



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.**

***INDEPENDENT AUDITORS' REPORT  
AND  
AUDITED FINANCIAL STATEMENTS***

**As of and for the period from  
February 18, 2014 (commencement of  
operations) to December 31, 2014**



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## INDEPENDENT AUDITORS' REPORT

To the Partners of  
Dhandho Holdings Qualified Purchaser, L.P.:

### Report on the Financial Statements

We have audited the financial statements of Dhandho Holdings Qualified Purchaser, L.P. (the "Partnership"), which comprise the statement of financial position, including the schedule of investments as of December 31, 2014, and the related statements of operations, changes in partners' capital and cash flows for the period from February 18, 2014 (commencement of operations) to December 31, 2014 and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Fund's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



To the Partners of  
Dhandho Holdings Qualified Purchaser, L.P.  
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### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dhandho Holdings Qualified Purchaser, L.P. as of December 31, 2014, and the results of its operations, changes in its partners' capital and its cash flows for the period from February 18, 2014 (commencement of operations) to December 31, 2014, in accordance with accounting principles generally accepted in the United States of America.

### Emphasis of a Matter

As explained in Note 3, the financial statements include an investment in Dhandho Holdings Corp. in the amount of \$39.9 million, whose value has been determined by the General Partner in the absence of readily ascertainable market values. Our opinion is not modified with respect to this matter.

### Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The detail information of limited partners' capital for the period from February 18, 2014 (commencement of operations) to December 31, 2014 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

*BDO Puerto Rico, P.S.C.*

San Juan, Puerto Rico

June 5, 2015

Certified Public Accountants  
(of Puerto Rico)

License No. 53 expires December 1, 2015  
Stamp E151471 of the P.R. Society of  
Certified Public Accountants has been  
affixed to the file copy of this report



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.**  
**STATEMENT OF FINANCIAL POSITION**  
**DECEMBER 31, 2014**

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	<u>2014</u>
<b>ASSETS</b>	
Investment in Dhandho Holdings Corp, at fair value	<u>\$ 39,942,834</u>
<b>PARTNERS' CAPITAL</b>	
General Partner	
Limited Partners - Net contributed capital	40,212,400
Less - Accumulated net loss	<u>(269,566)</u>
Total partners' capital	<u>\$ 39,942,834</u>

The accompanying notes are an integral part of these financial statements.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.  
SCHEDULE OF INVESTMENT  
FOR THE PERIOD FROM FEBRUARY 18, 2014 (COMMENCEMENT OF OPERATIONS)  
TO DECEMBER 31, 2014**

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<u>Company Name</u>	<u>Investment</u>	<u>Cost</u>	<u>Market Value as Determined by General Partner</u>	<u>Fair Value as a Percentage of Partners' Capital</u>	<u>Fair Value as a Percentage of Investment</u>
	Common stock				
Dhandho Holdings Corp	(264 units)	\$ 39,942,834	\$ 39,942,834	100%	100%

The accompanying notes are an integral part of these financial statements.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.**  
**STATEMENT OF OPERATION**  
**FOR THE PERIOD FROM FEBRUARY 18, 2014 (COMMENCEMENT OF OPERATIONS)**  
**TO DECEMBER 31, 2014**

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	<u>Period Ended December 31, 2014</u>
INVESTMENT INCOME -	
Dividends and interest income	\$ 6,098
Total investment income	<u>6,098</u>
OPERATING EXPENSES -	
Professional fees	153,200
Salary expense	38,793
Fund administrator	7,492
Other general and administrative	76,179
Total expenses	<u>275,664</u>
NET LOSS	<u>\$ (269,566)</u>

The accompanying notes are an integral part of these financial statements.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.  
STATEMENT OF CHANGES IN PARTNERS' CAPITAL  
FOR THE PERIOD FROM FEBRUARY 18, 2014 (COMMENCEMENT OF OPERATIONS)  
TO DECEMBER 31, 2014**

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	<u>General Partner</u>	<u>Limited Partners</u>	<u>Total</u>
Balance at commencement of operations	\$ -	\$ -	\$ -
Increase in Partners' Capital - Capital contributions for the period	-	40,212,400	40,212,400
Decrease in Partners' Capital from operations - Net investment loss	-	(269,566)	(269,566)
Partners' Capital as of December 31, 2014	<u>\$ -</u>	<u>\$ 39,942,834</u>	<u>\$ 39,942,834</u>

The accompanying notes are an integral part of these financial statements.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.**  
**STATEMENT OF CASH FLOWS**  
**FOR THE PERIOD FROM FEBRUARY 18, 2014 (COMMENCEMENT OF OPERATIONS)**  
**TO DECEMBER 31, 2014**

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	<b>Period Ended December 31, 2014</b>
OPERATING ACTIVITIES -	
Net loss	\$ (269,566)
INVESTING ACTIVITIES-	
Investment in Dhandho Holdings Corp	(39,942,834)
FINANCING ACTIVITIES -	
Capital contributions	<u>40,212,400</u>
Net increase in cash and cash equivalents	-
Cash and cash equivalents, beginning of period	-
Cash and cash equivalents, end of period	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.





**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2014**

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**1. REPORTING ENTITY**

Dhandho Holdings Qualified Purchaser, L.P. (the “Partnership”) is a limited partnership organized in February 2014, pursuant to the laws of the State of Delaware. The purpose of the Partnership is to make equity investments in privately and publicly held businesses. In February 2014, the Partnership had its first closing with total contributed capital of \$36,212,400. In April 2014, a second closing of \$4,000,000 brought contributed capital to a total of \$40,212,400.

The affairs of the Partnership are managed by its general partner, Dhandho GP, LLC (the “General Partner”), a limited liability company organized under the laws of the State of California. The General Partner is a subsidiary of Dalal Street, LLC, an investment adviser registered with the U.S. Securities and Exchange Commission. Dalal Street, LLC and the General Partner are both controlled by Mohnish Pabrai, Managing Partner. The General Partner holds Limited Partner interest of 22.02% through Dalal Street, LLC, Mr. Pabrai and his spouse, Ms. Harina Kapoor. Dalal Street, LLC made a capital contribution of \$1,991,818 which represents 4.98% of limited partnership interest, Mr. Pabrai and his spouse made a capital contribution of \$6,630,921 which represents 16.57% of limited partnership interest and Aikyum, Inc., a California corporation owned by Ms. Kapoor, made a contribution of \$189,661 for 0.47% of limited partnership interest.

The General Partner has the overall responsibility for the management of the Partnership and provides portfolio management and administrative services. The General Partner will be paid a Management Fee described in note 5.

The Limited Partnership Agreement (the “Agreement”) provides for one class of Limited Partners Interest which corresponds to the dollar amount of the Limited Partner’s investment.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies of the Partnership, which conform to accounting principles generally accepted in the United States of America (“GAAP”) and practices in the venture capital and private equity industry, include the following:

**Basis of Presentation**

The Partnership uses the accrual method of accounting for financial reporting purposes.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires the General Partner to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2014**

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**Cash and Cash Equivalents**

The Partnership considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. At December 31, 2014 there are no cash and cash equivalents.

**Valuation of Investment**

The Partnership values its investment in Dhandho Holdings Corp at fair value as determined in good faith by the General Partner in accordance with the Partnership's valuation policy and FASB Accounting Standard Codification 820 ("ASC 820"). Because of inherent uncertainty of valuations, estimated values may differ significantly from the values that would have been used had a ready market for the investment existed, and the difference could be material.

**Income Taxes**

For U.S. federal and state tax purposes, Partnership taxable income or loss is reported by the partners individually. Accordingly, no income tax provision or benefit has been included in the accompanying financial statements.

The Partnership is subject to routing tax audits by the Internal Revenue Service ("IRS") and state tax agencies. However, there are currently no audits for any tax period in progress. The Company remains subject to income tax examinations for fiscal year 2014.

**Recent Accounting Standard Updates**

During the year ended December 31, 2014, the Financial Accounting Standards Board ("FASB") issued accounting standard updates that were not relevant to the Partnership's operations.

**3. INVESTMENT IN DHANDHO HOLDINGS CORP.**

During the period ended December 31, 2014 the Partnership acquired 26.403% of the outstanding common stock of Dhandho Holdings Corp ("Dhandho Corp") for approximately \$39 million. Dhandho Corp is a corporation organized under the laws of the Commonwealth of Puerto Rico on October 31, 2014 for the purpose of investing in private and public enterprises. Effective December 31, 2014 Dhandho Corp acquired 100% of the outstanding common stock of Stonetrust Commercial Insurance Company through its parent company Stonetrust Holdings Company and Stonetrust Management Services LLC (collectively referred as Stonetrust) for approximately \$35 million. Stonetrust is organized in the State of Louisiana and is engaged in providing workers compensation insurance.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

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The Partnership values this investment at fair value as determined in good faith by the General Partner in accordance with the Partnership's valuation policy and ASC 820. The Partnership determines the fair value to be the price that would be received for an investment in a current sale, which assumes an orderly transaction between market participants on the measurement date. The Partnership's valuation policy considers the fact that no ready market exists for its investment and that fair value for its investment must typically be determined using unobservable inputs.

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels, based on the reliability of fair value inputs as follows:

- *Level 1* - Unadjusted quoted prices in active markets for identical assets or liabilities that the Foundation has the ability to access at the measurement date. Valuation on these instruments does not necessitate a significant degree of judgment since valuations are based on quoted prices that are readily available in an active market.
- *Level 2* - Quoted prices other than those included in Level 1 that are observable either directly or indirectly. Level 2 inputs include:
  - a. Quoted prices for similar assets or liabilities in active markets
  - b. Quoted prices for identical or similar assets or liabilities in markets that are not active
  - c. Inputs other than quoted prices that are observable for the asset or liability
  - d. Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- *Level 3* - Inputs that are unobservable and significant to the fair value measurement. These are used only for measuring fair value when observable inputs are not available, or where there is very low activity in the market for the asset or liability at measurement date.

The level in the fair value hierarchy in which the measurement falls is determined based on the lowest level input that is meaningful to the entire fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The investment in Dhandho Corp is classified in Level 3.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.  
NOTES TO THE FINANCIAL STATEMENTS  
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The following table summarizes the changes in assets presented at fair value using Level 3 inputs:

	Only Level 3 Instruments - December 31, 2014						
	Balance at		Sales/Calls Redemptions	Realized Gain	Unrealized Gain/(Loss)	Transfers in and/or Out of Level 3	Balance at December 31, 2014
	January 1, 2014	Purchases					
Common Stock Dhandho Holdings Corp	\$ -	\$39,942,834	\$ -	\$ -	\$ -	\$ -	\$ 39,942,834

The following table presents the qualitative unobservable inputs used to value Level 3 investments at December 31, 2014:

Investment	2014		
	Fair Value	Valuation Technique	Unobservable Input
Common stock Dhandho Holdings Corp	\$ 39,942,834	Transaction amount	Not applicable

Major assets of Dhandho Corp at December 31, 2014 consist of cash and its investment in Stonetrust. Since the acquisition of Stonetrust was made effective December 31, 2014 the General Partner believes that the acquisition price is still the best way to value the investment at December 31, 2014. The General Partner does not use the market approach and income approach to validate the transaction amount.

**4. PARTNERS' CAPITAL**

As of December 31, 2014, the Partnership had received capital contribution from the Limited Partners totaling \$40,212,400, including \$8,812,400 from the General Partner contributing as a Limited Partner. As stated in the Agreement, the General Partner, acting in its capacity as such, is not required to make any capital contributions to the Partnership on account of its General Partner Interest.

Allocations of net increase/decrease in Partners' Capital to partners are made in accordance with the Agreement, which calls for such allocations to be generally proportional to contributed capital. As more fully described in the Agreement, the allocation will be first, 100% to the Limited Partners until the allocation equals the aggregate of their respective capital contributions to the Partnership. After this first condition is met, net increases in Partners' capital will be allocated 90% to the Limited Partners, pro rata in accordance with their respective capital contributions, and 10% to the General Partner, which is referred as the General Partner's "Carried Interest". The General Partner, subject to certain conditions included in the Agreement, may determine when to distribute or to retain realized gains on investments.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

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**5. MANAGEMENT FEES**

As more fully described in the Agreement, the General Partner receives a management fee in consideration for the services it provides to the Partnership. In general, the annual management fee is an amount set by the General Partner, not to exceed 1% of the aggregate amount of capital contributions of all Limited Partners. No management fee was paid during the period ended December 31, 2014.

**6. RELATED PARTY TRANSACTIONS**

The Partnership is a member of a group of affiliated companies and has transactions and relationships with members of the group. Because of these relationships, it is possible that the terms of those transactions are not the same as those that would result from transactions among wholly unrelated parties.

**7. COMMITMENTS AND CONTINGENCIES**

In the normal course of business, the Partnership enters into contracts that contain a variety of representations and warranties and which provide general indemnifications. The Partnership's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Partnership that have not yet occurred. However, based on experience, the Partnership expects the risk of loss to be remote.

**8. RISKS**

The Partnership's investing activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The significant types of financial risks to which the Partnership is exposed include, but are not limited to market risk, liquidity risk, credit risk and other additional risks. Certain aspects of those risks are addressed below.

**Market Risk**

Market risk encompasses the potential for both losses and gains and includes price risk, and interest rate risk.

*Price Risk / Nature of investment*

The Partnership's investments are long-term and highly illiquid and there is no assurance that the Partnership will achieve its investment objectives including targeted returns. Due to the illiquidity of the investments, valuation of the assets may be difficult, as there generally will be no established markets for these assets. As the Partnership's financial instruments are carried at fair value with fair value changes recognized in the Statement of Operations, all changes in market conditions will directly affect the net asset value of the Partnership.



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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The Partnership expects to invest in companies that have a potential to generate a stable cash flow. Particularly in insurance companies which carry certain risks specific to that industry which includes underwriting exposure and regulatory risks.

*Interest Rate Risk*

The Partnership and the Partnership's portfolio companies may invest in fixed income securities and/or debt. Any change to the interest rates relevant for particular securities may result in the inability to secure similar returns on the expiration of contracts or the sale of securities. In addition, changes to prevailing rates or changes in expectations of future rates may result in an increase or decrease in the value of the securities held. In general, if interest rates rise, the value of the fixed interest securities will decline. A decline in interest rates will in general have the opposite effect.

*Liquidity Risk*

The portfolio companies in which the Partnership expects to make investments will initially be privately held. As a result, there will be no readily available secondary market for the Partnership's interests in such portfolio companies, and those interests will be subject to legal restrictions on transfer. Therefore, there is no assurance that the Partnership will be able to realize liquidity for such investments in a timely manner, if at all.

*Credit Risk*

The Partnership and its portfolio companies may include the acquisition of debt securities. Investment portfolios with debt securities are subject to credit risk. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument. Securities that are rated by rating agencies are often reviewed and may be subject to downgrade, which generally results in a decline in the market value of such security.

**Financial Highlights**

The following financial ratios for the year ended December 31, 2014 has been computed based on upon the limited partners' capital of the Partnership.

Total investment income	<u>0.02%</u>
Operating expenses	<u>0.69%</u>
Net decrease in partners capital resulting from operations	<u>0.67%</u>



**DHANDHO HOLDINGS QUALIFIED PURCHASER, L.P.  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2014**

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During the year ended December 31, 2014 the Partnership issued Limited Partners participation in the amount of \$40.2 million. The amount invested by the limited partners was used to acquire 264 units of common stock in Dhandho Holdings Corp. ("Dhandho"), a corporation organized under the laws of the Commonwealth of Puerto Rico. This investment is stated at fair value as determined in good faith by the General Partner in absence of readily ascertainable market value

During the year ended December 31, 2014 the Partnership activities consist principally in raising capital to invest in Dhandho. The investment income for the year consists principally of interest earned on cash balances and the expenses consist of general administrative expenses. No dividends were declared by Dhandho during the year ended December 31, 2014.

**9. SUBSEQUENT EVENTS**

The Partnership evaluated subsequent events through June 5, 2015 the date the financial statements were available to be issued and determined that no events occurred that required further disclosure.