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FOR PRIVACY ACT NOTICE, SEE INSTRUCTIONS.

Calendar year filers enter 01-01-2014 and 12-31-2014 below. Fiscal year filers enter appropriate dates.

Tax year beginning [MMDDYYYY] Tax year ending [MMDDYYYY]

# Form 3 Partnership Return of Income 2014

PARTNERSHIP NAME, MAILING ADDRESS, C/O NAME, C/O ADDRESS, BUSINESS CODE NUMBER, DATE BUSINESS STARTED, TOTAL ASSETS, FEDERAL IDENTIFICATION NUMBER (FID), A PRINCIPAL BUSINESS ACTIVITY, B PRINCIPAL PRODUCT OR SERVICE

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 [ ]

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 46, or 100%, whichever applies) [ ]

**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, Name of designated tax matters partner, Identifying number of tax matters partner

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

BE SURE TO COMPLETE ALL 10 PAGES OF FORM 3



FEDERAL IDENTIFICATION NUMBER

Grid for Federal Identification Number

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 ...

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

9 Withholding amount ... 9

10 Payments made with composite return ... 10

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

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

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

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

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

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

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

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

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

b. Line number Amount Total adjustments 19

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

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

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

b. Line number Amount Total adjustments 22

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

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

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

b. Line number Amount Total adjustments 25

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





PARTNERSHIP NAME

FEDERAL IDENTIFICATION NUMBER

### Income Apportionment Schedule

2014

**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
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### 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





### 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.

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

#### Deductions. From U.S. Form 1065.

See instructions for limitations.

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

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

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





**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**

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



**Deductions**

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

**Other Information**

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

**Analysis of Net Income or Loss**

<b>54.</b> 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.....	<b>54</b>	
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<b>55.</b> Analysis by partner type	<b>Corporate</b>	<b>Individual (active)</b>	<b>Individual (passive)</b>	<b>Partnership</b>	<b>Exempt organization</b>	<b>Nominee/ other</b>
<b>a.</b> General partners						
<b>b.</b> Limited partners						





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

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

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

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

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