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U.S. Return of Income for Electing Large Partnerships

2007

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax year beginning _____, 2007, and ending _____, 20____
▶ See separate instructions.

A Principal business activity	Use the IRS label. Otherwise, print or type.	Name of partnership	D Employer identification number
B Principal product or service		Number, street, and room or suite no. If a P.O. box, see instructions.	E Date business started
C Business code no. (see instructions)		City or town, state, and ZIP code	F Total assets (see instructions) \$

G Check applicable boxes: (1) Final return (2) Name change (3) Address change (4) Amended return

H Check accounting method: (1) Cash (2) Accrual (3) Other (specify) ▶ _____

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ _____

J Check if Schedule M-3 (Form 1065) is attached ▶

Part I Taxable Income or Loss From Passive Loss Limitation Activities

Income	1a Gross receipts or sales	b Less returns and allowances	c Bal ▶	1c	
	2 Cost of goods sold (Schedule A, line 8)			2	
	3 Gross profit. Subtract line 2 from line 1c			3	
	4 Net rental real estate income (loss) (attach Form 8825)			4	
	5 Net income (loss) from other rental activities (attach schedule)			5	
	6 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			6	
	7 Net farm profit (loss) (attach Schedule F (Form 1040))			7	
	8 Excess of net short-term capital gain over net long-term capital loss (Schedule D, line 14)			8	
	9 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			9	
	10 Other income (loss) (see instructions) (attach schedule)			10	
	11 Total income (loss). Combine lines 3 through 10			11	
Deductions	12 Salaries and wages (other than to partners) (less employment credits)			12	
	13 Guaranteed payments to partners			13	
	14 Repairs and maintenance			14	
	15 Bad debts			15	
	16 Rent			16	
	17 Taxes and licenses			17	
	18 Interest			18	
	19a Depreciation and section 179 expense deduction (see instructions)	19a			
	b Less: depreciation reported on Schedule A and elsewhere on return	19b			
	19c			19c	
	20 Depletion			20	
	21 Retirement plans, etc.			21	
	22 Employee benefit programs			22	
	23 Other deductions (attach schedule)			23	
24 Total deductions. Add the amounts shown in the far right column for lines 12 through 23			24		
25 Taxable income (loss) from passive loss limitation activities. Subtract line 24 from line 11			25		
Tax and Payments	26 Tax (see instructions). Check if from: a <input type="checkbox"/> Form 4255 b <input type="checkbox"/> Form 8611			26	
	27 Other payments. Check if from: a <input type="checkbox"/> Form 2439 b <input type="checkbox"/> Form 4136			27	
	28 Amount owed. Enter the excess of line 26 over line 27			28	
	29 Overpayment. Enter the excess of line 27 over line 26			29	

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

▶ _____ ▶ _____
Signature of general partner or limited liability company member manager Date

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN
	Firm's name (or yours if self-employed), address, and ZIP code	EIN	Phone no. ()	

Part II Taxable Income or Loss From Other Activities

Table with 13 rows for Part II. Rows include Interest, Total ordinary dividends (2a, 2b), Nonqualified dividends (2c), Gross royalties, Excess of net short-term capital gain, Other income, Total income (loss), Interest expense, State and local income taxes, Charitable contributions, Total miscellaneous itemized deductions (10a, 10b), Other deductions, Total deductions, and Taxable income (loss) from other activities.

Schedule A Cost of Goods Sold (see instructions)

Table with 8 rows for Schedule A. Rows include Inventory at beginning of year, Purchases less cost of items withdrawn for personal use, Cost of labor, Additional section 263A costs, Other costs, Total (lines 1-5), Inventory at end of year, and Cost of goods sold (line 7 from line 6).

- 9a Check all methods used for valuing closing inventory: (i) Cost as described in Regulations section 1.471-3, (ii) Lower of cost or market as described in Regulations section 1.471-4, (iii) Other (specify method used and attach explanation). b Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c). c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970). d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? Yes No. e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? Yes No. If "Yes," attach explanation.

Schedule B Other Information (see instructions)

Table with 9 rows for Schedule B. Rows include: 1. What type of entity is filing this return? Check the applicable box: a Domestic general partnership, b Domestic limited partnership, c Domestic limited liability company, d Domestic limited liability partnership, e Foreign partnership, f Other. 2. Are any partners in this partnership also partnerships? 3. During the partnership's tax year, did the partnership own any interest in another partnership or in any foreign entity that was disregarded as an entity separate from its owner under Regulations sections 301.7701-2 and 301.7701-3? 4. Does this partnership have any foreign partners? 5. Is this partnership a publicly traded partnership as defined in section 469(k)(2)? 6. Has this partnership filed, or is it required to file, a return under section 6111 to provide information on any reportable transaction? 7. At any time during calendar year 2007, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country? 8. During the tax year, did the partnership receive a distribution from, or was it the grantor to, or transferor to, a foreign trust? 9. Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return.

Schedule D Capital Gains and Losses

Part I—Short-Term Capital Gains and Losses—Assets Held 1 Year or Less

(a) Description of property (e.g., 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2	Short-term capital gain from installment sales from Form 6252, line 26 or 37				2
3	Short-term capital gain (loss) from like-kind exchanges from Form 8824				3
4	Net short-term capital gain or (loss). Combine lines 1 through 3 in column (f)				4

Part II—Long-Term Capital Gains and Losses—Assets Held More Than 1 Year

(a) Description of property (e.g., 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
5					
6	Enter gain from Form 4797, Part I				6
7	Long-term capital gain from installment sales from Form 6252, line 26 or 37				7
8	Long-term capital gain (loss) from like-kind exchanges from Form 8824				8
9	Net long-term capital gain or (loss). Combine lines 5 through 8 in column (f)				9

Part III—Summary of Parts I and II

10	Combine lines 4 and 9 and enter the net gain (loss)	10		
11	Enter excess of net short-term capital gain (line 4) over net long-term capital loss (line 9).	11		
12	Net capital gain or (loss). Subtract line 11 from line 10.	12		

Part IV—Net Capital Gain (Loss) From Passive Loss Limitation Activities

13	Redetermine the amount on line 11 by taking into account only gains and losses from passive loss limitation activities	13		
14	Excess of net short-term capital gain over net long-term capital loss. Enter the smaller of the amount on line 11 or line 13. Enter here and on page 1, Part I, line 8	14		
15	Redetermine the amount on line 12 by taking into account only gains and losses from passive loss limitation activities	15		
16	Net capital gain or (loss) from passive loss limitation activities. If lines 12 and 15 are both positive or both negative, enter the smaller of line 12 or line 15. Otherwise, enter -0-. Enter here and on Schedule K, line 4a	16		
Note. When figuring whether line 12 or line 15 is smaller , treat both numbers as positive.				

Part V—Net Capital Gain (Loss) From Other Activities

17	Excess of net short-term capital gain over net long-term capital loss. Subtract line 14 from line 11. Enter here and on page 2, Part II, line 4	17		
18	Net capital gain or (loss) from other activities. Subtract line 16 from line 12. Enter here and on Schedule K, line 4b	18		

Schedule K Partners' Shares of Income, Credits, Deductions, etc.

(a) Distributive share items				(b) Total amount	
1a	Taxable income (loss) from passive loss limitation activities (Part I, line 25)			1a	
b	Amount on line 1a allocated to general partners as:				
	(1)	Taxable income (loss) from trade or business activities	1b(1)		
	(2)	Taxable income (loss) from rental real estate activities	1b(2)		
	(3)	Taxable income (loss) from other rental activities	1b(3)		
c	Total amount on line 1a allocated to general partners. Combine lines 1b(1) through 1b(3)			1c	
d	Taxable income (loss) from passive loss limitation activities allocated to limited partners. Subtract line 1c from line 1a (report on Schedules K-1, box 1)			1d	
2	Taxable income (loss) from other activities (Part II, line 13)			2	
3	Qualified dividends from other activities (Part II, line 2b)			3	
4a	Net capital gain (loss) from passive loss limitation activities (Schedule D, line 16)			4a	
b	Net capital gain (loss) from other activities (Schedule D, line 18)			4b	
5	Net passive alternative minimum tax adjustment			5	
6	Net other alternative minimum tax adjustment			6	
7	Guaranteed payments			7	
8	Income from discharge of indebtedness			8	
9	Tax-exempt interest income			9	
10	General credits (see instructions)			10	
11	Low-income housing credit (see instructions)			11	
12	Rehabilitation credit from rental real estate activities (attach Form 3468)			12	
13a	Net earnings (loss) from self-employment			13a	
b	Gross nonfarm income			13b	
14a	Name of foreign country or U.S. possession ▶				
b	Gross income from all sources			14b	
c	Gross income sourced at partner level (attach schedule)			14c	
d	Foreign gross income sourced at partnership level:				
	(1)	Passive category	14d(1)		
	(2)	General category	14d(2)		
	(3)	Other (attach schedule)	14d(3)		
e	Deductions allocated and apportioned at partner level:				
	(1)	Interest expense	14e(1)		
	(2)	Other	14e(2)		
f	Deductions allocated and apportioned at partnership level to foreign source income:				
	(1)	Passive category	14f(1)		
	(2)	General category	14f(2)		
	(3)	Other (attach schedule)	14f(3)		
g	Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/>			14g	
h	Reduction in taxes available for credit (attach schedule)			14h	
15	Other items and amounts required to be reported separately to partners (attach schedule)				

Analysis of Net Income (Loss)

1	Net income (loss). In column (b), add lines 1c through 4b, 7, and 8. From the result, subtract line 14g					1	
2	Analysis by partner type:						
	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other	
a	General partners						
b	Limited partners						

Schedule L Balance Sheets per Books

	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash				
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach schedule)				
7 Mortgage and real estate loans				
8 Other investments (attach schedule)				
9a Buildings and other depreciable assets				
b Less accumulated depreciation				
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach schedule)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach schedule)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach schedule)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. Schedule M-3 may be required instead of Schedule M-1 (see instructions).

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1c through 4b, and 8 (itemize):	
2 Income included on Schedule K, lines 1c through 4b, and 8, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments		7 Deductions included on Schedule K, lines 1c through 4b, and 14g, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1c through 4b, and 14g (itemize):		a Depreciation \$	
a Depreciation \$		8 Add lines 6 and 7	
b Travel and entertainment \$		9 Income (loss). (Analysis of Net Income (Loss), line 1.) Subtract line 8 from line 5	
5 Add lines 1 through 4			

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books		8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			