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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation ROBERT & JENNY KIRKLAND FOUNDATION		A Employer identification number 13-4228589
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 624 REELFOOT AVENUE		B Telephone number (see page 10 of the instructions) 731-885-2847
	City or town, state, and ZIP code UNION CITY TN 38261		C If exemption application is pending, check here ☐
			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,237,593		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

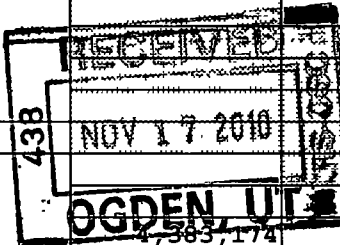
Part I Analysis of Revenue and Expenses (The

total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	4,297,542			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	85,632	85,632		
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	4,383,174	85,632	0	
13 Compensation of officers, directors, trustees, etc	60,000	45,000		15,000
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 1	223,293	42,303		180,990
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	2,667	2,503		164
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch)				
24 Total operating and administrative expenses. Add lines 13 through 23	285,960	89,806		196,154
25 Contributions, gifts, grants paid	1,817,301			1,817,301
26 Total expenses and disbursements. Add lines 24 and 25	2,103,261	89,806	0	2,013,455
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,279,913			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2009)



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		6,242,217	628,681	628,681
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (att. schedule) ▶ SEE WRK 7,174,772 Less allowance for doubtful accounts ▶		3,886,234	7,174,772	7,174,772
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) SEE STMT 3		478,289	6,434,140	6,434,140
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶				
15	Other assets (describe ▶ SEE STATEMENT 4)		1	1		
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		10,606,741	14,237,594	14,237,593	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		10,606,741	14,237,594	
30	Total net assets or fund balances (see page 17 of the instructions)		10,606,741	14,237,594		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		10,606,741	14,237,594		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,606,741
2	Enter amount from Part I, line 27a	2	2,279,913
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	1,350,940
4	Add lines 1, 2, and 3	4	14,237,594
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,237,594

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a N/A				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,837,350	6,498,584	0.282731
2007	1,613,427	4,023,149	0.401036
2006	1,803,461	3,220,104	0.560063
2005	951,676	2,597,252	0.366417
2004	104,103	1,833,358	0.056783

2 Total of line 1, column (d)	2	1.667030
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.333406
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,674,359
5 Multiply line 4 by line 3	5	2,892,083
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	2,892,083
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	2,013,455

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

N/A

STMT 7

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► AL CRESWELL 624 E REELFOOT AVE Located at ► UNION CITY, TN	Telephone no ► 731-885-3661 ZIP+4 ► 38261		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 ☐		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	► ☐ 1b X	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	N/A 1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	N/A 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b X	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	☐ N/A	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	☒ N/A ☐ Yes ☐ No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTOPHER KIRKLAND 260 CHESTER STEVENS ROAD	FRANKLIN TN 37067	SEC/DIRECTOR 12.00	20,000	0
MACY D SWENSSON 8 TRAILBRIDGE DRIVE	CINCINNATI OH 45241	DIRECTOR 10.00	20,000	0
JENNY D KIRKLAND 760 SANDERS CHAPEL ROAD	UNION CITY TN 38261	PRESIDENT/DIRECTOR 20.00	0	0
BEDFORD F KIRKLAND 204 JAROD WAY	LEBANON TN 37087	DIRECTOR 10.00	20,000	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE STATEMENT 8	
2 SEE STATEMENT 9	1,707,051
3 SEE STATEMENT 10	42,850
4 SEE STATEMENT 11	25,000
	10,000

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,983,448
b	Average of monthly cash balances	1b	3,823,008
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8,806,456
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,806,456
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	132,097
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,674,359
6	Minimum investment return. Enter 5% of line 5	6	433,718

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	433,718
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	433,718
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	433,718
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	433,718

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,013,455
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,013,455
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,013,455

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				433,718
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004	12,435			
b From 2005	821,813			
c From 2006	1,645,114			
d From 2007	1,412,390			
e From 2008	1,512,558			
f Total of lines 3a through e	5,404,310			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,013,455				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				433,718
e Remaining amount distributed out of corpus	1,579,737			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,984,047			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	12,435			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	6,971,612			
10 Analysis of line 9				
a Excess from 2005	821,813			
b Excess from 2006	1,645,114			
c Excess from 2007	1,412,390			
d Excess from 2008	1,512,558			
e Excess from 2009	1,579,737			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 12				1,817,301
Total			▶ 3a	1,817,301
b Approved for future payment N/A				
Total			▶ 3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

**ROBERT & JENNY KIRKLAND FOUNDATION
FOUNDATION**

Employer identification number

13-4228589

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

ROBERT & JENNY KIRKLAND FOUNDATION

Employer identification number

13-4228589

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KIRKLAND 2004 CHARITABLE LEAD ANNUITY TRUST 201 W MAIN STREET UNION CITY TN 38261	\$ 1,493,940	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	KIRKLAND 2005 CHARITABLE LEAD ANNUITY TRUST 201 WEST MAIN STREET UNION CITY TN 38261	\$ 481,440	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	KIRKLAND 2007 CHARITABLE LEAD ANNUITY TRUST 201 WEST MAIN STREET UNION CITY TN 38261	\$ 2,322,162	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Forms 990 / 990-PF	Other Notes and Loans Receivable	2009
For calendar year 2009, or tax year beginning _____, and ending _____		
Name ROBERT & JENNY KIRKLAND FOUNDATION FOUNDATION		Employer Identification Number 13-4228589

FORM 990-PF, PART II, LINE 7 - ADDITIONAL INFORMATION

Name of borrower	Relationship to disqualified person
(1) DUE FROM DPC LLC (2007)	
(2) DUE FROM DPC LLC (2008)	
(3) DUE FROM DPC LLC (2009)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)	137,445	137,445	137,445
(2)	3,748,789	3,748,789	3,748,789
(3)		3,288,538	3,288,538
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Totals	3,886,234	7,174,772	7,174,772

Federal Statements

Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	DONATION				
GALLEON OFFSHORE SPC LTD		12/01/08	11/20/09	\$ 419,542	\$	419,542	\$	\$	\$
GALLEON OFFSHORE SPC				\$ 419,542	\$	419,542	\$	0	\$
TOTAL				\$ 419,542	\$	419,542	\$	0	\$

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 213,442	\$ 38,363	\$	\$ 175,079
ACCOUNTING FEES	9,851	3,940		5,911
TOTAL	\$ 223,293	\$ 42,303	\$ 0	\$ 180,990

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER TAXES	\$ 2,523	\$ 2,503	\$	\$ 20
PF TAXES - IRS	144			144
TOTAL	\$ 2,667	\$ 2,503	\$ 0	\$ 164

Federal Statements**Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
ARCHIPELAGO HOLDINGS LTD	\$	\$	COST	\$
ARCHIPELAGO HOLDINGS - ADJ TO MARKET			MARKET	
GALLEON TECHNOLOGY OFFSHORE LTD			COST	
GALLEON TECHNOLOGY - ADJ TO MARKET			MARKET	
HIGHSIDE OFFSHORE LTD			COST	
LPL - STOCKS		3,949,453	COST	
LPL - ADJ TO MARKET		1,043,047	MARKET	4,992,500
ALDEN GLOBAL DISTRESSED		1,075,000	COST	
ALDEN GLOBAL DISTRESSED - ADJ TO MAR		227,187	MARKET	1,302,187
GALLEON PARTNERS SPC LP	478,289	62,458	COST	
GALLEON PARTNERS SPC LP - ADJ TO MAR		76,995	MARKET	139,453
TOTAL	\$ 478,289	\$ 6,434,140		\$ 6,434,140

Statement 4 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
ROUNDING	\$ 1	\$ 1	\$
TOTAL	\$ 1	\$ 1	\$ 0

Statement 5 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAINS OF INVESTMENTS-CURRENT YEAR	\$ 1,350,940
TOTAL	\$ 1,350,940

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
PRIOR YEAR UNREALIZED GAINS - REALIZED	\$
UNREALIZED LOSSES ON INVESTMENTS FROM CURRENT YEAR	
TOTAL	\$ 0

20353 Robert & Jenny Kirkland Foundation
13-4228589
FYE: 12/31/2009

Federal Statements

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Statement 7 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

<u>Name</u>	<u>Address</u>	<u>City, State, Zip</u>
KIRKLAND 2004 CHARITABLE LEAD 760 SANDERS CHAPEL ROAD		UNION CITY TN 38261
KIRKLAND 2005 CHARITABLE LEAD 760 SANDERS CHAPEL ROAD		UNION CITY TN 38261
KIRKLAND 2007 CHARITABLE LEAD 760 SANDERS CHAPEL ROAD		UNION CITY TN 38261

Statement 8 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities**Description**

PROMETHEAN FOUNDATION, UNION CITY, TENNESSEE
SERVES THE LOCAL AREA IN PROVIDING DAY CARE SCHOLARSHIPS
TO QUALIFYING APPLICANTS TO INCREASE THE SOCIAL, MORAL
AND EDUCATIONAL VALUE AVAILABLE TO THESE CHILDREN

Statement 9 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities**Description**

UNION CITY ROTARY CLUB - IS THE LOCAL CHAPTER OF THE
ROTARY INTERNATIONAL. THE MISSION OF THE ROTARY IS TO
PROVIDE SERVICE TO OTHERS, PROMOTE INTEGRITY, AND ADVANCE
WORLD UNDERSTANDING, GOODWILL, AND PEACE THROUGH ITS
FELLOWSHIP OF BUSINESS, PROFESSIONAL, AND COMMUNITY
LEADERS. THE UNION CITY ROTARY CLUB SPONSERS THE LARGEST
SCHOLARSHIP PROGRAM IN THE AREA FOR THE CITY AND COUNTY
HIGH SCHOOL GRADUATES. THEY ALSO SPONSER OR SUPPORT THE
FOLLOWING PROJECTS: DISCOVERY PARK OF AMERICA, OBION
COUNTY DISTINGUISHED SPEAKERS, READING RAILROAD, ROTARY
RELAYS AND THE PROMETHEAN FOUNDATION.

Statement 10 - Form 990-PF, Part IX-A, Line 3 - Summary of Direct Charitable Activities**Description**

NORTHWEST TENNESSEE BOYS & GIRLS CLUB IS AN AREA CLUB FOR
YOUNG BOYS AND GIRLS. THEIR MISSION IS TO ENABLE ALL
YOUNG PEOPLE, ESPECIALLY THOSE WHO NEED IT THE MOST, TO
REACH THEIR FULL POTENTIAL AS PRODUCTIVE, CARING,
RESPONSIBLE CITIZENS. THEY PROVIDE A SAFE PLACE TO LEARN
AND GROW, ONGOING RELATIONSHIPS WITH CARING ADULT
PROFESSIONALS, LIFE-ENHANCING PROGRAMS AND CHARACTER
DEVELOPMENT EXPERIENCES, AND HOPE AND OPPORTUNITY.

Statement 11 - Form 990-PF, Part IX-A, Line 4 - Summary of Direct Charitable Activities**Description**

CINCINNATI COUNTRY DAY SCHOOL, FOUNDED IN 1926, IS AN
INDEPENDENT, CO-EDUCATIONAL DAY SCHOOL WITH STUDENTS FROM
18 MONTHS TO 18 YEARS. THEY PROVIDE EACH STUDENT WITH
SUPERIOR PREPARATION FOR SUCCESS IN COLLEGE AND LIFE.
THEY INSPIRE A PASSION FOR LEARNING AND INDEPENDENT
THINKING THROUGH A STEADFAST COMMITMENT OF ACADEMIC
EXCELLENCE, PERSONAL INTEGRITY, AND SERVICE TO OTHERS.

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
N/A	\$
TOTAL	\$ 0

Federal Statements

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Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
INTERFAITH DENTAL CLINIC	1721 PATTERSON STREET			MEDICAL	
NASHVILLE TN 37203					
MIDDLE TN BOY SCOUTS OF A	3414 HILLSBORO PIKE			EDUCATIONAL	
NASHVILLE TN 37215					
BLUE DEVIL BOOSTER CLUB	415 HARDING DRIVE			EDUCATIONAL/ATHLETIC SCHOLARSHIPS	
LEBANON TN 37087					
MERCY CHILDRENS HOSPITAL	112 NINTH AVENUE S			MEDICAL	
FRANKLIN TN 37064					
NASHVILLE SYMPHONY	ONE SYMPHONY PLACE			PERFORMING ARTS	
NASHVILLE TN 37201					
NURSES FOR NEWBORNS OF TN	50 VANTAGE WAY, SUITE 101			HOME CARE FOR AT RISK MOMS & BABIES	
NASHVILLE TN 37228					
VISIONS AUTISM CENTER	828 EXCHANGE ST			MEDICAL RESEARCH	
UNION CITY TN 38261					
PARKS CEME RIDGE MEMORIAL	STATE HWY 105			HISTORICAL	
TRIMBLE TN 38259					
OBION CO DISTINGUISHED SP	624 E REELFOOT AVENUE			EDUCATIONAL	
UNION CITY TN 38261					
UC SCHOOLS TOP 10 BANQUET	PO BOX 749			EDUCATIONAL	
UNION CITY TN 38261					
OBIION CO INDUSTRIAL DEVE	214 E CHURCH ST			INDUSTRIAL DEVELOPMENT	
UNION CITY TN 38261					
UNIV OF MEMPHIS - POTS	DEPT OF EARTH SCIENCE			ARCHAEOLOGICAL RESEARCH	
MEMPHIS TN 38152-3430					
COURT APPT SPECIAL ADVOCA	102 E MAIN			JUVINELLE COURT ADVOCATES	
LEBANON TN 37088					
EMPOWER ME DAYCAMP	PO BOX 672			RECREATION CHILDREN W/ DISABILITIES	
LEBANON TN 37088					
HABITAT FOR HUMANITY	205 S MAPLE STREET			HOMES FOR LOW INCOME	
LEBANON TN 37087					
WILSON CO CIVIC LEAGUE	PO BOX 1231			IMPROVE SOCIAL CONDITIONS IN COUNTY	
LEBANON TN 37088					
CHARITABLE - PROMETHEAN F					
CHARITABLE - BOYS/GIRLS C					

1,707,051
25,000

Federal Statements

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Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
CHARTIABLE - MASQUERADE T					1,000
CHARITABLE - MACY'S CHOIC					10,000
CHARITABLE - TAB'S CHOICE					10,000
CHARITABLE - CHRIS' CHOIC					10,000
CHARITABLE - OBION CO. WA					1,000
CHARITABLE - CATO INSTITU					10,000
CHARITABLE - ALL OTHER					43,250
TOTAL					<u>1,817,301</u>