

Schedule K-1 (Form 1065)

2012

Final K-1 Amended K-1 OMB No. 1545-0099

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning APRIL 24, 2012 ending DECEMBER 31, 2012

Partner's Share of Income, Deductions, Credits, etc. See separate instructions.

Table with 2 columns: Line number and Description. Includes rows for Ordinary business income, Net rental real estate income, Other net rental income, Guaranteed payments, Interest income, Dividends, Royalties, Capital gains, and Distributions.

Part I Information About the Partnership

Form section for Part I containing fields A (Employer ID), B (Partnership name and address), C (IRS Center), and D (Publicly traded partnership checkbox).

Part II Information About the Partner

Form section for Part II containing fields E (Partner ID), F (Partner name and address), G (Partner type), H (Domestic/Foreign partner), I (Entity type), J (Share of profit/loss/capital table), K (Share of liabilities), L (Capital account analysis table), and M (Built-in gain/loss).

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SCHEDULE K-1 OTHER DEDUCTIONS, BOX 13, CODE W

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
LEGAL		8.
MAILING		1.
TOTAL TO SCHEDULE K-1, BOX 13, CODE W		9.

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
RENTAL REAL ESTATE INCOME (LOSS)	-7,445.	
INTEREST INCOME	5.	
SCHEDULE K-1 INCOME SUBTOTAL		-7,440.
OTHER DEDUCTIONS	-9.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-9.
NET INCOME (LOSS) PER SCHEDULE K-1		-7,449.
PREPAID RENTS CY- BRIGHTON	-13.	
PREPAID RENTS CY- MEADOWS	-17.	
OTHER INCREASES OR DECREASES SUBTOTAL		-30.
TOTAL TO SCHEDULE K-1, ITEM L		-7,479.

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the Instructions for your income tax return.

	Code	Report on	
1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.			
Passive loss		Report on	
Passive income			
Nonpassive loss			
Nonpassive income			
2. Net rental real estate income (loss)			
3. Other net rental income (loss)			
Net income	Schedule E, line 28, column (g)		
Net loss	See the Partner's instructions		
4. Guaranteed payments	Schedule E, line 28, column (f)		
5. Interest income	Form 1040, line 8a		
6a. Ordinary dividends	Form 1040, line 9a		
6b. Qualified dividends	Form 1040, line 9b		
7. Royalties	Schedule E, line 4		
8. Net short-term capital gain (loss)	Schedule D, line 5		
9a. Net long-term capital gain (loss)	Schedule D, line 12		
9b. Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D instructions)		
9c. Unrecaptured section 1250 gain	See the Partner's instructions		
10. Net section 1231 gain (loss)	See the Partner's instructions		
11. Other Income (loss)			
Code			
A Other portfolio income (loss)	See the Partner's instructions		
B Involuntary conversions	See the Partner's instructions		
C Soc. 1256 contracts & straddles	Form 5781, line 1		
D Mining exploration costs recapture	See Pub. 535		
E Cancellation of debt	Form 1040, line 21 or Form 982		
F Other Income (loss)	See the Partner's instructions		
12. Section 179 deduction	See the Partner's instructions		
13. Other deductions			
A Cash contributions (50%)	See the Partner's Instructions		
B Cash contributions (30%)			
C Noncash contributions (50%)			
D Noncash contributions (30%)			
E Capital gain property to a 50% organization (30%)			
F Capital gain property (20%)			
G Contributions (100%)			
H Investment interest expense		Form 4952, line 1	
I Deductions - royalty income		Schedule E, line 19	
J Section 606(c)(2) expenditures		See the Partner's instructions	
K Deductions - portfolio (2% floor)	Schedule A, line 23		
L Deductions - portfolio (other)	Schedule A, line 28		
M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29		
N Educational assistance benefits	See the Partner's instructions		
O Dependent care benefits	Form 2441, line 12		
P Preproductive period expenses	See the Partner's instructions		
Q Commercial revitalization deduction from rental real estate activities	See Form 8552 Instructions		
R Pensions and IRAs	See the Partner's instructions		
S Reforestation expense deduction	See the Partner's instructions		
T Domestic production activities information	See Form 8803 Instructions		
U Qualified production activities income	Form 8903, line 7b		
V Employer's Form W-2 wages	Form 8903, line 17		
W Other deductions	See the Partner's instructions		
14. Self-employment earnings (loss)			
Note: If you have a section 179 deduction or any partner-level deductions, see the Partner's instructions before completing Schedule SE.			
A Net earnings (loss) from self-employment	Schedule SE, Section A or B		
B Gross farming or fishing income	See the Partner's instructions		
C Gross non-farm income	See the Partner's instructions		
15. Credits			
A Low-income housing credit (section 42(i)(5)) from pre-2008 buildings	See the Partner's Instructions		
B Low-income housing credit (other) from pre-2008 buildings			
C Low-income housing credit (section 42(i)(5)) from post-2007 buildings			
D Low-income housing credit (other) from post-2007 buildings			
E Qualified rehabilitation expenditures (rental real estate)			
F Other rental real estate credits			
G Other rental credits			
H Undistributed capital gains credit		Form 1040, line 71; check box a	
I Alcohol and cellulosic biofuel fuels credit		See the Partner's instructions	
J Work opportunity credit			
K Disabled access credit			
L Empowerment zone and renewal community employment credit			
M Credit for increasing research activities			
N Credit for employer social security and Medicare taxes			
O Backup withholding			
P Other credits			
16. Foreign transactions			
A Name of country or U.S. possession			
B Gross income from all sources			
C Gross income sourced at partner level			
Foreign gross income sourced at partnership level			
D Passive category			
E General category			
F Other			
Deductions allocated and apportioned at partner level			
G Interest expense			
H Other			
Deductions allocated and apportioned at partnership level to foreign source income			
I Passive category			
J General category			
K Other			
Other information			
L Total foreign taxes paid			
M Total foreign taxes accrued			
N Reduction in taxes available for credit			
O Foreign trading gross receipts			
P Extraterritorial income exclusion			
Q Other foreign transactions			
17. Alternative minimum tax (AMT) items			
A Post-1986 depreciation adjustment			
B Adjusted gain or loss			
C Depletion (other than oil & gas)			
D Oil, gas, & geothermal - gross income			
E Oil, gas, & geothermal - deductions			
F Other AMT items			
18. Tax-exempt income and nondeductible expenses			
A Tax-exempt interest income			
B Other tax-exempt income			
C Nondeductible expenses			
19. Distributions			
A Cash and marketable securities			
B Distribution subject to section 737			
C Other property			
20. Other information			
A Investment income			
B Investment expenses			
C Fuel tax credit information			
D Qualified rehabilitation expenditures (other than rental real estate)			
E Basis of energy property			
F Recapture of low-income housing credit (section 42(i)(5))			
G Recapture of low-income housing credit (other)			
H Recapture of investment credit			
I Recapture of other credits			
J Look-back interest - completed long-term contracts			
K Look-back interest - income forecast method			
L Dispositions of property with section 179 deductions			
M Recapture of section 179 deduction			
N Interest expense for corporate partners			
O Section 463(i)(3) information			
P Section 453A(c) information			
Q Section 1280(b) information			
R Interest allocable to production expenditures			
S GCF nonqualified withdrawals			
T Depletion information - oil and gas			
U Amortization of reforestation costs			
V Unrelated business taxable income			
W Precontribution gain (loss)			
X Section 138(i) information			
Y Other information			



Final K-1  
 Amended K-1

For calendar year 2012 or tax year beginning **04-24-2012** and ending **12-31-2012**

Partners: Before completing your income tax return, see Form IT-204-IP-I, *Partner's Instructions for Form IT-204-IP* (available at [www.tax.ny.gov](http://www.tax.ny.gov)).

**Partnership's information** (see instructions)  
Partnership's name (as shown on Form IT-204)

MIDWAY-CAROLINAS 2012 LLC

Partnership's EIN

A Mark an **X** in the box if either applies to your entity  Publicly traded partnership  Portfolio investment partnership

B Tax shelter registration number, if any .....

C Business allocation percentage ..... %

**Partner's information** (see instructions)

Partner's name

BLUE CHIP CAPITAL, LLC

Partner's address

27 HIGH TECH BLVD.

City

State

ZIP code

THOMASVILLE

NC

27360

Partner's identifying number

D The partner is a (mark an **X** in the appropriate box)  General partner or LLC member-manager  Limited partner or other LLC member

E What is the tax filing status of the partner? (mark an **X** in the appropriate box, if known.)  Individual  Estate/trust  Partnership

F If the partner is a disregarded entity or grantor trust,

enter the tax ID of the entity or individual reporting the income, if known .....

G Did the partner sell its entire interest during the tax year? ..... Yes  No

**H Partner's share of profit, loss, and capital**

Beginning

Ending

	H1				
1) Profit .....	0.8056	%	0.8056	%	
2) Loss .....	1.0395	%	1.0395	%	
3) Capital .....	1.0395	%	1.0395	%	

**I Partner's share of liabilities at the end of the year**

	I1		
1) Nonrecourse .....			2,429.
2) Qualified nonrecourse financing .....	I2		
3) Recourse .....	I3		143,101.

**J Partner's capital account analysis**

	J1		
1) Beginning capital account .....			50,000.
2) Capital contributed during the year - cash .....	J2		
3) Capital contributed during the year - property .....	J3		
4) Current year increase (decrease) .....	J4		-7,479.
5) Withdrawals and distributions - cash .....	J5		2,173.
6) Withdrawals and distributions - property .....	J6		
7) Ending capital account .....	J7		40,348.

8) Method of accounting (mark an **X** in the appropriate box)

Tax basis  GAAP  Book  Other (submit explanation)

**K Resident status** (mark an **X** in all boxes that apply)

NYS full-year resident       Yonkers full-year resident       NYC full-year resident  
 NYS part-year resident       Yonkers part-year resident       NYC part-year resident  
 NYS nonresident       Yonkers nonresident

L If the partner was included in a group return, enter the special NYS identification number, if known .....

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M 1) Was Form IT-2658-E filed with the partnership? M1 Yes  No   
 2) Was Form MTA-405-E filed with the partnership? M2 Yes  No

N NYS estimated tax paid on behalf of partner (from Form IT-2658)

	Date	Amount
1) First installment	N1	
2) Second installment	N2	
3) Third installment	N3	
4) Fourth installment	N4	
Total NYS estimated tax paid on behalf of partner (add lines N1 through N4)		

O Estimated MCTMT paid on behalf of partner (from Form MTA-405)

	Date	Amount
1) First installment	O1	
2) Second installment	O2	
3) Third installment	O3	
4) Fourth installment	O4	
Total estimated MCTMT paid on behalf of partner (add lines O1 through O4)		

**Partner's share of income, deductions, etc.**

A - Partner's distributive share items	B - Federal K-1 amount	C - New York State amount
1 Ordinary business income (loss)	1	1
2 Net rental real estate income (loss)	2	2
3 Other net rental income (loss)	3	3
4 Guaranteed payments	4	4
5 Interest income	5	5
6 Ordinary dividends	6	6
7 Royalties	7	7
8 Net short-term capital gain (loss)	8	8
9 Net long-term capital gain (loss)	9	9
10 Net section 1231 gain (loss)	10	10
11 Other income (loss) Identify:	11	11
12 Section 179 deduction	12	12
13 Other deductions Identify: SEE STATEMENT	13	13
14 Tax preference items for minimum tax Identify:	14	14
15 Net earnings (loss) from self-employment	15	15
16 Tax-exempt income and nondeductible expenses	16	16
17 Distributions - cash and marketable securities	17	17
18 Distributions - other property	18	18
19 Other items not included above that are required to be reported separately to partners Identify: SEE STATEMENT	19	19

**Partner's share of New York modifications (see instructions)**

20 New York State additions	A - Total amount	B - New York State allocated amount
20a EA- 16	226.	
20b EA-		
20c EA-		
20d EA-		
20e EA-		
20f EA-		
21 Total addition modifications (total of column A, lines 20a through 20f)		226.



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**Partner's share of New York modifications** *(continued)*

22 New York State subtractions			
	<b>Number</b>	<b>A - Total amount</b>	<b>B - New York State allocated amount</b>
22a	ES-		
22b	ES-		
22c	ES-		
22d	ES-		
22e	ES-		
22f	ES-		
23	Total subtraction modifications <i>(total of column A, lines 22a through 22f)</i>		23

24 Additions to federal itemized deductions			
	<b>Letter</b>	<b>Amount</b>	
24a			
24b			
24c			
24d			
24e			
24f			
25	Total additions to federal itemized deductions <i>(add lines 24a through 24f)</i>		25

26 Subtractions from federal itemized deductions			
	<b>Letter</b>	<b>Amount</b>	
26a			
26b			
26c			
26d			
26e			
26f			
27	Total subtractions from federal itemized deductions <i>(add lines 26a through 26f)</i>		27
28	New York adjustments to tax preference items		28

**Partner's other information**

29a	Partner's share of New York source gross income	29a	
29b	MCTD allocation percentage <i>(see instructions)</i>	29b	%

**Partner's credit information**

**Part 1 - Flow-through credit bases and factors**

**Brownfield redevelopment tax credit** *(Form IT-611 or IT-611.1)*

		<b>A - Form IT-611</b>	<b>B - Form IT-611.1</b>
30	Site preparation credit component	30	30
31	Tangible property credit component	31	31
32	On-site groundwater remediation credit component	32	32



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**Partner's credit information** *(continued)*

**EZ capital tax credit** *(Form IT-602)*

33 Contributions of money to EZ community development projects ..... 33  
 34 Recapture of credit for investments in certified EZ businesses ..... 34  
 35 Recapture of credit for contributions of money to EZ community development projects ..... 35

**QEZE tax reduction credit** *(Form IT-604)*

36 QEZE employment increase factor ..... 36  
 37 QEZE zone allocation factor ..... 37  
 38 QEZE benefit period factor ..... 38

**Excelsior jobs program tax credit** *(Form IT-607)*

39 Excelsior jobs tax credit component ..... 39  
 40 Excelsior investment tax credit component ..... 40  
 41 Excelsior research and development tax credit component ..... 41  
 42 Excelsior real property tax credit component ..... 42

**Farmers' school tax credit** *(Form IT-217)*

43 Acres of qualified agricultural property ..... 43  
 44 Acres of qualified conservation property ..... 44  
 45 Eligible school district property taxes paid ..... 45  
 46 Acres of qualified agricultural property converted to nonqualified use ..... 46

**Other flow-through credit bases and factors**

Credit bases

Code	Amount	Code	Amount
47a		47d	
47b		47e	
47c		47f	

Credit factors

Code	Factor	Code	Factor	Code	Factor
47g		47i		47k	
47h		47j		47l	

**Part 2 - Flow-through credits, addbacks and recaptures**

48 Long-term care insurance credit *(Form IT-249)* ..... 48  
 49 Investment credit *(including employment incentive credit and historic barn rehabilitation credit; Form IT-212)* 49  
 50 Research and development - investment credit *(Form IT-212)* ..... 50  
 51 Other flow-through credits

Code	Amount	Code	Amount
51a		51e	
51b		51f	
51c		51g	
51d		51h	

52 Addbacks of credits and recaptures

Code	Amount	Code	Amount
52a		52d	
52b		52e	
52c		52f	

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NY IT-204-IP

OTHER DEDUCTIONS

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
LEGAL	8.	0.
MAILING	1.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	9.	0.

NY IT-204-IP

OTHER ITEMS REQUIRED TO BE REPORTED SEPARATELY

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
INVESTMENT INCOME	5.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 19	5.	0.

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PARTNER NUMBER 6

SDNY\_GM\_00033185

EFTA\_00143798

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2012 Partner's Share of  
N.C. Income, Adjustments, and Credits

North Carolina Department of Revenue

For calendar year or fiscal year beginning 04 24 12 and ending 12 31 12

Partner's Identifying Number

Federal Employer ID Number

Partner's Name, Address, and ZIP Code

Partnership's Name, Address, and ZIP Code

BLUE CHIP CAPITAL LLC  
27 HIGH TECH BLVD  
THOMASVILLE NC 27360

MIDWAY-CAROLINAS 2012 LLC  
270 LAFAYETTE ST STE 409  
NEW YORK NY 10012

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
<b>All Partners</b>		
1. Share of partnership income (loss)	-7440	
2. Additions to income (loss)		
a. Addition for bonus depreciation	226	Page 2, Line 35
b. Other additions to income (loss)	0	Page 2, Line 36
3. Deductions from income (loss)		
a. Deduction for bonus depreciation	0	Page 2, Line 44e
b. Other deductions from income (loss)	0	Page 2, Line 49
4. Share of tax credits	0	Form D-400TC
5. Share of tax withheld from nonwage compensation paid for personal services performed in N.C.	0	Page 2, Line 23
<b>Nonresidents Only</b>		
6. Nonresident's share of N.C. taxable income (loss)	0	Page 2, Line 51
7. Nonresident's share of net tax paid by the manager of the partnership	0	Page 2, Line 24c

STATE OF SOUTH CAROLINA  
DEPARTMENT OF REVENUE  
**PARTNER'S SHARE OF SOUTH CAROLINA  
INCOME, DEDUCTIONS, CREDITS, ETC.**

SC1065 K-1

(Rev. 5/27/11)  
3515

For calendar year **2012** or tax year beginning **04/24/12** and ending **12/31/12**

Partner's identifying number ▶	Partnership's FEIN ▶
Partner's name, address and ZIP code	Partnership's name, address and ZIP code
BLUE CHIP CAPITAL, LLC 27 HIGH TECH BLVD. THOMASVILLE, NC 27360	MIDWAY-CAROLINAS 2012 LLC 270 LAFAYETTE ST STE 409 NEW YORK, NY 10012

Check if applicable: (1)  Final K-1 (2)  Amended K-1 (3)  Non-resident

Partner's Share of Current Year Income, Deductions, Credits, etc.	(A) Federal K-1 Amounts	(B) Plus or Minus SC Adjustments	(C) Amounts Not Allocated or Apportioned to SC	(D) Amounts Allocated or Apportioned to SC
		STMT		
1 Ordinary business income (loss) ...	1	1	1	1
2 Net rental real estate income (loss)	2 -7,445.	2 193.	2 -3,685.	2 -3,567.
3 Other net rental income (loss) .....	3	3	3	3
4 Guaranteed payments .....	4	4	4	4
5 Interest income .....	5 5.	5	5 5.	5
6 Dividends .....	6	6	6	6
7 Royalties .....	7	7	7	7
8 Net short-term capital gain (loss) ...	8	8	8	8
9 Net long-term capital gain (loss) .....	9	9	9	9
10 Net Section 1231 gain (loss) .....	10	10	10	10
11 Other income (loss) .....	11	11	11	11
12 Section 179 deduction .....	12	12	12	12
13 Other deductions SEE STATEMENT	13 9.	13	13 4.	13 5.
14 Withholding tax for nonresident partner .....	14	14	14	14 0.
List applicable South Carolina tax credits. (Attach an additional sheet if needed.)				
15				15
16				16
17				17
18				18
19 Total South Carolina tax credits .....	19	19	19	19 0.

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SC SCHEDULE K-1

SCHEDULE K-1 ADJUSTMENTS

LINE NO.	DESCRIPTION	AMOUNT
LINE 2	ADJUSTMENT FOR BONUS DEPRECIATION	193.
TOTAL OF FORM SC1065, SCHEDULE K-1, COLUMN B		193.

SC SCHEDULE K-1

OTHER DEDUCTIONS

DESCRIPTION	COL A	COL B	COL C	COL D
OTHER DEDUCTIONS	9.	0.	4.	5.
COLUMN TOTAL	9.	0.	4.	5.

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PARTNER NUMBER 6

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