

Schedule K-1 (Form 1065)

2012

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

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning ending

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

See separate instructions.

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

Table with 2 columns: Item number and Amount. Rows include: 1 Ordinary business income (loss) 50,213; 2 Net rental real estate income (loss) -6,518; 3 Other net rental income (loss); 4 Guaranteed payments; 5 Interest income 2,576; 6a Ordinary dividends; 6b Qualified dividends A 1,477; 7 Royalties; 8 Net short-term capital gain (loss) C\* STMT; 9a Net long-term capital gain (loss); 9b Collectibles (28%) gain (loss) A 12,671; 9c Unrecaptured sec 1250 gain; 10 Net section 1231 gain (loss) A 130; 11 Other income (loss); 12 Section 179 deduction; 13 Other deductions A 670; 14 Self-employment earnings (loss) A 0.

Part I Information About the Partnership

A Partnership's employer identification number; B Partnership's name, address, city, state, and ZIP code: SV AMERICA HOLDINGS, LLC, 42 HIGH TECH BLVD, THOMASVILLE, NC 27360; C IRS Center where partnership filed return: E-FILE; D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number; F Partner's name, address, city, state, and ZIP code: BLUE CHIP CAPITAL, LLC, 329 SEABREEZE AVENUE, PALM BEACH, FL 33480; G General partner or LLC member-manager (X) Limited partner or other LLC member; H Domestic partner (X) Foreign partner; I1 What type of entity is this partner? PARTNERSHIP; I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here; J Partner's share of profit, loss, and capital: Profit 3.6001880%, Loss 3.6001880%, Capital 3.9261080%; K Partner's share of liabilities at year end: Nonrecourse \$ 283,514; Qualified nonrecourse financing \$; Recourse \$ 0.

L Partner's capital account analysis: Beginning capital account; Capital contributed during the year \$ 500,000; Current year increase (decrease) \$ 2,416; Withdrawals & distributions \$ 12,671; Ending capital account \$ 489,745.

M Did the partner contribute property with a built-in gain or loss? Yes No (X) No

For IRS Use Only

\*See attached statement for additional information.

CONFIDENTIAL

SV AMERICA HOLDINGS, LLC



SCHEDULE K-1 NONDEDUCTIBLE EXPENSES, BOX 18, CODE C

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
EXCLUDED MEALS AND ENTERTAINMENT EXPENSES	NONDEDUCTIBLE PORTION	537.
OFFICERS LIFE INSURANCE		22.
TOTAL TO SCHEDULE K-1, BOX 18, CODE C		559.

SCHEDULE K-1 FOOTNOTES

TO REDUCE THE PAPER DOCUMENTS WE CIRCULATE, WE OFFER THE FOLLOWING...

INSTRUCTIONS IN ELECTRONIC FORMAT FOR SCHEDULE K-1 MAY BE FOUND AT:  
[HTTP://WWW.SMITHLEONARDCPAS.COM/RESOURCES/TAX-CENTER/](http://www.smithleopardcpas.com/resources/tax-center/)  
CHOOSE TAX FORMS & PUBLICATIONS  
ENTER KEYWORDS "K-1 INSTRUCTIONS TAX FORM 1065."

IF YOU WISH TO HAVE A PAPER COPY OF THIS DOCUMENT, PLEASE CALL US AT [REDACTED].

22560411 137428 7386.003

PARTNER NUMBER 3  
2012.03030 SV AMERICA HOLDINGS, LLC 7386.001

CONFIDENTIAL

SDNY\_GM\_00031943

EFTA\_00142556

EFTA01280114

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

	Code	Report on
1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.		
Passive loss		
Passive income		
Nonpassive loss		
Nonpassive income		
2. Net rental real estate income (loss)		
3. Other net rental income (loss)		
Net income		
Net loss		
4. Guaranteed payments		
5. Interest income		
6a. Ordinary dividends		
6b. Qualified dividends		
7. Royalties		
8. Net short-term capital gain (loss)		
9a. Net long-term capital gain (loss)		
9b. Collectibles (28%) gain (loss)		
9c. Unrecaptured section 1250 gain		
10. Net section 1231 gain (loss)		
11. Other income (loss)		
Code		
A Other portfolio income (loss)		
B Involuntary conversions		
C Sec. 1259 contracts & straddles		
D Mining exploration costs recapture		
E Cancellation of debt		
F Other income (loss)		
12. Section 179 deduction		
13. Other deductions		
A Cash contributions (50%)		
B Cash contributions (30%)		
C Noncash contributions (50%)		
D Noncash contributions (30%)		
E Capital gain property to a 50% organization (30%)		
F Capital gain property (20%)		
G Contributions (100%)		
H Investment interest expense		
I Deductions - royalty income		
J Section 58(a)(2) expenditures		
K Deductions - portfolio (2% floor)		
L Deductions - portfolio (other)		
M Amounts paid for medical insurance		
N Educational assistance benefits		
O Dependent care benefits		
P Preproductive period expenses		
Q Commercial revitalization deduction from rental real estate activities		
R Pensions and IRAs		
S Reforestation expense deduction		
T Domestic production activities information		
U Qualified production activities income		
V Employer's Form W-2 wages		
W Other deductions		
14. Self-employment earnings (loss)		
Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.		
A Net earnings (loss) from self-employment		
B Gross farming or fishing income		
C Gross non-farm income		
15. Credits		
A Low-income housing credit (section 42(j)(5)) from pre-2006 buildings		
B Low-income housing credit (other) from pre-2006 buildings		
C Low-income housing credit (section 42(j)(5)) from post-2007 buildings		
D Low-income housing credit (other) from post-2007 buildings		
E Qualified rehabilitation expenditures (rental real estate)		
F Other rental real estate credits		
G Other rental credits		
H Undistributed capital gains credit		
I Alcohol and cellulosic biofuel fuels credit		
J Work opportunity credit		
K Disabled access credit		
L Empowerment zone and renewal community employment credit		
M Credit for increasing research activities		
N Credit for employer social security and Medicare taxes		
O Backup withholding		
P Other credits		
10. Foreign transactions		
A Name of country or U.S. possession		
B Gross income from all sources		
C Gross income sourced at partner level		
Foreign gross income sourced at partnership level		
D Passive category		
E General category		
F Other		
Deductions allocated and apportioned at partner level		
G Interest expense		
H Other		
Deductions allocated and apportioned at partnership level to foreign source income		
I Passive category		
J General category		
K Other		
Other information		
L Total foreign taxes paid		
M Total foreign taxes accrued		
N Reduction in taxes available for credit		
O Foreign trading gross receipts		
P Extraterritorial income exclusion		
Q Other foreign transactions		
17. Alternative minimum tax (AMT) items		
A Post-1986 depreciation adjustment		
B Adjusted gain or loss		
C Depletion (other than oil & gas)		
D Oil, gas, & geothermal - gross income		
E Oil, gas, & geothermal - deductions		
F Other AMT items		
19. Tax-exempt income and nondeductible expenses		
A Tax-exempt interest income		
B Other tax-exempt income		
C Nondeductible expenses		
19. Distributions		
A Cash and marketable securities		
B Distribution subject to section 757		
C Other property		
20. Other information		
A Investment income		
B Investment expenses		
C Fuel tax credit information		
D Qualified rehabilitation expenditures (other than rental real estate)		
E Basis of energy property		
F Recapture of low-income housing credit (section 42(j)(5))		
G Recapture of low-income housing credit (other)		
H Recapture of investment credit		
I Recapture of other credits		
J Look-back interest - completed long-term contracts		
K Look-back interest - income forecast method		
L Dispositions of property with section 179 deductions		
M Recapture of section 179 deduction		
N Interest expense for corporate partners		
O Section 453(j)(3) information		
P Section 453A(c) information		
Q Section 1290(b) information		
R Interest allocable to production expenditures		
S CCF nonqualified withdrawals		
T Depletion information - oil and gas		
U Amortization of reforestation costs		
V Unrelated business taxable income		
W Precontribution gain (loss)		
X Section 108(f) information		
Y Other information		

211282 01-03-13

22560411 137428 7386.003

2012.03030 SV AMERICA HOLDINGS, LLC

3 7386.001

CONFIDENTIAL

IT-65 2012 Schedule IN K-1

State Form 49181 (R12/8-12)

Indiana Department of Revenue

Partner's Share of Indiana Adjusted Gross Income, Deductions, Modifications, and Credits
Tax Year Beginning 01 01 2012 and Ending 12 31 2012

Name of Partnership

SV AMERICA HOLDINGS LLC

Federal Identification Number

Distributions - Provide IN K-1 to each partner. Enclose IN K-1 with IT-65 return. For information on the acceptable electronic data file format, visit the Department's website at www.in.gov/dor/3772.htm Pro rata amounts for lines 1 through 26 of any nonresident partner must be multiplied by the Indiana apportionment percent, if applicable, from IT-65, line 4.

Part 1 - Partner's Identification Section

(a) If Partner is an Individual (please print clearly)

Last Name:

First Name:

Social Security Number:

a1

a2

a3

(b) If Partner is an Other Entity (please print clearly)

Name:

Federal Identification Number:

b1 BLUE CHIP CAPITAL LLC

b2

(c) Partner's State of Residence or Commercial Domicile

c1

FL

(d) Indiana Tax Withheld for Nonresident Partner (on WH-18)

d

.00

(e) Partner's Federal Pro Rata Percentage

e

3.60018 %

(f) Partner's Tax as Computed on IT-65COMP Column G

f

.00

Part 2 - Distributive Share Amount (use apportioned figures for nonresident partners)

Table with 2 columns: Description and Amount. Rows include: 1. Ordinary business income (loss) 1280.00; 2. Net rental real estate income (loss) -166.00; 3. Other net rental income (loss) .00; 4. Guaranteed payments .00; 5. Interest income 66.00; 6. Ordinary dividends .00; 7. Royalties .00; 8. Net short-term capital gain (loss) .00; 9. Net long-term capital gain (loss) .00; 10. Net IRC Section 1231 gain (loss) 3.00; 11. Other income (loss) .00; 12. IRC Section 179 expense deduction .00; 13a. Portion of expenses related to investment portfolio income, including investment interest expense and other (federal nonitemized) deductions .00; 13b. Other information from line 20 of federal K-1 related to investment interest and expenses not listed elsewhere .00; 14. Total pro rata distributions (Add lines 1 through 11; subtract lines 12, 13a, and 13b when applicable.) 1183.00

Continued on next page

250211 12-03-12 1019



13612111019

CONFIDENTIAL

SDNY\_GM\_00031945

EFTA\_00142558

EFTA01280116

Part 3 - State Modifications Add or subtract the following. Designate the distributive share amount of each modification for Indiana adjusted gross income from line 2 on the front of Form IT-65. For nonresidents, apply apportioned figures. (Use a minus sign to denote negative amounts.)

15. State income taxes deducted	_____		.00
16. Net bonus depreciation allowance	_____		.00
17. Excess IRC Section 179 deduction	_____		.00
18. Interest on U.S. obligations	_____		.00
19. Addback/Deduction	_____	Code: _____	.00
20. Addback/Deduction	_____	Code: _____	.00
21. Addback/Deduction	_____	Code: _____	.00
22. Addback/Deduction	_____	Code: _____	.00
23. Addback/Deduction	_____	Code: _____	.00
24. Addback/Deduction	_____	Code: _____	.00
25. Addback/Deduction	_____	Code: _____	.00
26. Addback/Deduction	_____	Code: _____	.00
27. Total distributive share of modifications (add lines 15 through 26 and carry total to Column B on Schedule IT-65COMP)	_____		.00

Part 4 - Pro Rata Share of Indiana Pass-through Tax Credits from Partnership

28. Enter the name of the tax credit program, its three-digit ID code, and the dollar amount of the partner's distributive share for each allowable credit

Name of Credit:	ID Code:		
a	b	c	.00
d	e	f	.00
g	h	i	.00

29. Total pass-through credits (add lines 28c, 28f, and 28i) \_\_\_\_\_ .00



NC K-1 (39)  
(D-403)

10-11-12

2012 Partner's Share of  
N.C. Income, Adjustments, and Credits  
North Carolina Department of Revenue

For calendar year 2012 or fiscal year beginning and ending

Partner's Identifying Number  
[REDACTED]

Federal Employer ID Number  
[REDACTED]

Partner's Name, Address, and ZIP Code

Partnership's Name, Address, and ZIP Code

BLUE CHIP CAPITAL LLC  
329 SEABREEZE AVENUE  
PALM BEACH FL 33480

SV AMERICA HOLDINGS LLC  
42 HIGH TECH BLVD  
THOMASVILLE NC 27360

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
<b>All Partners</b>		
1. Share of partnership income (loss)	46401	
2. Additions to income (loss)		
a. Addition for bonus depreciation	1363	Page 2, Line 35
b. Other additions to income (loss)	0	Page 2, Line 36
3. Deductions from income (loss)		
a. Deduction for bonus depreciation	0	Page 2, Line 44e
b. Other deductions from income (loss)	0	Page 2, Line 49
4. Share of tax credits	0	Form D-400TC
5. Share of tax withheld from nonwage compensation paid for personal services performed in N.C.	0	Page 2, Line 23
<b>Nonresidents Only</b>		
6. Nonresident's share of N.C. taxable income (loss)	35594	Page 2, Line 51
7. Nonresident's share of net tax paid by the manager of the partnership	0	Page 2, Line 24c

AFFIRMATION ATTACHED

200291  
12-20-12

CONFIDENTIAL

SDNY\_GM\_00031947

EFTA\_00142560

EFTA01280118

### Nonresident Partner Affirmation

North Carolina Department of Revenue

<p><b>Nonresident Partner's Identifying Number</b>  <span style="background-color: black; color: black;">XXXXXXXXXX</span></p> <p><b>Nonresident Partner's Name, Address, and ZIP Code</b></p> <p>BLUE CHIP CAPITAL LLC  329 SEABREEZE AVENUE  PALM BEACH FL 33480</p> <p>Date nonresident became partner in partnership <u>12/20/11</u></p> <p>Partner's Tax Year  <u>01/01/12</u>                      <u>12/31/12</u>  beginning (MM-DD-YY)              ending (MM-DD-YY)</p>	<p><b>Partnership's Federal Employer ID Number</b>  <span style="background-color: black; color: black;">XXXXXXXXXX</span></p> <p><b>Partnership's Name, Address, and ZIP Code</b></p> <p>SV AMERICA HOLDINGS, LLC  42 HIGH TECH BLVD  THOMASVILLE NC 27360</p> <p>Partnership's Tax Year  <u>01/01/12</u>                      <u>12/31/12</u>  beginning (MM-DD-YY)              ending (MM-DD-YY)</p>
---	--

Type of Partner:     C Corporation             S Corporation             Partnership             Estate or Trust

*(Fill in applicable circle)                      Note: This form is not applicable to nonresident partners who are individuals or grantor trusts.*

**Partner's Affirmation**

I affirm that:

1. The entity above is a nonresident partner in the partnership shown above, and
2. I will timely file the entity's applicable income tax return and pay the tax imposed by North Carolina on the entity's share of the partnership income.

\_\_\_\_\_  
Signature of Manager, Officer, or Fiduciary                      Date

**Partnership's Affirmation**

I affirm that:    The entity above is a nonresident partner in the partnership shown above.

\_\_\_\_\_  
Signature of Managing Partner                      Date

#### General Instructions

In a partnership having one or more nonresident partners, the managing partner is responsible for reporting the share of the income and paying the tax due for each nonresident partner. However, if the nonresident partner is a corporation, partnership, trust or estate, the managing partner is not required to pay the tax on that partner's share of the partnership income provided the partner signs this **Nonresident Partner Affirmation** affirming that the partner will pay the tax with its corporation, partnership, trust or estate income tax return. This form must be attached to the partnership return of the partnership shown above. **(Note: This form is not applicable to nonresident partners who are individuals or grantor trusts.)** Payment of the tax due by the managing partner on behalf of corporations, partnerships, trusts or estates that are partners does not relieve the partner from filing a North Carolina tax return.