PRINT IN BLACK INK

FOR PRIVACY ACT NOTICE, SEE INSTRUCTIONS.

Form 355 Business or Manufacturing Corporation Excise Return 2009

Ovals must be filled in completely. Example: ● If filing a calendar year return, leave blank. All others, enter appropriate dates below:

Tax year beginning (month–day–year) 01 01 2009 Tax year ending (month–day–year) 12 31 2009

CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER (FID): 041111111

PRINCIPAL BUSINESS ADDRESS: 2 Factory Circle

CITY/TOWN/POST OFFICE: Chelsea

STATE: MA ZIP + 4: 02150 6371

PRINCIPAL BUSINESS ADDRESS IN MASSACHUSETTS (IF DIFFERENT):

CITY/TOWN/POST OFFICE:

STATE: ZIP + 4:

1 Is the corporation incorporated within Massachusetts? ► ☐ Yes ● No

2 Type of corporation (select one, if applicable; enclose Form F-2) ► ● Section 38 manufacturer ☐ Mutual fund service

3 Type of corporation (select one, if applicable) ► ☐ R&D ● Classified mfg ☐ RIC ☐ REIT

4 Did the corporation or predecessor file Form 3F in 2008? ☐ Yes ● No

5 Is the corporation filing a Massachusetts unitary return? (see instructions) ► ☐ Yes ● No

6 Is the corporation an insurance mutual fund holding corporation? ► ☐ Yes ● No

7 Is the corporation requesting alternative apportionment (enclose Form AA-1)? ► ☐ Yes ● No

8 Is this a final Massachusetts return? ► ☐ Yes ● No

9 Principal business code (from U.S. return) ► 9 315230

10 FID of principal reporting corporation if answer to line 5 is Yes ► 10

11 Average number of employees in Massachusetts 11 625

12 Average number of employees worldwide 12 1465

13 Date of charter in Massachusetts or first date of business in Massachusetts 13 07 22 1987

14 Last year audited by IRS ► 14 1997

15 Have adjustments been reported to Massachusetts? ● Yes ☐ No

16 Is the corporation deducting intangible or interest expenses paid to a related entity? ► ● Yes ☐ No

17 Is the taxpayer enclosing a Taxpayer Disclosure Statement? ► ☐ Yes ● No

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 appropriate officer (see instructions) David Davidson	Date 01 02 10	Print paid preparer's name Richard Richie	Preparer's SSN or PTIN ► 123456789
Title		Paid preparer's phone (619) 622 2222	Paid preparer's EIN 987654321
Are you signing as an authorized delegate of the appropriate corporate officer? ☐ Yes (enclose Form M-2848) ☐ No		Paid preparer's signature	Date 01 02 10 ☐ Fill in if self-employed

Mail to: Massachusetts Department of Revenue, PO Box 7005, Boston, MA 02204.

Excise Calculation 2009

1	Taxable Massachusetts tangible property, if applicable (from Schedule C, line 4) ►	6,508,882	× .0026 = ► 1	16,923
2	Taxable net worth, if applicable (from Schedule D, line 10) ►		× .0026 = ► 2	
3	Massachusetts taxable income (from Schedule E, line 26). Not less than "0" ►	6,294,732	× .095 = ► 3	598,000
4	Credit recapture. Enclose Schedule(s) H and/or H-2 ► 4			2,000
5	Excise before credits. Add line 1 or 2, whichever applies, to total of lines 3 and 4 5			616,923
6	Total credits (from Schedule CR, line 15) ► 6			616,467
7	Excise after credits. Subtract line 6 from line 5 7			456
8	Minimum excise **(cannot be prorated)** 8			456
9	Excise due before voluntary contribution. (line 7 or 8, whichever is greater) 9			456
10	Voluntary contribution for endangered wildlife conservation ► 10			100
11	Excise due plus voluntary contribution. Add lines 9 and 10 ► 11			556
12	2008 overpayment applied to your 2009 estimated tax ► 12			1,000
13	2009 Massachusetts estimated tax payments (do not include amount in line 12) ► 13			10,000
14	Payment made with extension ► 14			100
15	Pass-through entity withholding ► 15			2,500
16	Refundable film credit 16			
17	Refundable dairy credit. Enter certificate number ► ► 17			
18	Refundable life science credit ► 18			1,500
19	Total payments. Add lines 12 through 18 19			15,100
20	Amount overpaid. Subtract line 11 from line 19 20			14,544
21	Amount overpaid to be credited to 2010 estimated tax ► 21			13,544
22	Amount overpaid to be refunded. Subtract line 21 from line 20 Refund ► 22			1,000
23	Balance due. Subtract line 19 from line 11 Balance due ► 23			
24	**a.** M-2220 penalty ► **b.** Late file/pay penalties a + b = 24			
25	Interest on unpaid balance 25			
26	Total payment due at time of filing. Make check payable to Commonwealth of Massachusetts. Total due ► 26			

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CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER: 041111111

Schedule A Balance Sheet 2009

	Assets	A. Original cost	B. Accumulated depreciation and amortization	C. Net book value
1	Capital assets in Massachusetts:			
	a. Buildings ► 1a	4,848,956	2,099,229	2,749,727
	b. Land ► 1b	6,383,750		6,383,750
	c. Motor vehicles and trailers ► 1c	1,039,333	631,100	408,233
	d. Machinery taxed locally ► 1d			
	e. Machinery **not** taxed locally 1e	6,473,155	1,150,009	5,323,146
	f. Equipment 1f	65,366	13,073	52,293
	g. Fixtures 1g	95,600	27,314	68,286
	h. Leasehold improvements taxed locally ► 1h	58,375	18,680	39,695
	i. Leasehold improvements **not** taxed locally 1i	282,375	37,650	244,725
	j. Other fixed depreciable assets 1j	18,750	6,000	12,750
	k. Construction in progress 1k	590,645		590,645
	l. Total capital assets in Massachusetts ► 1l			15,873,250
2	Inventories in Massachusetts:			
	a. General merchandise 2a			207,364
	b. Exempt goods ► 2b			28,375
3	Supplies and other non-depreciable assets in Massachusetts 3			9,673
4	Total tangible assets in Massachusetts ► 4			16,118,662
5	Capital assets outside of Massachusetts:			
	a. Buildings and other depreciable assets 5a	5,567,481	261,542	5,305,939
	b. Land 5b	1,578,700		1,578,700
6	Leaseholds/leasehold improvements outside Massachusetts 6	624,965	342,224	282,741
7	Total capital assets outside Massachusetts ► 7	7,771,146	603,766	7,167,380

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BE SURE TO CONTINUE SCHEDULE A ON OTHER SIDE.

8	Inventories outside Massachusetts	8	399,843
9	Supplies and other non-depreciable assets outside Massachusetts	9	28,991
10	Total tangible assets outside of Massachusetts	10	7,596,214
11	Total tangible assets. Add lines 4 and 10	11	23,714,876
12	Investments (capital stock investments and equity contributions only):		
	a. Investments in subsidiary corporations at least 80% owned (enclose Schedule A-1)	► 12a	400,331
	b. Other investments	► 12b	,
13	Notes receivable	13	1,953,618
14	Accounts receivable	14	6,564,937
15	Intercompany receivables (enclose Schedule A-2)	► 15	17,500
16	Cash	16	6,365,508
17	Other assets	17	268,719
18	Total assets	► 18	39,285,489

Liabilities and Capital

19	Mortgages on:		
	a. Massachusetts tangible property taxed locally	19a	1,710,791
	b. Other tangible assets	19b	547,868
20	Bonds and other funded debt	20	356,250
21	Accounts payable	21	3,404,856
22	Intercompany payables (enclose Schedule A-3)	► 22	500,000
23	Notes payable	23	358,840
24	Miscellaneous current liabilities	24	619,500
25	Miscellaneous accrued liabilities	25	227,474
26	Total liabilities	► 26	7,725,579
27	Total capital stock issued	27	4,488,750
28	Paid-in or capital surplus	28	9,536,250
29	Retained earnings and surplus reserves	29	17,928,600
30	Undistributed S corporation net income	30	,
31	Total capital. Add lines 27 through 30	31	31,953,600
32	Treasury stock	32	393,750
33	Total liabilities and capital. Do not enter less than "0"	33	39,285,429

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CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER: 041111111

Schedule B Tangible or Intangible Property Corporation Classification 2009

Enter all values as net book values from Schedule A, col. c.

1	Total Massachusetts tangible property (from Schedule A, line 4)	1	16,118,662
2	Massachusetts real estate (from Schedule A, lines 1a and 1b)	2	9,133,477
3	Massachusetts motor vehicles and trailers (from Schedule A, line 1c)	3	408,233
4	Massachusetts machinery taxed locally. Classified manufacturers enter "0" (from Schedule A, line 1d)	4	
5	Massachusetts leasehold improvements taxed locally (from Schedule A, line 1h)	5	39,695
6	Massachusetts tangible property taxed locally. Add lines 2 through 5	► 6	9,581,405
7	Massachusetts tangible property not taxed locally. Subtract line 6 from line 1	7	6,537,257
8	Total assets (from Schedule A, line 18)	8	39,285,489
9	Massachusetts tangible property taxed locally (from line 6 above)	9	9,581,405
10	Total assets not taxed locally. Subtract line 9 from line 8	10	29,704,084
11	Investments in subsidiaries at least 80% owned (from Schedule A, line 12a)	11	400,331
12	Assets subject to allocation. Subtract line 11 from line 10	12	29,303,753
13	Income apportionment percentage (from Schedule F, line 5)	13	0.760200
14	Allocated assets. Multiply line 12 by line 13	► 14	22,276,713
15	Tangible property percentage. Divide line 7 by line 14	15	0.293457

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Schedule C Tangible Property Corporation

Complete only if Schedule B, line 15 is 10% or more. Enter all values as net book values from Schedule A, col. c.

1	Total Massachusetts tangible property (from Schedule A, line 4)	1	16,118,662
2	Exempt Massachusetts tangible property:		
	a. Massachusetts real estate (from Schedule A, lines 1a and 1b)	2a	9,133,477
	b. Massachusetts motor vehicles and trailers (from Schedule A, line 1c)	2b	408,233
	c. Massachusetts machinery taxed locally. Classified manufacturers enter "0" (from Schedule A, line 1d)	2c	
	d. Massachusetts leasehold improvements taxed locally (from Schedule A, line 1h)	2d	39,695
	e. Exempt goods (from Schedule A, line 2b)	2e	28,375
	f. Certified Massachusetts industrial waste/air treatment facilities	2f	
	g. Certified Massachusetts solar or wind power deduction	2g	
3	Total exempt Massachusetts tangible property. Add lines 2a through 2g	3	9,609,780
4	Taxable Massachusetts tangible property. Subtract line 3 from line 1. Do not enter less than "0." Enter result in line 1 of the Excise Calculation on page 2, and enter "0" in line 2 of the Excise Calculation	4	6,508,882

Schedule D Intangible Property Corporation 2009

Complete only if Schedule B, line 15 is less than 10%. Enter all values as net book values from Schedule A, col. c.

1	Total assets (from Schedule A, line 18)	1
2	Total liabilities (from Schedule A, line 26)	2
3	Massachusetts tangible property taxed locally (from Schedule B, line 6)	3
4	Mortgages on Massachusetts tangible property taxed locally (from Schedule A, line 19a)	4
5	Subtract line 4 from line 3. Do not enter less than "0"	5
6	Investments in subsidiaries at least 80% owned (from Schedule A, line 12a)	6
7	Deductions from total assets. Add lines 2, 5 and 6	7
8	Allocable net worth. Subtract line 7 from line 1. Do not enter less than "0"	8
9	Income apportionment percentage (from Schedule F, line 5)	9
10	Taxable net worth. Multiply line 8 by line 9. Enter result in line 2 of the Excise Calculation on page 2, and enter "0" in line 1 of the Excise Calculation	10

Schedule E-1 Dividends Deduction

1	Total dividends. See instructions	1	28,000
2	Dividends from Massachusetts corporate trusts	2	
3	Dividends from non-wholly-owned DISCs	3	
4	Dividends, if less than 15% of voting stock owned	4	7,000
5	Dividends from RICs	5	
6	Dividends from REITs	6	
7	Total taxable dividends. Add lines 2 through 6	7	7,000
8	Dividends eligible for deduction. Subtract line 7 from line 1	8	21,000
9	Dividends deduction. Multiply line 8 by .95	9	19,950

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CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER: 041111111

Schedule E Taxable Income 2009

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

1	Gross receipts or sales (from U.S. Form 1120, line 1c) ► 1		228,224,543
2	Gross profit (from U.S. Form 1120, line 3) ► 2		95,125,332
3	Other deductions (from U.S. Form 1120, line 26) ► 3		48,319,467
4	Net income (from U.S. Form 1120, line 28) ► 4		7,585,010
5	Allowable U.S. wage credit. See instructions ► 5		,
6	Subtract line 5 from line 4 6		7,585,010
7	State and municipal bond interest not included in U.S. net income ► 7		2,500
8	Foreign, state or local income, franchise, excise or capital stock taxes deducted from U.S. net income ► 8		513,783
9	Section 168(k) "bonus" depreciation adjustment. See instructions ► 9	X	3,600
10	Section 31I and 31K intangible expense add back adjustment. See instructions ► 10		72,277
11	Section 31J and 31K interest expense add back adjustment. See instructions ► 11		27,863
12	Federal production activity add back adjustment. See instructions ► 12		5,000
13	Other adjustments, including research and development expenses. See instructions ► 13		104,930
14	Add lines 6 through 13 14		8,307,763
15	Abandoned building renovation deduction × 10 = ► 15		,
16	Dividends deduction (from Schedule E-1, line 9) ► 16		19,950
17	Exception(s) to the add back of intangible expenses (enclose Schedule ABIE) ► 17		7,000
18	Exception(s) to the add back of interest expenses (enclose Schedule ABI) ► 18		450
19	Subtract the total of lines 15 through 18 from line 14 19		8,280,363
20	Loss carryover (from Schedule E-2, line 8 or line 13, whichever applies) ► 20		,
21	Income subject to apportionment. Subtract line 20 from line 19 ► 21		8,280,363
22	Income apportionment percentage (from Schedule F, line 5 or 1.0, whichever applies) ► 22		0.760200
23	Multiply line 21 by line 22 23		6,294,732
24	Income not subject to apportionment ► 24		,
25	Certified Massachusetts solar or wind power deduction and excess NOL deduction ► 25		,
26	Massachusetts taxable income. Subtract line 25 from the total of lines 23 and 24 26		6,294,732

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Schedule CD Corporate Disclosure 2009

1	Charitable contributions (from U.S. Form 1120, line 19) ► 1	93,750
2	Federal research expense allowed under IRC section 174, plus research credit allowed under IRC section 41 (from U.S. Form 1120) ► 2	25,167,521
3	Accelerated depreciation (ARCS, MARCS, etc.) allowed as a federal deduction:	
	a. Equipment ► 3a	109,320
	b. Rental housing ► 3b	
	c. Buildings other than rental housing ► 3c	24,483
	d. Pollution control facilities ► 3d	
4	Standard depreciation:	
	a. Equipment ► 4a	50,000
	b. Rental housing ► 4b	
	c. Buildings other than rental housing ► 4c	3,500
	d. Pollution control facilities ► 4d	
5	Accelerated depreciation less standard depreciation:	
	a. Equipment. Subtract line 4a from line 3a. Not less than "0" 5a	59,320
	b. Rental housing. Subtract line 4b from line 3b. Not less than "0" 5b	
	c. Buildings other than rental housing. Subtract line 4c from line 3c. Not less than "0" 5c	20,983
	d. Pollution control facilities. Subtract line 4d from line 3d. Not less than "0" 5d	
6	Total amortizable costs for which amortization began in 2009 (from U.S. Schedule 4562, line 42, total of all entries in col. c) ► 6	7,500
7	Total of first year amortization expense for costs identified in line 6 (from U.S. Schedule 4562, line 42, total of all entries in col. f) ► 7	7,500
8	Total current year amortization expense for amortization of costs that began prior to 2009 (from U.S. Schedule 4562, line 43, col. f) ► 8	12,000

An exact copy of U.S. Form 1120 including all applicable schedules and forms and any other documentation required to substantiate entries made on this return, must be made available to the Department of Revenue upon request. See instructions.

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CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER: 041111111

Schedule CR Other Corporate Credits 2009

1	Economic Opportunity Area Credit	► 1	228,462
2	3% credit for certain new or expanded investments	► 2	68,000
3	Vanpool Credit	► 3	12,000
4	Research Credit (from Schedule RC, part 2, line 14)	► 4	300,205
5	Harbor Maintenance Tax Credit (from Schedule HM, line 18)	► 5	7,500
6	Full Employment Credit (from Schedule FEC, line 25)	► 6	300
7	Brownfields Credit. Enter certificate number	► 7	
8	Low-Income Housing Credit (enclose documentation)	► 8	
9	Historic Rehabilitation Credit (enclose documentation)	► 9	
10	Film Incentive Credit. Enter certificate number ►	► 10	
11	Medical Device Credit. Enter certificate number ►	► 11	
12	Life Science Company Investment Tax Credit under section 38U	► 12	
13	Life Science Company FDA User Fee Credit under section 38M	► 13	
14	Life Science Company Research Credit under section 31W	► 14	
15	Total credits. Add lines 1 through 14	15	616,467

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CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER: 04 1 1 1 1 1 1

Schedule H Investment Tax Credit and Carryovers 2009

Type of corporation. Fill in one oval:

► ☐ Massachusetts ☐ Classified manufacturer ☐ Agriculture ☐ Commercial fishing

☐ Research and development (R&D). If R&D corporation, complete line 1.

Part 1. Calculation of Current-Year Investment Tax Credit Generated

1 Receipts test for R&D corporations. Enter only receipts assignable to Massachusetts.

a. Total receipts 1a

b. Receipts included in 1a from R&D 1b

c. Percent of revenues derived from R&D. Divide line 1b by line 1a 1c

d. Describe R&D category _____

2 List all qualified depreciable property (owned or leased) located in Massachusetts by Schedule A category.

a. Total cost of qualified buildings 2a

b. Total cost of qualified machinery taxed locally 2b

c. Total cost of qualified machinery not taxed locally 2c 700,000

d. Total cost of qualified equipment 2d 15,000

e. Total cost of qualified fixtures 2e 35,000

f. Total cost of qualified leasehold improvements taxed locally 2f

g. Total cost of qualified leasehold improvements not taxed locally 2g 50,000

h. Total cost of qualified other fixed depreciable assets 2h

3 Total cost of eligible properties. Add lines 2a through 2h 3 800,000

4 Total U.S. investment tax credit and U.S. basis reduction 4

5 Amount eligible for Massachusetts Investment Tax Credit (ITC). Subtract line 4 from line 3 ..... 5 800,000

6 Available current-year ITC. Multiply line 5 by .03 ..... 6 24,000

7 Amount of credit reduction for assets placed in service during current year but no longer qualified at year end 7

8 Net current year investment tax credit generated ..... ► 8 24,000

Part 2. Recapture of Unearned Credit

If the property on which the credit has been taken ceases to be in qualified use prior to the end of its useful life, the difference between the credit taken and the credit allowed for actual use is subject to recapture.

1	Total ITC subject to recapture	► 1	25,000
2	ITC not used to reduce excise in any prior year		
	a. Amount of recapture offset against unused ITC which has expired	2a	2,000
	b. Amount of recapture on 2006 assets reducing ITC carryover from 2006	2b	7,000
	c. Amount of recapture on 2007 assets reducing ITC carryover from 2007	2c	
	d. Amount of recapture on 2008 assets reducing ITC carryover from 2008	2d	
	e. Amount of recapture reducing unused ITC converted to unlimited carryover status	2e	14,000
3	ITC recaptured. Subtract the total of lines 2a through line 2e from line 1	3	2,000

Part 3. Calculation of Available Credits. **Perform recapture first.**

Reduce credits available from prior year returns by any amounts used to offset potential recapture as shown in Part 2.

		a. Available credits at start of year	b. Credits used in current year	c. Credits converted to unlimited status	d. Available credits at end of year
1	ITC generated in 2006 that will lapse after 2009 if not used	1,000	1,000		
2	ITC generated in 2007 that will lapse after 2010 if not used	13,000	3,000	5,000	5,000
3	ITC generated in 2008 that will lapse after 2011 if not used	48,000	40,000	6,000	2,000
4	ITC generated in the current year (from Part 1, line 8)	24,000	24,000		
5	ITC previously transferred to unlimited carryover status	17,000			
6	Corporation's time limited credits available from prior years	► 6			62,000
7	Total of corporation's credits used	► 7			68,000
8	Total of corporation's credits converted to unlimited status	► 8			11,000
9	Unlimited life credits available for carryforward to 2010	► 9			28,000
10	Credits available for carryforward to 2010 subject to 3-year limitation	► 10			7,000

DRAFT AS OF OCTOBER 1, 2009 (SUBJECT TO CHANGE)

CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER: 041111111

Part 4. Reconciliation of Massachusetts Tangible Property

1	Capital assets in Massachusetts at the beginning of the year at net book value		
	a. Property with a depreciable life for tax purposes of less than four years	1a	
	b. Land, motor vehicles, construction in process and other non-qualified assets	1b	6,291,983
	c. Qualifying property	1c	4,492,622
	d. Total capital assets in Massachusetts at the beginning of tax year. Add lines 1a through 1c. Enclose explanation if this does not equal prior year Schedule A, line 1I	1d	10,784,605
2	Purchases and leases made during the tax year at cost		
	a. Property with a depreciable life for tax purposes of less than four years	2a	
	b. Land, motor vehicles, construction in process and other non-qualified assets	2b	1,105,645
	c. Qualifying property	2c	4,300,000
	d. Total purchases and leases made during tax year. Add lines 2a through 2c	2d	5,405,645
3	Other acquisitions made during the year		
	a. Property with a depreciable life for tax purposes of less than four years	3a	
	b. Land, motor vehicles, construction in process and other non-qualified assets	3b	
	c. Qualifying property	3c	
	d. Total of other acquisitions made during the tax year. Add lines 3a through 3c	3d	
4	Sales, exchanges and retirements made during year at net book value. Include current year depreciation		
	a. Property with a depreciable life for tax purposes of less than four years	4a	
	b. Land, motor vehicles, construction in process and other non-qualified assets	4b	10,000
	c. Qualifying property	4c	250,000
	d. Total sales, exchanges and retirements made during the tax year. Add lines 4a through 4c ►	4d	260,000
5	Book depreciation taken during the year	5	57,000
6	Other adjustments made during the year including interstate transfers of depreciable assets, etc	6	
7	Capital assets in Massachusetts at the end of the year at net book value		
	a. Property with a depreciable life for tax purposes of less than four years	7a	
	b. Land, motor vehicles, construction in process and other non-qualified assets	7b	7,330,628
	c. Qualifying property	7c	8,542,622
	d. Total capital assets in Massachusetts at the end of the tax year. Add lines 7a through 7c. Enclose explanation if this figure does not match the current year Schedule A, line 1L	7d	15,873,250

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CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER: 04 1 1 1 1 1 1 1

Form F-2 Apportionment Report 2009

Mutual fund service corporations, complete all lines of Form F-2. Section 38 manufacturers with more than 25 employees, complete only lines 1 through 17. All information should be reported as of the last day of the taxable year for both the current and previous tax years. Do not enter any amount less than "0."

Type of corporation. Fill in one oval:

Mutual fund service corporation — Section 38 manufacturer

Apportionment Information

1 Number of employees (mutual fund service corporations must use the number of qualified employees):

a. Total number of persons employed in Massachusetts in 2008 (from 2008 Form F-2, line 1b) ► 1a: 605

b. Total number of persons employed in Massachusetts in 2009 ► 1b: 645

c. Total number of persons employed worldwide in 2008 (from 2008 Form F-2, line 1d) ► 1c: 1,430

d. Total number of persons employed worldwide in 2009 ► 1d: 1,500

2 Wages paid to employees (mutual fund service corporations must use the wages paid to qualified employees):

a. Total wages paid to qualified employees in Mass. in 2008 (from 2008 Schedule F, line 2a, col. a) ► 2a: 22,915,221

b. Total wages paid to employees in Massachusetts in 2009 (from 2009 Schedule F, line 2a, col. a) ► 2b: 29,055,395

c. Total wages paid to employees worldwide in 2008 (from 2008 Schedule F, line 2a, col. b) ► 2c: 39,898,077

d. Total wages paid to employees worldwide in 2009 (from 2009 Schedule F, line 2a, col. b) ► 2d: 50,542,900

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3 Tangible property apportionment percentage:

a. 2008 percentage (from 2008 Schedule F, line 1d) ► 3a: 0.153490

b. 2009 percentage (from 2009 Schedule F, line 1d) ► 3b: 0.155640

4 Payroll apportionment percentage:

a. 2008 percentage (from 2008 Schedule F, line 2b) ► 4a: 0.574344

b. 2009 percentage (from 2009 Schedule F, line 2b) ► 4b: 0.574866

5 Tax reduction amount resulting from use of the more favorable apportionment formula ► 5: , ,

6 Sales:

a. 2008 Massachusetts sales (from 2008 Schedule F, line 3f, col. a) ► 6a: 37,029,208

b. 2009 Massachusetts sales (from 2009 Schedule F, line 3f, col. a) ► 6b: 173,496,277

c. 2008 worldwide sales (from 2008 Schedule F, line 3f, col. b) ► 6c: 48,294,468

d. 2009 worldwide sales (from 2009 Schedule F, line 3f, col. b) ► 6d: 228,224,573

7 Income:

a. 2008 Massachusetts income (from 2008 Schedule E or E-CG). Enter "0" if a loss. ► 7a: 4,197,797

b. 2009 Massachusetts income (from 2009 Schedule E or U-E). Enter "0" if a loss. ► 7b: 6,310,716

c. 2008 worldwide income (from 2008 Schedule E or E-CG). Enter "0" if a loss ► 7c: 5,645,823

d. 2009 worldwide income (from 2009 Schedule E or U-E). Enter "0" if a loss ► 7d: 7,585,010

8 Book value:

a. 2008 book value of plant, land and equipment in Massachusetts (from 2008 Form F-2, line 8b) ..... ► 8a 2,957,839

b. 2009 book value of plant, land and equipment in Massachusetts (from 2009 Schedule A) ..... ► 8b 3,508,916

c. 2008 book value of plant, land and equipment worldwide (from 2008 Form F-2, line 8d) ..... ► 8c 5,149,943

d. 2009 book value of plant, land and equipment worldwide (from 2009 Schedule A) ..... ► 8d 6,103,885

9 Net capital investments:

a. 2008 net capital investments in Massachusetts (from 2008 Form F-2, line 9b) ..... ► 9a 400,331

b. 2009 net capital investments in Massachusetts (from 2009 Schedule A) ..... ► 9b 400,331

c. 2008 net capital investments worldwide (from 2008 Form F-2, line 9d) ..... ► 9c 400,331

d. 2009 net capital investments worldwide (from 2009 Schedule A) ..... ► 9d 400,331

10 Net assets:

a. 2008 net assets (from 2008 Form F-2, line 10b) ..... ► 10a 9,285,489

b. 2009 net assets (from 2009 Schedule A) ..... ► 10b 23,714,876

11 Capacity utilization:

a. 2008 capacity utilization (from 2008 Form F-2, line 11b) ..... ► 11a 0.766400

b. 2009 capacity utilization. Divide maximum possible utilization by actual utilization ..... ► 11b 0.834500

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12 Outstanding loans:

a. 2008 total outstanding loans (from 2008 Form F-2, line 12b) ..... ► 12a 377,726

b. 2009 total outstanding loans (from 2009 Schedule A) ..... ► 12b 358,840

13 Outstanding mortgages:

a. 2008 total outstanding mortgages (from 2008 Form F-2, line 13b) ..... ► 13a 3,377,536

b. 2009 total outstanding mortgages (from 2009 Schedule A) ..... ► 13b 2,258,659

14 Base period employment level ..... ► 14 1,200

15 Briefly describe any changes to the number of employees or the wages paid from 2008 to 2009: More Employees Hired to Handle Increased Orders

16 Briefly describe any changes to the tangible property percentage from 2008 to 2009: Plant Expanded For Increased Sales Volume

17 Briefly describe any changes to the payroll apportionment percentage from 2008 to 2009: Payroll Increased Due to Additional Employees

Mutual fund service corporations, complete remainder of Form F-2.

18 Net assets under management:

a. Net assets under management in Massachusetts ..... ► 18a 39,285,489

b. Net assets under management worldwide ..... ► 18b 39,285,489

19 Median income of qualified employees:

a. Median income of qualified employees in Massachusetts ..... ► 19a 46,489

b. Median income of qualified employees worldwide ..... ► 19b 34,500

CORPORATION NAME: Test Two Corp

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Schedule F Income Apportionment 2009

Fill in applicable oval(s):

- ● Section 38 manufacturer
- ○ Mutual fund service corporation reporting sales of mutual funds only
- ○ Mutual fund service corporation reporting sales of non-mutual funds
- ○ Other
- ○ Enclosing additional copies of Schedule F for additional members of a combined group

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
New York, NY	Sales Office	●	●	●
Tulsa, OK	Factory	○	●	●
		○	○	○
		○	○	○
		○	○	○

Apportionment Factors

1 Tangible property:

a. Property owned (averaged) ► Massachusetts 3,653,748 ► Worldwide 25,451,310

b. Property rented (capitalized) ► Massachusetts 432,000 ► Worldwide 800,000

c. Total property owned and rented Massachusetts 4,085,748 Worldwide 26,251,310

d. Tangible property apportionment percentage. Divide (from line 1c) Massachusetts total by worldwide total 1d 0.155640

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2 Payroll:

a. Total payroll ► Massachusetts 29,055,395 ► Worldwide 50,542,900

b. Payroll apportionment percentage. Divide (from line 2a) Massachusetts total payroll by worldwide total payroll 2b 0.574866

3 Sales:

a. Tangibles (Massachusetts destination) .... ► Massachusetts 23,000,000

b. Tangibles (Massachusetts throwback) .... ► Massachusetts 150,301,277 ► Worldwide 227,899,573

c. Services (including mutual fund sales) .... ► Massachusetts 25,000 ► Worldwide 100,000

d. Rents and royalties ► Massachusetts 20,000 ► Worldwide 50,000

e. Other ► Massachusetts 150,000 ► Worldwide 175,000

f. Total sales Massachusetts 173,496,277 Worldwide 228,224,573

g. Sales apportionment percentage. Mutual fund corporations reporting mutual fund sales, divide (from line 3c) Massachusetts mutual fund sales by total mutual fund sales. All other corporations, including mutual fund service corporations reporting non-mutual fund sales, divide (from line 3f) Massachusetts total sales by worldwide total sales 3g 0.760200

4 Apportionment percentage. All corporations must complete this line. Section 38 manufacturers or mutual fund service corporations reporting mutual fund sales, enter the amount from line 3g. All other corporations, including mutual fund service corporations reporting non-mutual fund sales, enter the total of (line 3g × 2) plus line 1d plus line 2b 4 0.760200

5 Massachusetts apportionment percentage. If the taxpayer is a Section 38 manufacturer, enter the amount from line 4 here and in Schedules E, line 22. Mutual fund service corporations for mutual fund sales, enter the amount from line 4 here and in line 22 of the Schedules E for mutual fund sales only. All other corporations including mutual fund service corporations reporting non-mutual fund sales, divide line 4 by 4, enter result here and in Schedules E, line 22 (for mutual fund service corporations, the Schedules E for non-mutual fund sales). See instructions 5 0.760200

PRINT IN BLACK INK

Ovals must be filled in completely. Example:

Schedule RC Research Credit 2009

CORPORATION NAME: Test Two Corp

FEDERAL IDENTIFICATION NUMBER: 041111111

Controlled groups and entities under common control are required to compute the credit on an aggregate basis. Refer to Regulation 830 CMR 63.38M.1(7). Enclose Schedule RC to the return of each member of the group claiming Massachusetts basic research payments, qualified research expenses, research credit carryfoward or research credit against the excise. Enter group totals in lines 2 through 4 and 11 through 15. Corporations that are not members of a controlled group must enter their individual amounts in these lines.

Fill in all applicable oval(s):

- ► (●) Massachusetts gross receipts are being used to compute the fixed base and average annual receipts.
  ( ) Federal gross receipts are being used to compute the fixed base and average annual receipts.
- ► ( ) Corporation is electing to calculate the credit separately for qualified defense-related activities. If making this election, file two schedule RCs and fill in one of the following ovals: ( ) Defense-related activites ( ) Other qualified activities

Part 1. Massachusetts Research Credit Generated

1	Basic research payments made by this corporation	1	
2	Total group basic research payments	2	
3	Group base period amount	3	
4	Group incremental research payments. Subtract line 3 from line 2	4	
5	Total group credit for basic research payments. Multiply line 4 by .15	5	
6	Qualified wage expenses for this corporation	► 6	4,358,309
7	Qualified supply expenses for this corporation	► 7	296,727
8	Qualified computer rental time expenses for this corporation	► 8	3,544
9	65% of qualified contract expenses for this corporation	► 9	11,250
10	Total qualified research expenses for this corporation. Add lines 6 through 9	10	4,669,830
11	Total group qualified research expenses	11	4,669,830
12	Group fixed base percentage. Not more than 16%. See instructions	12	0030000
13	Group average annual receipts. See instructions	13	120,684,497
14	Group base amount. Not less than 50% of line 10	14	3,620,535
15	Group incremental research expenses. Subtract line 14 from line 11	15	1,049,295
16	Total group credit for qualified expenses. Multiply line 15 by .10	16	104,930
17	Total basic research payments and qualified expenses for this corporation. Add lines 1 and 10	17	4,669,830
18	Total basic research payments and qualified expenses for the group. Add lines 2 and 11	18	4,669,830
19	Allocation percentage for this corporation. Divide line 17 by line 18	19	1.000000
20	Total group research credit generated. Add lines 5 and 16	20	104,930
21	Total credit generated by this corporation in current year. Multiply line 19 by line 20. See instructions	► 21	104,930

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Part 2. Massachusetts Research Credit Used

The amount of the credit that may be used to reduce the excise is limited to 100% of the corporation's first $25,000 of corporate excise liability plus 75% of the corporation's excise liability over $25,000. A single $25,000 amount applies to all members of an aggregate group, even if not filing as Massachusetts combined group. Corporations that are not members of an aggregate group should enter the amount in line 1 in line 2 and 100% in line 3.

1	Total excise before credits for this corporation (from form 355, line 5, Form 355S, line 8 or Form 355U, line 23)	1	616,923
2	Total group excise before credit. See instructions	2	616,923
3	Allocation percentage for the $25,000 excise bracket	3	1.000000
4	Corporation's share of excise not subject to the 75% limitation	4	25,000
5	Corporation's excise subject to the 75% limitation. Subtract line 4 from line 1	5	591,923
6	75% of excise subject to limitation	6	443,942
7	Corporation's subtotal of excise within the limitation. Add lines 4 and 6	7	468,942
8	Total of other credits applied against this corporation's excise this year	8	316,262
9	Maximum allowable research credit if available. See instructions	9	300,205
10	Corporation's own 15-year carryover credit from prior years	10	150,000
11	Corporation's own unlimited credit from prior years	11	50,000
12	Corporation's own credit generated in current year	12	104,930
13	Corporation's own total research credit available for 2009	► 13	304,930
14	Amount of corporation's credit used against its own excise	14	300,205
15	Amount of corporation's credit used by affiliates. See instructions	15	
16	Total of corporation's credit used this year. Add lines 14 and 15	16	300,205
17	Time-limited credit converted to unlimited carryover status. See instructions	17	147,981
18	Total of 15-year carryover credit which expired	18	
19	Total of corporation's credit available for carryover to 2010. See instructions	19	4,725
20	Unlimited status credit available for carryforward to 2010. See instructions	20	4,725
21	15-year status credit available for carryforward to 2010. See instructions	21	

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Part 3. Reconciliation of Research Credit Carryover

		a. Available credits at start of year	b. Credits used in current year	c. Credits converted to unlimited status	d. Available credits at end of year
1	Credit generated in 1994 ... 1	,	,	,	,
2	Credit generated in 1995 ... 2	,	,	,	,
3	Credit generated in 1996 ... 3	,	,	,	,
4	Credit generated in 1997 ... 4	,	,	,	,
5	Credit generated in 1998 ... 5	,	,	,	,
6	Credit generated in 1999 ... 6	,	,	,	,
7	Credit generated in 2000 ... 7	1,000	1,000	,	,
8	Credit generated in 2001 ... 8	2,000	2,000	,	,
9	Credit generated in 2002 ... 9	3,000	3,000	,	,
10	Credit generated in 2003 ... 10	4,000	4,000	,	,
11	Credit generated in 2004 ... 11	5000	5,000	,	,
12	Credit generated in 2005 ... 12	10,000	10,000	,	,
13	Credit generated in 2006 ... 13	20,000	20,000		,
14	Credit generated in 2007 ... 14	30,000	30,000	,	,
15	Credit generated in 2008 ... 15	75,000	75,000	,	,
16	Credits generated this year ... 16	104,930	104,930	,	,
17	Credits available for unlimited carryforward ... 17	50,000	45,275	,	4,725
18	Corporation's own 15-year carryforward from prior years. Add lines 1 through 15, col. a ... 18				150,000
19	Total of corporation's credits used. Add lines 1 through 17, col. b ... 19				300205
20	Total credits converted to unlimited status. Add lines 1 through 16, col. c ... 20			,	,
21	Unlimited life credits available for carryforward to 2010 ... 21			,	4,725
22	Credits available for carryforward to 2010 subject to 15-year limitation. Add lines 2 through 16, col. d ... 22			,	,

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