Partner's Instructions for Schedule K-1 (Form 1065-B)

Partner's Share of Income (Loss) From an Electing Large Partnership
(For Partner's Use Only)

Section references are to the Internal Revenue Code unless otherwise noted.

What's New
There is a new worksheet on page 3 of these instructions that you can use to keep track of your adjusted basis in your partnership interest.

General Instructions

Purpose of Schedule K-1
The partnership uses Schedule K-1 to report your share of the partnership's income, deductions, credits, etc. Keep it for your records. Do not file it with your tax return. The partnership has filed a copy with the IRS.

You are liable for tax on your share of the partnership income, whether or not distributed. Include your share on your tax return if a return is required. Use these instructions to help you report the items shown on Schedule K-1 on your tax return.

The amount of loss and deduction that you can claim on your tax return may be less than the amount reported on Schedule K-1. It is the partner's responsibility to consider and apply any applicable limitations. See Limitations on Losses, Deductions, and Credits beginning on page 2 for more information.

Election of Large Partnerships
This partnership has elected simplified reporting requirements intended to make it simpler for you to report your share of partnership income, credits, deductions, etc. Generally, income, capital gains, credits, and deductions are combined at the partnership level so that the number of partnership items separately reported to partners is reduced. Most limitations and elections affecting partnership income are made by the electing large partnership. For limited partners, income and other items from the partnership's trade or business and rental activities are treated as being from a trade or business that is a single passive activity. These items are reported in boxes 1, 3, and 5, with most credits being reported in boxes 7 and 8. General partners must make their own determinations as to whether the activities are passive for them.

Therefore, partnership items from trade or business, rental real estate, and other rental activities are separately reported for each activity in box 9. Income, etc., from other activities (investment and partnership income and deductions) are reported in boxes 2a, 2b, 4, and 6 for both limited and general partners.

Errors
You must report partnership items shown on your Schedule K-1 (and any attached schedules) the same way that the partnership treated the items on its return. If you believe the partnership has made an error on your Schedule K-1, notify the partnership. Do not change any items on your copy of Schedule K-1. Generally, an adjustment to correct an error will take effect for the tax year in which the partnership actually makes the adjustment. However, if the error involves a change to your distributive share of a partnership item, the partnership should file an amended partnership return and send you a corrected Schedule K-1.

If the treatment on your original or amended return is inconsistent with the partnership's treatment, you may be subject to the accuracy-related penalty. This penalty is in addition to any tax that results from making your amount or treatment of the item consistent with that shown on the partnership's return. Any deficiency that results from making the amounts consistent may be assessed immediately.

Sale or Exchange of Partnership Interest
Generally, a partner who sells or exchanges a partnership interest in a section 751(a) exchange must notify the partnership, in writing, within 30 days of the exchange (or, if earlier, by January 15 of the calendar year following the calendar year in which the exchange occurred). A "section 751(a) exchange" is any sale or exchange of a partnership interest in which any money or other property received by the partner in exchange for that partner's interest is attributable to unrealized receivables (as defined in section 751(c)) or inventory items (as defined in section 751(d)).

The written notice to the partnership must include the names and addresses of both parties to the exchange, the identifying numbers of the transferee and (if known) of the transferee, and the exchange date.

An exception to this rule is made for sales or exchanges of publicly traded partnership interests for which a broker is required to file Form 1099-B, Proceeds From Broker and Barter Exchange Transactions.

If a partner is required to notify the partnership of a section 751(a) exchange but fails to do so, a $50 penalty may be imposed for each such failure. However, no penalty will be imposed if the partner can show that the failure was due to reasonable cause and not willful neglect.

Nominee Reporting
Any person who holds, directly or indirectly, an interest in a partnership as a nominee for another person must furnish a written statement to the partnership by the last day of the month following the end of the partnership's tax year. This statement must include the name, address, and identifying number of the nominee and such other person, and other information required by Temporary Regulations section 1.6031(c)-1T, or who furnishes incorrect or incomplete information, is subject to a $50 penalty for each item of information. The maximum penalty is $100,000 for all such failures during a calendar year. If the nominee intentionally disregards the requirement to report correct information, each $50 penalty increases to $100 or, if greater, 10% of the aggregate amount of

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items required to be reported, and the $100,000 maximum does not apply.

International Boycotts
Every partnership that had operations in, or related to, a boycotting country, company, or a national of a country must file Form 5713, International Boycott Report.

If the partnership cooperated with an international boycott under section 461, then you must file a copy of its Form 5713. You must file your own Form 5713 to report the partnership’s activities against any boycott operations that you may have. You may lose certain tax benefits if the partnership participated in, or cooperated with, an international boycott. See Form 5713 and its instructions for more information.

Definitions
General Partner
A general partner is a partner who is personally liable for partnership debts.

Limited Partner
A limited partner is a partner in a partnership formed under a state limited partnership law, whose personal liability for partnership debts is limited to the amount of money or other property that the partner contributed or is required to contribute to the partnership. Some members of other entities, such as domestic or foreign business trusts or limited liability companies that are classified as partnerships, may be treated as limited partners for certain purposes. For example, see Temporary Regulations section 1.469-5T(e)(3), which treats all members with limited liability as limited partners for purposes of section 469(h)(2) (concerning the passive loss limitation rules).

Disqualified Person
If you are a partner in a partnership holding oil and gas properties, you are a disqualified person if:
• You are an oil or natural gas retailer described in section 613A(d)(2) or crude oil refiner described in section 613A(d)(4) or
• Your average daily production of domestic crude oil and natural gas exceeded 1,000 in any year in which the partnership’s tax year ends. See section 776(b) for more details.

Disqualified persons must report items of income, gain, loss, deduction, and credit attributable to partnership oil and gas properties as if the special rules for electing large partnerships did not apply.

Nonrecourse Loans
Nonrecourse loans are the liabilities of the partnership for which no partner bears the economic risk of loss.

Elections
Generally, the partnership decides how to figure taxable income from its operations. However, two elections are made by you separately on your income tax return and Form 8882, At-Risk Limitations, to figure taxable income from its operations.

The partnership is not responsible for the economic risk of loss. Generally, if you have (a) a loss or other large deduction you can claim to the amount you could actually lose in the activity. However, if you acquired your partnership interest before 1987, the at-risk rules do not allow you to losses from an activity of holding real property placed in service before 1987 by the partnership. Therefore, the partnership is not required to pass through losses from activity (or contributed to the activity), that are not secured by your own property (other than the property used in the activity). See the instructions for Part B for more information.

The at-risk rules generally limit the amount of loss and other deductions that you can claim to the amount you could actually lose in the activity. However, if you acquired your partnership interest before 1987, the at-risk rules do not apply to losses from an activity of holding real property placed in service before 1987 by the partnership. Therefore, the partnership is not required to pass through losses from activity (or contributed to the activity), that are not secured by your own property (other than the property used in the activity). See the instructions for Part B for more information.

Generally, you are not at risk for amounts such as the following:
• Nonrecourse loans used to finance the activity, to acquire property used in the activity, or to acquire your interest in the activity, that are not secured by your own property (other than the property used in the activity).
• Cash, property, or borrowed amounts used in the activity (or contributed to the activity, or used to acquire your interest in the activity) that are protected against loss by a guarantee, stop-loss agreement, or other similar arrangement (excluding casualty insurance and insurance against tort liability).
• Amounts borrowed for use in the activity from a person who has an interest in the activity, other than as a creditor, or who is related, under section 465(b)(3), to a person (other than you) having such an interest.

You should get a separate statement of income, expenses, etc., for each activity from the partnership.

Passive Activity Limitations
Section 469 provides rules that limit the deduction or credit for passive activity losses or credits. These rules apply to partners who:
• Are individuals, estates, trusts, closely held corporations, or personal service corporations and
• Have a passive activity loss or credit for the tax year.

If you have a passive activity loss or credit, use Form 8582, Passive Activity Loss Limitations, to figure your allowable passive losses and Form 8882-CR, Passive Activity Credit Limitations, to figure your allowable passive credits.

For a corporation, use Form 8810, Corporate Passive Activity Loss and Credit Limitations. See the instructions for these forms for more information.

If the publicly traded partnership box on Schedule K-1 is checked, do not report passive income (loss) from the partnership on Form 8582.

See page 5 for the special rules for publicly traded partnerships.

For limited partners of an electing large partnership, all income, loss, deductions, and credits from trade or business and rental activities generally are reported as being from a trade or business that is a single passive activity. However, the determination of whether an activity is a passive activity must be made by any partner who is either a: • Nonrecourse loans used to finance the activity, to acquire property used in the activity, or to acquire your interest in the activity, that are not secured by your own property (other than the property used in the activity). • Cash, property, or borrowed amounts used in the activity (or contributed to the activity, or used to acquire your interest in the activity) that are protected against loss by a guarantee, stop-loss agreement, or other similar arrangement (excluding casualty insurance and insurance against tort liability). • Amounts borrowed for use in the activity from a person who has an interest in the activity, other than as a creditor, or who is related, under section 465(b)(3), to a person (other than you) having such an interest.

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• General partner or
• Limited partner who is a disqualified person (as defined on page 2) with
respect to items of income, gain, loss, deduction, and credit attributable to
partnership oil and gas properties.

In addition, the partnership is required to provide each general partner and
disqualified person the information necessary to comply with the passive
activity rules of section 469. Items of income, gain, loss, credit, etc., must be
separately reported to general partners for each trade or business, rental real
estate, and other rental activity.

Note. Except for the publicly traded partnership discussion on page 5, the
following information on passive activity limitations applies only to general
partners. Limited partners who are disqualified persons should see Pub. 925
for a complete discussion of the passive activity rules.

Generally, passive activities include:
1. Trade or business activities in which you did not materially participate and
2. Activities that meet the definition of rental activities under Temporary
Regulations section 1.469-1T(e)(3) and Regulations section 1.469-1(e)(3).

Passive activities do not include:
1. Trade or business activities in which you materially participated.
2. Rental real estate activities in which you materially participated if you were a
   real estate professional for the tax year.
3. Activities of trading personal property.

Note. For a closely held C corporation (defined in section 465(a)(1)(B)), the
above conditions are treated as met if 40% or more of the corporation’s gross
receipts were from real property trades or businesses in which the corporation
materially participated.

For purposes of this rule, each interest in rental real estate is a separate activity,
unless you elect to treat all interests in rental real estate as one activity. For
details on making this election, see the instructions for Schedule E (Form 1040).

If you are married filing jointly, either you or your spouse must separately meet
both of the above conditions, without taking into account services performed by
the other spouse.

A real property trade or business is any real property development,
redevelopment, construction, reconstruction, acquisition, conversion,
rental, operation, management, leasing, or brokerage trade or business. Services
you performed as an employee are not treated as performed in a real property
trade or business unless you owned more than 5% of the stock (or more than 50% of
the capital or profits interest) in the employer.

1. Working interests in oil or gas wells.
2. The rental of a dwelling unit any partner used for personal purposes during
   the year for more than the greater of 14 days or 10% of the number of days
   that the residence was rented at fair rental value.
3. Activities of trading personal property for the account of owners of
   interests in the activities.

Material participation. You must
determine if you materially participated (a)
in each trade or business activity held
through the partnership and (b) if you
were a real estate professional (defined
above), in each rental real estate activity
held through the partnership. All
determinations of material participation
are made based on your participation
during the partnership’s tax year.

Material participation standards for
partners who are individuals are listed
below. Special rules apply to certain
retired or disabled farmers and to the
surviving spouses of farmers. See the
instructions for Form 8810 for details.

Corporations should refer to the
Instructions for Form 8810 for the material
participation standards that apply to them.

Individuals (other than limited
partners). If you are an individual either
general partner or a limited partner who
owned a general partnership interest at all
times during the tax year), you materially
participated in an activity only if one or
more of the following apply.

1. You participated in the activity for
   more than 500 hours during the tax year.
2. Your participation in the activity for
   the tax year constituted substantially all
   the participation in the activity of all
   individuals (including individuals who are
   not owners of interests in the activity for
   the tax year).
3. You participated in the activity for
   more than 100 hours during the tax year,
   and your participation in the activity for
   the tax year was not less than the
   participation in the activity of any other
   individual (including individuals who were
   not owners of interests in the activity) for
   the tax year.
4. The activity was a significant
   participation activity for the tax year, and

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| Worksheet for Adjusting the Basis of a Partner’s Interest in the Partnership |
| (Keep for your records.) |
| | 1. Your adjusted basis at the end of the prior year. Do not enter less than zero. Enter -0- if this is your first tax year. |
| Increases: | 2. Money and your adjusted basis in property contributed to the partnership less the associated liabilities (but not less than zero). |
| | 3. Your increased share of or assumption of partnership liabilities. (Subtract your share of liabilities shown on your 2003 Schedule K-1 from your share of liabilities shown on your 2004 Schedule K-1 and add the amount of any partnership liabilities you assumed during the tax year.) |
| | 4. Your share of the partnership’s income or gain (including tax-exempt income). |
| | 5. Any gain recognized this year on contributions of property. Do not include gain from transfer of liabilities |
| Decreases: | 6. Withdrawals and distributions of money and the adjusted basis of property distributed to you from the partnership. Do not include the amount of property distributions included in the partner’s income (taxable income) |
| | 7. Your share of the partnership’s nondeductible expenses that are not capital expenditures. |
| | 8. Your share of the partnership’s losses and deductions (excluding capital losses). |
| | 9. Your adjusted basis in the partnership at end of this tax year. (Add lines 1 through 5 and subtract lines 6 through 8 from the total. If zero or less, enter -0-.) |

Caution. The deduction for your share of the partnership’s losses and deductions is limited to your adjusted basis in your partnership interest. If you entered zero on line 9 and the amount computed for line 9 was less than zero, a portion of your share of the partnership losses and deductions may not be deductible (See Basis Rules on page 2 for more information.)
you participated in all significant participation activities (including activities outside the partnership) during the year for more than 500 hours. A significant participation activity is any trade or business activity in which you participated for more than 100 hours during the tax year and in which you did not materially participate under any of the material participation tests (other than this test 4).

5. You materially participated in the activity for at least 5 tax years (whether or not consecutive) during the 10 tax years that immediately precede the tax year.

Work counted toward material participation. Generally, any work that you or your spouse do in connection with an activity held through a partnership (where you own your partnership interest at the time the work is done) is counted toward material participation. However, work in connection with the activity is not counted toward material participation if either of the following applies.

1. The work is not in the sort of work that owners of the activity would usually do and one of the principal purposes of the work that you or your spouse does is to avoid the passive loss or credit limitations.

2. You do the work in your capacity as an investor and you are not directly involved in the day-to-day operations of the activity. Examples of work done as an investor that would not count toward material participation include:

   a. Studying and reviewing financial statements or reports on operations of the activity.
   b. Preparing or compiling summaries or financial data for or other passive loss or credit limitations.

Effect of determination. Income (loss), deductions, and credits from an activity are nonpassive if you determine that:

- You materially participated in a trade or business activity of the partnership or
- You were a real estate professional (defined on page 3) in a rental real estate activity of the partnership.

If you determine that you did not materially participate in a trade or business activity of the partnership or if you have income (loss), deductions, or credits from a rental activity of the partnership (other than a rental real estate activity in which you materially participated as a real estate professional), the amounts from that activity are passive. Report passive income (losses), deductions, and credits as follows.

1. If you have an overall gain (the excess of income over deductions and losses, including any prior year unallowed loss) from a passive activity, report the income, deductions, and losses from the activity as indicated in the instructions for the boxes in which those items were reported.

2. If you have an overall loss (the excess of deductions and losses, including any prior year unallowed loss over income) or credits from a passive activity, report the income, deductions, losses, and credits from all passive activities using the Instructions for Form 8582 or Form 8582-CR (or Form 8810), to see if your deductions, losses, and credits are limited under the passive activity rules.

Special allowance for rental real estate activities. If you actively participated in a rental real estate activity, you may be able to deduct up to $25,000 of the loss from your passive activity from nonpassive income. This “special allowance” is an exception to the general rule disallowing losses in excess of income from passive activities. The special allowance is not available if you were married, file a separate return for the year, and did not live apart from your spouse at all times during the year.

Only individuals and qualifying estates can actively participate in a rental real estate activity. Estates (other than qualifying estates), trusts, and corporations cannot actively participate. You are not considered to actively participate in a rental real estate activity if at any time during the tax year your interest (excluding your spouse’s interest) in the activity was less than 10% (by value) of all interests in the activity.

Active participation is a less stringent requirement than material participation. You may be treated as actively participating if you participated, for example, in making management decisions or arranging for others to provide services (such as repairs) in a significant and bona fide sense. Management decisions that can count as active participation include approving new tenants, deciding rental terms, approving capital or repair expenditures, and other similar decisions.

An estate is a qualifying estate if the decedent would have satisfied the active participation requirement for the activity for the year the decedent died. A qualifying estate is treated as actively participating for tax years ending less than 2 years after the date of the decedent’s death.

The maximum special allowance that single individuals and married individuals filing separate returns can qualify for is $25,000. The maximum is $12,500 for married individuals who file separate returns and who lived apart all times during the year. The maximum special allowance for which an estate can qualify is $25,000 reduced by the special allowance for which the surviving spouse qualifies.

If your modified adjusted gross income (defined below) is $100,000 or less ($50,000 or less if married filing separately), your loss deductible up to the amount of the maximum special allowance referred to in the preceding paragraph. If your modified adjusted gross income is more than $100,000 (more than $50,000 if married filing separately), the special allowance is limited to 50% of the difference between $150,000 ($75,000 if married filing separately) and your modified adjusted gross income. When modified adjusted gross income is $150,000 or more ($75,000 or more if married filing separately), there is no special allowance.

Modified adjusted gross income is your adjusted gross income figured without taking into account:

- Any passive activity loss.
- Any rental real estate loss allowed under Section 469(c)(7) to real estate professionals (as defined on page 3).
- Any taxable social security or railroad retirement benefits.
- Any deductible contributions to an IRA or certain other qualified retirement plans under section 219.
- The student loan interest deduction.
- The tuition and fees deduction.
- The deduction for one-half of self-employment taxes.
- The exclusion from income of interest from Series EE and I and I Savings Bonds used to pay higher education expenses.
- The exclusion of amounts received under an employer’s adoption assistance program.

Commercial revitalization deduction. The special $25,000 allowance for the commercial revitalization deduction from rental real estate activities is not subject to the active participation rules or modified adjusted gross income limits discussed above. See Code R—Commercial Revitalization Deduction on page 10.

Special rules for certain other activities. If you have net income (loss), deductions, or credits from any activity to which special rules apply, the partnership will identify the activity and all amounts relating to it on Schedule K-1 or on an attachment.

If you have net income subject to recharacterization under Temporary Regulations section 1.469-2(f) and Regulations section 1.469-2(f), report such amounts according to the instructions for Form 8582 (or Form 8810).

If you have net income (loss), deductions, or credits from any of the following activities, treat such amounts as nonpassive and report them as instructed in these instructions.

1. Working interests in oil and gas wells.
2. The rental of a dwelling unit any partnership used for personal purposes during the year for more than the greater of 14 days or 10% of the number of days that
the residence was rented at fair rental value.

The trading personal property for the account of owners of interests in the activity.

Self-charged interest. The partnership will report any “self-charged” interest income (losses), and any prior year unallowed loans between you and the partnership (or between the partnership and another partner in which you have an interest), if there was more than one activity, the partnership will provide a statement to calculate the interest income or expense with respect to each activity. The self-charged interest rules do not apply to passive income. If the partnership made an election under Regulations section 1.469-7(g) to avoid the applicability of the rule, see the Instructions for Form 8582 for more information.

Publicly traded partnerships. The passive activity limitations are applied separately for items (other than the low-income housing credit and the rehabilitation credit) from each publicly traded partnership (PTP). Thus, a net passive loss from a PTP may not be deducted from other passive income. Instead, a passive loss from a PTP is suspended and carried forward to be applied against passive income from the same PTP in later years. If the partner’s entire interest in the PTP is completely disposed of, any unused losses are allowed in full in the year of disposition.

If you have an overall gain from a PTP, the net gain is nonpassive income. In addition, the nonpassive income is included in investment income to figure your investment interest expense deduction.

Do not report passive income, gains, or losses from a PTP on Form 8582. Instead, use the following rules to figure and report on the proper form or schedule your income, gains, and losses from passive activities that you held through each PTP you owned during the tax year.

1. Combine any current year income, gains, losses, and any prior year unallowed losses to see if you have an overall gain (loss) from the PTP. Include only passive income and losses you would include in your net income or loss from a non-PTP passive activity. See Pub. 925 for more details.

2. If you have an overall gain, the net gain portion (total gain minus total losses) is nonpassive income. On the form or schedule you normally use, report the net gain portion as nonpassive income and the total losses as passive income and loss. To the left of the entry space, enter “From PTIP.” It is important to identify the nonpassive income because the nonpassive portion is included in modified adjusted gross income (MAGI) in figuring Form 8582 the “special allowance” for active participation in a non-PTP rental real estate activity. In addition, the nonpassive income is included in investment income when figuring your investment interest expense deduction on Form 4952.

Investment Interest Expense Deduction. Example. If you have Schedule E income of $8,000, and a Form 4797 prior year unallowed loss of $3,500 from the passive activities of a particular PTP, you have a $4,500 overall gain ($8,000 $3,500). On Schedule E (Form 1040), line 28, report the $4,500 net gain as nonpassive income in column (j). In column (g), report the remaining Schedule E gain of $3,500 ($8,000 $4,500). On the appropriate line of Form 4797, report the prior year unallowed loss of $3,500. Be sure to enter “From PTIP” to the left of each entry space.

3. If you have an overall loss (but did not dispose of your entire interest in the PTP to an unrelated person in a fully taxable transaction during the year), the losses are allowed to the extent of the income, and the excess loss is carried forward to use in a future year when you have income to offset it. Report any passive loss on the schedule or form you normally use the portion of the loss equal to the income. Report the income as passive income on the form or schedule you normally use.

Example. You have a Schedule E loss of $5,000 (current year losses plus prior year unallowed losses) and a Schedule D gain of $7,200. Report the $7,200 gain on the appropriate line of Schedule D. On Schedule E (Form 1040), line 28, report $7,200 of the losses as a passive loss in column (i). Carry forward to 2005 the unallowed loss of $4,800 ($12,000 $7,200).

If you have unallowed losses from more than one activity of the PTP or from the same activity of the PTP that must be reported on different forms, you must allocate the unallowed losses to the appropriate form or schedule form or schedule. Use Worksheet 5, 6, and 7 of Form 8582. List each activity of the PTP in Worksheet 5. Enter the overall loss from each activity in column (a). Complete column (b) of Worksheet 5 according to its instructions. Multiply the total unallowed loss from the PTP by each ratio in column (b) and enter the result in column (c) of Worksheet 5. Then, complete Worksheet 6 if all the loss from the same activity is to be reported on one form or schedule. Use Worksheet 7 instead of Worksheet 6 if you have more than one loss to be reported on different forms or schedules for the same activity. Enter the net loss plus any prior year unallowed losses in column (a) of Worksheet 6 or Worksheet 7 if applicable. The losses in column (c) of Worksheet 6 (column (e) of Worksheet 7) are the unallowed losses to report on forms or schedules. Report both these losses and any income from the PTP on the forms and schedules you normally use.

If you have an overall loss and you disposed of your entire interest in the PTP to an unrelated person in a fully taxable transaction during the year, your losses (including prior year unallowed losses) allocable to the activity for the year are not limited by the passive loss rules. A fully taxable transaction is one in which you recognize all your realized gain (loss). Report the income and losses on the forms and schedules you normally use.

Note. For rules on the disposition of an entire interest reported using the installment method, see the Instructions for Form 8582.

Specific Instructions Publicly Traded Partnership

If the “publicly traded partnership” box is checked, you are a partner in a publicly traded partnership and must follow the rules under Publicly traded partnerships shown above.

Partner’s Share of Liabilities

The partnership will show your share of the partnership’s nonrecourse liabilities, partnership-level qualified nonrecourse financing, and other liabilities as of the end of the partnership’s tax year. If you terminated your interest in the partnership during the tax year, the amounts should reflect the share that existed immediately before the total disposition. A partner’s “other liability” is any partnership liability for which a partner is personally liable.

Use the total of the three amounts for computing the adjusted basis of your partnership interest.

Generally, you can use only the amounts shown next to “Qualified nonrecourse financing” and “Other” to compute your amount at risk. Do not include amounts of personal liability risk if such amounts are included in either of these categories.

If your partnership is engaged in two or more different types of activities subject to the at-risk provisions, or a combination of at-risk activities and any other activity, the partnership should give you a statement showing your share of nonrecourse liabilities, partnership-level qualified nonrecourse financing, and other liabilities for each activity.

Qualified nonrecourse financing secured by real property used in an activity of holding real property that is subject to the at-risk rules is treated as an amount at risk. Qualified nonrecourse financing generally includes financing for which no one is personally liable for repayment that is borrowed for use in an activity of holding real property and that is loaned or guaranteed by a federal, state, or local government or borrowed from a “qualified” lender.

Qualified persons include any persons actively and regularly engaged in the business of lending money, such as a bank or savings and loan association. Qualified persons generally do not include
related parties (unless the nonrecourse financing is commercially reasonable and on substantially the same terms as loans involving unrelated persons), the seller of the property, or a person who receives a fee for the partnership’s investment in the real property.

See Pub. 925 for more information on qualified nonrecourse financing.

Both the partnership and you must meet the qualified nonrecourse rules on this debt before you can include the amount shown next to “Qualified nonrecourse financing” in your at-risk computation.

See Limitations on Losses, Deductions, and Credits beginning on page 2 for more information on the at-risk limitations.

Tax Shelter Registration Number

If the partnership is a registration-required tax shelter or has invested in a registration-required tax shelter, it should have entered a tax shelter registration number in this box. If you claim or report any income, loss, deduction, or credit from a tax shelter, you must attach Form 8271, Investor Reporting of Tax Shelter Registration Number, to your tax return. If the partnership has invested in a tax shelter, it must give you a copy of its Form 8271 with your Schedule K-1. Use the information on this Form 8271 to complete your Form 8271.

If the partnership itself is a registration-required tax shelter, use the information on Schedule K-1 (name of the partnership, partnership identifying number, and tax shelter registration number) to complete your Form 8271.

Boxes 1 Through 9

The amounts shown in boxes 1 through 9 reflect your share of income, loss, deductions, credits, etc., from the partnership. These amounts do not take into consideration the following limitations.

1. The adjusted basis of your partnership interest,
2. The amount for which you are at risk,
3. The passive activity limitations.

For information on these provisions, see Limitations on Losses, Deductions, and Credits beginning on page 2.

If you are an individual, the following instructions will tell you how to report the amounts shown in the boxes. If you are not an individual, report the amounts in the boxes as instructed on your tax return.

The line numbers in these instructions are references to forms in use for calendar year 2004. If you file your tax return on a calendar year basis, but your partnership files a return for a fiscal year, enter the amounts shown in the boxes on your tax return for the year in which the partnership’s fiscal year ends. For example, if the partnership’s tax year ends in February 2005, report the amounts in the boxes on your 2005 tax return.

If you have losses, deductions, or credits from a prior year that were not deductible or usable because of certain limitations, such as the basis rules or the at-risk rules, take them into account in determining your net income, loss, or credits for this year. However, except for passive activity losses and credits, do not combine the prior-year amounts with any amounts shown on this Schedule K-1 to get a net figure to report on any supporting schedules, statements, or forms attached to your return. Instead, report the amounts separately on the attached schedule, statement, or form on a year-by-year basis.

If you have amounts other than those shown on Schedule K-1 to report on Schedule E (Form 1040), enter each item in a separate line of Part II of Schedule E.

Box 1. Taxable Income (Loss) From Passive Activities

Limited partners only. The amount reported in box 1 is treated as being from a trade or business that is a single passive activity. Report this amount as follows.

- If income is reported in box 1, report the income on Schedule E (Form 1040), line 28, column (g). However, if the publicly traded partnership box is checked, report the income following the rules for Publicly traded partnerships on page 5.
- If a loss is reported in box 1, follow the instructions for Form 8582 to figure how much of the loss can be reported on Schedule E (Form 1040), line 28, column (f). However, if the publicly traded partnership box is checked, report the loss following the rules for Publicly traded partnerships on page 5.

Box 2a. Taxable Income (Loss) From Other Activities

The amount reported in box 2a is your share of the income from other activities. It is not subject to the passive activity limitations. Report the amount in box 2a as follows.

- If the amount in box 2a is income, report it on Schedule E (Form 1040), line 28, column (j).
- If the amount in box 2a is a loss, report it on Schedule E (Form 1040), line 28, column (h).

Box 2b. Qualified Dividends

Report this amount on line 9b of Form 1040.

Note. Qualified dividends are excluded from investment income, but you can elect to include part or all of these amounts in investment income. See the instructions for line 4g of Form 4952, Investment Interest Expense Deduction, for important information on making this election.

Box 3. Net Capital Gain (Loss) From Passive Activities

Limited partners only. The net capital gain (loss) reported in box 3, is treated as being from a trade or business that is a single passive activity. If a net capital gain is reported in box 3, report the gain on Schedule D (Form 1040), line 12, column (f). If a loss is reported in box 3, report the loss on Schedule D (Form 1040), line 12, column (f). However, if the publicly traded partnership box is checked, report the loss following the rules for Publicly traded partnerships on page 5.

Box 4. Net Capital Gain (Loss) From Other Activities

Net capital gain (loss) from other activities is not subject to the passive activity limitations. Report the gain (loss) on Schedule D (Form 1040), line 12, column (f).

Box 5. Net Passive AMT Adjustment

Limited partners only. Use the amount reported in box 5 (as well as your adjustments and tax preference items from other sources) to prepare your Form 6251, Alternative Minimum Tax—Individuals; Form 4626, Alternative Minimum Tax—Corporations; or Schedule I of Form 1041, U.S. Income Tax Return for Estates and Trusts. The adjustment is treated as being from a trade or business that is a single passive activity.

Individuals should enter the amount on line 18 of Form 6251, where it is taken into account with adjustments and preferences from other passive activities.

Box 6. Net Other AMT Adjustment

Individual general and limited partners should enter the amount from box 6 on line 15 of Form 6251.

Box 7. General Credits

Limited partners only. Enter the amount from box 7 on line 9 of Form 6251, General Business Credit. Because general credits are treated as being from a trade or business that is a single passive activity, you must also include the box 7 amount on line 3 of Form 3800.

Box 8. Low-Income Housing Credit

Limited partners only. Enter the amount from box 8 on line 5 of Form 8586, Low-Income Housing Credit. This credit is for property placed in service after 1989 and is treated as being from a single passive activity.

Box 9. Other

Codes A Through C

General partners in an electing large partnership must separately account for any items attributable to passive loss limitation activities to the extent necessary to comply with the section 469 passive loss rules. Therefore, the partnership is required to report income (loss), capital gain (loss), 28% rate gain (loss), credits, and the alternative minimum tax adjustment separately for all trade or business activities, rental real
estate activities, and rental activities other than real estate.

Code A1. General partner’s taxable income (loss) from trade or business activities. Report Code A1 income (loss) from partnership trade or business activities in which you materially participated on Schedule E (Form 1040), line 28, column (h) or (j). See the instructions, the 28% Rate Gain Worksheet on page 3 to determine whether you materially participated in a trade or business activity.

Report Code A1 income (loss) from rental real estate activities. If you did not materially participate in the rental real estate activity, you must also include the general credits on line 3 of Form 3860.

Code A5. General partner’s nonconventional source fuel credit from trade or business activities. Report Code A5 income (loss) from producing fuel from a nonconventional source on line 54 of Form 1040 or line 6c of Schedule J, Form 1120. If you did not materially participate in the trade or business activity, the nonconventional source fuel credit is a passive credit activity. If the credit is from a passive activity, complete Form 8582-CR (or Form 8810 for corporations) to figure how much of the credit is allowable. Attach a schedule to your return showing how you calculated the amount of credit you are allowed to take on your tax return.

Code A6. General partner’s alternative minimum tax adjustment from trade or business activities. An AMT adjustment must be reported on line 15 of Form 6251. However, if the AMT adjustment is from a passive activity, it must be taken into account on line 18 with adjustments and preferences from other passive activities instead of being reported on line 15.

Code B1. General partner’s taxable income (loss) from rental real estate activities. Generally, the income (loss) reported in Box C, Code B1, is a passive activity amount for all general partners. However, the income (loss) in Box 9 is not from a passive activity if you were a real estate professional (defined on page 3) and you materially participated in the activity.

Use the following instructions to determine where to enter the Code B1 amount.

1. If you have a loss from a passive activity in Box D (Form 1040), and you meet all of the following conditions, enter the loss on Schedule E (Form 1040), line 28, column (f). If the amount is a loss from a passive activity, report it following the instructions for Form 8582 to figure how much of the loss can be included on line 4 of the 28% Rate Gain Worksheet on page 3. However, if the publicly traded partnership box is checked, report the loss following the rules for Publicly traded partnerships on page 5.

Code C3. General partner’s 28% rate gain (loss) from trade or business activities. If you did not materially participate in the trade or business activity, the net capital gain (loss) is a passive activity amount. If the amount is either (a) a loss that is not from a passive activity or (b) a gain, include it on line 4 of the 28% Rate Gain Worksheet on page 3 to determine whether you materially participated in a trade or business activity.

Code D1. General partner’s alternative minimum tax adjustment from trade or business activities. An AMT adjustment must be reported on line 15 of Form 6251. However, if the AMT adjustment is from a passive activity, it must be taken into account on line 18 with adjustments and preferences from other passive activities instead of being reported on line 15. If you are a real estate professional (defined on page 3) and you materially participated in the activity, the net capital gain (loss) is a passive activity amount. If the amount is a loss from line 1t of Form 3800, line 28, column (f), however, if the publicly traded partnership box is checked, report the loss following the rules for Publicly traded partnerships on page 5.

Code B2. General partner’s net capital gain (loss) from rental real estate activities (for the entire year). The net capital gain (loss) from a rental real estate activity is a passive activity amount unless you were a real estate professional (defined on page 3) and you materially participated in the activity. If the amount is either (a) a loss that is not from a passive activity or (b) a gain, include it on line 4 of the 28% Rate Gain Worksheet on page 3. However, if the publicly traded partnership box is checked, report the income following the rules for Publicly traded partnerships on page 5.

Code B3. General partner’s 28% rate gain (loss) from rental real estate activities. The 28% rate gain (loss) from a rental real estate activity is a passive activity amount unless you were a real estate professional (defined on page 3) and you materially participated in the activity. If the amount is either (a) a loss that is not from a passive activity or (b) a gain, include it on line 4 of the 28% Rate Gain Worksheet on page 3 to determine whether you materially participated in a trade or business activity.

Code D4. General partner’s general credits from rental real estate activities. Report the general credits on line 11 of Form 3800. Unless you were a real estate professional and materially participated in the real estate activity, you must also include the general credits on line 3 of Form 3800.

Code B5. General partner’s low-income housing credit (for real estate professionals only if you were a professional on page 3) from rental real estate activities. Report the low-income housing credit for property placed in service after 1989 on line 5 of Form 8586. Unless you were a real estate professional and materially participated in the real estate activity, the low-income housing credit is a passive activity credit.
Code B6. General partner’s rehabilitation credit from real estate activities. Report the rehabilitation credit on line 1e of Form 3468, Investment Credit. Unless you were a real estate professional and materially participated in the rental real estate activity, the credit is a passive activity credit, and you must also file Form 3800.

Code B7. General partner’s alternative minimum tax adjustment from rental real estate activities. An AMT adjustment must be reported on line 15 of Form 6251. However, if the AMT adjustment is from a passive activity, it must be taken into account on line 18 with other passive activities instead of being reported on line 15.

Code C1. General partner’s taxable income (loss) from rental activities. Income (loss) reported in box allowable amount on line 54 of Form 1040 activities. Much of the credit is allowable. Enter the loss following the rules for income (loss) from other rental activities. For corporations) to figure how much of the loss is treated as being from a single passive activity, complete Form 8810-CR (or Form 8810 for corporations) to figure how much of the credit is allowable. Enter the allowable amount on line 54 of Form 1040 or line 6c of Schedule J, Form 1120. Attach a schedule to your return showing how you calculated the amount of credit you are allowed to take on your tax return.

Codes K1 and K2. Self-Employment

Code K1. Net earnings (loss) from self-employment. Enter this amount on Schedule SE (Form 1040), line 2, Section A or B, whichever is applicable. General partners should reduce this amount by unreimbursed partnership expenses claimed. General partners who are disqualified persons also should reduce this amount by any depletion claimed on oil and gas properties. If this amount is a loss, enter only the deductible amount on Schedule SE. For purposes of self-employment tax, no income from an electing large partnership is treated as being from a single passive activity, you must also file Form 3800.

Code K2. Gross nonfarm income. If you are an individual partner, use this amount to figure your self-employment under the nonfarm optional method on Schedule SE (Form 1040), Part II.

Codes L1 Through L9. Foreign Tax Credit Information

Use the information reported under Codes L1 through L9 to figure your foreign tax credit. For more information, see Form 1116, Foreign Tax Credit (Individual, Estate, Trust, or Nonresident Alien Individual) and its instructions; Form 1118, Foreign Tax Credit—Corporations, and its instructions; and Pub. 514, Foreign Tax Credit for Individuals. See page 5 of the Instructions for Form 1116 for detailed instructions for reporting foreign tax information from partnerships. Note. The line references in this section of the Form 1116 instructions do not apply to the Schedule K-1 of Form 1065-B.

Code L1. Name of foreign country or U.S. possession. Include on Form 1116, Part I, item I. For each country reported, the partnership must give you the amount and a description of your share of the following items for Codes L2 through L9. For each country or possession being reported, a separate column in Part I and

The type and rule above prints on all proofs including departmental reproduction proofs. MUST be removed before printing.
Code M. Oil and Gas Activities
Generally, oil and gas income, deductions, credits, and other items are included in your distributive share of income or loss from passive loss limitation activities, general credits, and the alternative minimum tax adjustment. However, distributive shares of all oil and gas income, deductions, credits, and other items are separately reported to partners who are disqualified persons (defined on page 2) in accordance with the regular partnership rules, here or on an attached schedule.

A partner must notify the partnership of its status as a disqualified person.

Codes N1 Through N9. Miscellaneous

Code N1. Other tax-exempt income. Increase the adjusted basis of your interest in the partnership by the amount shown in box 9. Code N1, but do not include it in income on your tax return.

Code N2. Nondeductible expenses. The nondeductible expenses paid or incurred by the partnership are not deductible on your tax return. Decrease the adjusted basis of your interest in the partnership by this amount.

Code N3. Unrelated business taxable income. The partnership will give you any information you need to figure unrelated business taxable income under section 512(a)(1) (but excluding any modifications required by paragraphs (b) through (f) of section 512(b)) for a partner that is a tax-exempt organization. 

Reminder. A partner is required to notify the partnership of its tax-exempt status.

Code N4. Health insurance. Any amounts paid during the tax year for health insurance that constitutes medical care for you, your spouse, and your dependents. On line 31 of your 2004 Form 1040, you may be allowed to deduct such amounts, even if you do not itemize deductions. If you do itemize deductions, enter on line 1 of Schedule A (Form 1040) any amounts not deducted on line 31 of Form 1040.

Code N5. Distributions of money (cash and marketable securities). Box 9, Code N5, shows how the partnership distributed cash and marketable securities to you. 

Code N6. Distributions of property other than money. Box 9, Code N6, shows how the partnership distributed property other than money (cash and marketable securities) to the partnership and the fair market value of each category of property contributed after June 8, 1997, the 5-year period is generally extended to 7 years. See section 737 for details.

Code L8(a). Total foreign taxes paid. Include this amount on Part II of Form 1116.

Code L8(b). Total foreign taxes accrued. Include this amount on Part II of Form 1116.

Code L9. Reduction in taxes available for credit. Enter this amount on line 12 of Form 1116.
If you contributed appreciated property to the partnership within 5 years of a distribution of other property or to your fair market value of the other property exceeded the adjusted basis of your partnership stock immediately before the distribution, you may have to recognize gain on the appreciated property. For property contributed after June 8, 1997, the 5-year period is generally extended to 7 years. See section 737 for details.

Code N7. Gain eligible for section 1202 exclusion. This gain from the sale or exchange of qualified small business stock (as defined in the Instructions for Schedule D (Form 1040)) is distributable share of partnership net income. The partnership should also give you the name of the corporation that issued the stock, your share of the partnership’s adjusted basis and sales price of the stock, and the dates the stock was bought and sold. Corporate partners are not eligible for the section 1202 exclusion. The following additional limitations apply at the partner level.

1. You must have held an interest in the partnership when the partnership acquired the qualified small business stock and at all times thereafter until the partnership disposed of the qualified small business stock.
2. Your distributive share of the section 1202 gain cannot exceed the amount that would have been allocated to you based on your interest in the partnership at the time the stock was acquired.

See the Instructions for Schedule D (Form 1040) for details on how to report the gain and the amount of the allowable exclusion.

Code N8. Gain eligible for section 1045 rollover—stock replaced. This gain is eligible for the section 1045 rollover. Replacement stock has been purchased by the partnership. The partnership should also give you the name of the corporation that issued the stock, your share of the partnership’s adjusted basis and sales price of the stock, and the dates the stock was bought and sold. Corporate partners are not eligible for the section 1045 rollover. To qualify for the section 1045 rollover:

1. You must have held an interest in the partnership during the entire period in which the partnership held the qualified small business stock (more than 6 months prior to the sale).
2. Your distributive share of the section 1045 gain cannot exceed the amount that would have been allocated to you based on your interest in the partnership at the time the stock was acquired.
3. You must purchase other qualified small business stock (as defined in the Instructions for Schedule D (Form 1040)) during the 60-day period that began on the date the stock was sold by the partnership.

See the Instructions for Schedule D (Form 1040) for details on how to report the gain and the amount of the allowable postponed gain.

Code O. Unrecaptured Section 1250 Gain. Report this gain on line 11 of the Unrecaptured Section 1250 Gain Worksheet on page D-8 of the Instructions for Schedule D (Form 1040). Do not report the gain on line 5 as stated in the worksheet instructions.

Codes P1 and P2. Extraterritorial Income Exclusion. a. Partnership did not claim the exclusion. If the partnership reports your distributive share of foreign trading gross receipts (Code P1) and the extraterritorial income exclusion (Code P2), the partnership was not entitled to claim the exclusion because it did not meet the foreign economic process requirements. You may still qualify for your distributive share of this exclusion if the partnership’s foreign trading gross receipts for the tax year were $5 million or less. To qualify for this exclusion, your foreign trading gross receipts from all sources for the tax year also must have been $5 million or less. If you qualify for this exclusion, limited partners must report the extraterritorial exclusion amount (Code P2) as a deduction reducing the amount reported in box 1 (see the box 1 instructions on page 6). General partners who qualify for the exclusion must report the Code P2 amount in accordance with the instructions for box 9, Code A1, B1, or C1, whichever applies. See Form 8873, Extraterritorial Income Exclusion, for more information.

b. Partnership claimed the exclusion. If the partnership reports your distributive share of foreign trading gross receipts (Code P1) but not the amount of the extraterritorial income exclusion, the partnership met the foreign economic process requirements and claimed the exclusion when figuring your distributive share of partnership income. You also may need to know the amount of your distributive share of foreign trading gross receipts from this partnership to determine if you are eligible for the $5 million or less exception discussed above for purposes of qualifying for an extraterritorial income exclusion from other sources.

Note. Upon request, the partnership should furnish you a copy of the partnership’s Form 8873 if there is a reduction for international boycott operations, illegal bribes, kickbacks, etc.

Code Q. Inversion Gain. The partnership will provide a statement showing the amounts of each type of income or gain that is included in inversion gain. The partnership has included inversion gain in income elsewhere on Schedule K-1. Inversion gain is also reported under Code O because your taxable income and alternative minimum taxable income cannot be less than the inversion gain. Also, your inversion gain (a) is not taken into account in figuring the amount of net operating loss (NOL) for the tax year or the amount of NOL that can be carried over to each tax year, (b) may limit the amount of your credits, and (c) is treated as income from sources within the U.S. for the foreign tax credit. See section 7874 for details.

Code R. Commercial Revitalization Deduction. Follow the instructions on Form 8582 for commercial revitalization deductions from rental real estate activities to figure how much of the deduction can be reported on Schedule E (Form 1040), line 28, column (b). Do not report the gain on line 5 as stated in the worksheet instructions.

Disclosure of Reportable Transactions. The partnership will report any information you need to complete a disclosure statement for reportable transactions in which the partnership participates. If the partnership participates in a transaction that must be disclosed on Form 8886, Reportable Transaction Disclosure Statement, both you and the partnership may be required to file Form 8886 for the transaction. The determination of whether you are required to disclose a transaction is based on the category(s) under which the transaction qualifies for disclosure and is determined by the partnership. See the instructions for Form 8886 for details.

Other. Any other information you may need to file with your return is available elsewhere on Schedule K-1. The partnership should give you a description and the amount of your share for each of these items.