PRINT IN BLACK INK

FOR PRIVACY ACT NOTICE, SEE INSTRUCTIONS.

Calendar year filers enter 01-01-2012 and 12-31-2012 below. Fiscal year filers enter appropriate dates.

Tax year beginning ► M M D D Y Y Y Y Tax year ending ► M M D D Y Y Y Y

Form 3 Partnership Return of Income 2012

PARTNERSHIP NAME

► FEDERAL IDENTIFICATION NUMBER (FID)

MAILING ADDRESS | CITY/TOWN/POST OFFICE | STATE | ZIP + 4

C/O NAME

C/O ADDRESS | CITY/TOWN/POST OFFICE | STATE | ZIP + 4

A ► PRINCIPAL BUSINESS ACTIVITY

B ► PRINCIPAL PRODUCT OR SERVICE

BUSINESS CODE NUMBER C ►

DATE BUSINESS STARTED D ► M M D D Y Y Y Y

TOTAL ASSETS E ► 0 0

F. Reason for filing (fill in all that apply): ○ Amended return due to federal change ○ Amended return ○ Initial return ○ Name change ○ Address change ○ Technical termination (see instructions) ○ Filing Schedule TDS (see instructions) ○ Final return

G. Accounting method (fill in one): ○ Cash ○ Accrual ○ Other _____

H. How many Schedules 3K-1 are attached to this return? (Attach one for each person who was a partner at any time during tax year) ►
Note: Partnerships with more than 25 partners **must** file electronically.

I. Are you a member of a lower-tier entity? . . . . . ○ Yes ○ No

J. Is this partnership an investment partnership as defined in the Pass-Through Entity Withholding Reg., 830 CMR 62B.2.2(2)? . . . ○ Yes ○ No

PART 1. MASSACHUSETTS INFORMATION

1 Gross income (from worksheet in instructions)
Note: See Partnership E-File Mandate Worksheet . . . . . ► 1 0 0

2 Is the partnership engaged exclusively in buying, selling, dealing in or holding securities on its own behalf and not as a broker? . . . . . ► ○ Yes ○ No

3 Is this partnership organized as a Limited Liability Company and treated as a partnership for federal income tax purposes? ○ Yes ○ No

4 Is this partnership a publicly traded partnership as defined in IRC sec. 469(k)2? . . . . . ○ Yes ○ No

5 Has there been a sale or transfer of a partnership interest during the period reported on this tax return or a technical termination pursuant to IRC sec. 708? . . . . . ► ○ Yes ○ No

6 Income apportionment percentage (from Income Apportionment Schedule, line 5, or 100%, whichever applies) . . . . . ► 6

7 Do any partners in this partnership file as part of a nonresident composite income tax return? . . . . . ○ Yes ○ No

If Yes, enter Federal Identification number under which the composite return is filed . . . . . ► 7

Number of partners included in composite return . . . . . ►

SIGN HERE. Under penalties of perjury, I declare that to the best of my knowledge and belief this return and enclosures are true, correct and complete.

Signature of general partner | Date / / | Print paid preparer's name | Preparer's SSN or PTIN ►

Title | Date / / | Paid preparer's phone ( ) | Paid preparer's EIN ►

Paid preparer's signature | Date / / ○ Fill in if self-employed

Mail to: **Massachusetts Department of Revenue, PO Box 7017, Boston, MA 02204.**

BE SURE TO COMPLETE ALL 10 PAGES OF FORM 3

8 Is this partnership under audit by the IRS, or has it been audited in a prior year? ○ Yes ○ No

9 Withholding amount . . . 9 0 0

10 Payments made with composite return . . . 10 0 0

11 Credit for amounts withheld by lower-tier entity(ies) . . . 11 0 0

12 Payments made with a composite filing by lower-tier entity(ies) . . . 12 0 0

MASSACHUSETTS ORDINARY INCOME OR LOSS

▼ If showing a loss, mark an X in box at left

13 Ordinary income or loss (from U.S. Form 1065, line 22) . . . 13 0 0

14 Other income or loss (from U.S. Form 1065, Schedule K, line 11) . . . 14 0 0

15 State, local and foreign income and unincorporated business taxes or excises . . . 15 0 0

16 Subtotal. Add lines 13 through 15 . . . 16 0 0

17 Section 1231 gains or losses included in line 16 . . . 17 0 0

18 Subtotal. Subtract line 17 from line 16 . . . 18 0 0

19 Adjustments (if any) to line 18. Enter the line number and amount from U.S. Form 1065 to which the adjustment applies.

a. Line number ____ Amount ____ 0 0

b. Line number ____ Amount ____ 0 0 Total adjustments 19 0 0

20 Massachusetts ordinary income or loss. Combine lines 18 and 19 . . . ► 20 0 0

21 Net income or loss from rental real estate activities (from U.S. Form 1965, Schedule K, line 2) . . . 21 0 0

22 Adjustments (if any) to line 21. Enter the line number and amount from U.S. Form 1065 to which the adjustment applies.

a. Line number ____ Amount ____ 0 0

b. Line number ____ Amount ____ 0 0 Total adjustments 22 0 0

23 Adjusted Mass. net income or loss from rental real estate activities. Combine lines 21 and 22 ► 23 0 0

24 Net income or loss from other rental activities (from U.S. Form 1065, Schedule K, line 3c) . . . 24 0 0

25 Adjustments (if any) to line 24. Enter the line number and amount from U.S. Form 1065 to which the adjustment applies.

a. Line number ____ Amount ____ 0 0

b. Line number ____ Amount ____ 0 0 Total adjustments 25 0 0

26 Adjusted Mass. net income or loss from other rental activities. Combine lines 24 and 25 . . . ► 26 0 0

PARTNERSHIP NAME

FEDERAL IDENTIFICATION NUMBER

U.S. INTEREST, DIVIDEND AND ROYALTY INCOME

27	U.S. interest, dividend and royalty income, not including capital gains from U.S. Form 1065, Schedule K, lines 5, 6a and 7 ► 27	0 0
28	Interest on U.S. debt obligations included in line 27 . . . 28	0 0
29	5.25% interest from Massachusetts banks included in line 27 . . . 29	0 0
30	Interest (other than Massachusetts bank interest) and dividend income included in line 27 . . . 30	0 0
31	Non-Massachusetts state and municipal bond interest . . . 31	0 0
32	Royalty income included in line 27 . . . 32	0 0

MASSACHUSETTS CAPITAL GAINS AND LOSSES

▼ If showing a loss, mark an X in box at left

33	Total short-term capital gains included in U.S. Form 1065, Schedule D, line 6 ► 33		0 0
34	Total short-term capital losses included in U.S. Form 1065, Schedule D, line 6 ► 34	X	0 0
35	Gain on the sale, exchange or involuntary conversion of property used in a trade or business and held for one year or less from U.S. Form 4797 ► 35		0 0
36	Loss on the sale, exchange or involuntary conversion of property used in a trade or business and held one year or less from U.S. Form 4797 ► 36	X	0 0
37	Net long-term capital gain or loss (from U.S. Form 1065, Schedule K, line 9a) ► 37	X	0 0
38	Long-term section 1231 gains or losses not included in line 37 ► 38	X	0 0
39	Long-term gains on collectibles and pre-1996 installment sales included in line 37 ► 39		0 0

40 Adjustments (if any) to lines 33 through 39, including any gain or loss from Massachusetts fiduciaries. Enter the line number and amount from U.S. Form 1065 to which the adjustment applies.

a. Line number ____ Amount X 0 0

b. Line number ____ Amount X 0 0 Total adjustmts. ► 40 X 0 0

PARTNERSHIP NAME

FEDERAL IDENTIFICATION NUMBER

Income Apportionment Schedule 2012

41 Complete the Income Apportionment Schedule only if: (a) there is one or more corporate or nonresident individual partner(s) and (b) income was derived from business activities in another state and (c) such activities provide such state with the jurisdiction to levy an income tax or a franchise tax.

BUSINESS LOCATIONS OUTSIDE OF MASSACHUSETTS

CITY AND STATE	SPECIFY WHETHER FACTORY, SALES OFFICE, WAREHOUSE, CONSTRUCTION SITE, ETC.	ACCEPTS ORDERS	REGISTERED TO DO BUSINESS IN STATE	FILES RETURNS IN STATE

APPORTIONMENT FACTORS

42 Tangible property:

a. Property owned (averaged) . . . . . Massachusetts Worldwide

b. Property rented (capitalized) . . . . . Massachusetts Worldwide

c. Total property owned and rented . . . . . Massachusetts Worldwide

d. Tangible property apportionment percentage. Divide Massachusetts total by worldwide total (from line 42c) 42d

43 Payroll:

a. Total payroll . . . . . Massachusetts Worldwide

b. Payroll apportionment percentage. Divide Mass. total payroll by worldwide total payroll (from line 43a) 43b

44 Sales:

a. Tangibles . . . . . Massachusetts Worldwide

b. Services (including mutual fund sales) . . . . . Massachusetts Worldwide

c. Rents and royalties . . . . . Massachusetts Worldwide

d. Other . . . . . Massachusetts Worldwide

e. Total sales . . . . . Massachusetts Worldwide

f. Sales apportionment percentage. Divide Massachusetts total sales by worldwide total sales (from line 44e) 44f

45 Apportionment percentage. Add lines 42, 43 and (44 × 2) 45

46 Massachusetts apportionment percentage. Divide line 45 by 4. **Note:** If an apportionment factor is inapplicable, divide by the number of times each applicable factor is used (see instructions) 46

PARTNERSHIP NAME

FEDERAL IDENTIFICATION NUMBER

PARTNERSHIP CREDITS

47 Credits available:

a. Taxes due to another jurisdiction (full-year residents and part-year residents only) 47a

b. Lead Paint credit 47b

c. ◯ Economic Opportunity Area (you **must** enclose Schedule EOAC). Not less than "0"

◯ Economic Development Incentive Program Certificate number ► 47c

d. Brownfields credit . . . . . Certificate number ► 47d

e. Low-Income Housing credit . . . . . Building identification number ► 47e

f. Historic Rehabilitation credit . . . . . Certificate number ► 47f

g. Film Incentive credit . . . . . Certificate number ► 47g

h. Medical Device credit . . . . . Certificate number ► 47h

i. Refundable Film credit 47i

j. Refundable Dairy credit . . . . . Certificate number ► 47j

k. Refundable Conservation credit . . . . . Certificate number ► 47k

MISCELLANEOUS FEDERAL INFORMATION

48 Gross receipts or sales (from Part 2, Federal Information, line 1a) . . . . . ► 48 0 0

49 Total income or loss (from Part 2, Federal Information, line 8) . . . . . ► 49 X 0 0

50 Bad debts (from Part 2, Federal Information, line 12) . . . . . ► 50 0 0

51 Interest (from Part 2, Federal Information, line 15) . . . . . ► 51 0 0

52 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? . . . . . ► ◯ Yes ◯ No

53 Investment interest expense (from Part 2, Federal Information, line 50b) . . . . . ► 53 0 0

Part 2. Federal Information

Income. From U.S. Form 1065.

Note: Include **only** trade or business income and expenses on lines 1a through 22. See instructions.

1a.	Gross receipts or sales	**1a**
b.	Returns and allowances	**1b**
c.	Total. Subtract line 1b from line 1a	**1c**
2.	Cost of goods sold (from Schedule A, line 8)	**2**
3.	Gross profit. Subtract line 2 from line 1c	**3**
4.	Ordinary income or loss from other partnerships, estates and trusts (attach statement)	**4**
5.	Net farm profit or loss (from U.S. Form 1040, Schedule F)	**5**
6.	Net gain or loss (from U.S. Form 4797, Part II, line 17; attach U.S. Form 4797)	**6**
7.	Other income or loss (attach statement)	**7**
8.	Total income or loss. Combine lines 3 through 7	**8**

Deductions. From U.S. Form 1065.

See instructions for limitations.

9.	Salaries and wages (other than to partners; less employment credits)	**9**
10.	Guaranteed payments to partners	**10**
11.	Repairs and maintenance	**11**
12.	Bad debts	**12**
13.	Rent	**13**
14.	Taxes and licenses	**14**
15.	Interest	**15**
16a.	Depreciation (from U.S. Form 4562)	**16a**
b.	Depreciation reported on U.S. Schedule A and elsewhere on return	**16b**
c.	Total. Subtract line 16b from line 16a	**16c**
17.	Depletion (do not deduct oil and gas depletion)	**17**
18.	Retirement plans, etc.	**18**
19.	Employee benefit programs	**19**
20.	Other deductions (attach statement)	**20**
21.	Total deductions. Add lines 9 through 20 (do not include lines 16a and 16b)	**21**
22.	Ordinary business income or loss. Subtract line 21 from line 8	**22**

Cost of Goods Sold. From U.S. Form 1065, Schedule A (see instructions).

23.	Inventory at beginning of year	**23**
24.	Purchases less cost of items withdrawn for personal use	**24**
25.	Cost of labor	**25**
26.	Additional Section 263A costs (attach statement)	**26**
27.	Other costs (attach statement)	**27**
28.	Total. Add lines 23 through 27	**28**
29.	Inventory at end of year	**29**
30.	Cost of goods sold. Subtract line 29 from line 28	**30**

Other Information. From U.S. Form 1065, Schedule B.

31. Type of entity filing this return (check one):

☐ Domestic general partnership ☐ Domestic limited partnership
☐ Domestic limited liability company ☐ Domestic limited liability partnership
☐ Foreign partnership ☐ REIT
☐ Other (specify) _____

32. 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?: ☐ Yes ☐ No

33. Is this partnership a publicly traded partnership as defined in Section 469(k)(2)?: ☐ Yes ☐ No

34. 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?: ☐ Yes ☐ No

35. Is the partnership making, or had previously made (and not revoked), a Section 754 election? (See instructions for details regarding a Section 754 election.): ☐ Yes ☐ No

36. Did the partnership make for this tax year an optional basis adjustment under Section 743(b) or 734(b)?: ☐ Yes ☐ No
If Yes, attach a statement showing the computation and allocation of the basis adjustment. See instructions.

37. During the current or prior tax year, did the partnership engage in a like-kind exchange or distribute any property received in a like-kind exchange, or contribute such property to another entity (other than entities wholly-owned by the partnership throughout the tax year)?: ☐ Yes ☐ No

Partners' Distributive Share Items. From U.S. Form 1065, Schedule K.

Income or Loss

38. Ordinary business income or loss	**38**	
39. Net rental real estate income or loss (from U.S. Form 8825)	**39**	
40a. Other gross rental income or loss	**40a**	
b. Expenses from other rental activities (attach statement)	**40b**	
c. Other net rental income or loss. Subtract line 40b from line 40a	**40c**	
41. Guaranteed payments	**41**	
42. Interest income	**42**	
43a. Ordinary dividends	**43a**	
b. Qualified dividends	**43b**	
44. Royalties	**44**	
45. Net short-term capital gain or loss (from U.S. Form 1065, Schedule D)	**45**	
46a. Net long-term capital gain or loss (from U.S. Form 1065, Schedule D)	**46a**	
b. Collectibles (28%) gain or loss	**46b**	
c. Unrecaptured Section 1250 gain (attach statement)	**46c**	
47. Net Section 1231 gain or loss (from U.S. Form 4797)	**47**	
48. Other income or loss (see instructions). Type _____	**48**	

Deductions

49. Section 179 deduction (from U.S. Form 4562)	**49**	
50a. Contributions	**50a**	
b. Investment interest expense	**50b**	
c. Section 59(e)(2) expenditures. Type _____	**50c**	
d. Other deductions (see instructions). Type _____	**50d**	

Other Information

51a. Tax-exempt interest income	**51a**	
b. Other tax-exempt income	**51b**	
c. Nondeductible expenses	**51c**	
52a. Distributions of cash and marketable securities	**52a**	
b. Distributions of other property	**52b**	
53a. Investment income	**53a**	
b. Investment expenses	**53b**	
c. Other items and amounts (attach statement)		

Analysis of Net Income or Loss

54. Net income or loss. Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l	**54**	

55. Analysis by partner type	**Corporate**	**Individual** (active)	**Individual** (passive)	**Partnership**	**Exempt organization**	**Nominee/ other**
a. General partners						
b. Limited partners						

Balance Sheets Per Books. From U.S. Form 1065, Schedule L.

Assets	Beginning of tax year a.	Beginning of tax year b.	End of tax year c.	End of tax year d.
56. Cash				
57a. Trade notes and accounts receivable				
b. Less allowance for bad debts				
58. Inventories				
59. U.S. government obligations				
60. Federally tax-exempt securities				
61. Other current assets (attach statement)				
62a. Loans to partners (or persons related to partners)				
b. Mortgage and real estate loans				
63. Other investments (attach statement)				
64a. Buildings and other depreciable assets				
b. Less accumulated depreciation				
65a. Depletable assets				
b. Less accumulated depletion				
66. Land (net of any amortization)				
67a. Intangible assets (amortizable only)				
b. Less accumulated amortization				
68. Other assets (attach statement)				
69. Total assets				
Liabilities and Capital	a.	b.	c.	d.
70. Accounts payable				
71. Mortgages, notes, bonds payable in less than one year				
72. Other current liabilities (attach statement)				
73. All nonrecourse loans				
74a. Loans from partners (or persons related to partners)				
b. Mortgages, notes, bonds payable in one year or more				
75. Other liabilities (attach statement)				
76. Partners' capital accounts				
77. Total liabilities and capital				

Reconciliation of Income or Loss Per Books With Income or Loss Per Return

From U.S. Form 1065, Schedule M-1.

Note: If filing U.S. Form 1065, Schedule M-3, you still must complete this section.

78.	Net income or loss per books	**78**
79.	Income included in Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10 and 11, not recorded on books this year (attach statement)	**79**
80.	Guaranteed payments (other than health insurance)	**80**
81.	Expenses recorded on books this year not included in Schedule K, lines 1 through 13d and 16l (attach statement)	**81**
a.	Depreciation	**81a**
b.	Travel and entertainment	**81b**
82.	Add lines 78 through 81 (do not include lines 81a and 81b)	**82**
83.	Income recorded on books this year not included in Schedule K, lines 1 through 11 (attach statement)	**83**
a.	Federally tax-exempt interest	**83a**
84.	Deductions included in Schedule K, lines 1 through 13d and 16l, not charged against book income this year (attach statement)	**84**
a.	Depreciation	**84a**
85.	Add lines 83 and 84 (do not include lines 83a and 84a)	**85**
86.	Income or loss	**86**

Analysis of Partners' Capital Accounts. From U.S. Form 1065, Schedule M-2.

87.	Balance as of beginning of year	**87**
88a.	Capital contributed: cash	**88a**
b.	Capital contributed: property	**88b**
89.	Net income or loss per books	**89**
90.	Other increases (attach statement)	**90**
91.	Add lines 87 through 90	**91**
92a.	Distributions: cash	**92a**
b.	Distributions: property	**92b**
93.	Other decreases (attach statement)	**93**
94.	Add lines 92a, 92b and 93	**94**
95.	Balance at end of year. Subtract line 94 from line 91	**95**