



Instructions for Schedule M-3 (Form 1065)

Net Income (Loss) Reconciliation for Certain Partnerships

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

Form 1065-B. All references to Form 1065 in these instructions shall be deemed to include Form 1065-B except as otherwise noted.

General Instructions

Purpose of Schedule

Schedule M-3 Part I asks certain questions about the partnership's financial statements and reconciles financial statement net income (loss) for the consolidated financial statement group to income (loss) per the income statement for the partnership.

Schedule M-3 Parts II and III reconcile financial statement net income (loss) for the partnership (per Schedule M-3, Part I, line 11) to income (loss) per return on Form 1065 and Form 1065-B, page 4, Analysis of Net Income (Loss), line 1.

Schedule M-3 is effective for any tax year ending on or after December 31, 2006. For purposes of determining whether a partnership with a 52-53 week tax year must file Schedule M-3, such partnership's tax year is deemed to end or close on the last day of the calendar month nearest to the last day of the 52-53 week tax year. (For further guidance on 52-53 week tax years, see Regulations section 1.441-2(c)(1)).

Who Must File

Note. A U.S. partnership filing Form 1065 or Form 1065-B that is not required to file Schedule M-3 may voluntarily file Schedule M-3 in place of Schedule M-1.

Any entity which files Form 1065, U.S. Return of Partnership Income, or Form 1065-B, U.S. Return of Income for Large Electing Partnerships, must complete and file Schedule M-3 in lieu of Schedule M-1, Reconciliation of Income (Loss) per Books With Income (Loss) per Return, if any of the following is true:

1. The amount of total assets at the end of the tax year reported on Form 1065, Schedule L, line 14, column (d), is equal to \$10 million or more.
2. The amount of adjusted total assets for the year is equal to \$10 million or

more. For these purposes, the amount of adjusted total assets is total assets at the end of the tax year before capital distributions, losses, and adjustments that reduce total capital, and is calculated as the sum of (1) the amount of total assets at the end of the tax year reported on Form 1065, Schedule L, line 14, column (d), plus (2) the amounts of capital distribution reported on Schedule M-2 line 6a and line 6b (stated as positive amounts), plus (3) the amount of any loss reported on Schedule M-2, line 3 (stated as a positive amount), plus (4) the amount of any positive adjustment on Schedule M-2, line 7, plus (5) the amount of any negative adjustment on Schedule M-2, line 4 (stated as a positive amount).

3. The amount of total receipts (as defined on page 20 of the instructions to Form 1065, Schedule B, question 5), for the taxable year, is equal to \$35 million or more. Total receipts is defined on page 33 of the Instructions for Form 1065-B.

4. An entity that is a reportable entity partner with respect to the partnership (as defined under these instructions) owns or is deemed to own, directly or indirectly, an interest of 50 percent or more in the partnership's capital, profit, or loss, on any day during the tax year of the partnership.

Note. A common trust fund or foreign partnership filing Form 1065 is subject to Schedule M-3 if it meets any of the tests.

Reportable Entity Partner Reporting Responsibilities

For the purposes of these instructions, a reportable entity partner with respect to a partnership filing Form 1065 is an entity that (1) owns or is deemed to own, directly or indirectly, under these instructions a 50 percent or greater interest in the income, loss or capital of the partnership on any day of the tax year on or after June 30, 2006, and (2) was required to complete Schedule M-3 on its most recently filed US federal income tax return or return of income filed prior to that day.

For the purposes of these instructions: (1) the parent corporation of a consolidated tax group is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by any member of the tax consolidated group; (2) the owner of a

disregarded entity is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by the disregarded entity; (3) the owner of 50 percent or more of a corporation by vote on any day of the corporation tax year is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by the corporation during the corporation tax year; (4) the owner of 50 percent or more of partnership income, loss, or capital on any day of the partnership tax year is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by the partnership during the partnership tax year; and (5) the beneficial owner of 50 percent or more of the beneficial interest of a trust or nominee arrangement on any day of the trust or nominee arrangement tax year is deemed to own all corporate and partnership interests owned or deemed to be owned under these instructions by the trust or nominee arrangement.

A reportable entity partner with respect to a partnership (as defined above) must report the following to the partnership on September 15, 2006, or if later, within 30 days of first becoming a reportable entity partner and, after first reporting to the partnership under these instructions, thereafter within 30 days of the date of any change in the interest it owns or is deemed to own, directly or indirectly, under these instructions, in the partnership: (1) its name, (2) its mailing address, (3) its taxpayer identification number (TIN or EIN) if applicable, (4) its entity or organization type, (5) the state or country in which it is organized, (6) the date on which it first became a reportable entity partner on or after June 30, 2006, (7) the date with respect to which it is reporting a change in its ownership interest in the partnership, if applicable, (8) the interest in the partnership it owns or is deemed to own in the partnership, directly or indirectly (as defined under these instructions) as of the date with respect to which it is reporting, and (9) any change in that interest as of the date with respect to which it is reporting.

For more information, see *Item D. Reportable Entity Partner* on page 3.

Other Issues Affecting Schedule M-3 Filing Requirements

For purposes of determining for Schedule M-3 whether the partnership's adjusted total assets (under these instructions) equal \$10 million or more, the partnership's total assets at the end-of-year must be determined on an overall accrual method of accounting unless both of the following apply: (a) the tax return of the partnership is prepared using an overall cash method of accounting, and (b) the partnership does not prepare and is not included in financial statements prepared on an accrual basis.

In the case of a partnership year ending because of a Section 708 termination (sale or exchange within a 12 month period of 50 percent or more of the partnership interest in income and capital), total end-of-year assets of the partnership for determining the requirement to file Schedule M-3 shall be determined immediately before the Section 708 termination and any actual or deemed contribution or distribution of the partnership assets under the provisions of Section 708.

Example 1.

1. U.S. partnership A owns 80 percent of the income and capital of U.S. partnership B. For its 2006 tax year ending December 31, 2006, A prepares consolidated financial statements with B that report total assets at end-of-year of \$12 million. A files a Form 1065 and reports on Schedule L total assets at end-of-year of \$7 million. The amount of A's adjusted total assets (under these instructions) is \$8 million for the 2006 tax year. A has total receipts for the 2006 tax year of \$15 million. A has no reportable entity partners (as defined under these instructions). A is not required to file Schedule M-3 for the 2006 tax year based on its total assets or adjusted total assets. A is not required to file Schedule M-3 for the 2006 tax year based on its total receipts. A is not required to file Schedule M-3 for the 2006 tax year based on reportable entity partners. A is not required to file Schedule M-3 under any of the four tests and therefore is not required to file Schedule M-3 for the 2006 tax year. A may voluntarily file Schedule M-3 for the 2006 tax year. If A does not file Schedule M-3, it must file Schedule M-1

2. Same facts as in Example 1A except that U.S. partnership A has total receipts for 2006 of \$40 million. Because A has total receipts of \$35 million or more for its tax year ending December 31, 2006, A must complete Schedule M-3 for 2006.

3. R, a U.S. partnership, files a Form 1065 for the tax year ending December 31, 2006. R has total assets at the end of 2006 reported on Schedule L, line 14, column (d), of \$7.5 million. R made distributions of \$3.0 million during 2006 reflected on Schedule M-2, line 6. R did

not report a loss for 2006 on Schedule M-2, line 3. R did not report adjustments to capital on Schedule M-2, lines 4 or 7. R has adjusted total assets for 2006 of \$10.5 million, the sum of \$7.5 million plus \$3.0 million (the amount of distributions that must be added back to determine adjusted total assets for 2006). Because R has adjusted total assets of \$10 million or more for its tax year ending December 31, 2006, R must file Schedule M-3 for 2006.

4. S, a U.S. partnership, files a Form 1065 for the tax year ending December 31, 2006. S has total assets at the end of 2006 reported on Schedule L, line 14, column (d), of \$7.5 million. S made no distributions during 2006 reflected on Schedule M-2, line 6. S reported a loss of (\$3.0) million for 2006 on Schedule M-2, line 3. S did not report adjustments to capital on Schedule M-2, lines 4 or 7. S has adjusted total assets for 2006 of \$10.5 million, the sum of \$7.5 million plus \$3.0 million (the amount of the loss stated as a positive amount that must be added back to determine adjusted total assets for 2006). Because S has adjusted total assets of \$10 million or more for its tax year ending December 31, 2006, S must file Schedule M-3 for 2006.

5. T, a U.S. partnership, files a Form 1065 for the tax year ending December 31, 2006. T has total assets at the end of 2006 reported on Schedule L, line 14, column (d), of \$7.5 million. T made no distributions during 2006 reflected on Schedule M-2, line 6. T did not report a loss for 2006 on Schedule M-2, line 3. T did not report adjustments to capital on Schedule M-2, line 7, but did report a negative adjustment of (\$3.0) million on Schedule M-2, line 4. T has adjusted total assets for 2006 of \$10.5 million, the sum of \$7.5 million plus \$3.0 million (the amount of the negative adjustment stated as a positive amount that must be added back to determine adjusted total assets for 2006). Because T has adjusted total assets of \$10 million or more for its tax year ending December 31, 2006, T must file Schedule M-3 for 2006.

Example 2.

1. P, a US corporation, is the parent of a financial consolidation group with 50 domestic subsidiaries DS1 through DS50 and 50 foreign subsidiaries FS1 through FS50, all 100 percent owned on June 30, 2006. On September 15, 2005, P filed a consolidated tax return on Form 1120 and was required to complete Schedule M-3 for the tax year ending December 31, 2004. On June 30, 2006, DS1, DS2, DS3, FS1, and FS2 are each 10 percent partners in partnership K which files Form 1065 for the tax year ending December 31, 2006. P is deemed to own, directly or indirectly (under these instructions) all corporate and partnership interests of DS1, DS2, DS3, as the parent of the tax consolidation group and therefore is deemed to own 30 percent of K on June 30, 2006. P is deemed to own, directly or indirectly, (under these instructions) all

corporate and partnership interests of FS1 and FS2 as the owner of 50 percent or more of each corporation by vote and therefore is deemed to own 20 percent of K on June 30, 2006. P is therefore deemed to own 50 percent of K on June 30, 2006. P was required to complete Schedule M-3 on its 2004 Form 1120 filed September 15, 2005, its most recently filed U.S. federal income tax return filed prior to June 30, 2006. P owns or is deemed to own, directly or indirectly, (under these instructions) 50 percent or more of K on June 30, 2006, and was required to complete Schedule M-3 on its most recently filed U.S. income tax return filed prior to that date. Therefore, P is a reportable entity partner of K as of June 30, 2006. On September 15, 2006, P reports to K, as it is required to do, that P is a reportable entity partner as of June 30, 2006, deemed to own (under these instructions) a 50 percent interest in K. K is therefore required to complete Schedule M-3 when it files its Form 1065 for its tax year ending December 31, 2006.

2. Throughout 2006, A, a limited liability company (LLC) filing a Form 1065 for calendar year 2006, owns, as its only asset, 50 percent of each of B, C, D, and E, each also an LLC filing a Form 1065 for calendar year 2006. A is owned by individuals and S corporations not required to complete Schedule M-3 for 2005, 2006, or 2007. B, C, D, and E are owned by A and by individuals and S corporations not required to complete Schedule M-3 for 2005, 2006, or 2007. For the partnership tax years ending December 31, 2006, each of B, C, D, and E has no end-of-year liabilities, \$3 million in total assets and \$6 million in adjusted total assets (the difference equal to the distributions by each in 2006), and 2006 total receipts of \$20 million. As of December 31, 2006, no owner, direct or indirect, of B, C, D, or E was required to complete Schedule M-3 on its most recently filed U.S. federal income tax return or return of income. None of B, C, D, or E is required to complete Schedule M-3 for 2006. For the partnership tax years ending December 31, 2006, A has no end-of-year liabilities, \$6 million in total assets and \$12 million in adjusted total assets (the difference equal to the distributions in 2006), and 2006 total receipts of \$6 million. As of December 31, 2006, no owner, direct or indirect, of A was required to complete Schedule M-3 on its most recently filed U.S. federal income tax return. A must complete Form 1065 Schedule M-3 when it completes its Form 1065 for 2006 because A has adjusted total assets of \$10 million or more.

3. Same ownership facts as in Example 2B continued to calendar year 2007. On March 1, 2007, A files its Form 1065 with Schedule M-3 for the partnership tax year ended December 31, 2006. As of March 2, 2007, A becomes a reportable entity partner with respect to any partnership in which it owns or is

deemed to own, directly or indirectly (under these instructions) a 50 percent or greater interest in the income, loss, or capital of the partnership. A owns 50 percent of each of B, C, D, and E and is therefore a reportable entity partner with respect to each as of March 2, 2007, the day after it filed its 2006 Form 1065 with a required Schedule M-3. On March 20, 2007, A reports to B, C, D, and E, as it is required to do within 30 days of March 2, that it is a reportable entity partner owning a 50 percent interest. Each of B, C, D, and E is required to complete Schedule M-3 for 2007 because each has a reportable entity partner. A will determine if it must complete Schedule M-3 for 2007 based on its separate facts for 2007.

4. Same ownership facts as in Example 2B for calendar year 2006 except that A is owned 50 percent by corporation Z that was first required to complete Schedule M-3 for its corporate tax year ended December 31, 2005, and that filed its Form 1120 with Schedule M-3 for 2005 on September 15, 2006. As of September 16, 2006, Z was a reportable entity partner with respect to A and, through A, with respect to B, C, D, and E. On October 5, 2006, Z reports to A, B, C, D, and E, as it is required to do within 30 days of September 16, that Z is a reportable entity partner directly owning (with respect to A) or deemed to own indirectly (with respect to B, C, D, and E) a 50 percent interest. Therefore, because Z was a reportable entity partner for 2006, each of A, B, C, D, and E is required to complete Form 1065 Schedule M-3 for 2006, regardless of whether they would otherwise be required to complete Schedule M-3 for that year.

Other Form 1065 Schedules Affected by Schedule M-3 Requirements

Schedule L

Total assets at the end of the tax year shown on Schedule L, line 14, column (d), must equal the total assets of the partnership as of the last day of the tax year, and must be the same total assets reported by the partnership in the financial statements, if any, used for Schedule M-3. If the partnership prepares financial statements, Schedule L must report the financial statement total assets. If the partnership does not prepare financial statements, Schedule L must be based on the partnership's books and records. The Schedule L balance sheet may show tax-basis balance sheet amounts if the partnership is allowed to use books and records for Schedule M-3 and the partnership's books and records reflect only tax-basis amounts.

For purposes of measuring total assets at the end of the year, assets may not be netted or offset against liabilities. In

addition, total assets may not be reported as a negative amount.

Schedule M-2

The amount shown on Schedule M-2, line 3, Net income (loss) per books, must equal the amount shown on Schedule M-3, Part I, line 11.

Entity Considerations for Schedule M-3

For purposes of Schedule M-3, references to the classification of an entity (for example, as a corporation, a partnership, or a trust) are references to the treatment of the entity for U.S. federal income tax purposes. An entity that generally is disregarded as separate from its owner for U.S. federal income tax purposes (disregarded entity) must not be separately reported on Schedule M-3 except, if required, on Part I, line 7. On Schedule M-3, Parts II and III, any item of income, gain, loss, deduction, or credit of a disregarded entity must be reported as an item of its owner. In particular, the income or loss of a disregarded entity must not be reported on Part II, lines 7, 8, or 9 as a separate partnership or other pass-through. The financial statement income or loss of a disregarded entity is included on Part I, line 7, if and only if its financial statement income or loss is included on Part I, line 11, but not on Part I, line 4.

Completion of Schedule M-3

A partnership required to file Schedule M-3 must complete the schedule in its entirety. At the time the Form 1065 is filed, all applicable questions must be answered on Part I, all columns must be completed on Parts II and III, and all numerical data required by Schedule M-3 must be provided. Any schedule required to support a line item on Schedule M-3 must be attached at the time Form 1065 is filed and must provide the information required for that line item.

Any partnership required to file Schedule M-3 must check all boxes that apply on the top of page 1 above Part I of Schedule M-3 with respect to the reasons for which the Schedule M-3 is required to be filed. A partnership not required to file Schedule M-3, but that is doing so voluntarily, should check box E on page 1 of the Form 1065 Schedule M-3.

Specific Instructions

Item D. Reportable Entity Partner

On Schedule M-3, page 1, if the partnership has any reportable entity partner's (defined on page 1) for the year, check checkbox D. A partnership must report the name, EIN or TIN if applicable, and maximum percentage of deemed ownership of each reportable entity partner if there are one or two reportable

entity partners for the tax year of the partnership, and, if there are more than two reportable entity partners for the tax year of the partnership, the two reportable entity partners with the largest maximum percentage of deemed ownership for the tax year of the partnership. The maximum percentage of deemed ownership for a reportable entity partner for a tax year of the partnership is the maximum percentage interest deemed owned under these instructions by the reportable entity partner in the partnership's capital, profit, or loss on any day during the tax year of the partnership.

Part I. Financial Information and Net Income (Loss) Reconciliation

When To Complete Part I

Part I must be completed for any tax year for which the partnership files Schedule M-3.

Line 1. Questions Regarding the Type of Income Statement Prepared

For lines 1 through 11, use only the financial statements of the U.S. partnership filing the Form 1065. If the U.S. partnership filing the Form 1065 is controlled by another entity, the U.S. partnership must not use the financial statements of the controlling entity for its Schedule M-3, Part I.

If no financial statements are prepared for the U.S. partnership filing Schedule M-3, the U.S. partnership must enter "No" on questions 1a, 1b, and 1c, skip lines 2a through 3b, and enter the net income (loss) per the books and records of the U.S. partnership on line 4.

If a partnership filing a Schedule M-3 (a) is included in the consolidated financial statements of a group (consolidated financial statement group) with an entity parent filing a U.S. tax return and Schedule M-3, (b) has its income (loss) included and removed by the entity parent on that entity parent's Schedule M-3, Part I, and (c) does not have a separate financial statement (certified or otherwise) of its own, the partnership must answer questions 1a, 1b, and 1c as appropriate for its own tax return and must report on its own Schedule M-3, as appropriate, the amount for the partnership's net income (loss) that is equal to the amount included and removed in the entity parent's Schedule M-3, Part I. However, if in the circumstances described immediately above, the partnership does have separate financial statements (certified or otherwise) of its own, independent of the amount of the partnership's net income included in the consolidated financial statements with the entity parent, the

partnership must answer questions 1a, 1b, and 1c, as appropriate, for its own tax return, based on its own separate income statement, and must report on line 4, the net income amounts shown on its separate income statement.

Line 2 and 3. Questions Regarding Income Statement Period and Restatements

Line 2 and 3. Questions Regarding Income Statement Period and Restatements

The questions on lines 3a and 3b, regarding income statement restatements, refer to the worldwide consolidated income statement issued by the partnership filing Form 1065. Answer "Yes" on lines 3a and/or 3b if the partnership's annual income statement has been restated for any reason. Attach a short explanation of the reasons for the restatement in net income for each annual income statement period that is restated, including the original amount and restated amount of each annual statement period's net income. The attached schedule is not required to report restatements on an entity-by-entity basis.

Line 4. Worldwide Consolidated Net Income (Loss) per Income Statement

Report on Part I, line 4, the worldwide consolidated net income (loss) per the income statement (or books and records, if applicable) of the partnership.

In completing Schedule M-3, the partnership must use financial statement amounts from the financial statement type checked "Yes" on line 1 or from its books and records if line 1c is checked "No". If line 1a is checked "Yes", report on line 4 the net income amount reported in the income statement presented to the SEC on the partnership's Form 10-K.

If a partnership prepares financial statements, the amount on line 4 must equal the financial statement net income (loss) for the income statement period ending with or within the tax year as indicated on line 2.

If the partnership prepares financial statements and the income statement period differs from the partnership's tax year, the income statement period indicated on line 2 applies for purposes of lines 4 through 8.

If the partnership does not prepare financial statements, check "No" on line 1c and enter the net income (loss) per the books and records of the partnership on line 4.

Report on lines 5a through 10, as instructed below, all adjustment amounts required to adjust worldwide net income (loss) reported on line 4 (whether from financial statements or books and records) to net income (loss) of the partnership that must be reported on line 11.

Line 5. Net Income (Loss) of Nonincludible Foreign Entities

Remove the financial statement net income (line 5a) or loss (line 5b) of each foreign entity that is included in the consolidated financial statement group but is not the partnership (nonincludible foreign entity). In addition, on line 8, adjust for consolidation eliminations and correct for minority interest and intercompany dividends between any nonincludible foreign entity and the partnership filing Form 1065. Do not remove in Part I the financial statement net income (loss) of any nonincludible foreign entity accounted for in the financial statements on the equity method.

Attach a supporting schedule that provides the name, EIN (if applicable), and net income (loss) per the financial statement or books and records included on line 4 that is removed on this line 5 for each separate nonincludible foreign entity. The amounts of income (loss) detailed on the supporting schedule should be reported for each separate nonincludible foreign entity without regard to the effect of consolidation or elimination entries. If there are consolidation or elimination entries relating to nonincludible foreign entities whose income (loss) is reported on the attached schedule that are not reportable on line 8, the net amounts of all such consolidation and elimination entries must be reported on a separate line on the attached schedule, so that the separate financial accounting income (loss) of each nonincludible foreign entity remains separately stated. For example, if the net income (after consolidation and elimination entries) of a nonincludible foreign sub-consolidated group is being reported on line 5a, the attached supporting schedule should report the income (loss) of each separate nonincludible foreign legal entity from each such entity's own financial accounting net income statement or books and records, and any consolidation or elimination entries (for intercompany dividends, minority interests, etc.) not reportable on line 8 should be reported on the attached supporting schedule as a net amount on a line separate and apart from lines that report each nonincludible foreign entity's separate net income (loss).

Line 6. Net Income (Loss) of Nonincludible U.S. Entities

Remove the financial statement net income (line 6a) or loss (line 6b) of each U.S. entity that is included in the consolidated financial statement group but is not an includible entity in the partnership return (nonincludible U.S. entity). In addition, on line 8, adjust for consolidation eliminations and correct for minority interest and intercompany dividends between any nonincludible U.S. entity and any includible entity. Do not remove in Part I the financial statement

net income (loss) of any nonincludible U.S. entity accounted for in the financial statements on the equity method.

Attach a supporting schedule that provides the name, EIN (if applicable), and net income (loss) per the financial statement or books and records included on line 4 that is removed on line 6 for each separate nonincludible U.S. entity. The amounts of income (loss) detailed on the supporting schedule should be reported for each separate nonincludible U.S. entity without regard to the effect of consolidation or elimination entries. If there are consolidation or elimination entries relating to nonincludible U.S. entities whose income (loss) is reported on the attached schedule that are not reportable on line 8, the net amounts of all such consolidation and elimination entries must be reported on a separate line on the attached schedule, so that the separate financial accounting income (loss) of each nonincludible U.S. entity remains separately stated. For example, if the net income (after consolidation and elimination entries) of a nonincludible U.S. sub-consolidated group is being reported on line 6a, the attached supporting schedule should report the income (loss) of each separate nonincludible U.S. legal entity from each such entity's own financial accounting net income statement or books and records, and any consolidation or elimination entries (for intercompany dividends, minority interests, etc.) not reportable on line 8 should be reported on the attached supporting schedule as a net amount on a line separate and apart from lines that report each nonincludible U.S. entity's separate net income (loss).

Line 7. Net Income (Loss) of Other Includible Entities

Include the financial statement net income (line 7a) or loss (line 7b) of each includible entity in the U.S. tax return that is not included in the consolidated financial statement group and therefore not included in the income reported on line 4. Also include on line 7 the financial statement income of any disregarded entity that is not included in the income reported on line 4, but is included on line 10 (other includible entities). In addition, on line 8, adjust for consolidation eliminations and correct for minority interest and intercompany dividends for any other includible entity.

Attach a supporting schedule that provides the name, EIN, and net income (loss) per the financial statement or books and records included on line 7 for each separate other includible entity. The amounts of income (loss) detailed on the supporting schedule should be reported for each separate other includible entity without regard to the effect of consolidation or elimination entries solely between or among the entities listed. If there are consolidation or elimination entries relating to such other includible entities whose income (loss) is reported

on the attached schedule that are not reportable on line 8, the net amounts of all such consolidation and elimination entries must be reported on a separate line on the attached schedule, so that the separate financial accounting income (loss) of each other includible entity remains separately stated. For example, if the net income (after consolidation and elimination entries) of a sub-consolidated U.S. group of other includible entities is being reported on line 7a, the attached supporting schedule should report the income (loss) of each separate other includible entity from each entity's own financial accounting net income statement or books and records, and any consolidation or elimination entries (for intercompany dividends, minority interests, etc.) not reportable on line 8 should be reported on the attached supporting schedule as a net amount on a line separate and apart from lines that report each other includible entity's separate net income (loss).

Line 8. Adjustment to Eliminations of Transactions Between Includible Entities and Nonincludible Entities

Adjustments on line 8 to reverse certain financial accounting consolidation or elimination entries are necessary to ensure that transactions between includible entities and nonincludible U.S. or foreign entities are not eliminated, in order to report the correct total amount on line 11. Also, additional consolidation entries and elimination entries may be necessary on line 8 related to transactions between includible entities that are in the consolidated financial statement group and other includible entities that are not in the consolidated financial statement group but that are reported on line 7 in order to report the correct total amount on line 11.

Include on line 8 the total of the following: (i) amounts of any adjustments to consolidation entries and elimination entries that are contained in the amount reported on line 4, required as a result of removing amounts on line 5 or 6; and (ii) amounts of any additional consolidation entries and elimination entries that are required as a result of including amounts on line 7. This is necessary in order that the consolidation entries and intercompany eliminations entries included in the amount reported on line 11 are only those applicable to the financial net income (loss) of includible entities for the financial statement period. For example, adjustments must be reported on line 8 to remove minority interest and to reverse the elimination of intercompany dividends included on line 4 that relate to the net income of entities removed on line 5 or 6 because the income to which the consolidation or elimination entries relate has been removed. Also, for example, consolidation or elimination entries must be reported on line 8 to eliminate any intercompany

dividends between entities whose income is included on line 7 and other entities included in the U.S. federal income tax return.

If an entity owner of an interest in another entity: (1) accounts for the interest in the other entity in the owner's separate general ledger on the equity method, and (2) fully consolidates the other entity in the owner's consolidated financial statements, but that entity is not includible in the owner's Form 1065, then, as part of reversing all consolidation and elimination entries for the nonincludible entity, the owner must reverse on line 8 the elimination of the equity income inclusion from the other entity. If the owner does not account for the other entity on the equity method on its own general ledger, it will not have eliminated the equity income for consolidated financial statement purposes, and therefore will have no elimination of equity income to reverse.

The attached supporting schedule for line 8 must identify the type (e.g., minority interest, intercompany dividends, etc.) and amount of consolidation or elimination entries reported, as well as the names of the entities to which they pertain. It is not necessary, but it is permitted, to report intercompany eliminations that net to zero on line 8, such as intercompany interest income and expense.

Line 9. Adjustment to Reconcile Income Statement Period to Tax Year

Include on line 9 any adjustments necessary to the income (loss) of the partnership to reconcile differences between the partnership's income statement period reported on line 2 and the partnership's tax year. Attach a schedule describing the adjustment.

Line 10. Other Adjustments Required To Reconcile to Amount on Line 11

Include on line 10 any other adjustments to reconcile net income (loss) on line 4, with net income (loss) of the partnership reported on line 11.

For any adjustment reported on line 10, attach a supporting schedule with an explanation of each net adjustment included on line 10.

Line 11. Net Income (Loss) per Income Statement of the Partnership.

Report on line 11 the net income (loss) per the income statement (or books and records, if applicable) of the partnership. Amounts reported in column (a) of Parts II and III (see instructions below) must be reported on the same accounting method as is used to report the amount of net income (loss) per income statement of the partnership on Part I, line 11.

Do not, in any event, report on line 11 the net income of entities other than the

partnership filing Form 1065 for the tax year. For example, it is not permissible to remove the income of non-includible entities on lines 5 and/or 6, above, then to add back such income on lines 7 through 10, such that the amount reported at line 11 includes the net income of entities not includible in the U.S. federal income tax return. A principal purpose of Schedule M-3 is to report on line 11 only the financial accounting net income of only the partnership (including any other includible entities) filing the U.S. Return of Partnership Income.

Whether or not the partnership prepares financial statements, Line 11 must include all items that impact the net income (loss) of the partnership even if they are not recorded in the profit and loss accounts in the partnership's general ledger, including, for example, all post-closing adjusting entries (including workpaper adjustments) and dividend income or other income received from non-includible entities.

Example 3.

1. U.S. partnership P owns 60% of corporation DS1 which is fully consolidated in P's financial statements. P does not account for DS1 in P's separate general ledger on the equity method. DS1 has net income of \$100 (before minority interests) and pays dividends of \$50, of which P receives \$30. The dividend is eliminated in the consolidated financial statements. In its financial statements, P consolidates DS1 and includes \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

P must remove the \$100 net income of DS1 on Part I, line 6a. P must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of DS1. In addition, P reverses its elimination of the \$30 intercompany dividend in its financial statements on Part I, line 8. The net result is that P includes the \$30 dividend from DS1 at Part I, line 11, and on Part II, line 6, column (a). P's taxable dividend income from DS1 must be reported on Part II, line 6, column (d).

2. U.S. partnership C owns 60% of the capital and profits interests in U.S. LLC N. C does not account for N in P's separate general ledger on the equity method. N has net income of \$100 (before minority interests) and makes no distributions during the tax year. C treats N as a corporation for financial statement purposes and as a partnership for U.S. federal income tax purposes. In its financial statements, C consolidates N and includes \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

C must remove the \$100 net income of N on Part I, line 6a. C must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of N. The result is that C includes no income for N either on Part I, line 11, or on Part II, line 7, column (a). C's taxable income from N

must be reported by C on Part II, line 7, column (d)

3. U.S. partnership P owns 60% of corporation DS1, which is fully consolidated in P's financial statements. P accounts for DS1 in P's separate general ledger on the equity method. DS1 has net income of \$100 (before minority interests) and pays dividends of \$50, of which P receives \$30. The dividend reduces P's investment in DS1 for equity method reporting on P's separate general ledger where P includes its 60% equity share of DS1 income, which is \$60. In its financial statements, P eliminates the DS1 equity method income of \$60 and consolidates DS1, including \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

P must remove the \$100 net income of DS1 on Part I, line 6a. P must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of DS1 and the elimination of the \$60 of DS1 equity income. The net result is that P includes the \$60 of equity method income from DS1 at Part I, line 11, and on Part II, line 5, column (a). P's taxable dividend income from its investment in DS1 must be reported on Part II, line 6, column (d).

4. U.S. partnership C owns 60% of the capital and profits interests in U.S. LLC N. C accounts for N in C's separate general ledger on the equity method. N has net income of \$100 (before minority interests) and makes no distributions during the tax year. C treats N as a corporation for financial statement purposes and as a partnership for U.S. federal income tax purposes. For equity method reporting on C's separate general ledger, C includes its 60% equity share of N income, which is \$60. In its financial statements, C eliminates the \$60 of N equity method income and consolidates N including \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

C must remove the \$100 net income of N on Part I, line 6a. C must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of N and the elimination of the \$60 of N equity method income. The result is that C includes the \$60 of equity method income for N on Part I, line 11, and on Part II, line 7, column (a). C's taxable income from N must be reported by C on Part II, line 7, column (d).

5. U.S. partnership C owns 60% of the capital and profits interests in U.S. LLC N. C accounts for N in C's separate general ledger on the equity method. N has net income of \$100 (before minority interests) and pays a \$50 cash distribution, of which C receives \$30. The dividend reduces C's investment in N for equity method reporting on C's separate general ledger. C treats N as a corporation for financial statement purposes and as a partnership for U.S. federal income tax purposes. For equity method reporting on C's separate general ledger, C includes its 60% equity share of

N income, which is \$60. In its financial statements, C eliminates the \$60 of N equity method income and consolidates N and includes \$60 of net income (\$100 less the minority interest of \$40) on Part I, line 4.

C must remove the \$100 net income of N on Part I, line 6a. C must reverse on Part I, line 8, the elimination of the \$40 minority interest net income of N and the elimination of the \$60 of N equity method income. The result is that C includes the \$60 of equity method income for N on Part I, line 11, and on Part II, line 7, column (a). C's taxable income from N must be reported by C on Part II, line 7, column (d).

6. U.S. partnership P owns 100% of the stock of U.S. LLC Q, a disregarded entity. Q is included in P's federal income tax return, even though DS is not included in P's consolidated financial statements on either a consolidated basis or on the equity method. Q has current year net income of \$100 after taking into account its \$40 interest payment to P. P has net income of \$1,040 after recognition of the interest income from Q. Because Q is an includible entity, 100% of the net income of both P and Q must be reported on Form 1065 of P's U.S. Return of Partnership Income, and the intercompany interest income and expense must be removed by consolidation elimination entries.

P must report its financial statement net income of \$1,040 on Part I, line 4, and reports Q's net income of \$100 on Part I, line 7. Then, in order to reflect the full consolidation of the financial accounting net income of P and Q at Part I, line 11, Net income (loss) per income statement of the partnership, the following consolidation and elimination entry is reported on Part I, line 8: offsetting entries to remove the \$40 of interest income received from Q included by P on line 4, and to remove the \$40 of interest expense of Q included in line 76 for a net change of zero. The result is that Part I, line 11, reports \$1,140: \$1,040 from line 4, and \$100 from line 7. Stated another way, Part I, line 11, includes the entire \$1,000 net income of P, measured before recognition of the intercompany interest income from Q and the consolidation of Q operations, plus the entire \$140 net income of Q, measured before interest expense to P. P is not required to include on the attached supporting schedule for Part I, line 8 the offsetting adjustment to the intercompany elimination of interest income and interest expense (though it is permitted to do so).

Parts II and III

General Reporting Information

For each line item in Parts II and III, report in column (a) the amount of net income (loss) included in Part I, line 11, and report in column (d) the amount

included in taxable income on Form 1065, page 4, Analysis of Net Income (Loss), line 1.

Note. A schedule or explanation may be attached to any line even if none is required.

When To Complete Columns (a) and (d)

A partnership is not required to complete columns (a) and (d) of Parts II and III for the first tax year the partnership is required to file Schedule M-3, and for all subsequent years the partnership is required to file Schedule M-3, the partnership must complete Schedule M-3 in its entirety. Accordingly, the partnership must complete columns (a) through (d) of Parts II and III for all tax years subsequent to the first tax year the partnership is required to file Schedule M-3.

If, for any tax year (or tax years) prior to the first tax year a partnership is required to file Schedule M-3, a partnership voluntarily files Schedule M-3 in lieu of Schedule M-1, then in those voluntary filing years the partnership is not required to complete columns (a) and (d) of Parts II and III. In addition, in the first tax year the partnership is required to file Schedule M-3 the partnership is not required to complete columns (a) and (d) of Parts II and III.

If a partnership chooses not to complete columns (a) and (d) of Parts II and III in the first tax year the partnership is required to file Schedule M-3 (or in any year in which the partnership voluntarily files Schedule M-3), then Part II, line 26, is reconciled by the partnership in the following manner:

1. Report the amount from Part I, line 11, on Part II, line 26, column (a);
2. Leave blank Part II, lines 1 through 25, columns (a) and (d);
3. Leave blank Part III, columns (a) and (d); and
4. Report on Part II, line 26, column (d), the sum of Part II, line 26, columns (a), (b), and (c).

Note. Part II, line 26, column (d), must equal the amount on Form 1065, page 4, Analysis of Net Income (Loss), line 1. Thus, column (d) on Part II and Part III must include not only items contributing to the ordinary income (loss) from trade or business activities on Form 1065, page 1, line 22 (line 25 for Form 1065-B), but also certain of the separately stated items on Form 1065, Schedule K.

When To Complete Columns (b) and (c)

Columns (b) and (c) of Parts II and III must be completed for any tax year for which the partnership files Schedule M-3.

For any item of income, gain, loss, expense, or deduction for which there is a difference between columns (a) and (d), the portion of the difference that is temporary must be entered in column (b)

and the portion of the difference that is permanent must be entered in column (c).

If financial statements are prepared by the partnership in accordance with generally accepted accounting principles (GAAP), differences that are treated as temporary for GAAP must be reported in column (b) and differences that are permanent (that is, not temporary for GAAP) must be reported in column (c). Generally, pursuant to GAAP, a temporary difference affects (creates, increases, or decreases) a deferred tax asset or liability.

If the partnership does not prepare financial statements, or the financial statements are not prepared in accordance with GAAP, report in column (b) any difference that the partnership believes will reverse in a future tax year (that is, have an opposite effect on taxable income in a future tax year (or years) due to the difference in timing of recognition for financial accounting and U.S. federal income tax purposes) or is the reversal of such a difference that arose in a prior tax year. Report in column (c) any difference that the partnership believes will not reverse in a future tax year (and is not the reversal of such a difference that arose in a prior tax year).

If the partnership is unable to determine whether a difference between column (a) and column (d) for an item will reverse in a future tax year or is the reversal of a difference that arose in a prior tax year, report the difference for that item in column (c).

Example 4. For the 2006, 2007, and 2008 tax years, partnership A has adjusted total assets (under these instructions) of \$8 million, \$11 million, and \$12 million, respectively. Based on the amount of its adjusted total assets, A is required to file Schedule M-3 for its 2007 and 2008 tax years, but not for its 2006 tax year. Further, for its 2006, 2007, and 2008 tax years, A is not required to file Schedule M-3 based on any of the other required tests.

For its 2006 tax year, A voluntarily files Schedule M-3 in lieu of Schedule M-1 and does not complete columns (a) and (d) of Parts II and III.

For A's 2007 tax year, the first tax year that A is required to file Schedule M-3, A is only required to complete Part I and columns (b) and (c) of Parts II and III.

For A's 2008 tax year, A is required to complete Schedule M-3 in its entirety.

Reporting Requirements for Parts II and III

Note. The following requirements for columns (a) and (d) do not apply to partnerships for the 2006 tax year. See *When To Complete Columns (a) and (d)*, above.

General Reporting Requirements

If an amount is attributable to a reportable transaction described in Regulations section 1.6011-4(b), the amount must be

reported in columns (a), (b), (c), and (d), as applicable, of Part II, line 10, Items relating to reportable transactions, regardless of whether the amount would otherwise be reported on Part II or Part III of Schedule M-3. Thus, if a taxpayer files Form 8886, Reportable Transaction Disclosure Statement, the amounts attributable to that reportable transaction must be reported on Part II, line 10.

A partnership is required to report in column (a) of Parts II and III the amount of any item specifically listed on Schedule M-3 that is in any manner included in the partnership's current year financial statement net income (loss) or in an income or expense account maintained in the partnership's books and records, even if there is no difference between that amount and the amount included in net income (loss) for tax purposes unless (a) otherwise provided in these instructions or (b) the amount is attributable to a reportable transaction described in Regulations section 1.6011-4(b) and is therefore reported on Part II, line 10. For example, with the exception of interest income reflected on a Schedule K-1 received by the partnership as a result of the partnership's investment in a partnership or other pass-through entity, all interest income included on Part I, Line 11, whether from unconsolidated affiliated entities, third parties, banks, or other entities, whether from foreign or domestic sources, whether taxable or exempt from tax and whether classified as some other type of income for U.S. federal income tax purposes (such as dividends), must be included on Part II, line 11, column (a). Likewise, all fines and penalties included in Part I, Line 11, paid to a government or other authority for the violation of any law for which fines or penalties are assessed must be included on Part III, line 7, column (a), regardless of the government authority that imposed the fines or penalties, regardless of whether the fines or penalties are civil or criminal, regardless of the classification, nomenclature, or terminology attached to the fines or penalties by the imposing authority in its actions or documents.

If a partnership would be required to report in column (a) of Parts II and III the amount of any item specifically listed on Schedule M-3 in accordance with the preceding paragraph, except that the partnership has capitalized the item of income or expense and reports the amount in its financial statement balance sheet or in asset and liability accounts maintained in the partnership's books and records, the partnership must report the proper tax treatment of the item in columns (b), (c), and (d), as applicable.

Furthermore, in applying the two preceding paragraphs, a partnership is required to report in column (a) of Parts II and III the amount of any item specifically listed on Schedule M-3 that is included in the partnership's financial statements or exists in the partnership's books and records, regardless of the nomenclature

associated with that item in the financial statements or books and records. Accurate completion of Schedule M-3 requires reporting amounts according to the substantive nature of the specific line items included in Schedule M-3 and consistent reporting of all transactions of like substantive nature that occurred during the tax year. For example, all expense amounts that are included in the financial statements or exist in the books and records that represent some form of "Bad debt expense", must be reported on Part III, line 26, in column (a), regardless of whether the amounts are recorded or stated under different nomenclature in the financial statements or the books and records such as: "Provision for doubtful accounts"; "Expense for uncollectible notes receivable"; or "Impairment of trade accounts receivable". Likewise, as stated in the preceding paragraph, all fines and penalties must be included on Part III, line 7, column (a), regardless of the terminology or nomenclature attached to them by the partnership in its books and records or financial statements.

With limited exceptions, Part II includes lines for specific items of income, gain, or loss (income items). (See Part II, lines 1 through 21.) If an income item is described in Part II, lines 1 through 21, report the amount of the item on the applicable line, regardless of whether there is a difference for the item. If there is a difference for the income item, or only a portion of the income item has a difference and a portion of the item does not have a difference, and the item is not described in Part II, lines 1 through 21, report and describe the entire amount of the item on Part II, line 22.

With limited exceptions, Part III includes lines for specific items of expense or deduction (expense items). (See Part III, lines 1 through 28.) If an expense item is described on Part III, lines 1 through 28, report the amount of the item on the applicable line, regardless of whether there is a difference for the item. If there is a difference for the expense item, or only a portion of the expense item has a difference and a portion of the item does not have a difference and the item is not described in Part III, lines 1 through 28, report and describe the entire amount of the item on Part III, line 29.

If there is no difference between the financial accounting amount and the amount reported for tax purposes of an entire item of income, loss, expense, or deduction and the item is not described or included in Part II, lines 1 through 22, or Part III, lines 1 through 29, report the entire amount of the item in column (a) and (d) of Part II, line 25.

Separately stated and adequately disclosed. Each difference reported in Parts II and III must be separately stated and adequately disclosed. In general, a difference is adequately disclosed if the difference is labeled in a manner that clearly identifies the item or transaction

from which the difference arises. For further guidance about adequate disclosure, see Regulations section 1.6662-4(f), Rev. Proc. 2004-45, 2004-31 I.R.B. 140 and Rev. Proc. 2005-75, 2005-50 I.R.B. 1137. If a specific item of income, gain, loss, expense, or deduction is described on Part II, lines 7 through 21, or Part III, lines 1 through 28, and the line does not indicate to “attach schedule” or “attach details”, and the specific instructions for the line do not call for an attachment of a schedule or statement, then the item is considered separately stated and adequately disclosed if the item is reported on the applicable line and the amount(s) of the item(s) are reported in the applicable columns of the applicable line. See the instructions beginning on page 9 for specific additional information required to be provided for amounts reported on Part II, lines 1 through 6.

Note. A schedule or explanation may be attached to any line even if none is required.

Except as otherwise provided, differences for the same item must be combined or netted together and reported as one amount on the applicable line of Schedule M-3. However, differences for separate items must not be combined or netted together. Each item (and corresponding amount attributable to that item) must be separately stated and adequately disclosed on the applicable line of Schedule M-3 or any schedule required to be separately stated and adequately disclosed on the applicable line of Schedule M-3, or any schedule required to be attached, even if the amounts are below a certain dollar amount.

Example 5. Partnership B prepares GAAP financial statements. In prior years, B acquired intellectual property (IP) and goodwill through several corporate acquisitions. The IP is amortizable for both U.S. federal income tax and financial statement purposes. In the current year, B’s annual amortization expense for IP is \$9,000 for U.S. federal income tax purposes and \$6,000 for financial statement purposes. The goodwill is not amortizable for U.S. federal income tax purposes and is subject to impairment for financial statement purposes. In the current year, B records an impairment charge on the goodwill of \$5,000. B must report the amortization attributable to the IP on Part III, line 21, and report \$6,000 in column (a), a temporary difference of \$3,000 in column (b), and \$9,000 in column (d). B must report the goodwill impairment on Part III, line 19, and report \$5,000 in column (a), a permanent difference of (\$5,000) in column (c), and \$0 in column (d).

Example 6. Partnership C is a calendar year taxpayer that placed in service ten depreciable fixed assets in 2002. C was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. C’s

total depreciation expense for its 2007 tax year for five of the assets is \$50,000 for income statement purposes and \$70,000 for U.S. federal income tax purposes. C’s total annual depreciation expense for its 2007 tax year for the other five assets is \$40,000 for income statement purposes and \$30,000 for U.S. federal income tax purposes, giving rise to temporary differences that will reverse in future years. C must combine all of its depreciation adjustments. Accordingly, C must report on Part III, line 25, for its 2007 tax year income statement depreciation expense of \$90,000 in column (a), a temporary difference of \$10,000 in column (b), and U.S. federal income tax depreciation expense of \$100,000 in column (d).

Example 7. Partnership D is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. On December 31, 2007, D establishes three reserve accounts in the amount of \$100,000 for each account. One reserve account is an allowance for accounts receivable that are estimated to be uncollectible. The second reserve is an estimate of coupons outstanding that may have to be paid. The third reserve is an estimate of future warranty expenses. The three reserve accounts give rise to temporary differences that will reverse in future years. The three reserves are expenses in D’s 2007 financial statements but are not deductions for U.S. federal income tax purposes in 2007. D must not combine the Schedule M-3 differences for the three reserve accounts. D must report the amounts attributable to the allowance for uncollectible accounts receivable on Part III, line 26, and must separately state and adequately disclose the amounts attributable to each of the other two reserves, coupons outstanding and warranty costs, on a required, attached schedule that supports the amounts at Part III, line 29.

Example 8. Partnership E is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. On January 2, 2007, E establishes an allowance for uncollectible accounts receivable (bad debt reserve) of \$100,000. During 2007, E increased the reserve by \$250,000 for additional accounts receivable that may become uncollectible. Additionally, during 2007 E decreases the reserve by \$75,000 for accounts receivable that were discharged in bankruptcy during 2007. The balance in the reserve account on December 31, 2007, is \$275,000. The \$100,000 amount to establish the reserve account and the \$250,000 to increase the reserve account are expenses on E’s 2007 financial statements but are not deductible for U.S. federal income tax purposes in 2007. However, the \$75,000 decrease to the reserve is deductible for U.S. federal income tax purposes in 2007. The

reserve account gives rise to a temporary difference that will reverse in future tax years. E must report on Part III, line 26, for its 2007 tax year income statement bad debt expense of \$350,000 in column (a), a temporary difference of (\$275,000) in column (b), and U.S. federal income tax bad debt expense of \$75,000 in column (d).

Example 9. Partnership F is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. During 2007, F incurs \$200 of meals and entertainment expenses that F deducts in computing net income per the income statement. Fifty dollars (\$50) of the \$200 is subject to the 50% limitation under section 274(n). The limitation on deductions for meals and entertainment is a permanent difference. Because meals and entertainment expenses are specifically described in Part III, line 6, F must report all of its meals and entertainment expenses on this line, regardless of whether there is a difference. Accordingly, F must report \$200 in column (a), \$25 in column (c), and \$175 in column (d). F must not report the \$150 of meals and entertainment expenses that are deducted in F’s financial statement net income and are fully deductible for U.S. federal income tax purposes on Part II, line 26, Other items with no differences, and the \$50 subject to the limitation under section 274(n) on Part III, line 6,

Part II. Reconciliation of Net Income (Loss) per Income Statement of Partnership With Income (Loss) per Return

Lines 1 Through 6. Additional Information for Each Entity

For any item reported on lines 1 or 3 through 5, attach a supporting schedule that provides the name of the entity for which the item is reported, the type of entity (corporation, partnership, etc.), the entity’s EIN (if applicable), and the item amounts for columns (a) through (d). See the instructions for lines 2 and 6, for the specific information required for those particular lines.

Line 1. Income (Loss) From Equity Method Foreign Corporations

Report on line 1, column (a), the income statement income (loss) included in Part I, line 11 for any foreign corporation accounted for on the equity method and remove such amount in column (b) or (c), as applicable. Report the amount of dividends received and other taxable amounts received or includible from foreign corporations on Part II, lines 2 through 4, as applicable.

Line 2. Gross Foreign Dividends Not Previously Taxed

Except as otherwise provided in this paragraph, report on line 2, column (d), the amount (before any withholding tax) of any foreign dividends included in Form 1065, page 4, Analysis of Net Income (Loss), line 1, and report on line 2, column (a), the amount of dividends from any foreign corporation included in Part I, line 11. Do not report on line 2 any amounts that must be reported on line 3 or dividends that were previously taxed and must be reported on line 4. (See the instructions below for lines 3 and 4). Report withholding taxes on Part III, line 29, Other expense/deduction items with differences, or Part II, line 25, Other items with no differences, as applicable.

For any dividends reported on line 2 that are received on a class of voting stock of which the partnership directly or indirectly owned 10% or more of the outstanding shares of that class at any time during the tax year, report on an attached supporting schedule (1) the name of the dividend payer, (2) the payer's EIN (if applicable), (3) the class of voting stock on which the dividend was paid, (4) the percentage of the class directly or indirectly owned, and (5) to (8) the item amounts for columns (a) through (d).

Line 3. Subpart F, QEF, and Similar Income Inclusions

Report on line 3, column (d), the amount included in taxable income under section 951 (relating to Subpart F), gains or other income inclusions resulting from elections under sections 1291(d)(2) and 1298(b)(1), and any amount included in taxable income pursuant to section 1293 (relating to qualified electing funds). The amount of Subpart F income corresponds to the total of the amounts reported by the partnership on line 6, Schedule I, of all Forms 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations. The amount of qualified electing fund income corresponds to the total of the amounts reported by the partnership on line 3(a), Part II, of all Forms 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund.

Also include on line 3 PFIC mark-to-market gains and losses under section 1296. Do not report such gains and losses on line 14.

Line 4. Gross Foreign Distributions Previously Taxed

Report on line 4, column (a), any distributions received from foreign corporations that were included in Part I, line 11, that were previously taxed for U.S. federal income tax purposes. For example, include in column (a) amounts that are excluded from taxable income under sections 959 and 1293(c). Remove such amount in column (b) or (c), as applicable. Report the full amount of the distribution before any withholding tax.

Report withholding taxes on Part III, line 29, Other expense/deduction items with differences, or Part II, line 25, as applicable. Since previously taxed foreign distributions are not currently taxable, line 4, column (d) is shaded. (Also, see instructions above for line 2.)

Line 5. Income (Loss) From Equity Method U.S. Corporations

Report on line 5, column (a), the income statement income (loss) included in Part I, line 11 for any U.S. corporation accounted for on the equity method and remove such amount in column (b) or (c), as applicable. Report the amount of dividends received from any U.S. corporations on line 6.

Line 6. U.S. Dividends

Report on line 6, column (a), the amount of dividends included in Part I, line 11, received from any U.S. corporation. Report on line 6, column (d), the amount of any U.S. dividends included in taxable income on Form 1065, page 4, Analysis of Net Income (Loss), line 1.

For any dividends reported on line 6 that are received on classes of voting stock in which the partnership directly or indirectly owned 10% or more of the outstanding shares of that class at any time during the tax year, report on an attached supporting schedule for line 6 (1) the name of the dividend payer, (2) the payer's EIN (if applicable), (3) the class of voting stock on which the dividend was paid, (4) the percentage of the class directly or indirectly owned, and (5) to (8) the item amounts for columns (a) through (d).

Line 7. Income (Loss) From U.S. Partnerships and Line 8. Income (Loss) From Foreign Partnerships

For any interest owned by the partnership that is treated as an investment in a partnership for U.S. federal income tax purposes (other than an interest in a disregarded entity), report amounts on line 7 or 8 as described below:

1. In column (a), the sum of the partnership's distributive share of income or loss from a U.S. or foreign partnership that is included in Part I, line 11;
2. In column (b) or (c), as applicable, the sum of all differences, if any, attributable to the partnership's distributive share of income or loss from a U.S. or foreign partnership; and
3. In column (d), the sum of all amounts of income, gain, loss, or deduction attributable to the partnership's distributive share of income or loss from a U.S. or foreign partnership (i.e., the sum of all amounts reportable on the partnership's Schedule(s) K-1 received from the partnership (if applicable)), without regard to any limitations computed at the partner level.

For each partnership reported on line 7 or 8, attach a supporting schedule that provides the name, EIN (if applicable), end-of-year profit-sharing percentage (if applicable), end-of-year loss-sharing percentage (if applicable), and the amount reported in column (a), (b), (c), or (d) of lines 7 or 8, as applicable.

Example 10. U.S. partnership H is a calendar year partnership that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. H has an investment in a U.S. partnership USP. H prepares financial statements in accordance with GAAP. For its 2007 tax year, H's financial statement net income includes \$10,000 of income attributable to its share of USP's net income. H's Schedule K-1 from USP reports \$5,000 of ordinary income, \$7,000 of long-term capital gains, \$4,000 of charitable contributions, and \$200 of section 179 expense. H must report on Part II, line 7, \$10,000 in column (a), a permanent difference of (\$2,200) in column (c), and \$7,800 in column (d).

Line 9. Income (Loss) From Other Pass-Through Entities

For any interest in a pass-through entity (other than an interest in a partnership reportable on line 7 or 8, as applicable) owned by the U.S. partnership (other than an interest in a disregarded entity), report the following on line 9:

1. In column (a), the sum of the partnership's distributive share of income or loss from the pass-through entity that is included in Part I, line 11;
2. In column (b) or (c), as applicable, the sum of all differences, if any, attributable to the pass-through entity; and
3. In column (d), the sum of all taxable amounts of income, gain, loss, or deduction reportable on the partnership's Schedules K-1 received from the pass-through entity (if applicable).

For each pass-through entity reported on line 9, attach a supporting schedule that provides that entity's name, EIN (if applicable), the partnership's end-of-year profit-sharing percentage (if applicable), the partnership's end-of-year loss-sharing percentage (if applicable), and the amounts reported by the partnership in column (a), (b), (c), or (d), of line 9, as applicable.

Line 10. Items Relating to Reportable Transactions

Any amounts attributable to any reportable transactions (as described in Regulations section 1.6011-4) must be included on line 10 regardless of whether the difference, or differences, would otherwise be reported elsewhere in Part II or Part III. Thus, if a taxpayer files Form 8886 for any reportable transaction described in Regulations section 1.6011-4 the amounts attributable to that reportable transaction must be reported on line 10. In addition, all income and expense

amounts attributable to a reportable transaction must be reported on line 10, columns (a) and (d) even if there is no difference between the financial statement amounts and the taxable amounts.

Each difference attributable to a reportable transaction must be separately stated and adequately disclosed. A partnership will be considered to have separately stated and adequately disclosed a reportable transaction on line 10 if the partnership sequentially numbers each Form 8886 and lists by identifying number on the supporting schedule for line 10 each sequentially numbered reportable transaction and the amounts required for line 10, columns (a) through (d).

In lieu of the requirements of the preceding paragraph, a partnership will be considered to have separately stated and adequately disclosed a reportable transaction if the partnership attaches a supporting schedule that provides the following for each reportable transaction:

1. A description of the reportable transaction disclosed on Form 8886 for which amounts are reported on line 10;
2. The name and tax shelter registration number, if applicable, as reported on lines 1a and 1b, respectively, of Form 8886; and
3. The type of reportable transaction (i.e., listed transaction, confidential transaction, transaction with contractual protection, etc.) as reported on line 2 of Form 8886.

If a transaction is a listed transaction described in Regulations section 1.6011-4(b)(2), the description also must include the description provided on line 3 of Form 8886. In addition, if the reportable transaction involves an investment in the transaction through another entity such as a partnership, the description must include the name and EIN (if applicable) of that entity as reported on line 5 of Form 8886.

Example 11. Partnership J is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. J incurred seven different abandonment losses during its 2007 tax year. One loss of \$12 million results from a reportable transaction described in Regulations section 1.6011-4(b)(5), another loss of \$5 million results from a reportable transaction described in Regulations section 1.6011-4(b)(4), and the remaining five abandonment losses are not reportable transactions. J discloses the reportable transactions giving rise to the \$12 million and \$5 million losses on separate Forms 8886 and sequentially numbers them X1 and X2, respectively. J must separately state and adequately disclose the \$12 million and \$5 million losses on Part II, line 10. The \$12 million loss and the \$5 million loss will be adequately disclosed if J attaches a supporting schedule for line 10

that lists each of the sequentially numbered forms, Form 8886-X1 and Form 8886-X2, and with respect to each reportable transaction reports the appropriate amounts required for Part II, line 10, columns (a) through (d). Alternatively, J's disclosures will be adequate if the description provided for each loss on the supporting schedule includes the names and tax shelter registration numbers, if any, disclosed on the applicable Form 8886, identifies the type of reportable transaction for the loss, and reports the appropriate amounts required for Part II, line 10, columns (a) through (d). J must report the losses attributable to the other five abandonment losses on Part II, line 21e, regardless of whether a difference exists for any or all of those abandonment losses.

Example 12. Partnership K is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. K enters into a transaction with contractual protection that is a reportable transaction described in Regulations section 1.6011-4(b)(4). This reportable transaction is the only reportable transaction for K's 2007 tax year and results in a \$7 million capital loss for both financial statement purposes and U.S. federal income tax purposes. Although the transaction does not result in a difference, K is required to report on Part II, line 10, the following amounts: (\$7 million) in column (a), zero in columns (b) and (c), and (\$7 million) in column (d). The transaction will be adequately disclosed if K attaches a supporting schedule for line 10 that (a) sequentially numbers the Form 8886 and refers to the sequentially-numbered Form 8886-X1 and (b) reports the applicable amounts required for line 10, columns (a) through (d). Alternatively, the transaction will be adequately disclosed if the supporting statement for line 10 includes a description of the transaction, the name and tax shelter registration number, if any, and the type of reportable transaction disclosed on Form 8886.

Line 11. Interest income

Report on line 11, column (a), the total amount of interest income included on Part I, line 11, and report on line 11, column (d), the total amount of interest income included on Form 1065, page 4 Analysis of Net Income (Loss), line 1, that is not required to be reported elsewhere on Schedule M-3. In columns (b) or (c), as applicable, adjust for any amounts treated for U.S. federal income tax purposes as interest income that are treated as some other form of income in the financial statements, or vice versa. For example, adjustments to interest income resulting from adjustments made in accordance with instructions for line 16, should be made in columns (b) and (c) of line 11.

Do not report on line 11 amounts reported in accordance with instructions for lines 7, 8, 9, 10 and 20.

Line 12. Total Accrual to Cash Adjustment

This line is completed by a partnership that prepares financial statements (or books and records, if permitted) using an overall accrual method of accounting and uses an overall cash method of accounting for U.S. federal income tax purposes (or vice-versa). With the exception of amounts required to be reported on line 10, the partnership must report on line 12 a single amount net of all adjustments attributable solely to the use of the different overall methods of accounting (e.g., adjustments related to accounts receivable, accounts payable, compensation, accrued liabilities, etc.), regardless of whether a separate line on Schedule M-3 corresponds to an item within the accrual to cash reconciliation. Differences not attributable to the use of the different overall methods of accounting must be reported on the appropriate lines of Schedule M-3 (e.g., a depreciation difference must be reported on Part III, line 25).

Example 13. Partnership L is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. L prepares financial statements in accordance with GAAP using an overall accrual method of accounting. L uses an overall cash method of accounting for U.S. federal income tax purposes. L's financial statements for the year ending December 31, 2007, report accounts receivable of \$35,000, an allowance for bad debts of \$10,000, and accounts payable of \$17,000 related to current year acquisition and reorganization legal and accounting fees. In addition, for L's year ending December 31, 2007, L reported financial statement depreciation expense of \$15,000 and depreciation for U.S. federal income tax purposes of \$25,000. For L's 2007 tax year using an overall cash method of accounting, L does not recognize the \$35,000 of revenue attributable to the accounts receivable, cannot deduct the \$10,000 allowance for bad debt, and cannot deduct the \$17,000 of accounts payable. Both the difference in overall accounting methods used for financial statement and U.S. federal income tax purposes and the difference in depreciation expense are temporary differences. L must combine all adjustments attributable to the differences related to the overall accounting methods on Part II, line 12. As a result, L must report on Part II, line 12, \$8,000 in column (a) (\$35,000 - \$10,000 - \$17,000), (\$8,000) in column (b), and zero in column (d). L must not report the accrual to cash adjustment attributable to the legal and accounting fees on Part III, line 18, Current year acquisition/reorganization legal and accounting fees. Because the difference in depreciation

expense does not relate to the use of the cash or accrual method of accounting, L must report the depreciation difference on Part III, line 25, and report \$15,000 in column (a), \$10,000 in column (b), and \$25,000 in column (d).

Line 13. Hedging Transactions

Report on line 13, column (a), the net gain or loss from hedging transactions included in net income per the income statement. Report in column (d) the amount of taxable income from hedging transactions as defined in section 1221(b)(2). Use columns (b) and (c) to report all differences caused by treating hedging transactions differently for financial accounting purposes and for U.S. federal income tax purposes. For example, if a portion of a hedge is considered ineffective under GAAP but still is a valid hedge under section 1221(b)(2), the difference must be reported on line 13. The hedge of a capital asset, which is not a valid hedge for U.S. federal income tax purposes but may be considered a hedge for GAAP purposes, must also be reported here.

Report hedging gains and losses computed under the mark-to-market method of accounting on line 13 and not on line 14.

Report any gain or loss from inventory hedging transactions on line 13 and not on line 15.

Line 14. Mark-to-Market Income (Loss)

Report on line 14 any amount representing the mark-to-market income or loss for any securities held by a dealer in securities, a dealer in commodities having made a valid election under section 475(e), or a trader in securities or commodities having made a valid election under section 475(f). "Securities" for these purposes are securities described in section 475(c)(2) and section 475(e)(2). "Securities" do not include any items specifically excluded from sections 475(c)(2) and 475(e)(2), such as certain contracts to which section 1256(a) applies.

Report hedging gains and losses computed under the mark-to-market method of accounting on Part II, line 13, and not on line 14.

Line 15. Cost of Goods Sold

Report on line 15 any amounts deducted as part of cost of goods sold during the tax year, regardless of whether the amounts would otherwise be reported elsewhere in Part II or Part III. However, do not report the items mentioned in the next paragraph on line 15. Examples of amounts that must be included on line 15 are amounts attributable to inventory valuation, such as amounts attributable to cost-flow assumptions, additional costs required to be capitalized (including depreciation) such as section 263A costs, inventory shrinkage accruals, inventory

obsolescence reserves, and lower of cost or market (LCM) write-downs.

- Do not report the following on line 15:
- Amounts reportable on line 10;
 - Any gain or loss from inventory hedging transactions reportable on line 13;
 - Mark-to-market income or (loss) associated with the inventories of dealers in securities under section 475 reportable on line 14;
 - Section 481(a) adjustments related to cost of goods sold or inventory valuation reportable on line 17;
 - Fines and penalties reportable on Part III, line 7; and
 - Judgments, damages, awards and similar costs, reportable on Part III, line 8.

For the amount reported on Part II, line 15, attach Form 8916-A and report amounts for each item listed on Form 8916-A in columns (a) through (d).

Example 14. Partnership C is a calendar year partnership that placed in service ten depreciable fixed assets in 2000. C is required to file Schedule M-3 for its 2006 tax year. C's total depreciation expense for its 2006 tax year for five of the assets is \$50,000 for income statement purposes and \$70,000 for U.S. federal income tax purposes. C's total annual depreciation expense for its 2006 tax year for the other five assets is \$40,000 for income statement purposes and \$30,000 for U.S. federal income tax purposes. In addition, C incurs \$200 of meals and entertainment expenses that C deducts in computing net income per the income statement. All \$200 of is subject to the 50% limitation under section 274(n). In its financial statements, C treats the \$50,000 depreciation and \$100 of the meals and entertainment as other costs in computing Cost of Goods Sold. Accordingly, C must include on Part II, line 15, in column (a), the \$50,000 of depreciation and \$100 of meals and entertainment. C must also include a temporary difference of \$20,000 in column (b) a permanent difference of \$(50) in column (c) and \$70,050 in column (d) [\$70,000 depreciation and \$50 meals]. In addition, C must report: on Part III, line 25, for its 2006 tax year income statement, depreciation expense of \$40,000 in column (a), a temporary difference of \$(10,000) in column (b) and \$30,000 in column (d); and on Part III, line 6, meals and entertainment expense of \$100 in column (a), a permanent difference of \$(50) in column (c), and \$50 in column (d). All other COGS items would be added to the amounts included on Part II, line 15 detailed in this example and reported on Part II, line 15, in the appropriate columns.

Line 16. Sale Versus Lease (for Sellers and/or Lessors)

(Also see the instructions at Part III, line 28 for purchasers and/or lessees.)

Asset transfer transactions with periodic payments characterized for financial accounting purposes as either a sale or a lease may, under some

circumstances, be characterized as the opposite for tax purposes. If the transaction is treated as a lease, the seller/lessor reports the periodic payments as gross rental income and also reports depreciation expense or deduction. If the transaction is treated as a sale, the seller/lessor reports gross profit (sale price less cost of goods sold) from the sale of assets and reports the periodic payments as payments of principal and interest income.

On line 16, column (a), report the gross profit or gross rental income for financial income purposes for all sale or lease transactions that must be given the opposite characterization for U.S. federal income tax purposes. On line 16, column (d), report the gross profit or gross rental income for federal income tax purposes. Interest income amounts for such transactions must be reported on line 11, Interest income, in column (a) or (d), as applicable. Depreciation expense for such transactions must be reported on Part III, line 25, Depreciation, in column (a) or (d), as applicable. Use columns (b) and (c) of lines 11 and 16, and Part III, line 25, as applicable to report the differences between column (a) and (d).

Example 15. Partnership M sells and leases property to customers. M is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. For financial accounting purposes, M accounts for each transaction as a sale. For U.S. federal income tax purposes, each of M's transactions must be treated as a lease. The difference in the financial accounting and the U.S. federal income tax treatment of these transactions is temporary. During 2007, M reports in its financial statements \$1,000 of sales and \$700 of cost of goods sold with respect to 2007 lease transactions. M receives periodic payments of \$500 in 2007 with respect to these 2007 transactions and similar transactions from prior years and treats \$400 as principal and \$100 as interest income. For financial income purposes, M reports gross profit of \$300 (\$1,000 - \$700) and interest income of \$100 from these transactions. For U.S. federal income tax purposes, M reports \$500 of gross rental income (the periodic payments) and (based on other facts) \$200 of depreciation deduction on the property. On its 2007 Schedule M-3, M must report on Part II, line 11, \$100 in column (a), (\$100) in column (b), and zero in column (d). In addition, M must report on Part II, line 16, \$300 of gross profit in column (a), \$200 in column (b), and \$500 of gross rental income in column (d). Lastly, M must report on Part III, line 25, \$200 in column (b) and (d).

Line 17. Section 481(a) Adjustments

With the exception of a section 481(a) adjustment that is required to be reported on line 10 for reportable transactions, any

difference between an income or expense item attributable to an authorized (or unauthorized) change in method of accounting made for U.S. federal income tax purposes that results in a section 481(a) adjustment must be reported on line 17, regardless of whether a separate line for that income or expense item exists in Part II or Part III.

Example 16. Partnership N is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. N was depreciating certain fixed assets over an erroneous recovery period and, effective for its 2007 tax year, N receives IRS consent to change its method of accounting for the depreciable fixed assets and begins using the proper recovery period. The change in method of accounting results in a positive section 481(a) adjustment of \$100,000 that is required to be spread over four tax years, beginning with the 2007 tax year. The section 481(a) adjustment is a temporary difference. N must report on Part II, line 17, \$25,000 in columns (b) and (d) for its 2007 tax year and each of the subsequent three tax years (unless N is otherwise required to recognize the remainder of the 481(a) adjustment earlier). N must not report the section 481(a) adjustment on Part III, line 25.

Line 18. Unearned/Deferred Revenue

Report on line 18, column (a), amounts of revenues included in Part I, line 11, that were deferred from a prior financial accounting year. Report on line 18, column (d), amounts of revenues recognizable for U.S. federal income tax purposes in the current tax year that are recognized for financial accounting purposes in a different year. Also report on line 18, column (d), any amount of revenues reported on line 18, column (a), that are recognizable for U.S. federal income tax purposes in the current tax year. Use columns (b) and (c) of line 18, as applicable, to report differences between column (a) and (d).

Line 18 must not be used to report income recognized from long-term contracts. Instead, use line 19.

Line 19. Income Recognition From Long-Term Contracts

Report on line 19 the amount of net income or loss for financial statement purposes (or books and records, if applicable) or U.S. federal income tax purposes for any contract accounted for under a long-term contract method of accounting.

Line 20. Original Issue Discount and Other Imputed Interest

Report on line 20 any amounts of original issue discount (OID) and other imputed interest. The term "original issue discount and other imputed interest" includes, but is not limited to:

1. The difference between issue price and the stated redemption price at maturity of a debt instrument, which may be wholly or partially realized on the disposition of a debt instrument under section 1273;

2. Amounts that are imputed interest on a deferred sales contract under section 483;

3. Amounts treated as interest or OID under the stripped bond rules under Section 1286; and

4. Amounts treated as OID under the below-market interest rate rules under Section 7872.

Line 21a. Income Statement Gain/loss on Sale, Exchange, Abandonment, Worthlessness, or Other Disposition of Assets Other Than Inventory and Pass-Through Entities

Report on line 21a, column (a) all gains and losses on the disposition of assets except for (a) gains and losses on the disposition of inventory, and (b) gains and losses allocated to the partnership from a pass-through entity (e.g., on Schedule K-1) that are included in the net income (loss) per income statement of the partnership reported on Part I, line 11. Reverse the amount reported in column (a) in column (b) or (c), as applicable. The corresponding gains and losses for U.S. federal income tax purposes are reported on lines 21b through 21g, as applicable.

Line 21b. Gross Capital Gains From Schedule D, Excluding Amounts From Pass-Through Entities

Report on line 21b, gross capital gains reported on Schedule D, excluding capital gains from pass-through entities, which must be reported on lines 7, 8, or 9, as applicable.

Line 21c. Gross Capital Losses From Schedule D, Excluding Amounts From Pass-Through Entities, Abandonment Losses, and Worthless Stock Losses

Report on line 21c, gross capital losses reported on Schedule D, excluding capital losses from (a) pass-through entities, which must be reported on lines 7, 8, or 9, as applicable; (b) abandonment losses, which must be reported on line 21e; and (c) worthless stock losses, which must be reported on line 21f.

Line 21d. Net Gain/Loss Reported on Form 4797, Line 17, Excluding Amounts From Pass-Through Entities, Abandonment Losses, and Worthless Stock Losses

Report on line 21d the net gain or loss reported on line 17 of Form 4797, Sales of Business Property, excluding amounts from (a) pass-through entities, which must be reported on lines 7, 8, or 9, as

applicable; (b) abandonment losses, which must be reported on line 21e; and (c) worthless stock losses, which must be reported on line 21f.

Line 21e. Abandonment Losses

Report on line 21e any abandonment losses, regardless of whether the loss is characterized as an ordinary loss or a capital loss.

Line 21f. Worthless Stock Losses

Report on line 21f any worthless stock loss, regardless of whether the loss is characterized as an ordinary loss or a capital loss. Attach a schedule that separately states and adequately discloses each transaction that gives rise to a worthless stock loss and the amount of each loss.

Line 21g. Other Gain/Loss on Disposition of Assets Other Than Inventory

Report on line 21g any gains or losses from the sale or exchange of property other than inventory and that are not reported on lines 21b through 21f.

Line 22. Other Income (Loss) Items With Differences

Separately state and adequately disclose on line 22, all items of income (loss) with differences that are not otherwise listed on lines 1 through 21. Attach a schedule that itemizes the type of income (loss) and the amount of each item.

If any "comprehensive income" as defined by Statement of Financial Accounting Standards (SFAS) No. 130 is reported on this line, describe the item(s) in detail. Examples of sufficiently detailed descriptions include "Foreign currency translation adjustments" and "gains and losses on available-for-sale securities".

Line 24. Total Expense/Deduction Items

Report on line 24, columns (a) through (d), as applicable, the negative of the amounts reported on Part III, line 30, columns (a) through (d). For example, if Part III, line 30, column (a), reflects an amount of \$1 million then report on line 24, column (a), (\$1 million). Similarly, if Part III, line 30, column (b), reflects an amount of (\$50,000), then report on line 24, column (b), \$50,000.

Line 25. Other Items With No Differences

If there is no difference between the financial accounting amount and the taxable amount of an entire item of income, gain, loss, expense, or deduction and the item is not described or included in Part II, lines 1 through 22, or Part III, lines 1 through 29, report the entire amount of the item in columns (a) and (d) of line 25. If a portion of an item of income, loss, expense, or deduction has a difference and a portion of the item does not have a difference, do not report any portion of the item on line 25. Instead,

report the entire amount of the item (i.e., both the portion with a difference and the portion without a difference) on the applicable line of Part II, lines 1 through 22, or Part III, lines 1 through 29. See Example 9 on page 8.

Line 26. Reconciliation Totals. Combine lines 23 through 25.

If a partnership chooses not to complete columns (a) and (d) of Parts II and III in the first tax year the partnership is required to file Schedule M-3 (or for any year in which the partnership voluntarily files Schedule M-3), line 26 is reconciled by the partnership in the following manner:

1. Report the amount from Part I, line 11, on line 26, column (a);
2. Leave blank lines 1 through 25, columns (a) and (d);
3. Leave blank Part III, columns (a) and (d); and
4. Report on line 26, column (d), the sum of Part II, line 26, columns (a), (b), and (c).

Part III. Reconciliation of Net Income (Loss) per Income Statement of Partnerships With Income (Loss) per Return — Expense/ Deduction Items

Lines 1 Through 4. Income Tax Expense

If the partnership does not distinguish between current and deferred income tax expense in its financial statements (or its books and records, if applicable), report income tax expense as current income tax expense using lines 1 and 3, as applicable.

Line 5. Equity-Based Compensation

Report on line 5 any amounts for equity-based compensation or consideration that are reflected as expense in the financial statements (column (a)) or deducted in the U.S. federal income tax return (column (d)) other than amounts reportable elsewhere on Schedule M-3, Parts II and III. Examples of amounts reportable on line 5 include expense/deduction items attributable to options to acquire capital interest units, profits interest units, and other rights to acquire partnership equity, regardless of whether such payments are made to employees or non-employees, or as payment for property or compensation for services.

Line 6. Meals and Entertainment

Report on line 6, column (a), any amounts paid or accrued by the partnership during the tax year for meals, beverages, and

entertainment that are accounted for in financial accounting income, regardless of the classification, nomenclature, or terminology used for such amounts, and regardless of how or where such amounts are classified in the partnership's financial income statement or the income and expense accounts maintained in the partnership's books and records. Report only amounts not otherwise reportable elsewhere on Schedule M-3, Parts II and III (e.g., Part II, line 15).

Line 7. Fines and Penalties

Report on line 7 any fines or similar penalties paid to a government or other authority for the violation of any law for which fines or penalties are assessed. All fines and penalties expensed in financial accounting income (paid or accrued) must be included on this line 7, column (a), regardless of the government or other authority that imposed the fines or penalties, regardless of whether the fines and penalties are civil or criminal, regardless of the classification, nomenclature, or terminology used for the fines or penalties by the imposing authority in its actions or documents, and regardless of how or where the fines or penalties are classified in the partnership's financial income statement or the income and expense accounts maintained in the partnership's books and records. Also report on line 7, column (a), the reversal of any overaccrual of any amount described in this paragraph. See sections 162(f) and 162(g) for additional guidance.

Report on line 7, column (d), any such amounts as are described in the preceding paragraph that are includible in taxable income, regardless of the financial accounting period in which such amounts were or are included in financial accounting net income. Complete columns (b) and (c), as appropriate.

Do not report on this , line 7, amounts required to be reported in accordance with instructions for Part III, line 8.

Do not report on line 7, amounts recovered from insurers or any other indemnitors for any fines and penalties described above.

Line 8. Judgments, Damages, Awards, and Similar Costs

Report on line 8, column (a), the amount of any estimated or actual judgments, damages, awards, settlements, and similar costs, however named or classified, included in financial accounting income, regardless of whether the amount deducted was attributable to an estimate of future anticipated payments or actual payments. Also report on line 8, column (a), the reversal of any overaccrual of any amount described in this paragraph.

Report on line 8, column (d), any such amounts as are described in the preceding paragraph that are includible in taxable income, regardless of the financial accounting period in which such

amounts were or are included in financial accounting net income. Complete columns (b) and (c), as appropriate.

Do not report on this line 8 amounts required to be reported in accordance with instructions for line 7.

Do not report on line 8, amounts recovered from insurers or any other indemnitors for any judgments, damages, awards, or similar costs described above.

Line 9. Guaranteed Payments

Include on line 9, column (a), the amount of guaranteed payments expense that is included on Part I, line 11. Report in column (d) the amount of guaranteed payments deduction included on Form 1065, page 4 Analysis of Net Income (Loss), line 1.

Line 10. Pension and Profit-Sharing

Report on line 10 any amounts attributable to the partnership's pension plans, profit-sharing plans, and any other retirement plans.

Line 11. Other Post-Retirement Benefits

Report on line 11 any amounts attributable to other post-retirement benefits not otherwise includible on line 10, for example, retiree health and life insurance coverage, dental coverage, etc.

Line 12. Deferred Compensation

Report on line 12, column (a), any deferred compensation expense included in the net income (loss) amount reported in Part I, line 11 that is not deductible for U.S. federal income tax purposes in the current tax year and that was not reported elsewhere on Schedule M-3, column (a). Report on line 12, column (d), any deferred compensation deductible in the current tax year that is not included in the net income (loss) amount reported in Part I, line 11, for the current tax year and that is not reportable elsewhere on Schedule M-3, including any compensation deductions deferred in a prior tax year. For example, report originations and reversals of deferred compensation subject to section 409A on line 12.

Line 14. Charitable Contribution of Intangible Property

Report on line 14 any charitable contribution of intangible property, for example, contributions of:

- Intellectual property, patents (including any amounts of additional contributions allowable by virtue of income earned by donees subsequent to the year of donation), copyrights, trademarks;
- Securities (including stocks and their derivatives, stock options, and bonds);
- Conservation easements (including scenic easements or air rights);
- Railroad rights of way;
- Mineral rights; and
- Other intangible property.

Line 15. Organizational Expenses as per 1.709-2(a)

Include on line 15, column (a), organizational expenses as defined in Regulations 1.709-2(a). Include on line 15, column (d), the amount of organizational expense deducted per Section 709(b).

Line 16. Syndication Expenses as per 1.709-2(b)

Include on line 16 syndication expenses as defined in Regulations 1.709-2(b).

Line 17. Current Year Acquisition/Reorganization Investment Banking Fees

Report on line 17 any investment banking fees paid or incurred in connection with a taxable or tax-free acquisition of property (e.g., ownership interests or assets) or a tax-free reorganization not otherwise reportable on Schedule M-3 (e.g., Part III, line 15 or 16). Report on this line any investment banking fees paid or incurred at any stage of the acquisition or reorganization process including, for example, fees paid or incurred to evaluate whether to investigate an acquisition, fees to conduct an actual investigation, and fees to consummate the acquisition or reorganization.

Line 18. Current Year Acquisition/Reorganization Legal and Accounting Fees

Report on line 18 any legal and accounting fees paid or incurred in connection with a taxable or tax-free acquisition of property (e.g., ownership interests or assets) or a tax-free reorganization not otherwise reportable on Schedule M-3 (e.g., Part III, line 15 or 16). Report on this line any legal and accounting fees paid or incurred at any stage of the acquisition or reorganization process including, for example, fees paid or incurred to evaluate whether to investigate an acquisition, fees to conduct an actual investigation, and fees to consummate the acquisition or reorganization.

Line 19. Amortization/Impairment of Goodwill

Report on line 19 amortization of goodwill or amounts attributable to the impairment of goodwill.

Line 20. Amortization of Acquisition, Reorganization, and Start-Up Costs

Report on line 20 amortization of acquisition, reorganization, and start-up costs. For purposes of column (b), (c), and (d), include amounts amortizable under section 167 or 195.

Line 21. Other Amortization or Impairment Write-Offs

Report on line 21 any amortization or impairment write-offs not otherwise includible on Schedule M-3.

Line 22. Section 198 Environmental Remediation Costs

Report on line 22, column (a), any amounts attributable to environmental remediation costs included in the net income per the income statement. Report in columns (b), (c), and (d), as applicable, any deductible amounts attributable to environmental remediation costs described in section 198 that are paid or incurred during the current tax year.

Line 23a. Depletion – Oil & Gas

Report on line 23a, column (a), any oil and gas depletion included in Part I, line 11.

Note. Form 1065-B must report oil and gas depletion on Part III, line 23b.

Line 23b. Depletion – Other than Oil & Gas

Report on line 23b any depletion expense/deduction other than oil and gas that is not required to be reported elsewhere on Schedule M-3 (e.g., on Part II, lines, 7, 8, 9, or 15).

Note. Form 1065-B must report oil and gas depletion on this line 23b.

Line 24 Intangible Drilling and Development Costs (IDC)

Intangible Drilling and Development Costs (IDC) are costs of developing oil, gas, or geothermal wells. Report on line 24, column (a), the total amount of intangible drilling and development costs (or such equivalent costs as classified in the partnership's financial statements) included on Part I, line 11, and report on line 24, column (d), the total amount of IDC paid or incurred during the current tax year under section 263(c) and Regulations section 1.612-4.

Line 25. Depreciation

Report on line 25 any depreciation expense/deduction that is not required to be reported elsewhere on Schedule M-3 (e.g., on Part II, lines, 7, 8, 9, or 15).

Line 26 Bad Debt Expense

Report on line 26, column (a), any amounts attributable to an allowance for uncollectible accounts receivable or actual write-offs of accounts receivable included in net income per the income statement. Report in column (d), the amount of bad debt expense deducted for federal income tax purposes in accordance with section 166.

Line 27. Interest Expense

Report on line 27, column (a), the total amount of interest expense included on Part I, line 11, and report on line 27, column (d), the total amount of interest deduction included on Form 1065, page 4 Analysis of Net Income (Loss), line 1, that is not reported elsewhere on Schedule M-3. In columns (b) or (c), as applicable, adjust for any amounts treated for U.S. federal income tax purposes as interest deduction that are treated as some other

form of expense in the financial statements, or vice versa. For example, adjustments to interest expense/deduction resulting from adjustments made in accordance with instructions for line 28, Purchase versus lease (for purchasers and/or lessors), should be made in columns (b) and (c), as applicable, of line 27.

Do not report on line 27 amounts reported in accordance with instructions for (i) Part II, lines 7, 8 and 9, Income (loss) from U.S. partnerships, foreign partnerships and other pass-through entities, and (ii) Part II, line 10, Items relating to reportable transactions.

Line 28. Purchase Versus Lease (for Purchasers and/or Lessees)

Note: Also see the instructions at Part II, line 16 for sellers and/or lessors.

Asset transfer transactions with periodic payments characterized for financial accounting purposes as either a purchase or a lease may, under some circumstances, be characterized as the opposite for tax purposes.

If a transaction is treated as a lease, the purchaser/lessee reports the periodic payments as gross rental expense. If the transaction is treated as a purchase, the purchaser/lessee reports the periodic payments as payments of principal and interest and also reports depreciation expense or deduction with respect to the purchased asset.

Report on line 28, column (a), gross rent expense for a transaction treated as a lease for income statement purposes but as a sale for U.S. federal income tax return purposes. Report on line 28, column (d), gross rental deductions for a transaction treated as a lease for U.S. federal income tax purposes but as a purchase for income statement purposes. Report interest expense or deduction amounts for such transactions on line 27, Interest expense in columns (a) and (d), as applicable. Report depreciation expense or deductions for such transactions on line 25, Depreciation, in column (a) or (d), as applicable. Use columns (b) and (c) of lines 25, 27, and 28, as applicable, to report the differences between column (a) and (d) for such recharacterized transactions.

Example 17. U.S. partnership X acquired property in a transaction that, for financial accounting purposes, X treats as a lease. X is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its 2007 tax year. For U.S. federal income tax purposes, because of its terms, the transaction is treated for U.S. federal income tax purposes as a purchase and X must treat the periodic payments it makes partially as payment of principal and partially as payment of interest. In its financial statements, X treats the difference between the financial accounting and

U.S. federal tax treatment of this transaction as a temporary difference. During 2007, X reports in its financial statements \$1,000 of gross rental expense that, for U.S. federal income tax purposes, is recharacterized as a \$700 payment of principal and a \$300 payment of interest, accompanied by a depreciation deduction of \$1,200 (based on other facts). On its 2007 Schedule M-3, X must report on Part III, line 28, column (a), \$1,000, its financial accounting gross rental expense; column (b), (\$1,000); and column (d), zero. On Part III, line 27, X reports zero in column (a), and \$300 in columns (b) and (d), for the interest deduction. On Part III, line 25, X reports zero in column (a), and \$1,200 in columns (b) and (d), for the depreciation deduction.

Line 29. Other Expense/ Deduction Items With Differences

Report on line 29 all items of expense/deduction that are not otherwise listed on Part III, lines 1 through 28.

Comprehensive income. If any "comprehensive income" as defined by SFAS No. 130 is reported on this line, describe the item(s) in detail as, for example, "Foreign currency translation adjustments" and "Gains and losses on available-for-sale securities".

Reserves and contingent liabilities. Report on line 29 each reserve or contingent liability that is not reported elsewhere on Schedule M-3 Report on line 29, column (a), expenses included in net income reported on Part I, line 11, that are related to reserves and contingent liabilities. Report on line 29, column (d), amounts related to liabilities for reserves and contingent liabilities that are deductible in the current tax year for

U.S. federal income tax purposes. Examples of items that must be reported on line 29 include warranty reserves, restructuring reserves, reserves for discontinued operations, and reserves for acquisitions and dispositions. Only report on line 29 items that are not required to be reported elsewhere on Schedule M-3, Parts II and III. For example, the expense for a reserve for inventory obsolescence must be reported on Part II, line 15.

The schedule of details attached to the return for line 29 must separately state and adequately disclose the nature and amount of the expense related to each reserve and/or contingent liability. The appropriate level of disclosure depends upon each taxpayer's operational activity and the nature of its accounting records. For example, if a partnership's net income amount reported in the income statement includes anticipated expenses for a discontinued operation as a single amount, and its general ledger or other books, records, and workpapers provide details for the anticipated expenses under more explanatory and defined categories such as employee termination costs, lease cancellation costs, loss on sale of equipment, etc., a supporting schedule that lists those categories of expenses and their details will satisfy the requirement to separately state and adequately disclose. In order to separately state and adequately disclose the employee termination costs, it is not required that an anticipated termination cost amount be listed for each employee, or that each asset (or category of asset) be listed along with the anticipated loss on disposition.

Example 18. Partnership Q is a calendar year taxpayer that was required to file Schedule M-3 for its 2006 tax year and is required to file Schedule M-3 for its

2007 tax year. On July 1 of each year, Q has a fixed liability for its annual insurance premiums that provides a 12-month coverage period beginning July 1 through June 30. In addition, Q historically prepays 12 months of advertising expense on July 1. On July 1, 2007, Q prepays its insurance premium of \$500,000 and advertising expenses of \$800,000. For financial statement purposes, Q capitalizes and amortizes the prepaid insurance and advertising over 12 months. For U.S. federal income tax purposes, Q deducts the insurance premium when paid and amortizes the advertising over the 12-month period. The differences attributable to the financial statement treatment and U.S. federal income tax treatment of the prepaid insurance and advertising are temporary differences. Q must separately state and adequately disclose on Part III, line 29, its prepaid insurance premium and report \$250,000 in column (a) (\$500,000/12 months X 6 months), \$250,000 in column (b), and \$500,000 in column (d). Q must also separately state and adequately disclose on Part II, line 22, Other items with no differences, its prepaid advertising and report \$400,000 in column (a) and (d).

Line 30. Total Expense/ Deduction Items

Report on Part II, line 24, columns (a) through (d), as applicable, the negative of the amounts reported on line 30, column (a) through (d), as applicable. For example, if line 30, column (a), reflects an amount of \$1 million, then report on Part II, line 24, column (a), (\$1 million). Similarly, if line 30, column (b), reflects an amount of (\$50,000), then report on Part II, line 24, column (b), \$50,000.