

Form **990-T**

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

OMB No. 1545-0687

For calendar year 2013 or other tax year beginning 07/01, 2013, and ending 06/30, 2014.

2013

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 990-T and its instructions is available at www.irs.gov/form990t.**
▶ **Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).**

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

<input type="checkbox"/> Check box if address changed	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.)	D Employer identification number (Employees' trust, see instructions.)
B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	THE J. PAUL GETTY TRUST Number, street, and room or suite no. If a P.O. box, see instructions. 1200 GETTY CENTER DRIVE, SUITE 401 City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90049	95-1790021
C Book value of all assets at end of year 10135664990.	F Group exemption number (See instructions.) ▶	E Unrelated business activity codes (See instructions.) 451211 523000
G Check organization type ▶ <input type="checkbox"/> 501(c) corporation <input checked="" type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust		

H Describe the organization's primary unrelated business activity. ▶ ATTACHMENT 1

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 ▶ WILLIAM G. HUMPHRIES Telephone number ▶ 310-440-6040

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales 1,491,314.			
b	Less returns and allowances			
c	Balance ▶	1c 1,491,314.		
2	Cost of goods sold (Schedule A, line 7)	2 646,163.		
3	Gross profit. Subtract line 2 from line 1c	3 845,151.		845,151.
4a	Capital gain net income (attach Form 8949 and Schedule D)	4a 13,346,965.		13,346,965.
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 5,166,243.	ATCH 2	5,166,243.
6	Rent income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule 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 19,358,359.		19,358,359.

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	174,082.
15	Salaries and wages	15	786,185.
16	Repairs and maintenance	16	11,142.
17	Bad debts	17	707.
18	Interest (attach schedule)	18	
19	Taxes and licenses	19	37,986.
20	Charitable contributions (See instructions for limitation rules.)	20	941.
21	Depreciation (attach Form 4562)	21	71,464.
22	Less depreciation claimed on Schedule A and elsewhere on return	22a	
		22b	71,464.
23	Depletion	23	
24	Contributions to deferred compensation plans	24	
25	Employee benefit programs	25	415,243.
26	Excess exempt expenses (Schedule I)	26	
27	Excess readership costs (Schedule J)	27	
28	Other deductions (attach schedule)	28	17,859,669.
29	Total deductions. Add lines 14 through 28	29	19,357,419.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	940.
31	Net operating loss deduction (limited to the amount on line 30)	31	
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	940.
33	Specific deduction (Generally \$1,000, but see line 33 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	0

Part III Tax Computation

Table with 2 columns: Description and Line Number. Rows include Organizations Taxable as Corporations (35), Trusts Taxable at Trust Rates (36), Proxy tax (37), Alternative minimum tax (38), and Total (39).

Part IV Tax and Payments

Table with 2 columns: Description and Line Number. Rows include Foreign tax credit (40a-40e), Other taxes (42), Total tax (43), Payments (44a-44g), Estimated tax penalty (46), Tax due (47), Overpayment (48), and Refunded (49).

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

Table with 3 columns: Question, Yes, No. Questions 1-3 regarding foreign interest, foreign trusts, and tax-exempt interest.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation AT COST

Table with 2 columns: Description and Amount. Rows include Inventory at beginning/end of year, Purchases, Cost of labor, Additional section 263A costs, and Total.

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

Sign Here: P. Woodworth, Signature of officer, 05/07/15, Date, VP, CFO & CFO, Title. Includes box for IRS discussion consent.

Paid Preparer Use Only: REGINA L. PRINCE, Print/Type preparer's name, Regina L. Prince, Preparer's signature, 05/05/15, Date, KPMG LLP, Firm's name, 550 S. HOPE ST., SUITE 1500, Firm's address, 13-5565207, Firm's EIN, 213-972-4000, Phone no.

** ATCH 4 LOS ANGELES, CA 90071

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

(see instructions)

1. Description of property

Table with 4 rows for property description (1-4)

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income

(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)

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

Table with 5 columns: 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, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions

Totals Total dividends-received deductions included in column 8

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

Table with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income (loss), 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5

Nonexempt Controlled Organizations

Table with 5 columns: 7. Taxable Income, 8. Net unrelated income (loss), 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

Totals

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).		Enter here and on page 1, Part I, line 9, column (B).

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).	Enter here and on page 1, Part I, line 10, col. (B).			Enter here and on page 1, Part II, line 26.

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)) . . . ▶						

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)						
Totals from Part I		Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).			Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5) . . . ▶						

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) ATCH 5			%
(2)			%
(3)			%
(4)			%
Total. Enter here and on page 1, Part II, line 14. ▶			174,082.

ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY.

INCOME FROM LIMITED PARTNERSHIP INVESTMENTS AND BOOKSTORE.

ATTACHMENT 2FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

ACP II LP	113,155.
ASF II LP	-12,717.
AHF III	-6,668.
AEP FD IV LP	-484,797.
A IV AI LP	-669,673.
A V AI LP	-32,508.
AAPC I	-1,292.
BOF LP	47,740.
BF VII LP	-22,406.
BF VIII A LP	-49,655.
BREP E III LP	27,280.
BREP V2 LP	424,188.
BREP VI2 NQ LP	-71,193.
BREP E III NQ LP	204,967.
BREP VI2 LP	102,309.
CEP II LP	-67,144.
CMCI	-24,413.
CPF III LP	-436,591.
CEREP II LP	-406,388.
CP V LP	-4,147.
CRP V	-318,609.
CPIF IV LP	15,418.
CD & R F VIII W A LP	127,276.
CEC	30,906.
CP II LP	82,171.
CP LP	99,298.
CEREP III, LP	33,967.
CF III LP	687,166.
CRP II CB	19,079.
CI VIII	-30,461.
CDH	173.
CP V L LP	-23,311.
CP V R LP	11,914.
CF LP	81,526.
CRP V AIV LP	19,379.
DKIP	-2,092.
DCP VI	-15,509.
EAUCI LP	-289,867.
ETHCI	-279,320.
EU II CI LP	-1,046,106.
EEC FD VIII	-26,267.
EECF IX	-93,253.
ECF IV LP	94,111.
ECF V AIV LP	-20,368.
ECF V LP	122,344.
EMGF	-2,216,446.

ATTACHMENT 2 (CONT'D)

FTREO FD II	3,097.
FMCP II	10,179.
FIF IV CO A	-28.
FIF IV A	-49,140.
FIF V CO A	-39,403.
FIF V A	207,257.
GEI V LP	-6,076.
GEI VI	11,093.
H&F B AIV LP	1,208,545.
HCP III	18.
HCP IV	99,677.
HFCP VI LP VE	-32,165.
HCRP III LP	-471,629.
IVP V	-55,193.
IVP VI	-35,589.
ICF LP	-517.
ICF II LP	-2,417,587.
JPF V LP	-472,872.
KAEF III	870,531.
KAE FD IV QP	1,892,004.
KAEF VI LP	-204,173.
L M&R SPV	-690,458.
LRP IV	502,063.
LRP V LP	-168,955.
LMEP	216,765.
MH FD IV	4,748.
MP III LP	-65,278.
MH AIV LP	-8,886.
MCT LP	-110.
MMVT LP	428.
MUT LP	-13,098.
MCP III LP	-3,728.
MGSO FD II	-869.
NGP VIII LP	1,663,465.
NGP IX	2,064,812.
NA IV	4.
NETP II LP	-286,682.
NMR	-75,614.
NNR X LP	-60,969.
OZRP II A	103,389.
OZRE	2,285,930.
OOF VI AIF LP	5,725.
OOF VI LP	-2,113.
OO VIIB LP	13,518.
PRF I	725,291.
PAC	-19,044.

ATTACHMENT 2 (CONT'D)

TPF LP	63,197.
R II BAH LP	-105.
RCG	806,298.
RCP LP	114,219.
RPP	-897,223.
RRP LP	290,695.
RPF	97,361.
RPF II	-3,622.
SGPE LP	9,661.
SCCG 2010	515.
SCGG FD	-220.
SCCV IV	29.
SCG FD III LP	-58,007.
SCUV 2010 LP	-7.
S AIV I LP	538,853.
SH FD II	-45,120.
SDO IX 1 US	-129,265.
SCP II O	-968.
SPEP II	585.
TCMP IVB LP	2,234.
TCMP V LP	55,374.
T III LP	27,246.
T IV	15,199.
T V	-94,098.
TSG5 A I LP	-133,503.
TSG5 A II LP	87,000.
TSG6 A I LP	3,024.
TSG6 A II LP	-126,839.
TSG6 A III LP	2,273.
TVF X LP	177,870.
TVF IX LP	27,081.
TVF VIII LP	-4,019.
WRE FD VII LP	201,741.
WRE FD VIII	1,272,276.
WSRE FD	378,136.
WDE	23,637.
WCM	63,322.
WP LP	-116.
INCOME (LOSS) FROM PARTNERSHIPS	<u>5,166,243.</u>

ATTACHMENT 3FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

ACCOUNTING FEES	222,762.
OUTSIDE SERVICES	218,964.
BANK CHARGES	29,480.
OPERATING SUPPLIES	37,394.
OCCUPANCY	12,071.
FURNITURE AND EQUIPMENT	1,879.
POSTAGE AND FREIGHT	32,372.
PRINTING AND PUBLICATIONS	224.
TRAVEL	11,164.
TRAINING	72.
DUES AND SUBSCRIPTIONS	473.
INVESTMENT MANAGEMENT FEES	26,144.
DATA PROCESSING	1,081.
RENTAL	1,900.
PROMOTIONAL AND ADVERTISING	130.
OTHER LIMITED PARTNERSHIP DEDUCTIONS FROM K-1S	17,263,559.
 PART II - LINE 28 - OTHER DEDUCTIONS	 <u>17,859,669.</u>

ATTACHMENT 4

FORM 990T - SCHEDULE A - LINE 4B - OTHER COSTS

SALES ADJUSTMENTS	-7.
TOTAL OTHER COSTS	<u>-7.</u>

ATTACHMENT 5SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
STEVE ALGERT 1200 GETTY CENTER DRIVE, SUITE 401 LOS ANGELES, CA 90049	MNG. DIR & ASS'T TREAS.	2.239400	15,500.
WILLIAM G HUMPHRIES 1200 GETTY CENTER DRIVE, SUITE 401 LOS ANGELES, CA 90049	CONTROLLER	4.158100	10,893.
BENJAMIN LIOU 1200 GETTY CENTER DRIVE, SUITE 401 LOS ANGELES, CA 90049	MNG DIR EQ & BONDS, ASST TREAS	18.094400	105,101.
JAMES M WILLIAMS 1200 GETTY CENTER DRIVE, SUITE 401 LOS ANGELES, CA 90049	VP, TREASURER & CIO	2.466950	42,588.
TOTAL COMPENSATION			<u>174,082.</u>

ATTACHMENT 6

FORM 990-T, PART V, LINE 1, NAME OF THE FOREIGN COUNTRY

- BRAZIL
- COLOMBIA
- INDIA
- INDONESIA
- ISRAEL
- MALAYSIA
- SOUTH KOREA
- TAIWAN
- THAILAND

ATTACHMENT 7FORM 990-T, PART II, LINE 20 CHARITABLE CONTRIBUTIONS

<u>YEAR</u> <u>ENDING</u>	<u>TOTAL</u> <u>CONTRIBUTIONS</u>	<u>CONTRIBUTIONS</u> <u>PREVIOUSLY</u> <u>UTILIZED</u>	<u>CONTRIBUTIONS</u> <u>UTILIZED IN</u> <u>CURRENT YEAR</u>	<u>CONTRIBUTIONS</u> <u>CARRYOVER</u>
6/30/2010	78,146	(78,146)	-	-
6/30/2011	154,392	(154,392)	-	-
6/30/2012	217,203	(217,203)	-	-
6/30/2013	4,353,000	(1,318,268)	-	3,034,732
6/30/2014	6,031,000	-	(941)	9,064,791
TOTAL CONTRIBUTION CARRYOVER TO 6/30/2015				<u>9,064,791</u>

ATTACHMENT 8

FORM 990-T, PAGE 1, PART II, NOL

YEAR ENDING	AMOUNT GENERATED	AMOUNT AVAILABLE	AMOUNT UTILIZED	Tax YEAR UTILIZED	CARRYOVER
6/30/2002	858,071	-	534,561	2005	-
			323,510	2006	-
6/30/2003	800,151	-	800,151	2006	-
6/30/2004	2,825,464	-	2,825,464	2006	-
6/30/2005	4,121,778	1,634,853	627,823	2006	
			540,834	2011	
			1,318,268	2012	1,634,853
6/30/2006	-	-			1,634,853
6/30/2007	-	-			1,634,853
6/30/2008	5,955,207	5,955,207			7,590,060
6/30/2009	20,176,232	20,176,232			27,766,292
6/30/2010	12,117,799	12,117,799			39,884,091
6/30/2011	8,894,181	8,894,181			48,778,272
6/30/2012	-	-			48,778,272
6/30/2013	-	-			48,778,272
6/30/2014	-	-			48,778,272
NET OPERATING LOSS CARRYOVER TO 6/30/2015					48,778,272

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No. 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

THE J. PAUL GETTY TRUST

Employer identification number

95-1790021

Note: Form 5227 filers need to complete **only** Parts I and II.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 -224,416.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss) . Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 -224,416.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12 3,443,534.
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14 10,161,819.
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet ATTACHMENT 1				15 (33,972.)
16 Net long-term capital gain or (loss) . Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 13,571,381.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17	-224,416.	-224,416.
18	Net long-term gain or (loss):			
a	Total for year	18a	13,571,381.	13,571,381.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	18b	813,513.	813,513.
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19	13,346,965.	13,346,965.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	20 ()
a	The loss on line 19, column (3) or b \$3,000	

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-. ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26.	32		
33	Enter the smaller of line 21 or \$11,950.	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36	Enter the smaller of line 32 or line 35.	36		
37	Multiply line 36 by 15%. ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45		

ATTACHMENT 1FORM 990-T, SCHEDULE D, SHORT-TERM CAPITAL LOSS CARRYFORWARD SCHEDULE

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2009	417,315	3,000	2008	414,315
6/30/2010	-	111,630	2009	302,685
6/30/2011	-	277,745	2010	24,940
6/30/2012	-	17,561	2011	7,379
6/30/2013	-	7,379	2012	-
6/30/2014	-	-	-	-
SHORT-TERM CAPITAL LOSS CARRYOVER TO 6/30/2015				-

FORM 990-T, SCHEDULE D, LONG-TERM CAPITAL LOSS CARRYFORWARD SCHEDULE

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2013	446,438	412,466	2012	33,972
6/30/2014	-	33,972	2013	-
LONG-TERM CAPITAL LOSS CARRYOVER TO 6/30/2015				-

Sales and Other Dispositions of Capital Assets

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

Department of the Treasury
Internal Revenue Service

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No. **12A**

Name(s) shown on return

Social security number or taxpayer identification number

THE J. PAUL GETTY TRUST

95-1790021

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)	
						(f) Code(s) from instructions	(g) Amount of adjustment		
	A V AI LP (SCH K-1)							5,505	
	CRP V (SCH K-1)							-81,237	
	CPIF IV LP (SCH K-1)							46,561	
	CI VIII (SCH K-1)							-96	
	CRP V AIV LP (SCH K-1)							474	
	FTREO FD II (SCH K-1)							1,051	
	GEI VI (SCH K-1)							763	
	HCP IV (SCH K-1)							-257,127	
	HFCP VI LP VE (SCH K-1)							132	
	OZRP II A (SCH K-1)							6,423	
	RCG (SCH K-1)							33	
	SGPE LP (SCH K-1)							1,857	
	SDO IX 1 US (SCH K-1)							37,361	
	SPEP II (SCH K-1)							76	
	TCMP V LP (SCH K-1)							593	
	TVF X LP (SCH K-1)							12,573	
	TVF IX LP (SCH K-1)							642	
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)▶								-224,416

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)

Social security number or taxpayer identification number

THE J. PAUL GETTY TRUST

95-1790021

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	A V AI LP (SCH K-1)							23,230
	CEP II LP (SCH K-1)							656,539
	CRP V (SCH K-1)							11,892
	CP LP (SCH K-1)							20,817
	CI VIII (SCH K-1)							7,050
	CRP V AIV LP (SCH K-1)							10,870
	FTREO FD II (SCH K-1)							45,191
	GEI V LP (SCH K-1)							-31,578
	HFCP VI LP VE (SCH K-1)							615
	HCRP III LP (SCH K-1)							-230,366
	JPF V LP (SCH K-1)							553
	NGP VIII LP (SCH K-1)							608,729
	NGP IX (SCH K-1)							1,755,424
	OZRP II A (SCH K-1)							306,612
	OO VIIB LP (SCH K-1)							86,240
	RCG (SCH K-1)							583,958
	SH FD II (SCH K-1)							-7,156
	SDO IX 1 US (SCH K-1)							11,321
	SPEP II (SCH K-1)							4,464
	TCMP V LP (SCH K-1)							21,007
	TVF X LP (SCH K-1)							21,197
	TVF IX LP (SCH K-1)							12,893
	WRE FD VII LP (SCH K-1)							-472,297
	WRE FD VIII (SCH K-1)							-3,671
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								3,443,534

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.

▶ Information about Form 4797 and its separate instructions is at www.irs.gov/form4797.

Attachment
Sequence No. **27**

Name(s) shown on return

THE J. PAUL GETTY TRUST

Identifying number

95-1790021

1 Enter the gross proceeds from sales or exchanges reported to you for 2013 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)

1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	ATTACHMENT 1						9,348,306.

3 Gain, if any, from Form 4684, line 39

3

4 Section 1231 gain from installment sales from Form 6252, line 26 or 37

4

5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824

5

6 Gain, if any, from line 32, from other than casualty or theft

6

813,513.

7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:

7

10,161,819.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.
Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions)

8

9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)

9

10,161,819.

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11 Loss, if any, from line 7

11

()

12 Gain, if any, from line 7 or amount from line 8, if applicable

12

13 Gain, if any, from line 31

13

14 Net gain or (loss) from Form 4684, lines 31 and 38a

14

15 Ordinary gain from installment sales from Form 6252, line 25 or 36

15

16 Ordinary gain or (loss) from like-kind exchanges from Form 8824

16

17 Combine lines 10 through 16

17

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:

a If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions

18a

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14

18b

For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2013)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

Table with 3 columns: (a) Description of section 1245, 1250, 1252, 1254, or 1255 property; (b) Date acquired (mo., day, yr.); (c) Date sold (mo., day, yr.).

Main table with 5 columns: Property A, Property B, Property C, Property D. Rows include lines 20-29b for various depreciation and gain calculations.

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

Summary table with 3 columns: Description, Line number, and Amount. Rows 30-32 show total gains and adjustments.

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

Table with 3 columns: Description, (a) Section 179, and (b) Section 280F(b)(2). Rows 33-35 show recapture amounts.

THE J. PAUL GETTY TRUST
 Supplement to Form 4797 Part I Detail

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
SECTION 1231 GAINS	VARIOUS	VARIOUS				9,348,306
Totals						9,348,306.

Depreciation and Amortization (Including Information on Listed Property)

Department of the Treasury Internal Revenue Service (99)

See separate instructions.

Attach to your tax return.

Attachment Sequence No. 179

Name(s) shown on return

Identifying number

THE J. PAUL GETTY TRUST

95-1790021

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

Table with 5 main rows for general depreciation calculations and a table for listed property with columns (a) Description, (b) Cost, and (c) Elected cost.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

Table with 3 rows for special depreciation allowance and other depreciation.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

Table with 2 rows for MACRS deductions for assets placed in service in tax years beginning before 2013.

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

Table with 7 columns: (a) Classification, (b) Month and year placed in service, (c) Basis, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction.

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

Table with 7 columns: (a) Classification, (b) Month and year placed in service, (c) Basis, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction.

Part IV Summary (See instructions.)

Table with 3 rows for summary calculations, including total depreciation and basis attributable to section 263A costs.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No
(a) Type of property (list vehicles first) (b) Date placed in service (c) Business/investment use percentage (d) Cost or other basis (e) Basis for depreciation (business/investment use only) (f) Recovery period (g) Method/Convention (h) Depreciation deduction (i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25
26 Property used more than 50% in a qualified business use: % % %
27 Property used 50% or less in a qualified business use: % % % S/L - S/L - S/L -
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1, 28
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1, 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)
31 Total commuting miles driven during the year
32 Total other personal (noncommuting) miles driven
33 Total miles driven during the year. Add lines 30 through 32
34 Was the vehicle available for personal use during off-duty hours? Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? Yes No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners
39 Do you treat all use of vehicles by employees as personal use?
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions):
43 Amortization of costs that began before your 2013 tax year 43
44 Total. Add amounts in column (f). See the instructions for where to report. 44

**SCHEDULE I
(Form 1041)**

Alternative Minimum Tax - Estates and Trusts

OMB No. 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041.

▶ Information about Schedule I (Form 1041) and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

THE J. PAUL GETTY TRUST

Employer identification number

95-1790021

Part I Estate's or Trust's Share of Alternative Minimum Taxable Income

1	Adjusted total income or (loss) (from Form 1041, line 17)	1	941.00
2	Interest	2	0.00
3	Taxes	3	37,986.00
4	Miscellaneous itemized deductions (from Form 1041, line 15c)	4	0.00
5	Refund of taxes	5	(0.00)
6	Depletion (difference between regular tax and AMT)	6	0.00
7	Net operating loss deduction. Enter as a positive amount	7	0.00
8	Interest from specified private activity bonds exempt from the regular tax	8	0.00
9	Qualified small business stock (see instructions)	9	0.00
10	Exercise of incentive stock options (excess of AMT income over regular tax income)	10	0.00
11	Other estates and trusts (amount from Schedule K-1 (Form 1041), box 12, code A)	11	0.00
12	Electing large partnerships (amount from Schedule K-1 (Form 1065-B), box 6)	12	0.00
13	Disposition of property (difference between AMT and regular tax gain or loss)	13	-36,887.00
14	Depreciation on assets placed in service after 1986 (difference between regular tax and AMT)	14	73,259.00
15	Passive activities (difference between AMT and regular tax income or loss)	15	0.00
16	Loss limitations (difference between AMT and regular tax income or loss)	16	0.00
17	Circulation costs (difference between regular tax and AMT)	17	0.00
18	Long-term contracts (difference between AMT and regular tax income)	18	0.00
19	Mining costs (difference between regular tax and AMT)	19	0.00
20	Research and experimental costs (difference between regular tax and AMT)	20	0.00
21	Income from certain installment sales before January 1, 1987	21	(0.00)
22	Intangible drilling costs preference	22	0.00
23	Other adjustments, including income-based related adjustments	23	135.00
24	Alternative tax net operating loss deduction (See the instructions for the limitation that applies.) ^{ATH 1}	24	(67,889.00)
25	Adjusted alternative minimum taxable income. Combine lines 1 through 24	25	7,545.00
26	Income distribution deduction from Part II, line 44	26	
27	Estate tax deduction (from Form 1041, line 19)	27	
28	Add lines 26 and 27	28	
29	Estate's or trust's share of alternative minimum taxable income. Subtract line 28 from line 25.	29	7,545.00

Note: Complete Part II below before going to line 26.

- If line 29 is:
- \$23,100 or less, stop here and enter -0- on Form 1041, Schedule G, line 1c. The estate or trust is not liable for the alternative minimum tax.
 - Over \$23,100, but less than \$169,350, go to line 45.
 - \$169,350 or more, enter the amount from line 29 on line 51 and go to line 52.

Part II Income Distribution Deduction on a Minimum Tax Basis

30	Adjusted alternative minimum taxable income (see instructions)	30	
31	Adjusted tax-exempt interest (other than amounts included on line 8)	31	
32	Total net gain from Schedule D (Form 1041), line 19, column (1). If a loss, enter -0-	32	
33	Capital gains for the tax year allocated to corpus and paid or permanently set aside for charitable purposes (from Form 1041, Schedule A, line 4)	33	
34	Capital gains paid or permanently set aside for charitable purposes from gross income (see instructions)	34	
35	Capital gains computed on a minimum tax basis included on line 25	35	()
36	Capital losses computed on a minimum tax basis included on line 25. Enter as a positive amount	36	
37	Distributable net alternative minimum taxable income (DNAMTI). Combine lines 30 through 36. If zero or less, enter -0-	37	
38	Income required to be distributed currently (from Form 1041, Schedule B, line 9)	38	
39	Other amounts paid, credited, or otherwise required to be distributed (from Form 1041, Schedule B, line 10)	39	
40	Total distributions. Add lines 38 and 39	40	
41	Tax-exempt income included on line 40 (other than amounts included on line 8)	41	
42	Tentative income distribution deduction on a minimum tax basis. Subtract line 41 from line 40	42	

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule I (Form 1041) (2013)

Part II Income Distribution Deduction on a Minimum Tax Basis *(continued)*

43	Tentative income distribution deduction on a minimum tax basis. Subtract line 31 from line 37. If zero or less, enter -0-	43	
44	Income distribution deduction on a minimum tax basis. Enter the smaller of line 42 or line 43. Enter here and on line 26	44	

Part III Alternative Minimum Tax

45	Exemption amount	45	\$23,100.00
46	Enter the amount from line 29	46	7,545.00
47	Phase-out of exemption amount	47	\$76,950.00
48	Subtract line 47 from line 46. If zero or less, enter -0-	48	0.00
49	Multiply line 48 by 25% (.25)	49	0.00
50	Subtract line 49 from line 45. If zero or less, enter -0-	50	23,100.00
51	Subtract line 50 from line 46	51	0.00
52	Go to Part IV of Schedule I to figure line 52 if the estate or trust has qualified dividends or has a gain on lines 18a and 19 of column (2) of Schedule D (Form 1041) (as refigured for the AMT, if necessary). Otherwise, if line 51 is - <ul style="list-style-type: none"> \$179,500 or less, multiply line 51 by 26% (.26). Over \$179,500, multiply line 51 by 28% (.28) and subtract \$3,590 from the result 	52	0.00
53	Alternative minimum foreign tax credit (see instructions)	53	
54	Tentative minimum tax. Subtract line 53 from line 52	54	0.00
55	Enter the tax from Form 1041, Schedule G, line 1a (minus any foreign tax credit from Schedule G, line 2a)	55	0.00
56	Alternative minimum tax. Subtract line 55 from line 54. If zero or less, enter -0-. Enter here and on Form 1041, Schedule G, line 1c	56	0.00

Part IV Line 52 Computation Using Maximum Capital Gains Rates

Caution: If you did not complete Part V of Schedule D (Form 1041), the Schedule D Tax Worksheet, or the Qualified Dividends Tax Worksheet in the Instructions for Form 1041, see the instructions before completing this part.

57	Enter the amount from line 51	57	
58	Enter the amount from Schedule D (Form 1041), line 26, line 13 of the Schedule D Tax Worksheet, or line 4 of the Qualified Dividends Tax Worksheet in the instructions for Form 1041, whichever applies (as refigured for the AMT, if necessary)	58	
59	Enter the amount from Schedule D (Form 1041), line 18b, column (2) (as refigured for the AMT, if necessary). If you did not complete Schedule D for the regular tax or the AMT, enter -0-	59	
60	If you did not complete a Schedule D Tax Worksheet for the regular tax or the AMT, enter the amount from line 58. Otherwise, add lines 58 and 59 and enter the smaller of that result or the amount from line 10 of the Schedule D Tax Worksheet (as refigured for the AMT, if necessary)	60	
61	Enter the smaller of line 57 or line 60	61	
62	Subtract line 61 from line 57	62	
63	If line 62 is \$179,500 or less, multiply line 62 by 26% (.26). Otherwise, multiply line 62 by 28% (.28) and subtract \$3,590 from the result	63	
64	Maximum amount subject to the 0% rate	64	\$2,450.00
65	Enter the amount from line 27 of Schedule D (Form 1041), line 14 of the Schedule D Tax Worksheet, or line 5 of the Qualified Dividends Tax Worksheet in the Instructions for Form 1041, whichever applies (as figured for the regular tax). If you did not complete Schedule D or either worksheet for the regular tax, enter the amount from Form 1041, line 22; but do not enter less than -0-	65	
66	Subtract line 65 from line 64. If zero or less, enter -0-	66	
67	Enter the smaller of line 57 or line 58	67	
68	Enter the smaller of line 66 or line 67. This amount is taxed at 0%	68	
69	Subtract line 68 from line 67	69	

Part IV Line 52 Computation Using Maximum Capital Gains Rates *(continued)*

70	Enter the amount from the Line 70 Worksheet in the instructions	70		
71	Enter the smaller of line 69 or 70	71		
72	Multiply line 71 by 15% (.15).			72
73	Add lines 68 and 71	73		
If lines 73 and 57 are the same, skip lines 74 through 78 and go to line 79. Otherwise, go to line 74.				
74	Subtract line 73 from line 67.	74		
75	Multiply line 74 by 20% (.20).			75
If line 59 is zero or blank, skip lines 76 through 78 and go to line 79. Otherwise, go to line 76.				
76	Add lines 62, 73, and 74	76		
77	Subtract line 76 from line 57.	77		
78	Multiply line 77 by 25% (.25).			78
79	Add lines 63, 72, 75, and 78.			79
80	If line 57 is \$179,500 or less, multiply line 57 by 26% (.26). Otherwise, multiply line 57 by 28% (.28) and subtract \$3,590 from the result			80
81	Enter the smaller of line 79 or line 80 here and on line 52.			81

ATTACHMENT 1FORM 1041, SCHEDULE I, AMT NOL

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT AVAILABLE</u>	<u>AMOUNT UTILIZED</u>	<u>TAX YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2002	696,046	-	696,046	2005	-
6/30/2003	767,106	-	300	2005	-
		-	766,806	2006	-
6/30/2004	2,813,038	-	2,813,038	2006	-
6/30/2005	4,048,752	-	1,662,421	2006	-
			2,362,976	2007	-
			23,355	2011	-
6/30/2006	-	-			-
6/30/2007	-	-			-
6/30/2008	5,314,542	3,491,905	598,281	2011	
			1,224,356	2012	
			67,889	2013	3,424,016
6/30/2009	20,246,285	20,246,285	-		23,670,301
6/30/2010	11,832,215	11,832,215	-		35,502,516
6/30/2011	8,919,142	8,919,142	-		44,421,658
6/30/2012	-	-	-		44,421,658
6/30/2013	-	-	-		44,421,658
6/30/2014	-	-	-		44,421,658
NET OPERATING LOSS CARRYOVER TO 6/30/2014					44,421,658

Foreign Tax Credit
(Individual, Estate, or Trust)

Department of the Treasury
Internal Revenue Service (99)

▶ Attach to Form 1040, 1040NR, 1041, or 990-T.

▶ Information about Form 1116 and its separate instructions is at www.irs.gov/form1116.

Name **THE J. PAUL GETTY TRUST** Identifying number as shown on page 1 of your tax return **95-1790021**

Use a separate Form 1116 for each category of income listed below. See **Categories of Income** in the instructions. Check only one box on each Form 1116. Report all amounts in U.S. dollars except where specified in Part II below.

- a Passive category income
- b General category income
- c Section 901(j) income
- d Certain income re-sourced by treaty
- e Lump-sum distributions

f Resident of (name of country) ▶

Note: If you paid taxes to only one foreign country or U.S. possession, use column A in Part I and line A in Part II. If you paid taxes to more than one foreign country or U.S. possession, use a separate column and line for each country or possession.

Part I Taxable Income or Loss From Sources Outside the United States (for Category Checked Above)

g Enter the name of the foreign country or U.S. possession ▶	Foreign Country or U.S. Possession			Total (Add cols. A, B, and C.)
	A	B	C	
1a Gross income from sources within country shown above and of the type checked above (see instructions):	VARIOUS			
ATTACHMENT 1	42,344,215.00			1a 42,344,215.00
b Check if line 1a is compensation for personal services as an employee, your total compensation from all sources is \$250,000 or more, and you used an alternative basis to determine its source (see instructions). ▶ <input type="checkbox"/>				
Deductions and losses (Caution: See instructions):				
2 Expenses definitely related to the income on line 1a (attach statement) ATTACHMENT 1	18,119,431.00			
3 Pro rata share of other deductions not definitely related:				
a Certain itemized deductions or standard deduction (see instructions)				
b Other deductions (attach statement)				
c Add lines 3a and 3b				
d Gross foreign source income (see instructions)				
e Gross income from all sources (see instructions)				
f Divide line 3d by line 3e (see instructions)				
g Multiply line 3c by line 3f				
4 Pro rata share of interest expense (see instructions):				
a Home mortgage interest (use the Worksheet for Home Mortgage Interest in the instructions)				
b Other interest expense				
5 Losses from foreign sources				
6 Add lines 2, 3g, 4a, 4b, and 5	18,119,431.00			6 18,119,431.00
7 Subtract line 6 from line 1a. Enter the result here and on line 15, page 2. ▶				7 24,224,784.00

Part II Foreign Taxes Paid or Accrued (see instructions)

Country	Credit is claimed for taxes (you must check one)										Foreign taxes paid or accrued				
	(h) <input checked="" type="checkbox"/> Paid	In foreign currency					In U.S. dollars					ATTACHMENT 1			
		(i) <input type="checkbox"/> Accrued	Taxes withheld at source on:			(n) Other foreign taxes paid or accrued	Taxes withheld at source on:			(r) Other foreign taxes paid or accrued	(s) Total foreign taxes paid or accrued (add cols. (o) through (r))				
(j) Date paid or accrued	(k) Dividends	(l) Rents and royalties	(m) Interest	(o) Dividends	(p) Rents and royalties		(q) Interest								
A	VARIOUS											2,149,675.00	2,149,675.00		
B															
C															
8 Add lines A through C, column (s). Enter the total here and on line 9, page 2 ▶												8	2,149,675.00		

For Paperwork Reduction Act Notice, see instructions.

Part III Figuring the Credit

9	Enter the amount from line 8. These are your total foreign taxes paid or accrued for the category of income checked above Part I.	9	2,149,675.00	
10	Carryback or carryover (attach detailed computation) <u>ATTACHMENT 2</u>	10	3,205,462.00	
11	Add lines 9 and 10.	11	5,355,137.00	
12	Reduction in foreign taxes (see instructions)	12	(0.00)	
13	Taxes reclassified under high tax kickout (see instructions)	13	0.00	
14	Combine lines 11, 12, and 13. This is the total amount of foreign taxes available for credit	14	5,355,137.00	
15	Enter the amount from line 7. This is your taxable income or (loss) from sources outside the United States (before adjustments) for the category of income checked above Part I (see instructions)	15	24,224,784.00	
16	Adjustments to line 15 (see instructions)	16	0.00	
17	Combine the amounts on lines 15 and 16. This is your net foreign source taxable income. (If the result is zero or less, you have no foreign tax credit for the category of income you checked above Part I. Skip lines 18 through 22. However, if you are filing more than one Form 1116, you must complete line 20.)	17	24,224,784.00	
18	Individuals: Enter the amount from Form 1040, line 41, or Form 1040NR, line 39. Estates and trusts: Enter your taxable income without the deduction for your exemption	18	0.00	
	Caution: If you figured your tax using the lower rates on qualified dividends or capital gains, see instructions.			
19	Divide line 17 by line 18. If line 17 is more than line 18, enter "1"	19	1.0000	
20	Individuals: Enter the amount from Form 1040, line 44. If you are a nonresident alien, enter the amount from Form 1040NR, line 42. Estates and trusts: Enter the amount from Form 1041, Schedule G, line 1a, or the total of Form 990-T, lines 36 and 37	20	0.00	
	Caution: If you are completing line 20 for separate category e (lump-sum distributions), see instructions.			
21	Multiply line 20 by line 19 (maximum amount of credit).	21	0.00	
22	Enter the smaller of line 14 or line 21. If this is the only Form 1116 you are filing, skip lines 23 through 27 and enter this amount on line 28. Otherwise, complete the appropriate line in Part IV (see instructions). ▶	22	0.00	

Part IV Summary of Credits From Separate Parts III (see instructions)

23	Credit for taxes on passive category income	23	0.00	
24	Credit for taxes on general category income	24	0.00	
25	Credit for taxes on certain income re-sourced by treaty	25		
26	Credit for taxes on lump-sum distributions	26		
27	Add lines 23 through 26.	27	0.00	
28	Enter the smaller of line 20 or line 27	28	0.00	
29	Reduction of credit for international boycott operations. See instructions for line 12	29	0.00	
30	Subtract line 29 from line 28. This is your foreign tax credit . Enter here and on Form 1040, line 47; Form 1040NR, line 45; Form 1041, Schedule G, line 2a; or Form 990-T, line 40a. ▶	30	0.00	

Foreign Tax Credit
(Individual, Estate, or Trust)

Department of the Treasury
Internal Revenue Service (99)

▶ Attach to Form 1040, 1040NR, 1041, or 990-T.

▶ Information about Form 1116 and its separate instructions is at www.irs.gov/form1116.

Name **THE J. PAUL GETTY TRUST.** Identifying number as shown on page 1 of your tax return **95-1790021**

Use a separate Form 1116 for each category of income listed below. See **Categories of Income** in the instructions. Check only one box on each Form 1116. Report all amounts in U.S. dollars except where specified in Part II below.

- a Passive category income
- b General category income
- c Section 901(j) income
- d Certain income re-sourced by treaty
- e Lump-sum distributions

f Resident of (name of country) ▶

Note: If you paid taxes to only one foreign country or U.S. possession, use column A in Part I and line A in Part II. If you paid taxes to more than one foreign country or U.S. possession, use a separate column and line for each country or possession.

Part I Taxable Income or Loss From Sources Outside the United States (for Category Checked Above)

g Enter the name of the foreign country or U.S. possession ▶	Foreign Country or U.S. Possession			Total (Add cols. A, B, and C.)
	A	B	C	
1a Gross income from sources within country shown above and of the type checked above (see instructions): ATTACHMENT 1	8,282,495.00			1a 8,282,495.00
b Check if line 1a is compensation for personal services as an employee, your total compensation from all sources is \$250,000 or more, and you used an alternative basis to determine its source (see instructions). ▶ <input type="checkbox"/>				
Deductions and losses (Caution: See instructions):				
2 Expenses definitely related to the income on line 1a (attach statement) ATTACHMENT 1	1,976,572.00			
3 Pro rata share of other deductions not definitely related:				
a Certain itemized deductions or standard deduction (see instructions)				
b Other deductions (attach statement)				
c Add lines 3a and 3b				
d Gross foreign source income (see instructions)				
e Gross income from all sources (see instructions)				
f Divide line 3d by line 3e (see instructions)				
g Multiply line 3c by line 3f				
4 Pro rata share of interest expense (see instructions):				
a Home mortgage interest (use the Worksheet for Home Mortgage Interest in the instructions)				
b Other interest expense				
5 Losses from foreign sources				
6 Add lines 2, 3g, 4a, 4b, and 5	1,976,572.00			6 1,976,572.00
7 Subtract line 6 from line 1a. Enter the result here and on line 15, page 2. ▶				7 6,305,923.00

Part II Foreign Taxes Paid or Accrued (see instructions)

Country	Foreign taxes paid or accrued									
	Credit is claimed for taxes (you must check one)									
	In foreign currency					In U.S. dollars ATTACHMENT 1				
(h) <input checked="" type="checkbox"/> Paid	Taxes withheld at source on:					Taxes withheld at source on:			(r) Other foreign taxes paid or accrued	(s) Total foreign taxes paid or accrued (add cols. (o) through (r))
(i) <input type="checkbox"/> Accrued	(k) Dividends	(l) Rents and royalties	(m) Interest	(n) Other foreign taxes paid or accrued	(o) Dividends	(p) Rents and royalties	(q) Interest			
(j) Date paid or accrued										
A	VARIOUS								86,406.00	86,406.00
B										
C										
8	Add lines A through C, column (s). Enter the total here and on line 9, page 2 ▶									8 86,406.00

For Paperwork Reduction Act Notice, see instructions.

Part III Figuring the Credit

9	Enter the amount from line 8. These are your total foreign taxes paid or accrued for the category of income checked above Part I.	9	86,406.00	
10	Carryback or carryover (attach detailed computation) ATTACHMENT 3	10	391,136.00	
11	Add lines 9 and 10.	11	477,542.00	
12	Reduction in foreign taxes (see instructions)	12	(0.00)	
13	Taxes reclassified under high tax kickout (see instructions)	13	0.00	
14	Combine lines 11, 12, and 13. This is the total amount of foreign taxes available for credit	14	477,542.00	
15	Enter the amount from line 7. This is your taxable income or (loss) from sources outside the United States (before adjustments) for the category of income checked above Part I (see instructions)	15	6,305,923.00	
16	Adjustments to line 15 (see instructions)	16	0.00	
17	Combine the amounts on lines 15 and 16. This is your net foreign source taxable income. (If the result is zero or less, you have no foreign tax credit for the category of income you checked above Part I. Skip lines 18 through 22. However, if you are filing more than one Form 1116, you must complete line 20.)	17	6,305,923.00	
18	Individuals: Enter the amount from Form 1040, line 41, or Form 1040NR, line 39. Estates and trusts: Enter your taxable income without the deduction for your exemption	18	0.00	
	Caution: If you figured your tax using the lower rates on qualified dividends or capital gains, see instructions.			
19	Divide line 17 by line 18. If line 17 is more than line 18, enter "1"	19	1.0000	
20	Individuals: Enter the amount from Form 1040, line 44. If you are a nonresident alien, enter the amount from Form 1040NR, line 42. Estates and trusts: Enter the amount from Form 1041, Schedule G, line 1a, or the total of Form 990-T, lines 36 and 37	20	0.00	
	Caution: If you are completing line 20 for separate category e (lump-sum distributions), see instructions.			
21	Multiply line 20 by line 19 (maximum amount of credit).	21	0.00	
22	Enter the smaller of line 14 or line 21. If this is the only Form 1116 you are filing, skip lines 23 through 27 and enter this amount on line 28. Otherwise, complete the appropriate line in Part IV (see instructions). ▶	22	0.00	

Part IV Summary of Credits From Separate Parts III (see instructions)

23	Credit for taxes on passive category income	23	0.00	
24	Credit for taxes on general category income	24		
25	Credit for taxes on certain income re-sourced by treaty	25		
26	Credit for taxes on lump-sum distributions	26		
27	Add lines 23 through 26.	27		
28	Enter the smaller of line 20 or line 27	28		
29	Reduction of credit for international boycott operations. See instructions for line 12	29	0.00	
30	Subtract line 29 from line 28. This is your foreign tax credit . Enter here and on Form 1040, line 47; Form 1040NR, line 45; Form 1041, Schedule G, line 2a; or Form 990-T, line 40a. ▶	30		

Form **1116**

Foreign Tax Credit
(Individual, Estate, or Trust)

OMB No. 1545-0121

2013
Attachment
Sequence No. **19**

Department of the Treasury
Internal Revenue Service (99)

▶ Attach to Form 1040, 1040NR, 1041, or 990-T.

▶ Information about Form 1116 and its separate instructions is at www.irs.gov/form1116.

Name **THE J. PAUL GETTY TRUST.** Identifying number as shown on page 1 of your tax return **95-1790021**

Use a separate Form 1116 for each category of income listed below. See **Categories of Income** in the instructions. Check only one box on each Form 1116. Report all amounts in U.S. dollars except where specified in Part II below.

- a Passive category income
- b General category income
- c Section 901(j) income
- d Certain income re-sourced by treaty
- e Lump-sum distributions

f Resident of (name of country) ▶

Note: If you paid taxes to only one foreign country or U.S. possession, use column A in Part I and line A in Part II. If you paid taxes to more than one foreign country or U.S. possession, use a separate column and line for each country or possession.

Part I Taxable Income or Loss From Sources Outside the United States (for Category Checked Above)

g Enter the name of the foreign country or U.S. possession ▶	Foreign Country or U.S. Possession			Total (Add cols. A, B, and C.)
	A	B	C	
1a Gross income from sources within country shown above and of the type checked above (see instructions): ----- ATTACHMENT 1	42,344,215.00			1a 42,344,215.00
b Check if line 1a is compensation for personal services as an employee, your total compensation from all sources is \$250,000 or more, and you used an alternative basis to determine its source (see instructions). ▶ <input type="checkbox"/>				
Deductions and losses (Caution: See instructions):				
2 Expenses definitely related to the income on line 1a (attach statement) ATTACHMENT 1	18,119,431.00			
3 Pro rata share of other deductions not definitely related:				
a Certain itemized deductions or standard deduction (see instructions)				
b Other deductions (attach statement)				
c Add lines 3a and 3b				
d Gross foreign source income (see instructions)				
e Gross income from all sources (see instructions)				
f Divide line 3d by line 3e (see instructions)				
g Multiply line 3c by line 3f				
4 Pro rata share of interest expense (see instructions):				
a Home mortgage interest (use the Worksheet for Home Mortgage Interest in the instructions)				
b Other interest expense				
5 Losses from foreign sources				
6 Add lines 2, 3g, 4a, 4b, and 5	18,119,431.00			6 18,119,431.00
7 Subtract line 6 from line 1a. Enter the result here and on line 15, page 2. ▶				7 24,224,784.00

Part II Foreign Taxes Paid or Accrued (see instructions)

Country	Foreign taxes paid or accrued									
	Credit is claimed for taxes (you must check one)									
	(h) <input checked="" type="checkbox"/> Paid	In foreign currency				In U.S. dollars			ATTACHMENT 1	
(i) <input type="checkbox"/> Accrued	Taxes withheld at source on:			(n) Other foreign taxes paid or accrued	Taxes withheld at source on:			(r) Other foreign taxes paid or accrued	(s) Total foreign taxes paid or accrued (add cols. (o) through (r))	
(j) Date paid or accrued	(k) Dividends	(l) Rents and royalties	(m) Interest		(o) Dividends	(p) Rents and royalties	(q) Interest			
A	VARIOUS								2,149,675.00	2,149,675.00
B										
C										
8 Add lines A through C, column (s). Enter the total here and on line 9, page 2 ▶										8 2,149,675.00

For Paperwork Reduction Act Notice, see instructions.

Form **1116** (2013)

Part III Figuring the Credit

9	Enter the amount from line 8. These are your total foreign taxes paid or accrued for the category of income checked above Part I.	9	2,149,675.00	
10	Carryback or carryover (attach detailed computation) ATTACHMENT 4	10	3,159,866.00	
11	Add lines 9 and 10.	11	5,309,541.00	
12	Reduction in foreign taxes (see instructions)	12	(0.00)	
13	Taxes reclassified under high tax kickout (see instructions)	13	0.00	
14	Combine lines 11, 12, and 13. This is the total amount of foreign taxes available for credit	14	5,309,541.00	
15	Enter the amount from line 7. This is your taxable income or (loss) from sources outside the United States (before adjustments) for the category of income checked above Part I (see instructions)	15	24,224,784.00	
16	Adjustments to line 15 (see instructions)	16	0.00	
17	Combine the amounts on lines 15 and 16. This is your net foreign source taxable income. (If the result is zero or less, you have no foreign tax credit for the category of income you checked above Part I. Skip lines 18 through 22. However, if you are filing more than one Form 1116, you must complete line 20.)	17	24,224,784.00	
18	Individuals: Enter the amount from Form 1040, line 41, or Form 1040NR, line 39. Estates and trusts: Enter your taxable income without the deduction for your exemption	18	0.00	
	Caution: If you figured your tax using the lower rates on qualified dividends or capital gains, see instructions.			
19	Divide line 17 by line 18. If line 17 is more than line 18, enter "1"	19	1.0000	
20	Individuals: Enter the amount from Form 1040, line 44. If you are a nonresident alien, enter the amount from Form 1040NR, line 42. Estates and trusts: Enter the amount from Form 1041, Schedule G, line 1a, or the total of Form 990-T, lines 36 and 37	20	0.00	
	Caution: If you are completing line 20 for separate category e (lump-sum distributions), see instructions.			
21	Multiply line 20 by line 19 (maximum amount of credit).	21	0.00	
22	Enter the smaller of line 14 or line 21. If this is the only Form 1116 you are filing, skip lines 23 through 27 and enter this amount on line 28. Otherwise, complete the appropriate line in Part IV (see instructions). ▶	22	0.00	

Part IV Summary of Credits From Separate Parts III (see instructions)

23	Credit for taxes on passive category income	23	0.00	
24	Credit for taxes on general category income	24	0.00	
25	Credit for taxes on certain income re-sourced by treaty	25	0.00	
26	Credit for taxes on lump-sum distributions	26		
27	Add lines 23 through 26.	27	0.00	
28	Enter the smaller of line 20 or line 27	28	0.00	
29	Reduction of credit for international boycott operations. See instructions for line 12	29	0.00	
30	Subtract line 29 from line 28. This is your foreign tax credit . Enter here and on Form 1040, line 47; Form 1040NR, line 45; Form 1041, Schedule G, line 2a; or Form 990-T, line 40a. ▶	30	0.00	

Form **1116**

Foreign Tax Credit
(Individual, Estate, or Trust)

OMB No. 1545-0121

2013

Attachment
Sequence No. **19**

Department of the Treasury
Internal Revenue Service (99)

▶ Attach to Form 1040, 1040NR, 1041, or 990-T.

▶ Information about Form 1116 and its separate instructions is at www.irs.gov/form1116.

Name: **THE J. PAUL GETTY TRUST.** Identifying number as shown on page 1 of your tax return: **95-1790021**

Use a separate Form 1116 for each category of income listed below. See **Categories of Income** in the instructions. Check only one box on each Form 1116. Report all amounts in U.S. dollars except where specified in Part II below.

- a Passive category income
- b General category income
- c Section 901(j) income
- d Certain income re-sourced by treaty
- e Lump-sum distributions

f Resident of (name of country) ▶

Note: If you paid taxes to only one foreign country or U.S. possession, use column A in Part I and line A in Part II. If you paid taxes to more than one foreign country or U.S. possession, use a separate column and line for each country or possession.

Part I Taxable Income or Loss From Sources Outside the United States (for Category Checked Above)

g Enter the name of the foreign country or U.S. possession ▶	Foreign Country or U.S. Possession			Total (Add cols. A, B, and C.)
	A	B	C	
1a Gross income from sources within country shown above and of the type checked above (see instructions): ATTACHMENT 1	8,282,495.00			1a 8,282,495.00
b Check if line 1a is compensation for personal services as an employee, your total compensation from all sources is \$250,000 or more, and you used an alternative basis to determine its source (see instructions). ▶ <input type="checkbox"/>				
Deductions and losses (Caution: See instructions):				
2 Expenses definitely related to the income on line 1a (attach statement) ATTACHMENT 1	1,976,572.00			
3 Pro rata share of other deductions not definitely related:				
a Certain itemized deductions or standard deduction (see instructions)				
b Other deductions (attach statement)				
c Add lines 3a and 3b				
d Gross foreign source income (see instructions)				
e Gross income from all sources (see instructions)				
f Divide line 3d by line 3e (see instructions)				
g Multiply line 3c by line 3f				
4 Pro rata share of interest expense (see instructions):				
a Home mortgage interest (use the Worksheet for Home Mortgage Interest in the instructions)				
b Other interest expense				
5 Losses from foreign sources				
6 Add lines 2, 3g, 4a, 4b, and 5	1,976,572.00			6 1,976,572.00
7 Subtract line 6 from line 1a. Enter the result here and on line 15, page 2. ▶				7 6,305,923.00

Part II Foreign Taxes Paid or Accrued (see instructions)

Country	Foreign taxes paid or accrued										
	Credit is claimed for taxes (you must check one)	In foreign currency					In U.S. dollars				ATTACHMENT 1 (s) Total foreign taxes paid or accrued (add cols. (o) through (r))
	(h) <input type="checkbox"/> Paid (i) <input checked="" type="checkbox"/> Accrued	Taxes withheld at source on:			(n) Other foreign taxes paid or accrued	Taxes withheld at source on:			(r) Other foreign taxes paid or accrued		
(j) Date paid or accrued	(k) Dividends	(l) Rents and royalties	(m) Interest	(o) Dividends	(p) Rents and royalties	(q) Interest	(r) Other foreign taxes paid or accrued				
A	VARIOUS								86,406.00	86,406.00	
B											
C											
8 Add lines A through C, column (s). Enter the total here and on line 9, page 2 ▶										8 86,406.00	

For Paperwork Reduction Act Notice, see instructions.

Form **1116** (2013)

Part III Figuring the Credit

9	Enter the amount from line 8. These are your total foreign taxes paid or accrued for the category of income checked above Part I.	9	86,406.00	
10	Carryback or carryover (attach detailed computation) ATTACHMENT 5	10	391,136.00	
11	Add lines 9 and 10.	11	477,542.00	
12	Reduction in foreign taxes (see instructions)	12	(0.00)	
13	Taxes reclassified under high tax kickout (see instructions)	13	0.00	
14	Combine lines 11, 12, and 13. This is the total amount of foreign taxes available for credit	14		477,542.00
15	Enter the amount from line 7. This is your taxable income or (loss) from sources outside the United States (before adjustments) for the category of income checked above Part I (see instructions)	15	6,305,923.00	
16	Adjustments to line 15 (see instructions).	16	0.00	
17	Combine the amounts on lines 15 and 16. This is your net foreign source taxable income. (If the result is zero or less, you have no foreign tax credit for the category of income you checked above Part I. Skip lines 18 through 22. However, if you are filing more than one Form 1116, you must complete line 20.)	17	6,305,923.00	
18	Individuals: Enter the amount from Form 1040, line 41, or Form 1040NR, line 39. Estates and trusts: Enter your taxable income without the deduction for your exemption	18	0.00	
	Caution: If you figured your tax using the lower rates on qualified dividends or capital gains, see instructions.			
19	Divide line 17 by line 18. If line 17 is more than line 18, enter "1"	19		1.0000
20	Individuals: Enter the amount from Form 1040, line 44. If you are a nonresident alien, enter the amount from Form 1040NR, line 42. Estates and trusts: Enter the amount from Form 1041, Schedule G, line 1a, or the total of Form 990-T, lines 36 and 37	20		0.00
	Caution: If you are completing line 20 for separate category e (lump-sum distributions), see instructions.			
21	Multiply line 20 by line 19 (maximum amount of credit).	21		0.00
22	Enter the smaller of line 14 or line 21. If this is the only Form 1116 you are filing, skip lines 23 through 27 and enter this amount on line 28. Otherwise, complete the appropriate line in Part IV (see instructions). ▶	22		0.00

Part IV Summary of Credits From Separate Parts III (see instructions)

23	Credit for taxes on passive category income	23	0.00	
24	Credit for taxes on general category income	24		
25	Credit for taxes on certain income re-sourced by treaty	25		
26	Credit for taxes on lump-sum distributions	26		
27	Add lines 23 through 26.	27		
28	Enter the smaller of line 20 or line 27	28		
29	Reduction of credit for international boycott operations. See instructions for line 12	29		0.00
30	Subtract line 29 from line 28. This is your foreign tax credit . Enter here and on Form 1040, line 47; Form 1040NR, line 45; Form 1041, Schedule G, line 2a; or Form 990-T, line 40a ▶	30		

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	ABRAMS CAPITAL PARTNERS II, L.P.	ACTIVUM SG FUND II, L.P.	ADAGE CAPITAL PARTNERS, L.P.	ADVISORY RESEARCH ENERGY FUND, L.P.	AG CAPITAL RECOVERY PARTNERS VI, LP
	04-3455023	98-0686770	04-3574590	20-2354375	26-1556523

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	5,597,983	1,228,444	-	78,264	
	Gross income sourced at partner					
Line 16C	level	4,740,000	1,228,444	-	-	
Line 16D	Passive category	425,139	229,315	1,161,464	30,968	
Line 16E	General Category	-	999,129	-	-	7,204
Line 16F	Other	-	-	-	-	

Deductions:

Line 16G	Interest expense	997	83,180	-	-	
Line 16H	Other	-	1,287,307	-	-	
Line 16I	Passive category	38,524		-	-	
Line 16J	General category	-		-	-	
Line 16K	Other	-		-	-	

Taxes:

Line 16L	Total foreign taxes paid	5,606	8,197	104,880	4,645	1,309
Line 16M	Total foreign taxes accrued	-		-	-	
Line 16Q	Other foreign transactions	-		-	-	

Allocation of foreign taxes paid:

allocated to passive category	5,606	-	104,880	4,645	
allocated to general category		8,197			1,309

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

ASP IV ALTERNATIVE INVESTMENTS L.P.	AXIOM ASIA PRIVATE CAPITAL FUND I, L.P.	AXIOM ASIA PRIVATE CAPITAL FUND II, L.P.	BALMORAL SPECIAL SITUATIONS FUND II, L.P.
20-4573644	98-0488598	98-0629004	35-2436542

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	100,132	2,376,727	688,969	376,959
	Gross income sourced at partner				
Line 16C	level	(9,821)	1,723,856	382,394	-
Line 16D	Passive category	368	643,472	99,827	-
Line 16E	General Category	(957)	-	-	39,840
Line 16F	Other	-	-	-	-

Deductions:

Line 16G	Interest expense	8,173	2,138	3,180	-
Line 16H	Other	4	202,120	244,527	-
Line 16I	Passive category	-	127,206	188,816	-
Line 16J	General category	29,969	19,733	-	116,446
Line 16K	Other	-	-	-	-

Taxes:

Line 16L	Total foreign taxes paid	42	5,381	1,142	4,263
Line 16M	Total foreign taxes accrued	-	1,151	156	-
Line 16Q	Other foreign transactions	-	-	-	-

Allocation of foreign taxes paid:

allocated to passive category	42	5,381	1,142	
allocated to general category				4,263

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	BENNETT RESTRUCTURING FUND, L.P.	BERKSHIRE FUND VIII (OS), L.P.	BLACKSTONE REAL ESTATE PARTNERS EUROPE III LP	BLACKSTONE REAL ESTATE PARTNERS EUROPE III-NQ LP
	13-3526877	98-0704076	98-0573288	98-0595582

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	2,000,069	3,617	6,951,992	674,895
	Gross income sourced at partner				
Line 16C	level	-	-	838	84
Line 16D	Passive category	94,058	3,617	6,951,154	674,895
Line 16E	General Category	-	-	-	-
Line 16F	Other	-	-	-	-

Deductions:

Line 16G	Interest expense	-	-	720,893	100,607
Line 16H	Other	-	-	74,900	21
Line 16I	Passive category	13,111	4,424	4,569,458	309,463
Line 16J	General category	-	-	-	-
Line 16K	Other	-	-	-	-

Taxes:

Line 16L	Total foreign taxes paid	1,060	10	2,037	81
Line 16M	Total foreign taxes accrued	-	-	26,574	18,821
Line 16Q	Other foreign transactions	-	-	-	-

Allocation of foreign taxes paid:

allocated to passive category	1,060	10	2,037	81
allocated to general category				

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	CENTERBRIDGE CREDIT PARTNERS TE, L.P. 80-0521543	CERBERUS PARTNERS, L.P. 13-3690298	CID GREATER CHINA VENTURE CAPITAL FUND II, L.P. FOREIGN	CID GREATER CHINA VENTURE CAPITAL FUND III, L.P. FOREIGN	CITIGROUP REAL ESTATE PARTNERS II L.P. 20-5189101	
Foreign tax credit:						
Income:						
Line 16B	Gross income from all sources	1,305,949	-		242,170	
	Gross income sourced at partner					
Line 16C	level	923,519	-		(2,830)	
Line 16D	Passive category	132,315	402,639		149,886	
Line 16E	General Category	-	88,654		24,657	
Line 16F	Other	-	-		-	
Deductions:						
Line 16G	Interest expense	10,213	-		2,204	
Line 16H	Other	9,362	-		1,690	
Line 16I	Passive category	44,481	-		85,512	
Line 16J	General category	475	-		15,166	
Line 16K	Other		-		138	
Taxes:						
Line 16L	Total foreign taxes paid	2,399	1,359	3,275	1,537	1,606
Line 16M	Total foreign taxes accrued	77	6,602			2,906
Line 16Q	Other foreign transactions		-			-
Allocation of foreign taxes paid:						
	allocated to passive category	2,399	1,359	3,275	1,537	1,606
	allocated to general category					-

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

COLONY INVESTORS VIII, L.P.	CP V RIVERDALE, LP	THE CARAVEL FUND (ONSHORE) L.P.	DAVIDSON KEMPNER INSTITUTIONAL PARTNERS L.P.
20-5748317	46-2818552	20-1650093	13-3597020

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	1,080,763	-	851,683	-
	Gross income sourced at partner				
Line 16C	level	647,902	-	-	-
Line 16D	Passive category	236,524	-	851,462	204,011
Line 16E	General Category	-	1,369	-	-
Line 16F	Other	-	-	-	-

Deductions:

Line 16G	Interest expense	-	48	-	-
Line 16H	Other	-	-	668,405	-
Line 16I	Passive category	199,949	-	-	-
Line 16J	General category	-	471	-	-
Line 16K	Other	-	-	-	-

Taxes:

Line 16L	Total foreign taxes paid	18	53	66,735	927
Line 16M	Total foreign taxes accrued	-	-	-	-
Line 16Q	Other foreign transactions	-	-	-	-

Allocation of foreign taxes paid:

allocated to passive category	18		66,735	927
allocated to general category		53		

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	EURO CHOICE IV LP	FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	GAOLING FUND L.P.	GREEN EQUITY INVESTORS V. L.P.
	98-0577953	94-3106323	98-0500169	20-5864271

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	58,729	2,324,058	3,519,873	523,002
	Gross income sourced at partner				
Line 16C	level	4,463	527,196	881,490	649,292
Line 16D	Passive category	32,412	183,460	314,588	4,969
Line 16E	General Category	(9,037)	-	-	-
Line 16F	Other	-	-	-	-

Deductions:

Line 16G	Interest expense	4,564	-	82,115	9,810
Line 16H	Other	-	311,149	-	-
Line 16I	Passive category	220,137	10,608	28,593	-
Line 16J	General category				-
Line 16K	Other		-		-

Taxes:

Line 16L	Total foreign taxes paid	7	5,516	21,643	1,104
Line 16M	Total foreign taxes accrued		-		
Line 16Q	Other foreign transactions		-		

Allocation of foreign taxes paid:

allocated to passive category	7	5,516	21,643	1,104
allocated to general category		-		

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	H&F GALAXY AIV, L.P.	HARRIS ASSOCIATES INTERNATIONAL VALUE, L.P.	HFCP VI AIV, L.P.	HIGHFIELDS CAPITAL IV LP
	75-3266524	04-3423707	26-1269450	11-3841276

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	149,881	48,692,612	153,671	7,344,857
	Gross income sourced at partner				
Line 16C	level	-	42,679,461	12,687	5,657,885
Line 16D	Passive category	149,881	5,493,902	707	579,349
Line 16E	General Category	-	-	2,354	-
Line 16F	Other	-	-	-	-

Deductions:

Line 16G	Interest expense	-	-	1,326	959,378
Line 16H	Other	-	16,366,297	6,401	-
Line 16I	Passive category	9,784	247,230	69	46,478
Line 16J	General category	-	-	2,293	-
Line 16K	Other	-	-	1	-

Taxes:

Line 16L	Total foreign taxes paid	18	851,530	26	42,880
Line 16M	Total foreign taxes accrued	-	-	2	-
Line 16Q	Other foreign transactions	-	-	-	-

Allocation of foreign taxes paid:

allocated to passive category	18	851,530		42,880
allocated to general category			26	

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

HIGHLAND CAPITAL PARTNERS VI-B L.P.	HIMALAYA CAPITAL INVESTORS, LP	INSIGHT VENTURE PARTNERS VI LP	LASALLE JAPAN LOGISTICS II, LP	LIME ROCK PARTNERS V, L.P.
04-3545785	20-1444714	26-0501878	98-0547653	98-0439403

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	(705,375)	621,127	1,352,014	6,862,507	1,279,789
	Gross income sourced at partner level	(705,240)	354,117	1,305,991	-	1,231,069
Line 16D	Passive category	-	258,119	44,100	679	13,351
Line 16E	General Category			41,694	6,861,829	-
Line 16F	Other			-	-	

Deductions:

Line 16G	Interest expense			-	411,072	2,495
Line 16H	Other			-	-	1,346,159
Line 16I	Passive category			8,111	-	-
Line 16J	General category			81,135	1,465,058	-
Line 16K	Other			-	-	-

Taxes:

Line 16L	Total foreign taxes paid	19	21,935	235	43,320	288
Line 16M	Total foreign taxes accrued			-	-	
Line 16Q	Other foreign transactions			-	-	

Allocation of foreign taxes paid:

allocated to passive category	19	21,935	235			288
allocated to general category					43,320	

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	LONE CASCADE, L.P.	LONE DRAGON PINE, LP	LONE STAR REAL ESTATE FUND (U.S.) LP	MONROE CA BC III (ALTERNATIVE), LP	
	20-1330917	33-1173268	74-3242429	FOREIGN	
Foreign tax credit:					
Income:					
Line 16B	Gross income from all sources	24,592,279	980,977	2,372,589	83,434
	Gross income sourced at partner				
Line 16C	level	23,652,456	827,123	148,573	-
Line 16D	Passive category	331,691	121,408	2,129,339	83,434
Line 16E	General Category	-	-	-	-
Line 16F	Other	-	-	-	-
Deductions:					
Line 16G	Interest expense	-	-	149,193	-
Line 16H	Other	-	-	-	-
Line 16I	Passive category	27,590	19,137	95,562	81
Line 16J	General category	-	-	-	-
Line 16K	Other	-	-	-	-
Taxes:					
Line 16L	Total foreign taxes paid	31,084	7,472	1,275	2,156
Line 16M	Total foreign taxes accrued	-	-	-	-
Line 16Q	Other foreign transactions	-	-	-	-
Allocation of foreign taxes paid:					
	allocated to passive category	31,084	7,472	1,275	2,156
	allocated to general category				

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	MORGAN CREEK PARTNERS III, LP	NEWBRIDGE ASIA IV, L.P.	NORTHERN LIGHT VENTURE FUND II, L.P.	NUMERIC EMERGING MARKETS ALPHA FUND, LP	OCH-ZIFF REAL ESTATE PARALLEL FUND II A, L.P.
	26-1509153	98-0461629	98-0555728	98-0651347	27-1892946

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	6,855	3,757,371	168,978	8,585,984	3,402,120
	Gross income sourced at partner					
Line 16C	level	5,185	3,753,918	152,136	7,966,290	9,449
Line 16D	Passive category	3,867	2,216	16,842	607,590	29,141
Line 16E	General Category	67	-			152,609
Line 16F	Other	-	-			

Deductions:

Line 16G	Interest expense	2,652	12,516	-	156,151	
Line 16H	Other	71	473,550	247,791		
Line 16I	Passive category	2,413	76	86,078	1,785	2,827
Line 16J	General category	4	-			120,301
Line 16K	Other	-	-			

Taxes:

Line 16L	Total foreign taxes paid	95	937	18,534	72,471	26,065
Line 16M	Total foreign taxes accrued	211	(751)			
Line 16Q	Other foreign transactions	-	-			

Allocation of foreign taxes paid:

allocated to passive category	95	937	18,534	72,471	-
allocated to general category					26,065

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

OCM ASIA PRINCIPAL OPPORTUNITIES FUND, L.P.	OCM OPPORTUNITIES FUND V, L.P.	OCM OPPORTUNITIES FUND VI, LP	OCM OPPORTUNITIES FUND VII, L.P.
41-2199974	20-1096337	20-2998535	98-0521250

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	375,604	-	-	-
	Gross income sourced at partner				
Line 16C	level	273,931	-	-	-
Line 16D	Passive category	86,047	19,402	116,600	68,632
Line 16E	General Category	-	-	(2,113)	-
Line 16F	Other	-	-	-	-

Deductions:

Line 16G	Interest expense	76	-	-	-
Line 16H	Other	-	-	-	-
Line 16I	Passive category	15,303	5,918	14,076	903
Line 16J	General category	-	-	-	-
Line 16K	Other	-	-	-	-

Taxes:

Line 16L	Total foreign taxes paid	2,889	450	16	8
Line 16M	Total foreign taxes accrued	-	-	-	-
Line 16Q	Other foreign transactions	-	-	-	-

Allocation of foreign taxes paid:

allocated to passive category	2,889	450	16	8
allocated to general category				

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

OCM OPPORTUNITIES FUND VIIIB, LP	PLA RETAIL FUND I BLUE, L.P.	SEI GLOBAL PRIVATE EQUITY 2005 FUND L.P.	SHIELD, L.P.
20-8514102	20-5408319	20-3924596	98-1009474

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	-	11,670,246	987,328	1
	Gross income sourced at partner				
Line 16C	level	-	-	798,623	-
Line 16D	Passive category	494,330	11,670,245	62,889	1
Line 16E	General Category	-	-	726	-
Line 16F	Other	-	-	-	-

Deductions:

Line 16G	Interest expense	-	2,414,918	1,995	-
Line 16H	Other	-	-	69,024	-
Line 16I	Passive category	54,886	8,560,231	32,096	284
Line 16J	General category	-	13,342	274	-
Line 16K	Other	-	-	-	-

Taxes:

Line 16L	Total foreign taxes paid	823	779,426	2,509	2
Line 16M	Total foreign taxes accrued	-	-	-	-
Line 16Q	Other foreign transactions	-	-	-	-

Allocation of foreign taxes paid:

allocated to passive category	823	779,426	2,509	2
allocated to general category				

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	SOPHIA AIV I, L.P.	STEEL PARTNERS II LIQUIDATING SERIES TRUST	STEPSTONE CAPITAL PARTNERS II ONSHORE LP	STEPSTONE PRIVATE EQUITY PARTNERS II LP	TCW/ CRESCENT MEZZANINE PARTNERS IVB, L.P.
	30-0711229	27-6135437	20-5129891	20-1836358	20-4513250

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	2,150,117	5,870	370,487	279,941	2,359,054
	Gross income sourced at partner					
Line 16C	level	-		352,028	195,600	1,128,074
Line 16D	Passive category	5,910		2,865	16,032	413,581
Line 16E	General Category	49,672		-	6,251	-
Line 16F	Other	-		-	-	-

Deductions:

Line 16G	Interest expense	463,593		-	857	1,978
Line 16H	Other	39,299		4	21,137	549
Line 16I	Passive category	5,991		73	2,365	79,901
Line 16J	General category	111,231		-	3,450	-
Line 16K	Other			-	-	-

Taxes:

Line 16L	Total foreign taxes paid	3,173	1,388	2	32	44
Line 16M	Total foreign taxes accrued			-	19	-
Line 16Q	Other foreign transactions			-	-	-

Allocation of foreign taxes paid:

allocated to passive category	-	1,388	2	32	44
allocated to general category	3,173			-	

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	TCW/ CRESCENT MEZZANINE PARTNERS V, L.P.	THIRD AVENUE EMERGING MARKETS FUND, LP	TPG ASIA V SF AIV, L.P.	TPG ASIA V, L.P.	TPG IZUMI AIV 1, LP 26- 1780730
	26-1326873	27-1967789	39-2077394	98-0541240	

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	1,809,153	814,591	67,906	22,481	-
	Gross income sourced at partner level	412,850	377,566	4,380	-	-
Line 16C	Passive category	154,906	433,653	63,497	22,476	-
Line 16D	General Category	18,547	-	-	-	-
Line 16E	Other	-	-	-	-	-

Deductions:

Line 16G	Interest expense	9,919	108	39,724	175	-
Line 16H	Other	8	197,302	27,535	-	-
Line 16I	Passive category	19,592	186,340	10,081	60,390	-
Line 16J	General category	(2,776)	-	-	-	-
Line 16K	Other	-	-	-	-	-

Taxes:

Line 16L	Total foreign taxes paid	646	29,418	1,384	226	(2)
Line 16M	Total foreign taxes accrued	-	-	-	-	-
Line 16Q	Other foreign transactions	-	-	-	-	-

Allocation of foreign taxes paid:

allocated to passive category	646	29,418	1,384	226	(2)
allocated to general category					

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	THE VARDE FUND X(C), LP	THE VARDE FUND IX, LP	THE VARDE FUND VIII, L.P. 20-	WESTBROOK REAL ESTATE FUND VII, L.P.	WESTBROOK REAL ESTATE FUND VIII, L.P.
	27-1014972	26-1594327	4804871	20-5372857	26-1870363

Foreign tax credit:

Income:

Line 16B	Gross income from all sources	2,094,310	2,047,646	328,690	9,556,428	12,428,793
	Gross income sourced at partner level	1,078,461	1,225,869	(669,524)	-	-
Line 16C	Passive category	607,804	507,979	607,710	3,507,981	789,516
Line 16D	General Category	-	-	-	-	-
Line 16E	Other	-	-	-	-	-

Deductions:

Line 16G	Interest expense	148,034	36,055	35,081	-	-
Line 16H	Other	-	-	-	-	-
Line 16I	Passive category	4,691	2,234	40,857	2,268,535	367,181
Line 16J	General category	-	-	-	-	-
Line 16K	Other	-	-	-	-	-

Taxes:

Line 16L	Total foreign taxes paid	3,726	8,488	10,178	22,085	3,998
Line 16M	Total foreign taxes accrued	-	-	-	-	-
Line 16Q	Other foreign transactions	-	-	-	-	-

Allocation of foreign taxes paid:

allocated to passive category	3,726	8,488	10,178	22,085	3,998
allocated to general category					

FORM 1116, FOREIGN TAX CREDIT ATTACHMENT 1

	TOTAL	TOTAL	TOTAL
		PASSIVE	GENERAL
Foreign tax credit:			
Income:			
Line 16B	Gross income from all sources	187,054,594	
	Gross income sourced at partner		
Line 16C	level	103,925,785	
Line 16D	Passive category	42,344,215	42,344,215
Line 16E	General Category	8,282,495	8,282,495
Line 16F	Other	-	
Deductions:			
Line 16G	Interest expense	5,875,418	
Line 16H	Other	21,594,612	
Line 16I	Passive category	18,119,431	18,119,431
Line 16J	General category	1,976,572	1,976,572
Line 16K	Other	139	
		<u>24,224,784</u>	<u>6,305,923</u>
Taxes:			
Line 16L	Total foreign taxes paid	2,236,081	
Line 16M	Total foreign taxes accrued	55,768	
Line 16Q	Other foreign transactions	-	
Allocation of foreign taxes paid:			
	allocated to passive category	2,149,675	2,149,675
	allocated to general category	86,406	86,406
		<u>2,149,675</u>	<u>86,406</u>

ATTACHMENT 2

FORM 1116, FOREIGN TAX CREDIT (PASSIVE) CARRYFORWARD SCHEDULE

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2012	1,166,587	-		1,166,587
6/30/2013	2,038,875	-		3,205,462
6/30/2014	2,149,675			5,355,137
FOREIGN TAX CREDIT CARRYOVER TO 6/30/2015				<u>5,355,137</u>

ATTACHMENT 3

FORM 1116, FOREIGN TAX CREDIT (GENERAL) CARRYFORWARD SCHEDULE

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2012	186,634	-		186,634
6/30/2013	204,502	-		391,136
6/30/2014	86,406	-		477,542
FOREIGN TAX CREDIT CARRYOVER TO 6/30/2015				<u>477,542</u>

ATTACHMENT 4

**FORM 1116, FOREIGN TAX CREDIT (PASSIVE) CARRYFORWARD SCHEDULE
ALTERNATIVE MINIMUM TAX - ESTATES AND TRUSTS**

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2012	1,166,587	(12,108)	2011	1,154,479
6/30/2013	2,038,875	(33,488)	2012	3,159,866
6/30/2014	2,149,675	(13,207)	2013	5,296,334

FOREIGN TAX CREDIT CARRYOVER TO 6/30/2015

5,296,334

ATTACHMENT 5

FORM 1116, FOREIGN TAX CREDIT (GENERAL) CARRYFORWARD SCHEDULE
ALTERNATIVE MINIMUM TAX - ESTATES AND TRUSTS

<u>YEAR</u> <u>ENDING</u>	<u>AMOUNT</u> <u>GENERATED</u>	<u>AMOUNT</u> <u>UTILIZED</u>	<u>YEAR</u> <u>UTILIZED</u>	<u>CARRYOVER</u>
6/30/2012	186,634	-		186,634
6/30/2013	204,502	-		391,136
6/30/2014	86,406	-		477,542

FOREIGN TAX CREDIT CARRYOVER TO 6/30/2015

477,542

Name(s) shown on return

THE J. PAUL GETTY TRUST

Identifying number
95-1790021

Part I Current Year Credit for Credits Not Allowed Against Tentative Minimum Tax (TMT)
(See instructions and complete Part(s) III before Parts I and II)

1	General business credit from line 2 of all Parts III with box A checked	1	0.00
2	Passive activity credits from line 2 of all Parts III with box B checked 2 23,235.00		
3	Enter the applicable passive activity credits allowed for 2013 (see instructions)	3	23,235.00
4	Carryforward of general business credit to 2013. Enter the amount from line 2 of Part III with box C checked. See instructions for statement to attach	4	63,897.00
5	Carryback of general business credit from 2014. Enter the amount from line 2 of Part III with box D checked (see instructions)	5	0.00
6	Add lines 1, 3, 4, and 5 ATTACHMENT 2	6	87,132.00

Part II Allowable Credit

7	Regular tax before credits: • Individuals. Enter the amount from Form 1040, line 44, or Form 1040NR, line 42 . . . • Corporations. Enter the amount from Form 1120, Schedule J, Part I, line 2; or the applicable line of your return } • Estates and trusts. Enter the sum of the amounts from Form 1041, Schedule G, lines 1a and 1b; or the amount from the applicable line of your return }	7	0.00
8	Alternative minimum tax: • Individuals. Enter the amount from Form 6251, line 35 } • Corporations. Enter the amount from Form 4626, line 14 } • Estates and trusts. Enter the amount from Schedule I (Form 1041), line 56 }	8	0.00
9	Add lines 7 and 8	9	0.00
10a	Foreign tax credit FORM 1116	10a	5,832,679.00
b	Certain allowable credits (see instructions)	10b	
c	Add lines 10a and 10b	10c	5,832,679.00
11	Net income tax. Subtract line 10c from line 9. If zero, skip lines 12 through 15 and enter -0- on line 16	11	0.00
12	Net regular tax. Subtract line 10c from line 7. If zero or less, enter -0-	12	0.00
13	Enter 25% (.25) of the excess, if any, of line 12 over \$25,000 (see instructions)	13	0.00
14	Tentative minimum tax: • Individuals. Enter the amount from Form 6251, line 33 } • Corporations. Enter the amount from Form 4626, line 12 } • Estates and trusts. Enter the amount from Schedule I (Form 1041), line 54 }	14	0.00
15	Enter the greater of line 13 or line 14	15	0.00
16	Subtract line 15 from line 11. If zero or less, enter -0-	16	0.00
17	Enter the smaller of line 6 or line 16	17	0.00

C corporations: See the line 17 instructions if there has been an ownership change, acquisition, or reorganization.

Part II Allowable Credit (Continued)

Note. If you are not required to report any amounts on lines 22 or 24 below, skip lines 18 through 25 and enter -0- on line 26.

18	Multiply line 14 by 75% (.75) (see instructions)	18	
19	Enter the greater of line 13 or line 18	19	
20	Subtract line 19 from line 11. If zero or less, enter -0-	20	
21	Subtract line 17 from line 20. If zero or less, enter -0-	21	
22	Combine the amounts from line 3 of all Parts III with box A, C, or D checked	22	
23	Passive activity credit from line 3 of all Parts III with box B checked 23		
24	Enter the applicable passive activity credit allowed for 2013 (see instructions)	24	
25	Add lines 22 and 24	25	
26	Empowerment zone and renewal community employment credit allowed. Enter the smaller of line 21 or line 25	26	
27	Subtract line 13 from line 11. If zero or less, enter -0-	27	
28	Add lines 17 and 26	28	
29	Subtract line 28 from line 27. If zero or less, enter -0-	29	
30	Enter the general business credit from line 5 of all Parts III with box A checked.	30	
31	Reserved	31	
32	Passive activity credits from line 5 of all Parts III with box B checked 32		
33	Enter the applicable passive activity credits allowed for 2013 (see instructions)	33	
34	Carryforward of business credit to 2013. Enter the amount from line 5 of Part III with box C checked and line 6 of Part III with box G checked. See instructions for statement to attach	34	
35	Carryback of business credit from 2014. Enter the amount from line 5 of Part III with box D checked (see instructions)	35	
36	Add lines 30, 33, 34, and 35.	36	
37	Enter the smaller of line 29 or line 36	37	
38	Credit allowed for the current year. Add lines 28 and 37. Report the amount from line 38 (if smaller than the sum of Part I, line 6, and Part II, lines 25 and 36, see instructions) as indicated below or on the applicable line of your return: <ul style="list-style-type: none"> • Individuals. Form 1040, line 53, or Form 1040NR, line 50 • Corporations. Form 1120, Schedule J, Part I, line 5c • Estates and trusts. Form 1041, Schedule G, line 2b 	38	

Name(s) shown on return

Identifying number

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A** General Business Credit From a Non-Passive Activity
- B** General Business Credit From a Passive Activity
- C** General Business Credit Carryforwards
- D** General Business Credit Carrybacks
- E** Reserved
- F** Reserved
- G** Eligible Small Business Credit Carryforwards
- H** Reserved

I If you are filing more than one Part III with box A or B checked, complete and attach first an additional Part III combining amounts from all Parts III with box A or B checked. Check here if this is the consolidated Part III

(a) Description of credit	(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
Note. On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.		
1a Investment (Form 3468, Part II only) (attach Form 3468)	1a	
b Reserved	1b	
c Increasing research activities (Form 6765)	1c ATTACHMENT 1	9,607.00
d Low-income housing (Form 8586, Part I only)	1d	
e Disabled access (Form 8826) (see instructions for limitation)	1e	
f Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f	
g Indian employment (Form 8845)	1g	
h Orphan drug (Form 8820)	1h	
i New markets (Form 8874)	1i	
j Small employer pension plan startup costs (Form 8881) (see instructions for limitation)	1j	
k Employer-provided child care facilities and services (Form 8882) (see instructions for limitation)	1k	
l Biodiesel and renewable diesel fuels (attach Form 8864)	1l	
m Low sulfur diesel fuel production (Form 8896)	1m	
n Distilled spirits (Form 8906)	1n	
o Nonconventional source fuel (Form 8907)	1o	
p Energy efficient home (Form 8908)	1p	
q Energy efficient appliance (Form 8909)	1q	
r Alternative motor vehicle (Form 8910)	1r	
s Alternative fuel vehicle refueling property (Form 8911)	1s	
t Reserved	1t	
u Mine rescue team training (Form 8923)	1u	
v Agricultural chemicals security (Form 8931) (see instructions for limitation)	1v	
w Employer differential wage payments (Form 8932)	1w	
x Carbon dioxide sequestration (Form 8933)	1x	
y Qualified plug-in electric drive motor vehicle (Form 8936)	1y	
z Qualified plug-in electric vehicle (carryforward only)	1z	
aa New hire retention (carryforward only)	1aa	
bb General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb	
zz Other	1zz ATTACHMENT 1	7,588.00
2 Add lines 1a through 1zz and enter here and on the applicable line of Part I	2	17,195.00
3 Enter the amount from Form 8844 here and on the applicable line of Part II	3	
4a Investment (Form 3468, Part III) (attach Form 3468)	4a	
b Work opportunity (Form 5884)	4b ATTACHMENT 1	6,040.00
c Biofuel producer (Form 6478)	4c	
d Low-income housing (Form 8586, Part II)	4d	
e Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e	
f Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f	
g Qualified railroad track maintenance (Form 8900)	4g	
h Small employer health insurance premiums (Form 8941)	4h	
i Reserved	4i	
j Reserved	4j	
z Other	4z	
5 Add lines 4a through 4z and enter here and on the applicable line of Part II	5	6,040.00
6 Add lines 2, 3, and 5 and enter here and on the applicable line of Part II	6	23,235.00

Name(s) shown on return

Identifying number

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A** General Business Credit From a Non-Passive Activity
- B** General Business Credit From a Passive Activity
- C** General Business Credit Carryforwards
- D** General Business Credit Carrybacks
- E** Reserved
- F** Reserved
- G** Eligible Small Business Credit Carryforwards
- H** Reserved

I If you are filing more than one Part III with box A or B checked, complete and attach first an additional Part III combining amounts from all Parts III with box A or B checked. Check here if this is the consolidated Part III

(a) Description of credit	(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
Note. On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.		
1a Investment (Form 3468, Part II only) (attach Form 3468)	1a	
b Reserved	1b	
c Increasing research activities (Form 6765)	1c ATTACHMENT 2	12,889.00
d Low-income housing (Form 8586, Part I only)	1d	
e Disabled access (Form 8826) (see instructions for limitation)	1e	
f Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f	
g Indian employment (Form 8845)	1g	
h Orphan drug (Form 8820)	1h	
i New markets (Form 8874)	1i	
j Small employer pension plan startup costs (Form 8881) (see instructions for limitation)	1j	
k Employer-provided child care facilities and services (Form 8882) (see instructions for limitation)	1k	
l Biodiesel and renewable diesel fuels (attach Form 8864)	1l	
m Low sulfur diesel fuel production (Form 8896)	1m	
n Distilled spirits (Form 8906)	1n	
o Nonconventional source fuel (Form 8907)	1o	
p Energy efficient home (Form 8908)	1p	
q Energy efficient appliance (Form 8909)	1q	
r Alternative motor vehicle (Form 8910)	1r	
s Alternative fuel vehicle refueling property (Form 8911)	1s	
t Reserved	1t	
u Mine rescue team training (Form 8923)	1u	
v Agricultural chemicals security (Form 8931) (see instructions for limitation)	1v	
w Employer differential wage payments (Form 8932)	1w	
x Carbon dioxide sequestration (Form 8933)	1x	
y Qualified plug-in electric drive motor vehicle (Form 8936)	1y	
z Qualified plug-in electric vehicle (carryforward only)	1z	
aa New hire retention (carryforward only)	1aa ATTACHMENT 2	18,000.00
bb General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb	
zz Other	1zz ATTACHMENT 2	26,955.00
2 Add lines 1a through 1zz and enter here and on the applicable line of Part I	2	57,844.00
3 Enter the amount from Form 8844 here and on the applicable line of Part II	3	
4a Investment (Form 3468, Part III) (attach Form 3468)	4a	
b Work opportunity (Form 5884)	4b ATTACHMENT 2	6,053.00
c Biofuel producer (Form 6478)	4c	
d Low-income housing (Form 8586, Part II)	4d	
e Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e	
f Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f	
g Qualified railroad track maintenance (Form 8900)	4g	
h Small employer health insurance premiums (Form 8941)	4h	
i Reserved	4i	
j Reserved	4j	
z Other	4z	
5 Add lines 4a through 4z and enter here and on the applicable line of Part II	5	6,053.00
6 Add lines 2, 3, and 5 and enter here and on the applicable line of Part II	6	63,897.00

ATTACHMENT 1

FORM 990-T, FORM 3800, PART III - GENERAL BUSINESS CREDITS OR ELIGIBLE SMALL BUSINESS CREDITS

LINE 1c - INCREASING RESEARCH ACTIVITIES (PASS-THROUGH ENTITY)

ASP IV ALTERNATIVE INVESTMENTS, L.P.	CASTANEA PARTNERS FUND III, LP	CHARLES RIVER PARTNERSHIP XIII, LP	CRESTVIEW PARTNERS II, LP	CRP XI ANNEX FUND, LP	ROCKLAND POWER PARTNERS, L.P.	STEPSTONE PRIVATE EQUITY PARTNERS II LP	TRIDENT IV, LP	TOTAL
20-4573644	77-0692885	13-4353825	33-1192743	26-0876217	26-2609423	20-1836358	98-0509277	
896	829	210	54	209	6,267	11	1,131	9,607

LINE 1zz - OTHER CREDITS (PASS-THROUGH ENTITY)

ASP IV ALTERNATIVE INVESTMENTS, L.P.	ARCLIGHT ENERGY PARTNERS FUND III, LP	ARCLIGHT ENERGY PARTNERS FUND IV LP	CRESTVIEW PARTNERS II, LP	HFCP VI AIV, L.P.	SEQUOIA CAPITAL U.S. GROWTH FUND V, LP	TCW/CRESCENT MEZZANINE PARTNERS V, L.P.	TOTAL
20-4573644	20-3782803	20-8419824	33-1192743	26-1269450	98-1017204	26-1326873	
140	2,779	4,507	160	1		1	7,588

LINE 4b - WORK OPPORTUNITY CREDIT (PASS-THROUGH ENTITY)

ASP IV ALTERNATIVE INVESTMENTS, L.P.	CERBERUS PARTNERS, L.P.	CIM FUND III, L.P.	SEI GLOBAL PRIVATE EQUITY 2005 FUND LP	STEPSTONE PRIVATE EQUITY PARTNERS II LP	TOTAL
20-4573644	13-3690298	20-4856631	20-3924596	20-1836358	
233	5,053	708	12	34	6,040

ATTACHMENT 2FORM 3800, GENERAL BUSINESS CREDIT, PART III CARRYFORWARD SCHEDULEINCREASING RESEARCH ACTIVITIES

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2012	4,306	-		4,306
6/30/2013	8,583	-		12,889
6/30/2014	9,607	-		22,496
UNUSED CREDIT CARRYFORWARD TO 6/30/2015				<u>22,496</u>

NEW HIRE RETENTION CREDIT

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2012	18,000	-		18,000
6/30/2013	-	-		18,000
6/30/2014	-	-		18,000
UNUSED CREDIT CARRYFORWARD TO 6/30/2015				<u>18,000</u>

OTHER CREDITS

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2012	14,648	-		14,648
6/30/2013	12,307	-		26,955
6/30/2014	7,588	-		34,543
UNUSED CREDIT CARRYFORWARD TO 6/30/2015				<u>34,543</u>

WORK OPPORTUNITY CREDIT

<u>YEAR ENDING</u>	<u>AMOUNT GENERATED</u>	<u>AMOUNT UTILIZED</u>	<u>YEAR UTILIZED</u>	<u>CARRYOVER</u>
6/30/2012	4,402	-		4,402
6/30/2013	1,651	-		6,053
6/30/2014	6,040	-		12,093
UNUSED CREDIT CARRYFORWARD TO 6/30/2015				<u>12,093</u>

TOTAL GENERAL BUSINESS CREDIT CARRYFORWARD

87,132