2011

Wisconsin Partnership Return

Form 3 Booklet

New for 2011:

- **Job Creation Deduction**
- **Relocated Business Deduction**
- **Community Rehabilitation Program Credit**
- **Beginning Farmer and Farm Asset Owner Credit**

Remember to file these with Form 3:

- Schedule 3K-1 for each partner
- A copy of your federal return, including supporting schedules
- Any extension of time to file
- Any other required forms or schedules, such as Schedule RT or Schedule CR

Do not staple attachments to your return. File electronically or use paper clips to submit these items.

Don't forget about use tax!
The partnership may owe use tax if it purchased tangible personal property or certain services for storage, use, or consumption in Wisconsin without paying a state sales or use tax. See page 6 for details.

Go Electronic!

Fast ● Accurate ● Secure

File Form 3 through the Federal/State E-Filing Program. With approved third party software, you can file Form 3 along with other Wisconsin and federal returns in a single filing. Or, you may use Federal/State E-Filing to file Form 3 separately. See *Filing Methods* on page 3 for details.

Visit us online at

www.revenue.wi.gov to…

- Obtain tax forms and instructions.
- Get answers to frequently asked questions (FAQs).
- Find out which third-party software you can use to file Form 3 electronically.
- Register for electronic funds transfer.
- Check out the *Wisconsin Tax Bulletin* quarterly newsletter.
- Read Department of Revenue publications which explain specific topics in detail.
- Register to receive e-mail news about new laws and procedures.
- Determine which e-mail address or telephone number to use to contact the Department about a specific question.

This booklet contains:

- Form 3 and Instructions
- Schedule 3K-1 and Instructions
- Partner's Instructions for Schedule 3K-1
- Form 4A-1, Wisconsin Apportionment Data for Single Factor Formulas and Instructions

Purpose of Form 3

Partnerships, including limited liability companies (LLCs) treated as partnerships, use Form 3 to report their income, gains, losses, deductions, and credits. Additionally, use Form 3, to compute the partnership's economic development surcharge.

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General Instructions for Form 3

Who Must File Form 3

Every partnership and limited liability company treated as a partnership with income from Wisconsin sources, regardless of the amount, must file Form 3. For example, a partnership must file a return if it has income from:

- Business transacted in Wisconsin,
- Personal or professional services performed in Wisconsin,
- Real or tangible personal property located in Wisconsin,
- A covenant not to compete, if that covenant was based on a Wisconsin-based activity, or
- Wisconsin lottery prizes, including income from the sale of or purchase and subsequent sale or redemption of lottery prizes if the winning tickets were originally bought in Wisconsin.

The Department of Revenue may also require a partnership with Wisconsin resident partners to file a Wisconsin partnership return even though it has no Wisconsin business or income. For example, an out-of-state partnership that does no business in Wisconsin, has no property in Wisconsin, and has no income from Wisconsin sources may be requested to file a partnership return to enable the Department of Revenue to compute a Wisconsin resident partner's Wisconsin tax liability.

Exceptions: The following partnerships and limited liability companies are not required to file Form 3:

- A syndicate, pool, joint venture, or similar organization that isn't required to file a federal partnership return because it has elected under Internal Revenue Code (IRC) section 761(a) not to be treated as a partnership for federal income tax purposes may make a similar election for Wisconsin purposes. To make the election, attach a copy of the federal election statement to the Form 3 filed with the Department of Revenue for the year of election.
- If the Wisconsin election is made, the organization generally won't have to file Form 3 except for the year of election. However, the Department of Revenue may require the organization to file a return so that a partner's Wisconsin tax liability may be computed.
- Publicly traded partnerships treated as corporations under IRC section 7704 must file Wisconsin Form 4 or 5 instead of Form 3.
- Limited liability companies treated as corporations for federal income tax purposes must file Wisconsin Form 4 or 5 instead of Form 3.
- Single member limited liability companies that are disregarded as separate entities under IRC section 7701 are disregarded as separate entities for Wisconsin purposes. The member is required to include the income and expenses of the limited liability company on the member's return.
- Common trust funds are treated as fiduciaries under Wisconsin law and must file Wisconsin Form 2 instead of Form 3.

Definitions

Partnership. A partnership is an association of two or more persons to carry on as co-owners a trade or business for profit. The term "partnership" includes a limited partnership, registered limited liability partnership, syndicate, group, pool, joint venture, or other unincorporated organization, through or by means of which any business, financial operation, or venture is carried on, and is not, within the meaning of the Wisconsin income tax law, a corporation, trust, estate, or sole proprietorship.

Limited Partnership. A limited partnership is formed under a state limited partnership law and composed of at least one general partner and one or more limited partners.

Registered Limited Liability Partnership. A registered limited liability partnership (LLP) is formed under Wisconsin limited liability partnership law and registered under sec. 178.40, Wis. Stats. Generally, a partner in an LLP isn't personally liable for the debts of the LLP or any other partner.

Foreign Registered Limited Liability Partnership. A foreign limited liability partnership is formed pursuant to an agreement governed by the laws of a state other than Wisconsin or another country and registered under the laws of that jurisdiction.

General Partner. A general partner is a partner who is personally liable for partnership debts.

Limited Partner. A limited partner is a partner whose personal liability for partnership debts is limited to the amount of money or other property that the partner contributed or is required to contribute to the partnership. **Note:** A partner who has the authority to act for or bind the partnership in any way or to participate in any way in the management or business affairs of the partnership, or both, is deemed to be a general partner, even if the person is defined as a limited partner in the partnership agreement.

Limited Liability Company. A limited liability company (LLC) is an entity formed under state law by filing articles of organization as an LLC. Unlike a partnership, none of the members of an LLC are personally liable for its debts. However, members or other persons may be personally liable for the payment of taxes based on their responsibilities or actions.

An LLC may be classified for federal income tax purposes as a partnership, a corporation, or as an entity disregarded as a separate entity from its owner. If an LLC is classified as a partnership for federal income tax purposes, it is treated as a partnership for Wisconsin purposes. An LLC classified as a corporation for federal income tax purposes is treated as a corporation by Wisconsin. An LLC disregarded as a separate entity for federal income tax purposes is also disregarded as a separate entity for Wisconsin income tax purposes. For more information, obtain Wisconsin Publication 119, *Limited Liability Companies (LLCs)*.

When and Where to File

A partnership must file its return with the Wisconsin Department of Revenue by the 15th day of the 4th month following the close of its taxable year.

Extensions. Any extension allowed by the Internal Revenue Service (IRS) for filing the federal return automatically extends the Wisconsin due date, if you file a copy of the federal extension with your Wisconsin return. If you aren't requesting a federal extension, but you need additional time to file your Wisconsin return, you may obtain an extension available to partnerships under federal law. To receive the Wisconsin extension, include with your Wisconsin return a completed copy of the appropriate federal extension form or a statement explaining which federal extension provision you are using.

The IRS allows an extension period of five months. This same extension period applies to Wisconsin partnership returns.

Filing Methods. Partnerships are required to file tax returns electronically and may file electronically through the Federal/State E-Filing Program. For a list of software vendors participating in this program, visit the Department's web page at www.revenue.wi.gov/eserv/corp/third.html.

If it is not possible to file the return electronically, a waiver must be obtained in order to file a paper return. More information is available from the Department's web page at http://www.revenue.wi.gov/taxpro/news/110727b.html If an electronic filing waiver is approved, file your return on paper using these mailing instructions:

- **Do not fasten, staple or bind the pages of your return.** Use paper clips instead.
- If you are submitting multiple returns, separate them with **colored separator sheets.**
- Use the mailing address shown on page 4 of the form.

Period Covered by Return and Accounting Methods

The return must cover the same period as the partnership's federal income tax return. File a 2011 Wisconsin return for calendar year 2011 or a fiscal year that begins in 2011.

If a partnership elects, under IRC section 444, to have a taxable year other than a required taxable year, that election also applies for Wisconsin. Unlike for federal purposes, the partnership doesn't have to make a required payment of tax as provided in IRC section 7519.

Figure ordinary income by the accounting method regularly used in maintaining the partnership's books and records. The method may include the cash receipts and disbursements method, an accrual method, or any other method permitted by the IRC in effect for Wisconsin. The method must clearly reflect income.

Disclosure of Related Entity Expenses and Reportable Transactions

A partnership may be required to separately disclose certain expenses paid, accrued, or incurred to a related entity. A partnership or a partnership's material advisor may also be required to separately disclose reportable transactions.

CAUTION: Wisconsin law provides that certain related entity expenses shall not be allowed as deductions if they are not timely disclosed as required by the Department of Revenue. Also, penalties may apply for failure to disclose reportable transactions to the Department.

Disclosure of Related Entity Expenses. If the partnership will be deducting more than $100,000 (after considering the effect of apportionment) of interest, rent, management fees, or intangible expenses paid, accrued, or incurred to a related person or entity, the corporation must generally file Schedule RT, Wisconsin Related Entity Expenses Disclosure Statement, with its franchise or income tax return. The Schedule RT instructions explain the reporting requirements.

However, even if you are not required to file Schedule RT, if you are taking deductions for interest, rent, management fees, or intangible expenses, paid, accrued, or incurred to related entities, you must add those expenses back to federal income as Wisconsin modification. If the expenses meet the tests for deductibility, you may subtract them out as subtraction modifications on Schedule 3K.

Partnership's Disclosure of Reportable Transactions. If a partnership was required to file federal Form 8886, *Reportable Transaction Disclosure Statement*, with the IRS and that form was required to be filed with the IRS after October 27, 2007, you must file a copy of Form 8886 with the Department of Revenue within 60 days of the date you are required to file it for federal income tax purposes. Send a paper copy of Form 8886, separate from your Form 3, to the following address: Wisconsin Department of Revenue, Tax Shelters Program, PO Box 8958, Madison, WI 53708-8958.

See the instructions to federal Form 8886 to determine if you are required to file the form for federal purposes.

Material Advisor's Disclosure of Reportable Transactions. A "material advisor" means any person who provides any material aid, assistance, or advice with respect to organizing, managing, promoting, selling, implementing, insuring, or carrying out any reportable transaction (as defined in the U.S. Treasury Regulations) and who, directly or indirectly, derives gross income from providing such aid, assistance, or advice in an amount that exceeds the threshold amount.

For a material advisor providing advice to an entity and not an individual, the "threshold amount" is any of the following:

- $25,000 if the reportable transaction is a listed transaction (as defined in the U.S. Treasury Regulations).
- $250,000 if the reportable transaction is not a listed transaction.

For a material advisor providing advice to an individual, the "threshold amount" is any of the following:

- $10,000 if the reportable transaction is a listed transaction (as defined in the U.S. Treasury Regulations).
- $50,000 if the reportable transaction is not a listed transaction.

A material advisor that is required to disclose a reportable transaction to the IRS after October 27, 2007, must file a copy of the disclosure with the Department of Revenue within 60 days of the date it is required for federal income tax purposes, if the reportable transaction affects the taxpayer's Wisconsin income or franchise tax liability. For federal purposes, the form required for this disclosure is Form 8918.

If you are required to file Form 8918 for federal income tax purposes and the reportable transaction to which the form relates affects the taxpayer's Wisconsin income or franchise tax liability, send a paper copy, separate from Form 3, to the following address: Wisconsin Department of Revenue, Tax Shelters Program, PO Box 8958, Madison, WI 53708-8958.

Internal Revenue Service Adjustments and Amended Returns

Internal Revenue Service Adjustments. If a partnership's federal tax return is adjusted by the IRS and such adjustments affect the Wisconsin net tax payable, the amount of a Wisconsin credit, a Wisconsin net operating loss carryforward, or a Wisconsin capital loss carryforward of a partner, you must report such adjustments to the Department of Revenue within 90 days after they become final.

In addition, each partner must file an amended Wisconsin income tax return reporting his, her, or its share of each adjustment made by the IRS to the partnership return. Each partner must file an amended Schedule 3K-1 with the amended return filed.

Amended Returns. If the partnership and the partners file amended federal returns and the changes affect the Wisconsin net tax payable, the amount of a Wisconsin credit, a Wisconsin net operating loss carryforward, or a Wisconsin capital loss carryforward of a partner, both the partnership and the partners must file amended Wisconsin returns with the Department of Revenue within 90 days after filing the amended federal returns.

To file an amended Wisconsin return, use Form 3 and check item F on the front of the return. Provide an explanation of any changes made. If the change involves an item of income, deduction, or credit that you were required to support with a form or schedule on your original return, include the corrected form or schedule with your amended return. In addition include amended Schedules 3K-1 and provide copies to the partners to file with their amended Wisconsin returns.

Economic Development Surcharge

Partnerships, including limited liability companies (LLCs) treated as partnerships, use Form 3, Part I, to compute and pay the economic development surcharge.

Who Must File. Partnerships, including LLCs treated as partnerships, must pay the economic development surcharge if they –

- Derive income from business transacted, property located, or services performed in Wisconsin, and
- Have $4 million or more of gross receipts (as defined below) for federal income tax purposes.

Who Is Not Required to File. Syndicates, pools, joint ventures, or similar organizations that have elected not to be treated as partnerships under IRC section 761(a) aren't subject to the economic development surcharge and don't need to fill out Part I. A single-owner LLCs that are disregarded as separate entities are not required to fill out Part I. The owner is required to include the income and expenses of the disregarded entity when computing the owner's surcharge due.

Definitions Applicable to Partnerships. *Farming* – Farming is the cultivation of land or the raising or harvesting of any agricultural or horticultural commodity including the raising, shearing, feeding, caring for, training, and management of animals. Trees, other than trees bearing fruit or nuts, aren't treated as an agricultural or horticultural commodity. Raising or harvesting Christmas trees isn't considered farming.

Gross Receipts – A partnership uses its total "gross receipts" from both nonfarm trade or business activities and farm activities to determine whether the economic development surcharge applies. Gross receipts of partnerships are total receipts or sales from all trade or business activities and farming reportable by partnerships for federal income tax purposes, before deducting returns and allowances or any other business expenses. Trade or business activities are determined at the partnership level, without regard to the passive activity limitations that may apply to a partner. Gross receipts include the sum of the following amounts reportable on federal Form 1065 or its accompanying schedules:

- Gross receipts or sales reportable on federal Form 1065, line 1a,
- Gross receipts passed through from other partnerships and fiduciaries,
- The gross sales price from the sale or disposition of business assets,
- Gross receipts from the rental of real or tangible personal property,
- Gross receipts includable in computing other income or loss on federal Form 1065, line 7, and
- The total receipts or sales from federal Schedule F, Profit or Loss From Farming.

Note: When determining gross receipts, include interest and dividends from trade or business activities, such as interest and dividends received by partnerships that are dealers or traders in securities. Gross receipts don't include interest and dividends from a partnership's nonbusiness investment activities. *However*, if the partnership has $4 million or more of gross receipts from trade or business activities, you must include any income or loss from investment activities in the partnership's net business income when figuring the amount of surcharge owed.

Net Business Income – A partnership is subject to the economic development surcharge based on its "net business income." This is the amount reported on the partnership's Wisconsin Form 3, Schedule 3K, line 22, column (d). **Exception:** For partnerships engaged in both farming and nonfarming activities, exclude net farm profit or loss from the amount reported on Form 3, Schedule 3K, line 22, column (d), when calculating "net business income."

Caution: The due date for **paying** the economic development surcharge is explained below.

Payment of Economic Development Surcharge. The economic development surcharge **must be** paid by the 15th day of the 4th month following the close of the taxable period, regardless of the due date of the return. An extension for filing Form 3 doesn't extend the time to pay the economic development surcharge. Interest will be charged on the surcharge not paid by the 15th day of the 4th month following the close of the taxable year. You can avoid the 1% per month interest charges during the extension period by paying the surcharge due by that date. Submit your payment electronically. If a waiver has been granted, submit your payment with Wisconsin Form 3-ES, *Wisconsin Partnership Estimated Economic Development Surcharge Voucher*.

Payment of Estimated Economic Development Surcharge. If a partnership's economic development surcharge is $200 or more, it generally must make quarterly estimated economic development surcharge payments electronically using My Tax Account, https://tap.revenue.wi.gov/#1, or by using Wisconsin Form 3-ES. Failure to make required estimated economic development surcharge payments may result in an interest charge. To obtain Form 3-ES and its instructions, call (608) 266-1961 or download them from the Department's web site at www.revenue.wi.gov/html/taxpart11.html.

Internal Revenue Service Adjustments and Amended Returns. If your federal partnership return is adjusted and the adjustments affect your Wisconsin economic development surcharge payable, you must report such adjustments to the Department of Revenue by filing an amended Form 3, including a copy of the federal audit report, within 90 days after they become final. If you file an amended federal partnership return and the changes affect your Wisconsin economic development surcharge payable, you must file an amended Form 3 with the Department of Revenue within 90 days after filing the amended federal return. Send your amended Form 3 to the Wisconsin Department of Revenue, PO Box 8908, Madison, WI 53708-8908. Don't attach amended returns to other tax returns that you are filing.

For more information, see Publication 400, *Wisconsin's Economic Development Surcharge*.

Partnerships Having Nonresident Partners

A partnership that has one or more nonresident partners is generally required to pay pass-through entity withholding. Additionally, the partnership may file a composite individual income tax return on behalf of qualifying nonresident individual partners.

Pass-Through Entity Withholding. A partnership is generally required to pay withholding tax on its distributable income which is allocable to a nonresident partner. A nonresident partner includes:

- An individual who is not domiciled in Wisconsin;
- A partnership, limited liability company, or corporation whose commercial domicile is outside Wisconsin; and
- An estate or trust that is a nonresident under sec. 71.14(1) to (3m), Wis. Stats.

However, withholding is not required on behalf of the following nonresident partners:

- A partner who is not otherwise subject to Wisconsin income or franchise tax (such as a 501(c)(3) organization with no unrelated business taxable income).
- A partner whose share of income from the partnership is less than $1,000.
- A partner who completes Form PW-2, *Wisconsin Nonresident Partner, Member, Shareholder, or Beneficiary Withholding Exemption Affidavit*, and provides Part 2 of Form PW-2 to the partnership. The completed Form PW-2 must be pre-approved by the Department of Revenue. See the Form PW-2 instructions for details.

A pass-through entity is required to pay quarterly estimated withholding tax on a nonresident member's share of income attributable to Wisconsin. The pass-through entity must make quarterly payments of withholding tax on or before the 15th day of the 3rd, 6th, 9th, and 12th month of the taxable year. You make the estimated withholding tax payments electronically. If you obtained a waiver from electronic payment, use Form PW-ES, *Wisconsin Pass-Through Entity Withholding Estimated Payment Voucher*, to make the estimated withholding tax payments.

The partnership must also file Form PW-1, *Wisconsin Nonresident Income or Franchise Tax Withholding on Pass-Through Entity Income*, annually to report estimated withholding tax paid and to pay any additional withholding tax due on behalf of its nonresident partners. Form PW-1 is due with payment by the 15th day of the 4th month following the close of the partnership's taxable year. See the Form PW-1 instructions for details of the filing procedures.

Composite Return for Nonresident Individual Partners. A partnership that has two or more nonresident individual partners who derive no taxable income or deductible loss from Wisconsin other than their distributive shares from the partnership may file a composite individual income tax return on behalf of those partners. The partnership files this return on Form 1CNP, *Composite Individual Income Tax Return for Nonresident Partners*.

Individuals that are fiscal year filers or part-year Wisconsin residents may not participate in the composite return. No tax credits are allowed on the composite return other than a credit for pass-through entity withholding tax paid on behalf of each participating partner. Additionally, participating partners cannot claim the IRC section 199 deduction or any amounts deductible as itemized deductions on the composite return.

Partners that do not qualify to participate in the composite return must file a separate Wisconsin return to report the income from the partnership.

For more information on eligibility for composite filing and composite filing procedures, see the Form 1CNP instructions.

Schedules 3K-1 and Information Returns

Schedules 3K-1. The partnership must submit a Schedule 3K-1 for each of its partners along with its Form 3. The Department is no longer accepting Schedules 3K-1 on magnetic media. File them using electronic transfer. You may obtain specifications on the Department's web site at www.revenue.wi.gov/eserv/w-2.html.

Information Returns for Miscellaneous Income. If the partnership paid $600 or more in rents, royalties, or certain nonwage compensation to one or more individuals, the partnership must file an information return to report those payments. You may use Wisconsin Form 9b, *Miscellaneous Income*, or you may use federal Form 1099 instead of Form 9b. For more information, see the Form 9b instructions.

Wisconsin Use Tax

The partnership may be liable for use tax. Use tax is the counterpart of sales tax. All tangible personal property, certain coins and stamps, certain leased properties affixed to real estate, certain digital goods, and selected services, taxable under Wisconsin's sales tax law, which are stored, used, or consumed in Wisconsin, are subject to use tax if the proper sales tax is not paid. Examples of purchases that frequently result in a use tax liability include the following:

- Mail order and Internet purchases. You owe Wisconsin use tax if you buy such items as computers, furniture, or office supplies from a vendor who is not registered to collect Wisconsin tax.
- Inventory. If you purchase inventory items without tax for resale, and then use these items instead of selling them, you owe use tax.
- Give-aways. Generally, if you purchase items without tax and then give them away in Wisconsin, you owe use tax.

If you hold a seller's permit, use tax certificate, or consumer's use tax certificate, report your use tax on your sales and use tax return, Form ST-12. Otherwise, complete and file Form UT-5 to report use tax.

For more information on use tax, visit the Department's web site at www.revenue.wi.gov/html/sales.html, call (608) 266-2776, e-mail sales10@revenue.wi.gov, or write to the Wisconsin Department of Revenue, Mail Stop 5-77, PO Box 8902, Madison, WI 53708-8902.

Obtaining Forms and Assistance

If you need forms or publications, you may:

- Download them from the Department's Internet web site at www.revenue.wi.gov
- Request them online at www.revenue.wi.gov/faqs/pcs/forms.html
- Call (608) 266-1961
  (Telephone help is also available using TTY equipment. Call the Wisconsin Telecommunications Relay System at 711 or, if no answer, (800) 947-3529. These numbers are to be used only when calling with TTY equipment.)
- Call or visit any Department of Revenue office.

If you need help in preparing a partnership tax return, you may:

- E-mail your question to income@revenue.wi.gov.
- Send a FAX to (608) 267-1030.
- Call (608) 266-2772.
- Write to the Customer Service and Education Bureau, Wisconsin Department of Revenue, Mail Stop 5-77, PO Box 8949, Madison, WI 53708-8949.
- Call or visit any Department of Revenue office.

Conformity With Internal Revenue Code and Exceptions

The Wisconsin income and franchise tax law applicable is based on the federal Internal Revenue Code (IRC). The IRC generally applies for Wisconsin purposes at the same time as for federal purposes. For taxable years beginning on or after January 1, 2011, Wisconsin's definition of the IRC is the IRC as of December 31, 2010 with numerous exceptions. Some of the exceptions are listed below followed by a listing of the IRC provisions that Wisconsin does follow.

Note: The exceptions and provisions adopted by Wisconsin listed below are those in effect as of the publication date of these instructions. It is possible that subsequent changes in Wisconsin law may add or eliminate some exceptions applicable to taxable years beginning in 2011.

Depreciation and Section 179 Expensing

If the corporation has depreciation deductions or section 179 expense deductions, it is very likely that the amount of deduction will be different for Wisconsin purposes than for federal purposes. This is because in general, Wisconsin did not adopt any federal depreciation or amortization provisions enacted for taxable years beginning on or after January 1, 2001.

Depreciation or Amortization Provisions Enacted After December 31, 2000. For Wisconsin purposes, depreciation or amortization is determined under the provisions of the IRC in effect on December 31, 2000. For example, the following provisions do not apply for Wisconsin purposes because they were enacted after December 31, 2000:

- 30% bonus depreciation (sec. 101 of P.L. 107-147, sec. 201 of P.L. 108-27, sec. 403(a) of P.L. 108-311)
- 50% bonus depreciation (sec. 201 of P.L. 108-27)
- Accelerated depreciation for Indian reservation property (sec. 316 of P.L. 108-311)
- Modification of application of income forecast method of depreciation (sec. 242 of P.L. 108-357)
- Special expensing provisions for film and television productions (sec. 244 of P.L. 108-357)
- Special rules on depreciation for aircraft (sec. 336 of P.L. 108-357)
- Modification of placed in service rule for bonus depreciation (sec. 337 of P.L. 108-357)
- Expansion of limitation on depreciation of certain passenger automobiles (sec. 910 of P.L. 108-357)
- Treatment of electric transmission property as 15-year property (sec. 1308 of P.L. 109-58)
- Expansion of amortization for certain atmospheric pollution control facilities (sec. 1309 of P.L. 109-58)
- Special expensing provisions for equipment used in refining liquid fuels (sec. 1323 of P.L. 109-58)
- Natural gas distribution lines treated as 15-year property (sec. 1325 of P.L. 109-58)
- Natural gas gathering lines treated as 7-year property (sec. 1326 of P.L. 109-58)
- Special rules for amortization of geological and geophysical expenditures (sec. 1329 of P.L. 109-58, sec. 503 of P.L. 109-222)
- Extension for placed in service rules for bonus depreciation for taxpayers affected by Hurricane Katrina, Rita, and Wilma (sec. 105 of P.L. 109-135)
- Election to amortize musical works and copyrights over a 5-year period (sec. 207 of P.L. 109-222)
- Extension for the increase in section 179 expensing limit and phase out threshold (sec. 201 of P.L. 111-147)
- Increase in section 179 dollar limit and phase-out threshold (sec. 2021 of P.L. 111-240)

Section 179 Expense Limitations. For Wisconsin purposes, different maximum amounts and phase-out thresholds apply than for federal purposes. Additionally, off-the-shelf computer software is not considered qualifying property for Wisconsin purposes, although it is qualifying property for federal purposes.

CAUTION: For assets first placed in service in taxable years beginning on or after January 1, 2001, you must compute depreciation or amortization under the Internal Revenue Code as amended to December 31, 2000.

In general, the maximum section 179 expense and phase out threshold amounts for taxable years beginning in 2011 are as follows:

Section 179 Property in General		
	Wisconsin Law	**Federal Law**
Maximum Section 179 Expense	$25,000	$500,000
Phase-out Threshold (Amt. of qualifying property)	$200,000	$2,000,000

Other Exceptions to Internal Revenue Code

The following federal provisions in effect as of December 31, 2010, are specifically excluded for Wisconsin franchise and income tax purposes:

Small Business Stock. For federal purposes, an exclusion is allowed for 50% of the gain from the sale or exchange of qualified small business stock issued after August 10, 1993, and held for more than 5 years (sec. 13113 of P.L. 103-66). For Wisconsin purposes, this section does not apply.

Installment Method for Accrual Basis Taxpayers. For federal purposes, accrual basis taxpayers may report income from an installment sale under the installment method (P.L. 106-573). For Wisconsin purposes, accrual basis taxpayers cannot use the installment method. Gain from the sale of property must be recognized the year of the sale. This does not apply to dispositions of property used or produced in farming or for certain dispositions of timeshares or residential lots.

Domestic Production Activities Deduction. For federal tax purposes, taxpayers may claim a deduction against gross income equal to a percentage of its qualified production activities income or its taxable income without regard to the deduction. For taxable years beginning after December 31, 2004, and before January 1, 2009, the federal domestic production activities deduction also applied for Wisconsin income and franchise tax purposes. Effective for taxable years beginning on or after January 1, 2009, the domestic production activities deduction will no longer apply for Wisconsin purposes (sec. 102 of P.L. 108-357).

Provisions of the Internal Revenue Code Adopted for Wisconsin Purposes:

- Section 209 of P.L. 109-222 and section 425 of Division A of P.L. 109-432 relating to loans to continuing care facilities.
- Section 844 of P.L. 109-280 relating to the treatment of annuities and life insurance contracts with a long-term care insurance feature.
- Section 117 of Division A of P.L. 109-432 relating to the extension of Archer medical savings accounts.
- Section 406 of Division A of P.L. 109-432 relating to whistleblower reforms.
- Section 409 of Division A of P.L. 109-432 relating to Superfund settlement funds.
- Section 410 of Division A of P.L. 109-432 relating to the active business test.
- Section 412 of Division A of P.L. 109-432 relating to capital gains treatment for self-created musical works.
- Section 417 of Division A of P.L. 109-432 and section 113 of P.L. 110-245 relating to gain on the sale of residence by members of the intelligence community.
- Section 418 of Division A of P.L. 109-432 relating to sales of property by judicial officers.
- Section 424 of Division A of P.L. 109-432 relating to unrelated business income for charitable remainder trusts.
- Section 403 of Division C of P.L. 109-432 relating to sale of mineral and geothermal rights to tax-exempt entities.
- Section 8215 of P.L. 110-28 relating to husband and wife partnership election.
- Section 8231 of P.L. 110-28 relating to eliminating gains from sales or exchanges of stock or securities from passive investment income of S-corporations.
- Section 8232 of P.L. 110-28 relating to treatment of bank director shares of S-corporation bank stock.
- Section 8234 of P.L. 110-28 relating to sale of interest in qualified subchapter S subsidiary.
- Section 8236 of P.L. 110-28 relating to interest deduction for electing small business trusts.
- P.L. 110-141 relating to payments from the Hokie Spirit Memorial Fund.
- Section 4 of P.L. 110-142 relating to cooperative housing pass-through treatment of interest and real estate taxes.
- Section 7 of P.L. 110-142 relating to the capital gain exclusion on sale of principal residence by surviving spouse.
- P.L. 110-172, except sections 3(b) and 11(b), (e), and (g), relating to technical corrections.
- Section 110 of P.L. 110-245 relating to gain on the sale of residence by Peace Corps volunteers.
- Section 4 of P.L. 110-246 relating to the repeal of P.L. 110-234.
- Sections 15312 – 15314 of P.L. 110-246 relating to Timber Real Estate Investment Trusts.
- Section 15316 of P. L. 110-246 relating to tax credit bonds.
- Section 15342 of P.L. 110-246 relating to the exchange of water rights.
- Sections 3031 – 3033, 3041, 3051, 3052, and 3061 of P.L. 110-289 relating to Real Estate Investment Trust income and asset tests.
- Section 3092 of P.L. 110-289 relating to nonqualified use of a principal residence.
- Section 3093 of P.L. 110-289, section 15 of P.L. 111-92 , and section 551 of P.L. 111-147 relating to delay in application of worldwide allocation of interest.

- Section 9 of P.L. 110-317 relating to the limitation on funeral trusts.
- Sections 116 and 208 of Division B of P.L. 110-343 relating to publicly traded partnership income treatment of alternative fuels.
- Section 211 of Division B of P.L. 110-343 relating to transportation fringe benefit to bicycle commuters.
- Section 301 of Division B of P.L. 110-343 relating to qualified energy conservation bonds.
- Section 313 of Division C of P.L. 110-343 relating to zone academy bonds.
- Section 504 of Division C of P.L. 110-343 relating to Exxon Valdez settlements.
- P.L. 110-351 relating to the uniform definition of a child.
- Sections 1261 and 1262 of Division B of P.L. 111-5 relating to the repeal of Internal Revenue Service Notice 2008-83, which affects section 382 of the Internal Revenue Code.
- Sections 1401, 1402, 1521, 1522, and 1531 of Division B of P.L. 111-5 relating to recovery zone economic development and facility bonds, tribal economic development bonds, school construction bonds, zone academy bonds, and Build America bonds.
- Section 1541 of Division B of P.L. 111-5 relating to the pass through of tax credit bonds by regulated investment companies.
- Section 14 of P.L. 111-92 relating to military base realignment and closure.
- Section 301 of P.L. 111-147 relating to tax credit bonds treated as Build America bonds.
- Sections 531-533 of P.L. 111-147 relating to foreign trusts.
- Section 1322 of P.L. 111-148 relating to non-profit health insurers.
- Section 1515 of P.L. 111-148 relating to qualified health plan benefits under cafeteria plans.
- Section 9003 of P.L. 111-148 relating to disallowing over-the-counter medicine expenses under a flexible spending arrangement.
- Section 9021 of P.L. 111-148 relating to an income exclusion for Indian health care benefits.
- Section 9022 of P.L. 111-148 relating to cafeteria plans of small employers.
- Section 10108 of P.L. 111-148 relating to an income exclusion for free-choice vouchers to purchase a health plan.
- Section 10908 of P.L. 111-148 relating to loan repayments for health care professionals.
- Section 10909 of P.L. 111-148 relating to the income exclusion for employer-provided adoption assistance.
- Section 1407 of P.L. 111-152 relating to delay in effective date for elimination of the deduction of the subsidy for employers who maintain prescription drug coverage for retirees.
- P.L. 111-192 relating to qualified retirement plans.
- Section 1601 of P.L. 111-203 relating to the section 1256 mark-to-market requirements.
- Section 215 of P.L. 111-226 relating to the treatment of foreign subsidiary redemptions.
- Section 217 of P.L. 111-226 relating to the 80/20 rule for interest and dividends paid by a corporation.
- Section 2014 of P.L. 111-240 relating to the recognition period for S-corporation built-in gain tax.
- Section 2043 of P.L. 111-240 relating to documentation for claiming cell phones as a business expense.
- Section 2111 of P.L. 111-240 relating to allowing a section 457(b) plan to add a designated Roth account and allow rollovers to that account.
- Section 2112 of P.L. 111-240 relating to the treatment of rollovers from a section 401(k) or section 403(b) to a designated Roth account.
- Section 2113 of P.L. 111-240 relating to split annuity contracts.
- P.L. 111-325 relating to a Regulated Investment Company.

How to Report Differences

You must report any differences between federal income and income for Wisconsin purposes in Schedule 3K, column c. For differences relating to depreciation and amortization, you must prepare schedules detailing the differences between the federal and Wisconsin computations and submit them with your return.

Specific Instructions for Form 3

If you are filing federal Form 1065-B with the Internal Revenue Service, special instructions apply which are not covered here. For the special instructions, go to the Frequently Asked Questions on the Department of Revenue web site at www.revenue.wi.gov/faqs/index-b.html and click on the link for "Partnerships."

Items A Through L

Before completing items A. through L, fill in the partnership's 2011 taxable year at the top of the form and the partnership's name and address. The name and address information should be written on single lines. Do not stack the information on the lines. If more room is needed, abbreviate where possible.

Do not write "None" on the amount lines if there is not an entry for the lines. Instead, leave the lines blank.

- **A. Federal Employer Identification Number –** Enter the partnership's federal employer identification number (EIN).

- **B. Business Activity (NAICS) Code –** Enter the partnership's principal business activity code, based on the North American Industry Classification System (NAICS), from your federal return.

- **C. State of Formation and Year –** Enter the 2-letter postal abbreviation for the state (or name of the foreign country) under whose laws the partnership was organized and the year of formation.

- **D. Entity Type –** Check the space indicating which type of entity is filing this return. If your entity is not one of the types listed, check the space next to "Other" and indicate the type of entity.

- **E. Extended Due Date –** If the partnership has an extension of time to file its Wisconsin return, check here and enter the extended due date.

- **F. Amended Return –** If this is an amended return, check here. Circle or clearly underline the line number of the lines you are changing and submit a detailed explanation of the changes made, including any supporting form or schedule.

- **G. Filing Form 1CNP –** Check here if the partnership is filing a composite Wisconsin individual income tax return, (Form 1CNP) on behalf of its qualified and participating nonresident partners.

- **H. Schedule RT Required –** Check here if the partnership is filing Schedule RT, *Wisconsin Related Entity Expenses Disclosure Statement*, with its return. Schedule RT is generally required if the partnership pays, accrues, or incurs more than $100,000 of expenses to a related person or entity in the taxable year. See the Schedule RT instructions for details of the requirement to file Schedule RT.

- **I. Partnership Termination –** Check here if the partnership terminated during the taxable year.

- **J. Partnership Formation –** Check here if the partnership is filing its first partnership return.

- **K. Number of Partners –** Enter the total number of partners that the partnership had during the taxable year.

- **L. Number of Nonresident Partners –** Enter the total number of nonresident partners that the partnership had during the taxable year, including individuals, estates, and trusts not domiciled in Wisconsin and other partnerships, limited liability companies, and corporations whose commercial domicile is not in Wisconsin.

Part I Computation of Economic Development Surcharge

- **Line 1. Partnership Gross Receipts** – Enter the partnership's gross receipts (as defined earlier) reportable for federal income tax purposes.

  Note: If you have less than $4 million of gross receipts for federal income tax purposes, you aren't subject to the economic development surcharge.

- **Line 2. Net Business Income** – Enter the amount from the partnership's Wisconsin Form 3, Schedule 3K, line 22, column d.

  Exception: For partnerships engaged in farming activities, exclude net farm profit or loss from the amount reported on Form 3, Schedule 3K, line 22, column d, when calculating "net business income." If the partnership is engaged only in farming, enter zero on line 2.

  If you had a loss, enter the amount of loss as a negative on line 2, leave lines 3 and 4 blank, and enter $25 on line 5.

- **Line 3. Wisconsin Apportionment Percentage** – Unitary, multistate partnerships should complete 2011 Wisconsin Form 4A-1, *Wisconsin Apportionment Data for Single Factor Formulas*, or Form 4A-2, *Wisconsin Apportionment Data for Multiple Factor Formulas*, if applicable. Instructions for Form 4A-1 and Form 4A-2 are available on the Department's web site at http://www.revenue.wi.gov/html/formpub.html.

- **Line 4. Wisconsin Net Business Income** – Multiply the amount on line 2 by the percentage on line 3.

- **Line 5. Economic Development Surcharge** – Enter the greater of $25 or 0.2% (0.002) of the amount on line 4, but not more than $9,800. **Note:** If line 4 is zero, enter $25 on line 5.

- **Line 6. Estimated Economic Development Surcharge and/or Form WT-11 Payments** – Enter estimated economic development surcharge payments made using 2011 Wisconsin Form 3-ES or electronically. If the partnership had nonresident entertainer withholding paid

on its behalf from Form WT-11, *Nonresident Entertainer's Application and Receipt for Surety Bond, Cash Deposit, or Withholding by Employer*, enter the amount of withholding reported on Form WT-11 that had not been claimed on Form PW-*1, Wisconsin Nonresident Income or Franchise Tax Withholding on Pass-Through Entity Income*.

Caution: Do not include withholding from Form PW-1 on line 6. If the partnership has tax withheld on its behalf by a pass-through entity of which it is a member, the partnership must file its own Form PW-1 to obtain credit for the tax withheld.

■ **Line 7. Withholding from Form W-2G** – If the partnership has Wisconsin withholding from lottery prizes or other gambling winnings, enter the amount of Wisconsin withholding reported on Form W-2G for the partnership.

■ **Line 8. Amended Return - Amount Previously Paid -** Complete this line only if this is an amended 2011 Form 3. Fill in the amount of tax you paid with your original Form 3 plus any additional amounts paid after it was filed.

If you did not pay the full amount shown on your original Form 3, fill in only the portion that you actually paid. Also, include any additional tax that may have resulted if your original return was changed or audited. This includes additional tax paid with a previously filed 2011 amended return and additional tax paid as a result of a department adjustment to your return. Do not include payments of interest or penalties.

■ **Line 10. Amended Return - Amount Previously Refunded -** Complete this line only if this is an amended 2011 Form 3. Fill in the refund from your original 2011 return (not including the amount applied to your 2012 estimated tax).

If your refund was reduced because you owed underpayment interest or any penalties, fill in the amount of your refund before the reduction for underpayment interest or penalty. If your 2011 return was adjusted by the department, fill in the refund shown on the adjustment notice you received. If the adjustment notice shows a tax due rather than a refund, complete line 8 instead of line 10.

■ **Line 12. Underpayment Interest Due** – Enter any underpayment interest due from Wisconsin Form 3U, line 18.

A partnership that doesn't make estimated economic development surcharge payments when due may be subject to underpayment interest for the period of the underpayment. Generally, a partnership is subject to interest if its economic development surcharge liability is $200 or more, and it did not timely pay the smaller of (a) 90% of its surcharge liability for 2011, or (b) 100% of its prior year's surcharge.

Use Form 3U, *Underpayment of Estimated Economic Development Surcharge by Partnerships*, to determine if the partnership is subject to underpayment interest and, if so, to figure the amount owed.

■ **Line 13. Amount Due** – Pay electronically through My Tax Account. For information and for registering, visit the Department's web site at http://www.revenue.wi.gov/faqs/my_tax_account/

■ **Line 15. 2012 Estimated Economic Development Surcharge** – Enter the amount of any overpayment on line 14 that is to be credited to the partnership's 2012 estimated economic development surcharge. The balance of any overpayment will be refunded.

■ **Lines 17 and 18. Wisconsin Property and Total Company Property –** Enter the total amount of the company's real and tangible property located in Wisconsin and the company's total amount of real and tangible property everywhere. Use the cost basis of the property at the end of the year. Include the following types of property:

- Land
- Buildings
- Furniture and Fixtures
- Transportation equipment
- Machinery and other equipment
- Inventories

Include only property that is owned by the partnership; you do not need to include property you are renting.

■ **Lines 19 and 20. Wisconsin Payroll – Wisconsin Payroll and Total Company Payroll –** Enter the total amount of the company's payroll located in Wisconsin and the company's total amount of payroll everywhere. Include only amounts attributable to employees of the partnership. In the computation of payroll located in Wisconsin, include individuals that satisfy one or more of the following:

- The individual's service is performed entirely in Wisconsin.
- The individual's service is performed in and outside Wisconsin, but the service performed outside Wisconsin is incidental to the individual's service in Wisconsin.

- A portion of the individual's service is performed in Wisconsin and the base of operations of the individual is in Wisconsin.
- A portion of the individual's service is performed in Wisconsin and, if there is no base of operations, the place from which the individual's service is directed or controlled is in Wisconsin.
- A portion of the individual's service is performed in Wisconsin and neither the base of operations of the individual nor the place from which the service is directed or controlled is in any state in which some part of the service is performed, but the individual's residence is in Wisconsin.

■ **Lines 21 and 22. Wisconsin Sales and Total Company Sales–** Enter the amount of your Wisconsin sales. If **not** apportioning income, enter your **total** company sales. If apportioning income, enter your Wisconsin sales from Form 4A-1, Part I. For purposes of the sales factor, sales include, but aren't limited to, the following items related to the production of apportionable income:

- Gross receipts from the sale of inventory.
- Gross receipts from the operation of farms, mines, and quarries.
- Gross receipts from the sale of scrap or by-products.
- Gross commissions.
- Gross receipts from personal and other services.
- Gross rents from real property or tangible personal property.
- Interest on trade accounts and trade notes receivable.
- A member's share of a limited liability company's gross receipts or a partner's share of a partnership's gross receipts.
- Gross management fees.
- Gross royalties from income producing activities.
- Gross franchise fees from income producing activities.

"Gross receipts" means gross sales less returns and allowances, plus service charges, freight, carrying charges, or time-price differential charges incidental to the sales. Federal and state excise taxes, including sales and use taxes, are included as part of the receipts if the taxes are passed on to the buyer or included as part of the selling price.

Part II Schedule 3K – Partners' Distributive Share Items

Schedule 3K is a summary schedule of all the partners' shares of the partnership's income, deductions, credits, etc., as computed under Wisconsin law, similar to federal Schedule K.

■ **Column b. Federal Amount –** Enter the applicable amounts from federal Schedule K in column b of Schedule 3K. For dividends and the net long-term capital gain (loss) items reported on lines 6 and 9, use the totals from federal Schedule K.

■ **Column c. Adjustment –** Enter in column c any adjustments to the federal amount necessary to arrive at the amount under Wisconsin law. However, note the following:

- Do not exclude a nonresident or part-year resident partner's share of partnership items that are attributable to business transacted outside Wisconsin, services performed outside Wisconsin, or real or tangible personal property located outside Wisconsin. These adjustments will be made on the Schedule 3K-1 of each affected partner, as described later in the specific instructions for Schedule 3K-1.
- Do not make any adjustments on Schedule 3K (or on Schedule 3K-1) for an individual, estate, or trust partner's capital gain deduction or capital loss limitation. Instead, each partner will compute its own capital gain deduction or loss limitation on Wisconsin Schedule WD.

For any adjustments you enter in column c, you must prepare an explanation and submit it with your return. See the section that follows for examples of the adjustments that you are required to enter in column c.

Relocated Business Deduction – If you are eligible to claim the relocated business deduction, complete Schedule RB and enter the amount of business income eligible to be excluded from Wisconsin income from line 14 of Schedule RB as an adjustment on line 1, column c, of Schedule 3K and the amount from line 15 of Schedule RB on line 8, 9 or 10 of column c, of Schedule 3K.

Enter the amount of wages paid during the taxable year to employees who were residents of Wisconsin at the time the wages were paid and the total amount of wages paid by the business during the taxable year to all employees of the business as separate entries on line 20c of Schedule 3K. The partners will need this information to complete lines 1 and 2 of the Schedule RB. See the Schedule RB instructions for further information on the eligibility to claim the relocated business deduction.

Job Creation Deduction – If you are eligible to claim the job creation deduction, complete Schedule JC and enter the amount from line 7 of Schedule JC as an adjustment on line 1, column c, of Schedule 3K. See the Schedule JC instructions for further information on the eligibility to claim the job creation deduction.

■ **Column d. Wisconsin Amount –** Combine the amount in column b with any adjustment in column c and enter the result in column d.

Adjustments Reportable on Schedule 3K, Column c

You must make adjustments on Schedule 3K, column c in the following situations:

When a Provision of Federal Law Doesn't Apply for Wisconsin Purposes. You must make an adjustment if an amount in column b is computed under a provision of the IRC that was not adopted for Wisconsin purposes, as described earlier in these instructions. For gains and losses on sales of depreciable or amortizable assets, you will need to compute an adjustment amount in cases where your asset basis for federal purposes was different than your asset basis for Wisconsin purposes due to differences in depreciation and amortization.

These adjustments are often called "Schedule I adjustments" because individuals must report them on Wisconsin Schedule I.

Adjustments required because different elections are made for federal and Wisconsin purposes. Examples of different elections include the following:

- For assets placed in service in taxable years beginning before January 1, 2001, a partnership could compute depreciation or amortization under either the IRC in effect for the year for which the return was filed or the IRC as amended to a specific date, at the taxpayer's option. An asset placed in service before 2001 must continue to be depreciated or amortized under the method elected for Wisconsin purposes for the year in which it was placed in service.
- For property placed in service after December 31, 1982, a taxpayer that claimed investment tax credit for federal purposes could either (a) claim the full 10% credit and reduce the depreciable basis of the property by one-half of the credit, or (b) in the case of regular investment tax credit property, claim a reduced credit and depreciate the full cost of the property. A partnership that claimed the regular investment tax credit and reduced the depreciable basis of the property for federal purposes could compute depreciation on the full (unreduced) basis of the property for Wisconsin purposes.
- Wages that aren't deductible for federal purposes because they were used in computing the federal work opportunity tax credit may be deducted for Wisconsin purposes.

Adjustments Required for Modifications Prescribed in Wisconsin Law. Most modifications required to compute a partner's Wisconsin net income are computed by that partner rather than at the partnership level. This includes many of the modifications prescribed in sec. 71.05(6) to (12), (19), and (20), Wis. Stats. However, several types of modifications may be reportable by the partnership in column c. These modifications are described next.

Modifications Prescribed in Wisconsin Law

The following are examples of Wisconsin modifications that may be required in Schedule 3K, column c.

Tax Credit Amounts. Certain tax credits computed by the partnership are required to be added back to the partnership's ordinary income (line 1). These credits include the following:

- Manufacturing investment credit
- Dairy and livestock farm investment credit
- Film production credits
- Health Insurance Risk-Sharing Plan assessments credit
- Ethanol and biodiesel fuel pump credit
- Community rehabilitation program credit
- Development zones credits
- Economic development tax credit
- Technology zone credit
- Internet equipment credit
- Enterprise zone jobs credit
- Dairy manufacturing facility investment credit
- Jobs tax credit
- Meat processing facility investment credit
- Food processing plant and food warehouse investment credit
- Woody biomass harvesting and processing credit
- Water consumption credit
- Postsecondary education credit
- Community rehabilitation program credit
- Beginning farmer and farm asset owner credit

State Taxes. For Wisconsin purposes, state taxes and taxes of the District of Columbia that are value-added taxes, single business taxes, or taxes on or measured by all or a portion of net income, gross income, gross receipts, or capital stock are not deductible by partnerships.

Related Entity Expenses. A partnership must make an addition modification to "add back" interest, rental, or intangible expenses or management fees paid, accrued, or incurred to a related entity. After the partnership makes this addition modification, the partnership completes Schedule RT to determine if it is eligible for a deduction for any of the amount added back. The partnership then makes a subtraction modification in the amount for which it is eligible for a deduction.

See the Schedule RT instructions for further details of the expenses that require this modification and the specific cri-

teria that must be met in order to deduct related entity interest, rental, or intangible expenses or management fees.

The partnership reports the addition modifications for related entity expenses on Schedule 3K, line 21a. For the amount eligible for a deduction, the partnership enters the subtraction amount on Schedule 3K, line 21b. Additionally, these amounts must be reported as adjustments in column c on the lines to which the expenses relate. For example, if the related entity rental expense is an item of ordinary income, the modifications must also be reported on Schedule 3K, line 1, column c.

Income from Expenses Disallowed to Related Entity. If the partnership has interest, rental, or intangible income or management fees from a related entity, and that related entity was ineligible to claim a deduction for the interest, rental, or intangible expenses or management fees because it did not meet the criteria set forth in Schedule RT, the partnership may make a subtraction modification to exclude the income corresponding to the expense that the payor could not deduct. The partnership makes the subtraction on the line of Schedule 3K corresponding to the type of income being modified.

Pre-1987 Depreciation Differences. Certain differences in Wisconsin and federal depreciation that existed before 1987 are treated as modifications. For example, federal ACRS deductions weren't available for Wisconsin purposes for the following property placed in service during the 1986 taxable year: (a) residential real property, and (b) property used in farming, as defined in IRC section 464(e)(1), if the taxpayer's nonfarm Wisconsin adjusted gross income or gross farm profit exceeded specified amounts. Instead, such property had to be depreciated under a method permitted in the IRC as amended to December 31, 1980. This property must continue to be depreciated for Wisconsin purposes under the December 31, 1980, IRC.

Certain Basis Differences. Certain basis differences are treated as modifications. For example, for Wisconsin purposes, property taxes paid on vacant land had to be capitalized for 1964 and prior taxable years. A transitional adjustment must be made for this basis difference upon disposition of the property. Recompute the gain or loss on federal Form 4797 or federal Schedule D, as appropriate, by substituting the Wisconsin basis for the federal basis. Show the difference as a modification in column c.

Differences in Taxable Interest Income. If the tax-exempt interest income reported on line 18a, column b, includes any interest that is exempt for federal purposes but taxable by Wisconsin (such as state and local government bond interest) report this amount as an *addition* on line 5, column c, and as a *subtraction* on line 18a, column c.

If the interest income reported on line 5, column b, includes any interest from obligations of the United States government and its instrumentalities, do not subtract this amount on Schedule 3K, line 5, column c. Instead, identify this amount on a separate schedule for line 20c.

CAUTION: Do not subtract interest income from obligations of the United States government and its instrumentalities from interest income on Schedule 3K, line 5, column c. This income is taxable to partners who are subject to Wisconsin franchise tax.

Differences for Other Income and Expense Items. Income reported on line 18b that is exempt for federal purposes but taxable by Wisconsin is shown as a *subtraction* in column c. If more income is nontaxable for Wisconsin purposes than for federal purposes, show the additional amount of exempt income as an *addition*. The amount under Wisconsin law in column d is the amount of tax-exempt income for Wisconsin purposes.

Expenses on line 18c that are nondeductible federally but deductible for Wisconsin purposes are shown as *subtractions* in column c. If more expenses are nondeductible for Wisconsin purposes than for federal purposes, show the additional amount of nondeductible expenses as an *addition*. The amount under Wisconsin law in column d is the nondeductible expense for Wisconsin purposes.

Credits Reportable on Schedule 3K, Line 15

To determine if you are eligible for any of the credits in lines 15a through 15n, see Publication 123, *Business Tax Credits for 2010*, or refer to the instructions to the credit schedules referenced below. Except as otherwise indicated, you must file the credit schedule referenced below and required supporting documents with your Form 3 in order to claim the credits on Schedule 3K. Enter the abbreviation of the credit you are claiming next to the word "schedule" on line 15. The abbreviation for each credit is located in the upper left hand corner of the credit schedule and in parenthesis below. Use a separate line for each credit you are claiming. For example, if you are claiming the enterprise zone jobs credit, enter "EC" next to the "Schedule" line.

- **Manufacturing Investment Credit (MI) –** Enter the amount of manufacturing investment credit for which the partnership obtained certification from the Wisconsin Department of Commerce. Submit a copy of the Department of Commerce certification with the partnership's Form 3. The partnership is not required to complete Schedule MI.

- **Dairy and Livestock Farm Investment Credit (DI) –** Enter the dairy and livestock farm investment credit computed from Wisconsin Schedule DI, line 7.

- **Health Insurance Risk-Sharing Plan Assessments Credit (HI) –** Enter the Health-Insurance Risk Sharing Plan assessment credit computed from Schedule HI, line 4.

■ **Ethanol and Biodiesel Fuel Pump Credit (EB) –** Enter the ethanol and biodiesel fuel pump credit computed from Schedule EB, line 5.

■ **Development Zones Credit (DC) –** Enter the development zones credit computed from Wisconsin Schedule DC, line 5.

■ **Development Opportunity Zone Investment Credit (DC) –** Enter the development opportunity zone investment credit computed from Schedule DC, line 13.

■ **Development Zone Capital Investment Credit (DC)** – Enter the development opportunity zone or agricultural or airport development zone capital investment credit computed from Schedule DC, line 21.

■ **Economic Development Tax Credit (ED) –** Enter the economic development tax credit computed from Wisconsin Schedule ED, line 3.

■ **Technology Zone Credit (TC) –** Enter the technology zone credit computed from Wisconsin Schedule TC, line 6.

■ **Early Stage Seed Investment Credit (VC) –** Enter the early stage seed investment credit computed from Schedule VC, line 10.

■ **Angel Investment Credit (VC) –** Enter the angel investment credit computed from Schedule VC, line 4.

■ **Supplement to Federal Historic Rehabilitation Credit (HR) –** Enter the supplement to the federal historic rehabilitation tax credit computed from Wisconsin Schedule HR, line 5.

■ **Internet Equipment Credit (IE) –** Enter the Internet equipment credit computed from Wisconsin Schedule IE, line 3.

■ **Dairy Manufacturing Facility Investment Credit (DM) –** Enter the dairy manufacturing facility investment credit computed from Schedule DM, line 13.

■ **Dairy Cooperatives Credit (DM)** – Enter the dairy cooperatives credit computed from Schedule DM, line 14.

■ **Meat Processing Facility Investment Credit (MP) –** Enter the meat processing facility investment credit computed from Schedule MP, line 7.

■ **Enterprise Zone Jobs Credit (EC) –** Enter the enterprise zone jobs credit computed from Schedule EC, line 3.

■ **Film Production Services Credit (FP) –** Enter the film production services credit computed from Schedule FP, line 3.

■ **Film Production Company Investment Credit (FP) –** Enter the film production company investment credit computed from Schedule FP, line 6.

■ **Food Processing Plant and Food Warehouse Investment Credit (FW) –** Enter the food processing plant and food warehouse investment credit computed from Schedule FW, line 7.

■ **Jobs Tax Credit (JT) –** Enter the jobs tax credit computed from Schedule JT, line 5.

■ **Postsecondary Education Credit (PE) –** Enter the postsecondary education credit computed from Schedule PE, line 5.

■ **Woody Biomass Harvesting and Processing Credit (WB) –** Enter the woody biomass harvesting and processing credit computed from Schedule WB, line 5.

■ **Water Consumption Credit (WC) –** Enter the water consumption credit computed from Schedule WC, line 8.

■ **Community Rehabilitation Program Credit (CM) –** Enter the community rehabilitation program credit from Schedule CM, line 5.

■ **Beginning Farmer and Farm Asset Owner Credit (FL) –** Enter the beginning farmer and farm asset owner credit from Schedule FL, line 6.

■ **Line 15o. Credit for Tax Paid to Other States –** If the partnership does business in another state and either the partnership or its partners must pay an income tax on the partnership's income earned there, Wisconsin resident partners may be able to claim credit on their individual income tax returns for their pro rata shares of the tax paid. Credit is allowed only if the income taxed by the other state is considered taxable income by Wisconsin. Fill in line 15o if:

- The partnership files a combined or composite return with that state on behalf of the partners who are nonresidents of that state and pays the tax on their pro rata shares of the partnership's income earned there.
- The partnership files a partnership income tax return with that state and pays tax on the income earned there that is attributable to the partners who are nonresidents of that state.

Enter the postal abbreviation of the state in the space provided and the amount of income tax paid to that state. If tax is paid to more than three states, enter "See Attached" on one of the entry lines, enter the total amount on that line, and submit a schedule listing all states and the amount of income tax paid to each state. Submit with Form 3 a copy of the income tax return filed with each state for which a credit is claimed.

- **Line 15p. Wisconsin Tax Withheld –** If the partnership is subject to withholding tax on the Wisconsin income of nonresident partners, enter, the amount of Wisconsin tax withheld.

"Other Items and Amounts" Reportable on Schedule 3K, Item 20c

For line 20c, submit a schedule showing any items and amounts not included on lines 1 through 20b that must be reported separately to the partners. Include the federal amount, any adjustment, and the amount determined under Wisconsin law for each item. Amounts that may be included on this schedule include, but are not limited to, the following:

U.S. Government Interest. If the interest income on line 5, column b, includes any interest from United States government obligations that is taxable for federal purposes but exempt from Wisconsin income taxes, report the amount of United States government interest on this schedule.

Disposal of Section 179 Property. If the partnership disposed of property for which a section 179 expense deduction was claimed in a prior year, provide the following information for each asset: description of the property; gross sales price; both the federal and the Wisconsin cost or other basis plus expense of sale (*excluding* the partnership's basis reduction in the property due to the section 179 expense deduction); depreciation allowed or allowable (*excluding* the section 179 expense deduction); and both the federal and Wisconsin amount of section 179 expense deduction passed through in previous years for the property and the partnership's taxable years for which the amounts were passed through.

Schedule 3K, Lines 21 Through 23

- **Lines 21a and 21b. Related Entity Expenses –** On line 21a, enter in column d the amounts attributable to interest, rental, or intangible expenses or management fees paid, accrued, or incurred to a related entity. On line 21b, enter the amounts eligible for a deduction as determined by the Schedule RT instructions. If line 21a exceeds $100,000, the partnership must file Schedule RT with its Form 3. See the Schedule RT instructions for details.

- **Line 22. Income (Loss) –** For each of columns b and d, combine lines 1 through 11. From the result, subtract the sum of lines 12 and 13a through 13d. Add or subtract, as appropriate, any income or deductions reported on line 20c that affect the computation of taxable income.

  If you reported on line 20c the disposition of property for which a section 179 expense deduction was claimed in a prior year, complete federal Form 4797 to figure the amount of gain or loss to combine with the other items of income, loss, and deduction. If the federal and Wisconsin bases of the property or section 179 deductions differ, use two Forms 4797. Disregard the special instructions for partnerships and partners when filling out Form 4797. On one Form 4797, determine the federal gain or loss to combine with the other federal amounts reported in column b. Complete a second Form 4797 to compute the Wisconsin gain or loss to combine with the other Wisconsin amounts reported in column d.

- **Line 23. Gross Income –** Enter the partnership's gross income that is reportable to Wisconsin. Gross income is the total amount received from all activities, before deducting the cost of goods sold or any other expenses. Gross income includes gross receipts from trade or business activities, gross rents and royalties, interest and dividends, the gross sales price of assets, and all other gross receipts. If the partnership is a member of one or more other pass-through entities, include gross income attributable to those other pass-through entities.

Contact Person – Enter the name, telephone number and fax number of the person the Department should contact with any questions regarding this return.

Submitting Your Form 3

Signatures. A general partner of the partnership or an LLC member must sign the form on page 4. If the return is prepared by someone other than an employee of the partnership, the preparer's signature is also required.

Supporting Documentation. Submit the following items with your Form 3:

- Federal Form 1065. (may be submitted as .pdf document with electronic returns)
- Supporting schedules (supporting schedules that are not Department-prescribed forms may be submitted as .pdf documents with electronic returns).
- Wisconsin Schedule 3K-1 or federal Schedule K-1 for each partner.
- Any extension of time to file.
- If the partnership has a nonresident partner who is not subject to income or franchise tax and would otherwise be subject to withholding tax based on income passed through to that partner, include a statement from that partner stating why no tax was withheld.

If you are filing Form 3 on paper because you submitted an electronic waiver request to the department and it was approved, **do not staple, fasten or bind these supporting documents to your return. Use paper clips instead.**

Specific Instructions for Schedule 3K-1

Schedule 3K-1 shows each partner's share of the partnership's income, deductions, credits, etc., which have been summarized on Schedule 3K. Like Schedule 3K, Schedule 3K-1 requires an entry for the federal amount, adjustment, and amount determined under Wisconsin law of each applicable item. In addition, Schedule 3K-1 for a nonresident or part-year resident partner requires a separate entry for the amount of each share item attributable to Wisconsin.

Prepare a Schedule 3K-1 for each individual or entity that was a partner in the partnership at any time during the partnership's taxable year. File a copy of each partner's Schedule 3K-1 with the Form 3 filed with the Department. Keep a copy as part of the partnership's records, and give each partner his, her, or its own separate copy. Schedule 3K-1 must be prepared and given to each partner on or before the day on which Form 3 is filed. In addition, give each partner a copy of the "Partner's Instructions for 2011 Schedule 3K-1."

Federal Schedules K-1

Since the Wisconsin Schedule 3K-1 replaces the federal Schedule K-1, a partnership doesn't have to also file a federal Schedule K-1 for each partner with Form 3. However, you may submit copies of the federal Schedules K-1 instead of preparing Schedules 3K-1 in the following situations:

- If the partnership operates only in Wisconsin and, on Schedule 3K, reports no adjustments in column c or credits in column d, you may use Schedules K-1 to report the Wisconsin partnership items for all partners.
- If the partnership operates in and outside Wisconsin and, on Schedule 3K, reports no adjustments in column c or credits in column d, you may use Schedules K-1 for **full-year Wisconsin resident** partners.

If you file federal Schedules K-1 instead of Wisconsin Schedules 3K-1, *you must state on the partner's federal Schedule K-1 that there aren't any Wisconsin adjustments or credits*.

Information About the Partnership

■ **Items A Through D.** Enter the information about the partnership from the partner's federal Schedule K-1.

Information About the Partner

■ **Items E Through H.** Enter the information about the partner from the partner's federal Schedule K-1.

■ **Item I.** Enter the partner's entity type from federal Schedule K-1. If the partnership is aware that the partner is a disregarded entity or grantor trust, enter in item I the name of the member or grantor to whom the income on Schedule 3K-1 will be reported. If you enter this information, it is less likely that the Department of Revenue will need to contact you or the partner to verify that the proper amount of income is reported.

■ **Items J and K.** Enter the information about the partner from the partner's federal Schedule K-1.

■ **Item L.** Enter the information about the partner's capital account from the partner's federal Schedule K-1. Check the appropriate box indicating which method was used to determine the partner's capital account. If tax basis was used, the Wisconsin amounts may be different than the federal amounts. For example, the basis of property contributed to the partnership may have been different for Wisconsin and federal purposes, or the current year increase (decrease) may differ if a federal provision is excluded from the definition of "Internal Revenue Code" for Wisconsin purposes.

If the amounts in item L represent tax basis, submit a schedule describing any differences between the Wisconsin and federal tax basis.

■ **Item M.** If the partner is an individual, enter the partner's state of residence (domicile). If the partner's state of residence changed during the partnership's taxable year, indicate all states involved. If the partner moved into or out of Wisconsin during the partnership's taxable year and the partnership has activities in more than one state, the partner's Wisconsin share of the distributive items will be affected. See the instructions below for more information.

■ **Item N.** If the partner is a nonresident individual or part-year Wisconsin resident individual during the partnership's taxable year and the partnership is a unitary, multistate partnership using apportionment, complete Form 4A-1, *Wisconsin Apportionment Data for Single Factor Formulas*, or Form 4A-2, *Wisconsin Apportionment Data for Multiple Factor Formulas*. Enter the partnership's apportionment percentage from Form 4A-1 or Form 4A-2, as appropriate.

■ **Item O.** Check this box only if the partner is a nonresident individual or part-year Wisconsin resident during the partnership's taxable year and the partnership is a nonunitary, multistate partnership using the separate accounting method. Prepare and submit a schedule, similar to Form 4C, that shows the allocation of the amount under Wisconsin law in column d of each applicable part-

nership item reported on Form 3, Schedule 3K, to Wisconsin and outside Wisconsin and the basis of such allocation.

- **Item P.** Check this box if the partner is a nonresident who filed Form PW-2 to claim exemption from pass-through entity withholding. Check this box only if Form PW-2, Part 2 indicates it was approved by the Department. You must keep a copy of the approved Form PW-2, Part 2 on file to substantiate the withholding exemption. However, the partnership generally must still report that partner on Form PW-1 to disclose that the withholding exemption was claimed. See the Form PW-1 instructions for further details.

- **Item Q.** If the partnership ceased to exist or withdrew from Wisconsin or if the partner terminated his, her, or its interest in the partnership during the taxable year, check the "Final 3K-1" box. To correct an error on a Schedule 3K-1 already filed, file an amended Schedule 3K-1 and check the "Amended 3K-1" box.

Schedule 3K-1, Columns (a) Through (e)

Column (a) – Distributive Share Items. These item descriptions are substantially identical to the item descriptions on federal Schedule K-1. However, on the lines for other income, other deductions, alternative minimum tax (AMT) items, nondeductible expenses, distributions, and other information, enter the actual description instead of the applicable code from the federal Schedule K-1.

Column (b) – Federal Amount. The federal amount is the partner's share of the amount from Wisconsin Schedule 3K, column b, and should agree with the amount for that item reported on the partner's federal Schedule K-1.

Column (c) – Adjustment. The adjustment is the partner's share of the amount from Wisconsin Schedule 3K, column c. On a separate schedule you submit with Schedule 3K-1, explain the reason for any adjustment in column c. If the difference arises because a federal law change has not been adopted by Wisconsin, identify it as a "Schedule I adjustment." Individual partners must account for this difference on Wisconsin Schedule I.

Column (d) – Amount Under Wisconsin Law. The amount under Wisconsin law is the partner's share of the amount from Wisconsin Schedule 3K, column d. This is the amount used in computing Wisconsin income by a full-year resident of Wisconsin or a corporation or another partnership that is a partner.

Column (e) – Wisconsin source amount. Fill in this column only for a nonresident individual or part-year Wisconsin resident individual. The Wisconsin source amount is the portion of the partner's amount in column d that is attributable to Wisconsin. If the partnership is doing business in and outside Wisconsin, this generally will be the amount from column d multiplied by the partnership's apportionment percentage from item N.

CAUTION: Do not fill in column e for a partner who is a corporation, another partnership, or a full-year Wisconsin resident individual, estate, or trust.

Partners That Are Corporations or Other Partnerships

For partners that are corporations or other partnerships, the amount in Schedule 3K-1, columns c and d should equal the amounts in Schedule 3K, columns c and d, multiplied by the partner's profit and loss sharing percentage. The amount in column d for each item is the amount determined under Wisconsin law *before* apportionment or separate accounting. *Do not fill in column e.*

Partners That Are Full-Year Wisconsin Resident Individuals, Estates, and Trusts

The amount in Schedule 3K-1, columns c and d should equal the amounts in Schedule 3K, columns c and d, multiplied by the partner's profit and loss sharing percentage. All partnership income of full-year Wisconsin residents is taxable regardless of the situs of the partnership or the nature of the income from the partnership, such as business income, service income, intangible income, or professional income, unless otherwise exempt (such as United States government interest). This applies to both general partners and limited partners. *Do not fill in column e.*

Partners That Are Nonresident Individuals, Estates, and Trusts

The amount in Schedule 3K-1, columns c and d should equal the amounts in Schedule 3K, columns c and d, multiplied by the partner's profit and loss sharing percentage. The partner uses the information from Schedule 3K-1, column d, to calculate the Wisconsin basis in the partnership. However, in column e, you will need to fill in the Wisconsin source amount of the amount in column d.

If the partnership's entire income is derived from business transacted or property located in Wisconsin, enter the amount from column d in column e. In this case, the entire amount in column d is the Wisconsin source amount.

However, if the partnership derives income from business transacted or property located in and outside Wisconsin, a nonresident individual partner's Wisconsin source amount in column e is determined as explained below.

Share of Income Apportioned or Allocated to Wisconsin. A nonresident individual's share of the partnership's income derived from the following items is taxable by Wisconsin:

- Business transacted in Wisconsin.
- Services performed in Wisconsin.
- Real or tangible personal property located in Wisconsin.

Further, business income is taxable whether or not the individual partner conducts business in Wisconsin.

The nonresident individual partner's Wisconsin source amount of each of these items is the amount from column d that is attributable to Wisconsin based on apportionment or separate accounting, as appropriate.

If the partnership is a unitary, multistate business, compute the nonresident partner's amount in column e of each of these items by multiplying the amount in column d by the apportionment percentage from item N. If the partnership has nonapportionable income (loss) on Form 4N, line 14, compute the nonresident partner's amount in column e of any affected item by multiplying the amount of the nonapportionable item from column d, that is attributed to Wisconsin on Form 4N by the partner's proportionate share.

If the partnership is a nonunitary, multistate business, compute the Wisconsin source amount in column e of each item by multiplying the amount from Schedule 3K-1, column d, that is allocated to Wisconsin on a schedule similar to Form 4C by the nonresident partner's proportionate share.

Personal Services Performed in Wisconsin. Partnership income derived from personal services, including professional services, is taxable to a nonresident partner only if the nonresident partner personally performs services in Wisconsin. The amount of personal service income attributable to the nonresident partner's services performed in Wisconsin is taxable.

If the partnership derives its income from personal services, a nonresident partner's Wisconsin source amount in column e is equal to the value of the services he or she personally performed in Wisconsin. If the nonresident partner didn't personally perform any services in Wisconsin, the Wisconsin source amount in column e for that partner is zero.

Examples. The Wisconsin source amount of column d is determined equally for general partners and limited partners. The following examples illustrate the rules described above:

Example 1: Two nonresident individuals are partners of a partnership that does business only in Wisconsin. Both nonresidents are taxed on their entire share of the partnership income for Wisconsin income tax purposes.

Example 2: A nonresident is one of two equal partners of a partnership that does business in Wisconsin and Illinois. The partnership derives 40% of its income from business activities in Wisconsin and 60% from business activities in Illinois. The Wisconsin resident partner operates the Wisconsin business. The nonresident partner operates the Illinois business. The Wisconsin resident is taxed on one-half of the total partnership income for Wisconsin income tax purposes. The nonresident is taxed on one-half of the 40% of the partnership income attributable to business activities in Wisconsin.

Example 3: A nonresident is a limited partner, with a 1% interest in partnership profits, of a partnership that derives income from real estate located in Wisconsin and in other states. The nonresident limited partner is taxed on 1% of the partnership income attributable to the real estate located in Wisconsin.

Example 4: A nonresident is a partner, with a 10% interest in partnership profits, of a certified public accounting firm that operates in and outside Wisconsin. One-fourth of the partnership's income is attributable to professional services performed in Wisconsin and three-fourths is attributable to professional services performed in other states. The nonresident partner doesn't personally perform any services in Wisconsin. The nonresident isn't subject to Wisconsin income tax on his or her proportionate share of the partnership income earned in Wisconsin.

Income Not Sourced to Wisconsin. Intangible income, such as interest and dividends, passed through to a nonresident partner who is an individual generally isn't taxable by Wisconsin. Gains and losses resulting from sales of stocks, bonds, or other intangibles which are passed through to nonresident partners also aren't taxable by Wisconsin. Thus, for line 5 (Interest Income) and line 6 (Ordinary Dividends), the Wisconsin source amount to report in column e is zero. For line 18a (Tax-Exempt Interest Income), do not fill in column e.

CAUTION: Regardless of any provision in the partnership agreement, a nonresident partner must limit his or her non-Wisconsin income to the same percentage that the partnership's non-Wisconsin income is to all its income. A nonresident partner also must limit his or her Wisconsin losses or deductions to the same percentage that the partnership's Wisconsin losses or deductions are to all its losses or deductions. The characterization in a partnership agreement of payments to nonresident partners as salary, or as interest for the use of capital, can't affect the determination of whether such payments are derived from Wisconsin sources.

Itemized Deduction Amounts. For lines 13 (Other Deductions) and 20 (Other Information), if these amounts are allowable in computing a nonresident individual's Wiscon-

sin itemized deduction credit, enter the amount from column d in column e, even if the partnership derives income from business transacted or property located in and outside Wisconsin. For these items, you do not need to determine the Wisconsin source amount.

However, for amounts on lines 13 and 20 that are adjustments to Wisconsin income instead of deductions used in figuring the itemized deduction credit, determine the amount of column d that is sourced to Wisconsin as explained above, and enter the result in column e.

Partners That Are Part-Year Wisconsin Resident Individuals, Estates, and Trusts

The amount in Schedule 3K-1, columns c and d should equal the amounts in Schedule 3K, columns c and d, multiplied by the partner's profit and loss sharing percentage. The partner uses the information from Schedule 3K-1, column d, to calculate the Wisconsin basis in the partnership. However, in column e, you will need to fill in the Wisconsin source amount of the amount in column d.

For individuals who are part-year residents of Wisconsin, Wisconsin source income includes:

- All partnership income or loss, regardless of where it is earned or incurred, while they were residents of Wisconsin, and
- All partnership income or loss derived from business transacted in Wisconsin, personal services they personally performed in Wisconsin, or real or tangible personal property located in Wisconsin while they were nonresidents of Wisconsin.

If the partnership's entire income is derived from business transacted or property located in Wisconsin, enter the amount from column d in column e.

If the partnership derives income from activities in and outside Wisconsin, a part-year resident partner computes the Wisconsin source amount in column e of each item in two parts: one for the portion of the partnership's taxable year that the partner was a resident of Wisconsin and one for the portion of the partnership's taxable year that the partner was a nonresident of Wisconsin. For this purpose, the amount of any share item is determined on a daily basis. That is, every share item is allocated between the periods during which the partner was a resident or nonresident based on the number of days during the partnership's taxable year that the partner was a resident or nonresident of Wisconsin.

The partner's share of an item for each period (resident or nonresident) is figured in the same manner as that of full-year residents and nonresidents, respectively.

Schedule 3K-1, Line 10b – Enter portion of the net gain attributable to the sales of farm assets held more than one year. Neither include amounts treated as ordinary income for federal income tax purposes because of recapture of depreciation, or for any other reason, nor amounts treated as capital gain for federal income tax purposes from the sale or exchange of a lottery prize. "Farm assets" means livestock, farm equipment, farm real property, and farm depreciable property.

Credits Reportable on Schedule 3K-1, Line 15

■ **Line 15a through 15n.** Compute the credits in lines 15a through 15n in the same manner for partners who are full-year, part-year, or nonresidents of Wisconsin. For part-year and nonresident partners, also enter the allowable credits in column e. For each credit, enter the partner's proportionate or specially allocated share of the amount on Schedule 3K. (**Note:** Only the early stage seed investment credit may be specially allocated. See the Schedule VC instructions for details.) Enter the abbreviation of the credit you are claiming next to the word "schedule" on line 15. The abbreviation for each credit is located in the upper left hand corner of the credit schedule and in the above instructions for Schedule 3K. Use a separate line for each credit you are claiming. For example, if you are claiming the enterprise zone jobs credit, enter "EC" next to the "Schedule" line.

■ **Line 15o. Credit for Tax Paid to Other States –** Complete this line only for full-year Wisconsin resident partners and part-year Wisconsin resident partners. Enter zero for partners who are nonresidents of Wisconsin or corporations.

For a full-year resident, enter in column d the partner's proportionate share of the tax credits on Schedule 3K, line 15o. For a part-year resident, enter in column d the amount computed by multiplying the credit on Schedule 3K, line 15o, by the partner's profit and loss percentage, multiplied by the ratio of days that the partner was a resident of Wisconsin during the partnership's taxable year to the total days in the partnership's taxable year. Enter the result in column e.

■ **Line 15p. Wisconsin Tax Withheld –** If the partnership was required to file Form PW-1 to withhold tax on behalf of its nonresident partners, enter in column d and column e the tax withholding allocated to the partner.

Schedule 3K-1, Lines 18 through 22

■ **Lines 18a Through 18c.** Enter the partner's proportionate share of the federal amount, adjustment, and amount determined under Wisconsin law from Schedule 3K for each of these items. Do not fill in column e.

If the partner is a corporation or another partnership, identify the sources of tax-exempt income for Wisconsin. This income may be includable in taxable income if passed through to a corporation subject to the franchise tax.

■ **Line 19. Distributions** – Enter the distributions of money and property made to each partner. Do not fill in column e.

■ **Line 20. Other Information –** Complete as necessary. Include the federal amount, adjustment, amount determined under Wisconsin law, and Wisconsin source amount for each item when applicable. Prepare and submit additional schedules if more space is needed. Include the following items on line 20:

- The amount of interest income from United States government obligations that is included on Schedule 3K-1, line 5, column d (column e for nonresidents and part-year residents of Wisconsin).
- Information on the sale, exchange, or other disposition of property for which the section 179 expense deduction was claimed.
- If the partnership is engaged in both farming and some other business activity, indicate on the Schedules 3K-1 of noncorporate partners the portion of each of the share items that is attributable to the farm operations. The partners use this information in applying the farm loss limitations.
- Any information needed by a partner to determine why the Wisconsin amount of any item differs from the federal amount.
- Enter the amount of wages paid during the taxable year to employees who were residents of Wisconsin at the time the wages were paid and the total amount of wages paid by the business during the taxable year to all employees of the business as separate entries on line 20c of Schedule 3K. The partners will need this information to complete lines 1 and 2 of the Schedule RB.

Note: Partnerships whose Wisconsin partners may qualify for farmland preservation credit should provide a copy of the farmland property tax bill with the Schedule 3K-1 given to each Wisconsin partner. It isn't necessary for the partnership to submit the property tax bill with the Schedules 3K-1 sent to the Department. Partners will compute their allowable credit based on their proportionate shares of the partnership's property taxes. For additional information about farmland preservation credit, see the Wisconsin Schedule FC and FC-A instructions. If the partnership is a member of one or more other pass-through entities, gross income includes the gross income attributable to those other pass-through entities.

■ **Lines 21a and 21b. Related Entity Expenses –** Enter in column d the partner's proportionate share of the amounts from Schedule 3K.

■ **Line 22. Gross Income –** Enter the partner's share of the partnership's gross income that is reportable to Wisconsin. Gross income includes:

- The partner's proportionate share of the total amount received from all activities, before deducting the cost of goods sold or any other expenses.
- The partner's proportionate share of gross receipts from trade or business activities, gross rents and royalties, interest and dividends, the gross sales price of assets, and all other gross receipts.
- The partner's share of guaranteed payments taxable by Wisconsin.
- If the partnership is a member of one or more other pass-through entities, the partner's share of gross income attributable to those other pass-through entities.

Enter the partner's share of the partnership's gross income in column d. For part-year and nonresident partners, enter the partner's share of the gross receipts that are attributable to Wisconsin in column e.

Partner's Share of Apportionment Factors

For a corporation or another partnership that is a partner, enter on lines 23 through 25 the partner's proportionate share of the partnership's apportionment factors from Form 4A-1 or Form 4A-2 (if applicable). If the partnership only has one apportionment factor (for example, the single sales factor apportionment formula), leave lines 24 and 25 blank.

An example of how to complete Schedule 3K-1 for Wisconsin resident individual partners, nonresident individual partners, and part-year Wisconsin resident individual partners, is on the next page.

Example of Schedule 3K-1 for Individual Partners

ABC Partnership is a calendar year partnership whose income is attributable 70% to a business located in Wisconsin. There are three individual partners, each with a one-third interest in the profits and losses of the partnership. Partner A was a Wisconsin resident during all of 2011. Partner B was an Illinois resident during all of 2011. Partner C was a resident of Wisconsin until moving to Florida on April 1, 2011. Therefore, Partner C was a Wisconsin resident for 90 days (January 1 through March 31) and a nonresident for 275 days (April 1 through December 31).

Schedule 3K for the year ending December 31, 2011, shows the following amounts on the lines indicated:

Schedule 3K

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amt. under WI law
1 Ordinary Income	$9,000	$600	$9,600
5 Interest Income	700	300	1,000
18a Tax-exempt interest income	300	(300)	0
20 U.S. Government interest included on line 5, column d			100

The Partners' Schedules 3K-1 would show the following:

Partner A's Schedule 3K-1

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under WI law	(e) WI Source Amount
1 Ordinary Income	$3,000	$200	$3,200	
5 Interest Income	233	100	333	
18a Tax-exempt Interest Income	100	(100)	0	
20 U.S. Government interest included on line 5, col. d			33	

Partner B's Schedule 3K-1

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under WI law	(e) WI Source Amount
1 Ordinary Income	$3,000	$200	$3,200	$2,240
5 Interest Income	233	100	333	0
18a Tax-exempt Interest Income	100	(100)	0	
20 U.S. Government interest included on line 5, col. d			33	0

Partner C's Schedule 3K-1

(a) Distributive share items	(b) Federal amount	(c) Adjustment	(d) Amount under WI law	(e) WI Source Amount
1 Ordinary Income	$3,000	$200	$3,200	$2,477
5 Interest Income	233	100	333	82
18a Tax-exempt Interest Income	100	(100)	0	
20 U.S. Government interest included on line 5, col. d			33	8

Following are explanations of the Schedule 3K-1 amounts:

Partner A. The amounts in column d are computed by multiplying the amounts from Schedule 3K by Partner A's 33.33% profit and loss percentage. Column e is blank since Partner A is a full-year Wisconsin resident.

Partner B. The amounts in columns b, c, and d are computed by multiplying the amounts from Schedule 3K by Partner B's 33.33% profit and loss percentage. For ordinary income, compute the Wisconsin source amount for column e by multiplying the amount under Wisconsin law from column d by ABC Partnership's 70% apportionment percentage. Since Partner B is a nonresident, the Wisconsin source amount of the interest income on line 5, column e, is zero. Do not fill in line 18a, column e.

Partner C. The amounts in columns b, c, and d are computed by multiplying the amounts from Schedule 3K by Partner C's 33.33% profit and loss percentage. Compute the Wisconsin source amounts in column e in two parts: one for the period that Partner C was a Wisconsin resident and one for the period that Partner C was a nonresident. Do not fill in line 18a, column e. The computations of Partner C's amounts in column e are shown below:

Partner C's Line 1: Ordinary Income		
Period of residence	$3,200 x 90/365	= $789
Period of nonresidence	$3,200 x .7 x 275/365	= $1,688
Total		= $2,477

Partner C's Line 5: Interest Income		
Period of residence	$333 x 90/365	= $82
Period of nonresidence		-0-
Total		= $82

Partner C's U.S. Government Interest for Line 20		
Period of residence	$100 x .3333 x 90/365	= $8
Period of nonresidence		-0-
Total		= $8

Determining the Wisconsin Income of Multistate Partnerships

A partnership that does business in Wisconsin and at least one other state or foreign country must determine the amount of income attributable to Wisconsin for purposes of figuring (a) its economic development surcharge and (b) the share of partnership income taxable to partners that are nonresident or part-year resident individuals or fiduciaries. The partnership must use either the apportionment method or the separate accounting method to allocate a portion of its income to Wisconsin.

Who Must Use Apportionment

Under the apportionment method, a partnership shows all income and deductions for the partnership as a whole and then assigns a part to Wisconsin according to a formula that determines Wisconsin net income. A partnership engaged in business in and outside Wisconsin is required to report a portion of its total company net income to Wisconsin using the apportionment method if its Wisconsin operations are a part of a unitary business, unless the Department gives permission to use separate accounting.

A unitary business is one that operates as a unit and can't be segregated into independently operating divisions or branches. The operations are integrated, and each division or branch is dependent upon or contributory to the operation of the business as a whole. It isn't necessary that each division or branch operating in Wisconsin contribute to the activities of all divisions or branches outside Wisconsin.

To use the apportionment method, a partnership must have business activity sufficient to create nexus in Wisconsin and at least one other state or foreign country.

"Nexus" means that a partnership's business activity is of such a degree that the state or foreign country has jurisdiction to impose an income tax or franchise tax measured by net income. Under Public Law 86-272, a state can't impose an income tax or franchise tax based on net income on a partnership selling tangible personal property if the partnership's only activity in the state is the solicitation of orders, which orders are approved outside the state and are filled by delivery from a point outside the state.

What Is the Apportionment Percentage

For unitary, multistate businesses (except direct air carriers, motor carriers, railroads, sleeping car companies, pipeline companies, financial institutions, brokers-dealers, investment advisers, investment companies, underwriters, and telecommunications companies whose incomes are apportioned by special rules of the Department), the apportionment percentage is determined by the ratio of Wisconsin sales to total company (partnership) sales.

For most companies, the apportionment percentage is computed on Form 4A-1. Refer to the Wisconsin Form 4A-1 instructions for calculating the Wisconsin apportionment percentage. However, direct air carriers, motor carriers, railroads, sleeping car companies, pipeline companies, financial institutions, brokers-dealers, investment advisers, investment companies, underwriters, and telecommunications companies should see Form 4A-2 and its instructions.

What Is Nonapportionable Income

Nonapportionable income is that income which is allocable directly to a particular state. It includes income or loss derived from the sale of nonbusiness real or tangible personal property or from rentals and royalties from nonbusiness real or tangible personal property. This income is assigned to the state where the property is located.

All income that is realized from the sale of or purchase and subsequent sale or redemption of lottery prizes if the winning tickets were originally bought in Wisconsin shall be allocated to Wisconsin.

Total nonapportionable income (loss) is removed from total company net income before the apportionment percentage is applied. The Wisconsin nonapportionable income (loss) is then combined with the Wisconsin apportionable income to arrive at Wisconsin net income.

Separate Accounting

A partnership engaged in a nonunitary business in and outside Wisconsin must determine the amount of income attributable to Wisconsin by separate accounting. A nonunitary business is one in which the operations in Wisconsin aren't dependent upon or contributory to the operations outside Wisconsin. Under separate accounting, the partnership must keep separate records of the sales, cost of sales, and expenses for the Wisconsin business.

A unitary business may use separate accounting only with the approval of the Department. An application for such approval must set forth, in detail, the reasons why separate accounting will more clearly reflect the partnership's Wisconsin net income. It should be mailed to the Wisconsin Department of Revenue, Mail Stop 5-144, PO Box 8906, Madison, WI 53708-8906 before the end of the taxable year for which the use of separate accounting is desired.

Since a partnership does not compute its income in the same manner as a corporation, a partnership cannot use Form 4C to determine its income attributable to Wiscon-

sin. Instead, a partnership using separate accounting should prepare a 5-column schedule that provides the following information: (a) a listing of all of the distributive share items from Wisconsin Schedule 3K, column a, and any supplemental schedules, (b) the total amount from Wisconsin Schedule 3K, column d, for each of the share items, (c) the amount from column b attributable to Wisconsin, (d) the amount from column b attributable to other states, and (e) the basis for the allocation.

The schedule should also include a detailed explanation of how income and expenses were allocated in and outside Wisconsin. For example, if the allocation is based on actual expenses, write “Actual” in column e. If the allocation is based on a percentage of sales at each location, enter the percentage in column e and provide details on how the percentage was computed.

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

2011

For 2011 or taxable year beginning ___ ___ ___ ___ ___ ___ ___ ___ (M M D D C C Y Y) and ending ___ ___ ___ ___ ___ ___ ___ ___ (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

Number and Street | Suite Number

City | State | ZIP (+ 4 digit suffix if known) | **A** Federal Employer ID Number

D Check ✓ type of entity that is filing this return:

1 ___ General partnership
2 ___ Limited liability partnership
3 ___ Limited partnership
4 ___ Limited liability company
5 ___ Dairy cooperative filing Form 3 solely for purposes of computing and allocating dairy cooperatives credit
6 ___ Other (explain below) _____

B Business Activity (NAICS) Code

C State of Formation and Year

Enter abbreviation of state in box, or if a foreign country, enter below. ___ ___ ___ ___ (C C Y Y)

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 ▶ _____ **L** Number of nonresident partners ▶ _____

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	.00
2	Enter the net business income (do not include net farm profit or loss; see instructions)	2	.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 ▶ ___	3	___ ___ ___ . ___ ___ ___ ___ %
4	Multiply line 2 by line 3. This is Wisconsin net business income	4	.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	.00

Amount Due or Refund

6	Estimated economic development surcharge payments and/or payments from Form WT-11	6	.00
7	Withholding from Form W-2G	7	.00
8	Amended Return Only – amount previously paid	8	.00
9	Add lines 6 through 8	9	.00
10	Amended Return Only – amount previously refunded	10	.00
11	Subtract line 10 from 9	11	.00
12	Underpayment interest due (from Form 3U, line 18). If you annualized income on Form 3U, check (✓) the space after the arrow ▶ ___	12	.00
13	**Amount due.** If the total of lines 5 and 12 is larger than line 11, enter amount owed	13	.00
14	**Overpayment**. If line 11 is larger than the total of lines 5 and 12, enter amount overpaid	14	.00
15	Enter amount of line 14 you want credited on 2012 estimated economic development surcharge 15		.00
16	Subtract line 15 from line 14. **This is your refund**	16	.00

17	Wisconsin property	17	.00
18	Total company property	18	.00
19	Wisconsin payroll	19	.00
20	Total company payroll	20	.00
21	Wisconsin sales	21	.00
22	Total company sales	22	.00

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	.00	.00	1	.00
	2 Net rental real estate income (loss) *(attach Form 8825)*	2	.00	.00	2	.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	.00	.00	5	.00
	6 Ordinary dividends	6	.00	.00	6	.00
	7 Royalties	7	.00	.00	7	.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	.00	.00	10	.00
	11 Other income (loss) *(attach schedule)*	11	.00	.00	11	.00

	(a) Distributive share items		(b) Federal amount	(c) Adjustment		(d) Amount under Wis. law
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
	d Other deductions *(attach schedule)*	d	.00	.00	d	.00
	14 Net earnings (loss) from self employment		.00			

Credits

15 a	Schedule _____	.00
b	Schedule _____	.00
c	Schedule _____	.00
d	Schedule _____	.00
e	Schedule _____	.00
f	Schedule _____	.00
g	Schedule _____	.00
h	Schedule _____	.00
i	Schedule _____	.00
j	Schedule _____	.00
k	Schedule _____	.00
l	Schedule _____	.00
m	Schedule _____	.00
n	Schedule _____	.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	.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
c	Gross income sourced at partner level	.00	.00	.00
	Foreign gross income sourced at partnership level:			
d	Passive category	.00	.00	.00
e	General category	.00	.00	.00
f	Other *(attach statement)*	.00	.00	.00
	Deductions allocated and apportioned at partner level:			
g	Interest expense	.00	.00	.00
h	Other	.00	.00	.00
	Deductions allocated and apportioned at partnership level to foreign source income:			
i	Passive category	.00	.00	.00
j	General category	.00	.00	.00
k	Other *(attach statement)*	.00	.00	.00
l	Total foreign taxes (check one): ☐ Paid ☐ Accrued	.00	.00	.00
m	Reduction in taxes available for credit *(attach statement)*	.00	.00	.00
n	Other foreign tax information *(attach statement)*	.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	.00	.00	.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 18 a	.00	.00	a .00
	b Other tax-exempt income b	.00	.00	b .00
	c Nondeductible expenses c	.00	.00	c .00
	19 a Distributions of cash and marketable securities 19 a	.00	.00	a .00
	b Distributions of other property b	.00	.00	b .00
	20 a Investment income	.00	.00	.00
	b Investment expenses	.00	.00	.00
	c Other items and amounts *(attach schedule)*			.00
	21 a Related entity expense addback			a .00
	b Related entity expense allowable			b .00
	22 **Income (loss)** *(see instructions)*	.00		22 .00
	23 Gross income (before deducting expenses) from all activities			23 .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

Schedule **3K-1**

Wisconsin Department of Revenue

Partner's Share of Income, Deductions, Credits, etc.

For 2011 or taxable year beginning _____, 2011, and ending _____, 20____

2011

Part I Information About the Partnership

A Partnership's federal employer ID number

B Partnership's name, address, city, state, and ZIP code

C IRS center where partnership filed return

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? _____

(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	%	%
Loss	%	%
Capital	%	%

Part II Information About the Partner

E Partner's identifying number

F Partner's name, address, city, state, and ZIP code

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

Nonrecourse . . . . . $ _____

Qualified nonrecourse financing . . . . . $ _____

Recourse . . . . . $ _____

L Partner's capital account analysis:

Beginning capital account	Capital contributed during the year	Current year increase (decrease)	Withdrawals and distributions	Ending capital account
$ _____	$ _____	$ _____	$ (_____)	$ _____

☐ 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) . . . . . _____

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**

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)				
2	Net rental real estate income (loss)				
3	Other net rental income (loss)				
4	Guaranteed payments				
5	Interest income				
6	Ordinary dividends				
7	Royalties				
8	Net short-term capital gain (loss)				
9	Net long-term capital gain (loss)				
10a	Net section 1231 gain (loss)				
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				
16 Foreign transactions *(list):*				
17 Alternative minimum tax (AMT) items *(list):*				
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 Gross income (before deducting expenses) from all activities				

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
23 First factor:		
24 Second factor:		
25 Third factor:		

Partner's Instructions for 2011 Schedule 3K-1

General Instructions

Purpose of Schedule 3K-1 – Similar to federal Schedule K-1, the partnership uses Schedule 3K-1 to report your share of the partnership's income, deductions, credits, etc., for Wisconsin purposes. Please keep it for your records. You must also file a copy of Schedule 3K-1 with your tax return if:

- You are claiming a tax credit passed through from the partnership,
- You are filing an amended return based on an amended Schedule 3K-1, or
- The partnership withheld tax on your share of the partnership's distributable income (applicable if you are not a Wisconsin resident).

Although the partnership may have to pay an economic development surcharge, you are liable for Wisconsin franchise or income tax on your share of the partnership income, whether or not distributed, and you must include your share on your Wisconsin franchise or income tax return if a return is required.

Inconsistent Treatment of Items – Generally, you must report partnership items shown on your Schedule 3K-1 and any accompanying schedules the same way that the partnership treated the items on its return. If your treatment is (or may be) inconsistent with the partnership's treatment, you must include a statement with your return to identify and explain any inconsistency.

Errors – If you believe the partnership has made an error on your Schedule 3K-1, notify the partnership and ask for a corrected Schedule 3K-1. Don't change any items on your copy. Be sure that the partnership sends a copy of the corrected Schedule 3K-1 to the Wisconsin Department of Revenue.

Elections – Generally, the partnership decides how to figure taxable income from its operations. For example, it chooses the accounting method and depreciation methods it will use. However, certain elections are made by you separately on your tax return and not by the partnership. These include elections under Internal Revenue Code section 59(e)(2), relating to the deduction of certain qualified expenditures ratably over the period of time specified in that section.

Limitations on Losses, Deductions and Credits

CAUTION: The amount of loss and deduction that you may claim on your Wisconsin return may be less than the amount reported on Schedule 3K-1. It is the partner's responsibility to consider and apply any applicable limitations.

There are three separate potential limitations on the amount of partnership losses that you may deduct on your return. These limitations and the order in which you must apply them are as follows:

1. The basis rules,
2. The at-risk limitations, and
3. The passive activity limitations.

Other limitations may apply to specific deductions, such as the section 179 expense deduction. These limitations on specific deductions generally apply before the basis, at-risk, and passive loss limitations.

1. Basis Rules – Generally, you may **not** claim your share of a partnership loss (including a capital loss) to the extent that it is greater than the adjusted basis of your partnership interest at the end of the partnership's taxable year. Compute the Wisconsin adjusted basis of your partnership interest by adding items that increase your basis and then subtracting items that decrease your basis.

Items that ***increase*** your basis include:

- Money and your adjusted basis in property contributed to the partnership.
- Your share of the increase in the partnership's liabilities.
- Your share of the partnership's income as computed under Wisconsin law.

Items that ***decrease*** your basis, but not below zero, include:

- Money and the adjusted basis of property distributed to you.
- Your share of the decrease in the partnership's liabilities.
- Your share of the partnership's losses as computed under Wisconsin law.
- Your share of the partnership's section 179 expense deduction.
- Your share of the partnership's nondeductible expenses.
- Your share of the supplement to the federal historic rehabilitation tax credit, early stage seed investment credit, or angel investment credit computed.

When figuring the Wisconsin adjusted basis in a multistate partnership, use your share of the total partnership amounts, as computed under Wisconsin law, rather than just the income, losses, and deductions attributable to Wisconsin activities.

2. At-Risk Limitations – For federal purposes, if you have a loss or other deduction from any activity carried on as a trade or business or for the production of income by the partnership, and you have amounts in the activity for which you aren't at

risk, you generally will have to figure the allowable loss. The at-risk rules generally limit the amount of loss (including loss on disposition of assets) and other deductions (such as the section 179 expense deduction) that you can claim to the amount you could actually lose in the activity. The at-risk rules also apply for Wisconsin purposes.

3. Passive Activity Limitations – Internal Revenue Code section 469 limits the deduction of certain losses. The rules apply to partners who are individuals, estates, trusts, closely held corporations, or personal service corporations and have a passive activity loss for the taxable year. Passive activities include trade or business activities in which you didn't materially participate and rental activities, as defined in the federal regulations. Rental real estate activities in which you materially participated are not passive activities if you meet certain eligibility requirements. The partnership will identify separately each activity that may be passive to you. You must determine whether your losses are limited by the passive activity rules.

The passive activity loss limits also apply for Wisconsin purposes. However, if there are differences between your federal and Wisconsin income, you may have to recompute the amount of passive activity loss deductible for Wisconsin.

There are three types of differences between federal and Wisconsin income:

a. Schedule I adjustments,

b. Differences resulting from making different elections for federal and Wisconsin purposes, and

c. Modifications to federal adjusted gross income prescribed in section 71.05(6) to (12), (19), and (20), Wisconsin Statutes.

A Schedule I adjustment may arise if a provision of the Internal Revenue Code doesn't apply for Wisconsin or if a federal law change becomes effective at a different time for Wisconsin than for federal purposes. Modifications to federal adjusted gross income include the addition of state and local government bond interest income and the subtraction of the capital gain deduction.

For differences resulting from Schedule I adjustments or different elections, you must recompute the passive activity loss limits for Wisconsin. However, you may not recompute the loss limits for modifications. The partnership should tell you the reason for any adjustment in column (c) so that you will know whether you must recompute the passive activity loss limits.

Specific Instructions

Lines 1 through 13, 16, 17, and 20 – The entries on these lines show your share of the federal amount (column (b)), adjustment (column (c)), and amount reportable under Wisconsin law (column (d)) for each of the items. For nonresident and part-year resident partners, the entries also show your share of the amount attributed to Wisconsin (column (e)). For additional information about the taxation of nonresident and part-year resident partners, see the 2011 Form 3 instructions.

These amounts don't take into account limitations on losses or other items that may have to be adjusted because of the basis rules, the at-risk limitations, or the passive activity limitations.

If the amount under Wisconsin law for any share item on lines 1 through 13, 16, 17, and 20 differs from the federal amount, your Schedule 3K-1 will have an amount in column (c). You must account for this difference on your Wisconsin franchise or income tax return. How you account for the difference depends on the return you are filing, the share item, and the reason for the difference.

Column (c) for Individuals, Estates, and Trusts. If the difference in column (c) arises because a provision of the Internal Revenue Code doesn't apply for Wisconsin or a federal law change becomes effective for Wisconsin at a different time, you must complete Wisconsin Schedule I (Schedule B for estates and trusts) before filling in your Wisconsin income tax return. If the difference results from the partnership making different elections for federal and Wisconsin purposes, you must recompute the federal adjusted gross income that you report on your Wisconsin return.

If the difference is a modification allowed in computing Wisconsin adjusted gross income, the treatment depends on which share item is affected and the return you are filing:

Modifications on Lines 1, 2, 3, 4, 6, 7, 11, 12, 16, and 20:

- If you are filing Form 1, account for any modification to one of these share items by combining the amount from Schedule 3K-1, column (c), with any other Wisconsin modification and entering the total on the appropriate line of Form 1.
- If you are filing Form 1NPR, include in column B on the appropriate line of Form 1NPR, along with any other Wisconsin income or loss, the Wisconsin amount from column (e) of any share item reported on one of these lines.
- If you are filing Form 2, account for any modification to one of these share items by entering the amount from Schedule 3K-1, column (c), on Form 2, Schedule A.

Interest Income Modifications on Lines 5 and 18a:

Interest income that is exempt from federal income taxes but taxable by Wisconsin, such as state and local government bond interest, is shown as an **addition** on line 5, column (c), and as a **subtraction** on line 18a, column (c).

- If you are filing Form 1, combine the interest income amount from Schedule 3K-1, column (c), with any other interest modification and enter the total on the appropriate line of Form 1.

- If you are filing Form 1NPR, include in column B on Form 1NPR, along with any other Wisconsin interest income, the Wisconsin source amount of interest income from Schedule 3K-1, column (e).
- If you are filing Form 2, account for any modification by entering the amount from Schedule 3K-1, column (c), on Form 2, Schedule A.

Capital Gain Modifications on Lines 8 and 9:

Enter the Wisconsin amounts from column (d) (column (e) for nonresidents and part-year residents) of these share items on the appropriate lines of Wisconsin Schedule WD (Schedule WD (Form 2) for estates and trusts).

Section 1231 Gain/Loss Modifications on Line 10a:

See the instructions for Part II of Wisconsin Schedule T and recompute a federal Form 4797 as instructed.

Portion of gain on Line 10a Attributable to Gains on Sale of Farm Assets on Line 10b:

Enter portion of the net gain attributable to the sales of farm assets held more than one year. Neither include amounts treated as ordinary income for federal income tax purposes because of recapture of depreciation, or for any other reason, nor amounts treated as capital gain for federal income tax purposes from the sale or exchange of a lottery prize. "Farm assets" means livestock, farm equipment, farm real property, and farm depreciable property.

Itemized Deduction Modifications on Lines 13 and 20:

Adjust the deduction items from federal Schedule A when figuring the Wisconsin itemized deduction credit (Form 1, Schedule 1, or Form 1NPR, Schedule 1). Increase or decrease, as appropriate, the amount from federal Schedule A by the amount on Schedule 3K-1, column (c).

Column (c) for Partnerships. If you are filing Form 3, account for any difference between the Wisconsin and federal amount of a share item that is allowable in computing Wisconsin net income by entering the amount from Schedule 3K-1, column (c), on the appropriate line of Form 3, Schedule 3K, column (c).

Column (c) for Corporations. If you are filing Form 4 or 5, account for any difference between the Wisconsin and federal amount of a share item that is allowable in computing Wisconsin net income by entering the amount from Schedule 3K-1, column (c), on Schedule V or W, as appropriate.

Column (c) for Tax-Option (S) Corporations. If you are filing Form 5S, account for any difference between the Wisconsin and federal amount of a share item by entering the amount from Schedule 3K-1, column (c), on the appropriate line of Form 5S, Schedule 5K, column (c).

Credits on Lines 15a through 15n – Compute the credits on lines 15a through 15n in the same manner for partners who are full-year, part-year, or nonresidents of Wisconsin. For part-year and nonresident partners, also enter the allowable credits in column e. For each credit, enter the partner's proportionate or specially allocated share of the amount on Schedule 3K. (**Note:** Only the early stage seed investment credit may be specially allocated. See the Schedule VC instructions for details.) Enter the abbreviation of the credit you are claiming next to the word "schedule" on line 15. The abbreviation for each credit is located in the upper left hand corner of the credit schedule and in the instructions for Schedule 3K. Use a separate line for each credit you are claiming. For example, if you are claiming the enterprise zone jobs credit, enter "EC" next to the "Schedule" line.

Line 15o. Credit for Tax Paid to Other States – Complete this line only for full-year Wisconsin resident partners and part-year Wisconsin resident partners. Enter zero for partners who are nonresidents of Wisconsin or corporations.

For a full-year resident, enter in column d the partner's proportionate share of the tax credits on Schedule 3K, line 15o. For a part-year resident, enter in column d the amount computed by multiplying the credit on Schedule 3K, line 15o, by the partner's profit and loss percentage, multiplied by the ratio of days that the partner was a resident of Wisconsin during the partnership's taxable year to the total days in the partnership's taxable year. Enter the result in column e.

Line 15p. Wisconsin Tax Withheld – Enter the amount from line 15p, column (e), on the "Wisconsin income tax withheld" line of your Wisconsin income or franchise tax return. Unless you elect to be included in a composite return (Form 1CNP), you must file a copy of Schedule 3K-1 with your Wisconsin income or franchise tax return if you claim this credit.

CAUTION: Do not enter your share of pass-through entity withholding as an estimated tax payment on your Wisconsin return.

Line 17. Alternative Minimum Tax Items – Instructions depend on the type of partner:

- ***Individuals, estates, and trusts*** enter the net amount from column (c) of line 17 on Wisconsin Schedule MT, line 8. If you are a nonresident of Wisconsin for any part of the partnership's taxable year, enter the difference between column (b) and column (e) on Schedule MT, line 8.
- ***Partnerships and tax-option (S) corporations*** enter the amounts from column (c) on the appropriate lines of Schedule 3K or Schedule 5K, column (c).
- ***Corporations*** may disregard this line.

Lines 18a through 18c. Tax Exempt Interest and Nondeductible Expenses – Differences in the amount of income that is exempt for federal and Wisconsin purposes are shown on lines 18a and 18b, column (c). Increases or decreases in the amount of nondeductible expenses are shown on line 18c, column (c).

Use the amount from column (d) when computing the Wisconsin basis of your partnership interest. Partners that are partnerships and tax-option (S) corporations enter the amounts from column (c) on the appropriate lines of Schedule 3K or Schedule 5K, column (c).

Line 19. Distributions – Reduce the Wisconsin basis of your partnership interest by the Wisconsin distributions shown on line 19, column (d). If these distributions exceed the Wisconsin basis of your partnership interest and you were a Wisconsin resident when you received the distributions, treat the excess as a gain from the sale or exchange of property. Enter any Wisconsin gain on the appropriate line of Wisconsin Schedule WD.

Line 20. Other Information – If applicable, the partnership has provided supplemental information or has listed in the space provided or on attached schedules your share of items not included on lines 1 through 19. Account for these items as necessary to include the taxable or deductible amount of each item as computed under Wisconsin law in your Wisconsin income.

For individuals, estates, and trusts, if line 20 includes interest income from United States government obligations, you must make an adjustment on your Wisconsin return because this income is not taxable for Wisconsin income tax purposes. If you are filing Form 1, subtract this interest income on Form 1, line 7. If you are filing Form 1NPR, don't include this interest income on Form 1NPR, line 2, column B. If you are filing Form 2, subtract the United States government interest on Schedule A, line 8.

Lines 21a and 21b. Related Entity Expenses – If the partnership paid, accrued, or incurred management fees or interest, rental or intangible expenses to a related person or entity, the partnership completes lines 21a and 21b, as appropriate, to separately disclose the modifications it made to those items under the Wisconsin law requiring "addback" of related entity expenses. The amounts on lines 21a and 21b should already be included in column (c) corresponding to one or more other lines of Schedule 3K-1.

Instructions for lines 21a and 21b depend on the type of partner:

- ***Individuals*** may disregard these lines.
- ***Partnerships and tax-option (S) corporations*** must enter these amounts on lines 21a and 21b of Schedule 3K or lines 18a and 18b of Schedule 5K.
- ***Corporations*** must enter the amount from line 21a on Schedule V (if not already included) and the amount from line 21b on Schedule W (if not already included), even if the net total of those amounts is zero.

Line 22. Gross Income – Individuals combine the amount from column (d) or (e), as appropriate, with gross income from other sources (if any) that is reportable to Wisconsin to determine whether they must file a Wisconsin income tax return. See the instructions for Form 1 or Form 1NPR for information about the filing requirements.

Lines 23 Through 25. Share of Apportionment Factors – Partnerships, corporations, and tax-option (S) corporations must generally include their share of the numerator and denominator of the partnership's apportionment factors in the numerator and denominator of their apportionment factors. Include these amounts on Form 4A-1, *Wisconsin Apportionment Data for Single Factor Formulas* or Form 4A-2, *Apportionment Data for Multiple Factor Formulas*, as appropriate.

Form **4A-1**

Wisconsin Department of Revenue

Wisconsin Apportionment Data for Single Factor Formulas

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

Read instructions before filling in this form

2011

Name

Federal Employer ID Number

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		
	b Shipped from within Wisconsin	1b		
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		
3	Double throwback sales	3		
4	Total sales of tangible personal property (for column (a), add lines 1 through 3)	4		
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		
10	For column a, add lines 4, 5, 7 and 9. For column (b), add lines 4, 6, 8, and 9	10		

Separate return filers and pass-through entities skip to line 17.

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	__ __ __ . __ __ __ __ %	

Part II Receipts Factor for Interstate Financial Institutions (See section Tax 2.49, Wis. Adm. Code)

			(a) Wisconsin	(b) Total Company
1	Gross interest and other fees from loans secured by real property	1		
2	Gross interest and other fees from loans secured by tangible personal property	2		
3	Gross interest and other fees from unsecured loans	3		
4	Net gains from sales of loans secured by real property	4		
5	Net gains from sales of loans secured by tangible personal property	5		
6	Net gains from sales of unsecured loans	6		
7	Gross receipts from credit card receivables	7		
8	Net gains from sales of credit card receivables	8		
9	Credit card issuer's reimbursement fees	9		
10	Gross receipts from merchant discount	10		
11	Loan servicing fees	11		
12	Gross receipts from travelers checks, cashiers checks, certified checks, and money orders	12		
13	Gross receipts from automated teller machines and safety deposit boxes	13		
14	Gross receipts from maintaining accounts	14		
15	Gross receipts from electronic funds transfer	15		
16	Gross receipts from cash management services	16		
17	Gross receipts from international trade services	17		
18	Gross receipts from data processing services and document imaging services	18		
19	Gross receipts from research services	19		
20	Gross receipts from trust services	20		
21	Gross receipts from investment banking services	21		
22	Gross receipts from brokerage services	22		
23	Gross receipts from services provided to regulated investment companies	23		
24	Gross receipts from other services	24		
25	Gross receipts from the lease of real property	25		
26	Gross receipts from the lease of tangible personal property	26		
27	Gross receipts from computer software	27		
28	Gross royalties and other gross receipts from intangibles, excluding securities	28		
29	Sales of tangible personal property (attach schedule)	29		
30	Gross receipts apportioned to a state where the taxpayer would not be taxable under P.L. 86-272	30		
31	Add lines 1 through 30 for column (a) (1 through 29 for column (b))	31		

		(a) Wisconsin	(b) Total Company
Separate return filers and pass-through entities skip to line 38.			
32 Enter sales or receipts included above, if any, that are intercompany transactions between combined group members	**32**		
33 Enter sales or receipts included above, if any, that are **not** included in the computation of combined unitary income	**33**		
34 Add lines 32 and 33 for each column	**34**		
35 Subtract line 34 from line 31 for each column	**35**		
36 Enter intercompany sales or receipts previously excluded from the receipts factor due to the deferral of income, if the deferred income is included in combined unitary income on this return	**36**		
37 Add lines 35 and 36. Enter column (a) amount in Form 4A, Part II. Enter column (b) amount in Form 4A, Part I	**37**		
38 ***Separate return filers and pass-through entities:*** Divide line 31, column (a) by line 31, column (b), and multiply by 100. This is the Wisconsin apportionment percentage	**38**	__ __ __ . __ __ __ __ %	

Part III Receipts Factor for Interstate Brokers-Dealers, Investment Advisers, Investment Companies, and Underwriters (See section Tax 2.495, Wis. Adm. Code)

		(a) Wisconsin	(b) Total Company
1 Gross brokerage commissions	**1**		
2 Gross margin interest earned	**2**		
3 Gross account maintenance fees	**3**		
4 Gross receipts, net of commissions, from sales of trading assets	**4**		
5 Gross receipts received on investment contracts	**5**		
6 Gross receipts from underwriting services	**6**		
7 Other gross receipts or net gains (attach schedule)	**7**		
8 Gross receipts apportioned to a state where the taxpayer would not be taxable under P.L. 86-272	**8**		
9 Add lines 1 through 8 for column (a) (1 through 7 for column (b))	**9**		
Separate return filers and pass-through entities skip to line 16.			
10 Enter sales or receipts included above, if any, that are intercompany transactions between combined group members	**10**		
11 Enter sales or receipts included above, if any, that are **not** included in the computation of combined unitary income	**11**		

		(a) Wisconsin	(b) Total Company
12 Add lines 10 and 11 for each column	**12**		
13 Subtract line 12 from line 9 for each column	**13**		
14 Enter intercompany sales or receipts previously excluded from the receipts factor due to the deferral of income, if the deferred income is included in combined unitary income on this return	**14**		
15 Add lines 13 and 14. Enter column (a) amount in Form 4A, Part II. Enter column (b) amount in Form 4A, Part I	**15**		
16 ***Separate return filers and pass-through entities:*** Divide line 9, column (a) by line 9, column (b), and multiply by 100. This is the Wisconsin apportionment percentage	**16**	__ __ __ . __ __ __ __ %	

Part IV Premiums Factor for Insurance Companies

		(a) Wisconsin	(b) Total Company
1 Direct premiums written for insurance on property and risks, other than life insurance	**1**		
2 Assumed premiums from domestic insurance companies written for reinsurance on property and risks, other than life insurance	**2**		
3 Add lines 1 and 2	**3**		

Separate return filers and pass-through entities skip to line 8.

4 Enter premiums included above, if any, that are intercompany transactions between combined group members	**4**		
5 Enter premiums included above, if any, that are **not** included in the computation of combined unitary income	**5**		
6 Add lines 4 and 5 for each column	**6**		
7 Subtract line 6 from line 3 for each column. Enter column (a) amount in Form 4A, Part II. Enter column (b) amount in Form 4A, Part I.	**7**		
8 ***Separate return filers and pass-through entities:*** Divide line 3, column (a) by line 3, column (b), and multiply by 100. This is the Wisconsin apportionment percentage	**8**	__ __ __ . __ __ __ __ %	

Instructions for 2011 Form 4A-1: Wisconsin Apportionment Data for Single Factor Formulas

Purpose of Form 4A-1

Corporations, partnerships, tax-option (S) corporations and nonresident estates, trusts, and individuals that are engaged in a unitary business both in and outside Wisconsin generally use Form 4A-1 to compute the factors that will determine their Wisconsin share of income from the unitary business.

However, taxpayers in certain specialized industries cannot use Form 4A-1 because the Wisconsin Administrative Code requires them to apportion their income using more than one factor. These taxpayers must use Form 4A-2, *Wisconsin Apportionment Data for Multiple Factor Formulas*. Taxpayers that use Form 4A-2 include direct air carriers, motor carriers, railroads and sleeping car companies, pipeline companies, and telecommunications companies.

Taxpayers that use separate accounting also cannot use Form 4A-1. See the instructions for Form 4C for more information on separate accounting.

A taxpayer must complete only the part of Form 4A-1 that applies to them. The parts are as follows:

Part I. Sales Factor – This part is for taxpayers required to use the general single sales factor formula.

Part II. Receipts Factor – This part is for financial institutions required to use the receipts factor under s. Tax 2.49, Wisconsin Administrative Code.

Part III. Receipts Factor – This part is for other financial organizations required to use the receipts factor under s. Tax 2.495, Wisconsin Administrative Code.

Part IV. Premiums Factor – This part is for insurance companies required to use the premiums factor.

Special Instructions for Combined Groups

Each corporation in a combined group must complete Form 4A-1, if applicable, to report the apportionment data for its own activities. The combined group then carries forward the amounts from each member's Form 4A-1 (or Form 4A-2, if applicable) to Form 4A, *Wisconsin Apportionment Data for Combined Groups*, to determine the combined group's Wisconsin share of combined unitary income.

However, as a substitute for preparing multiple Forms 4A-1, a combined group may choose to prepare a columnar spreadsheet with the rows representing the appropriate lines of Form 4A-1 and each column representing a company in the combined group.

Specific Instructions for Each Part

These instructions are presented in the order the parts appear on Form 4A-1:

Part I: Sales Factor

For all of the amounts in Part I, only include amounts that are includable in the sales factor. Also, for lines 2b, c, and 3, you will need to compute the amount of throwback sales. The next two sections explain the sales factor and throwback sales. The line-by-line instructions for Part I follow the explanation of throwback sales.

Sales Factor in General

Items Includable in Sales Factor. For purposes of the sales factor, sales include, but aren't limited to, the following items related to the production of apportionable income:

- Gross receipts from the sale of inventory.
- Gross receipts from the operation of farms, mines, and quarries.
- Gross receipts from the sale of scrap or by-products.
- Gross commissions.
- Gross receipts from personal and other services.
- Gross rents from real property or tangible personal property.
- Interest on trade accounts and trade notes receivable.
- A member's share of a limited liability company's gross receipts or a partner's share of a partnership's gross receipts.
- Gross management fees.
- Gross royalties from income producing activities.

- Gross franchise fees from income producing activities.

"Gross receipts" means gross sales less returns and allowances, plus service charges, freight, carrying charges, or time-price differential charges incidental to the sales. Federal and state excise taxes, including sales and use taxes, are included as part of the receipts if the taxes are passed on to the buyer or included as part of the selling price.

Items Not Includable in Sales Factor. Do not include any of the following items in the sales factor:

- Gross receipts and gain or loss from the sale of tangible business assets, except receipts from the sale of inventory, scrap, or by-products or from the operation of a farm, mine, or quarry.
- Gross receipts and gain or loss from the sale of nonbusiness real or tangible personal property.
- Gross rents and rental income or loss from real property or tangible personal property if that real property or tangible personal property isn't used in the production of business income.
- Royalties from nonbusiness real property or nonbusiness tangible personal property.
- Proceeds and gain or loss from the redemption of securities.
- Interest, except interest on trade accounts and trade notes receivable, and dividends.
- Gross receipts and gain or loss from the sale of intangible assets, except inventory.
- Dividends deductible in determining net income.
- Gross receipts and gain or loss from the sale of securities.
- Proceeds and gain or loss from the sale of receivables.
- Refunds, rebates, and recoveries of amounts previously expended or deducted.
- Foreign exchange gain or loss.
- Royalties and income from passive investments in patents, copyrights, trademarks, trade names, plans, specifications, blueprints, processes, techniques, formulas, designs, layouts, patterns, drawings, manuals, and technical know-how.
- Pari-mutuel wager winnings and purses.
- Other items not includable in apportionable income.

Throwback Sales

A "throwback sale" is a taxpayer's sale of tangible personal property destined for a state where the taxpayer has no nexus. If a sale is a throwback sale, it is included in the numerator of the sales factor as a Wisconsin sale.

For purposes of determining throwback sales, a "state" is any state of the United States, the District of Columbia, the Commonwealth of Puerto Rico, and any United States territory or possession. A foreign country isn't a "state."

Nexus in General. To determine if a taxpayer has nexus in another state for purposes of computing throwback sales, you would generally use the same rules that are used to determine if a similarly situated taxpayer would be subject to Wisconsin franchise or income tax if it made the sale to Wisconsin from another state. However, if the Wisconsin Statutes provide a specific exemption from nexus, such as in sec. 71.23(3), Wis. Stats., do not apply that Wisconsin statutory exemption when you determine if there is nexus in the destination state.

A taxpayer engaged in the business of selling tangible personal property does not have nexus in any state where it is protected from taxation under federal Public Law 86-272 (P.L. 86-272). See s. Tax 2.82, Wisconsin Administrative Code, for more details of P.L. 86-272 and a description of what constitutes nexus for Wisconsin franchise or income tax purposes. Also see s. Tax 2.39(6)(b), Wisconsin Administrative Code, for more information about the relationship between nexus and throwback sales.

Nexus and Throwback Sales for Combined Groups. In a combined group, nexus is determined for the unitary business as a whole. Therefore, a combined group member's sales destined outside Wisconsin cannot be "thrown back" to Wisconsin if **any** member of the combined group has nexus relating to the unitary business in the destination state. The example below illustrates:

Example:

Corporation B has an office and inventory in Wisconsin, but when considered as a separate entity, it does not have any property or nexus-creating activity outside Wisconsin. However, Corporation B is in Combined Group BC, which consists of Corporations B and C. Corporation C has an office and retail store in Illinois, which are part of the same unitary business as B's Wisconsin office and inventory.

Assume that B sells a widget to a customer located in Illinois and ships it by common carrier to the custom-

er's Illinois address. Corporation B should not include that sale in its sales factor numerator as a throwback sale. Since C has nexus in Illinois that relates to Combined Group BC's unitary business, B is also deemed to have nexus in Illinois.

See ss. Tax 2.61(7), and 2.82(5), Wisconsin Administrative Code, for further details of how nexus and throwback sales are determined for combined groups.

Line-by-Line Instructions for Part I

■ **Lines 1a and 1b. Tangible Personal Property Destined for Wisconsin –** Enter the amounts of Wisconsin destination sales. Gross receipts from the sales of tangible personal property, except sales to the federal government, are Wisconsin sales if the property is delivered or shipped to a purchaser in Wisconsin.

Wisconsin sales include sales of tangible personal property that are picked up by the purchaser, or the purchaser's agent, at the seller's out-of-state business location and immediately transported to the purchaser's Wisconsin business location.

Wisconsin sales do not generally include sales of tangible personal property picked up by the purchaser, or the purchaser's agent, at the seller's Wisconsin business location if the property is immediately transported to the purchaser's out-of-state business location. However, if the seller doesn't have nexus with the state where the purchaser's business is located, the sales are "thrown back" to Wisconsin.

■ **Line 2a. Sales to Federal Government in Wisconsin –** Enter the amount of sales of tangible personal property delivered to the federal government, including its agencies and instrumentalities, in Wisconsin if the property is shipped from an office, store, warehouse, factory, or other place of storage in Wisconsin. Sales to federal government locations in Wisconsin, which are shipped from an office, store, warehouse, factory, or other place of storage outside Wisconsin, aren't Wisconsin sales.

■ **Line 2b. Throwback Sales to Federal Government –** Enter the amount of sales of tangible personal property delivered to the federal government, including its agencies and instrumentalities, outside Wisconsin if the property is shipped from an office, store, warehouse, factory, or other place of storage in Wisconsin and the seller doesn't have nexus in the destination state.

■ **Line 2c. Throwback Sales –** Enter the amount of sales, other than sales to the federal government, that are "thrown back" to Wisconsin. These are sales of tangible personal property shipped from an office, store, warehouse, factory, or other place of storage in Wisconsin to a state in which the seller doesn't have nexus.

■ **Line 3. Double Throwback Sales –** Enter the amount of "double throwback" sales. These are sales of tangible personal property, other than sales to the federal government, which were made by an office in Wisconsin but not shipped or delivered from Wisconsin, **if** the taxpayer doesn't have nexus in either the destination state or the state from which the property is shipped or delivered.

■ **Line 5. Receipts from Use of Computer Software –** Enter the amount of gross receipts from the use of computer software that the purchaser or licensee uses at a location in Wisconsin. Computer software is used in Wisconsin if the purchaser or licensee uses the software in the regular course of business operations in Wisconsin, for personal use in Wisconsin, or if the purchaser or licensee is an individual whose domicile is in Wisconsin.

If the purchaser or licensee uses the computer software in more than one state, the gross receipts are divided among those states having jurisdiction to impose an income tax on the taxpayer in proportion to the use of the computer software in those states. To determine computer software use in Wisconsin, the Department may consider the number of users in each state where the software is used, the number of site licenses or workstations in Wisconsin, and any other factors that reflect the use of computer software in Wisconsin.

■ **Line 7. Receipts from Services –** Enter the amount of gross receipts from services if the purchaser of the service received the benefit of the service in Wisconsin. The benefit of the service is received in Wisconsin if any of the following applies:

- The service relates to real property that is located in Wisconsin.
- The service relates to tangible personal property that is located in Wisconsin at the time that the service is received or tangible personal property that is delivered directly or indirectly to customers in Wisconsin.
- The service is provided to an individual who is physically present in Wisconsin at the time that the service is received.
- The service is provided to a person engaged in a trade or business in Wisconsin and relates to that person's business in Wisconsin.

If the purchaser of a service receives the benefit of the service in more than one state, the gross receipts

from the service are included in the numerator of the sales factor according to the portion of the service received in Wisconsin.

■ **Line 9. Other Apportionable Gross Receipts –** For both Wisconsin and the total company, enter the amount of other gross receipts of apportionable income that are includable in the sales factor. These gross receipts may include:

- Leases, rentals, or licensing of tangible personal property, including moving property.
- Sales, leases, rentals, or licensing of real property.
- Sales of intangible property.
- Royalties, licensing or allowing the use of intangible property.

In general, these gross receipts are in Wisconsin in proportion to the purchaser's use of or benefit from the property in Wisconsin. See s. Tax 2.39(6)(c), (d), (h), and (i), Wisconsin Administrative Code, for further details on how to determine the amount of these other apportionable gross receipts in Wisconsin.

■ **Line 11. Intercompany Sales** *(Combined Group Members Only)* **–** Any sales made between members of the same combined group ("intercompany sales"), either directly or through interests in a pass-through entity, must be excluded from the amounts you entered on lines 1 through 9.

Report the excluded amount of intercompany sales on line 11. If you already excluded these intercompany sales from the amounts you entered on lines 1 through 9, do not enter any amounts on line 11.

Following are additional details about intercompany transactions that involve pass-through entities. For additional information, refer to s. Tax 2.61(7)(e), Wisconsin Administrative Code.

Sales to Pass-Through Entities Owned by Combined Group Members. If a combined group member makes a sale to a pass-through entity which is more than 50 percent owned, directly or indirectly, by members of the combined group, the member must eliminate an amount equal to the gross receipts of the sale multiplied by the sum of all combined group members' interests in the pass-through entity as of the date of the sale. The examples below illustrate:

Example 1: Combined Group LM consists of Member L and Member M. L owns a 40% interest in Partnership P. M owns a 60% interest in Partnership P. On March 1, 2011, L sells a widget to Partnership P for $10,000, and this sale is includable in Group LM's combined unitary income. In its computation of apportionment factors for 2011, L must subtract an amount of $10,000 (= $10,000 x (40% + 60%)) from its sales factor denominator and, if applicable, from its numerator.

Example 2: Assume the same facts as Example 1, except that Member L owns a 25% interest and M owns a 50% interest in Partnership P. In its computation of apportionment factors for 2011, L must subtract an amount of $7,500 (= $10,000 x (25% + 50%)) from its sales factor denominator and, if applicable, from its numerator.

Sales by Pass-Through Entities Owned by Combined Group Members. If a pass-through entity makes a sale to a combined group member and more than 50 percent of the pass-through entity is directly or indirectly owned by members of the combined group, each member with an interest in the pass-through entity must subtract from its sales factor numerator and denominator any amount that would otherwise be included attributable to the sale. The example below illustrates:

Example: Combined Group ST consists of Member S and Member T. S owns a 20% interest in Partnership R. T owns an 80% interest in Partnership R. On October 1, 2011, Partnership R sells a widget to S for $20,000, and this sale is includable in Group ST's combined unitary income. In its computation of apportionment factors for 2011, S must subtract an amount of $4,000 (= $20,000 x 20%) from its sales factor denominator and, if applicable, from its numerator. Similarly, T must subtract an amount of $16,000 (= $20,000 x 80%) from its sales factor denominator and, if applicable, from its numerator.

■ **Line 12. Sales Excluded from Combined Unitary Income** *(Combined Group Members Only)* – If you reported an amount on Form 4, line 6 for separately apportioned income, you must exclude the sales attributable to that amount from the numerator and denominator of the sales factor, as applicable. Report the excluded amount of these sales on line 12. However, if you already excluded these sales from the amounts you entered on lines 1 through 9, do not enter any amounts on line 12.

See the instructions to Form 4N, *Wisconsin Nonapportionable and Separately Apportioned Income*, for further details on how to report and apportion separately apportioned income.

■ **Line 15. Sales Previously Deferred** *(Combined Group Members Only)* **–**If a combined group member made a sale to another member of the combined group in a prior taxable year and gain or loss on the transaction was deferred under the provisions of sec. 71.255(4)(g), Wis. Stats., the selling member must include the gross receipts from the sale in its sales factor in the year the gain or loss is recognized, to the extent those gross receipts are otherwise includable in the sales factor.

NOTE: Section 71.255(4)(g), Wis. Stats., provides that the intercompany deferral provisions of Treas. Reg. §1.1502-13 apply to a combined group similarly to how they apply to a consolidated group for federal purposes. See the instructions to line 22 of Form 4R, *Federal Taxable Income Reconciliation for Wisconsin Combined Groups*, for details.

Report the gross receipts corresponding to any income recognized under sec. 71.255(4)(g), Wis. Stats., on line 15. If you already included these receipts in the amounts you entered on lines 1 through 9, do not enter any amounts on line 15.

Under s. Tax 2.61(7)(d), Wisconsin Administrative Code, special sourcing rules apply to amounts reported on line 15. If a combined group member sells an item or service to another combined group member and the purchaser subsequently resells it to a third party outside of the group, the situs of both sales is determined based on the situs of the sale from the purchasing member to the third party. Also, the purchasing member must exclude from its apportionment factors the amount the selling member already included attributable to that same item or service. The example below illustrates:

Example:

Combined Group YZ consists of Member Y and Member Z. Group YZ is on a calendar year. On December 30, 2010, Y sells a widget with a cost of $400 to Z, for $600. Y ships the widget to Z's warehouse in Wisconsin. On January 30, 2011, Z resells the widget to Q, an unrelated third party, for $700. Z ships the widget to Q's headquarters in Illinois. Assume both the sale by Y and the sale by Z are includable in combined unitary income, and assume that Z has nexus in Illinois.

In 2010, Y did not recognize any gain on the sale to Z because the gain was deferred under the provisions of sec. 71.255(4)(g), Wis. Stats. Since the gain on the sale was not recognized, Y cannot include the $600 sale in its apportionment factors for 2010.

In 2011, Y must include its $200 of gain on the sale to Z (= $600 - $400) in combined unitary income. Y must also include the sale amount of $600 in its sales factor denominator for 2011. Z must include its $100 gain on the sale to Q (= $700 - $600) in combined unitary income for 2011. However, since $600 of Z's sales price has already been included in Y's sales factor, Z may only include the remaining $100 of the sale amount in its sales factor denominator. Neither Y nor Z include these amounts in their sales factor numerators since both sales are deemed to have a situs in Illinois where Group YZ has nexus.

■ **Line 17. Apportionment Percentage** *(Separate Filers Only)* **–** Divide line 10, column a, by line 10, column b, and multiply that amount by 100. ***Fill all spaces to the right of the decimal point.*** Round to the nearest ten-thousandth of a percent (for example, 12.3456%). See the instructions of the tax form you are filing (Form 1NPR, 2, 3, 4, 4T, or 5S) for how to report and use this percentage.

Parts II and III: Receipts Factor

Receipts Factor in General

Financial institutions required to use apportionment must use the receipts factor prescribed in s. Tax 2.49, Wisconsin Administrative Code. Brokers-dealers, investment advisers, investment companies, and underwriters required to use apportionment must use the receipts factor prescribed in s. Tax 2.495, Wisconsin Administrative Code.

Under both ss. Tax 2.49 and 2.495, interest, dividends, gross receipts or net gains from sales of securities held for investment purposes, and other income from investment assets, may not be included in the receipts factor.

Instructions for Part II

Lines 1 through 30 of Part II list, in order, the items includable in the receipts factor under s. Tax 2.49, Wisconsin Administrative Code. For each line, refer to s. Tax 2.49 for an explanation of what must be included on each line and how to determine the Wisconsin amount.

Report throwback sales on line 30. For an explanation of throwback sales and how they apply to members of a combined group, see the section *Throwback Sales*, which is presented before the line-by-line instructions for Part I.

Lines 32 through 37 are for combined group members only. For lines 32, 33, and 36, the instructions are the same as for lines 11, 12, and 15 of Part I, except that where the Part I instructions refer to

lines 1 through 9, the applicable lines for Part II are lines 1 through 30.

Instructions for Part III

Lines 1 through 8 of Part III list, in order, the items includable in the receipts factor under s. Tax 2.495, Wisconsin Administrative Code. Refer to s. Tax 2.495 for an explanation of what must be included on each line and how to determine the Wisconsin amount.

Report throwback sales on line 8. For an explanation of throwback sales and how they apply to members of a combined group, see the section *Throwback Sales*, which is presented before the line-by-line instructions for Part I.

Lines 10 through 15 are for combined group members only. For lines 10, 11, and 14, the instructions are the same as for lines 11, 12, and 15 of Part I, except that where the Part I instructions refer to lines 1 through 9, the applicable lines for Part III are lines 1 through 8.

Part IV: Premiums Factor

■ **Line 1. Direct Premiums –** In column a, enter the direct premiums written on all property and risks other than life insurance, where the subject of insurance was resident, located, or to be performed in Wisconsin. In column b, enter the total direct premiums on all property and risks other than life insurance, wherever located during the taxable year.

■ **Line 2. Assumed Premiums –** In column a, enter the assumed premiums from domestic insurance companies written for reinsurance on property and risks other than life insurance, where the subject of insurance was resident, located, or to be performed in Wisconsin. In column b, enter the assumed premiums from domestic insurance companies written for reinsurance on property and risks other than life insurance, wherever located during the taxable year.

■ **Lines 4 through 7. Adjustments for Combined Group Members Only –** For lines 4 and 5, the instructions are the same as for lines 11 and 12 of Part I, except that where the Part I instructions refer to lines 1 through 9, the applicable lines for Part IV are lines 1 and 2.

Additional Information and Assistance

Web Resources. The Department of Revenue has a web page dedicated to combined reporting issues, including:

- Frequently asked questions
- Training materials
- Links to Administrative Code sections that relate to combined reporting
- Articles on combined reporting

Access the combined reporting web page at: http://www.revenue.wi.gov/combrept/index.html

For questions that do not relate to combined reporting, the web page also has a library of frequently asked questions on general business tax topics, available at:http://www.revenue.wi.gov/faqs/index.html

Contact Information. If you cannot find the answer to your question in the resources available on the Department of Revenue's web page, contact the Department using any of the following methods:

- E-mail your question to corp@revenue.wi.gov
- Call (608) 266-2772
  (Telephone help is also available using TTY equipment. Call the Wisconsin Telecommunications Relay System at 711 or, if no answer, (800) 947-3529. These numbers are to be used only when calling with TTY equipment.)
- Send a fax to (608) 267-0834
- Write to the Audit Bureau, Wisconsin Department of Revenue, Mail Stop 5-144, PO Box 8906, Madison, WI 53708-8906