

VIRGINIA MEZZANINE AND PREFERRED  
SELECT, LLC  
999 WATERSIDE DRIVE, SUITE 2300  
NORFOLK, VA 23510

RANDI GORDON  
5713 WARD AVENUE  
VIRGINIA BEACH, VA 23455

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VIRGINIA MEZZANINE AND PREFERRED  
SELECT, LLC  
999 WATERSIDE DRIVE, SUITE 2300  
NORFOLK, VA 23510  
757-640-0800

RANDI GORDON  
5713 WARD AVENUE  
VIRGINIA BEACH, VA 23455

DEAR MEMBER:

ATTACHED IS YOUR COPY OF THE 2022 PARTNERSHIP FORM 1065 SCHEDULE K-1 AND SCHEDULE K-3. THESE SCHEDULES SUMMARIZE YOUR INFORMATION FROM THE PARTNERSHIP. THIS INFORMATION HAS BEEN PROVIDED TO THE INTERNAL REVENUE SERVICE WITH THE U.S. PARTNERSHIP RETURN OF INCOME, FORM 1065 AND SCHEDULE K-2. THE INFORMATION PROVIDED ON THESE SCHEDULES SHOULD BE ENTERED ON YOUR TAX RETURN, IN ACCORDANCE WITH THE INSTRUCTIONS FOR THE SCHEDULES K-1 AND K-3.

SCHEDULE K-3 COVERS A NUMBER OF TOPICS, SOME OF WHICH ARE RELEVANT TO INVESTORS OF THIS PARTNERSHIP AND SOME OF WHICH ARE NOT. TO THE EXTENT ANY SECTIONS OF THE SCHEDULE K-3 WERE DEEMED NOT APPLICABLE TO THE PARTNERS OF THIS PARTNERSHIP, THOSE PAGES OF THE FORM WERE EXCLUDED FROM YOUR INVESTOR PACKAGE.

THE FOOTNOTES AND STATEMENTS PROVIDE DISCLOSURES REQUIRED BY IRS REGULATIONS. THE TAX POSITIONS TAKEN BY THE PARTNERSHIP SHOULD NOT BE CONSTRUED AS TAX ADVICE. CONSULT YOUR TAX ACCOUNTANT REGARDING THESE STATEMENTS AND PROVIDE A COPY OF THESE SCHEDULES TO YOUR TAX RETURN PREPARER WITH YOUR OTHER TAX INFORMATION.

**PLEASE REVIEW THIS DOCUMENT CAREFULLY. IF YOU BELIEVE CORRECTIONS ARE REQUIRED, PLEASE CONTACT US NO LATER THAN MAY 15, 2023.**

FOR QUESTIONS REGARDING THIS TAX DOCUMENT, PLEASE REFERENCE THE FREQUENTLY ASKED QUESTIONS (FAQ) ON THE INVESTOR PORTAL. TO ACCESS THE INVESTOR PORTAL, GO TO [WWW.HARBORGROUPOINT.COM](http://WWW.HARBORGROUPOINT.COM), CLICK ON "INVESTORS". IF YOU NEED ASSISTANCE TO ACTIVATE OR LOG IN TO YOUR PORTAL ACCOUNT, OR NEED CORRECTIONS TO YOUR K-1, PLEASE CONTACT:

IN THE U.S.:  
STEVEN HEATHERLY  
(757) 333-4985  
[SHEATHERLY@HARBORG.COM](mailto:SHEATHERLY@HARBORG.COM)

IN ISRAEL:  
LAUREN NOAH  
(03) 753-8400  
[LNOAH@HARBORG.COM](mailto:LNOAH@HARBORG.COM)

WE THANK YOU FOR THE OPPORTUNITY TO SERVE YOU.

VERY TRULY YOURS,

VIRGINIA MEZZANINE AND PREFERRED

Schedule K-1  
(Form 1065)Department of the Treasury  
Internal Revenue Service

2022

For calendar year 2022, or tax year

☐ Final K-1☐ Amended K-1

OMB No. 1545-0123

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

See separate instructions.

## Part I Information About the Partnership

A Partnership's employer identification number  
83-2946673B Partnership's name, address, city, state, and ZIP code  
VIRGINIA MEZZANINE AND PREFERRED  
SELECT, LLC  
999 WATERSIDE DRIVE, SUITE 2300  
NORFOLK, VA 23510C IRS center where partnership filed return:  
E-FILED ☐ 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.)  
242-88-7314

F Name, address, city, state, and ZIP code for partner entered in E. See instructions.

RANDI GORDON  
5713 WARD AVENUE  
VIRGINIA BEACH, VA 23455G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC memberH1 ☒ Domestic partner ☐ Foreign partnerH2 ☐ 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:

	Beginning	Ending
Profit	0.020000000 %	0.020000000 %
Loss	0.020000000 %	0.020000000 %
Capital	0.020000000 %	0.020000000 %

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

K Partner's share of liabilities:

	Beginning	Ending
Nonrecourse	\$ 735.	\$ 70.
Qualified nonrecourse financing	\$	\$
Recourse	\$ 0.	\$ 0.

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

## L Partner's Capital Account Analysis

Beginning capital account	\$ 72,076.
Capital contributed during the year	\$
Current year net income (loss)	\$ 7,815.
Other increase (decrease) (attach explanation)	\$
Withdrawals and distributions	\$ (9,608.)
Ending capital account	\$ 70,283.

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

1 Ordinary business income (loss)	0.	14 Self-employment earnings (loss)	A 0.
2 Net rental real estate income (loss)		15 Credits	
3 Other net rental income (loss)			
4a Guaranteed payments for services		16 Schedule K-3 is attached if checked <input checked="" type="checkbox"/>	
4b Guaranteed payments for capital		17 Alternative min tax (AMT) items	
4c Total guaranteed payments			
5 Interest income	6,312.	18 Tax-exempt income and nondeductible expenses	
6a Ordinary dividends			
6b Qualified dividends			
6c Dividend equivalents		19 Distributions	A 9,608.
7 Royalties		20 Other information	A 6,312.
8 Net short-term capital gain (loss)		B 422.	
9a Net long-term capital gain (loss)			
9b Collectibles (28%) gain (loss)			
9c Unrecaptured section 1250 gain			
10 Net section 1231 gain (loss)			
11 Other income (loss)			
I* 2,309.			
12 Section 179 deduction		21 Foreign taxes paid or accrued	
13 Other deductions			
L* 422.			
W* STMT			

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

\*See attached statement for additional information.

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SCHEDULE K-1 OTHER INCOME, BOX 11, CODE I

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DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
OTHER INCOME		2,309.
TOTAL TO SCHEDULE K-1, BOX 11, CODE I		2,309.

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

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DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
INVESTMENT EXPENSES (FORMERLY SUBJECT TO 2% OF AGI FLOOR) - VIRG	ENTER ON APPLICABLE LINE OF YOUR RETURN	422.
TOTAL TO SCHEDULE K-1, BOX 13, CODE L		422.

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

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DESCRIPTION	PARTNER FILING INSTRUCTIONS	AMOUNT
ASSET MANAGEMENT FEES		286.
AUDIT AND TAX RETURN FEE		40.
BANK FEES		3.
PARTNERSHIP EXPENSE		55.
TOTAL TO SCHEDULE K-1, BOX 13, CODE W		384.

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SCHEDULE K-1	CURRENT YEAR NET INCOME (LOSS) AND OTHER INCREASES(DECREASES)
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DESCRIPTION	AMOUNT	TOTALS
INTEREST INCOME	6,312.	
OTHER INCOME (LOSS)	2,309.	
SCHEDULE K-1 INCOME SUBTOTAL		8,621.
PORTFOLIO DEDUCTIONS	-422.	
OTHER DEDUCTIONS	-384.	
SCHEDULE K-1 DEDUCTIONS SUBTOTAL		-806.
NET INCOME (LOSS) PER SCHEDULE K-1		7,815.

## SCHEDULE K-1

## FOOTNOTES

THE FOLLOWING STATES ARE ATTACHED TO YOUR K-1 IN ACCORDANCE WITH THE FILING REQUIREMENTS OF THESE JURISDICTIONS: NJ, NY, PA AND VA.

DURING THE YEAR THE PARTNERSHIP DID NOT CONDUCT BUSINESS NOR DERIVE INCOME FROM ANY OF THESE STATES. IF YOU ARE NOT A RESIDENT OF THESE STATES YOU MAY NOT BE REQUIRED TO FILE A RETURN IN THESE JURISDICTIONS SOLELY BASED OFF OF THE INFORMATION OF THE PARTNERSHIP. PLEASE CONSULT YOUR TAX ADVISOR.

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PARTNER FOOTNOTES FOR SECTION 163(J)

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THIS PASS THROUGH ENTITY INVESTED IN A SEPARATE PASS THROUGH ENTITY THAT HAS DETERMINED THAT IT IS NOT ENGAGED IN A TRADE OR BUSINESS UNDER SECTION 162 AND IS NOT SUBJECT TO LIMITATION UNDER SECTION 163(J) NOR IS THE INCOME CONSIDERED QUALIFIED BUSINESS INCOME FOR SECTION 199(A) PURPOSES. REFERENCE THE ATTACHED K-3 FOR GROSS RECEIPTS, BUSINESS INTEREST EXPENSE, AND BUSINESS INTEREST INCOME PLEASE CONSULT YOUR TAX ADVISOR.

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PARTNER FOOTNOTES FOR SECTION 199(A)

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PURSUANT TO FINALIZED REGULATION SECTION 1.199A-1 THE PARTNERSHIP IS CONSIDERED A RELEVANT PASS-THROUGH ENTITY ("RPE") AND IS REQUIRED TO DETERMINE AND REPORT CERTAIN INFORMATION ATTRIBUTABLE TO ANY TRADES OR BUSINESSES IN WHICH IT IS DIRECTLY OR INDIRECTLY ENGAGED.

WITH RESPECT TO EACH TRADE OR BUSINESS IN WHICH THE PARTNERSHIP IS DIRECTLY ENGAGED, THE FOLLOWING INFORMATION IS BEING REPORTED TO YOU:

1. CLASSIFICATION AS A QUALIFIED TRADE OR BUSINESS ("QTB") OR A SPECIFIED SERVICE TRADE OR BUSINESS ("SSTB")
2. YOUR ALLOCABLE SHARE OF QUALIFIED ITEMS OF INCOME, GAIN, DEDUCTION AND LOSS ("QUALIFIED BUSINESS INCOME" OR "QBI")
3. YOUR ALLOCABLE SHARE OF W-2 WAGES
4. YOUR ALLOCABLE SHARE OF UNADJUSTED BASIS IMMEDIATELY AFTER ACQUISITION ("UBIA") OF QUALIFIED PROPERTY

TO THE EXTENT THE PARTNERSHIP HAS AGGREGATED ANY TRADES OR BUSINESSES, THE INFORMATION RELATED TO THAT AGGREGATION HAS BEEN REPORTED TO YOU ON AN ATTACHMENT TO YOUR SCHEDULE K-1.

THE AMOUNTS REPORTED ON LINE 20Z FOR EACH TRADE OR BUSINESS DO NOT INCLUDE SECTION 1231 GAINS OR LOSSES. THE TREATMENT OF SECTION 1231 GAINS OR LOSSES FOR PURPOSES OF SECTION 199A IS MADE BY THE INDIVIDUAL, TRUST, OR ESTATE CLAIMING THE SECTION 199A DEDUCTION. THEREFORE, SECTION 1231 GAINS OR LOSSES HAVE BEEN SEPARATELY PROVIDED.

PLEASE CONSULT YOUR TAX ADVISOR.

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UNRELATED BUSINESS TAXABLE INCOME

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PARTNERSHIP INCOME (LOSS) AND GAIN (LOSS) ARE UNRELATED DEBT FINANCED INCOME(UDFI) UNDER SECTION 514(A). FOR TAX EXEMPT PARTNERS, YOUR SHARE OF THE INCOME AND EXPENSES REPORTED TO YOU ON SCHEDULE K-1 THAT IS CONSIDERED UNRELATED BUSINESS TAXABLE INCOME IS:

NET RENTAL REAL ESTATE INCOME (LOSS)  
NET SECTION 1231 GAIN/(LOSS)

YOUR ALLOCABLE SHARE OF INTEREST INCOME IS AS FOLLOWS:

PORTFOLIO INTEREST:	6,312.
OTHER INTEREST INCOME:	0.
TOTAL INTEREST INCOME:	6,312.

Schedule K-3  
(Form 1065)

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2022, or tax year beginning \_\_\_\_\_, ending \_\_\_\_\_  
See separate instructions.

OMB No. 1545-0123

2022

Information About the Partnership

A Partnership's employer identification number (EIN)

83-2946673

B Partnership's name, address, city, state, and ZIP code  
VIRGINIA MEZZANINE AND PREFERRED  
SELECT, LLC  
999 WATERSIDE DRIVE, SUITE 2300  
NORFOLK, VA 23510

Information About the Partner

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

242-88-7314

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

RANDI GORDON  
5713 WARD AVENUE  
VIRGINIA BEACH, VA 23455

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

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

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

www.irs.gov/Form1065

Schedule K-3 (Form 1065) 2022

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Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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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.

- |                                                            |                                                               |                                                        |                                                        |
|------------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> 1. Gain on personal property sale | <input type="checkbox"/> 5. High-taxed income                 | <input type="checkbox"/> 8. Form 5471 information      | <input type="checkbox"/> 11. Dual consolidated loss    |
| <input type="checkbox"/> 2. Foreign oil and gas taxes      | <input type="checkbox"/> 6. Section 267A disallowed deduction | <input type="checkbox"/> 9. Other forms                | <input type="checkbox"/> 12. Form 8865 information     |
| <input type="checkbox"/> 3. Splitter arrangements          | <input type="checkbox"/> 7. Form 8858 information             | <input type="checkbox"/> 10. Partner loan transactions | <input type="checkbox"/> 13. Other international items |
| <input type="checkbox"/> 4. Foreign tax translation        |                                                               |                                                        | (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 code )		
<b>1</b> Sales							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>2</b> Gross income from performance of services							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>3</b> Gross rental real estate income							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>4</b> Other gross rental income							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>5</b> Guaranteed payments .....							
<b>6</b> Interest income							
<b>A</b> US	6,312.	0.	0.	0.	0.	0.	6,312.
<b>B</b>							
<b>C</b>							
<b>7</b> Ordinary dividends (exclude amount on line 8)							
<b>A</b>							
<b>B</b>							
<b>C</b>							

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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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	(e) Other (category code )		
<b>8</b> Qualified dividends							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>9</b> Reserved for future use .....							
<b>10</b> Royalties and license fees							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>11</b> Net short-term capital gain							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>12</b> Net long-term capital gain							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>13</b> Collectibles (28%) gain							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>14</b> Unrecaptured section 1250 gain							
<b>A</b>							
<b>B</b>							
<b>C</b>							
<b>15</b> Net section 1231 gain							
<b>A</b>							
<b>B</b>							
<b>C</b>							

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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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	(e) Other (category code )		
<b>16</b> Section 986(c) gain .....							
<b>17</b> Section 987 gain .....							
<b>18</b> Section 988 gain .....							
<b>19</b> Section 951(a) inclusions							
<b>A</b> .....							
<b>B</b> .....							
<b>C</b> .....							
<b>20</b> Other income (see instructions)							
<b>A</b> <b>US</b> .....	2,309.	0.	0.	0.	0.	0.	2,309.
<b>B</b> .....							
<b>C</b> .....							
<b>21</b> Reserved for future use							
<b>A</b> .....							
<b>B</b> .....							
<b>C</b> .....							
<b>22</b> Reserved for future use							
<b>A</b> .....							
<b>B</b> .....							
<b>C</b> .....							
<b>23</b> Reserved for future use							
<b>A</b> .....							
<b>B</b> .....							
<b>C</b> .....							
<b>24</b> <b>Total gross income</b> (combine lines 1 through 23) .....	8,621.						8,621.
<b>A</b> <b>US</b> .....	8,621.	0.	0.	0.	0.	0.	8,621.
<b>B</b> .....							
<b>C</b> .....							

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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**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 code )		
25 Expenses allocable to sales income ...							
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	806.						806.
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 <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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**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 code )		
<b>46</b> Section 986(c) loss .....							
<b>47</b> Section 987 loss .....							
<b>48</b> Section 988 loss .....							
<b>49</b> Other allocable deductions (see instructions) .....							
<b>50</b> Other apportioned share of deductions (see instructions) .....							
<b>51</b> Reserved for future use .....							
<b>52</b> Reserved for future use .....							
<b>53</b> Reserved for future use .....							
<b>54 Total deductions</b> (combine lines 25 through 53) .....	<b>806.</b>						<b>806.</b>
<b>55 Net income (loss)</b> (subtract line 54 from line 24) .....	<b>7,815.</b>						<b>7,815.</b>

**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 )		
<b>1</b> Gross receipts by SIC code							
<b>A</b> SIC code: .....							
<b>B</b> SIC code: .....							
<b>C</b> SIC code: .....							
<b>E</b> SIC code: .....							
<b>E</b> SIC code: .....							
<b>F</b> SIC code: .....							
<b>2</b> Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following.							
<b>A</b> R&E expense with respect to activity performed in the United States							
(i) SIC code: .....						<b>2A(i)</b>	
(ii) SIC code: .....						<b>2A(ii)</b>	
(iii) SIC code: .....						<b>2A(iii)</b>	
<b>B</b> R&E expense with respect to activity performed outside the United States							
(i) SIC code: .....						<b>2B(i)</b>	
(ii) SIC code: .....						<b>2B(ii)</b>	
(iii) SIC code: .....						<b>2B(iii)</b>	

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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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 _____ )		
<b>1</b> Total average value of assets .....	<b>71,549.</b>						<b>71,549.</b>
<b>2</b> Sections 734(b) and 743(b) adjustment to assets - average value .....							
<b>3</b> Assets attracting directly allocable interest expense under Regulations section 1.861-10(e) .....							
<b>4</b> Other assets attracting directly allocable interest expense under Regulations section 1.861-10T .....							
<b>5</b> Assets excluded from apportionment formula .....							
<b>6a</b> Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2) .....	<b>71,549.</b>						<b>71,549.</b>
<b>b</b> Assets attracting business interest expense .....							
<b>c</b> Assets attracting investment interest expense .....							
<b>d</b> Assets attracting passive activity interest expense .....							
<b>7</b> Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment) .....							
<b>8</b> 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 _____ )		
<b>1</b> Foreign-derived gross receipts .....						
<b>2</b> Cost of goods sold .....						
<b>3</b> Partnership deductions allocable to foreign-derived gross receipts .....						
<b>4</b> Other partnership deductions apportioned to foreign-derived gross receipts .....						

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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**Part IV Information on Partner's Section 250 Deduction With Respect to Foreign-Derived Intangible Income (FDII)****Section 1 - Information To Determine Deduction Eligible Income (DEI) and Qualified Business Asset Investment (QBAI) on Form 8993**

<b>1</b> Net income (loss) .....	<b>1</b>	<b>7,814.</b>
<b>2a</b> DEI gross receipts .....	<b>2a</b>	
<b>b</b> DEI cost of goods sold (COGS) .....	<b>2b</b>	
<b>c</b> DEI properly allocated and apportioned deductions .....	<b>2c</b>	
<b>3</b> Section 951(a) inclusions .....	<b>3</b>	
<b>4</b> CFC dividends .....	<b>4</b>	
<b>5</b> Financial services income .....	<b>5</b>	
<b>6</b> Domestic oil and gas extraction income .....	<b>6</b>	
<b>7</b> Foreign branch income .....	<b>7</b>	
<b>8</b> Partnership QBAI .....	<b>8</b>	

**Section 2 - Information To Determine Foreign-Derived Deduction Eligible Income on Form 8993 (see instructions)**

	(a) Foreign-derived income from all sales of general property	(b) Foreign-derived income from all sales of intangible property	(c) Foreign-derived income from all services	(d) Total (add columns (a) through (c))
<b>9</b> Gross receipts .....				
<b>10</b> COGS .....				
<b>11</b> Allocable deductions .....				
<b>12</b> Other apportioned deductions .....			<b>12</b>	

**Section 3 - Other Information for Preparation of Form 8993**

	(a) DEI	(b) FDDEI	(c) Total
<b>13</b> Interest deductions			
<b>A</b> A Interest expense specifically allocable under Regulations section 1.861-10(e) .....			
<b>B</b> Other interest expense specifically allocable under Regulations section 1.861-10T .....			
<b>C</b> Other interest expense .....			
<b>14</b> Interest expense apportionment factors			
<b>A</b> Total average value of assets .....			
<b>B</b> Sections 734(b) and 743(b) adjustment to assets - average value .....			
<b>C</b> Assets attracting directly allocable interest expense under Regulations section 1.861-10(e) .....			
<b>D</b> Other assets attracting directly allocable interest expense under Regulations section 1.861-10T .....			
<b>E</b> Assets excluded from apportionment formula .....			
<b>F</b> Total assets used for apportionment (the sum of lines 14C, 14D, and 14E subtracted from the sum of lines 14A and 14B) ...			
R&E expenses apportionment factors			
<b>15</b> Gross receipts by SIC code			
<b>A</b> SIC code: .....			
<b>B</b> SIC code: .....			
<b>C</b> SIC code: .....			
<b>16</b> R&E expenses by SIC code			
<b>A</b> SIC code: .....			<b>16A</b>
<b>B</b> SIC code: .....			<b>16B</b>
<b>C</b> SIC code: .....			<b>16C</b>

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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**Part VIII Partner's Interest in Foreign Corporation Income (Section 960)**

- A** EIN or reference ID number of controlled foreign corporation \_\_\_\_\_ **B** Separate category. See instructions \_\_\_\_\_
- C** If PAS was entered on line B, applicable grouping under Regulations section 1.904-4(c). See instructions \_\_\_\_\_
- D** Box is checked if there is more than one source country for a line. See attachment and instructions \_\_\_\_\_
- E** Box is checked if U.S. source income \_\_\_\_\_
- F** Box is checked if FORI or FOGEI \_\_\_\_\_

Amounts are in functional currency unless otherwise noted. See instructions.	(i) Country code	(ii) Partner's share of net income	(iii) Reserved for future use	(iv) Reserved for future use
<b>1</b> Subpart F income groups				
<b>a</b> Dividends, interest, rents, royalties, and annuities (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>b</b> Net gain from certain property transactions (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>c</b> Net gain from commodities transactions (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>d</b> Net foreign currency gain (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>e</b> Income equivalent to interest (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>f</b> Other _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>g</b> Foreign base company sales income (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>h</b> Foreign base company services income (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>i</b> Full inclusion foreign base company income (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>j</b> Insurance income (total) _____				
<b>(1)</b> Unit: _____				
<b>(2)</b> Unit: _____				
<b>k</b> International boycott income (total) _____				
<b>l</b> Bribes, kickbacks, and other payments (total) _____				
<b>m</b> Section 901(j) (total) _____				



Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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**Part VIII Partner's Interest in Foreign Corporation Income (Section 960)** *(continued)*

<i>Amounts are in functional currency unless otherwise noted. See instructions.</i>		(i) Country code	(ii) Partner's share of net income	(iii) Reserved for future use	(iv) Reserved for future use
<b>2</b>	Recaptured subpart F income .....				
<b>3</b>	Tested income group (total) .....				
	(1) Unit: .....				
	(2) Unit: .....				
<b>4</b>	Residual income group (total) .....				
	(1) Unit: .....				
	(2) Unit: .....				
<b>5</b>	Total .....				

**Part IX Partner's Information for Base Erosion and Anti-Abuse Tax (Section 59A)****Section 1 - Applicable Taxpayer** (see instructions)

Description	(a) Total	(b) Total ECI gross receipts	(c) Total non-ECI gross receipts
<b>1</b> Gross receipts for section 59A(e) .....	8,621.	2,309.	6,312.
<b>2</b> Gross receipts for the first preceding year .....	32,624.	32,624.	
<b>3</b> Gross receipts for the second preceding year .....	13,684.	13,684.	
<b>4</b> Gross receipts for the third preceding year .....	4,069.	4,069.	
<b>5</b> Amounts included in the denominator of the base erosion percentage as described in Regulations section 1.59A-2(e)(3) .....			

**Section 2 - Base Erosion Payments and Base Erosion Tax Benefits** (see instructions)

Description	(a) Total	(b) Total base erosion payments	(c) Total base erosion tax benefits
<b>6</b> Reserved for future use .....			
<b>7</b> Reserved for future use .....			
<b>8</b> Purchase or creations of property rights for intangibles (patents, trademarks, etc.) .....			
<b>9</b> Rents, royalties, and license fees .....			
<b>10 a</b> Compensation/consideration paid for services <b>not</b> excepted by section 59A(d)(5) .....			
<b>b</b> Compensation/consideration paid for services excepted by section 59A(d)(5) .....			
<b>11</b> Interest expense .....			
<b>12</b> Payments for the purchase of tangible personal property .....			
<b>13</b> Premiums and/or other considerations paid or accrued for insurance and reinsurance as covered by sections 59A(d)(3) and 59A(c)(2)(A)(iii) .....			
<b>14 a</b> Nonqualified derivative payments .....			
<b>b</b> Qualified derivative payments excepted by section 59A(h) .....			
<b>15</b> Payments reducing gross receipts made to surrogate foreign corporation .....			
<b>16</b> Other payments-specify: .....			
<b>17</b> Base erosion tax benefits related to payments reported on lines 6 through 16, on which tax is imposed by section 871 or 881, with respect to which tax has been withheld under section 1441 or 1442 at the 30% (0.30) statutory withholding tax rate .....			

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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**Part IX Partner's Information for Base Erosion and Anti-Abuse Tax (Section 59A)** (continued)**Section 2 - Base Erosion Payments and Base Erosion Tax Benefits** (see instructions) (continued)

	(a) Total	(b) Total base erosion payments	(c) Total base erosion tax benefits
<b>18</b> Portion of base erosion tax benefits reported on lines 6 through 16, on which tax is imposed by section 871 or 881, with respect to which tax has been withheld under section 1441 or 1442 at reduced withholding rate pursuant to income tax treaty. Multiply ratio of percentage withheld divided by 30% (0.30) times tax benefit. See instructions .....			
<b>19 Total base erosion tax benefits</b> (subtract the sum of lines 17 and 18 from the sum of lines 8 through 16)			
<b>20</b> Reserved for future use .....			
<b>21</b> Reserved for future use .....			
<b>22</b> Reserved for future use .....			

**Part X Foreign Partner's Character and Source of Income and Deductions****Section 1 - Gross Income**

Description	(a) Total	(b) Partner determination	Partnership Determination				
			ECI		Non-ECI		
			(c) U.S. source	(d) Foreign source	(e) U.S. source (FDAP)	(f) U.S. source (other)	(g) Foreign source
<b>1</b> Ordinary business income (gross) .....							
<b>2</b> Gross rental real estate income .....							
<b>3</b> Other gross rental income .....							
<b>4</b> Guaranteed payments for services .....							
<b>5</b> Guaranteed payments for use of capital .....							
<b>6</b> Interest income .....	<b>6,312.</b>				<b>6,312.</b>		
<b>7</b> Dividends .....							
<b>8</b> Dividend equivalents .....							
<b>9</b> Royalties and license fees .....							
<b>10</b> Net short-term capital gain .....							
<b>11</b> Net long-term capital gain .....							
<b>12</b> Collectibles (28%) gain .....							
<b>13</b> Unrecaptured section 1250 gain .....							
<b>14</b> Net section 1231 gain .....							
<b>15</b> Reserved for future use .....							
<b>16</b> Reserved for future use .....							
<b>17</b> Reserved for future use .....							
<b>18</b> Reserved for future use .....							
<b>19</b> Reserved for future use .....							
<b>20</b> Other income (loss) not included on lines 1 through 19 .....	<b>2,309.</b>		<b>2,309.</b>				
<b>21 Gross income</b> (sum of lines 1 through 20) .....	<b>8,621.</b>		<b>2,309.</b>		<b>6,312.</b>		

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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**Part X Foreign Partner's Character and Source of Income and Deductions** *(continued)***Section 2 - Deductions, Losses, and Net Income**

Description	(a) Total	(b) Partner determination	Partnership Determination				
			ECI		Non-ECI		
			(c) U.S. source	(d) Foreign source	(e) U.S. source (FDAP)	(f) U.S. source (other)	(g) Foreign source
<b>1</b> Expenses related to ordinary business income (gross) .....	<b>384.</b>		<b>384.</b>				
<b>2</b> Research and experimental expenses .....							
<b>3</b> Expenses from rental real estate .....	<b>422.</b>		<b>422.</b>				
<b>4</b> Expenses from other rental activities .....							
<b>5</b> Royalty and licensing expenses .....							
<b>6</b> Section 179 deduction .....							
<b>7</b> Interest expense on U.S.-booked liabilities .....							
<b>8</b> Interest expense directly allocable under Regulations sections 1.882-5(a)(1)(ii)(B) and 1.861-10T .....							
<b>9</b> Other interest expense .....							
<b>10</b> Section 59(e)(2) expenditures .....							
<b>11</b> Net short-term capital loss .....							
<b>12</b> Net long-term capital loss .....							
<b>13</b> Collectibles loss .....							
<b>14</b> Net section 1231 loss .....							
<b>15</b> Other losses							
<b>(1)</b>							
<b>(2)</b>							
<b>16</b> Charitable contributions .....							
<b>17</b> Other:							
<b>18</b> Other:							
<b>19</b> Reserved for future use .....							
<b>20</b> Reserved for future use .....							
<b>21</b> Reserved for future use .....							
<b>22</b> Reserved for future use .....							
<b>23</b> Reserved for future use .....							
<b>24 Total</b> (sum of lines 1 through 23) .....	<b>806.</b>		<b>806.</b>				
<b>25 Net income (loss)</b> (line 21 (Section 1) minus line 24 (Section 2)) .....	<b>7,815.</b>						

Name of partnership <b>VIRGINIA MEZZANINE AND PREFERRED</b>	EIN <b>83-2946673</b>	Name of partner <b>RANDI GORDON</b>	SSN or TIN <b>242-88-7314</b>
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**Part X Foreign Partner's Character and Source of Income and Deductions** (continued)**Section 3 - Allocation and Apportionment Methods for Deductions**

<b>1</b> Gross income				<b>6</b> Reserved for future use			
<b>a</b>	Gross ECI .....		<b>2,309.</b>		(i)	(ii)	(iii)
<b>b</b>	Worldwide gross income .....		<b>8,621.</b>	<b>a</b>			
				<b>b</b>			
<b>2</b> Assets				<b>7</b> Other allocation and apportionment key			
<b>a</b>	Average U.S. assets (inside basis) .....		<b>71,582.</b>	(i) Key/Factor			(ii) Allocation
<b>b</b>	Worldwide assets .....		<b>71,582.</b>				
				<b>a</b>			
				<b>b</b>			
<b>3</b> Liabilities				<b>8</b> Other allocation and apportionment key			
<b>a</b>	U.S.-booked liabilities of partnership .....		<b>70.</b>	(i) Key/Factor			(ii) Allocation
<b>b</b>	Directly allocated partnership indebtedness .....		<b>70.</b>				
				<b>a</b>			
				<b>b</b>			
<b>4</b> Personnel							
<b>a</b>	Personnel of U.S. trade or business .....						
<b>b</b>	Worldwide personnel .....						
<b>5</b> Gross receipts from sales or services by SIC code							
	(i) SIC code	(ii) ECI	(iii) Worldwide				
<b>a</b>							
<b>b</b>							

**Section 4 - Reserved for Future Use**

Reserved	(a)	(b)	(c)
<b>1</b> Reserved for future use .....			
<b>2</b> Reserved for future use .....			
<b>3</b> Reserved for future use .....			
<b>4</b> Reserved for future use .....			
<b>5</b> Reserved for future use .....			
<b>6</b> Reserved for future use .....			
<b>7</b> Reserved for future use .....			
<b>8</b> Reserved for future use .....			
<b>9</b> Reserved for future use .....			
<b>10</b> Reserved for future use .....			

## Part I General Information

Partner's SS # or Federal EIN (Do not use EIN of a disregarded entity. See instr.) <b>242-88-7314</b>	Partnership's Federal EIN <b>83-2946673</b>
Partner's Name <b>RANDI GORDON</b>	Partnership's Name <b>VIRGINIA MEZZANINE AND PREFERRED SELECT, LLC</b>
Street Address <b>5713 WARD AVENUE</b>	Partnership's Street Address <b>999 WATERSIDE DRIVE, SUITE 2300</b>
City State ZIP Code <b>VIRGINIA BEACH, VA 23455</b>	City State ZIP Code <b>NORFOLK, VA 23510</b>
What type of entity is partner? <b>NR</b> (see instructions) Date partner's interest in partnership began: <b>03/25/2021</b> <div> <div><input type="checkbox"/> Final NJK-1</div> <div><input type="checkbox"/> Hedge Fund</div> <div><input type="checkbox"/> Amended NJK-1</div> <div><input type="checkbox"/> Member of Composite Return</div> </div> <input type="checkbox"/> If the partner is a disregarded entity, check the box and enter the partner's: <div> <div>Federal EIN</div> <div>Name</div> </div>	Enter partner's percentage of: <div> <div>(i) Before Decrease or Termination</div> <div>(ii) End of Year</div> </div> <div> <div>Profit Sharing</div> <div>Loss Sharing</div> <div>Capital Ownership</div> </div> <div> <div><b>0.020000000</b> %</div> <div><b>0.020000000</b> %</div> <div><b>0.020000000</b> %</div> </div> <div> <div><b>0.020000000</b> %</div> <div><b>0.020000000</b> %</div> <div><b>0.020000000</b> %</div> </div>

## Part II Income Information

Income Classification	A. Total Distribution	NJ-1040 Filers Enter Amounts on Line Shown Below	B. New Jersey Source Amounts	NJ-1040NR Filers
1. Partnership Income (Loss)	<b>8,621.</b>			
2. Net Guaranteed Payments				
3. Partner's 401(k) Contribution				
4. Distributive Share of Partnership Income (loss) (Line 1 plus line 2 minus line 3)	<b>8,621.</b>	Line 21		Line 23
5. Pension		Line 20a		
6. Net Gain (Loss) From Disposition of Assets as a Result of a Complete Liquidation		Line 19		Line 19

## Part III Partner's Information

1. Nonresident Partner's Share of NJ Tax .....	1.	Line 10b, Page 1, CBT-100 Line 8b, Page 1, CBT-100S Line 10, Page 1, CBT-100U Schedule T, NJ-CBT-1065 Line 52, NJ-1040NR Line 23, NJ-1080C Line 35a, NJ-1041
2. Partner's HEZ Deduction .....	2.	
3. Partner's Sheltered Workshop Tax Credit .....	3.	
4. Share of Pass-Through Business Alternative Income Tax .....	4.	

## Part IV Supplemental Information (Attach Schedule)

This Form May be Reproduced



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

288851 11-04-22

**IT-204-IP**

For calendar year 2022 or tax year beginning

and ending

☐ Final K-1

46

☐ Amended K-1

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

**Partnership's information** (see instructions)

Partnership's name (as shown on Form IT-204) <b>VIRGINIA MEZZANINE AND PREFERRED SELECT LLC</b>	Partnership's EIN <b>832946673</b>
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**A** Mark an **X** in the box if either applies to your entity ☐ Publicly traded partnership ☐ Portfolio investment partnership

**B** Tax shelter registration number, if any **B**

**C** Business allocation percentage **C** %

**Partner's information** (see instructions)

Partner's name <b>RANDI GORDON</b>			Partner's identifying number <b>242887314</b>
Partner's address <b>5713 WARD AVENUE</b>			
City <b>VIRGINIA BEACH</b>	State <b>VA</b>	ZIP code <b>23455</b>	

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

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

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

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

<b>H</b> Partner's share of profit, loss, and capital		Beginning	Ending
1) Profit	<b>H1</b>	0.0200%	0.0200%
2) Loss	<b>H2</b>	0.0200%	0.0200%
3) Capital	<b>H3</b>	0.0200%	0.0200%

<b>I</b> Partner's share of liabilities at the end of the year		
1) Nonrecourse	<b>I1</b>	70
2) Qualified nonrecourse financing	<b>I2</b>	
3) Recourse	<b>I3</b>	

<b>J</b> Partner's capital account analysis		
1) Beginning capital account	<b>J1</b>	72076
2) Capital contributed during the year - cash	<b>J2</b>	
3) Capital contributed during the year - property	<b>J3</b>	
4) Current year increase (decrease)	<b>J4</b>	7815
5) Withdrawals and distributions - cash	<b>J5</b>	9608
6) Withdrawals and distributions - property	<b>J6</b>	
7) Ending capital account	<b>J7</b>	70283
8) Method of accounting (mark an <b>X</b> in the appropriate box)		

☒ Tax basis ☐ GAAP ☐ Book ☐ Other (submit explanation)

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

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

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

NO HANDWRITTEN ENTRIES ON THIS FORM

118001221019



**M** Was Form IT-2658-E filed with the partnership? ..... **M** Yes ☐ No ☒

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

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

**O** Estimated MCTMT paid on behalf of partner (from Form IT-2658-MTA)

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

**P** Did the partnership elect to pay the pass-through entity tax (PTET) for the current tax year? ..... **P** Yes ☐ No ☒

If Yes, what residency status was assigned to this partner for purposes of computing the pass-through entity taxable income (PTE taxable income)? (Mark an X in the appropriate box; see instructions)

Resident ☐ Nonresident ☐

**Partner's share of income, deductions, etc.**

A - Partner's distributive share items	B - Federal K-1 amount	C - New York State amount
1 Ordinary business income (loss) .....	1	1
2 Net rental real estate income (loss) .....	2	2
3 Other net rental income (loss) .....	3	3
4 Guaranteed payments .....	4	4
5 Interest income .....	5 6312	5
6 Ordinary dividends .....	6	6
7 Royalties .....	7	7
8 Net short-term capital gain (loss) .....	8	8
9 Net long-term capital gain (loss) .....	9	9
10 Net section 1231 gain (loss) .....	10	10
11 Other income (loss) Identify: <b>SEE STATEMENT</b> .....	11 2309	11
12 Section 179 deduction .....	12	12
13 Other deductions Identify: <b>SEE STATEMENT</b> .....	13 806	13
14 This line intentionally left blank .....	14	14
15 Net earnings (loss) from self-employment .....	15	15
16 Tax-exempt income and nondeductible expenses .....	16	16
17 Distributions - cash and marketable securities .....	17 9608	17
18 Distributions - other property .....	18	18
19 Other items not included above that are required to be reported separately to partners .....	19 5890	19
Identify: <b>SEE STATEMENT</b>		

NO HANDWRITTEN ENTRIES ON THIS FORM

118002221019



**Partner's share of New York modifications** (see instructions)**20** New York State additions

	Number	A - Total amount	B - New York State allocated amount
20a	EA-		
20b	EA-		
20c	EA-		
20d	EA-		
20e	EA-		
20f	EA-		

**21** Total addition modifications (total of column A, lines 20a through 20f) .....**21** **22** New York State subtractions

	Number	A - Total amount	B - New York State allocated amount
22a	ES-		
22b	ES-		
22c	ES-		
22d	ES-		
22e	ES-		
22f	ES-		

**23** Total subtraction modifications (total of column A, lines 22a through 22f) .....**23** **24** Additions to itemized deductions

	Letter	Amount
24a		
24b		
24c		
24d		
24e		
24f		

**25** Total additions to itemized deductions (add lines 24a through 24f) .....**25** **26** Subtractions from itemized deductions

	Letter	Amount
26a		
26b		
26c		
26d		
26e		
26f		

**27** Total subtractions from itemized deductions (add lines 26a through 26f) .....**27** **28** This line intentionally left blank .....**28** 

NO HANDWRITTEN ENTRIES ON THIS FORM

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**Partner's other information**

<b>29a</b>	Partner's share of New York source gross income .....	<b>29a</b>	
<b>29b</b>	MCTD allocation percentage (see instructions) .....	<b>29b</b>	%
<b>29c</b>	Partner's share of receipts from the sale of goods by manufacturing .....	<b>29c</b>	
<b>29d</b>	Partner's share of New York adjusted basis of qualified manufacturing property .....	<b>29d</b>	

**Partner's credit information****Part 1 - Flow-through credit bases and information****Brownfield redevelopment tax credit** (Form IT-611, IT-611.1, or IT-611.2)

		A - Form IT-611	B - Form IT-611.1	C - Form IT-611.2
<b>30</b>	Site preparation credit component .....	<b>30</b>		
<b>31</b>	Tangible property credit component .....	<b>31</b>		
<b>32</b>	On-site groundwater remediation credit component .....	<b>32</b>		

<b>33</b>	This line intentionally left blank .....	<b>33</b>	
<b>34</b>	This line intentionally left blank .....	<b>34</b>	
<b>35</b>	This line intentionally left blank .....	<b>35</b>	

**QEZE tax reduction credit** (Form IT-604)

<b>36</b>	QEZE employment increase factor .....	<b>36</b>	
<b>37</b>	QEZE zone allocation factor .....	<b>37</b>	
<b>38</b>	QEZE benefit period factor .....	<b>38</b>	

**Excelsior jobs program tax credit** (Form IT-607)

<b>39</b>	Excelsior jobs tax credit component .....	<b>39</b>	
<b>40</b>	Excelsior investment tax credit component .....	<b>40</b>	
<b>41</b>	Excelsior research and development tax credit component .....	<b>41</b>	
<b>42</b>	Excelsior real property tax credit component .....	<b>42</b>	
<b>42a</b>	Excelsior child care services tax credit component .....	<b>42a</b>	

**Farmers' school tax credit** (Form IT-217)

<b>43</b>	Acres of qualified agricultural property .....	<b>43</b>	
<b>44</b>	Acres of qualified conservation property .....	<b>44</b>	
<b>45</b>	Eligible school district property taxes paid .....	<b>45</b>	
<b>46</b>	Acres of qualified agricultural property converted to nonqualified use .....	<b>46</b>	

**Other flow-through credit bases and information**

## Credit bases

Code	Amount	Code	Amount
<b>47a</b>		<b>47d</b>	
<b>47b</b>		<b>47e</b>	
<b>47c</b>		<b>47f</b>	

## Credit information

Code	Information	Code	Information
<b>47g</b>		<b>47j</b>	
<b>47h</b>		<b>47k</b>	
<b>47i</b>		<b>47l</b>	

NO HANDWRITTEN ENTRIES ON THIS FORM

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**Partner's credit information** *(continued)***Part 2 - Flow-through credits, addbacks, and recaptures**

- 48 Long-term care insurance credit *(Form IT-249)* .....
- 49 Investment credit *(including employment incentive credit and historic barn rehabilitation credit; Form IT-212)* .....
- 50 Research and development - investment credit *(Form IT-212)* .....
- 51 Other flow-through credits

48	
49	
50	

Code	Amount
51a	
51b	
51c	
51d	

Code	Amount
51e	
51f	
51g	
51h	

- 52 Addbacks of credits and recaptures

Code	Amount
52a	
52b	
52c	

Code	Amount
52d	
52e	
52f	

**Part 3 - START-UP NY tax elimination credit information** *(Form IT-638)*

- 53 START-UP NY business certificate number *(Form DTF-74)* .....
- 54 Year of START-UP NY business tax benefit period .....
- 55 START-UP NY area allocation factor .....

53	
54	
55	

**Partner's share of New York adjustments due to decoupling from the IRC** *(see instructions)*

	A - Total amount	B - New York State allocated amount
1 Total of New York additions .....	1	
2 Total of New York subtractions .....	2	

NO HANDWRITTEN ENTRIES ON THIS FORM

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## NY IT-204-IP

## OTHER INCOME

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
OTHER INCOME	2,309.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 11	2,309.	0.

## NY IT-204-IP

## OTHER DEDUCTIONS

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
DEDUCTIONS - PORTFOLIO (OTHER)	422.	0.
ASSET MANAGEMENT FEES	286.	0.
AUDIT AND TAX RETURN FEE	40.	0.
BANK FEES	3.	0.
PARTNERSHIP EXPENSE	55.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	806.	0.

## NY IT-204-IP

## OTHER ITEMS REQUIRED TO BE REPORTED SEPARATELY

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
INVESTMENT INCOME	6,312.	0.
INVESTMENT EXPENSES	-422.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 19	5,890.	0.

PA Schedule NRK-1 (05-22)  
**2022** Nonresident Schedule  
 of Shareholder/Partner/Beneficiary Pass Through Income, Loss and Credits

242887314

GORDON

RANDI

Final N

5713 WARD AVENUE

(Individual=1, PA S Corp=2, All Other Corp=3,  
 Estate/Trust=4, Partnership=5, LLC=6, Exempt=7)

Owner 1

Shareholder's Stock Ownership % 00000

Amended N

VIRGINIA BEACH VA 23455

Beneficiary's year-end Distribution % 00000

VIRGINIA MEZZANINE AND PREFERRED SELECT

Partner's % of:

Profit sharing % 00002

NORFOLK VA 23510 832946673

Loss sharing % 00002

Fiscal Year N (Estate/Trust=E, Partnership=P, PA S Corp=S, LLC=L) L

Capital Ownership % 00002

Short Year N General Partner or N Limited Partner or Y  
 LLC Member-Manager Other LLC Member

**NOTE: Amounts from this schedule must be reported on the appropriate PA Tax Return.**

SECTION

- 1 PA-Taxable Business Income (Loss) from Operations  
 2 Net Gain (Loss) from the Sale, Exchange or Disposition of Property  
 3 Net Income (Loss) from Rents, Royalties, Patents and Copyrights  
 4 Income of/from Estates or Trusts  
 5 Gambling and Lottery Winnings (Loss)

1 0  
 2 0  
 3 0  
 4 0  
 5 0

SECTION SECTION

- 6 PA Nonresident Tax Withheld  
 7 **Total Other Credits.** Submit statement.  
 8 Distributions of Cash, Marketable Securities, and Property - not including guaranteed payments  
 9 Guaranteed Payments for Capital or Other Services  
 10 All Other Guaranteed Payments for Services Rendered (PA-Appportioned Amount Only)  
 11 Guaranteed Payments to the Retired Partner

6 0  
 7 0  
 8 9608  
 9 0  
 10 0  
 11 0

SECTION SECTION SECTION

- 12 Distributions from PA Accumulated Adjustments Account Liquidating N  
 13 Distributions of Cash, Marketable Securities, and Property  
 14 Nontaxable income (loss) or nondeductible expenses required to calculate owner's economic investment. Submit statement.

12 0  
 13 0  
 14 0

**Note: Lines 15 through 18 are for information purposes only.**

- 15 Owner's Share of IRC Section 179 allowed according to PA rules  
 16 Owner's Share of Straight-Line Depreciation  
 17 Partner's Share of Nonrecourse Liabilities at year-end  
 18 Partner's Share of Recourse Liabilities at year-end

15 0  
 16 0  
 17 70  
 18 0



2022 Form 502  
Schedule VK-1

Virginia Pass-Through Entity  
Owner's Share of Income and  
Virginia Modifications and Credits



CHECK IF -

☐ Final

If SHORT Period Return: Beginning Date \_\_\_\_\_, 2022; Ending Date \_\_\_\_\_

☐ Amended Return: Enter Reason Code \_\_\_\_\_

☐ Owner is Participating in a Unified Nonresident Individual Income Tax Return

Owner Information	
Name	FEIN or SSN
RANDI GORDON	242-88-7314
Address	
5713 WARD AVENUE	
Address Continued	
City or Town, State, and ZIP Code	
VIRGINIA BEACH, VA 23455	

Pass-Through Entity (PTE) Information	
Name	FEIN
VIRGINIA MEZZANINE AND SELECT, LLC	83-2946673
Address	
999 WATERSIDE DRIVE, SUI	
Address Continued	
Taxable Year End Date	
12/31/22	
City or Town, State, and ZIP Code	
NORFOLK, VA 23510	

**Additional Owner Information** (see instructions)

- |                                                                           |           |
|---------------------------------------------------------------------------|-----------|
| a. Date owner acquired interest in the PTE (MM/DD/YYYY)                   | a. _____  |
| b. Owner's entity type (Enter code)                                       | b. RES    |
| c. Owner's participation type (Enter code)                                | c. LLM    |
| d. Owner's participation percentage (Example: 47.35%)                     | d. 0.02 % |
| e. Amount withheld by PTE for the owner                                   | e. .00    |
| f. If owner or entity is exempt from withholding, enter an exemption code | f. _____  |

**Distributive or Pro Rata Income and Deductions** (see instructions)

- |                                 |             |
|---------------------------------|-------------|
| 1. Total taxable income amounts | 1. 8621 .00 |
| 2. Total deductions             | 2. 806 .00  |
| 3. Tax-exempt interest income   | 3. .00      |

**Allocation and Apportionment**

- |                                                                                                                        |              |
|------------------------------------------------------------------------------------------------------------------------|--------------|
| 4. Income allocated to Virginia (owner's share from PTE's Schedule 502A, Section C, Line 2)                            | 4. .00       |
| 5. Income allocated outside of Virginia (owner's share from PTE's Schedule 502A, Section C, Line 3(e))                 | 5. .00       |
| 6. Apportionable income (owner's share from PTE's Schedule 502A, Section C, Line 4)                                    | 6. 8621 .00  |
| 7. Virginia apportionment percentage (from PTE's Schedule 502A, Section B - percent from Line 1 or Line 2(f), or 100%) | 7. .000000 % |

**Virginia Additions - Owner's Share**

- |                                                                                                      |         |
|------------------------------------------------------------------------------------------------------|---------|
| 8. Fixed date conformity - depreciation                                                              | 8. .00  |
| 9. Fixed date conformity - other                                                                     | 9. .00  |
| 10. Net income tax or other tax used as a deduction in determining taxable income (see instructions) | 10. .00 |
| 11. Interest on municipal or state obligations other than from Virginia                              | 11. .00 |
| 12. Other additions (see Form 502 instructions for addition codes.)                                  |         |

Code	Amount	Code	Amount
12a. <input type="text"/>	.00	12b. <input type="text"/>	.00
12c. <input type="text"/>	.00	12d. <input type="text"/>	.00

- |                                                  |         |
|--------------------------------------------------|---------|
| 13. Total Additions (add Lines 8-11 and 12a-12d) | 13. .00 |
|--------------------------------------------------|---------|

**Virginia Subtractions - Owner's Share**

- |                                                                           |         |
|---------------------------------------------------------------------------|---------|
| 14. Fixed date conformity - depreciation                                  | 14. .00 |
| 15. Fixed date conformity - other                                         | 15. .00 |
| 16. Income from obligations of the United States                          | 16. .00 |
| 17. Other subtractions (see Form 502 instructions for subtraction codes.) |         |

Certification Number (if applicable)	Code	Amount
17a. <input type="text"/>	<input type="text"/>	.00
17b. <input type="text"/>	<input type="text"/>	.00
17c. <input type="text"/>	<input type="text"/>	.00
17d. <input type="text"/>	<input type="text"/>	.00

- |                                                       |         |
|-------------------------------------------------------|---------|
| 18. Total Subtractions. (add Lines 14-16 and 17a-17d) | 18. .00 |
|-------------------------------------------------------|---------|

Use **Schedule SVK-1** if you are claiming more additions or subtractions than the Schedule VK-1 allows.

Refer to the Form 502 Instructions for addition and subtraction codes. Check this box and enclose Schedule SVK-1. ☐

**THERE ARE NO ADJUSTMENTS OR CREDITS FOR THIS PARTNER.**

**2022 Virginia  
Schedule VK-1**

Page 2

Owner FEIN or SSN **242-88-7314**  
PTE FEIN **83-2946673****Virginia Tax Credits**

See the Schedule CR Instructions (individuals) or Schedule 500CR Instructions (corporations).

**Part I - Nonrefundable Credits**

1. State Income Tax Paid (see Form 502 Instructions) .....	.00
2. Neighborhood Assistance Act Tax Credit .....	.00
3. Biodiesel and Green Diesel Fuels Tax Credit .....	.00
4. Recyclable Materials Processing Equipment Tax Credit .....	.00
5. Vehicle Emissions Testing Equipment Tax Credit .....	.00
6. Major Business Facility Job Tax Credit .....	.00
7. Waste Motor Oil Burning Equipment Tax Credit .....	.00
8. Riparian Forest Buffer Protection for Waterways Tax Credit .....	.00
9. Reserved for Future Use .....	XXXXXXXXXXXXXXXXXXXX
10. Reserved for Future Use .....	XXXXXXXXXXXXXXXXXXXX
11. Reserved for Future Use .....	XXXXXXXXXXXXXXXXXXXX
12. Historic Rehabilitation Tax Credit .....	.00
13. Land Preservation Tax Credit .....	.00
14. Qualified Equity and Subordinated Debt Investments Tax Credit .....	.00
15. Communities of Opportunity Tax Credit .....	.00
16. Green Jobs Creation Tax Credit .....	.00
17. Farm Wineries and Vineyards Tax Credit .....	.00
18. International Trade Facility Tax Credit .....	.00
19. Port Volume Increase Tax Credit .....	.00
20. Barge and Rail Usage Tax Credit .....	.00
21. Livable Home Tax Credit .....	.00

22. Research and Development Expenses Tax Credit (Use this line if the taxpayer does not qualify for a refundable credit.) .....	.00
23. Education Improvement Scholarships Tax Credit .....	.00
24. Major Research and Development Expenses Tax Credit .....	.00
25. Food Crop Donation Tax Credit .....	.00
26. Worker Training Tax Credit .....	.00
27. Virginia Housing Opportunity Tax Credit .....	.00

**Part II - Total Nonrefundable Credits****1. Total Nonrefundable Credits.**Add Part I, Lines 1-8 and 12-27 ..... **.00****Part III - Refundable Credits**

1. Agricultural Best Management Practices Tax Credit .....	.00
2. 100% Coalfield Employment Enhancement Tax Credit from 2022 Form 306D, Part II, Section 1, Line 1 .....	.00
3. Full Credit: Enter amount from 2022 Form 306D, Part II, Section 2, Line 3 .....	.00
4. 85% Credit: Enter amount from 2022 Form 306D, Part II, Section 3, Line 5 .....	.00
5. Total Coalfield Employment Enhancement Tax Credit allowable this year (Add Lines 3 and 4) .....	.00
6. Reserved for Future Use .....	XXXXXXXXXXXXXXXXXXXX
7. Motion Picture Production Tax Credit .....	.00
8. Research and Development Expenses Tax Credit .....	.00
9. Conservation Tillage and Precision Agricultural Equipment Tax Credit .....	.00
10. Pass-Through Entity Elective Tax Payment Credit .....	.00

**Part IV - Total Refundable Credits****1. Total Refundable Credits.**(Add Part III, Lines 1, 5, and 7-10) ... **.00**

**NOTICE:** You received this Schedule VK-1 because the above-named PTE earned income from Virginia sources and has passed through to you a portion of that Virginia source income based on your ownership of the PTE. A copy of this schedule has been filed with the Department. Everyone who receives Virginia source income is subject to taxation by Virginia regardless of state of residency or domicile. You may be required to file a Virginia tax return even though you may be a nonresident individual or a business domiciled outside of Virginia. To determine if you are required to file a Virginia income tax return, consult a tax professional. Information and forms may be obtained at [www.tax.virginia.gov](http://www.tax.virginia.gov), or by calling the Department at (804) 367-8031 (individuals) or (804) 367-8037 (businesses).