

Employee Reference Copy
W-2 Wage and Tax Statement
2011
OMB No. 1545-0008

Copy C for employee's records.	
d Control number	034788
Dept.	LOSA/XPE
Corp.	810
Employer use only	A 309

c Employer's name, address, and ZIP code
**OAKTREE CAPITAL
MANAGEMENT LP
333 S GRAND AVE 28TH FL
LOS ANGELES CA 90071**

Batch #01386

e/f Employee's name, address, and ZIP code
**DANA M. LEVY
912 N. CROFT AVE
APT 101
LOS ANGELES,CA 90069**

b Employer's FED ID number	26-0189082	a Employee's SSA number	595-01-8971
1 Wages, tips, other comp.	159433.91	2 Federal income tax withheld	34950.93
3 Social security wages	106800.00	4 Social security tax withheld	4485.60
5 Medicare wages and tips	160033.91	6 Medicare tax withheld	2320.49
7 Social security tips		8 Allocated tips	
9		10 Dependent care benefits	
11 Nonqualified plans		12a See instructions for box 12	C 248.40
14 Other	1119.79 SDI	12b D	600.00
		12c	
		12d	
13 Stat emp	Ret. plan X	3rd party sick pay	
15 State	Employer's state ID no.	16 State wages, tips, etc.	
CA	412-0741 6	159433.91	
17 State income tax		18 Local wages, tips, etc.	
13266.04			
19 Local income tax		20 Locality name	

2011 W-2 and EARNINGS SUMMARY

This blue Earnings Summary section is included with your W-2 to help describe portions in more detail. The reverse side includes general information that you may also find helpful.

1. The following information reflects your final 2011 pay stub plus any adjustments submitted by your employer.

Gross Pay	160920.87	Social Security Tax Withheld	4485.60	CA. State Income Tax	13266.04
		Box 4 of W-2		Box 17 of W-2	
Fed. Income Tax Withheld	34950.93	Medicare Tax Withheld	2320.49	SUI/SDI	1119.79
Box 2 of W-2		Box 6 of W-2		Box 14 of W-2	

2. Your Gross Pay was adjusted as follows to produce your W-2 Statement.

	Wages, Tips, other Compensation Box 1 of W-2	Social Security Wages Box 3 of W-2	Medicare Wages Box 5 of W-2	CA. State Wages, Tips, Etc. Box 16 of W-2
Gross Pay	160,920.87	160,920.87	160,920.87	160,920.87
Plus GTL(C-Box12)	248.40	248.40	248.40	248.40
Less 401(k)(D-Box12)	600.00	N/A	N/A	600.00
Less Medical FSA	1,000.00	1,000.00	1,000.00	1,000.00
Less Other Cafe 125	135.36	135.36	135.36	135.36
Wages Over Limit	N/A	53,233.91	N/A	N/A
Reported W-2 Wages	159,433.91	106,800.00	160,033.91	159,433.91

3. Employee W-4 Profile. To change your Employee W-4 Profile Information, file a new W-4 with your payroll dept.

**DANA M. LEVY
912 N. CROFT AVE
APT 101
LOS ANGELES,CA 90069**

Social Security Number: **595-01-8971**
Taxable Marital Status: **SINGLE**
Exemptions/Allowances:
FEDERAL: 1
STATE: 2

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	810	Corp.	A
Employer use only			309
c Employer's name, address, and ZIP code OAKTREE CAPITAL MANAGEMENT LP 333 S GRAND AVE 28TH FL LOS ANGELES CA 90071			
b Employer's FED ID number	26-0189082	a Employee's SSA number	595-01-8971
7 Social security tips		8 Allocated tips	
9		10 Dependent care benefits	
11 Nonqualified plans		12a See instructions for box 12	C 248.40
14 Other	1119.79 SDI	12b D	600.00
		12c	
		12d	
13 Stat emp	Ret. plan X	3rd party sick pay	
e/f Employee's name, address and ZIP code DANA M. LEVY 912 N. CROFT AVE APT 101 LOS ANGELES,CA 90069			
15 State	Employer's state ID no.	16 State wages, tips, etc.	
CA	412-0741 6	159433.91	
17 State income tax		18 Local wages, tips, etc.	
13266.04			
19 Local income tax		20 Locality name	
Federal Filing Copy W-2 Wage and Tax Statement 2011 Copy B to be filed with employee's Federal Income Tax Return.			

1 Wages, tips, other comp.	159433.91	2 Federal income tax withheld	34950.93
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Employer use only			309
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b Employer's FED ID number	26-0189082	a Employee's SSA number	595-01-8971
7 Social security tips		8 Allocated tips	
9		10 Dependent care benefits	
11 Nonqualified plans		12a C	248.40
14 Other	1119.79 CA SDI	12b D	600.00
		12c	
		12d	
13 Stat emp	Ret. plan X	3rd party sick pay	
e/f Employee's name, address and ZIP code DANA M. LEVY 912 N. CROFT AVE APT 101 LOS ANGELES,CA 90069			
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CA	412-0741 6	159433.91	
17 State income tax		18 Local wages, tips, etc.	
13266.04			
19 Local income tax		20 Locality name	
CA.State Filing Copy W-2 Wage and Tax Statement 2011 Copy 2 to be filed with employee's State Income Tax Return.			

1 Wages, tips, other comp.	159433.91	2 Federal income tax withheld	34950.93
3 Social security wages	106800.00	4 Social security tax withheld	4485.60
5 Medicare wages and tips	160033.91	6 Medicare tax withheld	2320.49
d Control number	034788	Dept.	LOSA/XPE
	810	Corp.	A
Employer use only			309
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CA.State Filing Copy W-2 Wage and Tax Statement 2011 Copy 2 to be filed with employee's State Income Tax Return.			

Instructions for Employee

Box 1. Enter this amount on the wages line of your tax return.
Box 2. Enter this amount on the federal income tax withheld line of your tax return.
Box 8. This amount is **not** included in boxes 1, 3, 5, or 7. For information on how to report tips on your tax return, see your Form 1040 instructions.

Unless you have records that show you did not receive the amount reported in box 8 as allocated tips, you must file Form 4137, Social Security and Medicare Tax on Unreported Tip Income, with your income tax return to report the allocated tip amount. On Form 4137 you will figure the social security and Medicare tax owed on the allocated tips shown on your Form(s) W-2 that you must report as income and on other tips you did not report to your employer. By filing Form 4137, your social security tips will be credited to your social security record (used to figure your benefits).
Box 10. This amount is the total dependent care benefits that your employer paid to you or incurred on your behalf (including amounts from a section 125 (cafeteria) plan). Any amount over \$5,000 is also included in box 1. Complete Form 2441, Child and Dependent Care Expenses, to compute any taxable and nontaxable amounts.
Box 11. This amount is (a) reported in box 1 if it is a distribution made to you from a nonqualified deferred compensation or nongovernmental section 457(b) plan or (b) included in box 3 and/or 5 if it is a prior year deferral under a nonqualified or section 457(b) plan that became taxable for social security and Medicare taxes this year because there is no longer a substantial risk of forfeiture of your right to the deferred amount.

Box 12. The following list explains the codes shown in box 12. You may need this information to complete your tax return. Elective deferrals (codes D, E, F, and S) and designated Roth contributions (codes AA, BB, and EE) under all plans are generally limited to a total of \$16,500 (\$11,500 if you only have SIMPLE plans; \$19,500 for section 403(b) plans if you qualify for the 15-year rule explained in Pub. 571). Deferrals under code G are limited to \$16,500. Deferrals under code H are limited to \$7,000.
However, if you were at least age 50 in 2011, your employer may have allowed an additional deferral of up to \$5,500 (\$2,500 for section 401(k)(11) and 408(p) SIMPLE plans). This additional deferral amount is not subject to the overall limit on elective deferrals. For code G, the limit on elective deferrals may be higher for the last 3 years before you reach retirement age. Contact your plan administrator for more information. Amounts in excess of the overall

- elective deferral limit must be included in income. See the "Wages, Salaries, Tips, etc." line instructions for Form 1040.
- Note.** If a year follows code D through H, S, Y, AA, BB, or EE, you made a make-up pension contribution for a prior year(s) when you were in military service. To figure whether you made excess deferrals, consider these amounts for the year shown, not the current year. If no year is shown, the contributions are for the current year.
- A**—Uncollected social security or RRTA tax on tips. Include this tax on Form 1040. See "Total Tax" in the Form 1040 instructions.
B—Uncollected Medicare tax on tips. Include this tax on Form 1040. See "Total Tax" in the Form 1040 instructions.
C—Taxable cost of group-term life insurance over \$50,000 (included in boxes 1, 3 (up to social security wage base), and 5)
D—Elective deferrals to a section 401(k) cash or deferred arrangement. Also includes deferrals under a SIMPLE retirement account that is part of a section 401(k) arrangement.
E—Elective deferrals under a section 403(b) salary reduction agreement
F—Elective deferrals under a section 408(k)(6) salary reduction SEP
G—Elective deferrals and employer contributions (including nonelective deferrals) to a section 457(b) deferred compensation plan
H—Elective deferrals to a section 501(c)(18)(D) tax-exempt organization plan. See "Adjusted Gross Income" in the Form 1040 instructions for how to deduct.
J—Nontaxable sick pay (information only, not included in boxes 1, 3, or 5)
K—20% excise tax on excess golden parachute payments. See "Total Tax" in the Form 1040 instructions.
L—Substantiated employee business expense reimbursements (nontaxable)
M—Uncollected social security or RRTA tax on taxable cost of group-term life insurance over \$50,000 (former employees only). See "Total Tax" in the Form 1040 instructions.
N—Uncollected Medicare tax on taxable cost of group-term life insurance over \$50,000 (former employees only). See "Total Tax" in the Form 1040 instructions.
P—Excludable moving expense reimbursements paid directly to employee (not included in boxes 1, 3, or 5)

- Q**—Nontaxable combat pay. See the instructions for Form 1040 or Form 1040A for details on reporting this amount.
R—Employer contributions to your Archer MSA. Report on Form 8853, Archer MSAs and Long-Term Care Insurance Contracts.
S—Employee salary reduction contributions under a section 408(p) SIMPLE (not included in box 1)
T—Adoption benefits (not included in box 1). Complete Form 8839, Qualified Adoption Expenses, to compute any taxable and nontaxable amounts.
V—Income from exercise of nonstatutory stock option(s) (included in boxes 1, 3 (up to social security wage base), and 5). See Pub. 525 and instructions for Schedule D (Form 1040) for reporting requirements.
W—Employer contributions (including amounts the employee elected to contribute using a section 125 (cafeteria) plan) to your health savings account. Report on Form 8889, Health Savings Accounts (HSAs).
Y—Deferrals under a section 409A nonqualified deferred compensation plan
Z—Income under section 409A on a nonqualified deferred compensation plan. This amount is also included in box 1. It is subject to an additional 20% tax plus interest. See "Total Tax" in the Form 1040 instructions.

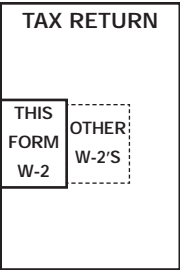
- AA**—Designated Roth contributions under a section 401(k) plan
BB—Designated Roth contributions under a section 403(b) plan
DD—Cost of employer-sponsored health coverage. **The amount reported with Code DD is not taxable.**
EE—Designated Roth contributions under a governmental section 457(b) plan. This amount does not apply to contributions under a tax-exempt organization section 457(b) plan.
Box 13. If the "Retirement plan" box is checked, special limits may apply to the amount of traditional IRA contributions you may deduct.

Note. Keep **Copy C** of Form W-2 for at least 3 years after the due date for filing your income tax return. However, to help **protect your social security benefits**, keep **Copy C** until you begin receiving social security benefits, just in case there is a question about your work record and/or earnings in a particular year. Compare the Social Security wages and the Medicare wages to the information shown on your annual (for workers over 25) Social Security Statement.
Department of the Treasury - Internal Revenue Service

NOTE: THESE ARE SUBSTITUTE WAGE AND TAX STATEMENTS AND ARE ACCEPTABLE FOR FILING WITH YOUR FEDERAL, STATE AND LOCAL/CITY INCOME TAX RETURNS.

This information is being furnished to the Internal Revenue Service. If you are required to file a tax return, a negligence penalty or other sanction may be imposed on you if this income is taxable and you fail to report it.

IMPORTANT NOTE:
In order to insure efficient processing, attach this W-2 to your tax return like this (following agency instructions):



Notice to Employee

Refund. Even if you do not have to file a tax return, you should file to get a refund if box 2 shows federal income tax withheld or if you can take the earned income credit.
Earned income credit (EIC). You may be able to take the EIC for 2011 if (a) you do not have a qualifying child and you earned less than \$13,660 (\$18,740 if married filing jointly), (b) you have one qualifying child and you earned less than \$36,052 (\$41,132 if married filing jointly), (c) you have two qualifying children and you earned less than \$40,964 (\$46,044 if married filing jointly), or (d) you have three or more qualifying children and you earned less than \$43,998 (\$49,078 if married filing jointly). You and any qualifying children must have valid social security numbers (SSNs). You cannot take the EIC if your investment income is more than \$3,150. **Any EIC that is more than your tax liability is refunded to you, but only if you file a tax return.**
Clergy and religious workers. If you are not subject to social security and Medicare taxes, see Pub. 517, Social Security and Other Information for Members of the Clergy and Religious Workers.
Corrections. If your name, SSN, or address is incorrect, correct Copies B, C, and 2 and ask your employer to correct your employment record. Be sure to ask the employer to file Form W-2c, Corrected Wage and Tax Statement, with the Social Security Administration (SSA)

to correct any name, SSN, or money amount error reported to the SSA on Form W-2. If your name and SSN are correct but are not the same as shown on your social security card, you should ask for a new card that displays your correct name at any SSA office or by calling 1-800-772-1213. You also may visit the SSA at www.socialsecurity.gov.
Cost of employer-sponsored health coverage (if such cost is provided by the employer). The reporting in Box 12, using Code DD, of the cost of employer-sponsored health coverage is for your information only. **The amount reported with Code DD is not taxable.**
Credit for excess taxes. If you had more than one employer in 2011 and more than \$4,485.60 in social security and/or Tier I railroad retirement (RRTA) taxes were withheld, you may be able to claim a credit for the excess against your federal income tax. If you had more than one railroad employer and more than \$3,088.80 in Tier II RRTA tax was withheld, you also may be able to claim a credit. See your Form 1040 or Form 1040A instructions and Pub. 505, Tax Withholding and Estimated Tax.