

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

**U.S. Return of Partnership Income**

OMB No. 1545-0123

For calendar year 2016, or tax year beginning 01/01, 2016, ending 12/31, 2016

**2016**

Information about Form 1065 and its separate instructions is at [www.irs.gov/form1065](http://www.irs.gov/form1065).

<b>A</b> Principal business activity MANAGEMENT	<b>Type or Print</b>	Name of partnership CARLTON ASSETS MANAGEMENT LP	<b>D</b> Employer identification number 00-2000003
<b>B</b> Principal product or service Financial Investment		Number, street, and room or suite no. If a P.O. box, see the instructions. 1678 SOUTH HOOVER BLVD	<b>E</b> Date business started 10/23/1998
<b>C</b> Business code number 523900		City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO CA 94101	<b>F</b> Total assets (see the instructions) \$ 6,275,256

- G** Check applicable boxes: (1)  Initial return (2)  Final return (3)  Name change (4)  Address change (5)  Amended return (6)  Technical termination - also check (1) or (2)
- H** Check accounting method: (1)  Cash (2)  Accrual (3)  Other (specify) ▶
- I** Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶
- J** Check if Schedules C and M-3 are attached

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

<b>Income</b>	<b>1a</b> Gross receipts or sales	<b>1a</b>		
	<b>b</b> Returns and allowances	<b>1b</b>		
	<b>c</b> Balance. Subtract line 1b from line 1a			<b>1c</b>
	<b>2</b> Cost of goods sold (attach Form 1125-A)			<b>2</b>
	<b>3</b> Gross profit. Subtract line 2 from line 1c			<b>3</b>
	<b>4</b> Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			<b>4</b> 10,229,525
	<b>5</b> Net farm profit (loss) (attach Schedule F (Form 1040))			<b>5</b>
	<b>6</b> Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			<b>6</b>
<b>7</b> Other income (loss) (attach statement)			<b>7</b> 400,420,252	
<b>8</b> <b>Total income (loss).</b> Combine lines 3 through 7			<b>8</b> 410,649,777	
<b>Deductions</b> <small>(see the instructions for limitations)</small>	<b>9</b> Salaries and wages (other than to partners) (less employment credits)			<b>9</b> 1,179,658
	<b>10</b> Guaranteed payments to partners			<b>10</b> 561,900
	<b>11</b> Repairs and maintenance			<b>11</b> 8,610
	<b>12</b> Bad debts			<b>12</b>
	<b>13</b> Rent			<b>13</b> 729,654
	<b>14</b> Taxes and licenses			<b>14</b> 871,972
	<b>15</b> Interest			<b>15</b>
	<b>16a</b> Depreciation (if required, attach Form 4562)	<b>16a</b>	62,765	
	<b>b</b> Less depreciation reported on Form 1125-A and elsewhere on return	<b>16b</b>		<b>16c</b> 62,765
	<b>17</b> Depletion ( <b>Do not deduct oil and gas depletion.</b> )			<b>17</b>
	<b>18</b> Retirement plans, etc.			<b>18</b> 345,678
	<b>19</b> Employee benefit programs			<b>19</b>
	<b>20</b> Other deductions (attach statement)			<b>20</b> 398,652
<b>21</b> <b>Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 20.			<b>21</b> 4,158,889	
<b>22</b> <b>Ordinary business income (loss).</b> Subtract line 21 from line 8			<b>22</b> 406,490,888	

**Sign Here**

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

Signature of general partner or limited liability company member manager

Date 04/15/2017

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

**Paid Preparer Use Only**

Print/Type preparer's name JOHN SMITH	Preparer's signature	Date 04/15/2017	Check <input type="checkbox"/> if self-employed	PTIN P00000003
Firm's name ▶ ELECTRIC TAX FILERS INC	Firm's EIN ▶ 69-0000098		Phone no. 555-631-1212	
Firm's address ▶ 1065 EFILE DRIVE ANYTOWN NV 89501				

For Paperwork Reduction Act Notice, see separate instructions.

Cat. No. 11390Z

Form **1065** (2016)

**Schedule B Other Information**

<b>1</b> What type of entity is filing this return? Check the applicable box:	<b>Yes</b>	<b>No</b>		
<b>a</b> <input type="checkbox"/> Domestic general partnership				
<b>b</b> <input checked="" type="checkbox"/> Domestic limited partnership				
<b>c</b> <input type="checkbox"/> Domestic limited liability company				
<b>d</b> <input type="checkbox"/> Domestic limited liability partnership				
<b>e</b> <input type="checkbox"/> Foreign partnership				
<b>f</b> <input type="checkbox"/> Other ►				
<b>2</b> At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person? . . . . .	✓			
<b>3</b> At the end of the tax year:				
<b>a</b> 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>b</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 . . . . .		✓		
<b>4</b> At the end of the tax year, did the partnership:				
<b>a</b> 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	
<b>b</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 . . . . .	✓			
(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
<b>5</b> Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details . . . . .		✓		
<b>6</b> Does the partnership satisfy <b>all four</b> of the following conditions?				
<b>a</b> The partnership's total receipts for the tax year were less than \$250,000.				
<b>b</b> The partnership's total assets at the end of the tax year were less than \$1 million.				
<b>c</b> 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.				
<b>d</b> 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.		✓		
<b>7</b> Is this partnership a publicly traded partnership as defined in section 469(k)(2)? . . . . .		✓		
<b>8</b> During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt? . . . . .		✓		
<b>9</b> Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction? . . . . .		✓		
<b>10</b> At any time during calendar year 2016, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country. ►		✓		

**Schedule B Other Information (continued)**

	Yes	No
<b>11</b> 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 . . . . .		✓
<b>12a</b> 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>b</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 . . . . .		✓
<b>c</b> 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 . . . . .		✓
<b>13</b> 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"/>		
<b>14</b> 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? . . . . .		✓
<b>15</b> If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions ▶		
<b>16</b> 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. ▶		✓
<b>17</b> Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return. ▶		
<b>18a</b> Did you make any payments in 2016 that would require you to file Form(s) 1099? See instructions . . . . .		✓
<b>b</b> If "Yes," did you or will you file required Form(s) 1099? . . . . .		✓
<b>19</b> Enter the number of Form(s) 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return. ▶		
<b>20</b> Enter the number of partners that are foreign governments under section 892. ▶		
<b>21</b> During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)? . . . . .		✓
<b>22</b> Was the partnership a specified domestic entity required to file Form 8938 for the tax year (See the Instructions for Form 8938)? . . . . .		✓

**Designation of Tax Matters Partner** (see instructions)

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

Name of designated TMP	▶ XYZ MANAGEMENT	Identifying number of TMP	▶ 693-00-0003
If the TMP is an entity, name of TMP representative	▶ JUAN MEFILERS	Phone number of TMP	▶ 555-555-5555
Address of designated TMP	▶ 7272 W TRUMAN AVE SACRAMENTO CA 95813		

<b>Schedule K Partners' Distributive Share Items</b>		<b>Total amount</b>	
<b>Income (Loss)</b>	<b>1</b> Ordinary business income (loss) (page 1, line 22)	<b>1</b>	406,490,888
	<b>2</b> Net rental real estate income (loss) (attach Form 8825)	<b>2</b>	
	<b>3a</b> Other gross rental income (loss)	<b>3a</b>	
	<b>b</b> Expenses from other rental activities (attach statement)	<b>3b</b>	
	<b>c</b> Other net rental income (loss). Subtract line 3b from line 3a	<b>3c</b>	
	<b>4</b> Guaranteed payments	<b>4</b>	561,900
	<b>5</b> Interest income	<b>5</b>	36,525
	<b>6</b> Dividends: <b>a</b> Ordinary dividends	<b>6a</b>	
	<b>b</b> Qualified dividends		
	<b>7</b> Royalties	<b>7</b>	
	<b>8</b> Net short-term capital gain (loss) (attach Schedule D (Form 1065))	<b>8</b>	
<b>9a</b> Net long-term capital gain (loss) (attach Schedule D (Form 1065))	<b>9a</b>		
<b>b</b> Collectibles (28%) gain (loss)	<b>9b</b>		
<b>c</b> Unrecaptured section 1250 gain (attach statement)	<b>9c</b>		
<b>10</b> Net section 1231 gain (loss) (attach Form 4797)	<b>10</b>		
<b>11</b> Other income (loss) (see instructions) Type ▶	<b>11</b>		
<b>Deductions</b>	<b>12</b> Section 179 deduction (attach Form 4562)	<b>12</b>	43,332
	<b>13a</b> Contributions	<b>13a</b>	
	<b>b</b> Investment interest expense	<b>13b</b>	
	<b>c</b> Section 59(e)(2) expenditures: <b>(1)</b> Type ▶ <b>(2)</b> Amount ▶	<b>13c(2)</b>	
<b>d</b> Other deductions (see instructions) Type ▶	<b>13d</b>		
<b>Self-Employment</b>	<b>14a</b> Net earnings (loss) from self-employment	<b>14a</b>	407,052,788
	<b>b</b> Gross farming or fishing income	<b>14b</b>	
	<b>c</b> Gross nonfarm income	<b>14c</b>	410,649,777
<b>Credits</b>	<b>15a</b> Low-income housing credit (section 42(j)(5))	<b>15a</b>	
	<b>b</b> Low-income housing credit (other)	<b>15b</b>	
	<b>c</b> Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	<b>15c</b>	
	<b>d</b> Other rental real estate credits (see instructions) Type ▶	<b>15d</b>	
	<b>e</b> Other rental credits (see instructions) Type ▶	<b>15e</b>	
	<b>f</b> Other credits (see instructions) Type ▶	<b>15f</b>	
<b>Foreign Transactions</b>	<b>16a</b> Name of country or U.S. possession ▶ JAPAN		
	<b>b</b> Gross income from all sources	<b>16b</b>	10,229,530
	<b>c</b> Gross income sourced at partner level	<b>16c</b>	
	Foreign gross income sourced at partnership level		
	<b>d</b> Passive category ▶ 10,229,530 <b>e</b> General category ▶ <b>f</b> Other ▶	<b>16f</b>	
	Deductions allocated and apportioned at partner level		
	<b>g</b> Interest expense ▶ <b>h</b> Other ▶	<b>16h</b>	
	Deductions allocated and apportioned at partnership level to foreign source income		
	<b>i</b> Passive category ▶ <b>j</b> General category ▶ <b>k</b> Other ▶	<b>16k</b>	
	<b>l</b> Total foreign taxes (check one): ▶ Paid <input checked="" type="checkbox"/> Accrued <input type="checkbox"/>	<b>16l</b>	630,288
<b>m</b> Reduction in taxes available for credit (attach statement)	<b>16m</b>		
<b>n</b> Other foreign tax information (attach statement)			
<b>Alternative Minimum Tax (AMT) Items</b>	<b>17a</b> Post-1986 depreciation adjustment	<b>17a</b>	
	<b>b</b> Adjusted gain or loss	<b>17b</b>	
	<b>c</b> Depletion (other than oil and gas)	<b>17c</b>	
	<b>d</b> Oil, gas, and geothermal properties—gross income	<b>17d</b>	
	<b>e</b> Oil, gas, and geothermal properties—deductions	<b>17e</b>	
	<b>f</b> Other AMT items (attach statement)	<b>17f</b>	
<b>Other Information</b>	<b>18a</b> Tax-exempt interest income	<b>18a</b>	
	<b>b</b> Other tax-exempt income	<b>18b</b>	
	<b>c</b> Nondeductible expenses	<b>18c</b>	1,111
	<b>19a</b> Distributions of cash and marketable securities	<b>19a</b>	408,202,737
	<b>b</b> Distributions of other property	<b>19b</b>	
	<b>20a</b> Investment income	<b>20a</b>	36,525
<b>b</b> Investment expenses	<b>20b</b>		
<b>c</b> Other items and amounts (attach statement)			

**Analysis of Net Income (Loss)**

<b>1</b>	Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l					<b>1</b>	406,415,693
<b>2</b>	Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other
<b>a</b>	General partners				40,641,569		
<b>b</b>	Limited partners			4,064,157	361,709,967		

		Beginning of tax year				End of tax year	
		(a)	(b)	(c)	(d)		
<b>Schedule L Balance Sheets per Books</b>							
<b>Assets</b>							
<b>1</b>	Cash		5,232,390				6,027,450
<b>2a</b>	Trade notes and accounts receivable						
<b>b</b>	Less allowance for bad debts						
<b>3</b>	Inventories						
<b>4</b>	U.S. government obligations						
<b>5</b>	Tax-exempt securities						
<b>6</b>	Other current assets (attach statement)						
<b>7a</b>	Loans to partners (or persons related to partners)						
<b>b</b>	Mortgage and real estate loans						
<b>8</b>	Other investments (attach statement)						
<b>9a</b>	Buildings and other depreciable assets	1,621,740				1,682,950	
<b>b</b>	Less accumulated depreciation	1,372,379	249,361			1,435,144	247,806
<b>10a</b>	Depletable assets						
<b>b</b>	Less accumulated depletion						
<b>11</b>	Land (net of any amortization)						
<b>12a</b>	Intangible assets (amortizable only)						
<b>b</b>	Less accumulated amortization						
<b>13</b>	Other assets (attach statement)						20,000
<b>14</b>	Total assets		5,481,751				6,275,256
<b>Liabilities and Capital</b>							
<b>15</b>	Accounts payable		1,567,623				3,049,605
<b>16</b>	Mortgages, notes, bonds payable in less than 1 year						
<b>17</b>	Other current liabilities (attach statement)						
<b>18</b>	All nonrecourse loans						540,000
<b>19a</b>	Loans from partners (or persons related to partners)						
<b>b</b>	Mortgages, notes, bonds payable in 1 year or more						
<b>20</b>	Other liabilities (attach statement)						
<b>21</b>	Partners' capital accounts		3,914,128				2,705,651
<b>22</b>	Total liabilities and capital		5,481,751				6,295,256

**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).

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

**Schedule M-2 Analysis of Partners' Capital Accounts**

<b>1</b>	Balance at beginning of year	3,914,128	<b>6</b>	Distributions: <b>a</b> Cash	408,202,737
<b>2</b>	Capital contributed: <b>a</b> Cash		<b>b</b> Property		
	<b>b</b> Property		<b>7</b>	Other decreases (itemize):	
<b>3</b>	Net income (loss) per books	406,974,260	<b>8</b>	Add lines 6 and 7	408,202,737
<b>4</b>	Other increases (itemize):		<b>9</b>	Balance at end of year. Subtract line 8 from line 5	2,705,651
<b>5</b>	Add lines 1 through 4	410,888,388			

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

(Rev. December 2011)  
Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0099

▶ Attach to Form 1065. See instructions on back.

Name of partnership

Carlton Asset Management, LP

Employer identification number (EIN)

00-2000003

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

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, 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 3b)

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

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

**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](http://www.irs.gov/form1065).**

OMB No. 1545-0123

Name of partnership

Carltons Asset Management, LP

Employer identification number

00-2000003

		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-1  
(Form 1065)**

**2016**

Department of the Treasury  
Internal Revenue Service

For calendar year 2016, or tax  
year beginning 01/01, 2016  
ending 12/31, 20 16

**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  
00-2000003

**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 identifying number  
69-3000002

**F** Partner's name, address, city, state, and ZIP code  
**ABC INVESTMENTS**  
**93 OAKS DRIVE**  
**LOS ANGELES CA 90052**

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

**H**  Domestic partner  Foreign partner

**I1** What type of entity is this partner? PARTNERSHIP

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

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

	Beginning	Ending
Profit	<u>89</u> %	<u>89</u> %
Loss	<u>89</u> %	<u>89</u> %
Capital	<u>89</u> %	<u>89</u> %

**K** Partner's share of liabilities at year end:

Nonrecourse . . . . . \$ \_\_\_\_\_

Qualified nonrecourse financing . . . \$ \_\_\_\_\_

Recourse . . . . . \$ \_\_\_\_\_

**L** Partner's capital account analysis:

Beginning capital account . . . . .	\$ <u>3,483,574</u>
Capital contributed during the year . . . . .	\$ _____
Current year increase (decrease) . . . . .	\$ <u>362,207,091</u>
Withdrawals & distributions . . . . .	\$ ( <u>363,300,436</u> )
Ending capital account . . . . .	\$ <u>2,390,229</u>

Tax basis  GAAP  Section 704(b) book

Other (explain)

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

Final K-1  Amended K-1

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

<b>1</b>	Ordinary business income (loss) <b>361,776,890</b>	<b>15</b>	Credits
<b>2</b>	Net rental real estate income (loss)		
<b>3</b>	Other net rental income (loss)	<b>16</b>	Foreign transactions <b>A JAPAN</b>
<b>4</b>	Guaranteed payments		<b>B 9,104,282</b>
<b>5</b>	Interest income <b>32,507</b>		<b>D 9,104,282</b>
<b>6a</b>	Ordinary dividends		<b>L 562,934</b>
<b>6b</b>	Qualified dividends		
<b>7</b>	Royalties		
<b>8</b>	Net short-term capital gain (loss)		
<b>9a</b>	Net long-term capital gain (loss)	<b>17</b>	Alternative minimum tax (AMT) items
<b>9b</b>	Collectibles (28%) gain (loss)		
<b>9c</b>	Unrecaptured section 1250 gain		
<b>10</b>	Net section 1231 gain (loss)	<b>18</b>	Tax-exempt income and nondeductible expenses <b>C 989</b>
<b>11</b>	Other income (loss)		
<b>12</b>	Section 179 deduction <b>38,565</b>	<b>19</b>	Distributions <b>A 363,300,436</b>
<b>13</b>	Other deductions	<b>20</b>	Other information <b>A 32,507</b>
<b>14</b>	Self-employment earnings (loss) <b>A 361,776,890</b> <b>C 365,478,302</b>		

\*See attached statement for additional information.

For IRS Use Only



**Schedule K-1  
(Form 1065)**

**2016**

Department of the Treasury  
Internal Revenue Service

For calendar year 2016, or tax  
year beginning 01/01, 2016  
ending 12/31, 20 16

**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  
00-2000003

**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 identifying number  
69-3000003

**F** Partner's name, address, city, state, and ZIP code  
**XYZ MANAGEMENT**  
**7272 W TRUMAN**  
**SACRAMENTO CA 95813**

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

**H**  Domestic partner  Foreign partner

**I1** What type of entity is this partner? PARTNERSHIP

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

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

	Beginning	Ending
Profit	10 %	10 %
Loss	10 %	10 %
Capital	10 %	10 %

**K** Partner's share of liabilities at year end:

Nonrecourse . . . . . \$ \_\_\_\_\_

Qualified nonrecourse financing . . . \$ \_\_\_\_\_

Recourse . . . . . \$ 358,961

**L** Partner's capital account analysis:

Beginning capital account . . . \$ 391,413

Capital contributed during the year \$ \_\_\_\_\_

Current year increase (decrease) . . . \$ 40,697,426

Withdrawals & distributions . . . \$ ( 40,820,274 )

Ending capital account . . . . . \$ 268,565

Tax basis  GAAP  Section 704(b) book

Other (explain)

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

Final K-1  Amended K-1

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

<b>1</b>	Ordinary business income (loss)	<b>15</b>	Credits
	<b>40,649,089</b>		
<b>2</b>	Net rental real estate income (loss)		
<b>3</b>	Other net rental income (loss)	<b>16</b>	Foreign transactions
			<b>A JAPAN</b>
<b>4</b>	Guaranteed payments		<b>B 1,022,953</b>
	<b>561,900</b>		
<b>5</b>	Interest income		<b>D 1,022,953</b>
	<b>3,653</b>		
<b>6a</b>	Ordinary dividends		<b>L 63,251</b>
<b>6b</b>	Qualified dividends		
<b>7</b>	Royalties		
<b>8</b>	Net short-term capital gain (loss)		
<b>9a</b>	Net long-term capital gain (loss)	<b>17</b>	Alternative minimum tax (AMT) items
<b>9b</b>	Collectibles (28%) gain (loss)		
<b>9c</b>	Unrecaptured section 1250 gain		
<b>10</b>	Net section 1231 gain (loss)	<b>18</b>	Tax-exempt income and nondeductible expenses
<b>11</b>	Other income (loss)		<b>C 111</b>
<b>12</b>	Section 179 deduction		<b>A 40,820,274</b>
	<b>4,334</b>		
<b>13</b>	Other deductions		<b>A 3,653</b>
<b>14</b>	Self-employment earnings (loss)		
	<b>A 41,210,989</b>		
	<b>C 41,064,977</b>		

\*See attached statement for additional information.

For IRS Use Only

**Schedule K-1  
(Form 1065)**

**2016**

Department of the Treasury  
Internal Revenue Service

For calendar year 2016, or tax  
year beginning 01/01, 2016  
ending 12/31, 20 16

**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  
00-2000003

**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 identifying number  
990-00-0001

**F** Partner's name, address, city, state, and ZIP code  
**TAXPAYER B1**  
**888 NW PEACH STREET**  
**SAN FRANCISCO CA 94101**

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

**H**  Domestic partner  Foreign partner

**I1** What type of entity is this partner? 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	<u>1</u> %	<u>1</u> %
Loss	<u>1</u> %	<u>1</u> %
Capital	<u>1</u> %	<u>1</u> %

**K** Partner's share of liabilities at year end:

Nonrecourse . . . . . \$ \_\_\_\_\_

Qualified nonrecourse financing . . . \$ \_\_\_\_\_

Recourse . . . . . \$ \_\_\_\_\_

**L** Partner's capital account analysis:

Beginning capital account . . . . .	\$	<u>39,141</u>
Capital contributed during the year . . . . .	\$	_____
Current year increase (decrease) . . . . .	\$	<u>4,089,743</u>
Withdrawals & distributions . . . . .	\$ (	<u>4,082,027</u> )
Ending capital account . . . . .	\$	<u>46,857</u>

Tax basis  GAAP  Section 704(b) book

Other (explain)

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

Final K-1  Amended K-1

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

<b>1</b>	Ordinary business income (loss)	<b>15</b>	Credits
	<b>4,064,909</b>		
<b>2</b>	Net rental real estate income (loss)		
<b>3</b>	Other net rental income (loss)	<b>16</b>	Foreign transactions
			<b>A JAPAN</b>
<b>4</b>	Guaranteed payments		<b>B 102,295</b>
<b>5</b>	Interest income	<b>365</b>	<b>D 102,295</b>
<b>6a</b>	Ordinary dividends		<b>L 65,325</b>
<b>6b</b>	Qualified dividends		
<b>7</b>	Royalties		
<b>8</b>	Net short-term capital gain (loss)		
<b>9a</b>	Net long-term capital gain (loss)	<b>17</b>	Alternative minimum tax (AMT) items
<b>9b</b>	Collectibles (28%) gain (loss)		
<b>9c</b>	Unrecaptured section 1250 gain		
<b>10</b>	Net section 1231 gain (loss)	<b>18</b>	Tax-exempt income and nondeductible expenses
<b>11</b>	Other income (loss)		<b>C 11</b>
<b>12</b>	Section 179 deduction	<b>433</b>	<b>19</b> Distributions
			<b>A 4,082,027</b>
<b>13</b>	Other deductions		<b>20</b> Other information
			<b>A 365</b>
<b>14</b>	Self-employment earnings (loss)		
	<b>A 4,064,909</b>		
	<b>C 4,106,498</b>		

\*See attached statement for additional information.

For IRS Use Only

SCHEDULE M-3 (Form 1065)

Net Income (Loss) Reconciliation for Certain Partnerships

OMB No. 1545-0123

2016

Department of the Treasury Internal Revenue Service

Attach to Form 1065 or Form 1065-B.

Information about Schedule M-3 (Form 1065) and its instructions is at www.irs.gov/form1065.

Name of partnership

CARLTON ASSET MANAGEMENT LP

Employer identification number

00-2000003

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 [X] The amount of the partnership's adjusted total assets for the tax year is equal to \$10 million or more.
C [X] The amount of total receipts for the tax year is equal to \$35 million or more.
D An entity that is a reportable entity partner with respect to the partnership owns or is deemed to own an interest of 50 percent or more in the partnership's capital, profit, or loss, on any day during the tax year of the partnership.

Table with 3 columns: 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?
b Did the partnership prepare a certified audited non-tax-basis income statement for that period?
c Did the partnership prepare a non-tax-basis income statement for that period?
2 Enter the income statement period: Beginning 01 / 01 / 2016 Ending 12 / 31 / 2016
3a Has the partnership's income statement been restated for the income statement period on line 2?
b Has the partnership's income statement been restated for any of the five income statement periods immediately preceding the period on line 2?

Table with 2 columns: Description and Amount. Rows include 4a Worldwide consolidated net income (loss) from income statement source identified in Part I, line 1 (406,974,260), 5a-7b Net income/loss from nonincludible foreign and U.S. entities, 8-10 Adjustments to reconciling income statement period to tax year, and 11 Net income (loss) per income statement of the partnership (406,974,260).

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:

Table with 3 columns: Description, Total Assets, Total Liabilities. Rows include a Included on Part I, line 4 (6,275,256 / 3,589,605), b Removed on Part I, line 5, c Removed on Part I, line 6, and d Included on Part I, line 7.

Name of partnership <b>CARLTON ASSET MANAGEMENT LP</b>	Employer identification number 00-2000003
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**Part II Reconciliation of Net Income (Loss) per Income Statement of Partnership With Income (Loss) per Return**

	(a) Income (Loss) per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Income (Loss) per Tax Return
<i>(Attach statements for lines 1 through 10)</i>				
<b>1</b> Income (loss) from equity method foreign corporations				
<b>2</b> Gross foreign dividends not previously taxed . . . . .				
<b>3</b> Subpart F, QEF, and similar income inclusions . . . . .				
<b>4</b> Gross foreign distributions previously taxed . . . . .				
<b>5</b> Income (loss) from equity method U.S. corporations				
<b>6</b> U.S. dividends . . . . .				
<b>7</b> Income (loss) from U.S. partnerships . . . . .				
<b>8</b> Income (loss) from foreign partnerships . . . . .	10,229,525			10,229,525
<b>9</b> Income (loss) from other pass-through entities . . . . .				
<b>10</b> Items relating to reportable transactions . . . . .				
<b>11</b> Interest income (see instructions) . . . . .				
<b>12</b> Total accrual to cash adjustment . . . . .				
<b>13</b> Hedging transactions . . . . .				
<b>14</b> Mark-to-market income (loss) . . . . .				
<b>15</b> Cost of goods sold (see instructions) . . . . .	( )			( )
<b>16</b> Sale versus lease (for sellers and/or lessors) . . . . .				
<b>17</b> Section 481(a) adjustments . . . . .				
<b>18</b> Unearned/deferred revenue . . . . .				
<b>19</b> Income recognition from long-term contracts . . . . .				
<b>20</b> Original issue discount and other imputed interest . . . . .				
<b>21a</b> Income statement gain/loss on sale, exchange, abandonment, worthlessness, or other disposition of assets other than inventory and pass-through entities . . . . .				
<b>b</b> Gross capital gains from Schedule D, excluding amounts from pass-through entities . . . . .				
<b>c</b> Gross capital losses from Schedule D, excluding amounts from pass-through entities, abandonment losses, and worthless stock losses . . . . .				
<b>d</b> Net gain/loss reported on Form 4797, line 17, excluding amounts from pass-through entities, abandonment losses, and worthless stock losses . . . . .				
<b>e</b> Abandonment losses . . . . .				
<b>f</b> Worthless stock losses (attach statement) . . . . .				
<b>g</b> Other gain/loss on disposition of assets other than inventory . . . . .				
<b>22</b> Other income (loss) items with differences (attach statement)				
<b>23 Total income (loss) items.</b> Combine lines 1 through 22 . . . . .	10,229,525			10,229,525
<b>24 Total expense/deduction items.</b> (From Part III, line 31) (see instructions) . . . . .	(2,222)		(560,789)	(560,789)
<b>25</b> Other items with no differences . . . . .	396,746,957			396,746,957
<b>26 Reconciliation totals.</b> Combine lines 23 through 25	406,974,260		(560,789)	406,415,693

**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 <b>CARLTON ASSET MANAGEMENT LP</b>	Employer identification number 00-2000003
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**Part III Reconciliation of Net Income (Loss) per Income Statement of Partnership With Income (Loss) per Return—Expense/Deduction Items**

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

Form **4562**  
Department of the Treasury  
Internal Revenue Service (99)

### Depreciation and Amortization (Including Information on Listed Property)

OMB No. 1545-0172

**2016**  
Attachment  
Sequence No. **179**

▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at [www.irs.gov/form4562](http://www.irs.gov/form4562).

Name(s) shown on return <b>CARLTON ASSET MANAGEMENT LP</b>	Business or activity to which this form relates <b>CARLTON ASSET MANAGEMENT LP</b>	Identifying number <b>00-2000003</b>
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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.

<b>1</b> Maximum amount (see instructions)	<b>1</b>	500,000
<b>2</b> Total cost of section 179 property placed in service (see instructions)	<b>2</b>	43,332
<b>3</b> Threshold cost of section 179 property before reduction in limitation (see instructions)	<b>3</b>	2,000,000
<b>4</b> Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	<b>4</b>	
<b>5</b> Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	<b>5</b>	500,000
<b>6</b> (a) Description of property	(b) Cost (business use only)	(c) Elected cost
OFFICE EQUIPMENT	23,456	23,456
FURNITURE/FIXTURES	19,876	19,876
<b>7</b> Listed property. Enter the amount from line 29	<b>7</b>	
<b>8</b> Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	<b>8</b>	43,332
<b>9</b> Tentative deduction. Enter the smaller of line 5 or line 8	<b>9</b>	43,332
<b>10</b> Carryover of disallowed deduction from line 13 of your 2015 Form 4562	<b>10</b>	
<b>11</b> Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	<b>11</b>	500,000
<b>12</b> Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	<b>12</b>	43,332
<b>13</b> Carryover of disallowed deduction to 2017. Add lines 9 and 10, less line 12 ▶	<b>13</b>	

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.)

<b>14</b> Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	<b>14</b>	
<b>15</b> Property subject to section 168(f)(1) election	<b>15</b>	
<b>16</b> Other depreciation (including ACRS)	<b>16</b>	43,766

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

##### Section A

<b>17</b> MACRS deductions for assets placed in service in tax years beginning before 2016	<b>17</b>	18,999
<b>18</b> 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 2016 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
<b>19a</b> 3-year property						
<b>b</b> 5-year property						
<b>c</b> 7-year property						
<b>d</b> 10-year property						
<b>e</b> 15-year property						
<b>f</b> 20-year property						
<b>g</b> 25-year property			25 yrs.		S/L	
<b>h</b> Residential rental property			27.5 yrs.	MM	S/L	
<b>i</b> Nonresidential real property			27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	
				MM	S/L	

##### Section C—Assets Placed in Service During 2016 Tax Year Using the Alternative Depreciation System

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

#### Part IV Summary (See instructions.)

<b>21</b> Listed property. Enter amount from line 28	<b>21</b>	
<b>22</b> 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	<b>22</b>	62,765
<b>23</b> For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	<b>23</b>	

For Paperwork Reduction Act Notice, see separate instructions.

Cat. No. 12906N

Form **4562** (2016)



Form 4562 (2016)

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, 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? 24b If "Yes," is the evidence written?

Table with 10 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost. Includes rows 25-29.

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.

Table with 6 main columns for vehicles (a-f) and 6 rows (30-35) for mileage and availability questions.

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).

Table with 2 columns (Yes/No) and 5 rows (37-41) for employer questions regarding vehicle use policies.

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

Table with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Includes rows 42-44.

Form **8865**

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

OMB No. 1545-1668

**2016**

Department of the Treasury  
Internal Revenue Service

▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning 01/01, 2016, and ending 12/31, 2016

Attachment  
Sequence No. **118**

Name of person filing this return: **CARLTON ASSET MANAGEMENT LP** Filer's identifying number: **00-2000003**

Filer's address (if you are not 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**, 2016, and ending **12/31**, 2016  
C Filer's share of liabilities: Nonrecourse \$ **4,800,000** 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) Identifying 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**  
2(a) EIN (if any): **69-0000099**  
2(b) Reference ID number (see instr.): **Mai69000003**  
3 Country under whose laws organized: **JAPAN**

4 Date of organization: <b>9/13/12</b>	5 Principal place of business: <b>JAPAN</b>	6 Principal business activity code number: <b>523110</b>	7 Principal business activity: <b>SECURITY DEALING</b>	8a Functional currency: <b>YEN</b>	8b Exchange rate (see instr.): <b>0.8739</b>
--	---	--	--	------------------------------------	--

H Provide the following information for the foreign partnership's tax year:  
1 Name, address, and identifying number of agent (if any) in the United States  
2 Check if the foreign partnership must file:  
 Form 1042  Form 8804  Form 1065 or 1065-B  
Service Center where Form 1065 or 1065-B 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 Were any special allocations made by the foreign partnership?  Yes  No  
6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) \_\_\_\_\_  
7 How is this partnership classified under the law of the country in which it is organized? \_\_\_\_\_  
8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is 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 8b.  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  
9 Does this partnership meet both of the following requirements?  
• The partnership's total receipts for the tax year were less than \$250,000 and  
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.  
If "Yes," do not complete Schedules L, M-1, and M-2.  Yes  No

Sign Here Only if You Are 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: \_\_\_\_\_  
Print/Type preparer's name: **JOHN SMITH** Preparer's signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Check  if self-employed PTIN: **P00000003**  
Firm's name: **ELECTRONIC TAX FILERS** Firm's EIN: **69-0000098**  
Firm's address: **123 ANY STREET ANYTOWN NV 89501** 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 identifying 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	Identifying number (if any)	Check if foreign person	Check if direct partner
CARLTON ASSET MANAGEMENT LP	1678 S HOOVER BLVD SAN FRANCISCO CA 94101	00-2000003		✓

**Schedule A-1 Certain Partners of Foreign Partnership** (see instructions)

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

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

**Schedule A-2**

**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.

<b>Income</b>	<b>1a</b> Gross receipts or sales	<b>1a</b>	50,000,000		
	<b>b</b> Less returns and allowances	<b>1b</b>		<b>1c</b>	50,000,000
	<b>2</b> Cost of goods sold			<b>2</b>	5,000,000
	<b>3</b> Gross profit. Subtract line 2 from line 1c			<b>3</b>	45,000,000
	<b>4</b> Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			<b>4</b>	
	<b>5</b> Net farm profit (loss) (attach Schedule F (Form 1040))			<b>5</b>	
	<b>6</b> Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			<b>6</b>	
	<b>7</b> Other income (loss) (attach statement)			<b>7</b>	
<b>8</b> <b>Total income (loss).</b> Combine lines 3 through 7			<b>8</b>	45,000,000	
<b>Deductions</b> (see instructions for limitations)	<b>9</b> Salaries and wages (other than to partners) (less employment credits)			<b>9</b>	2,000,000
	<b>10</b> Guaranteed payments to partners			<b>10</b>	
	<b>11</b> Repairs and maintenance			<b>11</b>	
	<b>12</b> Bad debts			<b>12</b>	
	<b>13</b> Rent			<b>13</b>	2,081,900
	<b>14</b> Taxes and licenses			<b>14</b>	
	<b>15</b> Interest			<b>15</b>	
	<b>16a</b> Depreciation (if required, attach Form 4562)	<b>16a</b>			
	<b>b</b> Less depreciation reported elsewhere on return	<b>16b</b>		<b>16c</b>	
	<b>17</b> Depletion ( <b>Do not</b> deduct oil and gas depletion.)			<b>17</b>	
	<b>18</b> Retirement plans, etc.			<b>18</b>	
	<b>19</b> Employee benefit programs			<b>19</b>	
	<b>20</b> Other deductions (attach statement)			<b>20</b>	
	<b>21</b> <b>Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 20			<b>21</b>	4,081,900
<b>22</b> <b>Ordinary business income (loss)</b> from trade or business activities. Subtract line 21 from line 8			<b>22</b>	40,918,100	

<b>Schedule K</b>		<b>Partners' Distributive Share Items</b>		<b>Total amount</b>	
<b>Income (Loss)</b>	<b>1</b>	Ordinary business income (loss) (page 2, line 22)		<b>1</b>	40,918,100
	<b>2</b>	Net rental real estate income (loss) (attach Form 8825)		<b>2</b>	
	<b>3a</b>	Other gross rental income (loss)	<b>3a</b>		
	<b>b</b>	Expenses from other rental activities (attach statement)	<b>3b</b>		
	<b>c</b>	Other net rental income (loss). Subtract line 3b from line 3a		<b>3c</b>	
	<b>4</b>	Guaranteed payments		<b>4</b>	
	<b>5</b>	Interest income		<b>5</b>	
	<b>6</b>	Dividends: <b>a</b> Ordinary dividends		<b>6a</b>	
		<b>b</b> Qualified dividends	<b>6b</b>		
	<b>7</b>	Royalties		<b>7</b>	
	<b>8</b>	Net short-term capital gain (loss) (attach Schedule D (Form 1065))		<b>8</b>	
<b>9a</b>	Net long-term capital gain (loss) (attach Schedule D (Form 1065))		<b>9a</b>		
	<b>b</b> Collectibles (28%) gain (loss)	<b>9b</b>			
	<b>c</b> Unrecaptured section 1250 gain (attach statement)	<b>9c</b>			
<b>10</b>	Net section 1231 gain (loss) (attach Form 4797)		<b>10</b>		
<b>11</b>	Other income (loss) (see instructions) Type ▶		<b>11</b>		
<b>Deductions</b>	<b>12</b>	Section 179 deduction (attach Form 4562)		<b>12</b>	
	<b>13a</b>	Contributions		<b>13a</b>	
	<b>b</b>	Investment interest expense		<b>13b</b>	
	<b>c</b>	Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶		<b>13c(2)</b>	
	<b>d</b> Other deductions (see instructions) Type ▶		<b>13d</b>		
<b>Self-Employment</b>	<b>14a</b>	Net earnings (loss) from self-employment		<b>14a</b>	
	<b>b</b>	Gross farming or fishing income		<b>14b</b>	
	<b>c</b>	Gross nonfarm income		<b>14c</b>	
<b>Credits</b>	<b>15a</b>	Low-income housing credit (section 42(j)(5))		<b>15a</b>	
	<b>b</b>	Low-income housing credit (other)		<b>15b</b>	
	<b>c</b>	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)		<b>15c</b>	
	<b>d</b>	Other rental real estate credits (see instructions) Type ▶		<b>15d</b>	
	<b>e</b>	Other rental credits (see instructions) Type ▶		<b>15e</b>	
	<b>f</b>	Other credits (see instructions) Type ▶		<b>15f</b>	
<b>Foreign Transactions</b>	<b>16a</b>	Name of country or U.S. possession ▶		<b>16a</b>	
	<b>b</b>	Gross income from all sources		<b>16b</b>	40,918,100
	<b>c</b>	Gross income sourced at partner level		<b>16c</b>	
		Foreign gross income sourced at partnership level			
	<b>d</b>	Passive category ▶	<b>e</b> General category ▶	<b>f</b> Other (attach statement) ▶	<b>16f</b>
		Deductions allocated and apportioned at partner level			
	<b>g</b>	Interest expense ▶	<b>h</b> Other ▶		<b>16h</b>
		Deductions allocated and apportioned at partnership level to foreign source income			
	<b>i</b>	Passive category ▶	<b>j</b> General category ▶	<b>k</b> Other (attach statement) ▶	<b>16k</b>
	<b>l</b>	Total foreign taxes (check one): <input checked="" type="checkbox"/> Paid <input type="checkbox"/> Accrued		<b>16l</b>	2,530,040
<b>m</b>	Reduction in taxes available for credit (attach statement)		<b>16m</b>		
<b>n</b>	Other foreign tax information (attach statement)				
<b>Alternative Minimum Tax (AMT) items</b>	<b>17a</b>	Post-1986 depreciation adjustment		<b>17a</b>	
	<b>b</b>	Adjusted gain or loss		<b>17b</b>	
	<b>c</b>	Depletion (other than oil and gas)		<b>17c</b>	
	<b>d</b>	Oil, gas, and geothermal properties—gross income		<b>17d</b>	
	<b>e</b>	Oil, gas, and geothermal properties—deductions		<b>17e</b>	
	<b>f</b>	Other AMT items (attach statement)		<b>17f</b>	
<b>Other Information</b>	<b>18a</b>	Tax-exempt interest income		<b>18a</b>	
	<b>b</b>	Other tax-exempt income		<b>18b</b>	
	<b>c</b>	Nondeductible expenses		<b>18c</b>	
	<b>19a</b>	Distributions of cash and marketable securities		<b>19a</b>	
	<b>b</b>	Distributions of other property		<b>19b</b>	
	<b>20a</b>	Investment income		<b>20a</b>	
	<b>b</b>	Investment expenses		<b>20b</b>	
<b>c</b>	Other items and amounts (attach statement)				

**Schedule L Balance Sheets per Books.** (Not required if Item H9, page 1, is answered "Yes.")

	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
<b>Assets</b>				
<b>1</b> Cash . . . . .		1,750		2,250
<b>2a</b> Trade notes and accounts receivable . . . . .	27,000,000		14,000,000	
<b>b</b> Less allowance for bad debts . . . . .		27,000,000		14,000,000
<b>3</b> Inventories . . . . .				
<b>4</b> U.S. government obligations . . . . .				
<b>5</b> Tax-exempt securities . . . . .				
<b>6</b> Other current assets (attach statement) . . . . .				
<b>7a</b> Loans to partners (or persons related to partners) . . . . .				
<b>b</b> Mortgage and real estate loans . . . . .				
<b>8</b> Other investments (attach statement) . . . . .				
<b>9a</b> Buildings and other depreciable assets . . . . .	115,000,000		187,000,000	
<b>b</b> Less accumulated depreciation . . . . .	11,000,000	104,000,000	3,081,900	183,918,100
<b>10a</b> Depletable assets . . . . .				
<b>b</b> Less accumulated depletion . . . . .				
<b>11</b> Land (net of any amortization) . . . . .				
<b>12a</b> Intangible assets (amortizable only) . . . . .				
<b>b</b> Less accumulated amortization . . . . .				
<b>13</b> Other assets (attach statement) . . . . .				
<b>14 Total assets</b> . . . . .		131,001,750		197,920,350
<b>Liabilities and Capital</b>				
<b>15</b> Accounts payable . . . . .		1,000,000		
<b>16</b> Mortgages, notes, bonds payable in less than 1 year . . . . .				
<b>17</b> Other current liabilities (attach statement) . . . . .				
<b>18</b> All nonrecourse loans . . . . .				
<b>19a</b> Loans from partners (or persons related to partners) . . . . .				
<b>b</b> Mortgages, notes, bonds payable in 1 year or more . . . . .				
<b>20</b> Other liabilities (attach statement) . . . . .				
<b>21</b> Partners' capital accounts . . . . .		130,001,750		196,420,350
<b>22 Total liabilities and capital</b> . . . . .		131,001,750		197,920,350

**Schedule M Balance Sheets for Interest Allocation**

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

**Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return.** (Not required if Item H9, page 1, is answered "Yes.")

<b>1</b> Net income (loss) per books . . . . .	40,968,100	<b>6</b> Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
<b>2</b> Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize):		<b>a</b> Tax-exempt interest \$ . . . . .	
<b>3</b> Guaranteed payments (other than health insurance) . . . . .		<b>7</b> Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
<b>4</b> Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		<b>a</b> Depreciation \$ . . . . . 50,000	
<b>a</b> Depreciation \$ . . . . .		<b>b</b> Travel and entertainment \$ . . . . .	50,000
<b>b</b> Travel and entertainment \$ . . . . .		<b>8</b> Add lines 6 and 7 . . . . .	50,000
<b>5</b> Add lines 1 through 4 . . . . .	40,968,100	<b>9</b> Income (loss). Subtract line 8 from line 5 . . . . .	40,918,100

**Schedule M-2 Analysis of Partners' Capital Accounts.** (Not required if Item H9, page 1, is answered "Yes.")

<b>1</b> Balance at beginning of year . . . . .	130,001,750	<b>6</b> Distributions: <b>a</b> Cash . . . . .	
<b>2</b> Capital contributed:		<b>b</b> Property . . . . .	
<b>a</b> Cash . . . . .	9,450,500	<b>7</b> Other decreases (itemize):	
<b>b</b> Property . . . . .	16,000,000	. . . . .	
<b>3</b> Net income (loss) per books . . . . .	40,968,100	. . . . .	
<b>4</b> Other increases (itemize):		<b>8</b> Add lines 6 and 7 . . . . .	
. . . . .		<b>9</b> Balance at end of year. Subtract line 8 from line 5 . . . . .	196,420,350
<b>5</b> Add lines 1 through 4 . . . . .	196,420,350		

**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)
<b>1</b> Sales of inventory . . . . .				
<b>2</b> Sales of property rights (patents, trademarks, etc.)				
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services . . . . .				
<b>4</b> Commissions received . . . . .				
<b>5</b> Rents, royalties, and license fees received . . . . .				
<b>6</b> Distributions received . . . . .				
<b>7</b> Interest received . . . . .				
<b>8</b> Other . . . . .				
<b>9</b> Add lines 1 through 8 . . . . .				
<b>10</b> Purchases of inventory . . . . .				
<b>11</b> Purchases of tangible property other than inventory				
<b>12</b> Purchases of property rights (patents, trademarks, etc.)				
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services . . . . .				
<b>14</b> Commissions paid . . . . .				
<b>15</b> Rents, royalties, and license fees paid . . . . .				
<b>16</b> Distributions paid . . . . .				
<b>17</b> Interest paid . . . . .				
<b>18</b> Other . . . . .				
<b>19</b> Add lines 10 through 18 . . . . .				
<b>20</b> Amounts borrowed (enter the maximum loan balance during the year). See instructions . . . . .				
<b>21</b> Amounts loaned (enter the maximum loan balance during the year). See instructions . . . . .				

DRAFT AS OF  
June 9, 2016  
DO NOT FILE

**SCHEDULE O  
(Form 8865)**

**Transfer of Property to a Foreign Partnership  
(under section 6038B)**

OMB No. 1545-1668

**2016**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 8865. See Instructions for Form 8865.**  
▶ **Information about Schedule O (Form 8865) and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**

Name of transferor CARLTON ASSET MANAGEMENT LP		Filer's identifying number 00-2000003
Name of foreign partnership MAI TAI INVESTMENTS	EIN (if any) 69-0000099	Reference ID number (see instructions) Mai6900003

**Part I Transfers Reportable Under Section 6038B**

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash							
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business	08/08/2016	4	12,345,000	16,000,000			25
Intangible property							
Other property							

**Supplemental Information Required To Be Reported** (see instructions):

**Part II Dispositions Reportable Under Section 6038B**

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?  Yes  No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Cat. No. 25909U

Schedule O (Form 8865) 2016