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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
THE ROBERT E & JENNY D KIRKLAND FOUNDATION

A Employer identification number
13-4228589

Number and street (or P O box number if mail is not delivered to street address)
624 REELFOOT AVENUE

Room/suite

B Telephone number (see instructions)
(731) 885-2847

City or town, state or province, country, and ZIP or foreign postal code
UNION CITY, TN 38261

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 146,331,978

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

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 instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	7,369,479			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	287,582	287,582		
	4	Dividends and interest from securities	624,847	624,847		
	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)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,971,093	1,971,093		
	12	**Total.** Add lines 1 through 11	10,253,001	2,883,522		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	400,000	300,000		100,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	28,650	21,488		7,162
	c	Other professional fees (attach schedule)	34,132	30,719		3,413
	17	Interest	4,670	4,670		
	18	Taxes (attach schedule) (see instructions)	150,651	150,607		44
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	173,997	173,703		294
	24	**Total operating and administrative expenses.** Add lines 13 through 23	792,100	681,187		110,913
	25	Contributions, gifts, grants paid	3,321,352			3,321,352
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,113,452	681,187		3,432,265
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	6,139,549			
	b	**Net investment income** (if negative, enter -0-)		2,202,335		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	16,638,129	17,654,502	17,654,502
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 instructions)			
7	Other notes and loans receivable (attach schedule) ▶ 87,815,115 Less allowance for doubtful accounts ▶	85,667,473	87,815,115	87,815,115
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)	37,248,909	40,862,361	40,862,361
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	139,554,511	146,331,978	146,331,978
Liabilities				
17	Accounts payable and accrued expenses	36,613,000	35,613,000	
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 ▶)	1,167,801	1,472,861	
23	**Total liabilities** (add lines 17 through 22)	37,780,801	37,085,861	
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 ▶ ☑ and complete lines 27 through 31.			
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	101,773,710	109,246,117	
30	**Total net assets or fund balances** (see instructions)	101,773,710	109,246,117	
31	**Total liabilities and net assets/fund balances** (see instructions)	139,554,511	146,331,978	

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	101,773,710
2	Enter amount from Part I, line 27a	2	6,139,549
3	Other increases not included in line 2 (itemize) ▶	3	3,613,453
4	Add lines 1, 2, and 3	4	111,526,712
5	Decreases not included in line 2 (itemize) ▶	5	2,280,595
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	109,246,117

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				
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 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 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))
2014	6,890,795	60,758,423	0 113413
2013	2,852,926	39,938,191	0 071434
2012	1,826,566	25,968,196	0 070339
2011	1,890,790	26,264,163	0 071991
2010	2,541,689	20,973,488	0 121186

2	**Total** of line 1, column (d).	2	0 448363
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 089673
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	61,979,461
5	Multiply line 4 by line 3.	5	5,557,884
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	22,023
7	Add lines 5 and 6.	7	5,579,907
8	Enter qualifying distributions from Part XII, line 4.	8	5,579,907

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

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	22,023
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	
3	Add lines 1 and 2	3	22,023
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	22,023
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — **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	522
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	22,545
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 2015 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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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*	8b		
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

Part VII-A Statements Regarding Activities ***(continued)***

			Yes	No
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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶AL CRESWELL Telephone no ▶(731) 885-3661

Located at ▶624 E REELFOOT AVE UNION CITY TN 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 |

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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 instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 2015?.		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?.	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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 instructions).		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 2015 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 2015).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2015?		4b		No

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 4945(d)(4)(A)? (see 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 instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
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?		**6b**		No
	If "Yes" to 6b, file Form 8870				
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?		**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 instructions).

(a) Name and address	Title, and average hours per week **(b)** 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 4306 ESTESWOOD DRIVE NASHVILLE, TN 37215	SEC/DIRECTOR 10 00	100,000	0	0
MACY D SWENSSON 8 TRAILBRIDGE DRIVE CINCINNATI, OH 45241	DIRECTOR 10 00	100,000	0	0
JENNY D KIRKLAND 760 SANDERS CHAPEL ROAD UNION CITY, TN 38261	PRES/DIRECTO 15 00	100,000	0	0
BEDFORD F KIRKLAND 204 JAROD WAY LEBANON, TN 37087	DIRECTOR 12 00	100,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** 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 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 PROMETHEAN FOUNDAION, 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	1,713,891
2 DISCOVERY PARK OF AMERICA'S MISSION IS EDUCATION TO ENHANCE CHILDREN AND ADULTS' EDUCATIONAL EXPERIENCES AND TO INSPIRE THEM TO REACH THEIR FULL POTENTIAL DISCOVERY PARK'S EXHIBITS AND PROGRAMS COMPEL VISITORS OF ALL AGES TO "SEE BEYOND" THEIR CURRENT LEVEL OF KNOWLEDGE IN MANY AREAS DISCOVERY PARK FOCUSES ON NATURE, SCIENCE, TECHNOLOGY, HISTORY AND ART LAND WAS DONATED FOR THE ERECTION OF THE DISCOVERY PARK OF AMERICA	1,472,861
3 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 SPEACKERS, READING RAILROAD, ROTARY RELAYS AND THE PROMETHEAN FOUNDATION	51,000
4 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	8,000

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 LOANS TO DISCOVERY PARK OF AMERICA	2,147,642
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	2,147,642

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations,see 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	44,528,312
b	Average of monthly cash balances	1b	18,394,999
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	62,923,311
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	62,923,311
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	943,850
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	61,979,461
6	**Minimum investment return.** Enter 5% of line 5	6	3,098,973

Part XI Distributable Amount

(see 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	3,098,973
2a	Tax on investment income for 2015 from Part VI, line 5	2a	22,023		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	22,023
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,076,950
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,076,950
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,076,950

Part XII Qualifying Distributions (see 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	3,432,265
b	Program-related investments—total from Part IX-B	1b	2,147,642
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	5,579,907
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 instructions)	5	22,023
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,557,884

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 instructions)

		(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					3,076,950
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2015					
a From 2010.	1,493,015				
b From 2011.	582,971				
c From 2012.	536,186				
d From 2013.	861,745				
e From 2014.	4,088,028				
f **Total** of lines 3a through e.		7,561,945			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 5,579,907					
a Applied to 2014, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2015 distributable amount.					3,076,950
e Remaining amount distributed out of corpus		2,502,957			
5 Excess distributions carryover applied to 2015 *(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		10,064,902			
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 instructions					
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .		1,493,015			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		8,571,887			
10 Analysis of line 9					
a Excess from 2011. . . .	582,971				
b Excess from 2012. . . .	536,186				
c Excess from 2013. . . .	861,745				
d Excess from 2014. . . .	4,088,028				
e Excess from 2015. . . .	2,502,957				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

ROBERT JENNY KIRKLAND

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				3,321,352
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			18	270,834	16,748
4 Dividends and interest from securities. . .			14	624,847	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					1,971,093
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				895,681	1,987,841

13 Total. Add line 12, columns (b), (d), and (e). 13 2,883,522

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2016-11-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ALFRED CRESWELL		2016-11-14		P00068584

Firm's name ▶ ALEXANDER THOMPSON ARNOLD PLLC

Firm's EIN ▶ 62-1110839

Firm's address ▶ 624 EAST REELFOOT AVENUE UNION CITY, TN 38261

Phone no (731) 885-3661

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
AAFPRS FOUNDATION 310 S HENRY ST 310 S HENRY ST ALEXANDRIA,VA 22314			RECONSTRUCTIVE PLASTIC SURGERY	5,000
ACTIVITIES BEYOND THE CLASSROOM 635 W 7TH ST SUITE 301 635 W 7TH ST SUITE 301 CINCINNATI,OH 45203			EDUCATION AND SPORTS FOR YOUTH	1,500
BOTH HANDS FOUNDATION PO BOX 2713 PO BOX 2713 BRENTWOOD,TN 37024			COMFORT TO WIDOWS & AID TO ORPHANS	1,500
BOYS AND GIRLS CLUB 1015 COLLEGE 1015 COLLEGE UNION CITY,TN 38261			OUTREACH TO DISADVANTAGE YOUTH	2,000
CINCINNATI COUNTY DAY SCHOOL 6904 GIVEN ROAD 6904 GIVEN ROAD CINCINNATI,OH 45243			PROVIDE PREPARATION FOR ED SUCCESS	8,000
COMMUNITY CONCERT ASSOCIATION UC CIVIC AUDITORIUM HIGH SCHOOL DRIVE UNION CITY,TN 38261			BRING QUALITY MUSIC TO AREA	2,100
COURT APPT SPECIAL ADVOCA 102 E MAIN 102 E MAIN LEBANON,TN 37088			JUVINELLE COURT ADVOCATES	1,000
DISCOVERY PARK OF AMERICA 830 EVERETT BLVD 830 EVERETT BLVD UNION CITY,TN 38261			EDUCATIONAL MUSEUM-NATURE, SCIENCE,	1,472,861
EMPOWER ME DAYCAMP PO BOX 672 PO BOX 672 LEBANON,TN 37088			RECREATION CHILDREN W/ DISABILITIES	1,000
FELLOWSHIP OF CHRISTIAN ATHLETES 1722 REELFOOT AVE STE 200 1722 REELFOOT AVE STE 200 UNION CITY,TN 38261			CHRISTIAN MINISTRY	2,000
FRIST CENTER-VISUAL ARTS 919 BROADWAY 919 BROADWAY NASHVILLE,TN 37203			PRESENT HIGH QUALITY EDUC PROGRAMS	1,000
HABITAT FOR HUMANITY OBION CO 228 E MAIN ST 228 E MAIN ST UNION CITY,TN 38261			HOMES FOR LOW INCOME	2,000
HABITAT FOR HUMANITY WILSON CO 205 S MAPLE STREET 205 S MAPLE STREET LEBANON,TN 37087			HOMES FOR LOW INCOME	1,000
INTERFAITH DENTAL CLINIC 1721 PATTERSON STREET 1721 PATTERSON STREET NASHVILLE,TN 37203			MEDICAL	1,000
JOSH CARES 7870 E KEMPER ST 7870 E KEMPER ST CINCINNATI,OH 45249			EMOTIONAL SUPPORT-HOSPITAL YOUTH	1,000
Total . . . . ▶ **3a**				3,321,352

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
LIGHTHOUSE YOUTH SERVICES 401 E MCMILLAN ST 401 E MCMILLAN ST CINCINNATI,OH 45206			HELP TROUBLED YOUTH	2,500
MAGDALEN HOUSE 1302 REDWOOD CIRCLE 1302 REDWOOD CIRCLE DALLAS,TX 75218			SAFE PLACE FOR WOMEN OF ALCHOL ABUSE	5,000
MAIN STREET UNION CITY PO BOX 382 PO BOX 382 UNION CITY,TN 38281			PRESERVE HISTORICAL DOWNTOWN	1,000
MASQUERADE THEATRE PO BOX 1414 PO BOX 1414 UNION CITY,TN 38281			QUALITY ART THRU LIVE PERFORMANCE	2,000
MERCY CHILDRENS HOSPITAL 112 NINTH AVENUE S 112 NINTH AVENUE S FRANKLIN,TN 37064			MEDICAL	5,000
MIDDLE TN BOY SCOUTS OF A 3414 HILLSBORO PIKE 3414 HILLSBORO PIKE NASHVILLE,TN 37215			EDUCATIONAL	2,000
MIDDLE TN SALVATION ARMY 631 DICKERSON ROAD 631 DICKERSON ROAD NASHVILLE,TN 37207			HELPING UNDERPRIVILAGED	1,000
NASHVILLE RESCUE MISSION 639 LAFAYETTE ST 639 LAFAYETTE ST NASHVILLE,TN 37203			FOOD BANK	2,000
NEW LEASH ON LIFE 507 JIM DRAPER BLVD 507 JIM DRAPER BLVD LEBANON,TN 37087			DOG RESCUE	2,000
NORTHWEST SAFE LINE PO BOX 1831 PO BOX 1831 DYERSBURG,TN 38025			SOCIAL SERVICE - SHELTER	2,000
OBION CO DISTINGUISHED SPEAKERS 624 E REELFOOT AVENUE 624 E REELFOOT AVENUE UNION CITY,TN 38261			EDUCATIONAL	1,500
OBION COUNTY SALVATION ARMY 1303 E REELFOOT AVENUE 1303 E REELFOOT AVENUE UNION CITY,TN 38261			HELPING UNDERPRIVILAGED	2,000
OPERATION STAND DOWN 1125 12TH AVE S 1125 12TH AVENUE S NASHVILLE,TN 37203			HELP VETERANS & FAMILIES	5,000
PHOEBE CONNECTIONS 508 CHELSEA LANE 508 CHELSEA LANE LEBANON,TN 37090			HELP WIDOWS-CHRISTIAN MINISTRY	1,000
PRESTON TAYLOR MINISTRIES PO BOX 90442 PO BOX 90442 NASHVILLE,TN 37209			CHRISTIAN YOUTH MINISTRY	2,500
Total . . . . ▶ **3a**				3,321,352

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
PROMETHEAN FOUNDATION 624 E REELFOOT AVENUE 624 E REELFOOT AVENUE UNION CITY,TN 38261			PROVIDE DAYCARE FOR AT RISK CHILDREN	1,713,891
RAISE THE CURTAIN CINCINNATI 4015 RED BANK ROAD 4015 RED BANK ROAD CINCINNATI,OH 45227			CHILDREN'S THEATRE	2,000
SAFE HAVE FAMILY SHELTER 1234 3RD AVE S 1234 3RD AVE S NASHVILLE,TN 37210			HELP THE HOMELESS	2,500
ST LUKE COMMUNITY HOUSE 5601 NEW YORK AVE 5601 NEW YORK AVE NASHVILLE,TN 37209			FOOD PANTRY	1,500
TN DIAMONDS IN THE RUFF PO BOX 62 PO BOX 62 UNION CITY,TN 38281			DOG RESCUE	4,000
UNION CITY HIGH SCHOOL HIGH SCHOOL DR HIGH SCHOOL DRIVE UNION CITY,TN 38261			EDUCATIONAL	1,000
UNION CITY ROTARY FOUNDATION PO BOX 275 PO BOX 275 UNION CITY,TN 38281			SERVICES OBION CO WITH SCHOLARSHIP P	51,000
UNION CITY YOUNG LIFE PO BOX 3233 PO BOX 3233 JACKSON,TN 38303			CHRISIAN MINISTRY	2,000
WILSON CO CIVIC LEAGUE PO BOX 1231 PO BOX 1231 LEBANON,TN 37088			IMPROVE SOCIAL CONDITIONS IN COUNTY	2,000
WILSON COUNTY SCAN 105 EAST HIGH STREET 105 EAST HIGH STREET LEBANON,TN 37087			SENIOR CITIZENS AWARENESS NETWORK	2,000
Total . . . . ▶ **3a**				3,321,352

TY 2015 Accounting Fees Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	28,650	21,488		7,162

TY 2015 Investments Corporate Stock Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMM. 1ST. BANCSHARES (12.000 SHARES		
COMM. 1ST. BANCSHARES (800.5 SHARES)		
LPL - STOCKS	1,568,624	
LPL - ADJ TO MARKET	1,249,376	2,818,000
SIMMONS 1ST NATIONAL (229,096 SHARES	2,000,125	
SIMMONS/COMM. 1ST. BANCSHARES-ADJ TO	9,766,246	11,766,371
WELLINGTON TRUST COMPANY	26,256,784	
WELLINGTON TRUST COMPANY - ADJ TO MA		26,256,784
GALLEON PARTNERS SPC LP	21,206	
GALLEON PARTNERS SPC LP - ADJ TO MAR		21,206

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TY 2015 Other Decreases Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Description	Amount
UNREALIZED LOSS OF INVESTMENTS	2,280,595

TY 2015 Other Expenses Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
WIRE FEE	47	47		
WELLINGTON MANAGEMENT FEE	156,372	156,372		
OFFICE EXPENSE	294			294
PORTFOLIO FEES	17,284	17,284		

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TY 2015 Other Income Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GAINS SHORT TERM	1,339	1,339	
LOSS SHORT TERM	-259,563	-259,563	
GAINS LONG TERM	1,117,643	1,117,643	
OTHER INCOME(LOSS) INVESTMENT	1,111,674	1,111,674	

TY 2015 Other Increases Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Description	Amount
UNREALIZED GAINS OF INVESTMENTS	3,613,452
ROUNDING	1

TY 2015 Other Liabilities Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Description	Beginning of Year - Book Value	End of Year - Book Value
2014 DONATION TO DPA	1,167,801	1,472,861

TY 2015 Other Notes/Loans Receivable Short Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Name of 501(c)(3) Organization	Balance Due
DUE FROM DPC LLC (2008)	2,870,660
DUE FROM DPC LLC (2009)	3,288,538
DUE FROM DPC LLC (2010)	4,171,600
DUE FROM DPC LLC (2011)	14,569,355
DUE FROM DPC LLC (2012)	30,298,540
DUE FROM DPC LLC (2013)	26,466,180
DUE FROM DPC LLC (2014)	4,002,600
DUE FROM DPC LLC (2015)	2,147,642

TY 2015 Other Professional Fees Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	34,132	30,719		3,413

TY 2015 Substantial Contributors Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Name	Address
KIRKLAND 2004 CHARITABLE LEAD ANNUITY TRUST	760 SANDERS CHAPEL ROAD UNION CITY,TN 38261
KIRKLAND 2005 CHARITABLE LEAD ANNUITY TRUST	760 SANDERS CHAPEL ROAD UNION CITY,TN 38261
KIRKLAND 2007 CHARITABLE LEAD ANNUITY TRUST	760 SANDERS CHAPEL ROAD UNION CITY,TN 38261
ROBERT JENNY KIRKLAND	760 SANDERS CHAPEL ROAD UNION CITY,TN 38261

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TY 2015 Taxes Schedule

Name: THE ROBERT E & JENNY D KIRKLAND FOUNDATION

EIN: 13-4228589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER TAXES	119,541	119,497		44
PROPERTY TAXES	6	6		
FOREIGN TAX	31,104	31,104		

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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
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs gov/form990*

OMB No 1545-0047

2015

Name of the organization	Employer identification number
THE ROBERT E & JENNY D KIRKLAND FOUNDATION	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, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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 on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE ROBERT E & JENNY D KIRKLAND FOUNDATION

Employer identification number
13-4228589

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KIRKLAND 2004 CHARITABLE LEAD KIRKLAND 2004 CLAT 203 THORNHILL CRESENT BRENTWOOD, TN 37027	$ 1,768,940	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	KIRKLAND 2005 CHARITABLE LEAD 203 THORNHILL CRESENT BRENTWOOD, TN 37027	$ 481,440	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	KIRKLAND 2007 CHARITABLE LEAD 203 THORNHILL CRESENT BRENTWOOD, TN 37027	$ 3,847,162	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	ROBERT KIRKLAND 760 SANDERS CHAPEL ROAD UNION CITY, TN 38261	$ 1,271,937	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
THE ROBERT E & JENNY D KIRKLAND FOUNDATION

Employer identification number
13-4228589

Part II Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	NOTE RECEIVABLE-JIM WHITE	$ 1,271 937	2015-01-15

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE ROBERT E & JENNY D KIRKLAND FOUNDATION	13-4228589

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of** *exclusively* **religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $**

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

FEDERAL FORM 5471
INFORMATION RETURN OF U.S. PERSONS WITH RESPECT
TO CERTAIN FOREIGN CORPORATIONS
SUPPLEMENTAL INFORMATION

Form 5471 - Page 1 General Information

Corporation's Annual Accounting Period	January 1, 2015 - December 31, 2015
B Category of Filer	[illegible]
C Percentage of the foreign corporation's voting stock you owned at the end of the foreign corporation's annual accounting period	[illegible]
1a Name and address of foreign corporation	[illegible] Investors (Cayman) Ltd c/o [illegible] Management Company LLP [illegible] Street Boston MA [illegible]
1b(1) Employer identification number, if any	[illegible]
1c Country under whose laws incorporated	[illegible]
1d Date of incorporation	[illegible] 2013
1e Principal place of business	[illegible]
1f Principal business activity code number	[illegible]
1g Principal business activity	Investment Vehicle
1h Functional currency	USD
2a(i) Taxable income or (loss)	0
2a(ii) U.S. income tax paid (after all credits)	0
2c Name and address of foreign corporation's statutory or resident agent in country of incorporation	[illegible] Fiduciary Services (Cayman) Limited [illegible] Way, Camana Bay Grand Cayman [illegible]
2d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation and the location of such books and records, if different	Morgan Stanley Fund Services (Bermuda) Ltd P.O. Box [illegible] The Chancellery [illegible] Sir Rogerson's Quay Dublin [illegible]

Form 5471 - Page 1 Schedule A - Stock of the Foreign Corporation

(a) Description of each class of stock	(b)(i) Beginning of annual accounting period	(b)(ii) End of annual accounting period
Class A	[illegible]	[illegible]

Form 5471 - Page 2 Schedule B - U.S. Shareholders of Foreign Corporation

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
Robert [illegible] and [illegible] Foundation [illegible] Avenue [illegible] City, [illegible]	Class A	[illegible]	[illegible]	100.00%

Form 5471 - Page 2 Schedule C - Income Statement
Note: Functional Currency of foreign corporation is U.S. Dollar

4 Dividends	$ [illegible]		
5 Interest	$ [illegible]		
7 Net gain or (loss) on sale of capital assets	$ [illegible]		
8 Other income (attach statement)	$ [illegible]	Required Statement	
		Investment income	$ [illegible]
9 Total income (add lines 3 through 8)	$ [illegible]		
16 Other deductions (attach statement)	$ [illegible]	Required Statement	
		Investment Expenses	$ [illegible]
17 Total deductions (add lines 10 through 16)	$ [illegible]		
18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	$ [illegible]		
21 Current year net income or (loss) per books (combine lines 18 through 20)	$ [illegible]		

Form 5471 - Page 3 Schedule E - Income, War Profits, and Excess Profits Taxes Paid or Accrued

(3) In U.S. dollars	$

FEDERAL FORM 5471
INFORMATION RETURN OF U.S. PERSONS WITH RESPECT
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Form 5471 - Page 3 Schedule F - Balance Sheet

	a. Beginning of annual accounting period		b. End of annual accounting period	
1 Cash	$ -		$ -	
6 Other current assets	$ -		$ -	
7 Other investments	$ 10,167,882	Required Statement: Investment in Arbour Investors (Cayman) LP $ 10,167,882	$ 1,305,150	Required Statement: Investment in Arbour Partners (Cayman) LP $ 1,305,150
13 Total assets	$ 10,167,882		$ 1,305,150	
15 Other current liabilities	$ -		$ -	
19(b) Capital stock: Common stock	$ 10,167,882		$ 1,305,150	
22 Total liabilities and shareholders equity	$ 10,167,882		$ 1,305,150	

Form 5471 - Page 4 Schedule G - Other Information

1 During the tax year, did the foreign corporation own at least 10% interest, directly or indirectly, in any foreign partnership?
If yes, provide statement. — YES

Required Statement

Name	Arbour Investors (Cayman) LP
EIN	98-1109480
Tax Form	Form 1065
Tax Matters Partner	Wellington Hedge Management, LLC C/O Wellington Management Company, LLP Thomas F. McGrail 280 Congress Street Boston, MA 02210
Tax Year	01/01/2015 - 12/31/2015

Name	Arbour Partners (Cayman) LP
EIN	98-1132818
Tax Form	Form 1065
Tax Matters Partner	Wellington Hedge Management, LLC C/O Wellington Management Company, LLP Thomas F. McGrail 280 Congress Street Boston, MA 02210
Tax Year	01/01/2015 - 12/31/2015

2 During the tax year, did the foreign corporation own an interest in any trust? — NO

3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners? — NO

4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement? — NO

5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? — NO

6 During the tax year, did the foreign corporation participate in any reportable transactions? — NO

7 During the tax year, did the foreign corporation pay or accrue any foreign tax that was disqualified for credit? — NO

8 During the tax year, did the foreign corporation pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended? — NO

Form 5471 - Page 4 Schedule H - Current Earnings and Profits

	Net Additions	Net Subtractions	
1 Current year net income or loss			$ 875,234
2 Net adjustments made to line 1:			
2a Capital gains or losses		$ 908,884	
2h Other (attach statement)	$ 207,[illegible]		
	$ 878,742		
3 Total net additions	$ 1,085,175		
4 Total net subtractions		$ 908,884	
5a Current earnings and profits			$ 1,051,[illegible]
5b DASTM gain or (loss) for foreign corporations that use DASTM			$ -
5c Combine lines 5a and 5b			$ 1,051,[illegible]
Exchange rate used for line 5d			1.00
5d Current earnings and profits in U.S. Dollars			$ 1,051,[illegible]

Required Statement

Investment Investment Expense	$	206,[illegible]

Required Statement

Reversal Investment Income	$	(171,806)
Reversal Interest Income	$	(150)
Reversal Dividend Income	$	(20,986)
Flow-through activities from Schedule K-1	$	1,051,732

Form 5471 - Page 4 Schedule I - Summary of Shareholder's Income from Foreign Corporation

1 Subpart F Income — Please see attached Subpart F Statement

Was any income of the foreign corporation blocked? — NO

Did any such income become unblocked during the tax year? — NO

Federal Form 5471
Supplementary Schedule of Subpart F Income of a Controlled Foreign Corporation
Tax Year Ended: 12/31/2015

Controlled Foreign Corporation:
Aregua Investors (Cayman), Ltd.
89 Nexus Way, Camana Bay
Grand Cayman
Cayman Islands, KY1-9007
Federal EIN: 98-1125016

Shareholder:
Robert E. And Jenny D. Kirkland Foundation
624 East Reelfoot Avenue
Union City, TN 38261

During the tax year ended 12/31/2015 you held a direct interest in Aregua Investors (Cayman), Ltd., a controlled foreign corporation.

If you are treated as a U S. shareholder (as defined in Internal Revenue Code Section 951(b)), you are required to report your share of Subpart F income (as defined in Internal Revenue Code Section 952) on your income tax return

Your share of Subpart F income for 2015 is: $ 1 051,732

Please be advised that the Subpart F inclusions reported on the supplementary schedule of Subpart F income may be components of net investment income as defined in Treas Reg 1 1411-4 and may be subject to net investment income tax pursuant to IRC Section 1411 if an election under Treas. Reg 1.1411-10(g) is in effect. To the extent such election is not made, the portion of the distributions made to you attributable to 2015 earnings may be components of net investment income as defined in Treas. Reg 1 1411-4 and may be subject to net investment income tax pursuant to IRC Section 1411. Your pro rata share of 2015 earnings is reported to you as Subpart F income on your 2015 Supplementary Schedule of Subpart F Income of a Controlled Foreign Corporation. The amount of gain or loss derived with respect to dispositions of the stock of CFCs for net investment income purposes may be different depending on whether a taxpayer makes an election pursuant to Treas. Reg. 1.1411-10(g) The rules relating to the Net Investment Income Tax are complex, please consult your tax advisor.

FEDERAL FORM 5471
INFORMATION RETURN OF U.S. PERSONS WITH RESPECT
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Form 5471 Schedule J Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

	Column (a)	Column (b)	Column (c)	Column (d)
1 Balance at beginning of year	$ (1,554,135)	$	$	$ (1,799,135)
2a Current year E&P	$ 1,751,732			
2b Current year deficit in E&P	$ -			
3 Total current and accumulated E&P	$ (5?7,413)	$		
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year	$ 1,051,732	$	$ 1,051,732	
5a Actual distributions or reclassifications of previously taxed E&P			$	
5b Actual distributions of nonpreviously taxed E&P	$	$		
6a Balance of previously taxed E&P at end of year			$ 1,051,732	
6b Balance of E&P not previously taxed at end of year	$ (1,560,145)	$		
7 Balance at end of year	$ (1,554,145)	$	$ 1,051,732	$ [illegible]

Form 5471 Schedule M Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

Enter the relevant functional currency and the exchange rate used throughout this schedule: USD

Lines 1 through 28 Columns (b) through (f): 0

Form 5471 Schedule O Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock
Part II To be completed by U.S. Shareholders

Section B General Shareholder Information

This section should be completed based on your own facts and circumstances

Section C Acquisition of Stock

(a) Name of shareholder(s) filing this schedule: Robert S. and Jenny D. Kaplan Foundation

(b) Class of stock acquired: Class A

(c) Date of acquisition: April 1, 2015

(d) Method of acquisition: See statement

(e)(1) Number of shares acquired directly: -

(f) Amount paid or value given: See statement

(g) Name and address of person from whom shares were acquired:
Arogya Investors (Cayman) Ltd
c/o Wellington Management Company LLP
280 Congress Street
Boston, MA 02210

STATEMENT TO SCHEDULE O - ORGANIZATION OR REORGANIZATION OF FOREIGN CORPORATION AND ACQUISITIONS AND DISPOSITIONS OF ITS STOCK
PART II SECTION C - ACQUISITION OF STOCK

Due to the redemption of shares in Arogya Investors (Cayman) Ltd. held by other shareholders, Robert S. and Jenny D. [illegible] increased to more than 50% in vote and value in 2015

The report above was generated with calendar year 2015 information. Schedule O should report acquisitions, dispositions, and organizations or reorganizations that occurred during your tax year. Appropriated adjustments should therefore be made by you based on your tax year. Please consult your tax advisor.

FEDERAL FORM 8865
RETURN OF U.S. PERSONS WITH RESPECT
TO CERTAIN FOREIGN PARTNERSHIPS
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Form 8865 - Page 1: General Information

Partnership's Tax Year	January 1 2019 December 31 2019
A Category of filer	[illegible]
F Name and address of foreign partnership	Arague Investors (Cayman) L.P. c/o Wellington Management Company LLP 280 Congress Street Boston MA 02210
F2(a) EIN (if any)	[illegible]
F3 Country under whose laws organized	[illegible]
F4 Date of organization	[illegible]
F5 Principal place of business	[illegible]
F6 Principal business activity code number	523900
F7 Principal business activity	Investor
F8a Functional currency	USD
F8b Exchange rate (see instr.)	1.00
G2 Check if the foreign partnership must file: Service Center where Form 1065 or 1065-B is filed	Form 1065 e-file
G3 Name and address of foreign partnership's agent in country of organization	Elian Fiduciary Services (Cayman) Limited 89 Nexus Way, Camana Bay Grand Cayman KY1-9007
G4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different	Morgan Stanley Fund Services (Bermuda) Ltd P.O. Box [illegible] The Observatory 7-11 [illegible] [illegible] [illegible]

FEDERAL FORM 8865

RETURN OF U.S. PERSONS WITH RESPECT

TO CERTAIN FOREIGN PARTNERSHIPS

SUPPLEMENTAL INFORMATION

Q5 Were there any special allocations made by the foreign partnership?	No
Q6 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities, attached to the return (see instructions)	None
Q7 How is the partnership classified under the law of the country in which it is organized?	Limited Partnership
Q8a Does the filer have an interest in the foreign partnership or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b	No
Q9 Does the partnership meet both of the following requirements? • The partnership's total receipts for the tax year were less than $250,000 and • The value of the partnership's total assets at the end of the tax year was less than $1 million If "Yes," do not complete Schedules L, M-1, and M-2	No

Form 8865 - Page 2, Schedule A

b Owns a constructive interest	Yes

Name	Arrowstreet Investors Cayman, Ltd
Address	c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210
Identifying Number, if any	98-1125016
Foreign Person	Yes
Direct Partner	Yes

Form 8865 - Page 2, Schedule A-1

Name	None
Does the partnership have any other foreign person as a direct partner?	No

Form 8865 - Page 2, Schedule A-2

Name	Arrowstreet Master Investors Cayman, L.P.
Address	c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210
Identifying Number, if any	26-1127615
Total ordinary income or loss	None
Foreign partnership	Yes

Form 8865 - Page 2, Schedule B

22 Ordinary business income (loss)	None

Form 8865 - Page 3, Schedule K

5 Interest income	$ 284
6a Ordinary dividends	$ 39,632
8 Net short-term capital gain (loss)	$ 419,391
9a Net long-term capital gain (loss)	$ 460,021
11 Other income (loss)	$ 400,987

Required Statement

Section 988 Income/Losses	$	16,347
Other Income	$	384,640

FEDERAL FORM 8865

RETURN OF U.S. PERSONS WITH RESPECT

TO CERTAIN FOREIGN PARTNERSHIPS

SUPPLEMENTAL INFORMATION

13b Investment interest expense	$ 15,750	
13e Other deductions	$ 99,781	Required Statement: Portfolio Deductions (2% Floor) $ 99,781
16a Name of country or U.S. possession	Other Countries	
16b Gross income from all sources	$ 2,907,87[illegible]	
16c Gross income sourced at partner level	$ 2,857,97[illegible]	
16d Foreign gross income sourced at partnership level Passive category	$ 39,82[illegible]	
16g Deductions allocated and apportioned at partner level Interest expense	$ 15,750	
16h Deductions allocated and apportioned at partner level Other	$ 1,605,92[illegible]	
16i Deductions allocated and apportioned at partnership level to foreign source income Passive category	$ 1,442	
16l Total foreign taxes (check one) Paid	$ 2,903	
20a Investment income	$ 1,340,27[illegible]	
20b Investment expenses	$ 99,781	

FEDERAL FORM 8865
RETURN OF U.S. PERSONS WITH RESPECT
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Form 8865 - Page 4 Schedule L

	(a) Beginning of Year	Required Statement	(b) End of Year	Required Statement
5 Other current assets (attach statement)	$ -		$ 12,707	Other Prepaid Expenses $ 12,707
6 Other investments (attach statement)	$ 10,232,485	Investment in Aregus Master Investors (Cayman) $ 10,232,485	$ 1,387,54[illegible]	Investment in Aregus Master Investors (Cayman) L.P. $ 1,387,54[illegible]
13 Other assets (attach statement)	$ 69,75[illegible]	Accrued income $ 69,75[illegible]	$ 72,31[illegible]	Accrued income $ 72,31[illegible]
14 Total assets	$ 10,343,22[illegible]		$ 1,468,26[illegible]	
17 Other current liabilities (attach statement)	$ 86,37[illegible]	Other current liabilities $ 86,37[illegible]	$ 62,62[illegible]	Other current liabilities $ 62,62[illegible]
21 Partners' capital accounts	$ 10,255,90[illegible]		$ 1,403,54[illegible]	
22 Total liabilities and capital	$ 10,343,22[illegible]		$ 1,466,16[illegible]	

Form 8865 - Page 5 Schedule M

	(a) Beginning of Year	(b) End of Year
2a Total foreign assets: Passive category	$ 10,342,73[illegible]	$ 1,466,16[illegible]

Form 8865 - Page 5 Schedule M-1

1 Net income (loss) per books	$ (795,01[illegible])
3 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize)	$ 1,223,043
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize)	
5 Add lines 1 through 4	$ 2,108,45[illegible]
6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize)	$ 886,9[illegible]
7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize)	
8 Add lines 6 and 7	$ 886,917
9 Income (loss). Subtract line 8 from line 5	$ 1,221,540

Form 8865 - Page 5 Schedule M-2

1 Balance at beginning of year	$ 10,255,90[illegible]
2a Capital contributed: Cash	$
3 Net income (loss) per books	$ 885,6[illegible]
5 Add lines 1 through 4	$ 11,141,51[illegible]
6 Distributions: Cash	$ 9,737,97[illegible]
8 Add lines 6 and 7	$ 9,737,97[illegible]
9 Balance at end of year. Subtract line 8 from line 5	$ 1,403,54[illegible]

FEDERAL FORM 8865
RETURN OF U.S. PERSONS WITH RESPECT
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SUPPLEMENTAL INFORMATION

Form 8865 - Page 5 - Schedule K

You are required to [illegible] Category [illegible]

Form 8865 - Schedule D

8 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts — $ 419 30[illegible]

9 Net short-term capital gain or (loss). Combine lines 1 through 8 in column (h) — $ 419 30[illegible]

15 Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts — $ 480 03[illegible]

16 Net long-term capital gain or (loss). Combine lines 9 through 16 in column (h) — $ 480 03[illegible]