

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 NOVEMBER 13, 2012 ending DECEMBER 31, 2012

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

See separate instructions.

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

Table with 19 rows and 2 columns. Rows include: 1 Ordinary business income (loss) 0., 2 Net rental real estate income (loss) -1,115., 3 Other net rental income (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 sec 1250 gain, 10 Net section 1231 gain (loss), 11 Other income (loss), 12 Section 179 deduction, 13 Other deductions W* 502., 14 Self-employment earnings (loss) A 0., 15 Credits, 16 Foreign transactions, 17 Alternative min tax (AMT) items A 151., 18 Tax-exempt income and nondeductible expenses, 19 Distributions, 20 Other information.

Part I Information About the Partnership

A Partnership's employer identification number [redacted]
B Partnership's name, address, city, state, and ZIP code MIDWAY CADENCE, LLC [redacted]
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 [redacted]
F Partner's name, address, city, state, and ZIP code BLUE CHIP CAPITAL, LLC [redacted]
G General partner or LLC member-manager Limited partner or other LLC member
H Domestic partner 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:
Beginning Ending
Profit 1.5562250% 1.5562250%
Loss 2.0080320% 2.0080320%
Capital 2.0080320% 2.0080320%
K Partner's share of liabilities at year end:
Nonrecourse \$ 211.
Qualified nonrecourse financing \$
Recourse \$ 158,875.
L Partner's capital account analysis:
Beginning capital account \$
Capital contributed during the year \$ 50,000.
Current year increase (decrease) \$ -1,652.
Withdrawals & distributions \$()
Ending capital account \$ 48,348.
M Did the partner contribute property with a built-in gain or loss?
Yes No
If "Yes", attach statement (see instructions)

For IRS Use Only

*See attached statement for additional information.

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2012 (301) MIDWAY CADENCE, LLC

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

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
CONSULTING FEES		502.
TOTAL TO SCHEDULE K-1, BOX 13, CODE W		502.

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
RENTAL REAL ESTATE INCOME (LOSS)	-1,115.	
SCHEDULE K-1 INCOME SUBTOTAL		-1,115.
OTHER DEDUCTIONS	-502.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-502.
NET INCOME (LOSS) PER SCHEDULE K-1		-1,617.
PREPAID RENT-CY	-35.	
OTHER INCREASES OR DECREASES SUBTOTAL		-35.
TOTAL TO SCHEDULE K-1, ITEM L		-1,652.

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.

1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.

Table with 2 columns: Description and Report on. Includes rows for Passive loss, Net rental real estate income, Section 179 deduction, and 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.

Table with 2 columns: Description and Report on. Includes rows for Net earnings from self-employment, Gross farming or fishing income, and Gross non-farm income.

Table with 2 columns: Description and Report on. Includes rows for Credits such as Low-income housing credit, Qualified rehabilitation expenditures, and Other rental real estate credits.

Table with 2 columns: Code and Report on. Includes codes J through P for various credits like Work opportunity credit, Disabled access credit, and Backup withholding.

Table with 2 columns: Code and Report on. Includes rows for Foreign transactions (A-H) and Deductions allocated and apportioned at partner level (G-H).

Table with 2 columns: Code and Report on. Includes rows for Alternative minimum tax (AMT) items (A-F).

Table with 2 columns: Code and Report on. Includes rows for Tax-exempt income and nondeductible expenses (A-C).

Table with 2 columns: Code and Report on. Includes rows for Distributions (A-C).

Table with 2 columns: Code and Report on. Includes rows for Other information (A-Y) covering various tax items and deductions.

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Final K-1
 Amended K-1

For calendar year 2012 or tax year beginning **11-13-2012** and ending **12-31-2012**

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

Partnership's information (see instructions)

Partnership's name (as shown on Form IT-204)

MIDWAY CADENCE, LLC

Partnership's EIN



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

B Tax shelter registration number, if any

C Business allocation percentage %

Partner's information (see instructions)

Partner's name

BLUE CHIP CAPITAL, LLC

Partner's address

Partner's identifying number



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

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

F If the partner is a disregarded entity or grantor trust, enter the tax ID of the entity or Individual reporting the income, if known

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

H Partner's share of profit, loss, and capital		Beginning		Ending	
1) Profit	H1	1.5562	%	1.5562	%
2) Loss	H2	2.0080	%	2.0080	%
3) Capital	H3	2.0080	%	2.0080	%

I Partner's share of liabilities at the end of the year		
1) Nonrecourse	I1	211.
2) Qualified nonrecourse financing	I2	
3) Recourse	I3	158,875.

J Partner's capital account analysis		
1) Beginning capital account	J1	
2) Capital contributed during the year - cash	J2	50,000.
3) Capital contributed during the year - property	J3	
4) Current year increase (decrease)	J4	-1,652.
5) Withdrawals and distributions - cash	J5	
6) Withdrawals and distributions - property	J6	
7) Ending capital account	J7	48,348.

8) Method of accounting (mark an **X** in the appropriate box)
 Tax basis GAAP Book Other (submit explanation)

K Resident status (mark an **X** in all boxes that apply)
 NYS full-year resident Yonkers full-year resident NYC full-year resident
 NYS part-year resident Yonkers part-year resident NYC part-year resident
 NYS nonresident Yonkers nonresident

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

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M 1) Was Form IT-2658-E filed with the partnership? **M1** Yes No

2) Was Form MTA-405-E filed with the partnership? **M2** Yes No

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

1) First installment **N1**

2) Second installment **N2**

3) Third installment **N3**

4) Fourth installment **N4**

Total NYS estimated tax paid on behalf of partner (add lines N1 through N4) **N**

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

1) First installment **O1**

2) Second installment **O2**

3) Third installment **O3**

4) Fourth installment **O4**

Total estimated MCTMT paid on behalf of partner (add lines O1 through O4) **O**

Partner's share of income, deductions, etc.

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

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

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



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

22 New York State subtractions			
Number	A - Total amount	B - New York State allocated amount	
22a	ES-		
22b	ES-		
22c	ES-		
22d	ES-		
22e	ES-		
22f	ES-		
23	Total subtraction modifications <i>(total of column A, lines 22a through 22f)</i>		23
24 Additions to federal itemized deductions			
Letter	Amount		
24a			
24b			
24c			
24d			
24e			
24f			
25	Total additions to federal itemized deductions <i>(add lines 24a through 24f)</i>		25
26 Subtractions from federal itemized deductions			
Letter	Amount		
26a			
26b			
26c			
26d			
26e			
26f			
27	Total subtractions from federal itemized deductions <i>(add lines 26a through 26f)</i>		27
28	New York adjustments to tax preference items		28

Partner's other information

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

Partner's credit information

Part 1 - Flow-through credit bases and factors

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

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

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Partner's credit information (continued)

EZ capital tax credit (Form IT-602)

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

QEZE tax reduction credit (Form IT-604)

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

Excelsior jobs program tax credit (Form IT-607)

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

Farmers' school tax credit (Form IT-217)

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

Other flow-through credit bases and factors

Credit bases

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

Credit factors

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

Part 2 - Flow-through credits, addbacks and recaptures

48 Long-term care insurance credit (Form IT-249) 48
 49 Investment credit (including employment incentive credit and historic barn rehabilitation credit; Form IT-212) 49
 50 Research and development - investment credit (Form IT-212) 50

51 Other flow-through credits

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

52 Addbacks of credits and recaptures

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

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NY IT-204-IP

OTHER DEDUCTIONS

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
CONSULTING FEES	502.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	502.	0.

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PARTNER NUMBER 1

SDNY_GM_00033027

EFTA_00143640

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

For calendar year or fiscal year beginning 11 13 12 and ending 12 31 12

Partner's Identifying Number

Federal Employer ID Number

Partner's Name, Address, and ZIP Code

Partnership's Name, Address, and ZIP Code

BLUE CHIP CAPITAL LLC

MIDWAY CADENCE LLC

THERE ARE NO ADJUSTMENTS OR CREDITS FOR THIS PARTNER

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners		
1. Share of partnership income (loss)	-1115	
2. Additions to income (loss)		
a. Addition for bonus depreciation	0	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
Nonresidents Only		
6. Nonresident's share of N.C. taxable income (loss)	0	Page 2, Line 51
7. Nonresident's share of net tax paid by the manager of the partnership	0	Page 2, Line 24c