

U.S. Return of Partnership Income

OMB No. 1545-0099

For calendar year 2008, or tax year beginning _____, 2008, ending _____, 20_____.
▶ See separate instructions.

2008

| | | | |
|---------------------------------------|---|--|--|
| 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 the instructions. | E Date business started |
| C Business code number | | City or town, state, and ZIP code | F Total assets (see the instructions) \$ _____ |

- G** Check applicable boxes: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended return
(6) Technical termination - also check (1) or (2)
- 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 attached.

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

| | | | | | |
|--|------------|---|--|--|------------|
| Income | 1a | Gross receipts or sales | | | |
| | 1b | Less returns and allowances | | | |
| | 2 | Cost of goods sold (Schedule A, line 8) | | | 1c |
| | 3 | Gross profit. Subtract line 2 from line 1c | | | 2 |
| | 4 | Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) | | | 3 |
| | 5 | Net farm profit (loss) (attach Schedule F (Form 1040)) | | | 4 |
| | 6 | Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) | | | 5 |
| | 7 | Other income (loss) (attach statement) | | | 6 |
| | 8 | Total income (loss). Combine lines 3 through 7 | | | 7 |
| Deductions <small>(see the instructions for limitations)</small> | 9 | Salaries and wages (other than to partners) (less employment credits) | | | 8 |
| | 10 | Guaranteed payments to partners | | | 9 |
| | 11 | Repairs and maintenance | | | 10 |
| | 12 | Bad debts | | | 11 |
| | 13 | Rent | | | 12 |
| | 14 | Taxes and licenses | | | 13 |
| | 15 | Interest | | | 14 |
| | 16a | Depreciation (if required, attach Form 4562) | | | 15 |
| | 16b | Less depreciation reported on Schedule A and elsewhere on return | | | |
| | 17 | Depletion (Do not deduct oil and gas depletion.) | | | 16a |
| | 18 | Retirement plans, etc. | | | 16b |
| | 19 | Employee benefit programs | | | 16c |
| | 20 | Other deductions (attach statement) | | | 17 |
| | 21 | Total deductions. Add the amounts shown in the far right column for lines 9 through 20 | | | 18 |
| | 22 | Ordinary business income (loss). Subtract line 21 from line 8 | | | 19 |

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)? <input type="checkbox"/> Yes <input type="checkbox"/> 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. () _____ | |

Schedule A Cost of Goods Sold (see the instructions)

| | | | |
|--|----------|--|--|
| 1 Inventory at beginning of year | 1 | | |
| 2 Purchases less cost of items withdrawn for personal use | 2 | | |
| 3 Cost of labor | 3 | | |
| 4 Additional section 263A costs (attach statement) | 4 | | |
| 5 Other costs (attach statement) | 5 | | |
| 6 Total. Add lines 1 through 5 | 6 | | |
| 7 Inventory at end of year | 7 | | |
| 8 Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2 | 8 | | |

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? . . . Yes No

e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? Yes No

If "Yes," attach explanation.

Schedule B Other Information

| | | | | |
|--|--|---|---|--|
| 1 What type of entity is filing this return? Check the applicable box: | | | Yes | No |
| a <input type="checkbox"/> Domestic general partnership | b <input type="checkbox"/> Domestic limited partnership | | | |
| c <input type="checkbox"/> Domestic limited liability company | d <input type="checkbox"/> Domestic limited liability partnership | | | |
| e <input type="checkbox"/> Foreign partnership | f <input type="checkbox"/> Other ▶ | | | |
| 2 At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person? | | | | |
| 3 At the end of the tax year: | | | | |
| a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), or trust own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below | | | | |
| (i) Name of Entity | (ii) Employer Identification Number (if any) | (iii) Type of Entity | (iv) Country of Organization | (v) Maximum Percentage Owned in Profit, Loss, or Capital |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below | | | | |
| (i) Name of Individual or Estate | (ii) Social Security Number or Employer Identification Number (if any) | (iii) Country of Citizenship (see instructions) | (iv) Maximum Percentage Owned in Profit, Loss, or Capital | |
| | | | | |
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| 4 At the end of the tax year, did the partnership: | | | | |
| a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below | | | | |
| (i) Name of Corporation | (ii) Employer Identification Number (if any) | (iii) Country of Incorporation | (iv) Percentage Owned in Voting Stock | |
| | | | | |
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b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below .

| (i) Name of Entity | (ii) Employer Identification Number (if any) | (iii) Type of Entity | (iv) Country of Organization | (v) Maximum Percentage Owned in Profit, Loss, or Capital |
|--------------------|--|----------------------|------------------------------|--|
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|--|--|--|--|
| 5 Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details | | | |
| 6 Does the partnership satisfy all four of the following conditions? a The partnership's total receipts for the tax year were less than \$250,000. b The partnership's total assets at the end of the tax year were less than \$1 million. c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return. d The partnership is not filing and is not required to file Schedule M-3 If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1. | | | |
| 7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)? | | | |
| 8 During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt? | | | |
| 9 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction? | | | |
| 10 At any time during calendar year 2008, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country. ▶----- | | | |
| 11 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions | | | |
| 12a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election. | | | |
| b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions | | | |
| c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions | | | |
| 13 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (including a disregarded entity) . ▶ <input type="checkbox"/> | | | |
| 14 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property? | | | |
| 15 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions ▶----- | | | |
| 16 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ▶----- | | | |
| 17 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return. ▶----- | | | |

Designation of Tax Matters Partner (see instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

| | |
|-----------------------------|-----------------------------|
| Name of designated TMP ▶ | Identifying number of TMP ▶ |
| Address of designated TMP ▶ | |

| Schedule K Partners' Distributive Share Items | | Total amount | |
|--|--|---------------------|--|
| Income (Loss) | 1 Ordinary business income (loss) (page 1, line 22) | 1 | |
| | 2 Net rental real estate income (loss) (<i>attach Form 8825</i>) | 2 | |
| | 3a Other gross rental income (loss) | 3a | |
| | b Expenses from other rental activities (<i>attach statement</i>) | 3b | |
| | c Other net rental income (loss). Subtract line 3b from line 3a | 3c | |
| | 4 Guaranteed payments | 4 | |
| | 5 Interest income | 5 | |
| | 6 Dividends: a Ordinary dividends | 6a | |
| | b Qualified dividends | 6b | |
| | 7 Royalties | 7 | |
| | 8 Net short-term capital gain (loss) (<i>attach Schedule D (Form 1065)</i>) | 8 | |
| Income (Loss) | 9a Net long-term capital gain (loss) (<i>attach Schedule D (Form 1065)</i>) | 9a | |
| | b Collectibles (28%) gain (loss) | 9b | |
| | c Unrecaptured section 1250 gain (<i>attach statement</i>) | 9c | |
| | 10 Net section 1231 gain (loss) (<i>attach Form 4797</i>) | 10 | |
| 11 Other income (loss) (<i>see instructions</i>) Type ▶ | 11 | | |
| Deductions | 12 Section 179 deduction (<i>attach Form 4562</i>) | 12 | |
| | 13a Contributions | 13a | |
| | b Investment interest expense | 13b | |
| | c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶ | 13c(2) | |
| d Other deductions (<i>see instructions</i>) Type ▶ | 13d | | |
| Self-Employment | 14a Net earnings (loss) from self-employment | 14a | |
| | b Gross farming or fishing income | 14b | |
| | c Gross nonfarm income | 14c | |
| Credits | 15a Low-income housing credit (section 42(j)(5)) | 15a | |
| | b Low-income housing credit (other) | 15b | |
| | c Qualified rehabilitation expenditures (rental real estate) (<i>attach Form 3468</i>) | 15c | |
| | d Other rental real estate credits (<i>see instructions</i>) Type ▶ | 15d | |
| | e Other rental credits (<i>see instructions</i>) Type ▶ | 15e | |
| | f Other credits (<i>see instructions</i>) Type ▶ | 15f | |
| Foreign Transactions | 16a Name of country or U.S. possession ▶ | 16a | |
| | b Gross income from all sources | 16b | |
| | c Gross income sourced at partner level | 16c | |
| | <i>Foreign gross income sourced at partnership level</i> | | |
| | d Passive category ▶ e General category ▶ f Other ▶ | 16f | |
| | <i>Deductions allocated and apportioned at partner level</i> | | |
| | g Interest expense ▶ h Other ▶ | 16h | |
| | <i>Deductions allocated and apportioned at partnership level to foreign source income</i> | | |
| | i Passive category ▶ j General category ▶ k Other ▶ | 16k | |
| | l Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/> | 16l | |
| m Reduction in taxes available for credit (<i>attach statement</i>) | 16m | | |
| n Other foreign tax information (<i>attach statement</i>) | 16n | | |
| Alternative Minimum Tax (AMT) Items | 17a Post-1986 depreciation adjustment | 17a | |
| | b Adjusted gain or loss | 17b | |
| | c Depletion (other than oil and gas) | 17c | |
| | d Oil, gas, and geothermal properties—gross income | 17d | |
| | e Oil, gas, and geothermal properties—deductions | 17e | |
| | f Other AMT items (<i>attach statement</i>) | 17f | |
| Other Information | 18a Tax-exempt interest income | 18a | |
| | b Other tax-exempt income | 18b | |
| | c Nondeductible expenses | 18c | |
| | 19a Distributions of cash and marketable securities | 19a | |
| | b Distributions of other property | 19b | |
| | 20a Investment income | 20a | |
| b Investment expenses | 20b | | |
| c Other items and amounts (<i>attach statement</i>) | | | |

Analysis of Net Income (Loss)

| | | | | | | |
|---|--------------------|--------------------------|----------------------------|------------------|-------------------------|--------------------|
| 1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l | | | | | | 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 (attach statement) | | | | |
| 7 | Mortgage and real estate loans | | | | |
| 8 | Other investments (attach statement) | | | | |
| 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 (attach statement) | | | | |
| 14 | Total assets | | | | |
| Liabilities and Capital | | | | | |
| 15 | Accounts payable | | | | |
| 16 | Mortgages, notes, bonds payable in less than 1 year | | | | |
| 17 | Other current liabilities (attach statement) | | | | |
| 18 | All nonrecourse loans | | | | |
| 19 | Mortgages, notes, bonds payable in 1 year or more | | | | |
| 20 | Other liabilities (attach statement) | | | | |
| 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 1 through 11 (itemize): | |
| 2 | Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize): | | a | Tax-exempt interest \$ | |
| 3 | Guaranteed payments (other than health insurance) | | 7 | Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize): | |
| 4 | Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (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 | |
| 5 | Add lines 1 through 4 | | 9 | Balance at end of year. Subtract line 8 from line 5 | |