

Form **1065**

Department of the Treasury
Internal Revenue Service

U.S. Return of Partnership Income
For calendar year 2009, or tax year beginning _____, 2009,
ending _____, 20 _____.
▶ See separate instructions.

OMB No.1545-0099

2009

A Principal business activity	Use the IRS label. Otherwise, print or type.	ZICHRON INTERNET MARKETING, LLC 15105-D JOHN J. DELANEY DRIVE CHARLOTTE, NC 28277	D Employer identification number
INTERNET			20-1528065
B Principal product or service			E Date business started
RESEARCH/MKG			8/30/2004
C Business code number			F Total assets (see instrs)
518210			\$ 49,211.

G Check applicable boxes: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended return
(6) Technical termination - also check (1) or (2)

H Check accounting method: (1) Cash (2) Accrual (3) Other (specify) ▶ _____

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year. ▶ 2

J Check if Schedules C and M-3 are attached.

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

I N C O M E	1a Gross receipts or sales	1a	561,107.		
	b Less returns and allowances	1b		1c	561,107.
	2 Cost of goods sold (Schedule A, line 8)			2	
	3 Gross profit. Subtract line 2 from line 1c.			3	561,107.
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6	
	7 Other income (loss) (attach statement)			7	
8 Total income (loss). Combine lines 3 through 7.			8	561,107.	
D E D U C T I O N S F O R L I M I T A T I O N S	9 Salaries and wages (other than to partners) (less employment credits)			9	
	10 Guaranteed payments to partners			10	60,000.
	11 Repairs and maintenance			11	
	12 Bad debts			12	
	13 Rent			13	15,000.
	14 Taxes and licenses			14	
	15 Interest			15	2,176.
	16a Depreciation (if required, attach Form 4562)	16a			
	b Less depreciation reported on Schedule A and elsewhere on return.	16b		16c	
	17 Depletion (Do not deduct oil and gas depletion.)			17	
	18 Retirement plans, etc.			18	12,000.
	19 Employee benefit programs			19	
	20 Other deductions (attach statement) See Statement 1			20	358,040.
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21	447,216.
22 Ordinary business income (loss). Subtract line 21 from line 8			22	113,891.	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

▶ _____ ▶ _____
Signature of general partner or limited liability company member manager Date

May the IRS discuss this return with the preparer shown below (see instrs)? Yes No

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed. . . . <input type="checkbox"/>	Preparer's SSN or PTIN
	RICHARD GRIFFIN CPA			P00734194
	Firm's name (or yours if self-employed), address, and ZIP code	EIN	Phone no.	
	Griffin & Associates PC 6165 Crooked Creek Rd, Suite B Norcross, GA 30092	58-2353594	770-734-0498	

Schedule A Cost of Goods Sold (see the instructions)

1	Inventory at beginning of year	1	
2	Purchases less cost of items withdrawn for personal use	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach statement)	4	
5	Other costs (attach statement)	5	
6	Total. Add lines 1 through 5.	6	
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2.	8	

- 9a Check all methods used for valuing closing inventory:
- (i) Cost as described in Regulations section 1.471-3
 - (ii) Lower of cost or market as described in Regulations section 1.471-4
 - (iii) Other (specify method used and attach explanation) _____
- b Check this box if there was a writedown of 'subnormal' goods as described in Regulations section 1.471-2(c) Yes No
- c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) Yes No
- d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? Yes No
- e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? Yes No
If 'Yes,' attach explanation.

Schedule B Other Information

- 1 What type of entity is filing this return? Check the applicable box:
- | | | | |
|--|---|-----|----|
| a <input type="checkbox"/> Domestic general partnership | b <input type="checkbox"/> Domestic limited partnership | Yes | No |
| c <input checked="" type="checkbox"/> Domestic limited liability company | d <input type="checkbox"/> Domestic limited liability partnership | | |
| e <input type="checkbox"/> Foreign partnership | f <input type="checkbox"/> Other _____ | | |
- 2 At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person? Yes No
- 3 At the end of the tax year:
- a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If 'Yes,' attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership. Yes No
- b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If 'Yes,' attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership. Yes No
- 4 At the end of the tax year, did the partnership:
- a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If 'Yes,' complete (i) through (iv) below. Yes No

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

- b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If 'Yes,' complete (i) through (v) below. Yes No

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

	Yes	No
5 Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		X
6 Does this partnership satisfy all four of the following conditions? a The partnership's total receipts for the tax year were less than \$250,000. b The partnership's total assets at the end of the tax year were less than \$1 million. c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return. d The partnership is not filing and is not required to file Schedule M-3 If 'Yes,' the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.		X
7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
8 During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
9 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
10 At any time during calendar year 2009, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If 'Yes,' enter the name of the foreign country. ▶		X
11 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If 'Yes,' the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions.		X
12a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding section 754 election.		X
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If 'Yes,' attach a statement showing the computation and allocation of the basis adjustment. See instructions.		X
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If 'Yes,' attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
13 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than entities wholly-owned by the partnership throughout the tax year). <input type="checkbox"/>		
14 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in a partnership property?		X
15 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions ▶		
16 Does the partnership have any foreign partners? If 'Yes,' enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ▶		X
17 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ▶		

Designation of Tax Matters Partner (see the instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP	▶ ZBDS, INC	Identifying number of TMP	▶ 20-0119584
If the TMP is an entity, name of TMP representative	▶	Phone number of TMP	▶
Address of designated TMP	▶ 533 WYNDHAM LANE WAXHAW, NC 28173		

Schedule K Partners' Distributive Share Items		Total amount		
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	113,891.	
	2 Net rental real estate income (loss) (attach Form 8825)	2		
	3a Other gross rental income (loss)	3a		
	b Expenses from other rental activities (attach stmt)	3b		
	c Other net rental income (loss). Subtract line 3b from line 3a	3c		
	4 Guaranteed payments	4	60,000.	
	5 Interest income	5		
	6 Dividends: a Ordinary dividends	6a		
	b Qualified dividends	6b		
	7 Royalties	7		
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8		
9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a			
b Collectibles (28%) gain (loss)	9b			
c Unrecaptured section 1250 gain (attach statement)	9c			
10 Net section 1231 gain (loss) (attach Form 4797)	10			
11 Other income (loss) (see instructions) Type ▶	11			
Deductions	12 Section 179 deduction (attach Form 4562)	12		
	13a Contributions See Statement 2	13a	120.	
	b Investment interest expense	13b		
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c (2)		
d Other deductions (see instructions) Type ▶	13d			
Self-Employment	14a Net earnings (loss) from self-employment	14a	60,000.	
	b Gross farming or fishing income	14b		
	c Gross nonfarm income	14c		
Credits	15a Low-income housing credit (section 42(j)(5))	15a		
	b Low-income housing credit (other)	15b		
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c		
	d Other rental real estate credits (see instructions) Type ▶	15d		
	e Other rental credits (see instructions) Type ▶	15e		
	f Other credits (see instructions) Type ▶	15f		
Foreign Transactions	16a Name of country or U.S. possession ▶			
	b Gross income from all sources	16b		
	c Gross income sourced at partner level	16c		
	Foreign gross income sourced at partnership level			
	d Passive category ▶ e General category ▶ f Other ▶	16f		
	Deductions allocated and apportioned at partner level			
	g Interest expense ▶ h Other ▶	16h		
	Deductions allocated and apportioned at partnership level to foreign source income			
i Passive category ▶ j General category ▶ k Other ▶	16k			
l Total foreign taxes (check one): Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16l			
m Reduction in taxes available for credit (attach statement)	16m			
n Other foreign tax information (attach statement)				
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a		
	b Adjusted gain or loss	17b		
	c Depletion (other than oil and gas)	17c		
	d Oil, gas, and geothermal properties — gross income	17d		
	e Oil, gas, and geothermal properties — deductions	17e		
	f Other AMT items (attach stmt)	17f		
Other Information	18a Tax-exempt interest income	18a		
	b Other tax-exempt income	18b		
	c Nondeductible expenses	18c		
	19a Distributions of cash and marketable securities	19a	126,960.	
	b Distributions of other property	19b		
	20a Investment income	20a		
b Investment expenses	20b			
c Other items and amounts (attach stmt)				

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l.						1	173,771.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other	
a General partners							
b Limited partners	1,138.	172,633.					

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		62,400.		49,211.
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach stmt)				
7	Mortgage and real estate loans				
8	Other investments (attach stmt)				
9a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
10a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)				
12a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach stmt)				
14	Total assets		62,400.		49,211.
Liabilities and Capital					
15	Accounts payable				
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach stmt) . See . St. 3.		3,000.		3,000.
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach stmt)				
21	Partners' capital accounts		59,400.		46,211.
22	Total liabilities and capital		62,400.		49,211.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. Schedule M-3 may be required instead of Schedule M-1 (see instructions).

1	Net income (loss) per books	113,771.	6	Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2	Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a	Tax-exempt interest . . . \$	
3	Guaranteed pmts (other than health insurance)	60,000.	7	Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize):	
4	Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a	Depreciation \$	
a	Depreciation \$		8	Add lines 6 and 7	
b	Travel and entertainment \$		9	Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	173,771.
5	Add lines 1 through 4	173,771.			

Schedule M-2 Analysis of Partners' Capital Accounts

1	Balance at beginning of year	59,400.	6	Distributions: a Cash	126,960.
2	Capital contributed: a Cash		b	Property	
	b Property		7	Other decreases (itemize):	
3	Net income (loss) per books	113,771.	8	Add lines 6 and 7	126,960.
4	Other increases (itemize):		9	Balance at end of year. Subtract line 8 from line 5	46,211.
5	Add lines 1 through 4	173,171.			

**SCHEDULE B-1
(Form 1065)**

(December 2009)
Department of the Treasury
Internal Revenue Service

**Information on Partners Owning 50% or
More of the Partnership**

▶ **Attach to Form 1065. See instructions.**

OMB No. 1545-0099

Name of partnership

ZICHRON INTERNET MARKETING, LLC

Employer identification number (EIN)

20-1528065

Part I Entities Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 3a)

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

Part II Individuals or Estates Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 3b)

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(v) Maximum Percentage Owned in Profit, Loss, or Capital
WILLIAM BAILEY	267-53-6167	United States	99.000

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

Cat. No. 49842K

Schedule B-1 (Form 1065) (12-2009)

Schedule K-1 (Form 1065)

2009

Final K-1 Amended K-1

For calendar year 2009, or tax year beginning ending

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 20-1528065
B Partnership's name, address, city, state, and ZIP code ZICHRON INTERNET MARKETING, LLC 15105-D JOHN J. DELANEY DRIVE CHARLOTTE, NC 28277
C IRS Center where partnership filed return Ogden, UT
D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number 20-0119584
F Partner's name, address, city, state, and ZIP code ZBDS, INC 533 WYNDHAM LANE WAXHAW, NC 28173
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? Corporation
J Partner's share of profit, loss, and capital (see instructions): Beginning Ending
K Partner's share of liabilities at year end: Nonrecourse Qualified nonrecourse financing Recourse

L Partner's capital account analysis: Beginning capital account Capital contributed during the year Current year increase (decrease) Withdrawals and distributions Ending capital account
M Did the partner contribute property with a built-in gain or loss? Yes No

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

Table with 3 columns: Line number, Description, and Amount. Includes rows for Ordinary business income (1,139), Net rental real estate income, Other net rental income, Guaranteed payments, Interest income, Ordinary/Qualified dividends, Royalties, Net short-term capital gain, Net long-term capital gain, Collectibles gain, Unrecaptured section 1250 gain, Net section 1231 gain, Other income, Section 179 deduction, Other deductions, Self-employment earnings.

*See attached statement for additional information.

FOR IRS USE ONLY

Schedule K-1 (Form 1065)

2009

For calendar year 2009, or tax year beginning _____, 2009 ending _____

Department of the Treasury Internal Revenue Service

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

Part I Information About the Partnership
Part II Information About the Partner
A Partnership's employer identification number 20-1528065
B Partnership's name, address, city, state, and ZIP code ZICHRON INTERNET MARKETING, LLC 15105-D JOHN J. DELANEY DRIVE CHARLOTTE, NC 28277
C IRS Center where partnership filed return Ogden, UT
D Check if this is a publicly traded partnership (PTP)
E Partner's identifying number 267-53-6167
F Partner's name, address, city, state, and ZIP code WILLIAM BAILEY 533 WYNDHAM LANE WAXHAW, NC 28173
G General partner or LLC member-manager
H Domestic partner
I What type of entity is this partner? Individual
J Partner's share of profit, loss, and capital (see instructions): Beginning Ending
K Partner's share of liabilities at year end: Nonrecourse, Qualified nonrecourse financing, Recourse
L Partner's capital account analysis: Beginning capital account, Capital contributed during the year, Current year increase (decrease), Withdrawals and distributions, Ending capital account
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
Table with 3 columns: Line number, Description, and Amount. Rows include: 1 Ordinary business income (loss) 112,752. 15 Credits; 2 Net rental real estate income (loss); 3 Other net rental income (loss) 16 Foreign transactions; 4 Guaranteed payments 60,000.; 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 A 125,690.; 13 Other deductions 119. 20 Other information A; 14 Self-employment earnings (loss) 60,000. A

*See attached statement for additional information. FOR IRS USE ONLY

Application for Automatic Extension of Time To File Certain Business Income Tax, Information, and Other Returns

▶ **File a separate application for each return.**

▶ **See separate instructions.**

Type or Print	Name ZICHRON INTERNET MARKETING, LLC <small>Number, street, and room or suite number. (If P.O. box, see instructions.)</small> 15105-D JOHN J. DELANEY DRIVE <small>City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code)).</small> CHARLOTTE, NC 28277	Identifying number 20-1528065
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Note. See instructions before completing this form.

Part I Automatic 5-Month Extension Complete if Filing Form 1065, 1041, or 8804

1 a Enter the form code for the return that this application is for (see below) **09**

Application Is For:	Form Code	Application Is For:	Form Code
Form 1065	09	Form 1041 (estate)	04
Form 8804	31	Form 1041 (trust)	05

Part II Automatic 6-Month Extension Complete if Filing Other Forms

b Enter the form code for the return that this application is for (see below)

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-PC	21
Form 706-GS(T)	02	Form 1120-POL	22
Form 1041-N	06	Form 1120-REIT	23
Form 1041-QFT	07	Form 1120-RIC	24
Form 1042	08	Form 1120S	25
Form 1065-B	10	Form 1120-SF	26
Form 1066	11	Form 3520-A	27
Form 1120	12	Form 8612	28
Form 1120-C	34	Form 8613	29
Form 1120-F	15	Form 8725	30
Form 1120-FSC	16	Form 8831	32
Form 1120-H	17	Form 8876	33
Form 1120-L	18	Form 8924	35
Form 1120-ND	19	Form 8928	36
Form 1120-ND (section 4951 taxes)	20		

- 2** If the organization is a foreign corporation that does not have an office or place of business in the United States, check here.
- 3** If the organization is a corporation and is the common parent of a group that intends to file a consolidated return check here.

Part III All Filers Must Complete This Part

4 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here.

5 a The application is for calendar year 20 09, or tax year beginning _____, 20 __, and ending _____, 20 __

b Short tax year. If this tax year is less than 12 months, check the reason:

- Initial return Final return Change in accounting period Consolidated return to be filed

6 Tentative total tax	6	0.
7 Total payments and credits (see instructions)	7	0.
8 Balance due. Subtract line 7 from line 6. Generally, you must deposit this amount using the Electronic Federal Tax Payment System (EFTPS), a Federal Tax Deposit (FTD) Coupon, or Electronic Funds Withdrawal (EFW) (see instructions for exceptions)	8	0.

Statement 1
Form 1065, Line 20
Other Deductions

Accounting.....	\$	5,815.
ADMINISTRATIVE EXPENSE.....		44,972.
Advertising.....		67,526.
Bank Charges.....		929.
Commissions.....		14,061.
COMPUTER EXPENSE.....		28,685.
Legal and Professional.....		23,102.
MANAGEMENT FEE-ZBDS, INC.....		54,200.
MARKETING.....		52,160.
Office Expense.....		10,413.
REIMBURSABLE EXPENSE.....		4,878.
Supplies.....		6,933.
Telephone.....		1,537.
TRANSACTION FEES.....		18,078.
TRANSPORTATION EXPENSE.....		8,742.
TRAVEL\MEETINGS\PER DIEM.....		12,167.
VARIOUS INDIRECT.....		3,842.
	Total \$	<u>358,040.</u>

Statement 2
Form 1065, Schedule K, Line 13a
Charitable Contributions

Cash Contributions - 50% Limitation.....	\$	<u>120.</u>
	Total \$	<u>120.</u>

Statement 3
Form 1065, Schedule L, Line 17
Other Current Liabilities

	<u>Beginning</u>	<u>Ending</u>
DUE TO ZBDS, INC.....	\$ 3,000.	\$ 3,000.
	Total \$ <u>3,000.</u>	\$ <u>3,000.</u>

CLIENT 6722

**GRIFFIN & ASSOCIATES PC
6165 CROOKED CREEK RD, SUITE B
NORCROSS, GA 30092
770-734-0498**

August 20, 2010

ZICHRON INTERNET MARKETING, LLC
15105-D JOHN J. DELANEY DRIVE
CHARLOTTE, NC 28277

Dear Client:

Your 2009 Federal Partnership Income Tax return will be electronically filed with the Internal Revenue Service upon receipt of a signed Form 8879PE - IRS e-file Signature Authorization. No tax is payable with the filing of this return.

Enclosed is your 2009 North Carolina Partnership Income Tax Return. The original should be signed at the bottom of page one. No tax is payable with the filing of this return. Mail the North Carolina return on or before October 15, 2010 to:

NORTH CAROLINA DEPARTMENT OF REVENUE
P.O. BOX 25000
RALEIGH, NC 27640-0645

You must distribute a copy of the 2009 Schedule K-1 to each member, if applicable. Be sure to give each member a copy of the Partner's Instructions for Schedule K-1.

Please call if you have any questions.

Sincerely,

RICHARD GRIFFIN CPA

Ptr# Name

- 1 ZBDS, INC
- 2 WILLIAM BAILEY

Line	Item	Total on Schedule K	Partner 1	Partner 2
L	Profit Sharing Alloc. Percentage		1.000000	99.000000
L	Loss Sharing Alloc. Percentage		1.000000	99.000000
1	Ordinary business income (loss)	113,891.	1,139.	112,752.
4	Guaranteed payments	60,000.		60,000.
13	Charitable contributions	120.	1.	119.
14	Net earnings (loss) from S.E.	60,000.		60,000.
19	Distributions of cash & market. sec.	126,960.	1,270.	125,690.

**IRS e-file Signature Authorization
for Form 1065**

2009

For calendar year 2009, or tax year beginning _____, 2009,
ending _____.

▶ See instructions. Do not send to the IRS. Keep for your records.

Department of the Treasury
Internal Revenue Service

Name of partnership
ZICHRON INTERNET MARKETING, LLC

Employer identification number
20-1528065

Part I Tax Return Information (Whole dollars only)

1	Gross receipts or sales less returns and allowances (Form 1065, line 1c).....	1	561,107.
2	Gross profit (Form 1065, line 3).....	2	561,107.
3	Ordinary business income (loss) (Form 1065, line 22).....	3	113,891.
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2).....	4	
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c).....	5	

Part II Declaration and Signature Authorization of General Partner or Limited Liability Company Member Manager (Be sure to get a copy of the partnership's return)

Under penalties of perjury, I declare that I am a general partner or limited liability company member manager of the above partnership and that I have examined a copy of the partnership's 2009 electronic return of partnership income and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the partnership's electronic tax return. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the partnership's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, and (b) the reason for any delay in processing the return. I have selected a personal identification number (PIN) as my signature for the partnership's electronic income tax return.

General Partner or Limited Liability Company Member Manager's PIN: check one box only

I authorize Griffin & Associates PC to enter my PIN 06722 as my signature on the
partnership's 2009 electronically filed income tax return.
ERO firm name do not enter all zeros

As a general partner or limited liability company member manager of the partnership, I will enter my PIN as my signature on the partnership's 2009 electronically filed income tax return.

General partner or limited liability company member manager's signature ▶ _____
Title ▶ MANAGING MEMBER Date ▶ 8/20/2010

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 5809425555
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2009 electronically filed income tax return for the partnership indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ RICHARD GRIFFIN CPA Date ▶ 8/20/2010

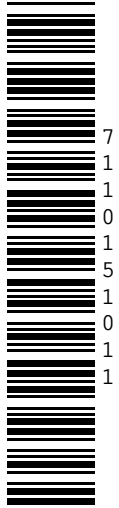
**ERO Must Retain This Form – See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So**

For calendar year 2009 or fiscal year beginning 09 and ending

ZICHRON INTERNET MARKETING, LLC
 15105-D JOHN J. DELANEY DRIVE
 CHARLOTTE, NC 28277
 Federal Employer ID Number: 201528065
 If LLC, Secretary of State ID Number: 518210

Filing Information:
 Initial Return Final Return Entity is LLC Entity has Escheatable Property
 Amended Return Entity is Partnership Entity has Nonresident Owners NC-478 is attached

ZICH 1510 28277 IR N AR N FR N PA N LLC Y EP N NO N
 ZICHRON INTERNET MARKETING, LLC 201528065 518210 NC N
 15105-D JOHN J. DELANEY DRIVE CHARLOTTE NC 28277
 01 173891 09 0 15 0
 02 0 10B 0 17 0
 04 0 12 0 19 0
 06 0 13 0 20 0
 08 0 14 0 TN 7046492154
 PN 7707340498



Part 1. Computation of Income Tax Due or Refund				
1	Enter the total income or loss from Form 1065	173891	11 Tax Credits allocated to nonresident partners	0
2	Guaranteed payments to partners	0	12 Net tax due for nonresident partners	0
3	Line 1 minus Line 2	0	13 Tax paid with extension	0
4	Additions to federal taxable income	0	14 Other prepayments of tax	0
5	Add Lines 3 and 4	0	15 Tax paid by other partnerships or by S Corporations and tax withheld from personal services income	0
6	Deductions from federal taxable income	0	16 Add Lines 13 through 15	0
7	Line 5 minus Line 6	0	17 Total tax due for nonresident partners	0
8	Net distributive partnership income to be apportioned to N.C.	0	18 Penalties and interest	0
9	Net distributive partnership income solely from business activities in N.C.	0	19 Total Due for nonresident partners	0
10 a.	Tax due for nonresident partners	0	20 Amount to be Refunded	0
b.	Surtax due for nonresident partners	0		

Sign Return Below Refund Due 0 Payment Due 0

I certify that, to the best of my knowledge, this return is accurate and complete.
 Signature of Managing Partner _____ Date _____
 Telephone Number (Area code required) 704-649-2154
 If entity is an LLC and it converted to an LLC during the tax year, enter entity name prior to conversion: _____

If prepared by a person other than the managing partner, this certification is based on all information of which the preparer has any knowledge.
 Signature of Preparer Other than Managing Partner RICHARD GRIFFIN CPA _____ Date _____
 Address Griffin & Associates PC
 6165 Crooked Creek Rd, Suite B
 Norcross, GA 30092
 Preparer's Telephone Number (Area code required) 770-734-0498

Part 2. Apportionment % for Partnerships with at Least One Nonresident Partner Operating in NC and in at Least One Other State

	1 Within North Carolina		2 Total Everywhere	
	(a) Beginning Period	(b) Ending Period	(a) Beginning Period	(b) Ending Period
1 Land	0	0	0	0
2 Buildings	0	0	0	0
3 Inventories	0	0	0	0
4 Other property	0	0	0	0
5 Total	0	0	0	0
6 Average value of property		0		0
7 Rented Property		0		0
8 Property Factor		0		0.0000 %
9 Gross Payroll		0		0
10 Compensation of general executive officers		0		0
11 Payroll Factor		0		0.0000 %
12 Sales Factor		0		0.0000 %
13 Sales Factor				0.0000 %
14 Total of Factors				0.0000 %
15 NC Apportionment Percentage				100.0000 %

Part 3. A. Partners' Shares of Income, Adjustments, Tax Credits, and Other Items; B. Computation of North Carolina Taxable Income for Nonresident Partners; C. Computation of Tax Due for Nonresident Partners on Whose Behalf the Partnership Pays the Tax

A	Partner 1	Partner 2	Partner 3
1 Identifying Number	200119584	267536167	
2 Name	ZBDS, INC	WILLIAM BAILEY	
3 Address	533 WYNDHAM LANE WAXHAW NC 28173	533 WYNDHAM LANE WAXHAW NC 28173	
4 Partner's share percentage	1.0000 %	99.0000 %	%
5 Type of partner	CORPORATION	INDIVIDUAL	
6 Additions to income (loss)			
7 Deductions from income (loss)			
8 Share of tax credits			
B 9 Guaranteed payments to nonresident partners			
10 Percentage from Line 4 times amount on Part 1, Line 8			
11 Add Lines 9 and 10			
12 Apportionment percentage from Part 2, Line 15	100.0000 %	100.0000 %	%
13 Multiply Line 11 by Line 12			
14 Guaranteed payments to nonresident partners			
15 Percentage from Line 4 times amount on Part 1, Line 9			
16 Separately stated items of income of nonresident partners			
17 NC taxable income			
C 18a Tax Due			
b Surtax Due			
19 Tax credits allocated to nonresident partners			
20 Net Tax Due			

Part 4. North Carolina Adjustments to Federal Taxable Income	Additions	Deductions
1 Additions for interest income from obligations of states other than NC	0	
2 State, local, or foreign income taxes deducted on or reported as income on federal return	0	0
3 Adjustment for bonus depreciation	0	
4 Deductions for interest income from obligations of the U.S. or U.S.' possessions		0
5 Adjustment for additional first-year depreciation added back in 2002, 2003, and 2004		0
6 Adjustment for bonus depreciation added back in 2008		0
7 Other additions or deductions from federal taxable income	0	0
8 Total additions or deductions from federal taxable income	0	0

Tax Rate Schedule: If the amount of each	\$ 0	But not	\$ 12,750	6% of the taxable income
nonresident partner's share of NC taxable income	\$ 12,750	over	\$ 60,000	The tax is \$765 + 7% of the amount over \$12,750
(from Part 3, Line 17) is more than	\$ 60,000		-----	\$4,072.50 + 7.75% of the amount over \$60,000

Surtax Percentage Table: If NC Taxable Income shown for	Greater than \$60,000 but does not exceed \$150,000	The Applicable Percentage is	2%
nonresident partner on Part 3, Line 17 is	Greater than \$150,000		3%

Surtax Computation:	x	.02	=
Nonresident partner's tax liability from 18a		Applicable percentage from table	Surtax (Enter on Line 18B)

**2009 Partner's Share of
 N.C. Income, Adjustments, and Credits**
 North Carolina Department of Revenue

For calendar year **2009** or fiscal year beginning _____ and ending _____

Partner's Identifying Number
 200119584

Federal Employer ID Number
 201528065

Partner's Name, Address, and Zip Code

Partnership's Name, Address, and Zip Code

ZBDS INC
 533 WYNDHAM LANE
 WAXHAW NC 28173

ZICHRON INTERNET MARKETING LLC
 15105-D JOHN J DELANEY DRIVE
 CHARLOTTE NC 28277

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners		
1 Share of partnership income (loss)	1139	
2 Additions to income (loss)		
a Addition for bonus depreciation	0	Page 3, Line 40
b Other additions to income (loss)	0	Page 3, Line 41
3 Deductions from income (loss)	0	Page 3, Line 52
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 21
Nonresidents Only		
6 Nonresident's share of N.C. taxable income (loss)	0	Page 4, Line 54
7 Nonresident's share of net tax paid by the manager of the partnership	0	Page 2, Line 22c

MEMBER 1: ZBDS, INC 20-0119584

**2009 Partner's Share of
 N.C. Income, Adjustments, and Credits**
 North Carolina Department of Revenue

For calendar year **2009** or fiscal year beginning _____ and ending _____

Partner's Identifying Number
 267536167

Federal Employer ID Number
 201528065

Partner's Name, Address, and Zip Code

Partnership's Name, Address, and Zip Code

WILLIAM BAILEY
 533 WYNDHAM LANE
 WAXHAW NC 28173

ZICHRON INTERNET MARKETING LLC
 15105-D JOHN J DELANEY DRIVE
 CHARLOTTE NC 28277

Partnership's Pro Rata Share Items	Amount	Individuals Filing Form D-400 Enter Amount on:
All Partners		
1 Share of partnership income (loss)	172752	
2 Additions to income (loss)		
a Addition for bonus depreciation	0	Page 3, Line 40
b Other additions to income (loss)	0	Page 3, Line 41
3 Deductions from income (loss)	0	Page 3, Line 52
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 21
Nonresidents Only		
6 Nonresident's share of N.C. taxable income (loss)	0	Page 4, Line 54
7 Nonresident's share of net tax paid by the manager of the partnership	0	Page 2, Line 22c

MEMBER 2: WILLIAM BAILEY 267-53-6167