AT THE END OF THE TAXABLE YEAR:
TYPE OF PFIC AND AMOUNT OF ANY EXCESS DISTRIBUTION GAIN:

PART III
ORDINARY EARNINGS:
NET CAPITAL GAINS:
CASH AND FMV OF PROPERTY

BARUNA NUSANTARA ENERGY LTD
N/A
APPLEBY CORPORATE SERVICES (SEYCHELLES) LIMITED
SUITE 202, 2ND FLOOR EDEN PLAZA
EDEN ISLAND
PO BOX 1352
MAHE, SEYCHELLES
01/01/2015 - 12/31/2015

COMMON STOCK
NONE
NONE
NONE
NONE

MORGAN STANLEY INSTITUTIONAL LIQUIDITY FUND - TREASURY PORTFOLIO
N/A
1221 AVENUE OF THE AMERICAS
NEW YORK, NY 10020
01/01/2015 - 12/31/2015

COMMON STOCK
NONE
27,457
27,457
NONE

13
NONE
13
FORM 8621 - PASSIVE FOREIGN INVESTMENT COMPANIES

YOU ARE AN INDIRECT OWNER OF A PASSIVE FOREIGN INVESTMENT CORPORATION ("PFIC") THAT DOES NOT HAVE A TIMELY QUALIFYING ELECTING FUND ("QEF") ELECTION IN PLACE (SECTION 1291 FUNDS). THE AMOUNTS REFLECTED BELOW ARE BASED ON YOUR SPECIFIC OWNERSHIP OF HIRZEL CAPITAL FUND, LP.

INSTRUCTIONS TO FORM 8621

COMPLETE THE PORTION OF THE FORM AND THE REMAINDER AS FOLLOWS:

NAME OF PFIC: AIRCASTLE LIMITED
ADDRESS: 300 FIRST STAMFORD PLACE, 5TH FLOOR
STAMFORD, CONNECTICUT 06902
FISCAL YEAR: JANUARY 1, 2015 TO DECEMBER 31, 2015
EIN: 98-0444035

PART I:
LINE 1 COMMON
LINE 2 SEE DATES BELOW
LINE 3 -
LINE 4 -
LINE 5 (A) SECTION 1291
LINE 5 SEE LINE 15F AMOUNT

PART V:
LINE 15F -
LINE 16A SEE BELOW

DETAILS OF LINE 16A:

<table>
<thead>
<tr>
<th>ACQUISITION DATE</th>
<th>DISPOSITION DATE</th>
<th>EXCESS DISTRIBUTION</th>
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<tbody>
<tr>
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<td>JANUARY 15, 2015</td>
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<tr>
<td>MARCH 15, 2013</td>
<td>JANUARY 22, 2015</td>
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<tr>
<td>NOVEMBER 7, 2012</td>
<td>FEBRUARY 24, 2015</td>
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<tr>
<td>NOVEMBER 7, 2012</td>
<td>MARCH 31, 2015</td>
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</tr>
<tr>
<td>OCTOBER 31, 2012</td>
<td>APRIL 20, 2015</td>
<td>-</td>
</tr>
</tbody>
</table>

NOTE: YOUR SHARES OF INCOME ABOVE HAS ALREADY BEEN INCLUDED ON LINE 11F OF YOUR SCHEDULE K-1. PLEASE CONSULT YOUR TAX ADVISOR.

IF YOU BECAME A PARTNER SUBJECT TO THE ACQUISITION DATES THEN THE DATE YOU BECAME A PARTNER SHOULD BE CONSIDERED YOUR ACQUISITION DATE.