

RAINTREE GARDENS ASSOCIATES, LLC
999 WATERSIDE DRIVE SUITE 2300
NORFOLK, VA 23510

HGGP CAPITAL XI, LLC (THRU RAIN TREE
MANAGING CO., LLC)
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510

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RAINTREE GARDENS ASSOCIATES, LLC
999 WATERSIDE DRIVE SUITE 2300
NORFOLK, VA 23510
757-640-0800

HGGP CAPITAL XI, LLC (THRU RAIN TREE
MANAGING CO., LLC)
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510

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, 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

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

WE THANK YOU FOR THE OPPORTUNITY TO SERVE YOU.

VERY TRULY YOURS,

RAINTREE GARDENS ASSOCIATES, LLC

**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 III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items****Part I Information About the Partnership****A** Partnership's employer identification number

54-1716148

B Partnership's name, address, city, state, and ZIP codeRAINTREE GARDENS ASSOCIATES, LLC
999 WATERSIDE DRIVE SUITE 2300
NORFOLK, VA 23510**C** IRS center where partnership filed return:

E-FILE

D ☐ Check if this is a publicly traded partnership (PTP)**Part II Information About the Partner****E** Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instructions.)

81-2788458

F Name, address, city, state, and ZIP code for partner entered in E. See instructions.HGGP CAPITAL XI, LLC (THRU RAIN TREE
MANAGING CO., LLC)
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510**G** ☐ General partner or LLC
member-manager☒ Limited partner or other LLC
member**H1** ☒ Domestic partner☐ Foreign partner**H2** ☐ If the partner is a disregarded entity (DE), enter the partner's:

TIN _____ Name _____

I1 What type of entity is this partner? **PARTNERSHIP****I2** If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here ☐**J** Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	0.0000000 %	0.0000000 %
Loss	0.0000000 %	0.0000000 %
Capital	0.0000000 %	0.0000000 %

Check if decrease is due to sale or exchange of partnership interest ☐**K** Partner's share of liabilities:

	Beginning	Ending
Nonrecourse	\$ 0.	\$ 0.
Qualified nonrecourse financing	\$ 0.	\$ 0.
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	\$ _____
Capital contributed during the year	\$ _____
Current year net income (loss)	\$ _____
Other increase (decrease) (attach explanation)	\$ _____
Withdrawals and distributions	\$ (_____)
Ending capital account	\$ 0.

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	\$ _____

1 Ordinary business income (loss)	14 Self-employment earnings (loss)
0.	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	18 Tax-exempt income and nondeductible expenses
6a Ordinary dividends	
6b Qualified dividends	
6c Dividend equivalents	19 Distributions
7 Royalties	20 Other information
8 Net short-term capital gain (loss)	
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)	
12 Section 179 deduction	21 Foreign taxes paid or accrued
13 Other deductions	
22 <input type="checkbox"/> More than one activity for at-risk purposes*	
23 <input type="checkbox"/> More than one activity for passive activity purposes*	

*See attached statement for additional information.

For IRS Use Only

SCHEDULE K-1

FOOTNOTES

PARTNER FOOTNOTES FOR SECTION 163(J)

THE PARTNERSHIP HAS ELECTED UNDER SECTION 163(J)(7)(B) TO TREAT THE FOLLOWING REAL PROPERTY TRADE(S) OR BUSINESS(ES) AS AN "ELECTING REAL PROPERTY TRADE OR BUSINESS" AND THEREFORE, TO THE EXTENT INTEREST EXPENSE IS PROPERLY ALLOCABLE TO THE ELECTING REAL PROPERTY TRADE(S) OR BUSINESS(ES), SUCH INTEREST IS NOT SUBJECT TO THE INTEREST LIMITATION RULES OF SECTION 163(J). A PARTNER'S SECTION 163(J) ITEMS FROM SUCH PARTNERSHIP (I.E., BUSINESS INTEREST EXPENSE, BUSINESS INTEREST INCOME, AND ITEMS OF ADJUSTED TAXABLE INCOME) ARE EXCLUDED FROM THE PARTNER'S SECTION 163(J) DEDUCTION CALCULATION.

PLEASE CONSULT YOUR TAX ADVISOR.

PARTNER FOOTNOTES FOR SECTION 199(A)

PURSUANT TO FINALIZED REGULATION SECTION 1.199A-1 THE PARTNERSHIP IS CONSIDERED A RELEVANT PASSTHROUGH 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.

YOUR TOTAL ALLOCABLE SHARE OF 199A RENTAL INCOME (LOSS) IS:	0.
YOUR TOTAL ALLOCABLE SHARE OF THE UNADJUSTED BASIS OF ASSETS IS:	0.

PLEASE CONSULT YOUR TAX ADVISOR.

THE FOLLOWING STATES ARE ATTACHED TO YOUR K-1 IN ACCORDANCE WITH THE FILING REQUIREMENTS OF THESE JURISDICTIONS: NY, 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 ON THE INFORMATION OF THE PARTNERSHIP.

PLEASE CONSULT YOUR TAX ADVISOR.

RAINTREE GARDENS ASSOCIATES, LLC

54-1716148

YOUR ALLOCABLE SHARE OF INTEREST INCOME IS AS FOLLOWS:

PORTFOLIO INTEREST:

0.

OTHER INTEREST INCOME:

0.

TOTAL INTEREST INCOME:

0.

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		Information About the Partner	
A Partnership's employer identification number (EIN) 54-1716148		C Partner's SSN or Taxpayer Identification Number (TIN) (Do not use TIN of a disregarded entity. See instructions.) 81-2788458	
B Partnership's name, address, city, state, and ZIP code RAINTREE GARDENS ASSOCIATES, LLC 999 WATERSIDE DRIVE SUITE 2300 NORFOLK, VA 23510		D Name, address, city, state, and ZIP code for partner entered in C. See instr. HGGP CAPITAL XI, LLC (THRU RAIN TREE MANAGING CO., LLC) 999 WATERSIDE DRIVE, SUITE 2300 NORFOLK, VA 23510	
E Check to indicate the parts of Schedule K-3 that apply.			
1 Does Part I apply? If "Yes," complete and attach Part I		1	X
2 Does Part II apply? If "Yes," complete and attach Part II		2	X
3 Does Part III apply? If "Yes," complete and attach Part III		3	X
4 Does Part IV apply? If "Yes," complete and attach Part IV		4	X
5 Does Part V apply? If "Yes," complete and attach Part V		5	X
6 Does Part VI apply? If "Yes," complete and attach Part VI		6	X
7 Does Part VII apply? If "Yes," complete and attach Part VII		7	X
8 Does Part VIII apply? If "Yes," complete and attach Part VIII		8	X
9 Does Part IX apply? If "Yes," complete and attach Part IX		9	X
10 Does Part X apply? If "Yes," complete and attach Part X		10	X
11 Does Part XI apply? If "Yes," complete and attach Part XI		11	X
12 Reserved for future use		12	
13 Does Part XIII apply? If "Yes," complete and attach Part XIII		13	X

For IRS Use Only

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

www.irs.gov/Form1065

Schedule K-3 (Form 1065) 2022

LHA

GEORGIA FORM 700 SCHEDULE K-1 EQUIVALENT	Partner's Georgia Information For Calendar Year 2022 or Fiscal Year Beginning _____, 2022; and Ending _____, _____.	2022
Partner's Name, Address and ZIP Code HGGP CAPITAL XI, LLC (THRU RAINTREE MANAGING CO., LLC) 999 WATERSIDE DRIVE, SUITE 2300 NORFOLK, VA 23510		Partner Number <u>24</u> Partner's Social Security Number <u>81-2788458</u> <hr/> Resident <input type="checkbox"/> Nonresident <input checked="" type="checkbox"/> Amended Schedule K-1 <input type="checkbox"/> Final Schedule K-1 <input type="checkbox"/>
Partnership's Name, Address and ZIP Code RAINTREE GARDENS ASSOCIATES, LLC 999 WATERSIDE DRIVE SUITE 2300 NORFOLK, VA 23510		Partnership's Identifying Number <u>54-1716148</u> <hr/> Partner's Percentage 0.0000000 Georgia Ratio .0000000

Total Federal income **0.**
 ADDITIONS TO FEDERAL INCOME

State and municipal bond interest other than Georgia or political subdivision thereof
 Net income or net profits taxes imposed by taxing jurisdictions other than Georgia
 Expenses attributable to tax exempt income
 Intangible expenses and related interest costs
 Captive REIT expenses and costs
 Other additions

SUBTRACTIONS FROM FEDERAL INCOME

Interest on U.S. Obligations
 Exception to intangible expenses and related interest cost
 Exception to captive REIT expenses and costs
 Other subtractions

Total Income For Georgia Purposes
 Nonresident and Electing PTE Partners:
 Income Allocated Everywhere
 Business Income subject to apportionment
 Net business Income apportioned to Georgia
 Net income allocated to Georgia
 Total Georgia income **0.**
 Georgia tax withheld
 Georgia business credits



1710615012

**2012 and Forward Form G2-A WITHHOLDING ON NONRESIDENT MEMBERS
SHARE OF TAXABLE INCOME SOURCED TO GEORGIA**

YEAR 2022	1. PAYER'S NONRESIDENT (NR) WH#	2. PAYER'S FEDERAL ID NUMBER 54-1716148
3. PAYER'S NAME AND ADDRESS RAINTREE GARDENS ASSOCIATES, LLC 999 WATERSIDE DRIVE SUITE 2300 NORFOLK, VA 23510		4. RECIPIENT'S FEIN/ID NUMBER 81-2788458
		5. RECIPIENT'S NAME AND ADDRESS HGGP CAPITAL XI, LLC (THRU RAIN TREE M 999 WATERSIDE DRIVE, SUITE 2300 NORFOLK, VA 23510
6. AMOUNT OF NONRESIDENT MEMBER'S SHARE OF TAXABLE INCOME SOURCED TO GEORGIA <div align="right">0.</div>		7. GEORGIA TAX WITHHELD <div align="right">0.</div>
GEORGIA DEPARTMENT OF REVENUE PROCESSING CENTER PO BOX 105685 ATLANTA GA 30348-5685 <div align="right">COPY 2 - TO BE ATTACHED TO GEORGIA RETURN</div>		

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1710615012

**2012 and Forward Form G2-A WITHHOLDING ON NONRESIDENT MEMBERS
SHARE OF TAXABLE INCOME SOURCED TO GEORGIA**

YEAR 2022	1. PAYER'S NONRESIDENT (NR) WH#	2. PAYER'S FEDERAL ID NUMBER 54-1716148
3. PAYER'S NAME AND ADDRESS RAINTREE GARDENS ASSOCIATES, LLC 999 WATERSIDE DRIVE SUITE 2300 NORFOLK, VA 23510		4. RECIPIENT'S FEIN/ID NUMBER 81-2788458
		5. RECIPIENT'S NAME AND ADDRESS HGGP CAPITAL XI, LLC (THRU RAIN TREE M 999 WATERSIDE DRIVE, SUITE 2300 NORFOLK, VA 23510
6. AMOUNT OF NONRESIDENT MEMBER'S SHARE OF TAXABLE INCOME SOURCED TO GEORGIA 0.		7. GEORGIA TAX WITHHELD 0.
GEORGIA DEPARTMENT OF REVENUE PROCESSING CENTER PO BOX 105685 ATLANTA GA 30348-5685		
		COPY 3 - RECIPIENT'S RECORDS 24

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24
Schedule NJK-1

(Form NJ-1065)

**State of New Jersey
Partner's Share of Income**

For Calendar Year 2022, or Fiscal Year Beginning _____, 2022 and ending _____.

**1019
2022****Part I General Information**

Partner's SS # or Federal EIN (Do not use EIN of a disregarded entity. See instr.) 81-2788458	Partnership's Federal EIN 54-1716148
Partner's Name HGGP CAPITAL XI, LLC (THRU RAIN TREE MANAGING CO., LLC)	Partnership's Name RAIN TREE GARDENS ASSOCIATES, LLC
Street Address 999 WATERSIDE DRIVE, SUITE 2300	Partnership's Street Address 999 WATERSIDE DRIVE SUITE 2300
City State ZIP Code NORFOLK, VA 23510	City State ZIP Code NORFOLK, VA 23510
What type of entity is partner? NP (see instructions) Code Date partner's interest in partnership began: 05/12/1994 Month Day Year <input type="checkbox"/> Final NJK-1 <input type="checkbox"/> Hedge Fund <input type="checkbox"/> Amended NJK-1 <input type="checkbox"/> Member of Composite Return <input type="checkbox"/> If the partner is a disregarded entity, check the box and enter the partner's: Federal EIN Name	Enter partner's percentage of: (i) Before Decrease or Termination (ii) End of Year Profit Sharing 0.0000000 % 0.0000000 % Loss Sharing 0.0000000 % 0.0000000 % Capital Ownership 0.0000000 % 0.0000000 %

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)				
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)		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 24

☐ 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).

Partnership's information (see instructions)

Partnership's name (as shown on Form IT-204) RAINTREE GARDENS ASSOCIATES LLC	Partnership's EIN 541716148
--	---------------------------------------

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 HGGP CAPITAL XI, LLC (THRU RAIN TREE M			Partner's identifying number 812788458
Partner's address 999 WATERSIDE DRIVE, SUITE 2300			
City NORFOLK	State VA	ZIP code 23510	

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

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

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

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

H Partner's share of profit, loss, and capital		Beginning	Ending
1) Profit	H1	0.0000%	0.0000%
2) Loss	H2	0.0000%	0.0000%
3) Capital	H3	0.0000%	0.0000%

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

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

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

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

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

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		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: SEE STATEMENT	11		11
12 Section 179 deduction	12		12
13 Other deductions Identify: SEE STATEMENT	13		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		17
18 Distributions - other property	18		18
19 Other items not included above that are required to be reported separately to partners	19		19
Identify: SEE STATEMENT			

NO HANDWRITTEN ENTRIES ON THIS FORM

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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

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

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
30	Site preparation credit component	30		
31	Tangible property credit component	31		
32	On-site groundwater remediation credit component	32		

33	This line intentionally left blank	33	
34	This line intentionally left blank	34	
35	This line intentionally left blank	35	

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

36	QEZE employment increase factor	36	
37	QEZE zone allocation factor	37	
38	QEZE benefit period factor	38	

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

39	Excelsior jobs tax credit component	39	
40	Excelsior investment tax credit component	40	
41	Excelsior research and development tax credit component	41	
42	Excelsior real property tax credit component	42	
42a	Excelsior child care services tax credit component	42a	

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

43	Acres of qualified agricultural property	43	
44	Acres of qualified conservation property	44	
45	Eligible school district property taxes paid	45	
46	Acres of qualified agricultural property converted to nonqualified use	46	

Other flow-through credit bases and information

Credit bases

Code	Amount	Code	Amount
47a		47d	
47b		47e	
47c		47f	

Credit information

Code	Information	Code	Information
47g		47j	
47h		47k	
47i		47l	

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 (LOSS)	0.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 11	0.	0.

NY IT-204-IP

OTHER ITEMS REQUIRED TO BE REPORTED SEPARATELY

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
OTHER ITEMS REPORTED SEPARATELY	0.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 19	0.	0.

NY IT-204-IP

OTHER DEDUCTIONS

DESCRIPTION	AMOUNT FROM FEDERAL SCHEDULE K-1	NEW YORK STATE AMOUNT
OTHER DEDUCTIONS	0.	0.
TOTAL TO FORM IT-204-IP, PAGE 2, LINE 13	0.	0.



Department of Taxation and Finance
**New York Corporate Partner's
Schedule K-1**

Tax Law - Article 9-A

288821 11-04-22

IT-204-CP

24

☐ Final K-1

☐ Amended K-1

For calendar year 2022 or tax year beginning and ending

Partners: Before completing your franchise tax return, see Form IT-204-CP-I, *Partner's Instructions for Form IT-204-CP* (available at www.tax.ny.gov).

Partnership's information

Partnership's name (as shown on Form IT-204)	Partnership's EIN
RAINTREE GARDENS ASSOCIATES LLC	541716148

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

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

Partner's information (see instructions)

Partner's name HGGP CAPITAL XI, LLC (THRU RAIN TREE M			Partner's EIN 812788458
Partner's address 999 WATERSIDE DRIVE, SUITE 2300			
City NORFOLK	State VA	ZIP code 23510	

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

D What is the New York tax filing status of the partner? (Mark an ☒ in the appropriate box, if known.)

☐ C corporation ☐ S corporation ☒ Partnership

E If the partner is a disregarded entity, enter the EIN of the entity reporting the income of the partner (if known) **E**

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

G Partner's share of profit, loss, and capital

		Beginning	Ending
1) Profit	G1	0.0000%	0.0000%
2) Loss	G2	0.0000%	0.0000%
3) Capital	G3	0.0000%	0.0000%

H Partner's share of liabilities at the end of the year

1) Nonrecourse	H1	
2) Qualified nonrecourse financing	H2	
3) Recourse	H3	

I Partner's capital account analysis

1) Beginning capital account	I1	
2) Capital contributed during the year - cash	I2	
3) Capital contributed during the year - property	I3	
4) Current year increase (decrease)	I4	
5) Withdrawals and distributions - cash	I5	
6) Withdrawals and distributions - property	I6	
7) Ending capital account	I7	

8) Method of accounting (mark an ☒ in the appropriate box)

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

NO HANDWRITTEN ENTRIES ON THIS FORM

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J Was Form CT-2658-E filed with the partnership? **J** Yes ☐ No ☐

K NYS estimated tax paid on behalf of partner (from Form CT-2658)

		Date	Amount
1) First installment	K1		
2) Second installment	K2		
3) Third installment	K3		
4) Fourth installment	K4		
Total NYS estimated tax paid on behalf of partner (add lines K1 through K4)	K		

Partner's share of entire net income (ENI) information when the corporate partner's New York tax filing status is a C corporation
ENI addition modifications

1 Total additions **1**

	A - Number	B - Amount		A - Number	B - Amount
1a	EA -		1d	EA -	
1b	EA -		1e	EA -	
1c	EA -		1f	EA -	

ENI subtraction modifications

2 Total subtractions **2**

	A - Number	B - Amount		A - Number	B - Amount
2a	ES -		2d	ES -	
2b	ES -		2e	ES -	
2c	ES -		2f	ES -	

Partner's proportionate part of assets and liabilities (for New York C corporate partners only)

	Average value
3 Total assets	3
4 Real property and marketable securities included on line 3	4
5 Real property and marketable securities at fair market value (FMV)	5
6 Average value of adjusted total assets	6
7 Total liabilities	7
8 Liabilities directly attributable to business capital	8
9 Liabilities directly attributable to investment capital	9

NO HANDWRITTEN ENTRIES ON THIS FORM



Partner's proportionate part of items related to investment capital under Article 9-A (for New York)

C corporate partners only)

Part 1 - Investment capital that generates income claimed not taxable by New York under the U.S. Constitution

Description of asset (identify each asset, and enter number of shares (if applicable) and date acquired here; for each asset complete columns D through G on the corresponding lines below; enter only directly owned assets in items A through F and Total from additional sheet(s))

For each item listed, in columns A through G, enter the information for the partnership as a **whole**.

Item	A - Description of asset				B - Number of shares acquired, if applicable	C - Date acquired
A						
B						
C						
D						
E						
F						
Item	D Number of shares sold, if applicable	E Date sold	F Average FMV	G Liabilities directly attributable	H Net average FMV	
A						
B						
C						
D						
E						
F						
Total from additional sheet(s)						
Total from partnerships						
10 Total proportionate part of columns F and G (see instructions)			10			

Part 2 - Investment capital - stocks actually held more than one year

Description of investment (identify each investment, and enter number of shares and date acquired here; for each investment complete columns D through G on the corresponding lines below; enter only directly owned investments in items A through F and Total from additional sheet(s))

For each item listed, in columns A through G, enter the information for the partnership as a **whole**.

Item	A - Name/CUSIP/CINS/lot number				B - Number of shares acquired	C - Date acquired
A						
B						
C						
D						
E						
F						
Item	D Number of shares sold	E Date sold	F Average FMV	G Liabilities directly attributable	H Net average FMV	
A						
B						
C						
D						
E						
F						
Total from additional sheet(s)						
Total from partnerships						
11 Total proportionate part of columns F and G (see instructions)			11			

NO HANDWRITTEN ENTRIES ON THIS FORM

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Part 3 - Investment capital - stocks presumed held more than one year

Description of investment (identify each investment, and enter number of shares and date acquired here; for each investment complete columns F and G on the corresponding lines below; enter only directly owned investments in items A through F and Total from additional sheet(s))

For each item listed, in columns A through G, enter the information for the partnership as a **whole**.

Item	A - Name/CUSIP/CINS/lot number			B - Number of shares acquired	C - Date acquired		
A							
B							
C							
D							
E							
F							
Item	D Number of shares sold	E Date sold	F Average FMV	G Liabilities directly attributable	H Net average FMV		
A							
B							
C							
D							
E							
F							
Total from additional sheet(s)							
Total from partnerships							
12 Total proportionate part of columns F and G (see instructions)			12				

Part 4 - Total investment capital

13 Total average FMV and liabilities **directly** attributable
(add lines 10, 11, and 12 in columns F and G) ...

13**Part 5 - Prior year investment capital - stocks that did not meet holding period requirement**

Description of investment (identify each investment, and enter number of shares and date acquired here; for each investment complete columns D through G on the corresponding lines below; enter only directly owned investments in items A through F and Total from additional sheet(s))

For each item listed, in columns A through G, enter the information for the partnership as a **whole**.

Item	A - Name/CUSIP/CINS/lot number			B - Number of shares acquired	C - Date acquired		
A							
B							
C							
D							
E							
F							
Item	D Number of shares sold	E Date sold	F Average FMV as previously reported	G Liabilities directly attributable as previously reported	H Net average FMV		
A							
B							
C							
D							
E							
F							
Total from additional sheet(s)							
Total from partnerships							
14 Total proportionate part of columns F and G (see instructions)			14				

NO HANDWRITTEN ENTRIES ON THIS FORM

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Part 6 - Prior year gross investment income for stocks that did not meet holding period requirement

- 15 Prior year **presumed** gross investment income from stocks presumed in the prior year to be held more than one year that failed to meet the presumption (*see instructions*)

15

Partner's share of items related to investment and other exempt income under Article 9-A (for New York

C corporate partners only)

- 16 Gross exempt cross-article dividends
- 17 Gross exempt controlled foreign corporation (CFC) income
- 18 Gross exempt unitary corporation dividends
- 19 Gross investment income from investments generating income not taxable by New York State under the U.S. Constitution
- 20 Dividend income from investment capital from stocks **actually** held more than one year
- 21 Net capital gains or losses from investment capital from stocks **actually** held more than one year
- 22 Dividend income from investment capital from stocks **presumed** held more than one year

16

17

18

19

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22

Partner's share of items related to interest deductions directly attributable to investment and other exempt income under Article 9-A (for New York C corporate partners only)

- 23 Interest expense per federal Form 1065, line 15
- 24 Interest deductions **directly** attributable to income reported on line 16
- 25 Interest deductions **directly** attributable to income reported on line 17
- 26 Interest deductions **directly** attributable to income reported on line 18
- 27 Interest deductions **directly** attributable to income reported on line 19
- 28 Interest deductions **directly** attributable to income reported on line 20
- 29 Interest deductions **directly** attributable to income reported on line 21
- 30 Interest deductions **directly** attributable to income reported on line 22
- 31 Interest deductions **directly** attributable to **business** capital

23

24

25

26

27

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29

30

31

Partner's share and proportionate part of items related to subtraction modification for qualified banks

- 32 Qualified residential loan portfolio assets
- 33 Gross interest income from qualifying loans
- 33a Gross interest income from all loans
- 33b Gross interest expense from all loans

32

33

33a

33b

Partner's share and proportionate part of items related to manufacturing

- 34 Total receipts from the sale of goods by manufacturing
- 35 New York adjusted basis of qualified manufacturing property
- 35a Number of employees employed in manufacturing in New York

34

35

35a

NO HANDWRITTEN ENTRIES ON THIS FORM

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Partner's share of New York modifications *(for New York S corporate partners only)***36** New York State additions

	Number	A - Total amount
36a	EA -	
36b	EA -	
36c	EA -	
36d	EA -	
36e	EA -	
36f	EA -	

37 Total addition modifications *(total of column A, lines 36a through 36f)***37****38** New York State subtractions

	Number	A - Total amount
38a	ES -	
38b	ES -	
38c	ES -	
38d	ES -	
38e	ES -	
38f	ES -	

39 Total subtraction modifications *(total of column A, lines 38a through 38f)***39****40** Additions to itemized deductions

	Letter	Amount
40a		
40b		
40c		
40d		
40e		
40f		

41 Total additions to itemized deductions *(add lines 40a through 40f)***41****42** Subtractions from itemized deductions

	Letter	Amount
42a		
42b		
42c		
42d		
42e		
42f		

43 Total subtractions from itemized deductions *(add lines 42a through 42f)***43**

NO HANDWRITTEN ENTRIES ON THIS FORM



Partner's share of income, deductions, etc. (from federal Form 1065, Schedule K-1)**Partner's distributive share items**

44	Ordinary business income (loss)	44	
45	Net rental real estate income (loss)	45	
46	Other net rental income (loss)	46	
47	Guaranteed payments	47	
48	Interest income	48	
49	Ordinary dividends	49	
50	Royalties	50	
51	Net short-term capital gain (loss)	51	
52	Net long-term capital gain (loss)	52	
53	Net section 1231 gain (loss)	53	
54	Other income (loss)	54	
Identify:			
55	Section 179 deduction	55	
56	Other deductions	56	
Identify:			
57	Tax-exempt income and nondeductible expenses	57	
58	Distributions - cash and marketable securities	58	
59	Distributions - other property	59	
60	Other items not included above that are required to be reported separately to partners	60	
Identify:			

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

		A - Form CT-611	B - Form CT-611.1	C - Form CT-611.2
61	Site preparation credit component	61		
62	Tangible property credit component	62		
63	On-site groundwater remediation credit component	63		
64	This line intentionally left blank	64		
65	This line intentionally left blank	65		

QEZE tax reduction credit (Form CT-604-CP)

66	QEZE employment increase factor	66	
67	QEZE zone allocation factor	67	
68	QEZE benefit period factor	68	

Excelsior jobs program tax credit (Form CT-607)

69	Excelsior jobs tax credit component	69	
70	Excelsior investment tax credit component	70	
71	Excelsior research and development tax credit component	71	
72	Excelsior real property tax credit component	72	
72a	Excelsior child care services tax credit component	72a	

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NO HANDWRITTEN ENTRIES ON THIS FORM

Partner's credit information (continued)**Farmers' school tax credit** (Form CT-47)

73	Acres of qualified agricultural property	73	
74	Acres of qualified conservation property	74	
75	Eligible school district property taxes paid	75	
76	Acres of qualified agricultural property converted to nonqualified use	76	

Other flow-through credit bases and information

Credit bases

Code	Amount	Code	Amount
77a		77d	
77b		77e	
77c		77f	

Credit information

Code	Information	Code	Information
77g		77j	
77h		77k	
77i		77l	

Part 2 - Flow-through credits, addbacks, and recaptures

78 Flow-through credits

Code	Amount	Code	Amount
78a		78e	
78b		78f	
78c		78g	
78d		78h	

79 Addbacks of credits and recaptures

Code	Amount	Code	Amount
79a		79d	
79b		79e	
79c		79f	

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

80	START-UP NY business certificate number (Form DTF-74)	80	
81	Year of START-UP NY business tax benefit period	81	
82	START-UP NY area allocation factor	82	

Partner's share of apportionment and Metropolitan Commuter Transportation District (MCTD) information**Part 1**

- 1 During the reporting year, did the partnership do business, employ capital, own or lease property, maintain an office, or derive receipts from activity, in New York State? (mark an X in the appropriate box) Yes ☒ No ☐
- 2 During the reporting year, did the partnership do business, employ capital, own or lease property, maintain an office, or derive receipts from activity, in the MCTD? (mark an X in the appropriate box) Yes ☐ No ☒

Average value of property

	A - MCTD	B - New York State
3 Real estate owned	3	
4 Real estate rented	4	
5 Inventories owned	5	
6 Tangible personal property owned	6	
7 Tangible personal property rented	7	

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NO HANDWRITTEN ENTRIES ON THIS FORM

Part 2**Receipts from:**

		A MCTD	B New York State	C Everywhere
Section 210-A.2				
1 Sales of tangible personal property	1			
2 Sales of electricity	2			
3 Net gains from sales of real property	3			
Section 210-A.3				
4 Rentals of real and tangible personal property	4			
5 Royalties from patents, copyrights, trademarks, and similar intangible personal property	5			
6 Sales of rights for certain closed-circuit and cable TV transmissions of an event	6			
Section 210-A.4				
7 Sale, licensing, or granting access to digital products	7			
7a Sale, licensing, or granting access to digital products	7a			
8 This line intentionally left blank	8			
Section 210-A.5(a)(2)(A)				
9 Interest from loans secured by real property	9			
10 Net gains from sales of loans secured by real property	10			
11 Interest from loans not secured by real property <input type="checkbox"/>	11			
12 Net gains from sales of loans not secured by real property <input type="checkbox"/>	12			
Section 210-A.5(a)(2)(B) <input type="checkbox"/>				
13 Interest from federal debt	13			
14 <input type="checkbox"/>				
15 Interest from NYS and its political subdivisions debt	15			
16 Net gains from federal, NYS, and NYS political subdivisions debt	16			
17 Interest from other states and their political subdivisions debt	17			
18 Net gains from other states and their political subdivisions debt	18			
Section 210-A.5(a)(2)(C) <input type="checkbox"/>				
19 Interest from asset-backed securities and other government agency debt	19			
20 Net gains from government agency debt or asset-backed securities sold through an exchange	20			
21 Net gains from all other asset-backed securities	21			
Section 210-A.5(a)(2)(D) <input type="checkbox"/>				
22 Interest from corporate bonds	22			
23 Net gains from corporate bonds sold through broker/dealer or licensed exchange	23			
24 Net gains from other corporate bonds	24			
Section 210-A.5(a)(2)(E)				
25 Net interest from reverse repurchase and securities borrowing agreements	25			
Section 210-A.5(a)(2)(F)				
26 Net interest from federal funds	26			
Section 210-A.5(a)(2)(I) <input type="checkbox"/>				
27 Net income from sales of physical commodities	27			
Section 210-A.5(a)(2)(J) <input type="checkbox"/>				
28 Marked to market net gains	28			

NO HANDWRITTEN ENTRIES ON THIS FORM

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Part 2		A	B	C
Receipts from:		MCTD	New York State	Everywhere
Section 210-A.5(a)(2)(H)	<input type="checkbox"/>			
210-A.5(a)(2)(G)	<input type="checkbox"/>			
29 Interest from other financial instruments	29			
30 Net gains from other financial instruments	30			
30a Net gains from other financial instruments (broker/dealer/exchange)	30a			
30b Other income from other financial instruments	30b			
30c Other income from other financial instruments (broker/dealer/exchange)	30c			
30d Dividends from stock that is business capital	30d			
30e Net gains from sales of stock that is business capital	30e			
30f Net gains from sales of partnership interests	30f			
Section 210-A.5(b)				
31 Brokerage commissions	31			
32 Margin interest earned on behalf of brokerage accounts	32			
33 Fees for advisory services for underwriting or management of underwriting	33			
34 Receipts from primary spread of selling concessions	34			
35 Receipts from account maintenance fees	35			
36 Fees for management or advisory services	36			
37 Interest from an affiliated corporation	37			
Section 210-A.5(c)				
38 Interest, fees, and penalties from credit cards	38			
39 Service charges and fees from credit cards	39			
40 Receipts from merchant discounts	40			
41 Receipts from credit card authorizations and settlement processing	41			
42 Other credit card processing receipts	42			
Section 210-A.5(d)				
43 Receipts from certain services to investment companies	43			
44 This line intentionally left blank	44			
Section 210-A.6				
45 Receipts from railroad and trucking business	45			
Section 210-A.6-a				
46 Receipts from the operation of vessels	46			
Section 210-A.7				
47 Receipts from air freight forwarding	47			
48 Receipts from other aviation services	48			
Section 210-A.8				
49 Advertising in newspapers or periodicals	49			
50 Advertising on television or radio	50			
51 Advertising via other means	51			
Section 210-A.9				
52 Transportation or transmission of gas through pipes	52			
Section 210-A.10				
53 Receipts from other services/activities not specified	53			
53a Receipts from other services/activities not specified	53a			

NO HANDWRITTEN ENTRIES ON THIS FORM

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Payroll		A MCTD	B New York State
54	Wages and other compensation of employees except general executive officers	54	
55	Average number of individuals employed full time in New York State <i>(excluding employees with partnership-wide authority)</i>		55

Gross proceeds or receipts from certain sales (for apportionment purposes) <i>(see instructions)</i>		A MCTD	B New York State	C Everywhere
56	Sales of loans secured by real property	56		
57	Sales of loans not secured by real property	57		
58	Sales of other asset-backed securities	58		
59	Sales of corporate bonds	59		
60	Sales of physical commodities	60		

Marked to market net gain or loss from deemed sales (for apportionment purposes)

61	Of loans secured by real property	61	
62	Of loans not secured by real property	62	
63	Of federal debt instruments	63	
64	Of New York State and its political subdivisions debt instruments	64	
65	Of other states and their political subdivisions debt instruments	65	
66	Of government agency debt or asset-backed securities (through exchange)	66	
67	Of all other asset-backed securities	67	
68	Of corporate bonds through licensed exchange or broker/dealer	68	
69	Of other corporate bonds	69	
70	Of physical commodities	70	
71	Of other financial instruments of one type	71	

Items related to repurchase agreements and securities borrowing/lending agreements

72	Value of reverse repurchase agreements when partnership is purchaser/lender	72	
73	Value of borrowing agreements when partnership is securities borrower	73	
74	Value of repurchase agreements when partnership is seller/borrower	74	
75	Value of lending agreements when partnership is securities lender	75	
76	Interest income from reverse repurchase agreements and securities borrowing agreements	76	
77	Interest expense from repurchase agreements and securities lending agreements	77	

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

1	Total of New York additions	1	
2	Total of New York subtractions	2	

NO HANDWRITTEN ENTRIES ON THIS FORM

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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		Pass-Through Entity (PTE) Information	
Name HGGP CAPITAL XI, LLC MANAGING CO., LLC)	FEIN or SSN 81-2788458	Name RAINTREE GARDENS ASSOCIAT	FEIN 54-1716148
Address 999 WATERSIDE DRIVE, SUITE 2300		Address 999 WATERSIDE DRIVE SUIT	Taxable Year End Date 12/31/22
Address Continued		Address Continued	
City or Town, State, and ZIP Code NORFOLK, VA 23510		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. <u>01/01/2017</u>
b. Owner's entity type (Enter code)	b. <u>LL</u>
c. Owner's participation type (Enter code)	c. <u>LLM</u>
d. Owner's participation percentage (Example: 47.35%)	d. <u>0.00</u> %
e. Amount withheld by PTE for the owner	e. <u>.00</u>
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. <u>.00</u>
2. Total deductions	2. <u>.00</u>
3. Tax-exempt interest income	3. <u>.00</u>

Allocation and Apportionment

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

Virginia Additions - Owner's Share

8. Fixed date conformity - depreciation	8. <u>.00</u>
9. Fixed date conformity - other	9. <u>.00</u>
10. Net income tax or other tax used as a deduction in determining taxable income (see instructions)	10. <u>.00</u>
11. Interest on municipal or state obligations other than from Virginia	11. <u>.00</u>

12. Other additions (see Form 502 instructions for addition codes.)

Code	Amount	Code	Amount
12a. <input style="width: 40px;" type="text"/>	<u>.00</u>	12b. <input style="width: 40px;" type="text"/>	<u>.00</u>
12c. <input style="width: 40px;" type="text"/>	<u>.00</u>	12d. <input style="width: 40px;" type="text"/>	<u>.00</u>

13. Total Additions (add Lines 8-11 and 12a-12d)	13. <u>.00</u>
--	----------------

Virginia Subtractions - Owner's Share

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

Certification Number (if applicable)	Code	Amount
17a. <input style="width: 150px;" type="text"/>	<input style="width: 40px;" type="text"/>	<u>.00</u>
17b. <input style="width: 150px;" type="text"/>	<input style="width: 40px;" type="text"/>	<u>.00</u>
17c. <input style="width: 150px;" type="text"/>	<input style="width: 40px;" type="text"/>	<u>.00</u>
17d. <input style="width: 150px;" type="text"/>	<input style="width: 40px;" type="text"/>	<u>.00</u>

18. Total Subtractions. (add Lines 14-16 and 17a-17d)	18. <u>.00</u>
---	----------------

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 **81-2788458**
PTE FEIN **54-1716148****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 Credit00
3. Biodiesel and Green Diesel Fuels Tax Credit00
4. Recyclable Materials Processing Equipment Tax Credit00
5. Vehicle Emissions Testing Equipment Tax Credit00
6. Major Business Facility Job Tax Credit00
7. Waste Motor Oil Burning Equipment Tax Credit00
8. Riparian Forest Buffer Protection for Waterways Tax Credit00
9. Reserved for Future Use	XXXXXXXXXXXXXXXXXXXX
10. Reserved for Future Use	XXXXXXXXXXXXXXXXXXXX
11. Reserved for Future Use	XXXXXXXXXXXXXXXXXXXX
12. Historic Rehabilitation Tax Credit00
13. Land Preservation Tax Credit00
14. Qualified Equity and Subordinated Debt Investments Tax Credit00
15. Communities of Opportunity Tax Credit00
16. Green Jobs Creation Tax Credit00
17. Farm Wineries and Vineyards Tax Credit00
18. International Trade Facility Tax Credit00
19. Port Volume Increase Tax Credit00
20. Barge and Rail Usage Tax Credit00
21. Livable Home Tax Credit00

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 Credit00
24. Major Research and Development Expenses Tax Credit00
25. Food Crop Donation Tax Credit00
26. Worker Training Tax Credit00
27. Virginia Housing Opportunity Tax Credit00

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 Credit00
2. 100% Coalfield Employment Enhancement Tax Credit from 2022 Form 306D, Part II, Section 1, Line 100
3. Full Credit: Enter amount from 2022 Form 306D, Part II, Section 2, Line 300
4. 85% Credit: Enter amount from 2022 Form 306D, Part II, Section 3, Line 500
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 Credit00
8. Research and Development Expenses Tax Credit00
9. Conservation Tillage and Precision Agricultural Equipment Tax Credit00
10. Pass-Through Entity Elective Tax Payment Credit00

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, or by calling the Department at (804) 367-8031 (individuals) or (804) 367-8037 (businesses).