

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

2010

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

Department of the Treasury
Internal Revenue Service

For calendar year 2010 or other tax year beginning _____, and ending _____

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408(e) <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)</p> <p>C Book value of all assets at end of year 542,689,403.</p>	Print or Type	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) THE RHODE ISLAND COMMUNITY FOUNDATION</p> <p>Number, street, and room or suite no. If a P.O. box, see Instructions. ONE UNION STATION</p> <p>City or town, state, and ZIP code PROVIDENCE, RI 02903</p>	<p>D Employer identification number (Employees' trust, see instructions.) 22-2604963</p> <p>E Unrelated business activity codes (See Instructions.) 900000 531310</p>
<p>F Group exemption number (See Instructions.)</p>		<p>G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>	

H Describe the organization's primary unrelated business activity. **▶ INVESTING IN LIMITED PARTNERSHIPS**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of **▶ MICHAEL JENKINSON** Telephone number **▶ 401-274-4564**

Part I: Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales			
b Less returns and allowances			
c Balance	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		<570,420.>
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)...	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule.)	12		
13 Total. Combine lines 3 through 12	13		<570,420.>

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.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	
20 Charitable contributions (See instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	SEE STATEMENT 2
29 Total deductions. Add lines 14 through 28	29	26,018.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	<596,438.>
31 Net operating loss deduction (limited to the amount on line 30)	31	0.
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	<596,438.>
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	<596,438.>

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):		
(1) \$	(2) \$	(3) \$
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750)		\$
(2) Additional 3% tax (not more than \$100,000)		\$
c Income tax on the amount on line 34		35c 0.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:		
<input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)		36
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 Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	
c General business credit. Attach Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39	41	0.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42	
43 Total tax. Add lines 41 and 42	43	0.
44a Payments: A 2009 overpayment credited to 2010	44a	
b 2010 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: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other	44g	Total
45 Total payments. Add lines 44a through 44g	45	
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	0.
49 Enter the amount of line 48 you want: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	49	

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

1 At any time during the 2010 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here SEE STATEMENT 3	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.	X	
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		X

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

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

Sign Here

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

Signature of officer: *Deborah A. Hopkins* Date: 11/4/11 Title: Treasurer

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	Check <input type="checkbox"/> If self-employed	PTIN
	DEBORAH A. HOPKINS	<i>Deborah A. Hopkins</i>	10/19/11		P00167843
	Firm's name	Firm's EIN			
	KAHN, LITWIN, RENZA & CO., LTD.	05-0409384			
Firm's address				Phone no.	
951 NORTH MAIN STREET PROVIDENCE, RI 02904				401-274-2001	

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

1. Description of property

(1)			
(2)			
(3)			
(4)			
2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)	
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)		
(1)			
(2)			
(3)			
(4)			
Total	0.	Total	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)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)	
0.		0.	

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
0.			0.	0.
Total dividends-received deductions included in column 8			0.	

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

1. Name of controlled organization		2. Employer identification number	Exempt Controlled Organizations			6. Deductions directly connected with income in column 5
			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	
(1)						
(2)						
(3)						
(4)						
7. Taxable income		8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)						
(2)						
(3)						
(4)						
Totals				Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).	
0.				0.	0.	

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

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals		Enter here and on page 1, Part I, line 9, column (A). 0.		Enter here and on page 1, Part I, line 9, column (B). 0.

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

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals		Enter here and on page 1, Part I, line 10, col. (A). 0.	Enter here and on page 1, Part I, line 10, col. (B). 0.			Enter here and on page 1, Part II, line 26. 0.

Schedule J - Advertising Income (see instructions)

Part I - Income From Periodicals Reported on a Consolidated Basis

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

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

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)		Enter here and on page 1, Part I, line 11, col. (A). 0.	Enter here and on page 1, Part I, line 11, col. (B). 0.			Enter here and on page 1, Part II, line 27. 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

Part I only

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

Type or print	Name of exempt organization THE RHODE ISLAND COMMUNITY FOUNDATION	Employer identification number 22-2604963
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. ONE UNION STATION	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PROVIDENCE, RI 02903	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

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

MICHAEL JENKINSON

• The books are in the care of ▶ **ONE UNION STATION - PROVIDENCE, RI 02903**
Telephone No. ▶ **401-274-4564** FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2010** or
▶ tax year beginning _____, and ending _____

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

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

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

LHA For Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2011)

201122 DS 34 201012 670
113267

0541
02903

K
IRS USE ONLY

29404-135-64733-1 A0472531 211A
222604963 TE 3



Department of the Treasury
Internal Revenue Service
Ogden UT 84201

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: June 13, 2011

Taxpayer Identification Number:
22-2604963
Tax Form: 990T
Tax Period: December 31, 2010

043665.858268.0134.003 1 AT 0.365 375



THE RHODE ISLAND COMMUNITY
FOUNDATION
ONE UNION STATION
PROVIDENCE RI 02903-1758997



3665

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, 2011**.

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.

The Rhode Island Community Foundation
 One Union Station
 Providence, RI 02903
 22-2604963

Totals
 of previous
 column

form 990-T (2010); Page 1; Part 1 Line 5 - Income (loss) from partnerships and S corporations

Ordinary business income	BIV Capital Partners	71-0882125	(11,780)	
	BayNorth Realty Fund VI, LP	20-1810288	(182,374)	
	BayNorth Realty Fund VII, LP	20-5943631	(118,185)	
	Endowment Venture Partners V	08-1563332	2,223	
	Charlesbank Realty Fund V	04-3537051	(123)	
	Charlesbank Equity Fund VII, LP	22-2604963	(4,433)	
	Denham Commodity Partners Fund IV, LP	20-3471021	(30,498)	
	Denham Commodity Partners Fund V, LP	26-1710058	(5,384)	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	(78,931)	
	Private Equity Portfolio Fund, LLC	04-3395801	161	
	Private Equity Portfolio Fund II, LLC	04-3451340	(276)	
			<u>(429,600)</u>	(429,600)
Net rental real estate income	Charlesbank Realty Fund V	04-3537051	(48,675)	
	BayNorth Realty Fund VI, LP	20-1810288	(25,279)	
	BayNorth Realty Fund VII, LP	20-5943631	(76,208)	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	(22,481)	
	Endowment Venture Partners V	08-1563332	(1)	
	Private Equity Portfolio Fund II, LLC	04-3451340	(3)	
			<u>(172,547)</u>	(172,547)
Other net rental income	Private Equity Portfolio Fund, LLC	04-3395801	(2)	
	Private Equity Portfolio Fund II, LLC	04-3451340	8	
			<u>6</u>	6
Interest income	Endowment Venture Partners V	08-1563332	15	
	BayNorth Realty Fund VI, LP	20-1810288	172	
	BayNorth Realty Fund VII, LP	20-5943631	384	
	Charlesbank Realty Fund V	04-3537051	7	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	11,858	
	Private Equity Portfolio Fund, LLC	04-3395801	4	
			<u>12,420</u>	12,420
Royalties	Private Equity Portfolio Fund, LLC	04-3395801	8	8
Net short term capital gain	Forester Partners, LP - cap gain from K-1	13-4079780	(14,553)	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	1,613	
			<u>(13,040)</u>	(13,040)
Net long term capital gain	Forester Partners, LP - cap gain from K-1	13-4079780	97,143	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	21,505	
	Endowment Venture Partners V	08-1563332	(114)	
	Private Equity Portfolio Fund, LLC	04-3395801	1	
	Private Equity Portfolio Fund II, LLC	04-3451340	449	
			<u>118,984</u>	118,984
Unrecaptured sec 1250 gain	BayNorth Realty Fund VI, LP	20-1810288	14,534	
			<u>14,534</u>	
Net section 1231 gain	BIV Capital Partners	71-0882125	(87)	
	Charlesbank Realty Fund V	04-3537051	12	
	BayNorth Realty Fund VI, LP	20-1810288	(26,978)	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	2,669	
	Private Equity Portfolio Fund	04-3395801	(2)	
	Private Equity Portfolio Fund II, LLC	04-3451340	(465)	
			<u>(24,764)</u>	(24,764)
Deductions - Portfolio 2% floor	Endowment Venture Partners V	08-1563332	(4)	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	(3,631)	
			<u>(3,635)</u>	(3,635)
Investment interest expense	Endowment Venture Partners V	08-1563332	(3)	

	Fidelity Real Estate Growth Fund III, LP	20-8558723	(442)	
	Private Equity Portfolio Fund	04-3395801	(4)	
			<u>(449)</u>	(449)
Other deductions (line 13)	Private Equity Portfolio Fund II, LLC	04-3451340	(199)	
	Private Equity Portfolio Fund	04-3395801	(111)	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	(1)	
	Denham Commodity Partners Fund V, LP	26-1710058	(18,196)	
	BayNorth Realty Fund VII, LP	20-5943631	(1,242)	
	BayNorth Realty Fund VI, LP	20-1810288	(4,489)	
			<u>(22,238)</u>	(22,238)
Other Income (Line 11A-11 F)	BayNorth Realty Fund VI, LP	20-1810288	(2,761)	
	BayNorth Realty Fund VII, LP	20-5943631	(39,130)	
	Fidelity Real Estate Growth Fund III, LP	20-8558723	5,682	
	Private Equity Portfolio Fund	04-3395801	1	
	Private Equity Portfolio Fund II, LLC	04-3451340	1,445	
			<u>(34,763)</u>	(34,763)
AMT post 1986 deprec adj	BayNorth Realty Fund VI, LP	20-1810288	(10,356)	
	BayNorth Realty Fund VII, LP	20-5943631	7,823	
			<u>(2,533)</u>	
AMT adjusted gain or loss	BayNorth Realty Fund VI, LP	20-1810288	(4,826)	
			<u>(4,826)</u>	
Unrelated business taxable income	Chisholm Fund Partners, LP	05-0500632	5,029	
	Forester Partners, LP - all non-cap gain from K-1	13-4079780	(4,242)	
	Tucker Anthony PE Fund III	04-3505905	(1,589)	
			<u>(602)</u>	(602)
TOTAL				<u>(570,420)</u>

THE RHODE ISLAND COMMUNITY FOUNDATION
22-2604963
ELECTION TO WAIVE CARRYBACK PERIOD

FORM 990-T
PART II, LINE 31 – NET OPERATING LOSS

The taxpayer elects to waive the entire NOL carryback period under Section 172(b)(3) of the Internal Revenue Code.

TOTAL NOL CARRYFORWARD TO 12/31/2011: \$1,957,012

FOOTNOTES

STATEMENT 1

NET OPERATING LOSS SCHEDULE:

NET OPERATING LOSS CARRYOVER FROM 2008	<666,742.>
NET OPERATING LOSS CARRYOVER FROM 2009	<693,832.>
NET OPERATING LOSS AVAILABLE FOR 2010	<1,360,574.>
NET OPERATING LOSS CARRYOVER FROM 2010	<596,438.>
NET OPERATING LOSS AVAILABLE FOR 2011	<1,957,012.>

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	2
------------	------------------	-----------	---

DESCRIPTION	AMOUNT
TAX PREPARATION RELATED TO 990-T	26,018.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	26,018.

FORM 990-T	NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST	STATEMENT	3
------------	--	-----------	---

NAME OF COUNTRY

CAYMAN ISLANDS
NETHERLANDS ANTILLES
IRELAND

Form **8865**

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

OMB No. 1545-1668

2010

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return. See separate Instructions.
Information furnished for the foreign partnership's tax year

Attachment Sequence No. **118**

beginning **JAN 1**, 2010 and ending **DEC 31**, 2010

Name of person filing this return **THE RHODE ISLAND COMMUNITY FOUNDATION** Filer's identifying number **22-2604963**

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 **JAN 1**, 2010, and ending **DEC 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
N/A					

F1 Name and address of foreign partnership **BAIN CAPITAL FUND X LP**
111 HUNTINGTON AVENUE BOSTON, MA 02199-7615
2 EIN (if any) **98-0545381**
3 Country under whose laws organized **CAYMAN ISLANDS**

4 Date of organization **01/01/2008** 5 Principal place of business **US**
6 Principal business activity code number **523900** 7 Principal business activity **INVESTING**
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: **E-FILED**

3 Name and address of foreign partnership's agent in country of organization, if any **WALKERS SVP LIMITED WALKER HOUSE, MARY ST, PO BOX 908GT GEORGE TOWN, 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 **BAIN CAPITAL FUND X, LP, 98-0545381 111 HUNTINGTON AVENUE BOSTON, MA 02199-7615**

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) Yes No
7 How is this partnership classified under the law of the country in which it is organized? **EXEMPT LTD PARTSHIP**
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 **DEBORAH A. HOPKINS** Preparer's signature Date
Check if self-employed PTIN **P00167843**
Firm's name **KAHN, LITWIN, RENZA & CO., LTD.** Firm's EIN **05-0409384**
Firm's address **951 NORTH MAIN STREET PROVIDENCE, RI 02904** Phone no. **401-274-2001**

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
SEE ATTACHED SCHEDULE				

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		1c
	b	Less returns and allowances	1b		
	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 (see instructions for limitations)	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		
	b	Less depreciation reported elsewhere on return	16b		16c
	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 O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-1668

2010

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

Name of transferor THE RHODE ISLAND COMMUNITY FOUNDATION	Filer's identifying number 22-2604963
Name of foreign partnership BAIN CAPITAL FUND X 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			1468764.				.08778
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

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

Schedule O (Form 8865) 2010

The Rhode Island Community Foundation
One Union Station
Providence, RI 02903
22-2604963

form 8865 (2010); Page 2; Schedule A-2 - Affiliation Schedule

Name	Address	EIN	Check if foreign partnership
BAIN CAPITAL INTEGRAL INVESTORS 2006, LLC	111 HUNTINGTON AVENUE, BOSTON, MA 02199-7815	20-4345223	
BAIN CAPITAL INTEGRAL INVESTORS 2008, LLC	111 HUNTINGTON AVENUE, BOSTON, MA 02199-7815	98-0582694	X
BAIN CAPITAL ASIA INTEGRAL INVESTORS, LP	111 HUNTINGTON AVENUE, BOSTON, MA 02199-7815	98-0543782	X
BAIN CAPITAL INDIA INTEGRAL INVESTORS, LP	111 HUNTINGTON AVENUE, BOSTON, MA 02199-7815	98-0585650	X
BAIN CAPITAL IDEAL STANDARD 2, LP	C/O WALKERS SPV LIMITED, WALKER HOUSE, MARY STREET, PO BOX 908GT GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS	98-0667756	X
ISI CAYMAN HOLDING - D2, LP	C/O WALKERS SPV LIMITED, WALKER HOUSE, MARY STREET, PO BOX 908GT GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS	98-0671379	X
ISI CAYMAN HOLDING - D, LP	C/O WALKERS SPV LIMITED, WALKER HOUSE, MARY STREET, PO BOX 908GT GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS	98-0667753	X
SSI POOLING, LP	C/O WALKERS SPV LIMITED, WALKER HOUSE, MARY STREET, PO BOX 908GT GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS		X
BAIN CAPITAL EVEREST MANAGER HOLDING SCA	9A, PARC D'ACTIVITIE, SYRDALL, MUNSBACH, LUXEMBOURG L-5365	98-0665095	X
BAIN CAPITAL WP INTEGRAL, LP	C/O WALKERS SPV LIMITED, WALKER HOUSE, MARY STREET, PO BOX 908GT GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS	98-0680756	X

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

Part I only

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

Type or print	Name of exempt organization THE RHODE ISLAND COMMUNITY FOUNDATION	Employer identification number 22-2604963
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. ONE UNION STATION	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PROVIDENCE, RI 02903	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

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

MICHAEL JENKINSON

- The books are in the care of ▶ **ONE UNION STATION - PROVIDENCE, RI 02903**
 Telephone No. ▶ **401-274-4564** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2010** or
 ▶ tax year beginning _____, and ending _____.

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

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

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization		Employer identification number
	THE RHODE ISLAND COMMUNITY FOUNDATION		22-2604963
	Number, street, and room or suite no. If a P.O. box, see instructions.		
	ONE UNION STATION		
City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
PROVIDENCE, RI 02903			

Enter the Return code for the return that this application is for (file a separate application for each return) 01

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

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

MICHAEL JENKINSON

- The books are in the care of **ONE UNION STATION - PROVIDENCE, RI 02903**
Telephone No. **401-274-4564** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**
- For calendar year **2010**, or other tax year beginning _____, and ending _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME AND INFORMATION ARE NECESSARY IN ORDER TO PREPARE AN ACCURATE RETURN.

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

Signature and Verification

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

Signature Title **CPA** Date

Reportable Transaction Disclosure Statement

OMB No. 1545-1800

▶ Attach to your tax return.
 ▶ See separate instructions.

Attachment
 Sequence No. **137**

Name(s) shown on return (Individuals enter last name, first name, middle initial)

Identifying number

THE RHODE ISLAND COMMUNITY FOUNDATION

22-2604963

Number, street, and room or suite no.

City or town, state, and ZIP code

ONE UNION STATION

PROVIDENCE, RI 02903

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number _____ of _____

B Enter the form number of the tax return to which this form is attached or related ▶ **990-T**

Enter the year of the tax return identified above: ▶ **2010**

Is this Form 8886 being filed with an amended tax return? ▶ Yes No

C Check the box(es) that apply (see instructions). Initial year filer Protective disclosure

1a Name of reportable transaction

SECTION 988 LOSS

1b Initial year participated in transaction

1c Reportable transaction or tax shelter registration number

2 Identify the type of reportable transaction. Check all boxes that apply (see instructions).

- a** Listed **c** Contractual protection **e** Transaction of interest
b Confidential **d** Loss

3 If you checked box 2a or 2e, enter the published guidance number for the listed transaction or transaction of interest ▶ _____

4 Enter the number of "same as or substantially similar" transactions reported on this form ▶ _____

5 If you participated in this reportable transaction through a partnership, S corporation, trust, and foreign entity, check the applicable boxes and provide the information below for the entity(s) (see instructions). (Attach additional sheets, if necessary.)

- a** Type of entity ▶ Partnership Trust Partnership Trust
 S corporation Foreign S corporation Foreign

b Name

▶ **FARALLON CAPITAL INSTITUTIONAL**

PARTNERS

c Employer Identification number (EIN), if known ▶ _____

94-3106323

d Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ▶ _____

09/02/2011

6 Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

a	Name	Identifying number (if known)	Fees paid
			\$

Number, street, and room or suite no.

City or town, State, and ZIP code

b	Name	Identifying number (if known)	Fees paid
			\$

Number, street, and room or suite no.

City or town, State, and ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions Exclusions from gross income Absence of adjustments to basis Tax Credits
- Capital loss Nonrecognition of gain Deferral
- Ordinary loss Adjustments to basis Other _____

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

THE RHODE ISLAND COMMUNITY FOUNDATION IS A LIMITED PARTNER IN FARALLON CAPITAL INSTITUTIONAL PARTNERS (FCIP). FCIP HAS PROVIDED US WITH OUR ALLOCABLE SHARE OF GROSS FOREIGN CURRENCY LOSSES PURSUANT TO IRS SECTION 988 FOR EACH NONFUNCTIONAL CURRENCY. THIS LOSS WAS REPORTED ON FORM 8886 AS REQUIRED UNDER TREASURY REG 1.6011-4(B)(5) TO DISCLOSE "LOSS TRANSACTIONS".

TOTAL ALLOCABLE SHARE OF GROSS SECTION 988 LOSS: (\$279,729)

Identify all individuals and entities involved in the transaction that are tax-exempt, foreign, or related. Check the appropriate box(es) (see instructions). Include their name(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each individual or related entity, explain how the individual or entity is related. Attach additional sheets, if necessary.

a Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

b Type of individual or entity: Tax-exempt Foreign Related

Name	Identifying number
------	--------------------

Address

Description

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ 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 **THE RHODE ISLAND COMMUNITY FOUNDATION** Identifying number (see instructions) **22-2604963**

- 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
BAIN CAPITAL FUND X, LP	98-0545381

- 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) **GOME ELECTRICAL APPLIANCES HOLDINGS LTD** **4** Identifying number, if any

5 Address (including country)
**RM 6101, 61/F, THE CENTER, 99 QUEEN'S ROAD CENTRAL
 HONG KONG**

6 Country code of country of incorporation or organization
BD

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

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	11/05/2010		129,574.		
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 .0001 % (b) After .0001 %

10 Type of nonrecognition transaction (see instructions) ► 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

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes 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

17 a 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:

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

OMB No. 1545-0028

Attachment
 Sequence No. **128**

▶ 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
THE RHODE ISLAND COMMUNITY FOUNDATION

Identifying number (see instructions)
22-2604963

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
BAIN CAPITAL FUND X, LP	98-0545381

- 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)
SSILUXCO II SARL

4 Identifying number, if any

5 Address (including country)
**65, BOULEVARD GRANDE DUCHESSE CHARLOTTE
 LUXEMBOURG L-1331**

6 Country code of country of incorporation or organization
LU

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

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	05/26/2010		146,818.		
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 .0000 % (b) After .0260 %

10 Type of nonrecognition transaction (see Instructions) ► 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

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(ii)? 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

17 a 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:

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

OMB No. 1545-0028
 Attachment
 Sequence No. **128**

▶ 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: **THE RHODE ISLAND COMMUNITY FOUNDATION**
 Identifying number (see Instructions): **22-2604963**

- 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
BAIN CAPITAL FUND X, LP	98-0545381

- 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): **BAIN CAPITAL EVEREST LUXCO 2 SARL**
 4 Identifying number, if any

5 Address (including country):
**9A, PARC D'ACTIVITIE SYRDALL
 MUNSBACH, LUXEMBOURG L-5365 LUXEMBOURG**

6 Country code of country of incorporation or organization:
LU

7 Foreign law characterization (see Instructions):
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

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	09/23/2010		298,748.		
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 .0000 % (b) After .0404 %

10 Type of nonrecognition transaction (see instructions) ► 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

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes 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

17 a 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:

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

OMB No. 1545-0028

Attachment
 Sequence No. **128**

▶ 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 **THE RHODE ISLAND COMMUNITY FOUNDATION** Identifying number (see instructions) **22-2604963**

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
DENHAM COMMODITY PARTNERS FUND IV, LP	20-3471021

- 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) **ARLINGTON MARIVELES NETHERLANDS HOLDING COOPERATIE UA** **4** Identifying number, if any **98-0547917**

5 Address (including country)
PRINS BERNHARDPLEIN 200
AMSTERDAM, THE NETHERLANDS 1097 JB NETHERLANDS

6 Country code of country of incorporation or organization
NL

7 Foreign law characterization (see instructions)
CO-OPERATIVE EXCLUDING LIABILITY

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

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	01/18/2010		117,341.		
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 .4420 % (b) After .4420 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

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

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(ii)? 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

17 a 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:

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

OMB No. 1545-0020

Attachment
 Sequence No. **128**

▶ 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 THE RHODE ISLAND COMMUNITY FOUNDATION	Identifying number (see instructions) 22-2604963
--	--

- 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) ETON PARK OVERSEAS FUND, LTD	4 Identifying number, if any
--	-------------------------------------

5 Address (including country)
**CITCO FUND SERVICES (CURACAO) NV, KAYA FLAMBOYAN 9, PO BOX 4774
 WILLEMSTAD, CURACAO NETHERLANDS ANTILLES**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

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	09/01/2010		5,000,000.		
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 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 .0000 % (b) After .0570 %

10 Type of nonrecognition transaction (see instructions) SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

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?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

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

OMB No. 1545-0028

Attachment
 Sequence No. **128**

▶ 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 THE RHODE ISLAND COMMUNITY FOUNDATION	Identifying number (see instructions) 22-2604963
--	--

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) HIGHFIELDS CAPITAL, LTD	4 Identifying number, if any
--	------------------------------

5 Address (including country)
**C/O GOLDMAN SACHS TRUST, LTD, STE 3307, GARDENIA CT, 45 MARKET ST
 CAMANA BAY, GRAND CAYMAN KY1-1103 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

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	09/30/2010		5,000,000.		
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 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 .0000 % (b) After .1700 %

10 Type of nonrecognition transaction (see instructions) ► 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

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes 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

17 a 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:

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

OMB No. 1545-0028

Attachment
 Sequence No. **128**

▶ 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 THE RHODE ISLAND COMMUNITY FOUNDATION	Identifying number (see Instructions) 22-2604963
--	--

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
BAIN CAPITAL FUND IX, LP	98-0480737

- 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) GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED	4 Identifying number, if any
--	------------------------------

5 Address (including country)
**CRICKET SQUARE, HUTCHINS DRIVE, PO BOX 2681
 GRAND CAYMAN, KY1-1111 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
CORPORATION

- B** Is the transferee foreign corporation a controlled foreign corporation? Yes No

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	04/07/2010		106,240.		
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 .0000 % (b) After .0200 %

10 Type of nonrecognition transaction (see instructions) ► 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

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes 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

17 a 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:

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

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ 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 THE RHODE ISLAND COMMUNITY FOUNDATION	Identifying number (see instructions) 22-2604963
--	--

- 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
BAIN CAPITAL FUND X, LP	98-0545381

- 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) ISI LUXCO 2 SCA	4 Identifying number, if any 98-0667757
--	---

5 Address (including country)
**9A, PARC D'ACTIVITIE SYRDALL
 MUNSBACH, LUXEMBOURG L-5365 LUXEMBOURG**

6 Country code of country of incorporation or organization
LU

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

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	06/29/2010		78,955.		
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 .0000 % (b) After .0226 %

10 Type of nonrecognition transaction (see instructions) SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

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?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Blank lines for describing the nature of the rights to the intangible property.

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

OMB No. 1545-0028

Attachment
 Sequence No. **128**

▶ 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

Identifying number (see instructions)

THE RHODE ISLAND COMMUNITY FOUNDATION

22-2604963

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)

4 Identifying number, if any

ISI LUXCO 2 SCA

98-0667757

5 Address (including country)

**9A, PARC D'ACTIVITIE SYRDALL
 MUNSBACH, LUXEMBOURG L-5365 LUXEMBOURG**

6 Country code of country of incorporation or organization

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 926 (Rev. 12-2008)

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	06/29/2010		47,913.		
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 .0000 % (b) After .0100 %

10 Type of nonrecognition transaction (see instructions) ► 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

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes 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

17 a 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:

Form **5471**

(Rev. December 2007)

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

OMB No. 1545-0704

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 01/01/2010, and ending 12/31/2010

Attachment
Sequence No. **121**

Name of person filing this return

A Identifying number

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

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

1 (repealed) 2 3 4 5

City or town, state, and ZIP code

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

File's tax year beginning , and ending

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

SANKATY CREDIT OPPORTUNITIES (OFFSHORE) II, L.P.
WALKERS SPV LIMITED, MARY STREET, PO BOX 908GT
GEORGE TOWN, CJ

b Employer identification number, if any

98-0450538

c Country under whose laws incorporated

CJ

d Date of incorporation

03/25/2005

e Principal place of business

CJ

f Principal business activity code number

523900

g Principal business activity

OTHER FINANCIAL INVESTMENTS

h Functional currency

U.S. DOLLAR

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

WALKERS SPV LIMITED
MARY STREET, P.O. BOX 908GT
GEORGE TOWN CJ

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
SANKATY ADVISORS, LLC
111 HUNTINGTON AVENUE
BOSTON, MA 02199-7615

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
PARTNERSHIP FOR LOCAL PURPOSES;		
NO STOCK INFORMATION		

For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2007)

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	OC			44,820.
3				
4				
5				
6				
7				
8	Total			44,820.

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		
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) SEE STATEMENT 1.	423,005,886.	401,382,583.
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)		
13	Total assets	423,005,886.	401,382,583.
Liabilities and Shareholders' Equity			
14	Accounts payable		
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	423,005,886.	401,382,583.
19	Paid-in or capital surplus (attach reconciliation)		
20	Retained earnings		
21	Less cost of treasury stock	()	()
22	Total liabilities and shareholders' equity	423,005,886.	401,382,583.

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	112,255,619.
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), <i>STMT. 1</i>		43,927,889.
3 Total net additions		
4 Total net subtractions		43,927,889.
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	68,327,730.
b DASTM gain or (loss) for foreign corporations that use DASTM (see Instructions)	5b	
c Combine lines 5a and 5b	5c	68,327,730.
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	
Enter exchange rate used for line 5d ▶		

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? | <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**

OMB No. 1545-0704

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

Name of person filing Form 5471

Identifying number

Name of foreign corporation	SANKATY CREDIT OPPORTUNITIES (OFFSH)				(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
	(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)		
Important. Enter amounts in functional currency.	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income		
1 Balance at beginning of year	-3,637,941.				-3,637,941.
2a Current year E&P	68,327,730.				
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)	64,689,789.				
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)	64,689,789.				
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	64,689,789.				64,689,789.

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

**Transactions Between Controlled Foreign Corporation
 and Shareholders or Other Related Persons**

OMB No. 1545-0704

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

Name of person filing Form 5471

Identifying number

Name of foreign corporation

SANKATY CREDIT OPPORTUNITIES (OFFSH)

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See Instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of tangible property other than stock in trade					
3 Sales of property rights (patents, trademarks, etc.)					
4 Platform contribution transaction payments received					
5 Cost sharing transaction payments received					
6 Compensation received for technical, managerial, engineering, construction, or like services					
7 Commissions received					
8 Rents, royalties, and license fees received					
9 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).					
10 Interest received.					
11 Premiums received for insurance or reinsurance.					
12 Add lines 1 through 11					
13 Purchases of stock in trade (inventory)					
14 Purchases of tangible property other than stock in trade					
15 Purchases of property rights (patents, trademarks, etc.)					
16 Platform contribution transaction payments paid					
17 Cost sharing transaction payments paid					
18 Compensation paid for technical, managerial, engineering, construction, or like services					
19 Commissions paid					
20 Rents, royalties, and license fees paid					
21 Dividends paid					
22 Interest paid					
23 Premiums paid for insurance or reinsurance					
24 Add lines 13 through 23.					
25 Amounts borrowed (enter the maximum loan balance during the year) - see instructions	NONE				
26 Amounts loaned (enter the maximum loan balance during the year) - see instructions	NONE				

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

Schedule M (Form 5471) (Rev. 12-2010)

SANKATY CREDIT OPPORTUNITIES
 FORM 5471 SUPPORTING SCHEDULES

20-2170636

=====

SCHEDULE C, LINE 8 - OTHER INCOME

=====

	FUNCTIONAL CURRENCY	U. S. DOLLARS
NET INVESTMENT INCOME FROM PARTNERSHIPS		112,255,619.
TOTAL		112,255,619.

=====

SCHEDULE F - LINE 7 - OTHER INVESTMENTS

=====

	BEGINNING	ENDING
INVESTMENT IN PARTNERSHIP	423,005,886.	401,382,583.
TOTAL	423,005,886.	401,382,583.

=====

SCHEDULE H - LINE 2H - OTHER

=====

	NET ADDITIONS	NET SUBTRACTIONS
BOOK TO TAX ADJUSTMENT		43,927,889.
TOTAL		43,927,889.

=====

INFORMATION FOR CERTAIN U.S. PARTNERS

=====

THE AMOUNT OF EARNINGS AND PROFITS THAT IS FROM NET LONG TERM CAPITAL IS \$3,469,856. IF YOU ARE A US PERSON (OTHER THAN A U.S. TAX EXEMPT ORGANIZATION), PLEASE CONSULT YOUR TAX ADVISOR WITH REGARD TO THE PROPER TREATMENT AND REPORTING OF YOUR SHARE OF ANY NET LONG TERM CAPITAL GAIN ON YOUR US TAX RETURN.

Form **5471**
(Rev. December 2007)

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

OMB No. 1545-0704

Department of the Treasury
Internal Revenue Service

▶ 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**

Attachment
Sequence No. **121**

Name of person filing this return		A Identifying number
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)		B Category of filer (See instructions. Check applicable box(es): 1 (repeated) 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 <input type="checkbox"/> 6 <input type="checkbox"/>
City or town, state, and ZIP code		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period _____ %
Filer's tax year beginning _____, and ending _____		

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 SANKATY CREDIT OPPORTUNITIES (OFFSHORE) III, L.P. WALKERS SPV LIMITED, MARY STREET, PO BOX 908GT GEORGE TOWN, GRAND CAYMAN, CJ				b Employer identification number, if any 98-0522008	
				c Country under whose laws incorporated CJ	
d Date of incorporation 03/08/2007	e Principal place of business CJ	f Principal business activity code number 523900	g Principal business activity OTHER FINANCIAL INVESTMENTS	h Functional currency U. S. DOLLAR	

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 WALKERS SPV LIMITED, MARY STREET, PO BOX 908GT GEORGE TOWN, GRAND CAYMAN, CJ	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 SANKATY ADVISORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	

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
PARTNERSHIP FOR LOCAL PURPOSES;		
NO STOCK INFORMATION		

For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2007)

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.			NONE
2			
3			
4			
5			
6			
7			
8 Total			NONE

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		
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) SEE STATEMENT 1.	656,221,858.	785,322,685.
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)		
13	Total assets	656,221,858.	785,322,685.
Liabilities and Shareholders' Equity			
14	Accounts payable		
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	656,221,858.	785,322,685.
19	Paid-in or capital surplus (attach reconciliation)		
20	Retained earnings		
21	Less cost of treasury stock	()	()
22	Total liabilities and shareholders' equity	656,221,858.	785,322,685.

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? SEE STATEMENT 2	<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	133,025,002.
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), STMT. 1.		30,902,086.
3 Total net additions		
4 Total net subtractions		30,902,086.
5 a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	102,122,916.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c Combine lines 5a and 5b	5c	102,122,916.
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	102,122,916.
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
 Yes No

• Was any income of the foreign corporation blocked?

• Did any such income become unblocked during the tax year (see section 964(b))?

If the answer to either question is "Yes," attach an explanation.

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

Attach to Form 5471. See Instructions for Form 5471.

SCHEDULE J (Form 5471)

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

Name of person filing Form 5471

Identifying number

Name of foreign corporation

SANKATY CREDIT OPPORTUNITIES (OFFSHORE) III, L.P.

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 954(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	-159,524,940.				-159,524,940.
2a Current year E&P	102,122,916.				
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)					
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year	-57,402,024.				
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)	-57,402,024.				
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	-57,402,024.				-57,402,024.

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

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

SCHEDULE M
(Form 5471)
(Rev. December 2007)
Department of the Treasury
Internal Revenue Service

Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

OMB No. 1545-0704

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

Name of person filing Form 5471

Identifying number

Name of foreign corporation

SANKATY CREDIT OPPORTUNITIES (OFFSHORE) III, L.P.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See Instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of tangible property other than stock in trade					
3 Sales of property rights (patents, trademarks, etc.) . . .					
4 Buy-in payments received . . .					
5 Cost sharing payments received					
6 Compensation received for technical, managerial, engineering, construction, or like services . .					
7 Commissions received					
8 Rents, royalties, and license fees received					
9 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).					
10 Interest received.					
11 Premiums received for insurance or reinsurance.					
12 Add lines 1 through 11	NONE	NONE	NONE	NONE	NONE
13 Purchases of stock in trade (inventory)					
14 Purchases of tangible property other than stock in trade.					
15 Purchases of property rights (patents, trademarks, etc.) . . .					
16 Buy-in payments paid					
17 Cost sharing payments paid . .					
18 Compensation paid for technical, managerial, engineering, construction, or like services . .					
19 Commissions paid.					
20 Rents, royalties, and license fees paid					
21 Dividends paid					
22 Interest paid					
23 Premiums paid for insurance or reinsurance					
24 Add lines 13 through 23.	NONE	NONE	NONE	NONE	NONE
25 Amounts borrowed (enter the maximum loan balance during the year) - see Instructions . . .					
26 Amounts loaned (enter the maximum loan balance during the year) - see Instructions . . .					

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

Schedule M (Form 5471) (Rev. 12-2007)

JSA
9X1664 1.000

** PRO FORMA **

FORM 5471 SUPPORTING SCHEDULES

=====

SCHEDULE C, LINE 8 - OTHER INCOME

=====

	FUNCTIONAL CURRENCY	U.S. DOLLARS
INVESTMENT INCOME FROM PARTNERSHIP		72,094,378.
EXPENSES ALLOCATED FROM PARTNERSHIP		-19,158,919.
NET UNREALIZED GAIN FROM PARTNERSHIP		41,409,679.
NET REALIZED GAIN FROM PARTNERSHIP		38,679,864.
TOTAL		133,025,002.

=====

SCHEDULE F - LINE 7 - OTHER INVESTMENTS

=====

	BEGINNING	ENDING
INVESTMENT IN PARTNERSHIP, AT VALUE	656,221,858.	785,322,685.
TOTAL	656,221,858.	785,322,685.

=====

SCHEDULE H - LINE 2H - OTHER

=====

	NET ADDITIONS	NET SUBTRACTIONS
NET UNREALIZED GAIN/(LOSS) ON INVESTMENTS AND OTHER TEMPORARY DIFFERENCES		30,902,086.
TOTAL		30,902,086.

STATEMENT 1

** PRO FORMA **

SANKATY CREDIT OPPORTUNITIES (OFFSHORE) III, L.P.

FORM 5471, PAGE 4 DETAIL

SCH G, LINE 1 - 10% OWNED FOREIGN PARTNERSHIPS

PARTNERSHIP NAME	FEIN	RETURN FILED	TAX MATTER PARTNER	TAX YR BEG	TAX YR END
FARLEY CAYMAN LTD	98-0622743	1065		01/01/2010	12/31/2010
RACE POINT IV CLO LIMITED	98-0511910	1065		01/01/2010	12/31/2010

STATEMENT 2

**** PRO FORMA ****

FORM 5471 SUPPLEMENTAL STATEMENT

Information for certain U.S. Partners

The amount of earnings and profits that is from net long term capital gain is
\$8,494,419.

If you are a US person (other than a US tax-exempt organization), please consult your tax advisor with regard to the proper treatment and reporting of your share of any net long term capital gain on your US income tax return.