

Form **3** Wisconsin Partnership and Economic Development Surcharge Return

2012

For 2012 or taxable year beginning and ending
M M D D C C Y Y M M D D C C Y Y

Complete form using **BLACK INK**. Due Date: 15th day of 4th month following close of taxable year.

DO NOT STAPLE OR BIND

Name Shoebill Unlimited

Number and Street 5551 Elliot Rd Suite Number

City Salt Lake City State UT ZIP (+ 4 digit suffix if known) 84101

A Federal Employer ID Number 69-0000005

B Business Activity (NAICS) Code 311500

C State of Formation and Year UT 1998
Enter abbreviation of state in box, or if a foreign country, enter below.

D Check type of entity that is filing this return:

1 General partnership 4 Limited liability company 6 Other (explain below)

2 Limited liability partnership 5 Dairy cooperative filing Form 3 solely for purposes of computing and allocating dairy cooperatives credit

3 Limited partnership

- Check if applicable and see instructions:
- E If you have an extension of time to file, enter the extended due date
M M D D C C Y Y
- F If this is an amended return, include an explanation of the changes.
- G If you are filing a Form 1CNP on behalf of nonresident partners.
- H If you have related entity expenses and are required to file Schedule RT with this return.
- I If the partnership has terminated. J If this is the first return.
- K Number of partners 4 L Number of nonresident partners 4
- M If the partnership is the sole owner of any limited liability companies. Prepare and submit a list of those LLC's with this return.



IF NO ENTRY, LEAVE BLANK

ENTER NEGATIVE NUMBERS LIKE THIS → -1000 NOT LIKE THIS → (1000) NO COMMAS; NO CENTS

Part I Computation of Surcharge – Fill Out ONLY If Partnership Has Gross Receipts of \$4 Million or More		
1	Enter the partnership gross receipts from trade or business activities (see instructions)	1 <u>54672602</u> .00
2	Enter the net business income (do not include net farm profit or loss; see instructions)	2 <u>20092388</u> .00
3	Wisconsin apportionment percentage (from Form 4A-1 or Form 4A-2). This is a required field. If apportionment does not apply, enter "100.0000%." If percentage is from Form 4A-2, check (✓) the space after the arrow <input type="checkbox"/> <u>23.1026</u> % If 100% apportionment, or using separate accounting, check (✓) the space <input type="checkbox"/>	3
4	Multiply line 2 by line 3. This is Wisconsin net business income	4 <u>4641864</u> .00
5	Enter the greater of \$25 or 0.2% (0.002) of the amount on line 4, but not more than \$9,800. This is your economic development surcharge	5 <u>9284</u> .00
Amount Due or Refund		
6	Estimated economic development surcharge payments and/or payments from Form WT-11	6 <u>2400</u> .00
7	Withholding from Form W-2G	7 <u> </u> .00
8	Amended Return Only – amount previously paid	8 <u> </u> .00
9	Add lines 6 through 8	9 <u>2400</u> .00
10	Amended Return Only – amount previously refunded	10 <u> </u> .00
11	Subtract line 10 from 9	11 <u>2400</u> .00
12	Underpayment interest due (from Form 3U, line 18). If you annualized income on Form 3U, check (✓) the space after the arrow <input type="checkbox"/>	12 <u>475</u> .00
13	Amount due. If the total of lines 5 and 12 is larger than line 11, enter amount owed	13 <u>7359</u> .00
14	Overpayment. If line 11 is larger than the total of lines 5 and 12, enter amount overpaid	14 <u> </u> .00
15	Enter amount of line 14 you want credited on 2013 estimated economic development surcharge 15 <u> </u> .00	
16	Subtract line 15 from line 14. This is your refund	16 <u> </u> .00

17	Wisconsin property	17	158600	.00
18	Total company property	18	15985650	.00
19	Wisconsin payroll	19	895800	.00
20	Total company payroll	20	3965000	.00
21	Wisconsin sales	21	12630792	.00
22	Total company sales	22	54672602	.00

23 Did you file federal Form 8886 – Reportable Transaction Disclosure Statement with the Internal Revenue Service?
 Yes No If yes, enclose federal Form 8886 with your Wisconsin tax return.

Part II

Schedule 3K – Partners' Distributive Share Items

	(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law
Income (Loss)	① Ordinary business income (loss)	① 12173381 .00	17900 .00	① 12191281 .00
	② Net rental real estate income (loss) (attach Form 8825) ...	② 1029503 .00	.00	② 1029503 .00
	③ Other net rental income (loss) (attach schedule)	③ .00	.00	③ .00
	④ Guaranteed payments	④ .00	.00	④ .00
	⑤ Interest income	⑤ 1771604 .00	.00	⑤ 1771604 .00
	⑥ Ordinary dividends	⑥ .00	.00	⑥ .00
	⑦ Royalties	⑦ 2550000 .00	.00	⑦ 2550000 .00
	⑧ Net short-term capital gain (loss)	⑧ .00	.00	⑧ .00
	⑨ Net long-term capital gain (loss)	⑨ .00	.00	⑨ .00
	⑩ Net section 1231 gain (loss) (attach Form 4797)	⑩ 237979 .00	2312021 .00	⑩ 2550000 .00
	⑪ Other income (loss) (attach schedule)	⑪ .00	.00	⑪ .00
Other Deductions	⑫ Section 179 deduction (attach Form 4562)	⑫ .00	.00	⑫ .00
	13 a Contributions .....	.00	.00	.00
	b Investment interest expense .....	.00	.00	.00
	c Section 59(e)(2) expenditures (1) Type _____ (2) Amount .....	.00	.00	.00
	⑬ Other deductions (attach schedule)	⑬ .00	.00	⑬ .00
	14 Net earnings (loss) from self employment	3300721 .00		



Credits

15 (a) Schedule _____	.....	(a) _____	.00
(b) Schedule _____	.....	(b) _____	.00
(c) Schedule _____	.....	(c) _____	.00
(d) Schedule _____	.....	(d) _____	.00
(e) Schedule _____	.....	(e) _____	.00
(f) Schedule _____	.....	(f) _____	.00
(g) Schedule _____	.....	(g) _____	.00
(h) Schedule _____	.....	(h) _____	.00
(i) Schedule _____	.....	(i) _____	.00
(j) Schedule _____	.....	(j) _____	.00
(k) Schedule _____	.....	(k) _____	.00
(l) Schedule _____	.....	(l) _____	.00
(m) Schedule _____	.....	(m) _____	.00
(n) Schedule _____	.....	(n) _____	.00
(o) Tax paid to other states (enter postal abbreviation of state) (1) _____	.....	(1) _____	.00
(2) _____	.....	(2) _____	.00
(3) _____	.....	(3) _____	.00
(p) Wisconsin tax withheld .....	.....	(p) 269211	.00

Foreign Transactions

	(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law
16 a Name of country or U.S. possession .....	.....	.....	.....	.....
b Gross income from all sources .....	.00	.00	.00	.00
c Gross income sourced at partner level .....	.00	.00	.00	.00
<i>Foreign gross income sourced at partnership level:</i>				
d Passive category .....	.00	.00	.00	.00
e General category .....	.00	.00	.00	.00
f Other (attach statement) .....	.00	.00	.00	.00
<i>Deductions allocated and apportioned at partner level:</i>				
g Interest expense .....	.00	.00	.00	.00
h Other .....	.00	.00	.00	.00
<i>Deductions allocated and apportioned at partnership level to foreign source income:</i>				
i Passive category .....	.00	.00	.00	.00
j General category .....	.00	.00	.00	.00
k Other (attach statement) .....	.00	.00	.00	.00
l Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued .....	.00	.00	.00	.00
m Reduction in taxes available for credit (attach statement) .....	.00	.00	.00	.00
n Other foreign tax information (attach statement) .....	.00	.00	.00	.00



		(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law
Alternative Minimum Tax (AMT) Items	17 a	Post-1986 depreciation adjustment	800000 .00	.00	800000 .00
	b	Adjusted gain or loss	.00	.00	.00
	c	Depletion (other than oil and gas)	.00	.00	.00
	d	Oil, gas, and geothermal properties – gross income	.00	.00	.00
	e	Oil, gas, and geothermal properties – deductions	.00	.00	.00
	f	Other AMT items (attach schedule)	.00	.00	.00
Other	18 (a)	Tax-exempt interest income	.00	.00	.00
	(b)	Other tax-exempt income	.00	.00	.00
	(c)	Nondeductible expenses	.00	.00	.00
	19 (a)	Distributions of cash and marketable securities	.00	.00	.00
	(b)	Distributions of other property	.00	.00	.00
	20 a	Investment income	1771604 .00	.00	1771604 .00
	b	Investment expenses	.00	.00	.00
	c	Other items and amounts (attach schedule)			.00
	21 (a)	Related entity expense addback			.00
	(b)	Related entity expense allowable			.00
(22)	Income (loss) (see instructions)	17762467 .00		(22) 20092388 .00	
(23)	Gross income (before deducting expenses) from all activities			(23) 54672602 .00	

Person to contact concerning this return:	Phone #:	Fax #:
-------------------------------------------	----------	--------

Under penalties of law, I declare that this return and all attachments are true, correct, and complete to the best of my knowledge and belief.

Signature of General Partner	Date	Signature of Preparer	Date
------------------------------	------	-----------------------	------

If you are not filing electronically, paper clip (don't staple or bind) a copy of your federal Form 1065, any accompanying schedules, and Schedules 3K-1.

File electronically through the Federal/State E-Filing Program, or

Mail to: Wisconsin Department of Revenue
 If partnership completed Part I, PO Box 8908, Madison, WI 53708-8908
 If partnership only completed Part II, PO Box 8965, Madison, WI 53708-8965



Wisconsin Apportionment Data for Single Factor Formulas

File with Wisconsin Form 1NPR, 2, 3, 4, 4T, or 5S

2012

Wisconsin Department of Revenue

Read instructions before filling in this form

Name

Shoebill Unlimited

Identifying Number

69-0000005

Part I Sales Factor (Note: If Part I applies, you only need to complete page 1 of this form)

	(a) Wisconsin	(b) Total Company
1 Sales of tangible personal property delivered or shipped to Wisconsin purchasers:		
a Shipped from outside Wisconsin	1a <u>7725922</u>	
b Shipped from within Wisconsin	1b <u>3825650</u>	
2 Sales of tangible personal property shipped from Wisconsin to:		
a The federal government within Wisconsin	2a _____	
b The federal government in a state where the taxpayer would not be taxable under P.L. 86-272	2b _____	
c Purchasers in a state where the taxpayer would not be taxable under P.L. 86-272	2c <u>491240</u>	
3 Double throwback sales	3 _____	
4 Total sales of tangible personal property (for column (a), add lines 1 through 3)	4 <u>12042812</u>	<u>47291088</u>
5 Gross receipts from the use of computer software if the purchaser or licensee used the software in Wisconsin	5 _____	
6 Total gross receipts from the use of computer software		6 _____
7 Gross receipts from services provided to a purchaser who received the benefit of the service in Wisconsin	7 _____	
8 Total gross receipts from services		8 _____
9 Other apportionable gross receipts	9 <u>587980</u>	<u>7381514</u>
10 For column a, add lines 4, 5, 7 and 9. For column (b), add lines 4, 6, 8, and 9	10 <u>12630792</u>	<u>54672602</u>
<i>Separate return filers and pass-through entities skip to line 17.</i>		
11 Enter sales included above, if any, that are intercompany sales between combined group members	11 _____	_____
12 Enter sales included above, if any, that are not included in the computation of combined unitary income	12 _____	_____
13 Add lines 11 and 12 for each column	13 _____	_____
14 Subtract line 13 from line 10 for each column	14 _____	_____
15 Enter intercompany sales previously excluded from the sales factor due to the deferral of income, if the deferred income is included in combined unitary income on this return	15 _____	_____
16 Add lines 14 and 15. Enter column (a) amount in Form 4A, Part II. Enter column (b) amount in Form 4A, Part I	16 _____	_____
17 Separate return filers and pass-through entities: Divide line 10, column (a) by line 10, column (b), and multiply by 100. This is the Wisconsin apportionment percentage	17 <u>23.1026%</u>	

Underpayment of Estimated Economic Development Surcharge by Partnerships

File with Wisconsin Form 3

2012

Wisconsin Department of Revenue

Name

Shoebill Unlimited

Federal Employer ID Number

69-0000005

Part I Computation of Underpayment and Interest Due on Underpayment

1 Enter your 2012 economic development surcharge from 2012 Form 3, Part I, line 5. If this amount is less than \$200, do not complete or file this form	9284
2 Multiply the amount on line 1 by 90% (0.90)	8356
3 Enter 2011 economic development surcharge from 2011 Form 3, line 5	9800
4 If 2011 Form 3 covered 12 months, enter the smaller of line 2 or line 3; otherwise, enter the amount from line 2	8356

**Due Dates of Installments for Calendar Year Filers
(Fiscal year filers see instructions)**

	(a) April 17, 2012	(b) June 15, 2012	(c) September 17, 2012	(d) January 16, 2013
5 Divide line 4 by 4, and enter the result in each column or, if you use the annualized income installment method for any period, first complete Part II and enter the amounts from line 31	2089	2089	2089	2089
6 Estimated surcharge paid	600	600	600	600
7 If line 6 is less than line 5, subtract line 6 from line 5. This is your underpayment	1489	1489	1489	1489
8 If line 6 is more than line 5, subtract line 5 from line 6. This is your overpayment				
9 Carryback of overpayment or late payment				
10 Carryforward of overpayment				
11 Subtract the total of lines 9 and 10 from line 7. This is your net underpayment	1489	1489	1489	1489
12 Enter date installment was paid from which carryback or late payment entered on line 9 originated ..				
13 Enter date balance due on return was paid or unextended due date of return, whichever is earlier				
14 Number of days from the due date of the installment to the date carryback on line 9 was paid				
15 Number of days from the due date of the installment to the date balance due on return was paid or unextended due date of return, whichever is earlier	365	304	212	90
16 Interest: Multiply amount on line 9 times 12% (0.12) times number of days on line 14 divided by 365 ...				
17 Interest: Multiply amount on line 11 times 12% (0.12) times number of days on line 15 divided by 365	178.68	148.82	103.78	44.06
18 Add all of the amounts on lines 16 and 17. Enter the total here and on Form 3, Part I, line 12				475.34

Part II Annualized Income Installment Method Worksheet

Complete one column through line 31 before completing the next column.

	Annualization Period			
	(a) First 3 months	(b) First 5 months	(c) First 8 months	(d) 12 months
19 Enter Wisconsin nonfarm net business income for each period shown				
20 Annualization factor	4	2.4	1.5	1
21 Multiply line 19 by line 20				
22 Multiply line 21 by 0.2% (0.002). Do not enter less than \$25 or more than \$9,800. This is your annualized economic development surcharge				
23 Applicable percentage	22.5%	45%	67.5%	90%
24 Multiply line 22 by line 23				
25 Enter the combined amounts of line 31 from all preceding columns				
26 Subtract line 25 from line 24				
27 Divide Part I, line 4, by 4 and enter the result in each column				
28 Enter the amount from line 30 from the preceding column				
29 Add lines 27 and 28 and enter the total				
30 If line 29 is more than line 26, subtract line 26 from line 29. Otherwise, enter zero				
31 Enter the smaller of line 26 or line 29 here and on Part I, line 5				

Instructions for Form 3U

Purpose of Form – Partnerships, including limited liability companies treated as partnerships, use Form 3U to determine if they are subject to interest for underpayment of estimated economic development surcharge and, if so, the amount of interest. A partnership must have made estimated economic development surcharge payments if its economic development surcharge for the taxable year beginning in 2012 is \$200 or more.

Part I – Compute any underpayment of required installments and the amount of interest due in Part I. Required installments are based on the smaller of (1) 90% of 2012 economic development surcharge, (2) 100% of 2011 economic development surcharge, provided the 2011 return covered an entire 12-month period, or (3) 90% of the economic development surcharge figured by annualizing income.

For fiscal year filers, estimated economic development surcharge payments are due the 15th day of the 4th, 6th, and 9th months of the taxable year and the 15th day of the first month following the close of the taxable year.

Line 1. Enter the amount from 2012 Form 3, Part I, line 5.

Line 6. Enter the amount of estimated economic development surcharge that you paid for each installment period.

Lines 9 and 10. Complete these lines only if you have an overpayment on line 8 for one or more installment periods. An overpayment may be carried back to the immediately preceding installment period and offset against an underpayment for that period. Any remaining overpayment may be carried back to prior installment periods. If an underpayment does not exist in a prior period, carry forward the overpayment to the next period.

Line 11. If line 11 does not show an underpayment, and if line 9 does not show a carryback of an overpayment, you do not need to complete the form because you don't owe any underpayment interest. If line 11 shows an underpayment, or if line 9 shows a carryback of an overpayment, continue with lines 12 through 18.

Line 18. Combine the amounts from all of the columns on lines 16 and 17 and enter the total on line 18 and on Form 3, line 12.

Part II – If you compute one or more installments under the annualized income installment method, complete Part II and enter the amounts from line 31 on Part I, line 5.

Schedule **3K-1** Partner's Share of Income, Deductions, Credits, etc.

2012

Wisconsin Department of Revenue

For 2012 or taxable year beginning _____, 2012, and ending _____, 20____

Part I Information About the Partnership

A Partnership's federal employer ID number
69-0000005

B Partnership's name, address, city, state, and ZIP code
Shcebill Unlimited
5551 Elliot Rd
Salt Lake City UT 84101

C IRS center where partnership filed return
Ogden UT

D Check if this is a publicly traded partnership (PTP)

G General partner or LLC member-manager
 Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? Individual
(The following part of item I is optional): If known that this partner is a disregarded entity or grantor trust, enter name and identifying number of the taxpayer to whom this income will be reported:

J Partner's share of profit, loss, and capital:

	Beginning		Ending	
Profit	25	%	25	%
Loss	25	%	25	%
Capital	25	%	25	%

Part II Information About the Partner

E Partner's identifying number
000-40-0001

F Partner's name, address, city, state, and ZIP code
David Boxwood
349 Nixon Cir
Boise ID 83708

K Partner's share of liabilities at the year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ 20317292

L Partner's capital account analysis:

Beginning capital account	Capital contributed during the year	Current year increase (decrease)	Withdrawals and distributions	Ending capital account
\$ <u>4393744</u>	\$ <u>125000</u>	\$ <u>4209774</u>	\$ (_____)	\$ <u>8728518</u>

Tax basis GAAP Section 704(b) book Other (explain)

M Partner's state of residence (if a full-year Wisconsin resident, items N, O, and P do not apply) Idaho

N Check if partner's Wisconsin amount is determined by apportionment. Apportionment percentage 23.1026 %

O Check if partner's Wisconsin amount is determined by separate accounting.

P Check if the partner is a nonresident and filed Form PW-2 to opt out of pass-through entity withholding.

Q Check applicable boxes: Final 3K-1 Amended 3K-1

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law	(e) Wis. source amount (see instructions)
1 Ordinary business income (loss)	<u>3043345</u>	<u>4475</u>	<u>3047820</u>	<u>704126</u>
2 Net rental real estate income (loss)	<u>257376</u>		<u>257376</u>	<u>59461</u>
3 Other net rental income (loss)				
4 Guaranteed payments				
5 Interest income	<u>442901</u>	<u>-442901</u>	<u>0</u>	<u>0</u>
6 Ordinary dividends				
7 Royalties	<u>637500</u>	<u>-637500</u>	<u>0</u>	<u>0</u>
8 Net short-term capital gain (loss)				
9 Net long-term capital gain (loss)				
10a Net section 1231 gain (loss)	<u>59495</u>	<u>-59495</u>	<u>0</u>	<u>0</u>
10b Portion of the amount on line 10a attributable to gains on sales of farm assets				
11 Other income (loss) (list):				
12 Section 179 deduction				

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law	(e) Wis. source amount (see instructions)
13 Other deductions (list):				
14 Self-employment earnings (loss)	3300721			
15 a Schedule _____				
b Schedule _____				
c Schedule _____				
d Schedule _____				
e Schedule _____				
f Schedule _____				
g Schedule _____				
h Schedule _____				
i Schedule _____				
j Schedule _____				
k Schedule _____				
l Schedule _____				
m Schedule _____				
n Schedule _____				
o Tax paid to other states (1) _____				
(2) _____				
(3) _____				
p Wisconsin tax withheld				59178
16 Foreign transactions (list):				
17 Alternative minimum tax (AMT) items (list): Post 1986 depreciation adj	200000		200000	46205
18 a Tax-exempt interest income				
b Other tax-exempt income				
c Nondeductible expenses (list):				
19 Distributions (list):				
20 Other information (list):				
21 a Related entity expense addback				
b Related entity expense allowable				
22 Income (loss)				
23 Gross income (before deducting expenses) from all activities			13668150	3157698

Part IV Partner's Share of Apportionment Factors (applies to partners that are corporations, partnerships, or LLCs)		
(a) Indicate factor used	(b) Wisconsin	(c) Total company
24 First factor:		
25 Second factor:		
26 Third factor:		

Schedule **3K-1** Partner's Share of Income, Deductions, Credits, etc.

2012

Wisconsin Department of Revenue

For 2012 or taxable year beginning _____, 2012, and ending _____, 20____

Part I Information About the Partnership																					
<p>A Partnership's federal employer ID number <u>69-0000005</u></p> <p>B Partnership's name, address, city, state, and ZIP code <u>Shoebill Unlimited</u> <u>5551 Elliot Rd</u> <u>Salt Lake City UT 84101</u></p> <p>C IRS center where partnership filed return <u>Ogden UT</u></p> <p>D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)</p>	<p>G <input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member</p> <p>H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner</p> <p>I What type of entity is this partner? <u>Individual</u> <small>(The following part of item I is optional): If known that this partner is a disregarded entity or grantor trust, enter name and identifying number of the taxpayer to whom this income will be reported:</small></p> <p>J Partner's share of profit, loss, and capital:</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Beginning</th> <th style="text-align: center;">%</th> <th style="text-align: center;">Ending</th> <th style="text-align: center;">%</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> <tr> <td>Loss</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> <tr> <td>Capital</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> </tbody> </table> <p>K Partner's share of liabilities at the year end:</p> <p>Nonrecourse \$ _____</p> <p>Qualified nonrecourse financing \$ _____</p> <p>Recourse \$ _____</p>		Beginning	%	Ending	%	Profit	25	%	25	%	Loss	25	%	25	%	Capital	25	%	25	%
	Beginning	%	Ending	%																	
Profit	25	%	25	%																	
Loss	25	%	25	%																	
Capital	25	%	25	%																	
Part II Information About the Partner																					
<p>E Partner's identifying number <u>000-40-0003</u></p> <p>F Partner's name, address, city, state, and ZIP code <u>Tony Cypress</u> <u>4810 S 19 West</u> <u>San Francisco CA 94104</u></p>	<p>L Partner's capital account analysis:</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Beginning capital account</th> <th style="text-align: center;">Capital contributed during the year</th> <th style="text-align: center;">Current year increase (decrease)</th> <th style="text-align: center;">Withdrawals and distributions</th> <th style="text-align: center;">Ending capital account</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">\$ <u>4393744</u></td> <td style="text-align: center;">\$ <u>125000</u></td> <td style="text-align: center;">\$ <u>4209774</u></td> <td style="text-align: center;">\$ (_____)</td> <td style="text-align: center;">\$ <u>8728518</u></td> </tr> </tbody> </table> <p><input type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain)</p>	Beginning capital account	Capital contributed during the year	Current year increase (decrease)	Withdrawals and distributions	Ending capital account	\$ <u>4393744</u>	\$ <u>125000</u>	\$ <u>4209774</u>	\$ (_____)	\$ <u>8728518</u>										
Beginning capital account	Capital contributed during the year	Current year increase (decrease)	Withdrawals and distributions	Ending capital account																	
\$ <u>4393744</u>	\$ <u>125000</u>	\$ <u>4209774</u>	\$ (_____)	\$ <u>8728518</u>																	

M Partner's state of residence (if a full-year Wisconsin resident, items N, O, and P do not apply) California

N Check if partner's Wisconsin amount is determined by apportionment. Apportionment percentage 23.1026 %

O Check if partner's Wisconsin amount is determined by separate accounting.

P Check if the partner is a nonresident and filed Form PW-2 to opt out of pass-through entity withholding.

Q Check applicable boxes: Final 3K-1 Amended 3K-1

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items				
(a)	(b)	(c)	(d)	(e)
Distributive share items	Federal amount	Adjustment	Amount under Wis. law	Wis. source amount (see instructions)
1 Ordinary business income (loss)	3043345	4475	3047820	704126
2 Net rental real estate income (loss)	257376		257376	59461
3 Other net rental income (loss)				
4 Guaranteed payments				
5 Interest income	442901	-442901	0	0
6 Ordinary dividends				
7 Royalties	637500	-637500	0	0
8 Net short-term capital gain (loss)				
9 Net long-term capital gain (loss)				
10a Net section 1231 gain (loss)	59495	-59495	0	0
10b Portion of the amount on line 10a attributable to gains on sales of farm assets				
11 Other income (loss) (list):				
12 Section 179 deduction				

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law	(e) Wis. source amount (see instructions)
13 Other deductions (list):				
14 Self-employment earnings (loss)				
15 a Schedule _____				
b Schedule _____				
c Schedule _____				
d Schedule _____				
e Schedule _____				
f Schedule _____				
g Schedule _____				
h Schedule _____				
i Schedule _____				
j Schedule _____				
k Schedule _____				
l Schedule _____				
m Schedule _____				
n Schedule _____				
o Tax paid to other states (1) _____				
(2) _____				
(3) _____				
p Wisconsin tax withheld				59178
16 Foreign transactions (list):				
17 Alternative minimum tax (AMT) items (list): lost 1986 depreciation adj	200000		200000	46205
18 a Tax-exempt interest income				
b Other tax-exempt income				
c Nondeductible expenses (list):				
19 Distributions (list):				
20 Other information (list):				
21 a Related entity expense addback				
b Related entity expense allowable				
22 Income (loss)				
23 Gross income (before deducting expenses) from all activities			13668150	3157698

Part IV Partner's Share of Apportionment Factors (applies to partners that are corporations, partnerships, or LLCs)		
(a) Indicate factor used	(b) Wisconsin	(c) Total company
24 First factor:		
25 Second factor:		
26 Third factor:		

Schedule **3K-1** Partner's Share of Income, Deductions, Credits, etc.

2012

Wisconsin Department of Revenue

For 2012 or taxable year beginning _____, 2012, and ending _____, 20____

Part I Information About the Partnership																								
A Partnership's federal employer ID number <u>69-0000005</u>	G <input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner I What type of entity is this partner? <u>Individual</u> <small>(The following part of item I is optional): If known that this partner is a disregarded entity or grantor trust, enter name and identifying number of the taxpayer to whom this income will be reported:</small> J Partner's share of profit, loss, and capital: <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Beginning</th> <th style="text-align: center;">%</th> <th style="text-align: center;">Ending</th> <th style="text-align: center;">%</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> <tr> <td>Loss</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> <tr> <td>Capital</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> </tbody> </table>					Beginning	%	Ending	%	Profit	25	%	25	%	Loss	25	%	25	%	Capital	25	%	25	%
					Beginning	%	Ending	%																
Profit					25	%	25	%																
Loss					25	%	25	%																
Capital	25	%	25	%																				
B Partnership's name, address, city, state, and ZIP code <u>Shoebill Unlimited</u> <u>5551 Elliot Rd</u> <u>Salt Lake City UT 84101</u>																								
C IRS center where partnership filed return <u>Ogden UT</u>																								
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)																								
Part II Information About the Partner																								
E Partner's identifying number <u>000-40-0002</u>	K Partner's share of liabilities at the year end: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Recourse \$ _____																							
F Partner's name, address, city, state, and ZIP code <u>Joseph Plum</u> <u>2894 N 6352 South</u> <u>Reno NV 89510</u>																								
L Partner's capital account analysis:																								
Beginning capital account	Capital contributed during the year	Current year increase (decrease)	Withdrawals and distributions	Ending capital account																				
\$ <u>4393744</u>	\$ <u>125000</u>	\$ <u>4209774</u>	\$ (_____)	\$ <u>8728518</u>																				
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain)																								

M Partner's state of residence (if a full-year Wisconsin resident, items N, O, and P do not apply) Nevada

N Check if partner's Wisconsin amount is determined by apportionment. Apportionment percentage 23.1026 %

O Check if partner's Wisconsin amount is determined by separate accounting.

P Check if the partner is a nonresident and filed Form PW-2 to opt out of pass-through entity withholding.

Q Check applicable boxes: Final 3K-1 Amended 3K-1

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items				
(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law	(e) Wis. source amount (see instructions)
1 Ordinary business income (loss)	3043345	4475	3047820	704126
2 Net rental real estate income (loss)	257376		257376	59461
3 Other net rental income (loss)				
4 Guaranteed payments				
5 Interest income	442901	-442901	0	0
6 Ordinary dividends				
7 Royalties	637500	-637500	0	0
8 Net short-term capital gain (loss)				
9 Net long-term capital gain (loss)				
10a Net section 1231 gain (loss)	59495	-59495	0	0
10b Portion of the amount on line 10a attributable to gains on sales of farm assets				
11 Other income (loss) (list):				
12 Section 179 deduction				

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law	(e) Wis. source amount (see instructions)
13 Other deductions (list):				
14 Self-employment earnings (loss)				
15 a Schedule _____				
b Schedule _____				
c Schedule _____				
d Schedule _____				
e Schedule _____				
f Schedule _____				
g Schedule _____				
h Schedule _____				
i Schedule _____				
j Schedule _____				
k Schedule _____				
l Schedule _____				
m Schedule _____				
n Schedule _____				
o Tax paid to other states (1) _____				
(2) _____				
(3) _____				
p Wisconsin tax withheld				59178
16 Foreign transactions (list):				
17 Alternative minimum tax (AMT) items (list): post 1986 depreciation adj	200000		200000	46205
18 a Tax-exempt interest income				
b Other tax-exempt income				
c Nondeductible expenses (list):				
19 Distributions (list):				
20 Other information (list):				
21 a Related entity expense addback				
b Related entity expense allowable				
22 Income (loss)				
23 Gross income (before deducting expenses) from all activities			13668150	3157698

Part IV Partner's Share of Apportionment Factors (applies to partners that are corporations, partnerships, or LLCs)		
(a) Indicate factor used	(b) Wisconsin	(c) Total company
24 First factor:		
25 Second factor:		
26 Third factor:		

Schedule **3K-1** Partner's Share of Income, Deductions, Credits, etc.

2012

Wisconsin Department of Revenue

For 2012 or taxable year beginning _____, 2012, and ending _____, 20____

Part I Information About the Partnership																					
<p>A Partnership's federal employer ID number <u>69-0000005</u></p> <p>B Partnership's name, address, city, state, and ZIP code <u>Shoebill Unlimited</u> <u>5551 Elliot Rd</u> <u>Salt Lake City UT 84101</u></p> <p>C IRS center where partnership filed return <u>Ogden UT</u></p> <p>D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)</p>	<p>G <input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member</p> <p>H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner</p> <p>I What type of entity is this partner? <u>Partnership</u> (The following part of item I is optional): If known that this partner is a disregarded entity or grantor trust, enter name and identifying number of the taxpayer to whom this income will be reported: _____</p> <p>J Partner's share of profit, loss, and capital:</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Beginning</th> <th style="text-align: center;">%</th> <th style="text-align: center;">Ending</th> <th style="text-align: center;">%</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> <tr> <td>Loss</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> <tr> <td>Capital</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> <td style="text-align: center;">25</td> <td style="text-align: center;">%</td> </tr> </tbody> </table> <p>K Partner's share of liabilities at the year end:</p> <p>Nonrecourse \$ _____</p> <p>Qualified nonrecourse financing \$ _____</p> <p>Recourse \$ _____</p>		Beginning	%	Ending	%	Profit	25	%	25	%	Loss	25	%	25	%	Capital	25	%	25	%
	Beginning	%	Ending	%																	
Profit	25	%	25	%																	
Loss	25	%	25	%																	
Capital	25	%	25	%																	
Part II Information About the Partner																					
<p>E Partner's identifying number <u>69-4000004</u></p> <p>F Partner's name, address, city, state, and ZIP code <u>Red bird Trees</u> <u>7272 W Truman Ave</u> <u>Sacramento CA 95813</u></p>																					
<p>L Partner's capital account analysis:</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Beginning capital account</th> <th style="text-align: center;">Capital contributed during the year</th> <th style="text-align: center;">Current year increase (decrease)</th> <th style="text-align: center;">Withdrawals and distributions</th> <th style="text-align: center;">Ending capital account</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">\$ <u>4393744</u></td> <td style="text-align: center;">\$ <u>125000</u></td> <td style="text-align: center;">\$ <u>4209774</u></td> <td style="text-align: center;">\$ (_____)</td> <td style="text-align: center;">\$ <u>8728518</u></td> </tr> </tbody> </table> <p><input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain)</p>		Beginning capital account	Capital contributed during the year	Current year increase (decrease)	Withdrawals and distributions	Ending capital account	\$ <u>4393744</u>	\$ <u>125000</u>	\$ <u>4209774</u>	\$ (_____)	\$ <u>8728518</u>										
Beginning capital account	Capital contributed during the year	Current year increase (decrease)	Withdrawals and distributions	Ending capital account																	
\$ <u>4393744</u>	\$ <u>125000</u>	\$ <u>4209774</u>	\$ (_____)	\$ <u>8728518</u>																	

M Partner's state of residence (if a full-year Wisconsin resident, items N, O, and P do not apply)

N Check if partner's Wisconsin amount is determined by apportionment. Apportionment percentage %

O Check if partner's Wisconsin amount is determined by separate accounting.

P Check if the partner is a nonresident and filed Form PW-2 to opt out of pass-through entity withholding.

Q Check applicable boxes: Final 3K-1 Amended 3K-1

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law	(e) Wis. source amount (see instructions)
1 Ordinary business income (loss)	3043345	4475	3047820	
2 Net rental real estate income (loss)	257376		257376	
3 Other net rental income (loss)				
4 Guaranteed payments				
5 Interest income	442901		442901	
6 Ordinary dividends				
7 Royalties	637500		637500	
8 Net short-term capital gain (loss)				
9 Net long-term capital gain (loss)				
10a Net section 1231 gain (loss)	59495	578005	637500	
10b Portion of the amount on line 10a attributable to gains on sales of farm assets				
11 Other income (loss) (list):				
12 Section 179 deduction				

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under Wis. law	(e) Wis. source amount (see instructions)
13 Other deductions (list):				
14 Self-employment earnings (loss)				
15 a Schedule _____				
b Schedule _____				
c Schedule _____				
d Schedule _____				
e Schedule _____				
f Schedule _____				
g Schedule _____				
h Schedule _____				
i Schedule _____				
j Schedule _____				
k Schedule _____				
l Schedule _____				
m Schedule _____				
n Schedule _____				
o Tax paid to other states (1) _____				
(2) _____				
(3) _____				
p Wisconsin tax withheld				91677
16 Foreign transactions (list):				
17 Alternative minimum tax (AMT) items (list): post 1986 depreciation adj	200000		200000	
18 a Tax-exempt interest income				
b Other tax-exempt income				
c Nondeductible expenses (list):				
19 Distributions (list):				
20 Other information (list):				
21 a Related entity expense addback				
b Related entity expense allowable				
22 Income (loss)				
23 Gross income (before deducting expenses) from all activities			13668150	3157698

Part IV Partner's Share of Apportionment Factors (applies to partners that are corporations, partnerships, or LLCs)

(a) Indicate factor used	(b) Wisconsin	(c) Total company
24 First factor: sales	3157698	13668150
25 Second factor:		
26 Third factor:		