

U.S. Return of Income for Electing Large Partnerships

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax year beginning _____, 2007, and ending _____, 20 _____
▶ See separate instructions.

2007

| | | | |
|---|---|--|--|
| A Principal business activity | Use the IRS label. Otherwise, print or type. | Name of partnership | D Employer identification number |
| B Principal product or service | | Number, street, and room or suite no. If a P.O. box, see instructions. | E Date business started |
| C Business code no. (see instructions) | | City or town, state, and ZIP code | F Total assets (see instructions) \$ |

- G** Check applicable boxes: (1) Final return (2) Name change (3) Address change (4) Amended return
- H** Check accounting method: (1) Cash (2) Accrual (3) Other (specify) ▶ _____
- I** Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ _____
- J** Check if Schedule M-3 (Form 1065) is attached ▶

Part I Taxable Income or Loss From Passive Loss Limitation Activities

| | | | | | | | |
|--|--|------------|--------------------------------------|-------|----------------|------------|--|
| Income | 1a Gross receipts or sales | _____ | b Less returns and allowances | _____ | c Bal ▶ | 1c | |
| | 2 Cost of goods sold (Schedule A, line 8) | | | | | 2 | |
| | 3 Gross profit. Subtract line 2 from line 1c | | | | | 3 | |
| | 4 Net rental real estate income (loss) (attach Form 8825) | | | | | 4 | |
| | 5 Net income (loss) from other rental activities (attach schedule) | | | | | 5 | |
| | 6 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule) | | | | | 6 | |
| | 7 Net farm profit (loss) (attach Schedule F (Form 1040)) | | | | | 7 | |
| | 8 Excess of net short-term capital gain over net long-term capital loss (Schedule D, line 14) | | | | | 8 | |
| | 9 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) | | | | | 9 | |
| | 10 Other income (loss) (see instructions) (attach schedule) | | | | | 10 | |
| | 11 Total income (loss). Combine lines 3 through 10 | | | | | 11 | |
| Deductions | 12 Salaries and wages (other than to partners) (less employment credits) | | | | | 12 | |
| | 13 Guaranteed payments to partners | | | | | 13 | |
| | 14 Repairs and maintenance | | | | | 14 | |
| | 15 Bad debts | | | | | 15 | |
| | 16 Rent | | | | | 16 | |
| | 17 Taxes and licenses | | | | | 17 | |
| | 18 Interest | | | | | 18 | |
| | 19a Depreciation and section 179 expense deduction (see instructions) | 19a | | | | 19c | |
| | b Less: depreciation reported on Schedule A and elsewhere on return | 19b | | | | | |
| | 20 Depletion | | | | | 20 | |
| 21 Retirement plans, etc. | | | | | 21 | | |
| 22 Employee benefit programs | | | | | 22 | | |
| 23 Other deductions (attach schedule) | | | | | 23 | | |
| 24 Total deductions. Add the amounts shown in the far right column for lines 12 through 23 | | | | | 24 | | |
| 25 Taxable income (loss) from passive loss limitation activities. Subtract line 24 from line 11 | | | | | 25 | | |
| Tax and Payments | 26 Tax (see instructions). Check if from: a <input type="checkbox"/> Form 4255 b <input type="checkbox"/> Form 8611 | | | | | 26 | |
| | 27 Other payments. Check if from: a <input type="checkbox"/> Form 2439 b <input type="checkbox"/> Form 4136 | | | | | 27 | |
| | 28 Amount owed. Enter the excess of line 26 over line 27 | | | | | 28 | |
| | 29 Overpayment. Enter the excess of line 27 over line 26 | | | | | 29 | |

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

▶ _____ ▶ _____
Signature of general partner or limited liability company member manager Date

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

| | | | | |
|---------------------------------|--|------|---|------------------------|
| Paid Preparer's Use Only | Preparer's signature | Date | Check if self-employed <input type="checkbox"/> | Preparer's SSN or PTIN |
| | Firm's name (or yours if self-employed), address, and ZIP code | EIN | Phone no. () | |

Part II Taxable Income or Loss From Other Activities

Table with 13 rows for Part II, including Interest, Dividends, Royalties, Capital Gains, Income, Deductions, and Taxable Income.

Schedule A Cost of Goods Sold (see instructions)

Table with 8 rows for Schedule A, including Inventory at beginning of year, Purchases, Labor, Section 263A costs, Other costs, Total, Inventory at end of year, and Cost of goods sold.

- 9a Check all methods used for valuing closing inventory: (i) Cost as described in Regulations section 1.471-3, (ii) Lower of cost or market as described in Regulations section 1.471-4, (iii) Other (specify method used and attach explanation)
b Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c)
c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)
d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership?
e Was there any change in determining quantities, cost, or valuations between opening and closing inventory?

Schedule B Other Information (see instructions)

Table with 9 rows for Schedule B, including questions about partnership type, other partnerships, foreign partners, publicly traded partnerships, filing requirements, foreign accounts, foreign distributions, and Form 8865.

Schedule D Capital Gains and Losses

Part I—Short-Term Capital Gains and Losses—Assets Held 1 Year or Less

| (a) Description of property (e.g., 100 shares of "Z" Co.) | (b) Date acquired (month, day, year) | (c) Date sold (month, day, year) | (d) Sales price (see instructions) | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|-------------------------------------|---------------------------------------|---|---|
| 1 | | | | | |
| | | | | | |
| | | | | | |
| 2 Short-term capital gain from installment sales from Form 6252, line 26 or 37 | | | | | 2 |
| 3 Short-term capital gain (loss) from like-kind exchanges from Form 8824 | | | | | 3 |
| 4 Net short-term capital gain or (loss). Combine lines 1 through 3 in column (f) | | | | | 4 |

Part II—Long-Term Capital Gains and Losses—Assets Held More Than 1 Year

| (a) Description of property (e.g., 100 shares of "Z" Co.) | (b) Date acquired (month, day, year) | (c) Date sold (month, day, year) | (d) Sales price (see instructions) | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|---|-------------------------------------|---------------------------------------|---|---|
| 5 | | | | | |
| | | | | | |
| | | | | | |
| 6 Enter gain from Form 4797, Part I | | | | | 6 |
| 7 Long-term capital gain from installment sales from Form 6252, line 26 or 37 | | | | | 7 |
| 8 Long-term capital gain (loss) from like-kind exchanges from Form 8824 | | | | | 8 |
| 9 Net long-term capital gain or (loss). Combine lines 5 through 8 in column (f) | | | | | 9 |

Part III—Summary of Parts I and II

| | | | |
|--|-----------|--|--|
| 10 Combine lines 4 and 9 and enter the net gain (loss) | 10 | | |
| 11 Enter excess of net short-term capital gain (line 4) over net long-term capital loss (line 9). | 11 | | |
| 12 Net capital gain or (loss). Subtract line 11 from line 10. | 12 | | |

Part IV—Net Capital Gain (Loss) From Passive Loss Limitation Activities

| | | | |
|--|-----------|--|--|
| 13 Redetermine the amount on line 11 by taking into account only gains and losses from passive loss limitation activities | 13 | | |
| 14 Excess of net short-term capital gain over net long-term capital loss. Enter the smaller of the amount on line 11 or line 13. Enter here and on page 1, Part I, line 8 | 14 | | |
| 15 Redetermine the amount on line 12 by taking into account only gains and losses from passive loss limitation activities | 15 | | |
| 16 Net capital gain or (loss) from passive loss limitation activities. If lines 12 and 15 are both positive or both negative, enter the smaller of line 12 or line 15. Otherwise, enter -0-. Enter here and on Schedule K, line 4a | 16 | | |
| Note. When figuring whether line 12 or line 15 is smaller , treat both numbers as positive. | | | |

Part V—Net Capital Gain (Loss) From Other Activities

| | | | |
|---|-----------|--|--|
| 17 Excess of net short-term capital gain over net long-term capital loss. Subtract line 14 from line 11. Enter here and on page 2, Part II, line 4 | 17 | | |
| 18 Net capital gain or (loss) from other activities. Subtract line 16 from line 12. Enter here and on Schedule K, line 4b | 18 | | |

Schedule K Partners' Shares of Income, Credits, Deductions, etc.

| (a) Distributive share items | | | | (b) Total amount | |
|------------------------------|---|--|---------------|------------------|--|
| 1a | Taxable income (loss) from passive loss limitation activities (Part I, line 25) | | | 1a | |
| b | Amount on line 1a allocated to general partners as: | | | | |
| | (1) | Taxable income (loss) from trade or business activities | 1b(1) | | |
| | (2) | Taxable income (loss) from rental real estate activities | 1b(2) | | |
| | (3) | Taxable income (loss) from other rental activities | 1b(3) | | |
| c | Total amount on line 1a allocated to general partners. Combine lines 1b(1) through 1b(3) | | | 1c | |
| d | Taxable income (loss) from passive loss limitation activities allocated to limited partners. Subtract line 1c from line 1a (report on Schedules K-1, box 1) | | | 1d | |
| 2 | Taxable income (loss) from other activities (Part II, line 13) | | | 2 | |
| 3 | Qualified dividends from other activities (Part II, line 2b) | | | 3 | |
| 4a | Net capital gain (loss) from passive loss limitation activities (Schedule D, line 16) | | | 4a | |
| b | Net capital gain (loss) from other activities (Schedule D, line 18) | | | 4b | |
| 5 | Net passive alternative minimum tax adjustment | | | 5 | |
| 6 | Net other alternative minimum tax adjustment | | | 6 | |
| 7 | Guaranteed payments | | | 7 | |
| 8 | Income from discharge of indebtedness | | | 8 | |
| 9 | Tax-exempt interest income | | | 9 | |
| 10 | General credits (see instructions) | | | 10 | |
| 11 | Low-income housing credit (see instructions) | | | 11 | |
| 12 | Rehabilitation credit from rental real estate activities (attach Form 3468) | | | 12 | |
| 13a | Net earnings (loss) from self-employment | | | 13a | |
| b | Gross nonfarm income | | | 13b | |
| 14a | Name of foreign country or U.S. possession ▶ | | | | |
| b | Gross income from all sources | | | 14b | |
| c | Gross income sourced at partner level (attach schedule) | | | 14c | |
| d | Foreign gross income sourced at partnership level: | | | | |
| | (1) | Passive category | 14d(1) | | |
| | (2) | General category | 14d(2) | | |
| | (3) | Other (attach schedule) | 14d(3) | | |
| e | Deductions allocated and apportioned at partner level: | | | | |
| | (1) | Interest expense | 14e(1) | | |
| | (2) | Other | 14e(2) | | |
| f | Deductions allocated and apportioned at partnership level to foreign source income: | | | | |
| | (1) | Passive category | 14f(1) | | |
| | (2) | General category | 14f(2) | | |
| | (3) | Other (attach schedule) | 14f(3) | | |
| g | Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/> | | | 14g | |
| h | Reduction in taxes available for credit (attach schedule) | | | 14h | |
| 15 | Other items and amounts required to be reported separately to partners (attach schedule) | | | | |

Analysis of Net Income (Loss)

| | | | | | | | |
|----------|---|---------------------------------|-----------------------------------|-------------------------|--------------------------------|---------------------------|--|
| 1 | Net income (loss). In column (b), add lines 1c through 4b, 7, and 8. From the result, subtract line 14g | | | | | 1 | |
| 2 | Analysis by partner type: | | | | | | |
| | (i) Corporate | (ii) Individual (active) | (iii) Individual (passive) | (iv) Partnership | (v) Exempt organization | (vi) Nominee/Other | |
| a | General partners | | | | | | |
| b | Limited partners | | | | | | |

Schedule L Balance Sheets per Books

| | Beginning of tax year | | End of tax year | |
|---|-----------------------|-----|-----------------|-----|
| | (a) | (b) | (c) | (d) |
| Assets | | | | |
| 1 Cash | | | | |
| 2a Trade notes and accounts receivable | | | | |
| b Less allowance for bad debts | | | | |
| 3 Inventories | | | | |
| 4 U.S. government obligations | | | | |
| 5 Tax-exempt securities | | | | |
| 6 Other current assets (<i>attach schedule</i>) | | | | |
| 7 Mortgage and real estate loans | | | | |
| 8 Other investments (<i>attach schedule</i>) | | | | |
| 9a Buildings and other depreciable assets | | | | |
| b Less accumulated depreciation | | | | |
| 10a Depletable assets | | | | |
| b Less accumulated depletion | | | | |
| 11 Land (net of any amortization) | | | | |
| 12a Intangible assets (amortizable only) | | | | |
| b Less accumulated amortization | | | | |
| 13 Other assets (<i>attach schedule</i>) | | | | |
| 14 Total assets | | | | |
| Liabilities and Capital | | | | |
| 15 Accounts payable | | | | |
| 16 Mortgages, notes, bonds payable in less than 1 year | | | | |
| 17 Other current liabilities (<i>attach schedule</i>) | | | | |
| 18 All nonrecourse loans | | | | |
| 19 Mortgages, notes, bonds payable in 1 year or more | | | | |
| 20 Other liabilities (<i>attach schedule</i>) | | | | |
| 21 Partners' capital accounts | | | | |
| 22 Total liabilities and capital | | | | |

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. Schedule M-3 may be required instead of Schedule M-1 (see instructions).

| | | | |
|---|--|---|--|
| 1 Net income (loss) per books | | 6 Income recorded on books this year not included on Schedule K, lines 1c through 4b, and 8 (itemize): | |
| 2 Income included on Schedule K, lines 1c through 4b, and 8, not recorded on books this year (itemize): | | a Tax-exempt interest \$ | |
| 3 Guaranteed payments | | | |
| 4 Expenses recorded on books this year not included on Schedule K, lines 1c through 4b, and 14g (itemize): | | 7 Deductions included on Schedule K, lines 1c through 4b, and 14g, not charged against book income this year (itemize): | |
| a Depreciation \$ | | a Depreciation \$ | |
| b Travel and entertainment \$ | | | |
| | | | |
| | | 8 Add lines 6 and 7 | |
| 5 Add lines 1 through 4 | | 9 Income (loss). (Analysis of Net Income (Loss), line 1.) Subtract line 8 from line 5 | |

Schedule M-2 Analysis of Partners' Capital Accounts

| | | | |
|--|--|---|--|
| 1 Balance at beginning of year | | 6 Distributions: a Cash | |
| 2 Capital contributed: a Cash | | b Property | |
| b Property | | 7 Other decreases (itemize): | |
| 3 Net income (loss) per books | | | |
| 4 Other increases (itemize): | | 8 Add lines 6 and 7 | |
| | | 9 Balance at end of year. Subtract line 8 from line 5 | |
| 5 Add lines 1 through 4 | | | |