

Form 1065 Test Scenario B (K-1 Aggregator)

Test Scenario B uses the Form 1065 and related forms and schedules from Test Scenario 4, with these exceptions:

- The number of K-1's is 101.
- The Ordinary Business Income/Loss Statement attached to Schedule K-1 will apply to all K-1's.

Test Scenario B shows three K-1's: ABC Investments
 XYZ Management
 Taxpayer B1 (990-00-0001)

Create the other 98 K-1's using this information:

- The partner's identifying number will increase by 1 (990-00-0002, 990-00-0003, 990-00-0004... through 990-00-0099)
- The partner's name will increase by 1 (Taxpayer B2, Taxpayer B3, Taxpayer B4... through Taxpayer B99)
- Use the same address as Taxpayer B1
- The 98 partners are limited partners, domestic partners, and individuals
- Use the same profit/loss/capitol percentages as Taxpayer B1

The Business Income Loss Statements attached to the K-1's will be:

Ordinary Business Income Loss Activity Statement (Schedule K-1 (Form 1065), Part III, Line 1)

ABC Investments	
Type of Activity	Amount
Mai Tai Investments	1,534,429
Cancellation of Debt	81,000
Services Fees	59,982,038

Ordinary Business Income Loss Activity Statement (Schedule K-1 (Form 1065), Part III, Line 1)

XYZ Management	
Type of Activity	Amount
Mai Tai Investments	1,022,953
Cancellation of Debt	54,000
Services Fees	39,988,025

Ordinary Business Income Loss Activity Statement (Schedule K-1 (Form 1065), Part III, Line 1)

Taxpayer B1 through Taxpayer B99	
Type of Activity	Amount
Mai Tai Investments	38
Cancellation of Debt	2
Services Fees	1,500

FORMS REQUIRED:

1065, 1065 Sch B-1, 1065 Sch C, 1065 Sch K-1 (101), 1065 Sch K-2, 1065 Sch K-3, 1065 Sch M-3, 4562, 8858, 8865, 8865 Sch K-1, 8865 Sch K-2, 8865 Sch K-3, 8975, 8975-A (3)

ATTACHMENTS:

Ordinary Income Loss From Other Partnerships Estates And Trusts Stmt
 Other Income Loss Statement
 Itemized Other Deductions Statement
 Income Loss From Foreign Partnerships Schedule
 Ordinary Business Income Loss Activity Statement (see above)

BINARY ATTACHMENTS: Scanned Form 1065 Sch K-2 (PDF), Form 1065 K-3 (PDF), Form 8865 Sch K-2 (PDF) and Form 8865 Sch K-3 (PDF). A blank Form 1065 Sch K-2, Form 1065 Sch K-3, Form 8865 Sch K-2 and Form 8865 Sch K-3 will be accepted for testing.

HEADER INFO:

Tax Period: Calendar Year 2021

Preparer Firm: **EIN:** 69-0000098
Name: Electronic Tax Filers, Inc
Address: 1065 Efile Dr
Anytown, NV 89501

Multiple Software Packages Used: Yes or No

Originator: **EFIN:** Self-select
Type: ERO
Practitioner PIN: None
PIN Entered by: ERO

Signature Option: PIN Number

Return Identifier: **Type:** 1065

Filer: **EIN:** 00-2000202
Business Name: Carlton Asset Management L P
Name Control: CARL
Address: 1678 South Hoover Blvd
San Francisco, CA 94101

Partner: **Name:** Tony Carlton
Title: President
Taxpayer PIN: 02000
Phone: 555-555-5555
Email Address: Anymail@email.com
Date Signed: 03/15/2022

Preparer: **Name:** John Smith
PTIN: P00000001
Phone: 555-631-1212
Email Address: Anymail@email.com
Date Prepared: 03/15/2022
Self Employed: No

OrdinaryIncomeLossFromOtherPartnershipsEstatesAndTrustsStmt

(Ordinary income (loss) from other partnerships, estates, and trusts, Form 1065, Page 1, Line 4)

Source Type	Business Name	Address	EIN	Amount
Security Dealing	Mai Tai Investments	1-2-3 Ginsu Chuo-Ku Tokyo, 190-2182	69-0000099	10,229,525

OtherIncomeLossStatement (Other income (loss), Form 1065, Page 1 Line 7)

Type	Amount
Cancellation of Debt	540,000
Services Fees	399,880,252
Total	400,420,252

ItemizedOtherDeductionsStatement (Other Deductions, Form 1065, Page 1 Line 20)

Type	Amount
Legal and Accounting	216,572
Bank Fees	142,080
Travel and Entertainment	40,000
Total	398,652

IncomeLossFromForeignPartnershipsSchedule

(Income (loss) from foreign partnerships, Schedule M-3 (Form 1065), Part II, Line 8)

Name	EIN	EOY Profit Sharing Pct	EOY Loss Sharing Pct	Income (Loss) per Income Statement Amount	Temporary Difference Amount	Permanent Difference Amount	Income (Loss) per Tax Return Amount
Mai Tai Investments	69-0000099	25%	25%	10,229,525			10,229,525

Note: The 3.5% Publicly Traded Partnership Tax is \$14,372,742. Input this tax amount on Form 1065 Line 22. (Element name: "ThreeAndOneHalfPercent").

Form **1065**
Department of the Treasury
Internal Revenue Service

U.S. Return of Partnership Income

OMB No. 1545-0123

For calendar year 2021, or tax year beginning 01/01, 2021, ending 12/31, 20 21.

2021

► Go to www.irs.gov/Form1065 for instructions and the latest information.

A Principal business activity <u>MANAGEMENT</u>	Type or Print	Name of partnership <u>CARLTON ASSET MANAGEMENT LP</u>	D Employer identification number <u>00-2000202</u>
B Principal product or service <u>FINANCIAL INVESTM</u>		Number, street, and room or suite no. If a P.O. box, see instructions. <u>1678 SOUTH HOOVER BLVD</u>	E Date business started <u>1/1/2016</u>
C Business code number <u>523900</u>		City or town, state or province, country, and ZIP or foreign postal code <u>SAN FRANCISCO CA 94101</u>	F Total assets (see instructions) \$ <u>6,275,256</u>

- G** Check applicable boxes: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended return
- 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 ► 3
- J** Check if Schedules C and M-3 are attached
- K** Check if partnership: (1) Aggregated activities for section 465 at-risk purposes (2) Grouped activities for section 469 passive activity purposes

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

Income	1a Gross receipts or sales	1a		
	b Returns and allowances	1b		
	c Balance. Subtract line 1b from line 1a			1c
	2 Cost of goods sold (attach Form 1125-A)			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4 <u>10,229,525</u>
	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 <u>400,420,252</u>	
8 Total income (loss). Combine lines 3 through 7			8 <u>410,649,777</u>	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9 <u>1,179,658</u>
	10 Guaranteed payments to partners			10 <u>561,900</u>
	11 Repairs and maintenance			11 <u>8,610</u>
	12 Bad debts			12
	13 Rent			13 <u>729,654</u>
	14 Taxes and licenses			14 <u>871,972</u>
	15 Interest (see instructions)			15
	16a Depreciation (if required, attach Form 4562)	16a	<u>62,765</u>	
	b Less depreciation reported on Form 1125-A and elsewhere on return	16b		16c <u>62,765</u>
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18 <u>345,678</u>
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20 <u>398,652</u>
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21 <u>4,158,889</u>	
22 Ordinary business income (loss). Subtract line 21 from line 8			22 <u>406,490,888</u>	
Tax and Payment	23 Interest due under the look-back method—completed long-term contracts (attach Form 8697)			23
	24 Interest due under the look-back method—income forecast method (attach Form 8866)			24
	25 BBA AAR imputed underpayment (see instructions)			25
	26 Other taxes (see instructions)			26
	27 Total balance due. Add lines 23 through 26			27
	28 Payment (see instructions)			28
	29 Amount owed. If line 28 is smaller than line 27, enter amount owed			29
	30 Overpayment. If line 28 is larger than line 27, enter overpayment			30

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 partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of partner or limited liability company member _____ Date _____

May the IRS discuss this return with the preparer shown below?
 See instructions. Yes No

Paid Preparer Use Only	Print/Type preparer's name <u>JOHN SMITH</u>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN <u>P00000001</u>
	Firm's name ► <u>ELECTRONIC TAX FILERS INC</u>			Firm's EIN ► <u>69-0000098</u>	
	Firm's address ► <u>1065 EFILE DRIVE ANYTOWN NV 89501</u>			Phone no. <u>555-631-1212</u>	

Schedule B Other Information

1	What type of entity is filing this return? Check the applicable box:	Yes	No
a	<input type="checkbox"/> Domestic general partnership	b	<input checked="" type="checkbox"/> Domestic limited partnership
c	<input 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 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, or any foreign government 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	✓	
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		✓
3	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		✓

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

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	✓	
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(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
MAI TAI INVESTMENT	69-0000099	PARTNERSHIP	JAPAN	25%

4	Does the partnership satisfy all four of the following conditions?	Yes	No
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.		✓
5	Is this partnership a publicly traded partnership, as defined in section 469(k)(2)?		✓
6	During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		✓
7	Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		✓
8	At any time during calendar year 2021, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶		✓
9	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		✓
10a	Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.		✓
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		✓

Schedule B Other Information *(continued)*

	Yes	No
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		✓
11 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 disregarded entities wholly owned by the partnership throughout the tax year) <input type="checkbox"/>		
12 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		✓
13 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions ▶		
14 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 . . . ▶		✓
15 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ▶		
16a Did you make any payments in 2021 that would require you to file Form(s) 1099? See instructions		✓
b If "Yes," did you or will you file required Form(s) 1099?		✓
17 Enter the number of Forms 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return ▶		
18 Enter the number of partners that are foreign governments under section 892 ▶		
19 During the partnership's tax year, did the partnership make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		✓
20 Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938		✓
21 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)?		✓
22 During the tax year, did the partnership pay or accrue any interest or royalty for which one or more partners are not allowed a deduction under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions ▶ \$		
23 Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		✓
24 Does the partnership satisfy one or more of the following? See instructions a The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense. b The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the partnership has business interest. c The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		✓
25 Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 15 ▶ \$		✓
26 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership ▶ _____ Complete Schedule K-3 (Form 1065), Part XIII, for each foreign partner subject to section 864(c)(8) on a transfer or distribution.		
27 At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		✓
28 Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties constituting a trade or business of your partnership, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the partners held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions. Percentage: By Vote By Value		✓
29 Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions. If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 ▶ _____ If "No," complete Designation of Partnership Representative below.		✓

Designation of Partnership Representative (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR ▶ **ABC INVESTMENTS**

U.S. address of PR ▶ 93 OAKS DRIVE LOS ANGELES CA 90052	U.S. phone number of PR ▶ 555-000-1111
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If the PR is an entity, name of the designated individual for the PR ▶ **JOHN DOE**

U.S. address of designated individual ▶ 123 LARKIN STREET SAN FRANCISCO CA 94109	U.S. phone number of designated individual ▶ 555-000-1234
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Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	406,490,888
	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 statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments: a Services 4a 561,900 b Capital 4b	4c	561,900
	c Total. Add lines 4a and 4b	4c	561,900
	5 Interest income	5	36,525
	6 Dividends and dividend equivalents: a Ordinary dividends	6a	
	b Qualified dividends 6b c Dividend equivalents 6c	6c	
	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	43,332
	13a Contributions	13a	
	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	402,944,981
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	402,944,981
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, if applicable)	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	
International Transactions	16 Attach Schedule K-2 (Form 1065), Partners' Distributive Share Items-International, and check this box to indicate that you are reporting items of international tax relevance <input checked="" type="checkbox"/>		
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 statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	1,111
	19a Distributions of cash and marketable securities	19a	408,202,737
	b Distributions of other property	19b	
	20a Investment income	20a	36,525
	b Investment expenses	20b	
c Other items and amounts (attach statement)			
21 Total foreign taxes paid or accrued	21	634,510	

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 21					1	406,411,471
2	Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other
a	General partners				402,352,975		
b	Limited partners			4,058,496			

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		5,232,390		6,025,450
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 statement)				
7a	Loans to partners (or persons related to partners)				
b	Mortgage and real estate loans				
8	Other investments (attach statement)				
9a	Buildings and other depreciable assets	1,621,740		1,682,950	
b	Less accumulated depreciation	1,372,379	249,361	1,435,144	247,806
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 statement)				
14	Total assets		5,481,751		6,273,256
Liabilities and Capital					
15	Accounts payable		1,567,623		3,049,605
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement)				
18	All nonrecourse loans				540,000
19a	Loans from partners (or persons related to partners)				
b	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts		3,914,128		2,683,651
22	Total liabilities and capital		5,481,751		6,273,256

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return
Note: The partnership may be required to file Schedule M-3. See instructions.

1	Net income (loss) per books		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 payments (other than health insurance)		7	Deductions included on Schedule K, lines 1 through 13d, and 21, 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 21 (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	
5	Add lines 1 through 4				

Schedule M-2 Analysis of Partners' Capital Accounts					
1	Balance at beginning of year	3,914,128	6	Distributions: a Cash	408,202,737
2	Capital contributed: a Cash		b Property		
	b Property		7	Other decreases (itemize):	
3	Net income (loss) per books	406,972,260	8	Add lines 6 and 7	408,202,737
4	Other increases (itemize):		9	Balance at end of year. Subtract line 8 from line 5	2,683,651
5	Add lines 1 through 4	410,886,388			

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

(Rev. August 2019)
Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 1065.

▶ Go to www.irs.gov/Form1065 for the latest information.

OMB No. 1545-0123

Name of partnership

CARLTON ASSET MANAGEMENT LP

Employer identification number (EIN)

00-2000202

Part I **Entities Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 2a (Question 3a for 2009 through 2017))

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government 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
ABC INVESTMENT	69-3000002	PARTNERSHIP	UNITED STATES	89%

Part II **Individuals or Estates Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 2b (Question 3b for 2009 through 2017))

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)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital
JONATHAN TEAK	000-30-0003	US	55

**SCHEDULE C
(Form 1065)**

(Rev. December 2014)
Department of the Treasury
Internal Revenue Service

Additional Information for Schedule M-3 Filers

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

▶ **Information about Schedule C (Form 1065) and its instructions is at www.irs.gov/form1065.**

OMB No. 1545-0123

Name of partnership

Employer identification number

CARLTON ASSET MANAGEMENT LP

00-2000202

		Yes	No
1	At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		✓
2	Does any amount reported on Schedule M-3, Part II, lines 7 or 8, column (d), reflect allocations to this partnership from another partnership of income, gain, loss, deduction, or credit that are disproportionate to this partnership's share of capital in that partnership or its ratio for sharing other items of that partnership?		✓
3	At any time during the tax year, did the partnership sell, exchange, or transfer any interest in an intangible asset to a related person as defined in sections 267(b) and 707(b)(1)?		✓
4	At any time during the tax year, did the partnership acquire any interest in an intangible asset from a related person as defined in sections 267(b) and 707(b)(1)?		✓
5	At any time during the tax year, did the partnership make any change in accounting principle for financial accounting purposes? See instructions for a definition of change in accounting principle		✓
6	At any time during the tax year, did the partnership make any change in a method of accounting for U.S. income tax purposes?		✓

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

Cat. No. 49945S

Schedule C (Form 1065) (Rev. 12-2014)

**SCHEDULE K-2
(Form 1065)**

Department of the Treasury
Internal Revenue Service

Partners' Distributive Share Items—International

▶ Attach to Form 1065.

▶ Go to www.irs.gov/Form1065 for instructions and the latest information.

OMB No. 1545-0123

2021

Name of partnership

Carlton Asset Management LP

Employer identification number (EIN)

00-2000202

A Is the partnership a withholding foreign partnership?

Yes No If "Yes," enter your WP-EIN ▶

B Is the partnership (including the home office or any branch) a qualified derivatives dealer?

Yes No If "Yes," enter your QI-EIN ▶

C Check to indicate the parts of Schedule K-2 that apply.

	Yes	No		Yes	No
1 Does Part I apply? If "Yes," complete and attach Part I	1	✓	7 Does Part VII apply? If "Yes," complete and attach Part VII	7	✓
2 Does Part II apply? If "Yes," complete and attach Part II	2	✓	8 Does Part VIII apply? If "Yes," complete and attach Part VIII	8	✓
3 Does Part III apply? If "Yes," complete and attach Part III	3	✓	9 Does Part IX apply? If "Yes," complete and attach Part IX	9	✓
4 Does Part IV apply? If "Yes," complete and attach Part IV	4	✓	10 Does Part X apply? If "Yes," complete and attach Part X	10	✓
5 Does Part V apply? If "Yes," complete and attach Part V	5	✓	11 Does Part XI apply? If "Yes," complete and attach Part XI	11	✓
6 Does Part VI apply? If "Yes," complete and attach Part VI	6	✓	12 Reserved for future use	12	

Part I Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> 1. Gain on personal property sale | <input checked="" type="checkbox"/> 4. Foreign tax translation | <input checked="" type="checkbox"/> 7. Form 8858 information | <input type="checkbox"/> 10. Partner loan transactions |
| <input type="checkbox"/> 2. Foreign oil and gas taxes | <input type="checkbox"/> 5. High-taxed income | <input type="checkbox"/> 8. Form 5471 information | <input type="checkbox"/> 11. Dual consolidated loss |
| <input type="checkbox"/> 3. Splitter arrangements | <input type="checkbox"/> 6. Section 267A disallowed deduction | <input checked="" type="checkbox"/> 9. Other forms | <input type="checkbox"/> 12. Other international items
(attach description and statement) |

Part II Foreign Tax Credit Limitation

Section 1—Gross Income

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____)		
1 Sales							
A Security Dealing				11,250,000			11,250,000
B _____							
C _____							
2 Gross income from performance of services							
A Service Fees	399,880,252						399,880,252
B _____							
C _____							
3 Gross rental real estate income							
A _____							
B _____							
C _____							
4 Other gross rental income							
A _____							
B _____							
C _____							

Name of partnership

Carlton Asset Management LP

EIN

00-2000202

Part II Foreign Tax Credit Limitation (continued)

Section 1 – Gross Income (continued)

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____)		
5 Guaranteed payments	561,900						561,900
6 Interest income							
A Interest Income	16,525		20,000				36,525
B _____							
C _____							
7 Ordinary dividends (exclude amount on line 8)							
A _____							
B _____							
C _____							
8 Qualified dividends							
A _____							
B _____							
C _____							
9 Reserved for future use							
10 Royalties and license fees							
A _____							
B _____							
C _____							
11 Net short-term capital gain							
A _____							
B _____							
C _____							
12 Net long-term capital gain							
A _____							
B _____							
C _____							
13 Collectibles (28%) gain							
A _____							
B _____							
C _____							
14 Unrecaptured section 1250 gain							
A _____							
B _____							
C _____							

Name of partnership

Carlton Asset Management LP

EIN

00-2000202

Part II Foreign Tax Credit Limitation (continued)

Section 1 – Gross Income (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____)		
15 Net section 1231 gain							
A _____							
B _____							
C _____							
16 Section 986(c) gain							
17 Section 987 gain							
18 Section 988 gain							
19 Section 951(a) inclusions							
A _____							
B _____							
C _____							
20 Other income (see instructions)							
A Cancellation of Debt	540,000						540,000
B _____							
C _____							
21 Reserved for future use							
A _____							
B _____							
C _____							
22 Reserved for future use							
A _____							
B _____							
C _____							
23 Reserved for future use							
A _____							
B _____							
C _____							
24 Total gross income (combine lines 1 through 23) ▶	400,998,677		20,000		11,250,000		412,268,677
A _____							
B _____							
C _____							

Name of partnership

Carlton Asset Management LP

EIN

00-2000202

Part II Foreign Tax Credit Limitation (continued)

Section 2—Deductions

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____)		
25 Expenses allocable to sales income				1,020,475			1,020,475
26 Expenses allocable to gross income from performances of services	4,202,221						4,202,221
27 Net short-term capital loss							
28 Net long-term capital loss							
29 Collectibles loss							
30 Net section 1231 loss							
31 Other losses							
32 Research & experimental (R&E) expenses							
A SIC code							
B SIC code							
C SIC code							
33 Allocable rental expenses—depreciation, depletion, and amortization							
34 Allocable rental expenses—other than depreciation, depletion, and amortization							
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization							
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization							
37 Depreciation not included on line 33 or 35							
38 Charitable contributions							
39 Interest expense specifically allocable under Regulations section 1.861-10(e)							
40 Other interest expense specifically allocable under Regulations section 1.861-10T							
41 Other interest expense—business							
42 Other interest expense—investment							
43 Other interest expense—passive activity							
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32							
45 Foreign taxes not creditable but deductible			0	0			0

Name of partnership

Carlton Asset Management LP

EIN

00-2000202

Part II Foreign Tax Credit Limitation (continued)

Section 2—Deductions (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____)		
46 Section 986(c) loss							
47 Section 987 loss							
48 Section 988 loss							
49 Other allocable deductions (see instructions)							
50 Other apportioned share of deductions (see instructions)							
51 Reserved for future use							
52 Reserved for future use							
53 Reserved for future use							
54 Total deductions (combine lines 25 through 53) ▶	4,202,221			1,020,475			5,222,696
55 Net income (loss) (subtract line 54 from line 24) ▶	396,796,456		20,000	10,229,525			407,045,981

Part III Other Information for Preparation of Form 1116 or 1118

Section 1—R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____) (country code _____)		
1 Gross receipts by SIC code							
A SIC code							
B SIC code							
C SIC code							
D SIC code							
E SIC code							
F SIC code							
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following.							
A R&E expense with respect to activity performed in the United States							
(i) SIC code _____ ▶							2A(i)
(ii) SIC code _____ ▶							2A(ii)
(iii) SIC code _____ ▶							2A(iii)
B R&E expense with respect to activity performed outside the United States							
(i) SIC code _____ ▶							2B(i)
(ii) SIC code _____ ▶							2B(ii)
(iii) SIC code _____ ▶							2B(iii)

Name of partnership

Carlton Asset Management LP

EIN

00-2000202

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 2—Interest Expense Apportionment Factors

Description	Foreign Source				(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income		
1 Total average value of assets						
2 Sections 734(b) and 743(b) adjustment to assets—average value						
3 Assets attracting directly allocable interest expense under Regulations section 1.861-10(e)						
4 Other assets attracting directly allocable interest expense under Regulations section 1.861-10T						
5 Assets excluded from apportionment formula						
6a Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2)						
b Assets attracting business interest expense						
c Assets attracting investment interest expense						
d Assets attracting passive activity interest expense						
7 Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment)						
8 Basis in stock of CFCs (see attachment)						

Section 3—Foreign-Derived Intangible Income (FDII) Deduction Apportionment Factors

Description	(a) U.S. source	Foreign Source			(e) Sourced by partner	(f) Total
		(b) Passive category income	(c) General category income	(d) Other (category code _____) (country code _____)		
1 Foreign-derived gross receipts						
2 Cost of goods sold						
3 Partnership deductions allocable to foreign-derived gross receipts						
4 Other partnership deductions apportioned to foreign-derived gross receipts						

Name of partnership

Carlton Asset Management LP

EIN

00-2000202

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 4—Foreign Taxes

Description	(a) Type of tax	(b) Section 951A category income		(c) Foreign branch category income		
		U.S.	Foreign	U.S.	Foreign	Partner
1 Direct (section 901 or 903) foreign taxes: <input type="checkbox"/> Paid <input checked="" type="checkbox"/> Accrued						
A Section 901	OTHR					
B Section 901	OTHR					
C						
D						
E						
F						
2 Reduction of taxes (total)						
A Taxes on foreign mineral income						
B Reserved for future use						
C International boycott provisions						
D Failure-to-file penalties						
E Taxes with respect to splitter arrangements . .						
F Taxes on foreign corporate distributions . . .						
G Other						
3 Foreign tax redeterminations						
A						
Related tax year ▶						
Date tax paid ▶						
B						
Related tax year ▶						
Date tax paid ▶						
C						
Related tax year ▶						
Date tax paid ▶						
4 Reserved for future use						
5 Reserved for future use						
6 Reserved for future use						

Name of partnership

Carlton Asset Management LP

EIN

00-2000202

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 4—Foreign Taxes (continued)

	(d) Passive category income			(e) General category income			(f) Other (category code _____)	(g) Total
	U.S.	Foreign	Partner	U.S.	Foreign	Partner		
1								
A		2,000					UK	2,000
B					632,510		JA	632,510
C								
D								
E								
F								
2								
A								
B								
C								
D								
E								
F								
G								
3								
A								
B								
C								
4								
5								
6								

Section 5—Other Tax Information

Description	(a) U.S. source	Foreign Source					(g) Sourced by partner	(h) Total
		(b) Section 951A category income	(c) Foreign branch category income	(d) Passive category income	(e) General category income	(f) Other (category code _____) (country code _____)		
1 Section 743(b) positive income adjustment .								
2 Section 743(b) negative income adjustment .								
3 Reserved for future use . .								
4 Reserved for future use . .								

Schedule K-1 (Form 1065)

2021

Department of the Treasury Internal Revenue Service

For calendar year 2021, or tax year

beginning 01 / 01 / 2021 ending 12 / 31 / 2021

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 00-2000202

B Partnership's name, address, city, state, and ZIP code CARLTON ASSET MANAGEMENT LP 1678 S HOOVER BLVD SAN FRANCISCO CA 94101

C IRS center where partnership filed return OGDEN

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

Part II Information About the Partner

E Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instructions.) 69-3000002

F Name, address, city, state, and ZIP code for partner entered in E. See instructions. ABC INVESTMENTS 93 OAKS DRIVE LOS ANGELES CA 90052

G General partner or LLC member-manager Limited partner or other LLC member

H1 Domestic partner Foreign partner

H2 If the partner is a disregarded entity (DE), enter the partner's:

TIN Name

I1 What type of entity is this partner? PARTNERSHIP

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

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

Table with columns: Beginning, Ending, Profit, Loss, Capital. Values: 89%, 89%, 89%, 89%, 89%.

Check if decrease is due to sale or exchange of partnership interest

K Partner's share of liabilities:

Table with columns: Beginning, Ending, Nonrecourse, Qualified nonrecourse financing, Recourse. Value: 480,600.

Check this box if Item K includes liability amounts from lower tier partnerships

L Partner's Capital Account Analysis

Table with columns: Description, Amount. Values: 3,483,574, 362,205,311, 363,300,436, 2,388,449.

M Did the partner contribute property with a built-in gain (loss)?

N Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)

Table with columns: Beginning, Ending.

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

Main table with 2 columns: Description, Amount. Rows include Ordinary business income (361,776,889), Net rental real estate income (361,738,326), Credits, Dividends, etc.

22 More than one activity for at-risk purposes* 23 More than one activity for passive activity purposes*

*See attached statement for additional information.

For IRS Use Only

Schedule K-1 (Form 1065)

2021

Department of the Treasury Internal Revenue Service

For calendar year 2021, or tax year

beginning 01 / 01 / 2021 ending 12 / 31 / 2021

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 00-2000202
B Partnership's name, address, city, state, and ZIP code CARLTON ASSET MANAGEMENT LP 1678 S HOOVER BLVD SAN FRANCISCO CA 94101
C IRS center where partnership filed return OGDEN
D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instructions.) 69-3000003
F Name, address, city, state, and ZIP code for partner entered in E. See instructions. XYZ MANAGEMENT 7272 W TRUMAN SACRAMENTO CA 95813
G General partner or LLC member-manager Limited partner or other LLC member
H1 Domestic partner Foreign partner
H2 If the partner is a disregarded entity (DE), enter the partner's: TIN Name
I1 What type of entity is this partner? PARTNERSHIP
I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here
J Partner's share of profit, loss, and capital (see instructions): Beginning Ending
K Partner's share of liabilities: Beginning Ending

L Partner's Capital Account Analysis
Beginning capital account 391,413
Capital contributed during the year
Current year net income (loss)
Other increase (decrease) (attach explanation) 40,697,226
Withdrawals and distributions (40,820,274)
Ending capital account 268,365

M Did the partner contribute property with a built-in gain (loss)?
N Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)
Beginning
Ending

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

Table with 4 columns: Line number, Description, Amount, and Code. Rows include: 1 Ordinary business income (loss) 49,649,089 14 Self-employment earnings (loss) A 41,206,656; 2 Net rental real estate income (loss) A 41,206,656; 3 Other net rental income (loss) 15 Credits; 4a Guaranteed payments for services 561,900; 4b Guaranteed payments for capital 16 Schedule K-3 is attached if checked; 4c Total guaranteed payments 561,900 17 Alternative minimum tax (AMT) items; 5 Interest income 3,653; 6a Ordinary dividends; 6b Qualified dividends 18 Tax-exempt income and nondeductible expenses; 6c Dividend equivalents C 111; 7 Royalties; 8 Net short-term capital gain (loss); 9a Net long-term capital gain (loss) A 40,820,274; 9b Collectibles (28%) gain (loss); 9c Unrecaptured section 1250 gain A 3,653; 10 Net section 1231 gain (loss); 11 Other income (loss); 12 Section 179 deduction 4,333 21 Foreign taxes paid or accrued P 63,451; 13 Other deductions

22 More than one activity for at-risk purposes*
23 More than one activity for passive activity purposes*
*See attached statement for additional information.

For IRS Use Only

Schedule K-1 (Form 1065)

2021

Department of the Treasury Internal Revenue Service

For calendar year 2021, or tax year

beginning 01 / 01 / 2021 ending 12 / 31 / 2021

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 00-2000202
B Partnership's name, address, city, state, and ZIP code
CARLTON ASSET MANAGEMENT LP
1678 S HOOVER BLVD
SAN FRANCISCO CA 94101
C IRS center where partnership filed return OGDEN
D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instructions.) 990-00-0001
F Name, address, city, state, and ZIP code for partner entered in E. See instructions.
TAXPAYER B1
888 NW PEACH STREET
SAN FRANCISCO CA 94101
G General partner or LLC member-manager Limited partner or other LLC member
H1 Domestic partner Foreign partner
H2 If the partner is a disregarded entity (DE), enter the partner's:
TIN Name
I1 What type of entity is this partner? INDIVIDUAL
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 1 % 1 %
Loss 1 % 1 %
Capital 1 % 1 %
Check if decrease is due to sale or exchange of partnership interest
K Partner's share of liabilities:
Beginning Ending
Nonrecourse \$ 54,000
Qualified nonrecourse financing \$
Recourse \$
Check this box if Item K includes liability amounts from lower tier partnerships

L Partner's Capital Account Analysis
Beginning capital account \$ 39,141
Capital contributed during the year \$
Current year net income (loss) \$
Other increase (decrease) (attach explanation) \$ 4,069,723
Withdrawals and distributions \$ (4,082,027)
Ending capital account \$ 26,837

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

N Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)
Beginning \$
Ending \$

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

Table with 4 columns: Line number, Description, Amount, and Code. Rows include: 1 Ordinary business income (loss) 4,064,909 14 Self-employment earnings (loss); 2 Net rental real estate income (loss); 3 Other net rental income (loss) 15 Credits; 4a Guaranteed payments for services; 4b Guaranteed payments for capital 16 Schedule K-3 is attached if checked; 4c Total guaranteed payments 17 Alternative minimum tax (AMT) items; 5 Interest income 365; 6a Ordinary dividends; 6b Qualified dividends 18 Tax-exempt income and nondeductible expenses; 6c Dividend equivalents C 111; 7 Royalties; 8 Net short-term capital gain (loss); 9a Net long-term capital gain (loss) A 4,082,027; 9b Collectibles (28%) gain (loss); 9c Unrecaptured section 1250 gain A 365; 10 Net section 1231 gain (loss); 11 Other income (loss); 12 Section 179 deduction 433 21 Foreign taxes paid or accrued P 6,345; 13 Other deductions

22 More than one activity for at-risk purposes*
23 More than one activity for passive activity purposes*
*See attached statement for additional information.

For IRS Use Only

**Schedule K-3
(Form 1065)**

**Partner's Share of Income, Deductions,
Credits, etc.—International**

OMB No. 1545-0123

2021

Department of the Treasury
Internal Revenue Service

For calendar year 2021, or tax year beginning 01 / 01 / 2021, ending 12 / 31 / 2021

▶ See separate instructions.

Information About the Partnership

Information About the Partner

A Partnership's employer identification number (EIN)

00-2000202

C Partner's SSN or Taxpayer Identification Number (TIN) (Do not use TIN of a disregarded entity. See instructions.)

69-3000002

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

Carlton Asset Management LP
1678 S Hoover Blvd
San Francisco CA 94101

D Name, address, city, state, and ZIP code for partner entered in C. See instructions.

ABC Investments
93 Oaks Drive
Los Angeles CA 90052

E Check to indicate the parts of Schedule K-3 that apply.

- 1 Does Part I apply? If "Yes," complete and attach Part I
- 2 Does Part II apply? If "Yes," complete and attach Part II
- 3 Does Part III apply? If "Yes," complete and attach Part III
- 4 Does Part IV apply? If "Yes," complete and attach Part IV
- 5 Does Part V apply? If "Yes," complete and attach Part V
- 6 Does Part VI apply? If "Yes," complete and attach Part VI
- 7 Does Part VII apply? If "Yes," complete and attach Part VII
- 8 Does Part VIII apply? If "Yes," complete and attach Part VIII
- 9 Does Part IX apply? If "Yes," complete and attach Part IX
- 10 Does Part X apply? If "Yes," complete and attach Part X
- 11 Does Part XI apply? If "Yes," complete and attach Part XI
- 12 Reserved for future use
- 13 Does Part XIII apply? If "Yes," complete and attach Part XIII

	Yes	No
1	✓	
2	✓	
3	✓	
4		✓
5		✓
6		✓
7		✓
8		✓
9		✓
10		✓
11		✓
12		
13		✓

For IRS Use Only

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: ABC Investments
 SSN or TIN: 69-3000002

Part I Partner's Share of Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- 1. Gain on personal property sale
- 2. Foreign oil and gas taxes
- 3. Splitter arrangements
- 4. Foreign tax translation
- 5. High-taxed income
- 6. Section 267A disallowed deduction
- 7. Form 8858 information
- 8. Form 5471 information
- 9. Other forms
- 10. Partner loan transactions
- 11. Dual consolidated loss
- 12. Other international items (attach description and statement)

Part II Foreign Tax Credit Limitation

Section 1 — Gross Income

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
1 Sales							
A Security Dealing				10,012,500			10,012,500
B							
C							
2 Gross income from performance of services							
A Service Fees	355,893,424						355,893,424
B							
C							
3 Gross rental real estate income							
A							
B							
C							
4 Other gross rental income							
A							
B							
C							
5 Guaranteed payments	0						0
6 Interest income							
A Interest Income	14,707		17,800				32,507
B							
C							
7 Ordinary dividends (exclude amount on line 8)							
A							
B							
C							

Name of partnership: **Carlton Asset Management LP**
 EIN: **00-2000202**
 Name of partner: **ABC Investments**
 SSN or TIN: **69-3000002**

Part II Foreign Tax Credit Limitation (continued)

Section 1 – Gross Income (continued)

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
8 Qualified dividends						
A						
B						
C						
9 Reserved for future use						
10 Royalties and license fees						
A						
B						
C						
11 Net short-term capital gain						
A						
B						
C						
12 Net long-term capital gain						
A						
B						
C						
13 Collectibles (28%) gain						
A						
B						
C						
14 Unrecaptured section 1250 gain						
A						
B						
C						
15 Net section 1231 gain						
A						
B						
C						

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: ABC Investments
 SSN or TIN: 69-3000002

Part II Foreign Tax Credit Limitation (continued)
Section 1 – Gross Income (continued)

Description	(a) U.S. source category income	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
16 Section 986(c) gain						
17 Section 987 gain						
18 Section 988 gain						
19 Section 951(a) inclusions						
A						
B						
C						
20 Other income (see instructions)	480,600					480,600
A Cancellation of Debt						
B						
C						
21 Reserved for future use						
A						
B						
C						
22 Reserved for future use						
A						
B						
C						
23 Reserved for future use						
A						
B						
C						
24 Total gross income (combine lines 1 through 23)	356,388,732		17,800	10,012,500		366,419,032
A						
B						
C						

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: ABC Investments
 SSN or TIN: 69-3000002

Part II Foreign Tax Credit Limitation (continued)

Section 2—Deductions

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
25 Expenses allocable to sales income				908,223		908,223
26 Expenses allocable to gross income from performances of services						
27 Net short-term capital loss	3,739,977					3,739,977
28 Net long-term capital loss						
29 Collectibles loss						
30 Net section 1231 loss						
31 Other losses						
32 Research & experimental (R&E) expenses						
A SIC code						
B SIC code						
C SIC code						
33 Allocable rental expenses—depreciation, depletion, and amortization						
34 Allocable rental expenses—other than depreciation, depletion, and amortization						
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization						
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization						
37 Depreciation not included on line 33 or 35						
38 Charitable contributions						
39 Interest expense specifically allocable under Regulations section 1.861-10(e)						
40 Other interest expense specifically allocable under Regulations section 1.861-10T						
41 Other interest expense—business						
42 Other interest expense—investment						
43 Other interest expense—passive activity						
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32						
45 Foreign taxes not creditable but deductible						

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: ABC Investments
 SSN or TIN: 69-3000002

Part II Foreign Tax Credit Limitation (continued)
Section 2—Deductions (continued)

Description	(a) U.S. source category income	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
46 Section 986(c) loss						
47 Section 987 loss						
48 Section 988 loss						
49 Other allocable deductions (see instructions)						
50 Other apportioned share of deductions (see instructions)						
51 Reserved for future use						
52 Reserved for future use						
53 Reserved for future use						
54 Total deductions (combine lines 25 through 53)	3,739,977		908,223			4,648,199
55 Net income (loss) (subtract line 54 from line 24)	352,666,555	17,800	9,104,277			361,770,832

Part III Other Information for Preparation of Form 1116 or 1118
Section 1—R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
1 Gross receipts by SIC code						
A SIC code _____						
B SIC code _____						
C SIC code _____						
D SIC code _____						
E SIC code _____						
F SIC code _____						
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following.						
A R&E expense with respect to activity performed in the United States						
(i) SIC code _____						2A(i)
(ii) SIC code _____						2A(ii)
(iii) SIC code _____						2A(iii)
B R&E expense with respect to activity performed outside the United States						
(i) SIC code _____						2B(i)
(ii) SIC code _____						2B(ii)
(iii) SIC code _____						2B(iii)

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: ABC Investments
 SSN or TIN: 69-3000002

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 2—Interest Expense Apportionment Factors

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____) (country code _____)		
1 Total average value of assets							
2 Sections 734(b) and 743(b) adjustment to assets—average value							
3 Assets attracting directly allocable interest expense under Regulations section 1.861-10(e)							
4 Other assets attracting directly allocable interest expense under Regulations section 1.861-10T							
5 Assets excluded from apportionment formula							
6a Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2)							
b Assets attracting business interest expense							
c Assets attracting investment interest expense							
d Assets attracting passive activity interest expense							
7 Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment)							
8 Basis in stock of CFCs (see attachment)							

Section 3—Foreign-Derived Intangible Income (FDII) Deduction Apportionment Factors

Description	(a) U.S. source	Foreign Source				(e) Sourced by partner	(f) Total
		(b) Passive category income	(c) General category income	(d) Other (category code _____) (country code _____)			
1 Foreign-derived gross receipts							
2 Cost of goods sold							
3 Partnership deductions allocable to foreign-derived gross receipts							
4 Other partnership deductions apportioned to foreign-derived gross receipts							

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: ABC Investments
 SSN or TIN: 69-3000002

Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 4—Foreign Taxes

Description	(a) Type of tax		(b) Section 951A category income		(c) Foreign branch category income	
	U.S.	OTH	U.S.	Foreign	U.S.	Foreign
1 Direct (section 901 or 903) foreign taxes: <input type="checkbox"/> Paid <input type="checkbox"/> Accrued						
A Section 901						
B						
C						
D						
E						
F						
2 Reduction of taxes (total)						
A Taxes on foreign mineral income						
B Reserved for future use						
C International boycott provisions						
D Failure-to-file penalties						
E Taxes with respect to splitter arrangements						
F Taxes on foreign corporate distributions						
G Other						
3 Foreign tax redeterminations						
A						
Related tax year ▶						
Date tax paid ▶						
B						
Related tax year ▶						
Date tax paid ▶						
C						
Related tax year ▶						
Date tax paid ▶						
4 Reserved for future use						
5 Reserved for future use						
6 Reserved for future use						

April 29, 2021
DO NOT FILE

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: ABC Investments
 SSN or TIN: 69-3000002

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 4—Foreign Taxes (continued)

	(d) Passive category income		(e) General category income		(f) Other (category code _____)	(g) Total
	U.S.	Foreign	U.S.	Foreign		
1		1,780				
A					UK	1,780
B				562,934	JA	562,934
C						
D						
E						
F						
2						
A						
B						
C						
D						
E						
F						
G						
3						
A						
B						
C						
4						
5						
6						

Section 5—Other Tax Information

Description	(a) U.S. source	Foreign Source				(g) Sourced by partner	(h) Total
		(b) Section 951A category income	(c) Foreign branch category income	(d) Passive category income	(e) General category income		
1 Section 743(b) positive income adjustment							
2 Section 743(b) negative income adjustment							
3 Reserved for future use							
4 Reserved for future use							

**Schedule K-3
(Form 1065)**

**Partner's Share of Income, Deductions,
Credits, etc.—International**

OMB No. 1545-0123

2021

Department of the Treasury
Internal Revenue Service

For calendar year 2021, or tax year beginning 01 / 01 / 2021, ending 12 / 31 / 2021

▶ See separate instructions.

Information About the Partnership

Information About the Partner

A Partnership's employer identification number (EIN)

00-2000202

C Partner's SSN or Taxpayer Identification Number (TIN) (Do not use TIN of a disregarded entity. See instructions.)

69-3000003

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

Carlton Asset Management LP
1678 S Hoover Blvd
San Francisco CA 94101

D Name, address, city, state, and ZIP code for partner entered in C. See instructions.

XYZ Management
7272 W Truman
Sacramento CA 95813

E Check to indicate the parts of Schedule K-3 that apply.

- 1 Does Part I apply? If "Yes," complete and attach Part I
- 2 Does Part II apply? If "Yes," complete and attach Part II
- 3 Does Part III apply? If "Yes," complete and attach Part III
- 4 Does Part IV apply? If "Yes," complete and attach Part IV
- 5 Does Part V apply? If "Yes," complete and attach Part V
- 6 Does Part VI apply? If "Yes," complete and attach Part VI
- 7 Does Part VII apply? If "Yes," complete and attach Part VII
- 8 Does Part VIII apply? If "Yes," complete and attach Part VIII
- 9 Does Part IX apply? If "Yes," complete and attach Part IX
- 10 Does Part X apply? If "Yes," complete and attach Part X
- 11 Does Part XI apply? If "Yes," complete and attach Part XI
- 12 Reserved for future use
- 13 Does Part XIII apply? If "Yes," complete and attach Part XIII

	Yes	No
1	✓	
2	✓	
3	✓	
4		✓
5		✓
6		✓
7		✓
8		✓
9		✓
10		✓
11		✓
12		
13		✓

For IRS Use Only

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: XYZ Management
 SSN or TIN: 69-3000003

Part I Partner's Share of Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- 1. Gain on personal property sale
- 2. Foreign oil and gas taxes
- 3. Splitter arrangements
- 4. Foreign tax translation
- 5. High-taxed income
- 6. Section 267A disallowed deduction
- 7. Form 8858 information
- 8. Form 5471 information
- 9. Other forms
- 10. Partner loan transactions
- 11. Dual consolidated loss
- 12. Other international items (attach description and statement)

Part II Foreign Tax Credit Limitation

Section 1 — Gross Income

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
1 Sales							
A Security Dealing				1,125,000			1,125,000
B							
C							
2 Gross income from performance of services							
A Service Fees	39,988,025						39,988,025
B							
C							
3 Gross rental real estate income							
A							
B							
C							
4 Other gross rental income							
A							
B							
C							
5 Guaranteed payments	561,900						561,900
6 Interest income							
A Interest Income	1,653		2,000				3,653
B							
C							
7 Ordinary dividends (exclude amount on line 8)							
A							
B							
C							

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: XYZ Management
 SSN or TIN: 69-3000003

Part II Foreign Tax Credit Limitation (continued)
Section 1 – Gross Income (continued)

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
8 Qualified dividends						
A						
B						
C						
9 Reserved for future use						
10 Royalties and license fees						
A						
B						
C						
11 Net short-term capital gain						
A						
B						
C						
12 Net long-term capital gain						
A						
B						
C						
13 Collectibles (28%) gain						
A						
B						
C						
14 Unrecaptured section 1250 gain						
A						
B						
C						
15 Net section 1231 gain						
A						
B						
C						

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: XYZ Management
 SSN or TIN: 69-3000003

Part II Foreign Tax Credit Limitation (continued)
Section 1 – Gross Income (continued)

Description	(a) U.S. source category income	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
16 Section 986(c) gain						
17 Section 987 gain						
18 Section 988 gain						
19 Section 951(a) inclusions						
A						
B						
C						
20 Other income (see instructions)	54,000					54,000
A Cancellation of Debt						
B						
C						
21 Reserved for future use						
A						
B						
C						
22 Reserved for future use						
A						
B						
C						
23 Reserved for future use						
A						
B						
C						
24 Total gross income (combine lines 1 through 23)	40,605,578		2,000	1,125,000		41,732,578
A						
B						
C						

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: XYZ Management
 SSN or TIN: 69-3000003

Part II Foreign Tax Credit Limitation (continued)

Section 2—Deductions

Description	(a) U.S. source category income	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
25 Expenses allocable to sales income				102,048		102,048
26 Expenses allocable to gross income from performances of services						420,222
27 Net short-term capital loss	420,222					
28 Net long-term capital loss						
29 Collectibles loss						
30 Net section 1231 loss						
31 Other losses						
32 Research & experimental (R&E) expenses						
A SIC code						
B SIC code						
C SIC code						
33 Allocable rental expenses—depreciation, depletion, and amortization						
34 Allocable rental expenses—other than depreciation, depletion, and amortization						
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization						
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization						
37 Depreciation not included on line 33 or 35						
38 Charitable contributions						
39 Interest expense specifically allocable under Regulations section 1.861-10(e)						
40 Other interest expense specifically allocable under Regulations section 1.861-10T						
41 Other interest expense—business						
42 Other interest expense—investment						
43 Other interest expense—passive activity						
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32						
45 Foreign taxes not creditable but deductible		0	0	0		0

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: XYZ Management
 SSN or TIN: 69-3000003

Part II Foreign Tax Credit Limitation (continued)
Section 2—Deductions (continued)

Description	(a) U.S. source category income	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____)		
46 Section 986(c) loss							
47 Section 987 loss							
48 Section 988 loss							
49 Other allocable deductions (see instructions)							
50 Other apportioned share of deductions (see instructions)							
51 Reserved for future use							
52 Reserved for future use							
53 Reserved for future use							
54 Total deductions (combine lines 25 through 53)	420,222			102,048		522,270	
55 Net income (loss) (subtract line 54 from line 24)	40,185,356	2,000		1,022,953		41,210,308	

Part III Other Information for Preparation of Form 1116 or 1118
Section 1—R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____) (country code _____)		
1 Gross receipts by SIC code							
A SIC code _____							
B SIC code _____							
C SIC code _____							
D SIC code _____							
E SIC code _____							
F SIC code _____							
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following.							
A R&E expense with respect to activity performed in the United States							
(i) SIC code _____							2A(i)
(ii) SIC code _____							2A(ii)
(iii) SIC code _____							2A(iii)
B R&E expense with respect to activity performed outside the United States							
(i) SIC code _____							2B(i)
(ii) SIC code _____							2B(ii)
(iii) SIC code _____							2B(iii)

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: XYZ Management
 SSN or TIN: 69-3000003

Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 2—Interest Expense Apportionment Factors

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____) (country code _____)		
1 Total average value of assets							
2 Sections 734(b) and 743(b) adjustment to assets—average value							
3 Assets attracting directly allocable interest expense under Regulations section 1.861-10(e)							
4 Other assets attracting directly allocable interest expense under Regulations section 1.861-10T							
5 Assets excluded from apportionment formula							
6a Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2)							
b Assets attracting business interest expense							
c Assets attracting investment interest expense							
d Assets attracting passive activity interest expense							
7 Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment)							
8 Basis in stock of CFCs (see attachment)							

Section 3—Foreign-Derived Intangible Income (FDII) Deduction Apportionment Factors

Description	(a) U.S. source	Foreign Source				(e) Sourced by partner	(f) Total
		(b) Passive category income	(c) General category income	(d) Other (category code _____) (country code _____)			
1 Foreign-derived gross receipts							
2 Cost of goods sold							
3 Partnership deductions allocable to foreign-derived gross receipts							
4 Other partnership deductions apportioned to foreign-derived gross receipts							

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: XYZ Management
 SSN or TIN: 69-3000003

Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 4—Foreign Taxes

Description	(a) Type of tax		(b) Section 951A category income		(c) Foreign branch category income	
	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign
1 Direct (section 901 or 903) foreign taxes: <input type="checkbox"/> Paid <input type="checkbox"/> Accrued						
A Section 901						
B						
C						
D						
E						
F						
2 Reduction of taxes (total)						
A Taxes on foreign mineral income						
B Reserved for future use						
C International boycott provisions						
D Failure-to-file penalties						
E Taxes with respect to splitter arrangements						
F Taxes on foreign corporate distributions						
G Other						
3 Foreign tax redeterminations						
A ----- Related tax year ▶ Date tax paid ▶						
B ----- Related tax year ▶ Date tax paid ▶						
C ----- Related tax year ▶ Date tax paid ▶						
4 Reserved for future use						
5 Reserved for future use						
6 Reserved for future use						

April 29, 2021
DO NOT FILE

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: XYZ Management
 SSN or TIN: 69-3000003

Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 4—Foreign Taxes (continued)

	(d) Passive category income		(e) General category income		(f) Other (category code _____)	(g) Total
	U.S.	Foreign	U.S.	Foreign		
1		200				
A					UK	200
B				63,251	JA	63,251
C						
D						
E						
F						
2						
A						
B						
C						
D						
E						
F						
G						
3						
A						
B						
C						
4						
5						
6						

Section 5—Other Tax Information

Description	(a) U.S. source	Foreign Source				(g) Sourced by partner	(h) Total
		(b) Section 951A category income	(c) Foreign branch category income	(d) Passive category income	(e) General category income		
1 Section 743(b) positive income adjustment							
2 Section 743(b) negative income adjustment							
3 Reserved for future use							
4 Reserved for future use							

**Schedule K-3
(Form 1065)**

**Partner's Share of Income, Deductions,
Credits, etc.—International**

OMB No. 1545-0123

2021

Department of the Treasury
Internal Revenue Service

For calendar year 2021, or tax year beginning 01 / 01 / 2021, ending 12 / 31 / 2021

▶ See separate instructions.

Information About the Partnership

Information About the Partner

A Partnership's employer identification number (EIN)

00-2000202

C Partner's SSN or Taxpayer Identification Number (TIN) (Do not use TIN of a disregarded entity. See instructions.)

990-00-0001

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

Carlton Asset Management LP
1678 S Hoover Blvd
San Francisco CA 94101

D Name, address, city, state, and ZIP code for partner entered in C. See instructions.

Taxpayer B1
888NW Peach Street
San Francisco CA 94101

E Check to indicate the parts of Schedule K-3 that apply.

- 1 Does Part I apply? If "Yes," complete and attach Part I
- 2 Does Part II apply? If "Yes," complete and attach Part II
- 3 Does Part III apply? If "Yes," complete and attach Part III
- 4 Does Part IV apply? If "Yes," complete and attach Part IV
- 5 Does Part V apply? If "Yes," complete and attach Part V
- 6 Does Part VI apply? If "Yes," complete and attach Part VI
- 7 Does Part VII apply? If "Yes," complete and attach Part VII
- 8 Does Part VIII apply? If "Yes," complete and attach Part VIII
- 9 Does Part IX apply? If "Yes," complete and attach Part IX
- 10 Does Part X apply? If "Yes," complete and attach Part X
- 11 Does Part XI apply? If "Yes," complete and attach Part XI
- 12 Reserved for future use
- 13 Does Part XIII apply? If "Yes," complete and attach Part XIII

	Yes	No
1	✓	
2	✓	
3	✓	
4		✓
5		✓
6		✓
7		✓
8		✓
9		✓
10		✓
11		✓
12		
13		✓

For IRS Use Only

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner Taxpayer B1
 SSN or TIN: 990-00-0001

Part I Partner's Share of Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- 1. Gain on personal property sale
- 2. Foreign oil and gas taxes
- 3. Splitter arrangements
- 4. Foreign tax translation
- 5. High-taxed income
- 6. Section 267A disallowed deduction
- 7. Form 8858 information
- 8. Form 5471 information
- 9. Other forms
- 10. Partner loan transactions
- 11. Dual consolidated loss
- 12. Other international items (attach description and statement)

Part II Foreign Tax Credit Limitation

Section 1 — Gross Income

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
1 Sales							
A Security Dealing				112,500			112,500
B							
C							
2 Gross income from performance of services							
A Service Fees	3,998,803						3,998,803
B							
C							
3 Gross rental real estate income							
A							
B							
C							
4 Other gross rental income							
A							
B							
C							
5 Guaranteed payments	0						0
6 Interest income							
A Interest Income	165		200				365
B							
C							
7 Ordinary dividends (exclude amount on line 8)							
A							
B							
C							

Name of partnership: **Carlton Asset Management LP**
 EIN: **00-2000202**
 Name of partner: **Taxpayer B1**
 SSN or TIN: **990-00-0001**

Part II Foreign Tax Credit Limitation (continued)

Section 1 – Gross Income (continued)

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
8 Qualified dividends							
A							
B							
C							
9 Reserved for future use							
10 Royalties and license fees							
A							
B							
C							
11 Net short-term capital gain							
A							
B							
C							
12 Net long-term capital gain							
A							
B							
C							
13 Collectibles (28%) gain							
A							
B							
C							
14 Unrecaptured section 1250 gain							
A							
B							
C							
15 Net section 1231 gain							
A							
B							
C							

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: Taxpayer B1
 SSN or TIN: 990-00-0001

Part II Foreign Tax Credit Limitation (continued)

Section 1 – Gross Income (continued)

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category code		
16 Section 986(c) gain							
17 Section 987 gain							
18 Section 988 gain							
19 Section 951(a) inclusions							
A							
B							
C							
20 Other income (see instructions)	5,400						5,400
A Cancellation of Debt							
B							
C							
21 Reserved for future use							
A							
B							
C							
22 Reserved for future use							
A							
B							
C							
23 Reserved for future use							
A							
B							
C							
24 Total gross income (combine lines 1 through 23)	4,004,368		200	112,500			4,117,068
A							
B							
C							

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: Taxpayer B1
 SSN or TIN: 990-00-0001

Part II Foreign Tax Credit Limitation (continued)

Section 2—Deductions

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
25 Expenses allocable to sales income				10,205		10,205
26 Expenses allocable to gross income from performances of services	42,022					42,022
27 Net short-term capital loss						
28 Net long-term capital loss						
29 Collectibles loss						
30 Net section 1231 loss						
31 Other losses						
32 Research & experimental (R&E) expenses						
A SIC code						
B SIC code						
C SIC code						
33 Allocable rental expenses—depreciation, depletion, and amortization						
34 Allocable rental expenses—other than depreciation, depletion, and amortization						
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization						
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization						
37 Depreciation not included on line 33 or 35						
38 Charitable contributions						
39 Interest expense specifically allocable under Regulations section 1.861-10(e)						
40 Other interest expense specifically allocable under Regulations section 1.861-10T						
41 Other interest expense—business						
42 Other interest expense—investment						
43 Other interest expense—passive activity						
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32						
45 Foreign taxes not creditable but deductible		0	0	0		0

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: Taxpayer B1
 SSN or TIN: 990-00-0001

Part II Foreign Tax Credit Limitation (continued)

Section 2—Deductions (continued)

Description	(a) U.S. source category income	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
46 Section 986(c) loss						
47 Section 987 loss						
48 Section 988 loss						
49 Other allocable deductions (see instructions)						
50 Other apportioned share of deductions (see instructions)						
51 Reserved for future use						
52 Reserved for future use						
53 Reserved for future use						
54 Total deductions (combine lines 25 through 53)	42,022		10,205			52,227
55 Net income (loss) (subtract line 54 from line 24)	3,962,346	200	102,295			4,064,841

Part III Other Information for Preparation of Form 1116 or 1118

Section 1—R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
1 Gross receipts by SIC code						
A SIC code _____						
B SIC code _____						
C SIC code _____						
D SIC code _____						
E SIC code _____						
F SIC code _____						
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following.						
A R&E expense with respect to activity performed in the United States						
(i) SIC code _____						2A(i)
(ii) SIC code _____						2A(ii)
(iii) SIC code _____						2A(iii)
B R&E expense with respect to activity performed outside the United States						
(i) SIC code _____						2B(i)
(ii) SIC code _____						2B(ii)
(iii) SIC code _____						2B(iii)

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: Taxpayer B1
 SSN or TIN: 990-00-0001

Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 2—Interest Expense Apportionment Factors

Description	Foreign Source					(f) Sourced by partner	(g) Total
	(a) U.S. source	(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____) (country code _____)		
1 Total average value of assets							
2 Sections 734(b) and 743(b) adjustment to assets—average value							
3 Assets attracting directly allocable interest expense under Regulations section 1.861-10(e)							
4 Other assets attracting directly allocable interest expense under Regulations section 1.861-10T							
5 Assets excluded from apportionment formula							
6a Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2)							
b Assets attracting business interest expense							
c Assets attracting investment interest expense							
d Assets attracting passive activity interest expense							
7 Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment)							
8 Basis in stock of CFCs (see attachment)							

Section 3—Foreign-Derived Intangible Income (FDII) Deduction Apportionment Factors

Description	(a) U.S. source	Foreign Source			(e) Sourced by partner	(f) Total
		(b) Passive category income	(c) General category income	(d) Other (category code _____) (country code _____)		
1 Foreign-derived gross receipts						
2 Cost of goods sold						
3 Partnership deductions allocable to foreign-derived gross receipts						
4 Other partnership deductions apportioned to foreign-derived gross receipts						

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: Taxpayer B1
 SSN or TIN: 990-00-0001

Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 4—Foreign Taxes

Description	(a) Type of tax		(b) Section 951A category income		(c) Foreign branch category income	
	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign
1 Direct (section 901 or 903) foreign taxes: <input type="checkbox"/> Paid <input type="checkbox"/> Accrued						
A Section 901						
B						
C						
D						
E						
F						
2 Reduction of taxes (total)						
A Taxes on foreign mineral income						
B Reserved for future use						
C International boycott provisions						
D Failure-to-file penalties						
E Taxes with respect to splitter arrangements						
F Taxes on foreign corporate distributions						
G Other						
3 Foreign tax redeterminations						
A						
Related tax year ▶						
Date tax paid ▶						
B						
Related tax year ▶						
Date tax paid ▶						
C						
Related tax year ▶						
Date tax paid ▶						
4 Reserved for future use						
5 Reserved for future use						
6 Reserved for future use						

April 29, 2021
DO NOT FILE

Name of partnership: Carlton Asset Management LP
 EIN: 00-2000202
 Name of partner: Taxpayer B1
 SSN or TIN: 990-00-0001

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 4—Foreign Taxes (continued)

	(d) Passive category income		(e) General category income		(f) Other (category code _____)	(g) Total
	U.S.	Foreign	U.S.	Foreign		
1		20				
A					UK	20
B				6,325	JA	6,325
C						
D						
E						
F						
2						
A						
B						
C						
D						
E						
F						
G						
3						
A						
B						
C						
4						
5						
6						

Section 5—Other Tax Information

Description	Foreign Source						(g) Sourced by partner	(h) Total
	(a) U.S. source	(b) Section 951A category income	(c) Foreign branch category income	(d) Passive category income	(e) General category income	(f) Other (category code (country code))		
1 Section 743(b) positive income adjustment								
2 Section 743(b) negative income adjustment								
3 Reserved for future use								
4 Reserved for future use								

**SCHEDULE M-3
(Form 1065)**

(Rev. December 2021)
Department of the Treasury
Internal Revenue Service

**Net Income (Loss) Reconciliation
for Certain Partnerships**

▶ Attach to Form 1065.

▶ Go to www.irs.gov/Form1065 for instructions and the latest information.

OMB No. 1545-0123

Name of partnership CARLETON ASSET MANAGEMENT LP	Employer identification number 00-2000202
--	---

This Schedule M-3 is being filed because (check all that apply):

- A** The amount of the partnership's total assets at the end of the tax year is equal to \$10 million or more.
- B** The amount of the partnership's adjusted total assets for the tax year is equal to \$10 million or more. If box B is checked, enter the amount of adjusted total assets for the tax year 414,477,993.
- C** The amount of total receipts for the tax year is equal to \$35 million or more. If box C is checked, enter the total receipts for the tax year 410,686,302.
- D** An entity that is a reportable entity partner with respect to the partnership owns or is deemed to own an interest of 50% or more in the partnership's capital, profit, or loss on any day during the tax year of the partnership.

Name of Reportable Entity Partner	Identifying Number	Maximum Percentage Owned or Deemed Owned

E Voluntary filer.

Part I Financial Information and Net Income (Loss) Reconciliation

- 1a** Did the partnership file SEC Form 10-K for its income statement period ending with or within this tax year?
 - Yes.** Skip lines 1b and 1c and complete lines 2 through 11 with respect to that SEC Form 10-K.
 - No.** Go to line 1b. See instructions if multiple non-tax-basis income statements are prepared.
- b** Did the partnership prepare a certified audited non-tax-basis income statement for that period?
 - Yes.** Skip line 1c and complete lines 2 through 11 with respect to that income statement.
 - No.** Go to line 1c.
- c** Did the partnership prepare a non-tax-basis income statement for that period?
 - Yes.** Complete lines 2 through 11 with respect to that income statement.
 - No.** Skip lines 2 through 3b and enter the partnership's net income (loss) per its books and records on line 4a.
- 2** Enter the income statement period: Beginning 01 / 01 / 2021 Ending 12 / 31 / 2021
- 3a** Has the partnership's income statement been restated for the income statement period on line 2?
 - Yes.** (If "Yes," attach a statement and the amount of each item restated.)
 - No.**
- b** Has the partnership's income statement been restated for any of the 5 income statement periods immediately preceding the period on line 2?
 - Yes.** (If "Yes," attach a statement and the amount of each item restated.)
 - No.**

4a Worldwide consolidated net income (loss) from income statement source identified on Part I, line 1	4a	406,972,260
b Indicate accounting standard used for line 4a. See instructions.		
1 <input checked="" type="checkbox"/> GAAP 2 <input type="checkbox"/> IFRS 3 <input type="checkbox"/> Section 704(b)		
4 <input type="checkbox"/> Tax-basis 5 <input type="checkbox"/> Other (specify) ▶		
5a Net income from nonincludible foreign entities (attach statement)	5a	()
b Net loss from nonincludible foreign entities (attach statement and enter as a positive amount)	5b	
6a Net income from nonincludible U.S. entities (attach statement)	6a	()
b Net loss from nonincludible U.S. entities (attach statement and enter as a positive amount)	6b	
7a Net income (loss) of other foreign disregarded entities (attach statement)	7a	
b Net income (loss) of other U.S. disregarded entities (attach statement)	7b	
8 Adjustment to eliminations of transactions between includible entities and nonincludible entities (attach statement)	8	
9 Adjustment to reconcile income statement period to tax year (attach statement)	9	
10 Other adjustments to reconcile to amount on line 11 (attach statement)	10	
11 Net income (loss) per income statement of the partnership. Combine lines 4a through 10	11	406,972,260

Note: Part I, line 11, must equal Part II, line 26, column (a); or Form 1065, Schedule M-1, line 1. See instructions.

12 Enter the total amount (not just the partnership's share) of the assets and liabilities of all entities included or removed on the following lines.

	Total Assets	Total Liabilities
a Included on Part I, line 4	6,273,256	3,589,605
b Removed on Part I, line 5		
c Removed on Part I, line 6		
d Included on Part I, line 7		

Name of partnership

Employer identification number

CARLETON ASSET MANAGEMENT LP

00-2000202

Part II Reconciliation of Net Income (Loss) per Income Statement of Partnership With Income (Loss) per Return

Income (Loss) Items	(a) Income (Loss) per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Income (Loss) per Tax Return
Attach statements for lines 1 through 10.				
1 Income (loss) from equity method foreign corporations				
2 Gross foreign dividends not previously taxed				
3 Subpart F, QEF, and similar income inclusions				
4 Gross foreign distributions previously taxed				
5 Income (loss) from equity method U.S. corporations				
6 U.S. dividends				
7 Income (loss) from U.S. partnerships				
8 Income (loss) from foreign partnerships	10,229,525			10,229,525
9 Income (loss) from other pass-through entities				
10 Items relating to reportable transactions				
11 Interest income (see instructions)				
12 Total accrual to cash adjustment				
13 Hedging transactions				
14 Mark-to-market income (loss)				
15 Cost of goods sold (see instructions)	()			()
16 Sale versus lease (for sellers and/or lessors)				
17 Section 481(a) adjustments				
18 Unearned/deferred revenue				
19 Income recognition from long-term contracts				
20 Original issue discount and other imputed interest				
21a Income statement gain/loss on sale, exchange, abandonment, worthlessness, or other disposition of assets other than inventory and pass-through entities				
b Gross capital gains from Schedule D, excluding amounts from pass-through entities				
c Gross capital losses from Schedule D, excluding amounts from pass-through entities, abandonment losses, and worthless stock losses				
d Net gain/loss reported on Form 4797, line 17, excluding amounts from pass-through entities, abandonment losses, and worthless stock losses				
e Abandonment losses				
f Worthless stock losses (attach statement)				
g Other gain/loss on disposition of assets other than inventory				
22 Other income (loss) items with differences (attach statement)				
23 Total income (loss) items. Combine lines 1 through 22	10,229,525			10,229,525
24 Total expense/deduction items. (From Part III, line 31) (see instructions)	(636,732)		(560,789)	(1,197,521)
25 Other items with no differences	397,379,467			397,379,467
26 Reconciliation totals. Combine lines 23 through 25	406,972,260		(560,789)	406,411,471

Note: Line 26, column (a), must equal Part I, line 11, and column (d) must equal Form 1065, Analysis of Net Income (Loss), line 1.

Name of partnership

Employer identification number

CARLETON ASSET MANAGEMENT LP

00-2000202

Part III Reconciliation of Net Income (Loss) per Income Statement of Partnership With Income (Loss) per Return—Expense/Deduction Items

Expense/Deduction Items	(a) Expense per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Deduction per Tax Return
1 State and local current income tax expense				
2 State and local deferred income tax expense				
3 Foreign current income tax expense (other than foreign withholding taxes)	634,510			634,510
4 Foreign deferred income tax expense				
5 Equity-based compensation				
6 Meals and entertainment	2,222		(1,111)	(1,111)
7 Fines and penalties				
8 Judgments, damages, awards, and similar costs				
9 Guaranteed payments			561,900	561,900
10 Pension and profit-sharing				
11 Other post-retirement benefits				
12 Deferred compensation				
13 Charitable contribution of cash and tangible property				
14 Charitable contribution of intangible property				
15 Organizational expenses as per Regulations section 1.709-2(a)				
16 Syndication expenses as per Regulations section 1.709-2(b)				
17 Current year acquisition/reorganization investment banking fees				
18 Current year acquisition/reorganization legal and accounting fees				
19 Amortization/impairment of goodwill				
20 Amortization of acquisition, reorganization, and start- up costs				
21 Other amortization or impairment write-offs				
22 Reserved for future use				
23a Depletion—oil & gas				
b Depletion—other than oil & gas				
24 Intangible drilling and development costs (IDC)				
25 Depreciation				
26 Bad debt expense				
27 Interest expense (see instructions)				
28 Purchase versus lease (for purchasers and/or lessees)				
29 Research and development costs				
30 Other expense/deduction items with differences (attach statement)				
31 Total expense/deduction items. Combine lines 1 through 30. Enter here and on Part II, line 24, reporting positive amounts as negative and negative amounts as positive	636,732		560,789	1,197,521

INTERNAL USE ONLY
DRAFT AS OF
June 25, 2021

Depreciation and Amortization
(Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service (99)

▶ Attach to your tax return.

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return CARLTON ASSET MANAGEMENT LP	Business or activity to which this form relates CARLTON ASSET MANAGEMENT LP	Identifying number 00-2000202
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	1,020,000
2 Total cost of section 179 property placed in service (see instructions)	2	43,332
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,550,000
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	0
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	1,020,000
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
OFFICE EQUIPMENT	23,456	23,456
FURNITURES/FIXTURES	19,876	19,876
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	43,332
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	43,332
10 Carryover of disallowed deduction from line 13 of your 2020 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions	11	1,020,000
12 Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	43,332
13 Carryover of disallowed deduction to 2022. Add lines 9 and 10, less line 12 ▶	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions.	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	43,776

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2021	17	18,999
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2021 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C—Assets Placed in Service During 2021 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year			30 yrs.	MM	S/L	
d 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	62,765
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use. See instructions .						25		
26 Property used more than 50% in a qualified business use:								
2020 ENVOY	02/17/20	100 %	42,600	42,600	5	200 DB/HY	8,520	
2020 HONDA CIV	01/01/20	100 %	20,550	20,550	5	200 DB/HY	4,110	
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L-		
		%				S/L-		
		%				S/L-		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 .						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (don't include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons. See instructions.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	✓	
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners	✓	
39 Do you treat all use of vehicles by employees as personal use?		✓
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?	✓	
41 Do you meet the requirements concerning qualified automobile demonstration use? See instructions.		✓

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2021 tax year (see instructions):					
DEVELOPMENT	06/30/20	104,106	291	10	10,121
43 Amortization of costs that began before your 2021 tax year				43	431,513
44 Total. Add amounts in column (f). See the instructions for where to report				44	441,634

Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs)

(Rev. September 2021)

► Go to www.irs.gov/Form8858 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Information furnished for the FDE's or FB's annual accounting period (see instructions) beginning 1/1/, 20 21, and ending 12/31, 20 21

Attachment Sequence No. **140**

Name of person filing this return
CARLTON ASSET MANAGEMENT LP Filer's identifying number
00-2000202

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)
1678 SOUTH HOOVER BLVD

City or town, state, and ZIP code
SAN FRANCISCO CA 94101

Filer's tax year beginning 01/01, 20 21, and ending 12/31, 20 21

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

Check here FDE of a U.S. person FDE of a controlled foreign corporation (CFC) FDE of a controlled foreign partnership
 FB of a U.S. person FB of a CFC FB of a controlled foreign partnership

Check here Initial Form 8858 Final Form 8858

1a Name and address of FDE or FB
BRITISH ADVISORS
1234 MAYFAIR STREET
LONDON, ENGLAND 375126 UNITED KINGDOM

b(1) U.S. identifying number, if any

b(2) Reference ID number (see instructions)

c For FDE, country(ies) under whose laws organized and entity type under local tax law

d Date(s) of organization

e Effective date as FDE

f If benefits under a U.S. tax treaty were claimed with respect to income of the FDE or FB, enter the treaty and article number

g Country in which principal business activity is conducted
UNITED KINGDOM

h Principal business activity
ANY BUSINESS

i Functional currency
BRITISH POUND

2 Provide the following information for the FDE's or FB's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States

b Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the FDE or FB, and the location of such books and records, if different

3 For the **tax owner** of the FDE or FB (if different from the filer), provide the following (see instructions):

a Name and address

b Annual accounting period covered by the return (see instructions)

c(1) U.S. identifying number, if any

c(2) Reference ID number (see instructions)

d Country under whose laws organized

e Functional currency

4 For the **direct owner** of the FDE or FB (if different from the tax owner), provide the following (see instructions):

a Name and address

b Country under whose laws organized

c U.S. identifying number, if any

d Functional currency

5 Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the FDE or FB, and the chain of ownership between the FDE or FB and each entity in which the FDE or FB has a 10% or more direct or indirect interest. See instructions.

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for FDEs or FBs that use U.S. dollar approximate separate transactions method of accounting (DASTM).

If you are using the average exchange rate (determined under section 989(b)), check the following box

	Functional Currency	U.S. Dollars
1 Gross receipts or sales (net of returns and allowances)	1	
2 Cost of goods sold	2	
3 Gross profit (subtract line 2 from line 1)	3	
4 Dividends	4	
5 Interest	5	20,000
6 Gross rents, royalties, and license fees	6	
7 Gross income from performance of services	7	
8 Foreign currency gain (loss)	8	
9 Other income	9	
10 Total income (add lines 3 through 9)	10	20,000
11 Total deductions (exclude income tax expense)	11	
12 Income tax expense	12	2,000
13 Other adjustments	13	
14 Net income (loss) per books	14	18,000

Schedule C-1 Section 987 Gain or Loss Information

Note: See the instructions if there are multiple recipients of remittances from the FDE or FB.

	(a) Amount stated in functional currency of FDE or FB	(b) Amount stated in functional currency of recipient
1 Remittances from the FDE or FB	1	
2 Section 987 gain (loss) recognized by recipient	2	
3 Section 987 gain (loss) deferred under Regulations section 1.987-12 (attach statement)	3	
4 Were all remittances from the FDE or FB treated as made to the direct owner?		Yes No
5 Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the FDE or FB during the tax year? If "Yes," attach a statement describing the method used prior to the change and new method of accounting		

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for FDEs or FBs that use DASTM.

	(a) Beginning of annual accounting period	(b) End of annual accounting period
Assets		
1 Cash and other current assets	1	100,000
2 Other assets	2	
3 Total assets	3	
Liabilities and Owner's Equity		
4 Liabilities	4	
5 Owner's equity	5	100,000
6 Total liabilities and owner's equity	6	100,000

Schedule G Other Information

	Yes	No
1 During the tax year, did the FDE or FB own an interest in any trust?		✓
2 During the tax year, did the FDE or FB own at least a 10% interest, directly or indirectly, in any foreign partnership?		✓
3 Answer only if the FDE made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the FDE as a result of the election?		
4 During the tax year, did the FDE or FB pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		✓
5 During the tax year, did the FDE or FB pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		✓

Schedule G Other Information (continued)

	Yes	No
6 Is the FDE or FB a qualified business unit as defined in section 989(a)?	✓	
<i>Do not complete lines 7 and 8 if you are an individual who owns an FB or FDE directly or through tiers of FBs and FDEs.</i>		
7a During the tax year, did the FDE or FB receive, or accrue the receipt of, any amounts defined as a base erosion payment under section 59A(d) or have a base erosion tax benefit under section 59A(c)(2) from a foreign person, which is a related party of the taxpayer? See instructions. If "Yes," complete lines 7b and 7c		✓
b Enter the total amount of the base erosion payments \$ _____		
c Enter the total amount of the base erosion tax benefit \$ _____		
8a During the tax year, did the FDE or FB pay, or accrue the payment of, any amounts defined as a base erosion payment under section 59A(d) or have a base erosion tax benefit under section 59A(c)(2) to a foreign person, which is a related party of the taxpayer? See instructions. If "Yes," complete lines 8b and 8c		✓
b Enter the total amount of the base erosion payments \$ _____		
c Enter the total amount of the base erosion tax benefit \$ _____		
9 Answer only if the tax owner of the FDE or FB is a CFC: Were there any intracompany transactions between the FDE or FB and the CFC or any other branch of the CFC during the tax year, in which the FDE or FB acted as a manufacturing, selling, or purchasing branch?		
<i>Answer the remaining questions in Schedule G only if the tax owner of the FB or the interest in the FDE is a U.S. corporation. Answer questions 10a through 11c if the tax owner of the FB or the interest in the FDE is treated as a U.S. corporation solely for purposes of these questions.</i>		
10a If the FB or the interest in the FDE is a separate unit under Regulations section 1.1503(d)-1(b)(4), and is not part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii), does the separate unit have a dual consolidated loss as defined in Regulations section 1.1503(d)-1(b)(5)(ii)?		
b If "Yes," enter the amount of the dual consolidated loss. ▶ \$ (_____)		
11a If the FB or the interest in the FDE is a separate unit and part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii), does the combined separate unit have a dual consolidated loss as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? If "Yes," complete lines 11b and 11c		
b Enter the amount of the dual consolidated loss for the combined separate unit . . . ▶ \$ (_____)		
c Enter the net income (loss) attributed to the individual FB or the individual interest in the FDE as determined under Regulations section 1.1503(d)-5(c)(4)(ii)(A) ▶ \$ _____		
12a Was any portion of the dual consolidated loss on line 10b or 11b taken into account in computing U.S. taxable income for the year? If "Yes," go to line 12b. If "No," go to line 13		
b Was this a permitted domestic use of the dual consolidated loss under Regulations section 1.1503(d)-6? If "Yes," see the instructions and go to line 12c. If "No," go to line 12d		
c If "Yes," is the documentation that is required for the permitted domestic use under Regulations section 1.1503(d)-6 attached to the return? After answering this question, go to line 13a		
d If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Regulations section 1.1503(d)-4? If "Yes," go to line 12e		
e Enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year . . ▶ \$ _____ . See instructions.		
13a During the tax year, did any triggering event(s) occur under Regulations section 1.1503(d)-6(e) requiring recapture of any dual consolidated loss(es) attributable to the FB or interest in the FDE, individually or as part of a combined separate unit, in any prior tax years?		
b If "Yes," enter the total amount of recapture ▶ \$ _____ . See instructions.		

Schedule H Current Earnings and Profits or Taxable Income (see instructions)

Important: Enter the amounts on lines 1 through 6 in functional currency.

1 Current year net income (loss) per foreign books of account	1	18,000
2 Total net additions	2	
3 Total net subtractions	3	
4 Current earnings and profits (or taxable income—see instructions) (line 1 plus line 2 minus line 3)	4	18,000
5 DASTM gain (loss) (if applicable)	5	
6 Combine lines 4 and 5.	6	18,000
7 Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions))	7	1
8 Enter exchange rate used for line 7 ▶		

Schedule I Transferred Loss Amount (see instructions)

Important: See instructions for who has to complete this section.

		Yes	No
1	Were any assets of an FB (including an FB that is an FDE) transferred to a foreign corporation? If "No," stop here. If "Yes," go to line 2		✓
2	Was the transferor a domestic corporation that transferred substantially all of the assets of an FB (including an FB that is an FDE) to a specified 10%-owned foreign corporation? If "No," stop here. If "Yes," go to line 3		
3	Immediately after the transfer, was the domestic corporation a U.S. shareholder with respect to the transferee foreign corporation? If "No," stop here. If "Yes," go to line 4		
4	Enter the transferred loss amount included in gross income as required under section 91. See instructions	4	

Schedule J Income Taxes Paid or Accrued (see instructions)

(a) Country or Possession	(b) Foreign Tax Year (YYYY-MM-DD)	Foreign Income Taxes			Foreign Tax Credit Separate Categories			
		(c) Foreign Currency	(d) Conversion Rate	(e) U.S. Dollars	(f) Foreign Branch	(g) Passive	(h) General	(i) Other
UK		BRITISH POUND	1	2,000	2,000			
Totals								

Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No. 1545-1668

2021

Department of the Treasury
Internal Revenue Service

▶ **Attach to your tax return.**
▶ Go to www.irs.gov/Form8865 for instructions and the latest information.

Attachment Sequence No. **118**

Information furnished for the foreign partnership's tax year beginning , 2021, and ending , 20

Name of person filing this return **CARLTON ASSET MANAGEMENT LP** Filer's identification number **00-2000202**

Filer's address (if you aren't filing this form with your tax return) **1678 HOOVER BLVD
SAN FRANCISCO CA 94101**
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es):
1 2 3 4
B Filer's tax year beginning **01/01**, 20 **21**, and ending **12/31**, 20 **21**

C Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ **4,800,000** Other \$

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name EIN
Address

E Check if any excepted specified foreign financial assets are reported on this form. See instructions

F Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identification number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

G1 Name and address of foreign partnership **MAI TAI INVESTMENT
1-2-3 GINSU CHUO KUO
TOKYO 190-2182
JAPAN**
2(a) EIN (if any) **69-0000099**
2(b) Reference ID number (see instructions) **Mai69000003**
3 Country under whose laws organized **JAPAN**

4 Date of organization **9/13/12** 5 Principal place of business **JAPAN** 6 Principal business activity code number **2310** 7 Principal business activity **SECURITY SERVICES** 8a Functional currency **YEN** 8b Exchange rate (see instructions) **0.8739**

H Provide the following information for the foreign partnership's tax year:

1 Name, address, and identification number of agent (if any) in the United States
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065
Service Center where Form 1065 is filed:

3 Name and address of foreign partnership's agent in country of organization, if any
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

5 During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions Yes No
If "Yes," enter the total amount of the disallowed deductions \$

6 Is the partnership a section 721(c) partnership, as defined in Temporary Regulations section 1.721(c)-1T(b)(14)? Yes No

7 Were any special allocations made by the foreign partnership? Yes No

8 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions

9 How is this partnership classified under the law of the country in which it's organized? ▶

10a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b Yes No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No

11 Does this partnership meet **both** of the following requirements?
1. The partnership's total receipts for the tax year were less than \$250,000.
2. The value of the partnership's total assets at the end of the tax year was less than \$1 million. Yes No
If "Yes," don't complete Schedules L, M-1, and M-2.

- 12a Is the filer of this Form 8865 claiming a foreign-derived intangible income deduction (under section 250) with respect to any amounts listed on Schedule N? Yes No
- b If "Yes," enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with or by the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI)
- c If "Yes," enter the amount of gross income derived from a license of property to or by the foreign partnership that the filer included in its computation of FDDEI
- d If "Yes," enter the amount of gross income derived from services provided to or by the foreign partnership that the filer included in its computation of FDDEI
- 13 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership
- 14 At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? Yes No
- 15a Were there any transfers of property or money within a 2-year period between the partnership and any of its partners that would require disclosure under Regs. 1.703-3 or 1.707-6? If "Yes," attach a statement identifying the transfers, the amount or value of each transfer, and an explanation of the tax treatment. See instructions for exceptions Yes No
- b Did the partnership assume a liability or receive property subject to a liability where such liability was incurred by a partner within a 2-year period of transferring the property to the partnership? If "Yes," attach a statement identifying the property transferred, the amount or value of each transfer, the debt assumed or taken by the partnership, and an explanation of the tax treatment Yes No

Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return.

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) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member

Date

Paid Preparer Use Only

Print/Type preparer's name
JOHN SMITH

Preparer's signature

Date

Check if self-employed

PTIN

P0000001

Firm's name **ELECTRONIC TAX FILERS**

Firm's EIN **69-000098**

Firm's address **123 ANY STREET ANY TOWN NY 89510**

Phone no. **555-631-1212**

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest

b Owns a constructive interest

Name	Address	Identification number (if any)	Check if foreign person	Check if direct partner
CARLTON ASSET MANAGEMENT LP				

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identification number (if any)	Check if foreign person

Schedule A-2

Foreign Partners of Section 721(c) Partnership (see instructions)

Name of foreign partner	Address	Country of organization (if any)	U.S. taxpayer identification number (if any)	Check if related to U.S. transferor	Percentage interest	
					Capital	Profits
				<input type="checkbox"/>	%	%
				<input type="checkbox"/>	%	%

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-3

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income

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

		1a	50,000,000		
Income	1 a Gross receipts or sales	1a	50,000,000		
	b Less returns and allowances	1b		1c	50,000,000
	2 Cost of goods sold			2	5,000,000
	3 Gross profit. Subtract line 2 from line 1c			3	45,000,000
	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	45,000,000	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9	2,000,000
	10 Guaranteed payments to partners			10	
	11 Repairs and maintenance			11	
	12 Bad debts			12	
	13 Rent			13	2,081,900
	14 Taxes and licenses			14	
	15 Interest (see instructions)			15	
	16 a Depreciation (if required, attach Form 4562)	16a			
	b Less depreciation reported elsewhere on return	16b		16c	
	17 Depletion (Don't deduct oil and gas depletion.)			17	
	18 Retirement plans, etc.			18	
	19 Employee benefit programs			19	
20 Other deductions (attach statement)			20		
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21	4,081,900	
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	40,918,100	
Tax and Payment	23 Reserved for future use			23	
	24 Reserved for future use			24	
	25 Reserved for future use			25	
	26 Reserved for future use			26	
	27 Reserved for future use			27	
	28 Reserved for future use			28	
	29 Reserved for future use			29	
	30 Reserved for future use			30	

Schedule K Partners' Distributive Share Items

				Total amount	
Income (Loss)	1 Ordinary business income (loss) (Schedule B, line 22)			1	40,918,100
	2 Net rental real estate income (loss) (attach Form 8825)			2	
	3 a Other gross rental income (loss)	3a			
	b Expenses from other rental activities (attach statement)	3b			
	c Other net rental income (loss). Subtract line 3b from line 3a			3c	
	4 Guaranteed payments: a Services 4a b Capital 4b				
	c Total. Add line 4a and line 4b			4c	
	5 Interest income			5	
	6 Dividends and dividend equivalents: a Ordinary dividends			6a	
	b Qualified dividends	6b			
	c Dividend equivalents	6c			
7 Royalties			7		
8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))			8		
9 a 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) (1) Type ▶ (2) Amount ▶			11(2)		
Deductions	12 Section 179 deduction (attach Form 4562)			12	
	13 a Contributions			13a	
	b Investment interest expense			13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶			13c(2)	
	d Other deductions (see instructions) (1) Type ▶ (2) Amount ▶			13d(2)	

Schedule K Partners' Distributive Share Items <i>(continued)</i>		Total amount	
Self-Employment	14a Net earnings (loss) from self-employment	14a	
	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	16 Attach Schedule K-2 (Form 8865), Partners' Distributive Share Items—International, and check this box to indicate that you are reporting items of international tax relevance <input checked="" type="checkbox"/>		
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 statement)	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	
	b Distributions of other property	19b	
	20a Investment income	20a	
	b Investment expenses	20b	
	c Other items and amounts (attach statement)		
21 Total foreign taxes paid or accrued	21	2,530,040	

International

extend rule

Schedule L Balance Sheets per Books. (Not required if Item H11, page 1, is answered "Yes.")		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		1,750		
2a	Trade notes and accounts receivable	27,000,000		14,000,000	
b	Less allowance for bad debts		27,000,000		14,000,000
3	Inventories				
4	U.S. Government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7a	Loans to partners (or persons related to partners)				
b	Mortgage and real estate loans				
8	Other investments (attach statement)				
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				

Schedule L Balance Sheets per Books. (Not required if Item H11, page 1, is answered "Yes.") (continued)

	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
13 Other assets (attach statement)				179,890,310
14 Total assets		131,001,750		193,890,310
Liabilities and Capital				
15 Accounts payable		1,000,000		
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19a Loans from partners (or persons related to partners)				
b Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				193,890,310
22 Total liabilities and capital		130,001,750		193,890,310

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Partner. (Not required if Item H11, page 1, is answered "Yes.")

1 Net income (loss) per books	38,438,060	6 Income recorded on books this tax 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 tax year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 21, not charged against book income this tax year (itemize):	
4 Expenses recorded on books this tax year not included on Schedule K, lines 1 through 13d, and 21 (itemize):		a Depreciation \$	
a Depreciation \$			50,000
b Travel and entertainment \$		8 Add lines 6 and 7	50,000
5 Add lines 1 through 4	40,968,100	9 Income (loss). Subtract line 8 from line 5	38,388,060

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item H11, page 1, is answered "Yes.")

1 Balance at beginning of tax year	130,001,750	6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash	9,450,500	7 Other decreases (itemize): \$	
b Property	16,000,000		
3 Net income (loss) per books	38,388,060	8 Add lines 6 and 7	
4 Other increases (itemize): \$		9 Balance at end of tax year. Subtract line 8 from line 5	193,890,310
5 Add lines 1 through 4	193,890,310		

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1 Sales of inventory				
2 Sales of property rights (patents, trademarks, etc.)				
3 Compensation received for technical, managerial, engineering, construction, or like services				
4 Commissions received				
5 Rents, royalties, and license fees received				
6 Distributions received				
7 Interest received				
8 Other				
9 Add lines 1 through 8				
10 Purchases of inventory				
11 Purchases of tangible property other than inventory				
12 Purchases of property rights (patents, trademarks, etc.)				
13 Compensation paid for technical, managerial, engineering, construction, or like services				
14 Commissions paid				
15 Rents, royalties, and license fees paid				
16 Distributions paid				
17 Interest paid				
18 Other				
19 Add lines 10 through 18				
20 Amounts borrowed (enter the maximum loan balance during the tax year). See instructions				
21 Amounts loaned (enter the maximum loan balance during the tax year). See instructions				

INTERNAL USE ONLY
DRAFT AS OF
November 24, 2020

**Schedule K-1
(Form 8865)**

Department of the Treasury
Internal Revenue Service

2021

For calendar year 2021, or tax
year beginning 1/1, 2021
ending 12/31, 2021

Final K-1

Amended K-1

OMB No. 1545-1668

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

Part I Information About the Partnership

A1 Partnership's employer identification number
69-000099

A2 Reference ID number (see instructions)
Mai69000003

B Partnership's name, address, city, state, and ZIP code
MAI TAI
1-2-3 GINSU CHUO KUO
TOKYO 190-2182
JAPAN

Part II Information About the Partner

C Partner's SSN or TIN (Do not use TIN of a disregarded entity). See instructions.
00-2000202

D1 Name, address, city, state, and ZIP code for partner entered in C. See instructions.
CARLTON ASSET MANAGEMENT LP
1678 HOOVER BLVD
SAN FRANCISCO CA 94101

D2 If partnership interest is owned through a disregarded entity (DE), enter DE's:
TIN _____ Name _____

E Partner's share of profit, loss, capital, and deductions (see Partner's Instr. (Form 1065)):

	Beginning	Ending
Profit	25 %	25 %
Loss	25 %	25 %
Capital	25 %	25 %
Deductions	25 %	25 %

Check if decrease is due to sale or exchange of partnership interest

F Partner's Capital Account Analysis

Beginning capital account	\$ 32,500,438
Capital contributed during the year	\$ 6,362,625
Current year net income (loss)	\$ 9,597,015
Other increase (decrease) (attach explanation)	\$ _____
Withdrawals & distributions	\$ (_____)
Ending capital account	\$ 48,460,078

G Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)

Beginning	\$ _____
Ending	\$ _____

For IRS Use Only

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss) <u>10,229,525</u>	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)		
4a	Guaranteed payments for services		
4b	Guaranteed payments for capital	16	Schedule K-3 is attached if checked <input checked="" type="checkbox"/>
4c	Total guaranteed payments	17	Alternative minimum tax (AMT) items
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
6c	Dividend equivalents	18	Tax-exempt income and nondeductible expenses
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	19	Distributions
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain	20	Other information
10	Net section 1231 gain (loss)		
11	Other income (loss)		
12	Section 179 deduction		
13	Other deductions	21	Foreign taxes paid or accrued <u>632,510</u>
14	Self-employment earnings (loss)		

**SCHEDULE K-2
(Form 8865)**

Partners' Distributive Share Items—International

OMB No. 1545-1668

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865.

▶ Go to www.irs.gov/Form8865 for instructions and the latest information.

2021

Name of partnership

MAI TAI INVESTMENT

Employer identification number (EIN)

69-000099

A Check to indicate the parts of Schedule K-2 that apply.

- 1 Does Part I apply? If "Yes," complete and attach Part I
- 2 Does Part II apply? If "Yes," complete and attach Part II
- 3 Does Part III apply? If "Yes," complete and attach Part III
- 4 Does Part IV apply? If "Yes," complete and attach Part IV
- 5 Does Part V apply? If "Yes," complete and attach Part V
- 6 Does Part VI apply? If "Yes," complete and attach Part VI
- 7 Does Part VII apply? If "Yes," complete and attach Part VII
- 8 Does Part VIII apply? If "Yes," complete and attach Part VIII

	Yes	No
1	✓	
2	✓	
3	✓	
4		✓
5		✓
6		✓
7		✓
8		✓

Part I Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- 1. Gain on personal property sale
- 4. Foreign tax translation
- 7. Form 8858 information
- 10. Partner loan transactions
- 2. Foreign oil and gas taxes
- 5. High-taxed income
- 8. Form 5471 information
- 11. Dual consolidated loss
- 3. Splitter arrangements
- 6. Section 267A disallowed deduction
- 9. Other forms
- 12. Other international items
(attach description and statement)

Part II Foreign Tax Credit Limitation

Section 1—Gross Income

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
1 Sales						
A Security Dealing				45,000,000		45,000,000
B						
C						
2 Gross income from performance of services						
A						
B						
C						
3 Gross rental real estate income						
A						
B						
C						
4 Other gross rental income						
A						
B						
C						

Name of partnership

MAI TAI INVESTMENT

EIN

69-0000099

Part II Foreign Tax Credit Limitation (continued)

Section 1 – Gross Income (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____)		
5 Guaranteed payments							
6 Interest income							
A _____							
B _____							
C _____							
7 Ordinary dividends (exclude amount on line 8)							
A _____							
B _____							
C _____							
8 Qualified dividends							
A _____							
B _____							
C _____							
9 Reserved for future use							
10 Royalties and license fees							
A _____							
B _____							
C _____							
11 Net short-term capital gain							
A _____							
B _____							
C _____							
12 Net long-term capital gain							
A _____							
B _____							
C _____							
13 Collectibles (28%) gain							
A _____							
B _____							
C _____							
14 Unrecaptured section 1250 gain							
A _____							
B _____							
C _____							

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April 29, 2021
DO NOT FILE

Name of partnership

MAI TAI INVESTMENT

EIN

69-0000099

Part II Foreign Tax Credit Limitation (continued)

Section 1 – Gross Income (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____)		
15 Net section 1231 gain							
A _____							
B _____							
C _____							
16 Section 986(c) gain							
17 Section 987 gain							
18 Section 988 gain							
19 Reserved for future use							
A _____							
B _____							
C _____							
20 Other income (see instructions)							
A _____							
B _____							
C _____							
21 Reserved for future use							
A _____							
B _____							
C _____							
22 Reserved for future use							
A _____							
B _____							
C _____							
23 Reserved for future use							
A _____							
B _____							
C _____							
24 Total gross income (combine lines 1 through 23) ▶				45,000,000			45,000,000
A _____							
B _____							
C _____							

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April 29, 2021
DO NOT FILE

Name of partnership

MAI TAI INVESTMENT

EIN

69-0000099

Part II Foreign Tax Credit Limitation *(continued)*

Section 2—Deductions

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____)		
25 Expenses allocable to sales income				4,081,900		4,081,900	
26 Expenses allocable to gross income from performances of services							
27 Net short-term capital loss							
28 Net long-term capital loss							
29 Collectibles loss							
30 Net section 1231 loss							
31 Other losses							
32 Research & experimental (R&E) expenses							
A SIC code							
B SIC code							
C SIC code							
33 Allocable rental expenses—depreciation, depletion, and amortization							
34 Allocable rental expenses—other than depreciation, depletion, and amortization							
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization							
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization							
37 Depreciation not included on line 33 or 35							
38 Charitable contributions							
39 Interest expense specifically allocable under Regulations section 1.861-10(e)							
40 Other interest expense specifically allocable under Regulations section 1.861-10T							
41 Other interest expense—business							
42 Other interest expense—investment							
43 Other interest expense—passive activity							
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32							
45 Foreign taxes not creditable but deductible							

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April 29, 2021
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Name of partnership

MAI TAI INVESTMENT

EIN

69-000099

Part II Foreign Tax Credit Limitation (continued)

Section 2—Deductions (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____)		
46 Section 986(c) loss							
47 Section 987 loss							
48 Section 988 loss							
49 Other allocable deductions (see instructions)							
50 Other apportioned share of deductions (see instructions)							
51 Reserved for future use							
52 Reserved for future use							
53 Reserved for future use							
54 Total deductions (combine lines 25 through 53) ▶				4,081,900			4,081,900
55 Net income (loss) (subtract line 54 from line 24) ▶				40,918,100			40,918,100

Part III Other Information for Preparation of Form 1116 or 1118

Section 1—R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other category income (category code _____) (country code _____)		
1 Gross receipts by SIC code							
A SIC code							
B SIC code							
C SIC code							
D SIC code							
E SIC code							
F SIC code							
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32, enter the following.							
A R&E expense with respect to activity performed in the United States							
(i) SIC code _____ ▶							2A(i)
(ii) SIC code _____ ▶							2A(ii)
(iii) SIC code _____ ▶							2A(iii)
B R&E expense with respect to activity performed outside the United States							
(i) SIC code _____ ▶							2B(i)
(ii) SIC code _____ ▶							2B(ii)
(iii) SIC code _____ ▶							2B(iii)

Name of partnership

MAI TAI INVESTMENT

EIN

69-0000099

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 2—Interest Expense Apportionment Factors

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
1 Total average value of assets						
2 Sections 734(b) and 743(b) adjustment to assets—average value						
3 Assets attracting directly allocable interest expense under Regulations section 1.861-10(e)						
4 Other assets attracting directly allocable interest expense under Regulations section 1.861-10T						
5 Assets excluded from apportionment formula						
6a Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2)						
b Assets attracting business interest expense						
c Assets attracting investment interest expense						
d Assets attracting passive activity interest expense						
7 Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment)						
8 Basis in stock of CFCs (see attachment)						

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April 29, 2021
DO NOT FILE

Section 3—Foreign-Derived Intangible Income (FDII) Deduction Apportionment Factors

Description	(a) U.S. source	Foreign Source			(e) Sourced by partner	(f) Total
		(b) Passive category income	(c) General category income	(d) Other (category code _____) (country code _____)		
1 Foreign-derived gross receipts						
2 Cost of goods sold						
3 Partnership deductions allocable to foreign-derived gross receipts						
4 Other partnership deductions apportioned to foreign-derived gross receipts						

Name of partnership

MAI TAI INVESTMENT

EIN

69-0000099

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 4—Foreign Taxes

Description	(a) Type of tax	(b) Section 951A category income		(c) Foreign branch category income		
		U.S.	Foreign	U.S.	Foreign	Partner
1 Direct (section 901 or 903) foreign taxes: <input checked="" type="checkbox"/> Paid <input type="checkbox"/> Accrued A Section 901 B C D E F	OTHR					
2 Reduction of taxes (total) A Taxes on foreign mineral income B Reserved for future use C International boycott provisions D Failure-to-file penalties E Taxes with respect to splitter arrangements F Taxes on foreign corporate distributions G Other						
3 Foreign tax redeterminations A Related tax year ▶ Date tax paid ▶ B Related tax year ▶ Date tax paid ▶ C Related tax year ▶ Date tax paid ▶						
4 Reserved for future use						
5 Reserved for future use						
6 Reserved for future use						

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April 29, 2021
DO NOT FILE

Name of partnership

MAI TAI INVESTMENT

EIN

69-0000099

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 4—Foreign Taxes (continued)

	(d) Passive category income			(e) General category income			(f) Other (category code _____)	(g) Total
	U.S.	Foreign	Partner	U.S.	Foreign	Partner		
1								
A					2,530,040		JA	2,530,040
B								
C								
D								
E								
F								
2								
A								
B								
C								
D								
E								
F								
G								
3								
A								
B								
C								
4								
5								
6								

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April 29, 2021
DO NOT FILE

Section 5—Other Tax Information

Description	(a) U.S. source	Foreign Source				(f) Other (category code _____) (country code _____)	(g) Sourced by partner	(h) Total
		(b) Section 951A category income	(c) Foreign branch category income	(d) Passive category income	(e) General category income			
1 Section 743(b) positive income adjustment .								
2 Section 743(b) negative income adjustment .								
3 Reserved for future use . .								
4 Reserved for future use . .								

**Schedule K-3
(Form 8865)**

**Partner's Share of Income, Deductions,
Credits, etc.—International**

OMB No. 1545-1668

2021

Department of the Treasury
Internal Revenue Service

For calendar year 2021, or tax year beginning 1 / 1 / 2021, ending 12 / 31 / 2021

▶ See separate instructions.

Information About the Partnership

Information About the Partner

A Partnership's employer identification number (EIN)

69-0000099

C Partner's SSN or Taxpayer Identification Number (TIN) (Do not use the TIN of a disregarded entity. See instructions.)

00-2000202

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

MAI TAI INVESTMENT
1-2-3 GINSU CHUO KUO
TOKYO 190-2182 Japan

D Name, address, city, state, and ZIP code for partner entered in box C. See instructions.

CARLTON ASSET MANAGEMENT LP
1678 HOOVER BLVD
SAN FRANCISCO CA 94101

E Check to indicate the parts of Schedule K-3 that apply.

- 1 Does Part I apply? If "Yes," complete and attach Part I
- 2 Does Part II apply? If "Yes," complete and attach Part II
- 3 Does Part III apply? If "Yes," complete and attach Part III
- 4 Does Part IV apply? If "Yes," complete and attach Part IV
- 5 Does Part V apply? If "Yes," complete and attach Part V
- 6 Does Part VI apply? If "Yes," complete and attach Part VI
- 7 Does Part VII apply? If "Yes," complete and attach Part VII
- 8 Does Part VIII apply? If "Yes," complete and attach Part VIII

	Yes	No
1	✓	
2	✓	
3	✓	
4		✓
5		✓
6		✓
7		✓
8		✓

For IRS Use Only

Name of partnership MAI TAI INVESTMENT	EIN 69-0000099	Name of partner CARLTON ASSET MANAGEMENT LP	SSN or TIN 00-2000202
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Part I Partner's Share of Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- 1. Gain on personal property sale
- 2. Foreign oil and gas taxes
- 3. Splitter arrangements
- 4. Foreign tax translation
- 5. High-taxed income
- 6. Section 267A disallowed deduction
- 7. Form 8868 information
- 8. Form 5471 information
- 9. Other forms
- 10. Partner loan transactions
- 11. Dual consolidated loss
- 12. Other international items (attach description and statement)

Part II Foreign Tax Credit Limitation

Section 1 — Gross Income

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
1 Sales						
A Security Dealing				11,250,000		11,250,000
B						
C						
2 Gross income from performance of services						
A						
B						
C						
3 Gross rental real estate income						
A						
B						
C						
4 Other gross rental income						
A						
B						
C						
5 Guaranteed payments						
6 Interest income						
A						
B						
C						
7 Ordinary dividends (exclude amount on line 8)						
A						
B						
C						

Name of partnership MAI TAI INVESTMENT	EIN 69-0000099	Name of partner CARLTON ASSET MANAGEMENT LP	SSN or TIN 00-2000202
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Part II Foreign Tax Credit Limitation (continued)
Section 1 – Gross Income (continued)

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
8 Qualified dividends						
A						
B						
C						
9 Reserved for future use						
10 Royalties and license fees						
A						
B						
C						
11 Net short-term capital gain						
A						
B						
C						
12 Net long-term capital gain						
A						
B						
C						
13 Collectibles (28%) gain						
A						
B						
C						
14 Unrecaptured section 1250 gain						
A						
B						
C						
15 Net section 1231 gain						
A						
B						
C						

DRAFT AS OF
April 29, 2021
DO NOT FILE

Name of partnership: MAI TAI INVESTMENT
 Name of partner: CARLTON ASSET MANAGEMENT LP
 EIN: 69-0000099
 SSN or TIN: 00-2000202

Part II Foreign Tax Credit Limitation (continued)
Section 1 – Gross Income (continued)

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
16 Section 986(c) gain						
17 Section 987 gain						
18 Section 988 gain						
19 Reserved for future use						
A						
B						
C						
20 Other income (see instructions)						
A						
B						
C						
21 Reserved for future use						
A						
B						
C						
22 Reserved for future use						
A						
B						
C						
23 Reserved for future use						
A						
B						
C						
24 Total gross income (combine lines 1 through 23)			11,250,000			11,250,000
A						
B						
C						

DRAFT AS OF
April 29, 2021
DO NOT FILE

Name of partnership: MAI TAI INVESTMENT
 Name of partner: CARLTON ASSET MANAGEMENT LP
 EIN: 69-0000099
 SSN or TIN: 00-2000202

Part II Foreign Tax Credit Limitation (continued)

Section 2—Deductions

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
25 Expenses allocable to sales income				1,020,475		1,020,475
26 Expenses allocable to gross income from performances of services						
27 Net short-term capital loss						
28 Net long-term capital loss						
29 Collectibles loss						
30 Net section 1231 loss						
31 Other losses						
32 Research & experimental (R&E) expenses						
A SIC code						
B SIC code						
C SIC code						
33 Allocable rental expenses—depreciation, depletion, and amortization						
34 Allocable rental expenses—other than depreciation, depletion, and amortization						
35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization						
36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization						
37 Depreciation not included on line 33 or 35						
38 Charitable contributions						
39 Interest expense specifically allocable under Regulations section 1.861-10(e)						
40 Other interest expense specifically allocable under Regulations section 1.861-10T						
41 Other interest expense—business						
42 Other interest expense—investment						
43 Other interest expense—passive activity						
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32						
45 Foreign taxes not creditable but deductible						

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 April 29, 2021
 DO NOT FILE

Name of partnership: MAI TAI INVESTMENT
 Name of partner: CARLTON ASSET MANAGEMENT LP
 EIN: 69-0000099
 SSN or TIN: 00-2000202

Part II Foreign Tax Credit Limitation (continued)
Section 2—Deductions (continued)

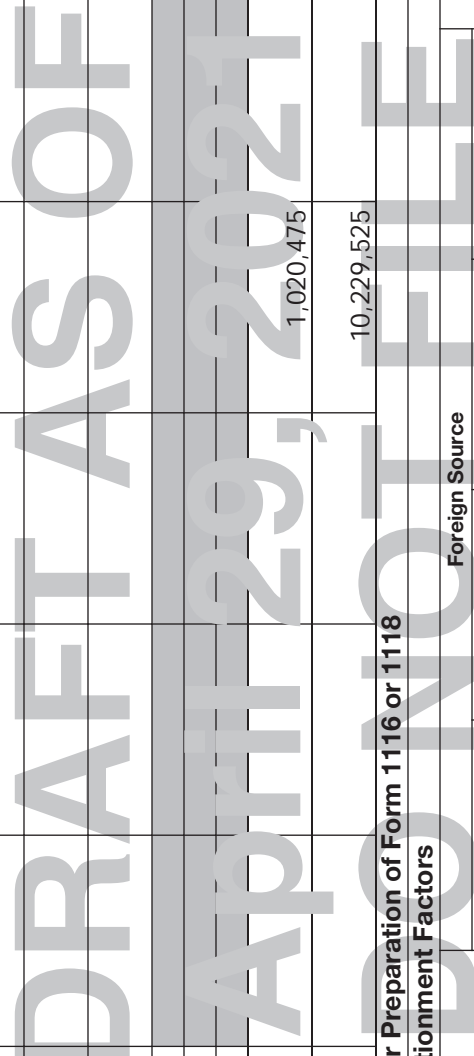
Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
46 Section 986(c) loss						
47 Section 987 loss						
48 Section 988 loss						
49 Other allocable deductions (see instructions)						
50 Other apportioned share of deductions (see instructions)						
51 Reserved for future use						
52 Reserved for future use						
53 Reserved for future use						
54 Total deductions (combine lines 25 through 53)				1,020,475		1,020,475
55 Net income (loss) (subtract line 54 from line 24)				10,229,525		10,229,525

Part III Other Information for Preparation of Form 1116 or 1118
Section 1—R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source			(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income		
1 Gross receipts by SIC code						
A SIC code						
B SIC code						
C SIC code						
D SIC code						
E SIC code						
F SIC code						

2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following.

A R&E expense with respect to activity performed in the United States	(i) SIC code	(ii) SIC code	(iii) SIC code	(f) Sourced by partner	(g) Total
				2A(i)	
				2A(ii)	
				2A(iii)	
B R&E expense with respect to activity performed outside the United States	(i) SIC code	(ii) SIC code	(iii) SIC code	(f) Sourced by partner	(g) Total
				2B(i)	
				2B(ii)	
				2B(iii)	



Name of partnership MAI TAI INVESTMENT	EIN 69-0000099	Name of partner CARLTON ASSET MANAGEMENT LP	SSN or TIN 00-2000202
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Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 2—Interest Expense Apportionment Factors

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____) (country code _____)		
1 Total average value of assets							
2 Sections 734(b) and 743(b) adjustment to assets—average value							
3 Assets attracting directly allocable interest expense under Regulations section 1.861-10(e)							
4 Other assets attracting directly allocable interest expense under Regulations section 1.861-10T							
5 Assets excluded from apportionment formula							
6a Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2)							
b Assets attracting business interest expense							
c Assets attracting investment interest expense							
d Assets attracting passive activity interest expense							
7 Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment)							
8 Basis in stock of CFCs (see attachment)							

Section 3—Foreign-Derived Intangible Income (FDII) Deduction Apportionment Factors

Description	(a) U.S. source	Foreign Source				(e) Sourced by partner	(f) Total
		(b) Passive category income	(c) General category income	(d) Other (category code _____) (country code _____)			
1 Foreign-derived gross receipts							
2 Cost of goods sold							
3 Partnership deductions allocable to foreign-derived gross receipts							
4 Other partnership deductions apportioned to foreign-derived gross receipts							

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April 29, 2021
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Name of partnership MAI TAI INVESTMENT	EIN 69-0000099	Name of partner CARLTON ASSET MANAGEMENT LP	SSN or TIN 00-2000202
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Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 4—Foreign Taxes

Description	(a) Type of tax		(b) Section 951A category income		(c) Foreign branch category income	
	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign
1 Direct (section 901 or 903) foreign taxes: <input checked="" type="checkbox"/> Paid <input type="checkbox"/> Accrued						
A Section 901						
B						
C						
D						
E						
F						
2 Reduction of taxes (total)						
A Taxes on foreign mineral income						
B Reserved for future use						
C International boycott provisions						
D Failure-to-file penalties						
E Taxes with respect to splitter arrangements						
F Taxes on foreign corporate distributions						
G Other						
3 Foreign tax redeterminations						
A						
Related tax year						
Date tax paid ▶						
B						
Related tax year						
Date tax paid ▶						
C						
Related tax year						
Date tax paid ▶						
4 Reserved for future use						
5 Reserved for future use						
6 Reserved for future use						

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 April 29, 2021
 DO NOT FILE

Name of partnership: MAI TAI INVESTMENT
 EIN: 69-0000099
 Name of partner: CARLTON ASSET MANAGEMENT LP
 SSN or TIN: 00-2000202

Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 4—Foreign Taxes (continued)

	(d) Passive category income		(e) General category income		(f) Other (category code _____)	(g) Total
	U.S.	Foreign	U.S.	Foreign		
1						
A				632,510	JA	632,510
B						
C						
D						
E						
F						
2						
A						
B						
C						
D						
E						
F						
G						
3						
A						
B						
C						
4						
5						
6						

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 April 29, 2021
 DO NOT FILE

Section 5—Other Tax Information

Description	(a) U.S. source	Foreign Source				(g) Sourced by partner	(h) Total
		(b) Section 951A category income	(c) Foreign branch category income	(d) Passive category income	(e) General category income		
1 Section 743(b) positive income adjustment							
2 Section 743(b) negative income adjustment							
3 Reserved for future use							
4 Reserved for future use							

Form **8975**

(June 2017)

Department of the Treasury
Internal Revenue Service

Country-by-Country Report

For reporting period beginning 01/01, 2021, and ending 12/31/, 2021

OMB No. 1545-2272

▶ Information about Form 8975 and its separate instructions is at www.irs.gov/form8975.

If this is an amended report, check here

Enter the number of Schedules A (Form 8975) attached to this Form 8975 ▶

Part I Identification of Filer

1a Name of the reporting entity CARLTON ASSET MANAGEMENT LP		1b Reporting role code ULT	1c EIN 00-2000202
2 Number, street, and room or suite no. (if P.O. box, see instructions) 1678 SOUTH HOOVER BLVD			
3a City or town SAN FRANCISCO	3b State or province CA	3c Country, and ZIP or foreign postal code 94101	

Part II Additional Information

Enter any additional information related to the multinational enterprise group.

MULTI-NATIONAL HEDGE FUND PROVIDING INVESTMENT ADVICE AND STRATEGIES.

**SCHEDULE A
(Form 8975)**

(June 2017)

Department of the Treasury
Internal Revenue Service

Tax Jurisdiction and Constituent Entity Information

For reporting period beginning 01/01/, 20 21, and ending 12/31/, 20 21

OMB No. 1545-2272

▶ A separate Schedule A (Form 8975) is to be completed for each tax jurisdiction of the multinational enterprise group.
▶ Information about Schedule A (Form 8975) and its separate instructions is at www.irs.gov/form8975.

Name of the reporting entity

EIN

CARLTON ASSET MANAGEMENT LP

00-2000202

Part I Tax Jurisdiction Information. All financial amounts must be stated in U.S. dollars. See instructions.

Tax jurisdiction

SF

1. Revenues			2. Profit (loss) before income tax	3. Income tax paid (on cash basis)	4. Income tax accrued—current year	5. Stated capital	6. Accumulated earnings	7. Number of employees	8. Tangible assets other than cash and cash equivalents
(a) Unrelated party	(b) Related party	(c) Total							
679,500,000	0	679,500,000	203,850,000	57,078,000	42,808,500	169,875,000	59,456,250	4,300	718,000,000

Part II Constituent Entity Information

1. Constituent entities resident in the tax jurisdiction	2. TIN	3. Tax jurisdiction of organization or incorporation if different from tax jurisdiction of residence	4. Main business activities		
			(a) Activity code	(b) If you entered the code for "Other," describe the business activity	
INTERNATIONAL ADVISORS SOUTH AFRICA* 101 Any Street, Cape Town, South Africa 8001 *Illustrates that schema accepts an address	5134-174-145		CBC506	CBC511	CBC508
ADVISORS UNLIMITED SOUTH AFRICA* 92 Empire Rd, Arboretum, Bloemfontein 9301, S Africa *Illustrates that schema accepts an address	6159-431-015		CBC506	CBC511	CBC508
SOUTH AFRICA MANAGEMENT GROUP* Pinnacle House, 1 Krige St, Cape Town 7441, S Africa *Illustrates that schema accepts an address	5027-77-1116		CBC506	CBC511	CBC508

Part II Constituent Entity Information *(continued)*

1. Constituent entities resident in the tax jurisdiction	2. TIN	3. Tax jurisdiction of organization or incorporation if different from tax jurisdiction of residence	4. Main business activities			
			(a) Activity code			(b) If you entered the code for "Other," describe the business activity

Part III Additional Information

Enter any additional information related to the information reported in Part I and II.

[Activity Code CBC 502 is also applicable.](#)

**SCHEDULE A
(Form 8975)**

(June 2017)

Department of the Treasury
Internal Revenue Service

Tax Jurisdiction and Constituent Entity Information

For reporting period beginning 01/01/, 20 21, and ending 12/31/, 20 21

OMB No. 1545-2272

▶ A separate Schedule A (Form 8975) is to be completed for each tax jurisdiction of the multinational enterprise group.
▶ Information about Schedule A (Form 8975) and its separate instructions is at www.irs.gov/form8975.

Name of the reporting entity

EIN

CARLTON ASSET MANAGEMENT LP

00-2000202

Part I Tax Jurisdiction Information. All financial amounts must be stated in U.S. dollars. See instructions.

Tax jurisdiction

JA

1. Revenues			2. Profit (loss) before income tax	3. Income tax paid (on cash basis)	4. Income tax accrued—current year	5. Stated capital	6. Accumulated earnings	7. Number of employees	8. Tangible assets other than cash and cash equivalents
(a) Unrelated party	(b) Related party	(c) Total							
2,000,000	500,000	2,500,000	750,000	300,000	225,000	625,000	218,750	2	2,250,000

Part II Constituent Entity Information

1. Constituent entities resident in the tax jurisdiction	2. TIN	3. Tax jurisdiction of organization or incorporation if different from tax jurisdiction of residence	4. Main business activities		
			(a) Activity code		(b) If you entered the code for "Other," describe the business activity
INTERNATIONAL ADVISORS TOKYO	5831928391019		CBC506	CBC511	CBC508
JAPAN MANAGEMENT GROUP	7839105738873		CBC506	CBC511	CBC508 Also provides sports management activities

Part II Constituent Entity Information *(continued)*

1. Constituent entities resident in the tax jurisdiction	2. TIN	3. Tax jurisdiction of organization or incorporation if different from tax jurisdiction of residence	4. Main business activities			
			(a) Activity code			(b) If you entered the code for "Other," describe the business activity

Part III Additional Information

Enter any additional information related to the information reported in Part I and II.

Activity Code CBC 502 is also applicable.

**SCHEDULE A
(Form 8975)**

(June 2017)

Department of the Treasury
Internal Revenue Service

Tax Jurisdiction and Constituent Entity Information

For reporting period beginning 01/01/, 20 21, and ending 12/31/, 20 21

OMB No. 1545-2272

▶ A separate Schedule A (Form 8975) is to be completed for each tax jurisdiction of the multinational enterprise group.
▶ Information about Schedule A (Form 8975) and its separate instructions is at www.irs.gov/form8975.

Name of the reporting entity

EIN

CARLTON ASSET MANAGEMENT LP

00-2000202

Part I Tax Jurisdiction Information. All financial amounts must be stated in U.S. dollars. See instructions.

Tax jurisdiction

US

1. Revenues			2. Profit (loss) before income tax	3. Income tax paid (on cash basis)	4. Income tax accrued—current year	5. Stated capital	6. Accumulated earnings	7. Number of employees	8. Tangible assets other than cash and cash equivalents
(a) Unrelated party	(b) Related party	(c) Total							
612,550,000	23,500,000	636,050,000	190,815,000	76,326,000	57,244,500	159,012,500	55,654,375	410	572,445,000

Part II Constituent Entity Information

1. Constituent entities resident in the tax jurisdiction	2. TIN	3. Tax jurisdiction of organization or incorporation if different from tax jurisdiction of residence	4. Main business activities		
			(a) Activity code		(b) If you entered the code for "Other," describe the business activity
CARLTON ASSET MANAGEMENT LP	838291829		CBC506	CBC511	CBC508

Part II **Constituent Entity Information** *(continued)*

1. Constituent entities resident in the tax jurisdiction	2. TIN	3. Tax jurisdiction of organization or incorporation if different from tax jurisdiction of residence	4. Main business activities			
			(a) Activity code			(b) If you entered the code for "Other," describe the business activity

Part III **Additional Information**

Enter any additional information related to the information reported in Part I and II.

[Activity Code CBC 502 is also applicable.](#)

[Regarding CBC609, this only refers to full time local employees, not expatriate employees.](#)
