

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: Description and Amount. Rows include Ordinary business income (loss) 0, Net rental real estate income (loss) -13,669, Other net rental income (loss), Guaranteed payments, Interest income, Ordinary dividends, Qualified dividends, Royalties, Net short-term capital gain (loss), Net long-term capital gain (loss), Collectibles (28%) gain (loss), Unrecaptured sec 1250 gain, Net section 1231 gain (loss) -68, Other income (loss), Section 179 deduction, Other deductions, Self-employment earnings (loss) 0.

Part I Information About the Partnership

A Partnership's employer identification number [redacted]
B Partnership's name, address, city, state, and ZIP code
MIDWAY ASHLEY CROSSING, LLC
270 LAFAYETTE STREET SUITE 409
NEW YORK, NY 10012
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

F Partner's name, address, city, state, and ZIP code
BLUE CHIP CAPITAL LLC
27 HIGH TECH BOULEVARD
THOMASVILLE, NC 27360
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? PARTNERSHIP
J Partner's share of profit, loss, and capital:
Beginning Ending
Profit 1.3548951% 1.3548951%
Loss 1.7482520% 1.7482520%
Capital 1.7482520% 1.7482520%
K Partner's share of liabilities at year end:
Nonrecourse \$ 2,609
Qualified nonrecourse financing \$ 92,108
Recourse \$ 0

L Partner's capital account analysis:
Beginning capital account \$ 47,413
Capital contributed during the year \$
Current year increase (decrease) \$ -13,943
Withdrawals & distributions \$ 3,290
Ending capital account \$ 30,180
M Did the partner contribute property with a built-in gain or loss?
[X] Tax basis [] GAAP [] Section 704(b) book
[] Other (explain)
M Did the partner contribute property with a built-in gain or loss?
[] Yes [X] No
If "Yes", attach statement (see instructions)

For IRS Use Only

*See attached statement for additional information.



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

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
ACCOUNTING FEES		15.
MISCELLANEOUS		4.
TOTAL TO SCHEDULE K-1, BOX 13, CODE W		19.

SCHEDULE K-1 ALTERNATIVE MINIMUM TAX, ADJUSTED GAIN OR LOSS, BOX 17, CODE B

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
ORDINARY GAIN OR LOSS	SEE FORM 6251 INSTRUCTIONS	-6.
TOTAL TO SCHEDULE K-1, BOX 17, CODE B		-6.

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

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
NONDEDUCTIBLE EXPENSES - PASSTHROUGH	SEE IRS SCH. K-1 INSTRUCTIONS	2.
TOTAL TO SCHEDULE K-1, BOX 18, CODE C		2.

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
RENTAL REAL ESTATE INCOME (LOSS)	-13,669.	
SECTION 1231 GAIN (LOSS)	-68.	
SCHEDULE K-1 INCOME SUBTOTAL		-13,737.
OTHER DEDUCTIONS	-19.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-19.
NET INCOME (LOSS) PER SCHEDULE K-1		-13,756.
NONDEDUCTIBLE EXPENSES	-2.	

MIDWAY ASHLEY CROSSING, LLC



PREPAID RENTS - CY
PREPAID RENTS - PY

-198.
13.

OTHER INCREASES OR DECREASES SUBTOTAL

-187.

TOTAL TO SCHEDULE K-1, ITEM L

-13,943.

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PARTNER'S SHARE OF INCOME

For Calendar Year 2012, or Fiscal Year Beginning _____, 2012 and ending _____

PART I General Information

Partner's SS # or Federal EIN 20-3161309	Partnership's Federal EIN 45-3131018/000
Partner's Name BLUE CHIP CAPITAL LLC	Partnership's Name MIDWAY ASHLEY CROSSING, LLC
Street Address 27 HIGH TECH BOULEVARD	Partnership's Street Address 270 LAFAYETTE STREET SUITE 409
City State ZIP Code THOMASVILLE, NC 27360	City State ZIP Code NEW YORK, NY 10012
What type of entity is partner? (see instructions) NP Code	Enter Partner's percentage of: (i) Before Decrease or Termination (ii) End of Year
Date Partner's interest in Partnership began: 08/17/2011 Month Day Year	Profit Sharing 1.3548951 % 1.3548951 %
<input type="checkbox"/> Final NJK-1 <input type="checkbox"/> Hedge Fund	Loss Sharing 1.7482520 % 1.7482520 %
<input type="checkbox"/> Amended NJK-1 <input type="checkbox"/> Member of Composite Return	Capital Ownership 1.7482520 % 1.7482520 %

PART II Income Information

Income Classifications	A. Total Distribution	NJ-1040 Filers Enter Amounts on Line Shown Below	B. New Jersey Source Amounts	NJ-1040NR Filers
1. Partnership Income (loss)	-13,732.			
2. Net Guaranteed Payments				
3. Partner's 401(k) Contribution				
4. Distributive Share of Partnership Income (loss) (Line 1 plus Line 2 minus Line 3)	-13,732.	Line 20, Page 2		Line 22, Page 1
5. Pension		Line 19, Page 2		
6. Net Gain (loss) from Disposition of Assets as a Result of a Complete Liquidation		Line 18, Page 2		Line 18, Page 1

PART III Partner's Information

1. Nonresident Partner's Share of NJ Tax	1.	Line 19a, Page 1 CBT-100 Line 10a, Page 1 CBT-100S Line 8, PART-100 Line 46, NJ-1040NR Line 22, NJ-1080C Line 31a, NJ-1041
2. Partner's HEZ Deduction	2.	
3. Partner's Sheltered Workshop Tax Credit	3.	

PART IV Supplemental Information (Attach Schedule)

THIS FORM MAY BE REPRODUCED

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2012.03011 MIDWAY ASHLEY CROSSING, LLC 21146_A1

SDNY_GM_00033083

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NJ NJK-1

GIT-DEP PRO-RATA SHARE

DESCRIPTION	AMOUNT	TOTAL
FEDERAL DEPRECIATION	0.	
NJ SECTION 179 DEDUCTION ALLOWABLE	0.	
NJ DEPRECIATION ALLOWABLE	0.	
SUBTOTAL		0.
NJ ADJUSTMENT TO FEDERAL 179 RECAPTURE INCOME	0.	
NJ ADJUSTMENT TO FEDERAL GAIN (LOSS) ON DISPOSITION OF ASSET(S)	0.	
SUBTOTAL		0.
NEW JERSEY DEPRECIATION ADJUSTMENT		23.

Final K-1
 Amended K-1

For calendar year 2012 or tax year beginning 01-01-2012 and ending 12-31-2012

Partners: Before completing your income tax return, see Form IT-204-IP, 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 ASHLEY CROSSING, LLC

Partnership's EIN
45-3131018

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 B

C Business allocation percentage C %

Partner's information (see Instructions)

Partner's name

BLUE CHIP CAPITAL LLC

Partner's address

27 HIGH TECH BOULEVARD

City

THOMASVILLE

State

NC

ZIP code

27360

Partner's identifying number

20-3161309

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 F

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

H Partner's share of profit, loss, and capital		Beginning		Ending	
1) Profit	H1	1.3549	%	1.3549	%
2) Loss	H2	1.7483	%	1.7483	%
3) Capital	H3	1.7483	%	1.7483	%

I Partner's share of liabilities at the end of the year		
1) Nonrecourse	I1	2,609.
2) Qualified nonrecourse financing	I2	92,108.
3) Recourse	I3	

J Partner's capital account analysis		
1) Beginning capital account	J1	47,413.
2) Capital contributed during the year - cash	J2	
3) Capital contributed during the year - property	J3	
4) Current year increase (decrease)	J4	-13,943.
5) Withdrawals and distributions - cash	J5	3,290.
6) Withdrawals and distributions - property	J6	
7) Ending capital account	J7	30,180.
8) Method of accounting (mark an X in the appropriate box)		
<input checked="" type="checkbox"/> Tax basis	<input type="checkbox"/> GAAP	<input type="checkbox"/> Book <input type="checkbox"/> 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 L

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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- 16	133.	133.
20b	EA-		
20c	EA-		
20d	EA-		
20e	EA-		
20f	EA-		
21	Total addition modifications (total of column A, lines 20a through 20f).....	21	133.



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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- 21	110.	110.	
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	110.
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
ACCOUNTING FEES	15.	0.
MISCELLANEOUS	4.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	19.	0.

PARTNER NUMBER 6

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SDNY_GM_00033089

EFTA_00143702

EFTA01280229

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

For calendar year or fiscal year beginning **01 01 12** and ending **12 31 12**

Partner's Identifying Number
203161309

Federal Employer ID Number
453131018

Partner's Name, Address, and ZIP Code

**BLUE CHIP CAPITAL LLC
27 HIGH TECH BOULEVARD
THOMASVILLE NC 27360**

Partnership's Name, Address, and ZIP Code

**MIDWAY ASHLEY CROSSING LLC
270 LAFAYETTE STREET SUITE 409
NEW YORK NY 10012**

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners		
1. Share of partnership income (loss)	-13737	
2. Additions to income (loss)		
a. Addition for bonus depreciation	133	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 STMT	110	Page 2, Line 44e
b. Other deductions from income (loss) STMT	19	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

NC SCH K-1 DEDUCTIONS FROM FEDERAL TAXABLE INCOME

DESCRIPTION	AMOUNT
PROFESSIONAL FEES	15
MISCELLANEOUS EXPENSES	4
TOTAL TO SCHEDULE K-1, LINE 3B	19

NC SCH K-1 DEDUCTIONS FOR BONUS DEPRECIATION

DESCRIPTION	AMOUNT
ADJMNT FOR 1ST-YEAR DEPRECIATION ADDED BACK IN 2011	110.
TOTAL TO SCHEDULE K-1, LINE 3A	110.

PARTNER NUMBER 6

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SDNY_GM_00033091

EFTA_00143704

EFTA01280231

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

SC1065 K-1

(Rev. 5/27/11)
3515

For calendar year **2012** or tax year beginning **01/01/12** and ending **12/31/12**

Partner's identifying number ▶ **20-3161309** Partnership's FEIN ▶ **45-3131018**

Partner's name, address and ZIP code Partnership's name, address and ZIP code

**BLUE CHIP CAPITAL LLC
27 HIGH TECH BOULEVARD
THOMASVILLE, NC 27360**

**MIDWAY ASHLEY CROSSING, LLC
270 LAFAYETTE STREET SUITE 409
NEW YORK, NY 10012**

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

	Partner's Share of Current Year Income, Deductions, Credits, etc.		(A) Federal K-1 Amounts	(B) Plus or Minus SC Adjustments	(C) Amounts Not Allocated or Apportioned to SC	(D) Amounts Allocated or Apportioned to SC
Income (Loss)	1	Ordinary business income (loss) ...	1	1	1	1
	2	Net rental real estate income (loss)	2	30.	2	-13,639.
	3	Other net rental income (loss)	3	3	3	3
	4	Guaranteed payments	4	4	4	4
	5	Interest income	5	5	5	5
	6	Dividends	6	6	6	6
	7	Royalties	7	7	7	7
	8	Net short-term capital gain (loss) ...	8	8	8	8
	9	Net long-term capital gain (loss)	9	9	9	9
	10	Net Section 1231 gain (loss)	10	-68.	10	-68.
	11	Other income (loss)	11	11	11	11
Deductions	12	Section 179 deduction	12	12	12	12
	13	Other deductions SEE STATEMENT	13	19.	13	19.
Credits	14	Withholding tax for nonresident partner	14	14	14	0.
	15	List applicable South Carolina tax credits. (Attach an additional sheet if needed.)	15	15	15	
	16		16	16	16	
	17		17	17	17	
	18		18	18	18	
	19	Total South Carolina tax credits	19	19	19	0.

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EFTA_00143705

EFTA01280232

SC SCHEDULE K-1

SCHEDULE K-1 ADJUSTMENTS

LINE NO.	DESCRIPTION	AMOUNT
LINE 2	ADDITIONS FOR BONUS DEPRECIATION	30.
TOTAL OF FORM SC1065, SCHEDULE K-1, COLUMN B		30.

SC SCHEDULE K-1

OTHER DEDUCTIONS

DESCRIPTION	COL A	COL B	COL C	COL D
OTHER DEDUCTIONS	19.	0.	0.	19.
COLUMN TOTAL	19.	0.	0.	19.

PARTNER NUMBER 6

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SDNY_GM_00033094

EFTA_00143707

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Schedule K-1 (Form 1065)

2012

For calendar year 2012, or tax year beginning ending

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

Department of the Treasury Internal Revenue Service

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

See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number 45-1814195
B Partnership's name, address, city, state, and ZIP code MIDWAY-CAROLINAS LLC C/O MIDWAY INVESTORS 270 LAFAYETTE STREET STE 409 NEW YORK, NY 10012
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 20-3161309
F Partner's name, address, city, state, and ZIP code BLUE CHIP CAPITAL LLC 27 HIGH TECH BOULEVARD THOMASVILLE, NC 27360
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? PARTNERSHIP
J Partner's share of profit, loss, and capital: Beginning Ending Profit 1.3478261% 1.3478261% Loss 1.7391304% 1.7391304% Capital 1.7391304% 1.7391304%
K Partner's share of liabilities at year end: Nonrecourse \$ 2,844 Qualified nonrecourse financing \$ 104,518 Recourse \$ 0
L Partner's capital account analysis: Beginning capital account \$ 42,061 Capital contributed during the year \$ Current year increase (decrease) \$ -5,531 Withdrawals & distributions \$(27,090 Ending capital account \$ 9,440
M Did the partner contribute property with a built-in gain or loss? Yes No
If "Yes", attach statement (see 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) 0, 2 Net rental real estate income (loss) -5,205, 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) -185, 11 Other income (loss), 12 Section 179 deduction, 13 Other deductions L* 12, W* STMT, 14 Self-employment earnings (loss) A 0, 15 Credits, 16 Foreign transactions, 17 Alternative min tax (AMT) items A 1,252, B* -21, F* 12, 18 Tax-exempt income and nondeductible expenses C* 1, 19 Distributions A 27,090, 20 Other information B 12.

*See attached statement for additional information.

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SCHEDULE K-1 **OTHER PORTFOLIO DEDUCTIONS, BOX 13, CODE L**

<u>DESCRIPTION</u>	<u>PARTNER FILING INSTRUCTIONS</u>	<u>AMOUNT</u>
PORTFOLIO AMORTIZATION	SEE IRS SCH. K-1 INSTRUCTIONS	12.
TOTAL TO SCHEDULE K-1, BOX 13, CODE L		12.

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

<u>DESCRIPTION</u>	<u>PARTNER FILING INSTRUCTIONS</u>	<u>AMOUNT</u>
INTEREST ON DEBT FINANCED DISTRIBUTIONS	ENTER ON APPLICABLE LINE OF YOUR RETURN	135.
MISCELLANEOUS		4.
PROFESSIONAL FEES		22.
TOTAL TO SCHEDULE K-1, BOX 13, CODE W		161.

SCHEDULE K-1 **ALTERNATIVE MINIMUM TAX, ADJUSTED GAIN OR LOSS, BOX 17, CODE B**

<u>DESCRIPTION</u>	<u>PARTNER FILING INSTRUCTIONS</u>	<u>AMOUNT</u>
ORDINARY GAIN OR LOSS	SEE FORM 6251 INSTRUCTIONS	-21.
TOTAL TO SCHEDULE K-1, BOX 17, CODE B		-21.

SCHEDULE K-1 **OTHER ALTERNATIVE MINIMUM TAX (AMT) ITEMS, BOX 17, CODE F**

<u>DESCRIPTION</u>	<u>PARTNER FILING INSTRUCTIONS</u>	<u>AMOUNT</u>
ADJUSTED CURRENT EARNINGS	SEE FORM 4626 ACE WORKSHEET INSTRUCTIONS	12.
TOTAL TO SCHEDULE K-1, BOX 17, CODE F		12.

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

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
NONDEDUCTIBLE EXPENSES - PASSTHROUGH	SEE IRS SCH. K-1 INSTRUCTIONS	1.
TOTAL TO SCHEDULE K-1, BOX 18, CODE C		1.

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
RENTAL REAL ESTATE INCOME (LOSS)	-5,205.	
SECTION 1231 GAIN (LOSS)	-185.	
SCHEDULE K-1 INCOME SUBTOTAL		-5,390.
PORTFOLIO DEDUCTIONS	-12.	
OTHER DEDUCTIONS	-161.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-173.
NET INCOME (LOSS) PER SCHEDULE K-1		-5,563.
NONDEDUCTIBLE EXPENSES	-1.	
CHIMNEYS - PREPAID RENT - CY	-36.	
CHIMNEYS-PREPAID RENTS PY	19.	
FORETSDALE - PREPAID RENTS CY	-74.	
FORETSDALE-PREPAID RENTS PY	124.	
OTHER INCREASES OR DECREASES SUBTOTAL		32.
TOTAL TO SCHEDULE K-1, ITEM L		-5,531.

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: Code and Report on. Codes include Passive loss, Net rental real estate income (loss), Net income, Guaranteed payments, Interest income, Ordinary dividends, Qualified dividends, Royalties, Net short-term capital gain (loss), Net long-term capital gain (loss), Collected 28% gain (loss), Unrecaptured section 1250 gain, Net section 1231 gain (loss), Other income (loss), Section 179 deduction, Other deductions (A-W), Self-employment earnings (loss), Credits (A-I).

Table with 2 columns: Code and Report on. Codes include Work opportunity credit, Disabled access credit, Empowerment zone and renewal community employment credit, Credit for increasing research activities, Credit for employer social security and Medicare taxes, Backup withholding, Other credits, Foreign transactions, Deductions allocated and apportioned at partner level, Deductions allocated and apportioned at partnership level to foreign source income, Alternative minimum tax (AMT) items, Tax-exempt income and nondeductible expenses, Distributions, Other information.

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15450311 758241 21146.210 2012.03.11 MIDWAY-CAROLINAS LLC C/O MI 21146_91

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Schedule of Activities

For calendar year 2012, or tax year beginning _____, 2012, and ending _____

MIDWAY-CAROLINAS LLC
 Name: **C/O MIDWAY INVESTORS** I.D. Number: **45-1814195**
 For: **BLUE CHIP CAPITAL LLC** **20-3161309**

Description of Activity	Activity Number	100% Disposed	Publicly Traded Partnership	Type Code	Description
	1				FORESTDALE APARTMENTS LLC

	Activity - 1	Activity -	Activity -
Ordinary business income (loss)			
Net rental real estate income (loss)	-3,197.		
Other net rental income (loss)			
Interest income			
Dividends - Ordinary dividends			
- Qualified dividends			
Royalties			
Net short-term capital gain (loss)			
Net long-term capital gain (loss)			
- Collectibles (28%) gain (loss)			
- Unrecaptured Section 1250 gain			
Net section 1231 gain (loss)	-181.		
Other portfolio income			
Section 1256 contracts and straddles			
Other income			
Section 179 deduction			
Charitable contributions			
Portfolio deductions			
Investment interest expense			
Section 59(e)(2) expenditures			
Other deductions	135.		
Net earnings from self-employment			
Gross farming or fishing income			
Gross nonfarm income			
LH credit - Section 42(j)(5) partnerships			
- Other			
Qualified rehabilitation expenditures related to rental real estate			
Other rental credits			
Credits related to other rental activities			
Recapture of LH credit - Section 42(j)(5) partnerships			
- Other			
Other credits			
Post-1986 depreciation adjustment	713.		
Adjusted gain or loss	-20.		
Portion of adjusted gain/loss allocable to short-term gain/loss			
Portion of adjusted gain/loss allocable to long-term gain/loss			
Portion of adjusted gain/loss allocable to section 1231 gain/loss			
Depletion (other than oil and gas)			
Oil, gas and geothermal properties - gross income			
Oil, gas and geothermal properties - deductions			
Other AMT items			
Investment income			
Investment expenses			

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15450311 758241 21146.210 2012.03011 MIDWAY-CAROLINAS LLC C/O MI 21146_91

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2012

New York State Department of Taxation and Finance
New York Partner's Schedule K-1
Tax Law - Article 22 (Personal Income Tax)

IT-204-IP

5

Final K-1
Amended K-1

For calendar year 2012 or tax year beginning 01-01-2012 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-CAROLINAS LLC C/O MIDWAY INVESTOR

Partnership's EIN
45-1814195

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

B Tax shelter registration number, if any

C Business allocation percentage %

Partner's information (see instructions)

Partner's name

BLUE CHIP CAPITAL LLC

Partner's address

27 HIGH TECH BOULEVARD

City

THOMASVILLE

State

NC

ZIP code

27360

Partner's identifying number

20-3161309

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

Table with 4 columns: Description, H1, Beginning, Ending. Rows include Profit, Loss, and Capital.

Table with 2 columns: Description, Ending. Rows include Nonrecourse, Qualified nonrecourse financing, and Recourse.

Table with 2 columns: Description, Ending. Rows include Beginning capital account, Capital contributed during the year (cash and property), Current year increase (decrease), Withdrawals and distributions (cash and property), and Ending capital account.

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	-5,205.	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	-185.	10
11 Other income (loss) <i>Identify:</i> 11		11
12 Section 179 deduction 12		12
13 Other deductions <i>Identify:</i> SEE STATEMENT 13	173.	13
14 Tax preference items for minimum tax 14	1,243.	14
<i>Identify:</i>		
15 Net earnings (loss) from self-employment 15		15
16 Tax-exempt income and nondeductible expenses 16	1.	16
17 Distributions - cash and marketable securities 17	27,090.	17
18 Distributions - other property 18		18
19 Other items not included above that are required to be reported separately to partners 19	12.	19
<i>Identify:</i> SEE STATEMENT		

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

20 New York State additions	A - Total amount	B - New York State allocated amount
20a EA- 16	247.	247.
20b EA-		
20c EA-		
20d EA-		
20e EA-		
20f EA-		
21 Total addition modifications (total of column A, lines 20a through 20f).....	21	247.



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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- 21	503.	503.	
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	503.
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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EFTA_00143716

EFTA01280243

NY IT-204-IP

OTHER DEDUCTIONS

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
DEDUCTIONS - PORTFOLIO (OTHER)	12.	0.
INTEREST ON DEBT FINANCED DISTRIBUTIONS	135.	0.
MISCELLANEOUS	4.	0.
PROFESSIONAL FEES	22.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	173.	0.

NY IT-204-IP

OTHER ITEMS REQUIRED TO BE REPORTED SEPARATELY

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
INVESTMENT EXPENSES	12.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 19	12.	0.

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PARTNER NUMBER 5

SDNY_GM_00033104

EFTA_00143717

EFTA01280244

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

North Carolina Department of Revenue

For calendar year or fiscal year beginning 01 01 12 and ending 12 31 12

Partner's Identifying Number
203161309

Federal Employer ID Number
451814195

Partner's Name, Address, and ZIP Code

BLUE CHIP CAPITAL LLC
27 HIGH TECH BOULEVARD
THOMASVILLE NC 27360

Partnership's Name, Address, and ZIP Code
MIDWAY-CAROLINAS LLC
CO MIDWAY INVESTORS
270 LAFAYETTE STREET STE 409
NEW YORK NY 10012

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners		
1. Share of partnership income (loss)	-5390	
2. Additions to income (loss)		
a. Addition for bonus depreciation	247	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 STMT	503	Page 2, Line 44e
b. Other deductions from income (loss) STMT	34	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

NC SCH K-1 **DEDUCTIONS FROM FEDERAL TAXABLE INCOME**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PROFESSIONAL FEES	22
AMORTIZATION ORGANIZATION COSTS	12
TOTAL TO SCHEDULE K-1, LINE 3B	34

NC SCH K-1 **DEDUCTIONS FOR BONUS DEPRECIATION**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJMNNT FOR 1ST-YEAR DEPRECIATION ADDED BACK IN 2011	503.
TOTAL TO SCHEDULE K-1, LINE 3A	503.

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PARTNER NUMBER 5

SDNY_GM_00033106

EFTA_00143719

EFTA01280246

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

For calendar year **2012** or tax year beginning **01/01/12** and ending **12/31/12**

Partner's identifying number ▶ **20-3161309** Partnership's FEIN ▶ **45-1814195**

Partner's name, address and ZIP code BLUE CHIP CAPITAL LLC 27 HIGH TECH BOULEVARD THOMASVILLE, NC 27360	Partnership's name, address and ZIP code MIDWAY-CAROLINAS LLC C/O MIDWAY INVESTORS 270 LAFAYETTE STREET STE 409 NEW YORK, NY 10012
---	--

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

Partner's Share of Current Year Income, Deductions, Credits, etc.	(A) Federal K-1 Amounts		(B) Plus or Minus SC Adjustments		(C) Amounts Not Allocated or Apportioned to SC		(D) Amounts Allocated or Apportioned to SC	
			STMT					
1 Ordinary business income (loss) ...	1		1		1		1	
2 Net rental real estate income (loss)	2	-5,205.	2	86.	2	-3,197.	2	-1,922.
3 Other net rental income (loss)	3		3		3		3	
4 Guaranteed payments	4		4		4		4	
5 Interest income	5		5		5		5	
6 Dividends	6		6		6		6	
7 Royalties	7		7		7		7	
8 Net short-term capital gain (loss) ...	8		8		8		8	
9 Net long-term capital gain (loss)	9		9		9		9	
10 Net Section 1231 gain (loss)	10	-185.	10		10	-185.	10	
11 Other income (loss)	11		11		11		11	
12 Section 179 deduction	12		12		12		12	
13 Other deductions SEE STATEMENT	13	173.	13		13	154.	13	19.
14 Withholding tax for nonresident partner	14						14	0.
List applicable South Carolina tax credits. (Attach an additional sheet if needed.)								
15							15	
16							16	
17							17	
18							18	
19 Total South Carolina tax credits	19						19	0.

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SC SCHEDULE K-1

SCHEDULE K-1 ADJUSTMENTS

LINE NO.	DESCRIPTION	AMOUNT
LINE 2	ADJUSTMENT FOR BONUS DEPRECIATION	86.
TOTAL OF FORM SC1065, SCHEDULE K-1, COLUMN B		86.

SC SCHEDULE K-1

OTHER DEDUCTIONS

DESCRIPTION	COL A	COL B	COL C	COL D
OTHER DEDUCTIONS	173.	0.	154.	19.
COLUMN TOTAL	173.	0.	154.	19.

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PARTNER NUMBER 5

SDNY_GM_00033108

EFTA_00143721

EFTA01280248

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SDNY_GM_00033109

EFTA_00143722

EFTA01280249

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 I Information About the Partnership

A Partnership's employer identification number
45-1534785

B Partnership's name, address, city, state, and ZIP code
MIDWAY MOUNTAINEER, LLC
270 LAFAYETTE STREET, SUIT 409
NEW YORK, NY 10012

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
20-3161309

F Partner's name, address, city, state, and ZIP code
BLUE CHIP CAPITAL LLC
27 HIGH TECH BOULEVARD
THOMASVILLE, NC 27360

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? PARTNERSHIP

J 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	2.3484848%	2.3484848%
Loss	3.0303030%	3.0303030%
Capital	3.0303030%	3.0303030%

K Partner's share of liabilities at year end:

Nonrecourse \$ 1,405.

Qualified nonrecourse financing \$

Recourse \$ 0.

L Partner's capital account analysis:

Beginning capital account \$ 73,650.

Capital contributed during the year \$

Current year increase (decrease) \$ 3,782.

Withdrawals & distributions \$(7,059.)

Ending capital account \$ 70,373.

Tax basis GAAP Section 704(b) book

Other (explain)

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

If "Yes," attach statement (see instructions)

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

1 Ordinary business income (loss)	0.	15 Credits
2 Net rental real estate income (loss)	-6,686.	15 Foreign transactions
3 Other net rental income (loss)		
4 Guaranteed payments		
5 Interest income	1.	
6a Ordinary dividends		17 Alternative min tax (AMT) items
6b Qualified dividends		A -2.
7 Royalties		
8 Net short-term capital gain (loss)		18 Tax-exempt income and nondeductible expenses
9a Net long-term capital gain (loss)		C* 5.
9b Collectibles (28%) gain (loss)		19 Distributions
9c Unrecaptured sec 1250 gain		A 7,059.
10 Net section 1231 gain (loss)		20 Other information
11 Other income (loss)		A 1.
		B 30.
12 Section 179 deduction		
13 Other deductions		
L* 30.		
W* STMT		
14 Self-employment earnings (loss)		
A 0.		

*See attached statement for additional information.

For IRS Use Only

SCHEDULE K-1 OTHER PORTFOLIO DEDUCTIONS, BOX 13, CODE L

<u>DESCRIPTION</u>	<u>PARTNER FILING INSTRUCTIONS</u>	<u>AMOUNT</u>
PORTFOLIO DEDUCTIONS FROM PASSTHROUGH ENTITIES	SEE IRS SCH. K-1 INSTRUCTIONS	30.
TOTAL TO SCHEDULE K-1, BOX 13, CODE L		30.

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

<u>DESCRIPTION</u>	<u>PARTNER FILING INSTRUCTIONS</u>	<u>AMOUNT</u>
ACCOUNTING DUES & FEES		27.
		6.
TOTAL TO SCHEDULE K-1, BOX 13, CODE W		33.

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

<u>DESCRIPTION</u>	<u>PARTNER FILING INSTRUCTIONS</u>	<u>AMOUNT</u>
NONDEDUCTIBLE EXPENSES - PASSTHROUGH	SEE IRS SCH. K-1 INSTRUCTIONS	5.
TOTAL TO SCHEDULE K-1, BOX 18, CODE C		5.

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

<u>DESCRIPTION</u>	<u>AMOUNT</u>	<u>TOTALS</u>
RENTAL REAL ESTATE INCOME (LOSS)	-6,686.	
INTEREST INCOME	1.	
SCHEDULE K-1 INCOME SUBTOTAL		-6,685.
PORTFOLIO DEDUCTIONS	-30.	
OTHER DEDUCTIONS	-33.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-63.
NET INCOME (LOSS) PER SCHEDULE K-1		-6,748.

MIDWAY MOUNTAINEER, LLC

45-1534785

NONDEDUCTIBLE EXPENSES	-5.	
PREPAID RENTS CY	-95.	
STEP UP AMORTIZATION FROM PASS THROUGH	2,979.	
STEP UP DEPRECIATION FROM PASS THROUGH	7,651.	
		<hr/>
OTHER INCREASES OR DECREASES SUBTOTAL		10,530.
		<hr/>
TOTAL TO SCHEDULE K-1, ITEM L		3,782.
		<hr/> <hr/>

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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	J	Work opportunity credit
Passive income	K	Disabled access credit
Nonpassive loss	L	Empowerment zone and renewal community employment credit
Nonpassive income	M	Credit for increasing research activities
2. Net rental real estate income (loss)	N	Credit for employer social security and Medicare taxes
3. Other net rental income (loss)	O	Backup withholding
Net income	P	Other credits
Net loss		
4. Guaranteed payments		
5. Interest income	16.	Foreign transactions
6a. Ordinary dividends	A	Name of country or U.S. possession
6b. Qualified dividends	B	Gross income from all sources
7. Royalties	C	Gross income sourced at partner level
8. Net short-term capital gain (loss)		Foreign gross income sourced at partnership level
9a. Net long-term capital gain (loss)	D	Passive category
9b. Collectibles (28%) gain (loss)	E	General category
9c. Unrecaptured section 1250 gain	F	Other
10. Net section 1231 gain (loss)		Deductions allocated and apportioned at partner level
11. Other income (loss)	G	Interest expense
Code	H	Other
A Other portfolio income (loss)		Deductions allocated and apportioned at partnership level to foreign source income
B Involuntary conversions	I	Passive category
C Sec. 1256 contracts & straddles	J	General category
D Mining exploration costs recapture	K	Other
E Cancellation of debt		Other information
F Other income (loss)		L Total foreign taxes paid
12. Section 179 deduction		M Total foreign taxes sourced
13. Other deductions		N Reduction in taxes available for credit
A Cash contributions (50%)		O Foreign trading gross receipts
B Cash contributions (30%)		P Extraterritorial income exclusion
C Noncash contributions (50%)		Q Other foreign transactions
D Noncash contributions (30%)		
E Capital gain property to a 50% organization (30%)		17. Alternative minimum tax (AMT) items
F Capital gain property (20%)		A Post-1986 depreciation adjustment
G Contributions (100%)		B Adjusted gain or loss
H Investment interest expense		C Depletion (other than oil & gas)
I Deductions - royalty income		D Oil, gas, & geothermal - gross income
J Section 58(e)(2) expenditures		E Oil, gas, & geothermal - deductions
K Deductions - portfolio (2% floor)		F Other AMT items
L Deductions - portfolio (other)		18. Tax-exempt income and nondeductible expenses
M Amounts paid for medical insurance		A Tax-exempt interest income
N Educational assistance benefits		B Other tax-exempt income
O Dependent care benefits		C Nondeductible expenses
P Preproductive period expenses		19. Distributions
Q Commercial revitalization deduction from rental real estate activities		A Cash and marketable securities
R Pensions and IRAs		B Distribution subject to section 707
S Reforestation expense deduction		C Other property
T Domestic production activities information		20. Other information
U Qualified production activities income		A Investment income
V Employer's Form W-2 wages		B Investment expenses
W Other deductions		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 1280(j) 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(j) information
		Y Other information
14. Self-employment earnings (loss)		
Note: If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.		
A Net earnings (loss) from self-employment		Schedule SE, Section A or B
B Gross farming or fishing income		See the Partner's Instructions
C Gross non-farm income		See the Partner's Instructions
15. Credits		
A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings		See the Partner's Instructions
B Low-income housing credit (other) from pre-2008 buildings		See the Partner's Instructions
C Low-income housing credit (section 42(j)(5)) from post-2007 buildings		See the Partner's Instructions
D Low-income housing credit (other) from post-2007 buildings		See the Partner's Instructions
E Qualified rehabilitation expenditures (rental real estate)		See the Partner's Instructions
F Other rental real estate credits		See the Partner's Instructions
G Other rental credits		See the Partner's Instructions
H Undistributed capital gains credit		See the Partner's Instructions
I Alcohol and cellulosic biofuel fuels credit		See the Partner's Instructions
		Form 1040, line 71; check box a

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Final K-1
 Amended K-1

For calendar year 2012 or tax year beginning **01-01-2012** and ending **12-31-2012**

Partners: Before completing your income tax return, see Form IT-204-IP-1, *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 MOUNTAINEER, LLC

Partnership's EIN
45-1534785

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 identifying number

20-3161309

Partner's address

27 HIGH TECH BOULEVARD

City

State

ZIP code

THOMASVILLE

NC

27360

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	2.3485	%	2.3485	%
2) Loss	H2	3.0303	%	3.0303	%
3) Capital	H3	3.0303	%	3.0303	%

I Partner's share of liabilities at the end of the year		
1) Nonrecourse	I1	1,405.
2) Qualified nonrecourse financing	I2	
3) Recourse	I3	

J Partner's capital account analysis		
1) Beginning capital account	J1	73,650.
2) Capital contributed during the year - cash	J2	
3) Capital contributed during the year - property	J3	
4) Current year increase (decrease)	J4	3,782.
5) Withdrawals and distributions - cash	J5	7,059.
6) Withdrawals and distributions - property	J6	
7) Ending capital account	J7	70,373.
8) Method of accounting (mark an X in the appropriate box)		
<input checked="" type="checkbox"/> Tax basis	<input type="checkbox"/> GAAP	<input type="checkbox"/> Book <input type="checkbox"/> 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-2558)

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

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

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

Partner's share of income, deductions, etc.

A - Partner's distributive share items	B - Federal K-1 amount	C - New York State amount
1 Ordinary business income (loss)	1	1
2 Net rental real estate income (loss)	2	2
3 Other net rental income (loss)	3	3
4 Guaranteed payments	4	4
5 Interest income	5	5
6 Ordinary dividends	6	6
7 Royalties	7	7
8 Net short-term capital gain (loss)	8	8
9 Net long-term capital gain (loss)	9	9
10 Net section 1231 gain (loss)	10	10
11 Other income (loss) <i>Identify:</i>	11	11
12 Section 179 deduction	12	12
13 Other deductions <i>Identify:</i> SEE STATEMENT	13	13
14 Tax preference items for minimum tax	14	14
<i>Identify:</i>		
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
<i>Identify:</i> SEE STATEMENT		

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-	16	92.	
20b EA-			
20c EA-			
20d EA-			
20e EA-			
20f EA-			
21	Total addition modifications (total of column A, lines 20a through 20f)		92.



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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- 21		97.	
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	97.
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
DEDUCTIONS - PORTFOLIO (OTHER)	30.	0.
ACCOUNTING	27.	0.
DUES & FEES	6.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	63.	0.

NY IT-204-IP

OTHER ITEMS REQUIRED TO BE REPORTED SEPARATELY

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
INVESTMENT INCOME	1.	0.
INVESTMENT EXPENSES	30.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 19	31.	0.

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PARTNER NUMBER 4

SDNY_GM_00033118

EFTA_00143731

EFTA01280258

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

10-11-12

For calendar year or fiscal year beginning **01 01 12** and ending **12 31 12**

Partner's Identifying Number
203161309

Federal Employer ID Number
451534785

Partner's Name, Address, and ZIP Code

Partnership's Name, Address, and ZIP Code

**BLUE CHIP CAPITAL LLC
27 HIGH TECH BOULEVARD
THOMASVILLE NC 27360**

**MIDWAY MOUNTAINEER LLC
270 LAFAYETTE STREET SUIT 409
NEW YORK NY 10012**

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners		
1. Share of partnership income (loss)	-6685	
2. Additions to income (loss)		
a. Addition for bonus depreciation	92	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 STMT	97	Page 2, Line 44e
b. Other deductions from income (loss) STMT	33	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

NC SCH K-1 DEDUCTIONS FROM FEDERAL TAXABLE INCOME

DESCRIPTION	AMOUNT
DUES & FEES	6
ACCOUNTING	27
TOTAL TO SCHEDULE K-1, LINE 3B	<u>33</u>

NC SCH K-1 DEDUCTIONS FOR BONUS DEPRECIATION

DESCRIPTION	AMOUNT
ADJMNNT FOR 1ST-YEAR DEPRECIATION ADDED BACK IN 2011	97.
TOTAL TO SCHEDULE K-1, LINE 3A	<u>97.</u>

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PARTNER NUMBER 4

SDNY_GM_00033120

EFTA_00143733

EFTA01280260

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SDNY_GM_00033121

EFTA_00143734

EFTA01280261

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 I Information About the Partnership
A Partnership's employer identification number 27-3304656
B Partnership's name, address, city, state, and ZIP code MIDWAY PLANTATION LLC. 270 LAFAYETTE ST. STE 409 NEW YORK, NY 10012
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 20-3161309
F Partner's name, address, city, state, and ZIP code BLUE CHIP CAPITAL LLC 27 HIGH TECH BOULEVARD THOMASVILLE, NC 27360
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? PARTNERSHIP
J Partner's share of profit, loss, and capital:
Beginning Ending
Profit 3.2978723% 4.2553191%
Loss 4.2553191% 4.2553191%
Capital 4.2553191% 4.2553191%
K Partner's share of liabilities at year end:
Nonrecourse \$ 5,485.
Qualified nonrecourse financing \$ 303,782.
Recourse \$ 0.
L Partner's capital account analysis:
Beginning capital account \$ 40,524.
Capital contributed during the year \$
Current year increase (decrease) \$ -27,735.
Withdrawals & distributions \$(9,392.
Ending capital account \$ 3,397.
M Did the partner contribute property with a built-in gain or loss? No

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items
1 Ordinary business income (loss) 0.
2 Net rental real estate income (loss) -27,051.
3 Other net rental income (loss)
4 Guaranteed payments
5 Interest income
6a Ordinary dividends
6b Qualified dividends A 2,529. B* -14.
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) -54.
11 Other income (loss)
12 Section 179 deduction
13 Other deductions W* STMT
14 Self-employment earnings (loss) A 0.
15 Credits
16 Foreign transactions
17 Alternative min tax (AMT) items
18 Tax-exempt income and nondeductible expenses
19 Distributions A 9,392.
20 Other information
*See attached statement for additional information.

For IRS Use Only

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

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
AMORTIZATION		688.
DUES & FEES		9.
PROFESSIONAL FEES		42.
TOTAL TO SCHEDULE K-1, BOX 13, CODE W		739.

SCHEDULE K-1 ALTERNATIVE MINIMUM TAX, ADJUSTED GAIN OR LOSS, BOX 17, CODE B

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
SECTION 1231 GAIN OR LOSS	SEE FORM 6251 INSTRUCTIONS	-14.
TOTAL TO SCHEDULE K-1, BOX 17, CODE B		-14.

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
RENTAL REAL ESTATE INCOME (LOSS)	-27,051.	
SECTION 1231 GAIN (LOSS)	-54.	
SCHEDULE K-1 INCOME SUBTOTAL		-27,105.
OTHER DEDUCTIONS	-739.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-739.
NET INCOME (LOSS) PER SCHEDULE K-1		-27,844.
PREPAID RENTS - CY	-28.	
PREPAID RENTS - PY	137.	
OTHER INCREASES OR DECREASES SUBTOTAL		109.
TOTAL TO SCHEDULE K-1, ITEM L		-27,735.

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Schedule K-1 (Form 1065) 2012

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.	Report on	
Passive loss	See the Partner's Instructions	
Passive income	Schedule E, line 28, column (g)	
Nonpassive loss	Schedule E, line 28, column (h)	
Nonpassive income	Schedule E, line 28, column (i)	
2. Net rental real estate income (loss)	See the Partner's Instructions	
3. Other net rental income (loss)	See the Partner's Instructions	
Net income	Schedule E, line 28, column (g)	
Net loss	See the Partner's Instructions	
4. Guaranteed payments	Schedule E, line 28, column (g)	
5. Interest income	Form 1040, line 8a	
6a. Ordinary dividends	Form 1040, line 9a	
6b. Qualified dividends	Form 1040, line 9b	
7. Royalties	Schedule E, line 4	
8. Net short-term capital gain (loss)	Schedule D, line 6	
9a. Net long-term capital gain (loss)	Schedule D, line 12	
9b. Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D Instructions)	
9c. Unrecaptured section 1250 gain	See the Partner's Instructions	
10. Net section 1231 gain (loss)	See the Partner's Instructions	
11. Other income (loss)	See the Partner's Instructions	
Code		
A Other portfolio income (loss)	See the Partner's Instructions	
B Involuntary conversions	See the Partner's Instructions	
C Sec. 1256 contracts & straddles	Form 6781, line 1	
D Mining exploration costs recapture	See Pub. 535	
E Cancellation of debt	Form 1040, line 21 or Form 982	
F Other income (loss)	See the Partner's Instructions	
12. Section 179 deduction	See the Partner's Instructions	
13. Other deductions	See the Partner's Instructions	
A Cash contributions (50%)	See the Partner's Instructions	
B Cash contributions (30%)		
C Noncash contributions (50%)		
D Noncash contributions (30%)		
E Capital gain property to a 50% organization (50%)		
F Capital gain property (20%)		
G Contributions (100%)		
H Investment interest expense		Form 4952, line 1
I Deductions - royalty income		Schedule E, line 19
J Section 59(e)(2) expenditures		See the Partner's Instructions
K Deductions - portfolio (2% floor)		Schedule A, line 23
L Deductions - portfolio (other)		Schedule A, line 28
M Amounts paid for medical insurance		Schedule A, line 1 or Form 1040, line 20
N Educational assistance benefits	See the Partner's Instructions	
O Dependent care benefits	Form 2441, line 12	
P Preproductive period expenses	See the Partner's Instructions	
Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions	
R Pensions and IRAs	See the Partner's Instructions	
S Reforestation expense deduction	See the Partner's Instructions	
T Domestic production activities information	See Form 8903 Instructions	
U Qualified production activities income	Form 8903, line 7b	
V Employer's Form W-2 wages	Form 8903, line 17	
W Other deductions	See the Partner's Instructions	
14. Self-employment earnings (loss)		
Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.		
A Net earnings (loss) from self-employment	Schedule SE, Section A or B	
B Gross farming or fishing income	See the Partner's Instructions	
C Gross non-farm income	See the Partner's Instructions	
15. Credits		
A Low-income housing credit (section 42(i)(5)) from pre-2008 buildings	See the Partner's Instructions	
B Low-income housing credit (other) from pre-2008 buildings		
C Low-income housing credit (section 42(i)(5)) from post-2007 buildings		
D Low-income housing credit (other) from post-2007 buildings		
E Qualified rehabilitation expenditures (rental real estate)		
F Other rental real estate credits		
G Other rental credits		
H Undistributed capital gains credit		Form 1040, line 71; check box 4
I Alcohol and cellulose biofuel fuels credit		See the Partner's Instructions

Code	Report on
J Work opportunity credit	See the Partner's Instructions
K Disabled access credit	
L Empowerment zone and renewal community employment credit	
M Credit for increasing research activities	
N Credit for employer social security and Medicare taxes	
O Backup withholding	
P Other credits	
16. Foreign transactions	
A Name of country or U.S. possession	Form 1116, Part I
B Gross income from all sources	
C Gross income sourced at partner level	
Foreign gross income sourced at partnership level	Form 1116, Part I
D Passive category	
E General category	
F Other	
Deductions allocated and apportioned at partner level	Form 1116, Part I
G Interest expense	
H Other	Form 1116, Part I
Deductions allocated and apportioned at partnership level to foreign source income	Form 1116, Part I
I Passive category	
J General category	
K Other	
Other Information	
L Total foreign taxes paid	Form 1116, Part II
M Total foreign taxes accrued	Form 1116, Part II
N Reduction in taxes available for credit	Form 1116, line 12
O Foreign trading gross receipts	Form 8873
P Extraterritorial income exclusion	Form 8873
Q Other foreign transactions	See the Partner's Instructions
17. Alternative minimum tax (AMT) items	
A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251
B Adjusted gain or loss	
C Depletion (other than oil & gas)	
D Oil, gas, & geothermal - gross income	
E Oil, gas, & geothermal - deductions	
F Other AMT items	
18. Tax-exempt income and nondeductible expenses	
A Tax-exempt interest income	Form 1040, line 8c
B Other tax-exempt income	See the Partner's Instructions
C Nondeductible expenses	See the Partner's Instructions
19. Distributions	
A Cash and marketable securities	See the Partner's Instructions
B Distribution subject to section 737	
C Other property	
20. Other information	
A Investment income	Form 4952, line 4a
B Investment expenses	Form 4952, line 5
C Fuel tax credit information	Form 4138
D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions
E Basis of energy property	See the Partner's Instructions
F Recapture of low-income housing credit (section 42(i)(5))	Form 8611, line 8
G Recapture of low-income housing credit (other)	Form 8611, line 8
H Recapture of investment credit	See Form 4255
I Recapture of other credits	See the Partner's Instructions
J Look-back interest - completed long-term contracts	See Form 5597
K Look-back interest - income forecast method	See Form 6858
L Dispositions of property with section 179 deductions	See the Partner's Instructions
M Recapture of section 179 deduction	
N Interest expense for corporate partners	
O Section 453(b)(3) information	
P Section 453A(c) information	
Q Section 1260(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 109(j) information	
Y Other information	

211262 01-03-13



Final K-1
 Amended K-1

For calendar year 2012 or tax year beginning **01-01-2012** and ending **12-31-2012**

Partners: Before completing your income tax return, see Form IT-204-IP-1, *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 PLANTATION LLC.

Partnership's EIN
27-3304656

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

B Tax shelter registration number, if any

C Business allocation percentage

Partner's information (see instructions)

Partner's name

BLUE CHIP CAPITAL LLC

Partner's address

27 HIGH TECH BOULEVARD

City

State

ZIP code

THOMASVILLE

NC

27360

Partner's identifying number
20-3161309

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	3.2979	%	4.2553	%
2) Loss	H2	4.2553	%	4.2553	%
3) Capital	H3	4.2553	%	4.2553	%

I Partner's share of liabilities at the end of the year		
1) Nonrecourse	I1	5,485.
2) Qualified nonrecourse financing	I2	303,782.
3) Recourse	I3	

J Partner's capital account analysis		
1) Beginning capital account	J1	40,524.
2) Capital contributed during the year - cash	J2	
3) Capital contributed during the year - property	J3	
4) Current year increase (decrease)	J4	-27,735.
5) Withdrawals and distributions - cash	J5	9,392.
6) Withdrawals and distributions - property	J6	
7) Ending capital account	J7	3,397.
8) Method of accounting (mark an X in the appropriate box)		
<input checked="" type="checkbox"/> Tax basis	<input type="checkbox"/> GAAP	<input type="checkbox"/> Book <input type="checkbox"/> Other (submit explanation)

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

<input type="checkbox"/> NYS full-year resident	<input type="checkbox"/> Yonkers full-year resident	<input type="checkbox"/> NYC full-year resident
<input type="checkbox"/> NYS part-year resident	<input type="checkbox"/> Yonkers part-year resident	<input type="checkbox"/> NYC part-year resident
<input checked="" type="checkbox"/> NYS nonresident	<input type="checkbox"/> Yonkers nonresident	

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

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11-19-12

CONFIDENTIAL

SDNY_GM_00033125

EFTA_00143738

EFTA01280265

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) <i>Identify:</i>	11	11
12 Section 179 deduction	12	12
13 Other deductions <i>Identify:</i> SEE STATEMENT	13	13
14 Tax preference items for minimum tax	14	14
<i>Identify:</i>		
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
<i>Identify:</i>		

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

20 New York State additions	A - Total amount	B - New York State allocated amount
20a EA- 16	484 .	
20b EA-		
20c EA-		
20d EA-		
20e EA-		
20f EA-		
21 Total addition modifications (total of column A, lines 20a through 20f).....	21	484 .



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

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

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

26 Subtractions from federal itemized deductions			
Letter	Amount		
26a			
26b			
26c			
26d			
26e			
26f			
27 Total subtractions from federal itemized deductions (add lines 26a through 26f)			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 (see instructions)	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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11-19-12

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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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EFTA_00143741

EFTA01280268

NY IT-204-IP

OTHER DEDUCTIONS

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
AMORTIZATION	688.	0.
DUES & FEES	9.	0.
PROFESSIONAL FEES	42.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	739.	0.

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PARTNER NUMBER 3

SDNY_GM_00033129

EFTA_00143742

EFTA01280269

10-11-12

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

For calendar year or fiscal year beginning **01 01 12** and ending **12 31 12**

Partner's Identifying Number
203161309

Federal Employer ID Number
273304656

Partner's Name, Address, and ZIP Code

**BLUE CHIP CAPITAL LLC
27 HIGH TECH BOULEVARD
THOMASVILLE NC 27360**

Partnership's Name, Address, and ZIP Code

**MIDWAY PLANTATION LLC
270 LAFAYETTE ST STE 409
NEW YORK NY 10012**

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners	-27105	
1. Share of partnership income (loss)		
2. Additions to income (loss)		
a. Addition for bonus depreciation	484	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 STMT	25	Page 2, Line 44e
b. Other deductions from income (loss) STMT	739	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

NC SCH K-1 DEDUCTIONS FROM FEDERAL TAXABLE INCOME

DESCRIPTION	AMOUNT
PROFESSIONAL FEES	42
AMORTIZATION	688
DUES & FEES	9
TOTAL TO SCHEDULE K-1, LINE 3B	739

NC SCH K-1 DEDUCTIONS FOR BONUS DEPRECIATION

DESCRIPTION	AMOUNT
ADJMNT FOR 1ST-YEAR DEPRECIATION ADDED BACK IN 2010	2.
ADJMNT FOR 1ST-YEAR DEPRECIATION ADDED BACK IN 2011	23.
TOTAL TO SCHEDULE K-1, LINE 3A	25.

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PARTNER NUMBER 3

SDNY_GM_00033131

EFTA_00143744

EFTA01280271

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SDNY_GM_00033132

EFTA_00143745

EFTA01280272

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 3 columns: Item number, Description, and Amount. Includes items 1 through 14 such as Ordinary business income, Net rental real estate income, and Self-employment earnings.

Part I Information About the Partnership

Form section for Part I containing fields A through D: Partnership's employer identification number, name/address, IRS Center, and public trading status.

Part II Information About the Partner

Form section for Part II containing fields E through K: Partner's identifying number, name/address, partner type, entity type, retirement plan, and share of profit/loss/capital.

Table L: Partner's capital account analysis. Columns: Description, Beginning, Ending. Rows: Beginning capital account, Capital contributed, Current year increase, Withdrawals, Ending capital account.

Form section for Part III containing fields M and N: Accounting method (Tax basis, GAAP, Section 704(b) book) and built-in gain/loss status.

*See attached statement for additional information.

For IRS Use Only

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

DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
DUES & FEES		3.
PROFESSIONAL FEES		19.
TOTAL TO SCHEDULE K-1, BOX 13, CODE W		22.

SCHEDULE K-1 CURRENT YEAR INCREASES (DECREASES)

DESCRIPTION	AMOUNT	TOTALS
RENTAL REAL ESTATE INCOME (LOSS)	-14,807.	
SCHEDULE K-1 INCOME SUBTOTAL		-14,807.
OTHER DEDUCTIONS	-22.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-22.
NET INCOME (LOSS) PER SCHEDULE K-1		-14,829.
MADISON - PREPAID RENTS - CY	-66.	
MADISON - PREPAID RENTS - PY	132.	
WILLOW BROOK - PREPAID RENT CY	-24.	
WILLOW BROOK - PREPAID RENT PY	34.	
OTHER INCREASES OR DECREASES SUBTOTAL		76.
TOTAL TO SCHEDULE K-1, ITEM L		-14,753.

Schedule K-1 (Form 1065) 2012

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)		
8a. Net long-term capital gain (loss)		
8b. Collectibles (28%) gain (loss)		
8c. 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. 1256 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(i)(5)) from pre-2008 buildings		
B Low-income housing credit (other) from pre-2008 buildings		
C Low-income housing credit (section 42(i)(5)) from post-2007 buildings		
D Low-income housing credit (other) from post-2007 buildings		
E Qualified rehabilitation expenditures (rental real estate)		
F Other rental real estate credits		
G Other rental credits		
H Undistributed capital gains credit		
I Alcohol and cellulose acetate 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		
16. Foreign transactions		
A Name of country or U.S. possession		
B Gross income from all sources		
C Gross income sourced at partner level		
Foreign gross income sourced at partnership level		
D Passive category		
E General category		
F Other		
Deductions allocated and apportioned at partner level		
G Interest expense		
H Other		
Deductions allocated and apportioned at partnership level to foreign source income		
I Passive category		
J General category		
K Other		
Other information		
L Total foreign taxes paid		
M Total foreign taxes accrued		
N Reduction in taxes available for credit		
O Foreign trading gross receipts		
P Extraterritorial income exclusion		
Q Other foreign transactions		
17. Alternative minimum tax (AMT) items		
A Post-1986 depreciation adjustment		
B Adjusted gain or loss		
C Depletion (other than oil & gas)		
D Oil, gas, & geothermal - gross income		
E Oil, gas, & geothermal - deductions		
F Other AMT items		
18. Tax-exempt income and nondeductible expenses		
A Tax-exempt interest income		
B Other tax-exempt income		
C Nondeductible expense		
19. Distributions		
A Cash and marketable securities		
B Distribution subject to section 737		
C Other property		
20. Other information		
A Investment income		
B Investment expenses		
C Fuel tax credit information		
D Qualified rehabilitation expenditures (other than rental real estate)		
E Basis of energy property		
F Recapture of low-income housing credit (section 42(i)(5))		
G Recapture of low-income housing credit (other)		
H Recapture of investment credit		
I Recapture of other credits		
J Look-back interest - completed long-term contracts		
K Look-back interest - income forecast method		
L Dispositions of property with section 179 deductions		
M Recapture of section 179 deduction		
N Interest expense for corporate partners		
O Section 453(i)(3) information		
P Section 453A(d) information		
Q Section 1280(b) information		
R Interest allocable to production expenditures		
S OCF 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(i) information		
Y Other information		

211282 01-09-13

PARTNER'S SHARE OF INCOME

For Calendar Year 2012, or Fiscal Year Beginning _____, 2012 and ending _____

PART I General Information	
Partner's SS # or Federal EIN 20-3161309	Partnership's Federal EIN 45-2929589/000
Partner's Name BLUE CHIP CAPITAL LLC	Partnership's Name MIDWAY TRIAD, LLC
Street Address 27 HIGH TECH BOULEVARD	Partnership's Street Address 270 LAFAYETTE STREET, SUIT 409
City State ZIP Code THOMASVILLE, NC 27360	City State ZIP Code NEW YORK, NY 10012
What type of entity is partner? (see instructions) NP Code	Enter Partner's percentage of: (i) Before Decrease or Termination (ii) End of Year
Date Partner's Interest in Partnership began: 08/05/2011 Month Day Year	Profit Sharing 1.1346999 %
<input type="checkbox"/> Final NJK-1 <input type="checkbox"/> Hedge Fund	Loss Sharing 1.4641288 %
<input type="checkbox"/> Amended NJK-1 <input type="checkbox"/> Member of Composite Return	Capital Ownership 1.4641288 %

PART II Income Information				
Income Classifications	A. Total Distribution	NJ-1040 Filers Enter Amounts on Line Shown Below	B. New Jersey Source Amounts	NJ-1040NR Filers
1. Partnership Income (loss)	-14,669.			
2. Net Guaranteed Payments				
3. Partner's 401(k) Contribution				
4. Distributive Share of Partnership Income (loss) (Line 1 plus Line 2 minus Line 3)	-14,669.	Line 20, Page 2		Line 22, Page 1
5. Pension		Line 19, Page 2		
6. Net Gain (loss) from Disposition of Assets as a Result of a Complete Liquidation		Line 18, Page 2		Line 18, Page 1

PART III Partner's Information			
1. Nonresident Partner's Share of NJ Tax	1.		Line 19a, Page 1 CBT-100 Line 10a, Page 1 CBT-100S Line 8, PART-100 Line 46, NJ-1040NR Line 22, NJ-1080C Line 31a, NJ-1041
2. Partner's HEZ Deduction	2.		
3. Partner's Sheltered Workshop Tax Credit	3.		

PART IV Supplemental Information (Attach Schedule)

THIS FORM MAY BE REPRODUCED

268951
12-04-12

13060311 758241 21146.212 2012-01-01 MIDWAY TRIAD, LLC

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SDNY_GM_00033136

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EFTA01280276

NJ NJK-1

GIT-DEP PRO-RATA SHARE

DESCRIPTION	AMOUNT	TOTAL
FEDERAL DEPRECIATION	0.	
NJ SECTION 179 DEDUCTION ALLOWABLE	0.	
NJ DEPRECIATION ALLOWABLE	0.	
SUBTOTAL		0.
NJ ADJUSTMENT TO FEDERAL 179 RECAPTURE INCOME	0.	
NJ ADJUSTMENT TO FEDERAL GAIN (LOSS) ON DISPOSITION OF ASSET(S)	0.	
SUBTOTAL		0.
NEW JERSEY DEPRECIATION ADJUSTMENT		160.

Final K-1
 Amended K-1

For calendar year 2012 or tax year beginning **01-01-2012** and ending **12-31-2012**

Partners: Before completing your income tax return, see Form IT-204-IP-1, *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)

Partnership's EIN
45-2929589

MIDWAY TRIAD, LLC

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

Partner's identifying number

BLUE CHIP CAPITAL LLC

20-3161309

Partner's address

27 HIGH TECH BOULEVARD

City

State

ZIP code

THOMASVILLE

NC

27360

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

		Beginning		Ending	
H	Partner's share of profit, loss, and capital				
	1) Profit	H1	1.1347 %	1.1347 %	
	2) Loss	H2	1.4641 %	1.4641 %	
	3) Capital	H3	1.4641 %	1.4641 %	

I	Partner's share of liabilities at the end of the year		
	1) Nonrecourse	I1	3,652.
	2) Qualified nonrecourse financing	I2	135,488.
	3) Recourse	I3	

J	Partner's capital account analysis		
	1) Beginning capital account	J1	45,696.
	2) Capital contributed during the year - cash	J2	
	3) Capital contributed during the year - property	J3	
	4) Current year increase (decrease)	J4	-14,753.
	5) Withdrawals and distributions - cash	J5	7,510.
	6) Withdrawals and distributions - property	J6	
	7) Ending capital account	J7	23,433.
	8) Method of accounting (mark an X in the appropriate box)		
	<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Book <input type="checkbox"/> 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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SDNY_GM_00033138

EFTA_00143751

EFTA01280278

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	Amount

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) <i>Identify:</i>	11	11
12 Section 179 deduction	12	12
13 Other deductions <i>Identify:</i> SEE STATEMENT	13	13
14 Tax preference items for minimum tax	14	14
<i>Identify:</i>		
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
<i>Identify:</i>		

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

20 New York State additions	A - Total amount	B - New York State allocated amount
20a EA- 16	425.	425.
20b EA-		
20c EA-		
20d EA-		
20e EA-		
20f EA-		
21 Total addition modifications (total of column A, lines 20a through 20f)		425.

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SDNY_GM_00033139

EFTA_00143752

EFTA01280279

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- 21	265.	265.	
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	265.
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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11-19-12

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SDNY_GM_00033140

EFTA_00143753

EFTA01280280

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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SDNY_GM_00033141

EFTA_00143754

EFTA01280281

NY IT-204-IP

OTHER DEDUCTIONS

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
DUES & FEES	3.	0.
PROFESSIONAL FEES	19.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	22.	0.

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PARTNER NUMBER 5

SDNY_GM_00033142

EFTA_00143755

EFTA01280282

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

For calendar year or fiscal year beginning **01 01 12** and ending **12 31 12**

Partner's Identifying Number
203161309

Federal Employer ID Number
452929589

Partner's Name, Address, and ZIP Code

**BLUE CHIP CAPITAL LLC
27 HIGH TECH BOULEVARD
THOMASVILLE NC 27360**

Partnership's Name, Address, and ZIP Code

**MIDWAY TRIAD LLC
270 LAFAYETTE STREET SUIT 409
NEW YORK NY 10012**

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners	-14807	
1. Share of partnership income (loss)		
2. Additions to income (loss)	425	Page 2, Line 35
a. Addition for bonus depreciation	0	Page 2, Line 36
b. Other additions to income (loss)		
3. Deductions from income (loss)	265	Page 2, Line 44e
a. Deduction for bonus depreciation STMT	22	Page 2, Line 49
b. Other deductions from income (loss) STMT	0	Form D-400TC
4. Share of tax credits	0	
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

NC SCH K-1 DEDUCTIONS FROM FEDERAL TAXABLE INCOME

DESCRIPTION	AMOUNT
PROFESSIONAL FEES	19
DUES AND FEES	3
TOTAL TO SCHEDULE K-1, LINE 3B	22

NC SCH K-1 DEDUCTIONS FOR BONUS DEPRECIATION

DESCRIPTION	AMOUNT
ADJMNT FOR 1ST-YEAR DEPRECIATION ADDED BACK IN 2011	265.
TOTAL TO SCHEDULE K-1, LINE 3A	265.

CONFIDENTIAL

PARTNER NUMBER 5

SDNY_GM_00033144

EFTA_00143757

EFTA01280284

ENBRIDGE ENERGY PARTNERS, L.P.

AUTOSCH 3-DIGIT 334 77 PS3 77654AA22-B-1
12315 2 AT 0.384



BLUE CHIP CAPITAL LLC
329 SEABREEZE AVENUE
PALM BEACH FL. 33480-6132



Enclosed is your 2012 Schedule K-1 tax package. Please refer to the enclosed Individualized Income Tax Reporting Package and Instructions for additional information. Also enclosed is the complete Internal Revenue Service Instructions for Schedule K-1 for additional guidance.

In addition to the Schedule K-1, this tax reporting package includes your State Schedule (on the reverse side of this page), your Sales Schedule (if applicable) and your Ownership Schedule.

Additional information may be found on our website at www.taxpackagesupport.com/enbridge. You may request changes to information provided on the Schedule K-1 and have additional copies of your K-1 printed.

If you would like to receive this information earlier and eliminate the need for mailing a paper K-1 in the future, simply go to www.taxpackagesupport.com/enbridge, register your e-mail address, and choose the option to "Eliminate Paper K-1s". By choosing to eliminate paper K-1s, your tax information will bypass the U.S. Postal Service and be delivered securely through the website. We will notify you via email when the K-1s are available.

Supplemental Schedule K-1 Information is found below.

2012 SCHEDULE K-1 STATEMENT INFORMATION

K-1 CODE	DESCRIPTION	AMOUNT
13T1	Domestic Production Gross Receipts (DPGR)	51,253
13T2	Non-Domestic Production Gross Receipts (non-DPGR)	49,848
13T3	Cost of Goods Sold allocable to DPGR	38,435
13T4	Cost of Goods Sold allocable to non-DPGR	31,565
13T5	Expenses directly allocable to DPGR	10,869
13T6	Expenses directly allocable to non-DPGR	21,384
13T7	Expenses indirectly allocable to DPGR	1,023
13T8	Expenses indirectly allocable to non-DPGR	4,041
13T9	Form W-2 Wages	0
20Y1	Gross Receipts	101,120

ITEMS TO NOTE - IRC Section 743(b) adjustments have been included in Box 1 if applicable

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ENBRIDGE ENERGY PARTNERS, L.P.
BLUE CHIP CAPITAL LLC
 PARTNER NAME:
 ACCOUNT NUMBER: 141 0022295139
 PARTNER FEDERAL IDENTITY: 20-3161309 / PARTNERSHIP
 CUSTODIAN FEDERAL ID: 39-1715850
 PARTNERSHIP FEDERAL ID:
 TAX SHELTER REGISTRATION NUMBER: 92008000124

State Information

(Due to rounding and other Federal and State differences, totals may not agree to Federal totals)

State	(1) Net Ordinary Income or Loss (-)	(2) Net Section 1231 Gain or Loss (-)	(3) Section 1245 Gain	(4) Portfolio Net Short-Term Capital Gain or Loss(-)	(5) Portfolio Interest Income	(6) Investment Income	(7) Alternative Minimum Tax Depreciation Adjustment	(8) Gross Receipts	(9) State Income Tax Addback
AL	-42	0	0	0	0	0	4	563	1
AR	-23	0	0	0	0	0	2	307	0
FL	-12	0	0	0	0	0	1	158	0
GA	-22	0	0	0	0	0	2	297	0
IL	-212	0	0	0	0	0	20	2,815	0
IN	-16	0	0	0	0	0	1	209	0
KS	-217	0	0	0	0	0	20	2,878	4
KY	-1	0	0	0	0	0	0	12	0
LA	-299	0	0	0	0	0	28	3,966	0
MI	-250	0	0	0	0	0	23	3,310	0
MN	-452	0	0	0	0	0	42	5,990	0
MO	-47	0	0	0	0	0	4	617	1
MS	-169	0	0	0	0	0	16	2,237	3
MT	0	0	0	0	0	0	0	3	0
NC	-7	0	0	0	0	0	1	88	0
ND	-277	0	0	0	0	0	26	3,690	5
NY	-3	0	0	0	0	0	0	41	0
OK	-983	0	0	0	0	0	91	13,038	16
PA	-15	0	0	0	0	0	1	183	0
SC	0	0	0	0	0	0	0	3	0
TN	-15	0	0	0	0	0	1	203	0
WI	-332	0	0	0	0	0	31	4,406	5
WV	-2	0	0	0	0	0	0	21	0

This schedule summarizes your allocable share of the Partnership's state tax items based on your unit ownership as reported on the Ownership Schedule. You need this information to prepare your state income tax returns. Separate allocations and tax calculations were made for each lot of Partnership units. The sum of these calculations was accumulated to simplify your state tax reporting obligations.

These amounts are based on the information reflected on your Ownership Schedule. Each line represents your share of income tax items for certain states in which the Partnership had operations. Each state is identified by a two-letter code shown in the far left hand column of this schedule. Differences between the sum of amounts in the state information and the federal information (found on Schedule K-1) are due to rounding and variations between state income tax laws. You may be required to file state income tax returns in these states. Please refer to the attached instructions for additional discussion regarding your state income tax filing requirements.

The State Income Tax Addback is to provide EEP's investors with information necessary to accurately prepare their state income tax return(s). Each state's filing requirements are unique, but there are some states that require an addback of state income taxes. This column represents each investor's apportionable share of the particular state's addback. For further questions, please consult your tax advisor or refer to the state website/contact information provided to you in your individualized instruction packet. **This information is for state income tax returns only and should not be used in the investor's federal income tax return preparation.**

Do not attach these schedules to your Federal or State Income Tax Returns. See tax information instructions for notes and other information.



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ENBRIDGE ENERGY PARTNERS, L.P.

PARTNER NAME: **BLUE CHIP CAPITAL LLC**
 ACCOUNT NUMBER: **141 0022295139**
 PARTNER FEDERAL ID/ENTITY: **20-3161309 / PARTNERSHIP**
 CUSTODIAN FEDERAL ID:
 PARTNERSHIP FEDERAL ID: **39-1715850**

This schedule contains a summary of your unit ownership history from your original acquisition of Partnership units to December 31, 2012. This information came directly from the transfer agent's records if you are a registered holder.

Ownership information for street name owners (who held units in a brokerage nominee account) was provided from your broker's or nominee's records, if the broker or nominee provided the information in accordance with Internal Revenue Code Section 6031(c). IRS regulations concerning partnerships require brokers and nominees to inform the partnership directly of your unit activity so that the partnership may automatically furnish you with tax information.

If you held multiple lots of Partnership units, the ownership information has been accumulated for each lot having a common federal tax identification number and entity type, except for lots attributable to an individual retirement account (IRA), Keogh or similar type of account, which are reported in a separate package. For IRA, Keogh, or Pension accounts, the federal tax identification number of the custodian is shown. You will receive a separate individualized Income Tax Reporting Package for each lot with a different tax identification number. Dispositions of Partnership units have been treated as if they relate to the lots with the earliest acquisition date.

If your records do not agree with the information reported on this Ownership Schedule, then the amounts reported on the following schedules may not be correct. To correct this, you can make changes on our website at www.taxpackagesupport.com/enbridge. You can also make the necessary corrections directly onto this schedule, including any necessary explanations, sign where indicated and mail before May 31, 2013 to:

Investor Relations
 Enbridge Energy Partners, L.P.
 PO Box 799060
 Dallas, TX 75379

or you may contact our K-1 Call Center (provided by a third party on behalf of the Partnership) by phone at (800) 525-3999, by fax at (866) 554-3842.

The partnership will be filing a Schedule K-1 with the IRS based upon amounts reported in this Individual Income Tax Reporting Package. If you have notified the Partnership of any necessary corrections prior to May 31, 2013, the corrected information will be filed with the IRS. Any corrections made after this date may require you to file Form 8082-Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR) with your return.

You may find it necessary to extend your filing date for your personal tax return by filing Form 4868 - Application for Automatic Extension of Time to File U.S. Individual Income Tax Return by April 15, 2013.

If the Ownership Schedule is the only schedule containing information (i.e. Schedule K-1 is blank), then your ownership history received from the transfer agent, brokerage firm or nominee, is inaccurate or incomplete. Please contact the Partnership for instructions on how to proceed.

Transaction Description - This is the type of transaction for the group of units involved. The "Description" column provides explanations for the abbreviations used in this column.

Transaction Date - This is the date on which the transaction occurred as reported to the Partnership by either the transfer agent (if you are a registered owner) or by your broker or nominee (if your units are in street name).

Broker Code or Certificate Number - This column will indicate a broker I.D. If the transaction was reported to the Partnership from a broker or nominee. This column will also report a certificate number for transactions registered with the Partnership's registrar.

Units - This is the number of Partnership units associated with each certificate or transaction less any sales applied to that transaction.

Investor Tax Information (Schedule K-1) may be accessed through our website at www.taxpackagesupport.com/enbridge.

NOTE: THIS OWNERSHIP ACTIVITY SCHEDULE IS NOT PROOF OF OWNERSHIP NOR SHOULD IT BE CONSTRUED AS PROOF OF OWNERSHIP IN ENBRIDGE ENERGY UNITS.

TRANSACTION		BROKER CODE OR CERTIFICATE NUMBER	UNITS
DESCRIPTION	DATE		
AC BUY	12-11-2009	141	3,920.0000
END OF YEAR UNITS			3,920.0000

If the information reported on this schedule does not accurately reflect your ownership history through December 31, 2012, please note any corrections that need to be made. By signing this schedule, you authorize the Partnership to make the corrections indicated above.

Signature _____

Daytime Phone _____

Date _____

CONFIDENTIAL

Schedule K-1
(Form 1065)

2012

Department of the Treasury
Internal Revenue Service

For calendar year 2012, or tax
year beginning _____, 2012
ending _____, 20__

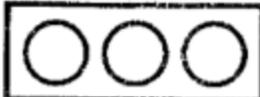
Partner's Share of Income, Deductions,
Credits, etc. **See back of form and separate instructions.**

Part I Information About the Partnership	
A	Partnership's employer identification number 39-1715850
B	Partnership's name, address, city, state, and ZIP code ENBRIDGE ENERGY PARTNERS L.P. 1100 LOUISIANA SUITE 3300 HOUSTON TX 77002
C	IRS Center where partnership filed return Ogden, UT
D	<input checked="" type="checkbox"/> Check if this is a publicly traded partnership (PTP)
Part II Information About the Partner	
E	Partner's identifying number 20-3161309
F	Partner's name, address, city, state, and ZIP code BLUE CHIP CAPITAL LLC 329 SEABREEZE AVENUE PALM BEACH FL 33480
G	<input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member
H	<input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner
I1	What type of entity is this partner? (see instructions) <u>PARTNERSHIP</u>
I2	If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here (see instructions) <input type="checkbox"/>
J	Partner's share of profit, loss, and capital (see instructions):
	Beginning Ending
Profit	0.001557 % 0.001461 %
Loss	0.001557 % 0.001461 %
Capital	0.001557 % 0.001461 %
K	Partner's share of liabilities at year end:
	Nonrecourse \$ _____
	Qualified nonrecourse financing \$ _____
	Recourse \$ _____
L	Partner's capital account analysis:
	Beginning capital account \$ 73,021
	Capital contributed during the year \$ 0
	Current year increase (decrease) \$ -7,678
	Withdrawals & distributions \$ (8,436)
	Ending capital account \$ 56,907
	<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book
	<input type="checkbox"/> Other (explain)
M	Did the partner contribute property with a built-in gain or loss?
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	If "Yes," attach statement (see instructions)

<input type="checkbox"/> Final K-1	<input type="checkbox"/> Amended K-1
Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items	
1 Ordinary business income (loss)	15 Credits
-7,624	
2 Net rental real estate income (loss)	
3 Other net rental income (loss)	16 Foreign transactions
4 Guaranteed payments	
5 Interest income	
0	
6a Ordinary dividends	
6b Qualified dividends	
7 Royalties	
8 Net short-term capital gain (loss)	
-2	
9a Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items
	A 703
9b Collectibles (28%) gain (loss)	
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses
	C 36
11 Other income (loss)	
12 Section 179 deduction	19 Distributions
	A 8,436
13 Other deductions	20 Other information
A 16	
T* STMT	A 0
	V -7,623
14 Self-employment earnings (loss)	Y* 101,120
*See attached statement for additional information.	
For IRS Use Only	

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BOARDWALK



PIPELINE PARTNERS®

AUTO5-DIGIT 33480 28 PSS 77562AB25-B-3
4142 2 AV 0.360



BLUE CHIP CAPITAL LLC
329 SEABREEZE AVENUE
PALM BEACH FL 33480-6132



February 28, 2013

Dear Unitholder:

Enclosed is your Boardwalk Pipeline Partners, LP tax package for 2012. **This package contains important information that you will need to prepare your federal and state income tax returns for 2012 - please do not discard.**

In the tax package, Boardwalk Pipeline Partners, LP is providing the following documents to you:

1. Schedule K-1, (Form 1065)
2. Schedule K-1, Additional Information
3. State Income Schedule
4. Ownership Schedule
5. Sales Schedule (if Applicable)
6. Individualized Income Tax Reporting Package Instructions
7. Graphic Guide of Federal Tax Forms
8. Partner's Instructions for Schedule K-1, Form 1065

Please carefully review the information on your Ownership Schedule. If the information is inaccurate, please contact us as explained on the form. We will issue a corrected Schedule K-1, State Schedule, Ownership Schedule, and Sales Schedule, if applicable, as soon as possible.

The enclosed general instructions and graphic guide are provided for your general guidance, and are not intended to be, nor should they be construed as tax advice. The tax information in this package, as reflected on the schedules provided, is based on existing federal and state tax laws and regulations as interpreted by the General Partner. Before completing any tax filing, we recommend that you consult with your tax advisor.

If you should have any questions regarding this tax package, please call toll free (866) 867-5085 or logon to our tax package support website at www.taxpackagesupport.com/boardwalk.

Sincerely,

Boardwalk Pipeline Partners, LP

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17002028.0, 1.4.14.2.1.0

SDNY_GM_00033150

EFTA_00143763

EFTA01280290

Schedule K-1 (Form 1065)

2012

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning ending 2012 20

Final K-1 Amended K-1 OMB No. 1545-0049

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

Part I Information About the Partnership
A Partnership's employer identification number 20-3265614
B Partnership's name, address, city, state, and ZIP code BOARDWALK PIPELINE PARTNERS, LP 9 GREENWAY PLAZA, SUITE 2800 HOUSTON, TX 77046
C IRS Center where partnership filed return Ogden, UT
D Check if this is a publicly traded partnership (PTP) [X]
Part II Information About the Partner
E Partner's identifying number 20-3161309
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 Limited partner or other LLC member [X]
H Domestic partner Foreign partner [X]
I1 What type of entity is this partner? (see instructions) PARTNERSHIP
I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here []
J Partner's share of profit, loss, and capital (see instructions):
Beginning Ending
Profit 0.001727 % 0.001487 %
Loss 0.001727 % 0.001487 %
Capital 0.001727 % 0.001487 %
K Partner's share of liabilities at year end:
Nonrecourse \$ 52,076
Qualified nonrecourse financing \$
Recourse \$
L Partner's capital account analysis:
Beginning capital account \$ 73,639
Capital contributed during the year \$ 0
Current year increase (decrease) \$ -3,704
Withdrawals & distributions \$ (7,446)
Ending capital account \$ 62,489
M Did the partner contribute property with a built-in gain or loss? [X] No

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items
Table with 2 columns: Description and Amount. Rows include Ordinary business income (loss) -3,686, Net rental real estate income (loss), Other net rental income (loss), Guaranteed payments, Interest income 10, Ordinary dividends, Qualified dividends, Royalties, Net short-term capital gain (loss), Net long-term capital gain (loss) 0, Collectibles (28%) gain (loss), Unrecaptured section 1250 gain, Net section 1231 gain (loss), Other income (loss), Section 179 deduction, Other deductions, Self-employment earnings (loss), Credits, Foreign transactions, Alternative minimum tax (AMT) items -12, Tax-exempt income and nondeductible expenses, Distributions 7,446, Other information 10.

*See attached statement for additional information.
For IRS Use Only

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BOARDWALK PIPELINE PARTNERS, LP

PARTNER NAME: **BLUE CHIP CAPITAL LLC**
 ACCOUNT NUMBER: **141 0022488551**
 PARTNER FEDERAL ID/ENTITY: **20-3161309 / PARTNERSHIP**
 CUSTODIAN FEDERAL ID:
 PARTNERSHIP FEDERAL ID: **20-3265614**

This schedule details your history of ownership of Boardwalk Pipeline Partners, LP units through 2012. The enclosed tax package reflects your ownership in units registered with the partnership, and units held in a broker account if such information was provided by the broker on your behalf. If your records do not agree with the transactions shown, the enclosed tax information may be incomplete. In such an event, you may request changes (1) on the internet, (2) by mail or (3) by phone. To request changes by mail, please make corrections on this schedule and write any needed explanations on this schedule. Sign the statement below and submit the corrected schedule before May 31, 2013 to:

Boardwalk Pipeline Partners, LP
 Tax Package Support
 P.O. Box 799060
 Dallas, TX 75379-9060

Phone: 1-866-867-5085

www.taxpackagesupport.com/boardwalk

Upon receipt, a revised K-1 will be forwarded to the address on your Schedule K-1. This schedule does not have to be returned unless changes have been made.

It is important that you submit corrections to the partnership by May 31, 2013. Corrections submitted to the partnership after May 31, 2013, may result in a requirement to include Form 8082 - Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR) to your return. Corrections submitted after May 31, 2013, will not be reflected in the partnership's tax return filed with the Internal Revenue Service. The Partnership files its federal tax return with the Ogden, UT IRS Service Center.

NOTE: RECEIPT OF THIS SCHEDULE IS NOT PROOF OF OWNERSHIP

TRANSACTION		DATE	BROKER OR CERTIFICATE NUMBER	UNITS
DESCRIPTION				
AC BUY		12-10-2009	141	3,500.0000
END OF YEAR UNITS				3,500.0000



SEE TAX INSTRUCTIONS FOR ADDITIONAL INFORMATION

ACKNOWLEDGEMENT FOR CORRECTIONS ONLY

The information reported on this schedule, as corrected, accurately and completely presents my ownership history through 12/31/12. By signing this schedule, I authorize the Partnership to make the corrections as indicated above to my Schedule K-1.

Signature _____

Daytime Phone _____

Date _____

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Schedule K-1
(Form 1065)

2012

Department of the Treasury
Internal Revenue Service

For calendar year 2012, or tax
year beginning _____, 2012
ending _____

Final K-1

Amended K-1

651112
OMB No. 1545-0099

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

Part I Information About the Partnership

A Partnership's employer identification number
26-3172589

B Partnership's name, address, city, state, and ZIP code
Level Management, LLC
19401 Old Jetton Road
Cornelius, NC 28031

C IRS Center where partnership filed return
Cincinnati, OH

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

Part II Information About the Partner

E Partner's identifying number
20-3161309

F Partner's name, address, city, state, and ZIP code
Blue Chip Capital, LLC
27 High Tech Blvd.
Thomasville, NC 27360

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? (see instr) Partnership

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc), check here (see instructions)

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	25.00000 %	25.00000 %
Loss	25.00000 %	25.00000 %
Capital	25.00000 %	25.00000 %

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ _____

L Partner's capital account analysis:

Beginning capital account \$ 947.

Capital contributed during the year \$ _____

Current year increase (decrease) \$ -72.

Withdrawals and distributions \$ _____

Ending capital account \$ 875.

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

M Did the partner contribute property with a built-in gain or loss?
 Yes No
If "Yes", attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items		
1	Ordinary business income (loss)	15 Credits
	-72.	
2	Net rental real estate income (loss)	
3	Other net rental income (loss)	16 Foreign transactions
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)	17 Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)	
9c	Unrecaptured section 1250 gain	
10	Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses
11	Other income (loss)	
12	Section 179 deduction	19 Distributions
13	Other deductions	
14	Self-employment earnings (loss)	20 Other information
A	-72.	

*See attached statement for additional information.

FOR IRS USE ONLY

BAA For Paperwork Reduction Act Notice, see Instructions for Form 1065.

Schedule K-1 (Form 1065) 2012

PTPA0312 01/02/13

CONFIDENTIAL

SDNY_GM_00033153

EFTA_00143766

EFTA01280293

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.	Report on
	Passive loss	See the Partner's Instructions
	Passive income	Schedule E, line 28, column (g)
	Nonpassive loss	Schedule E, line 28, column (h)
	Nonpassive income	Schedule E, line 28, column (i)
2	Net rental real estate income (loss)	See the Partner's Instructions
3	Other net rental income (loss)	
	Net income	Schedule E, line 28, column (g)
	Net loss	See the Partner's Instructions
4	Guaranteed payments	Schedule E, line 28, column (i)
5	Interest income	Form 1040, line 8a
6 a	Ordinary dividends	Form 1040, line 9a
6 b	Qualified dividends	Form 1040, line 9b
7	Royalties	Schedule E, line 4
8	Net short-term capital gain (loss)	Schedule D, line 5
9 a	Net long-term capital gain (loss)	Schedule D, line 12
9 b	Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D Instructions)
9 c	Unrecaptured section 1250 gain	See the Partner's Instructions
10	Net section 1231 gain (loss)	See the Partner's Instructions
11	Other income (loss)	
	Code	
	A Other portfolio income (loss)	See the Partner's Instructions
	B Inventory conversions	See the Partner's Instructions
	C Section 1256 contracts and straddles	Form 6781, line 1
	D Mining exploration costs recapture	See Pub 335
	E Cancellation of debt	Form 1040, line 21 or Form 982
	F Other income (loss)	See the Partner's Instructions
12	Section 179 deduction	See the Partner's Instructions
13	Other deductions	
	A Cash contributions (50%)	See the Partner's Instructions
	B Cash contributions (30%)	
	C Noncash contributions (50%)	
	D Noncash contributions (30%)	
	E Capital gain property to a 50% organization (30%)	
	F Capital gain property (20%)	
	G Contributions (100%)	
	H Investment interest expense	Form 4952, line 1
	I Deductions — royalty income	Schedule E, line 19
	J Section 59(e)(2) expenditures	See the Partner's Instructions
	K Deductions — portfolio (2% floor)	Schedule A, line 23
	L Deductions — portfolio (other)	Schedule A, line 28
	M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29
	N Educational assistance benefits	See the Partner's Instructions
	O Dependent care benefits	Form 2441, line 12
	P Preproductive period expenses	See the Partner's Instructions
	Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions
	R Pensions and IRAs	See the Partner's Instructions
	S Recreation expense deduction	See the Partner's Instructions
	T Domestic production activities information	See Form 8503 Instructions
	U Qualified production activities income	Form 8903, line 7b
	V Employer's Form W-2 wages	Form 8903, line 17
	W Other deductions	See the Partner's Instructions
14	Self-employment earnings (loss)	
	<i>Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.</i>	
	A Net earnings (loss) from self-employment	Schedule SE, Section A or B
	B Gross farming or fishing income	See the Partner's Instructions
	C Gross non-farm income	See the Partner's Instructions
15	Credits	
	A Low-income housing credit (section 42(i)(5)) from pre-2008 buildings	See the Partner's Instructions
	B Low-income housing credit (other) from pre-2008 buildings	
	C Low-income housing credit (section 42(i)(5)) from post-2007 buildings	
	D Low-income housing credit (other) from post-2007 buildings	
	E Qualified rehabilitation expenditures (rental real estate)	
	F Other rental real estate credits	
	G Other rental credits	
	H Undistributed capital gains credit	
	I Alcohol and cellulosic biofuel fuels credit	
		Form 1040, line 71; check box a See the Partner's Instructions

Code	Report on	
J Work opportunity credit	See the Partner's Instructions	
K Disabled access credit		
L Empowerment zone and renewal community employment credit		
M Credit for increasing research activities		
N Credit for employer social security and Medicare taxes		
O Backup withholding		
P Other credits		
16		Foreign transactions
A Name of country or U.S. possession		Form 1115, Part I
B Gross income from all sources		
C Gross income sourced at partner level		
	<i>Foreign gross income sourced at partnership level</i>	
D Passive category	Form 1115, Part I	
E General category		
F Other		
		<i>Deductions allocated and apportioned at partner level</i>
G Interest expense	Form 1116, Part I	
H Other	Form 1116, Part I	
	<i>Deductions allocated and apportioned at partnership level to foreign source income</i>	
I Passive category	Form 1116, Part I	
J General category		
K Other		
	<i>Other information</i>	
L Total foreign taxes paid	Form 1116, Part II	
M Total foreign taxes accrued	Form 1116, Part II	
N Reduction in taxes available for credit	Form 1116, line 12	
O Foreign trading gross receipts	Form 8873	
P Extraterritorial income exclusion	Form 9873	
Q Other foreign transactions	See the Partner's Instructions	
17	Alternative minimum tax (AMT) items	
A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251	
B Adjusted gain or loss		
C Depletion (other than oil & gas)		
D Oil, gas, & geothermal — gross income		
E Oil, gas, & geothermal — deductions		
F Other AMT items		
18		Tax-exempt income and nondeductible expenses
A Tax-exempt interest income	Form 1040, line 8b	
B Other tax-exempt income	See the Partner's Instructions	
C Nondeductible expenses	See the Partner's Instructions	
19	Distributions	
A Cash and marketable securities	See the Partner's Instructions	
B Distribution subject to section 737		
C Other property		
20	Other information	
A Investment income	Form 4952, line 4a	
B Investment expenses	Form 4952, line 5	
C Fuel tax credit information	Form 4136	
D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions	
E Basis of energy property	See the Partner's Instructions	
F Recapture of low-income housing credit (section 42(i)(5))	Form 8611, line 8	
G Recapture of low-income housing credit (other)	Form 8611, line 8	
H Recapture of investment credit	See Form 4256	
I Recapture of other credits	See the Partner's Instructions	
J Lock-back interest — completed long-term contracts	See Form 8607	
K Lock-back interest — income forecast method	See Form 8666	
L Dispositions of property with section 179 deductions	See the Partner's Instructions	
M Recapture of section 179 deduction		
N Interest expense for corporate partners		
O Section 453(f)(3) information		
P Section 453A(c) information		
Q Section 1250(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(i) information		
Y Other information		

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NC K-1 (50)
 (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
 203161309

Federal Employer ID Number
 263172589

Partner's Name, Address, and Zip Code
 BLUE CHIP CAPITAL LLC
 27 HIGH TECH BLVD.
 THOMASVILLE NC 27360

Partnership's Name, Address, and Zip Code
 LEVEL MANAGEMENT LLC
 19401 OLD JETTON ROAD
 CORNELIUS NC 28031

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners		
1 Share of partnership income (loss)	-72	
2 Additions to income (loss)		
a Addition for bonus depreciation		Page 2, Line 35
b Other additions to income (loss) SEE SUPP INFO	51	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)		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

SEE SUPPLEMENTAL INFORMATION

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FORM D-403, SCHEDULE NC K-1 (BLUE CHIP CAPITAL LLC)
SUPPLEMENTAL INFORMATION

LINE 2 - OTHER ADDITIONS TO FEDERAL INCOME:	
STATE TAXES DEDUCTED ON US RETURN	51
TOTAL	51

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