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Return of Organization Exempt From Income Tax

2015

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter social security numbers on this form as it may be made public. Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2015 calendar year, or tax year beginning 07/01, 2015, and ending 06/30, 2016

B Check if applicable

- Address change
Name change
Initial return
Final return/terminated
Amended return
Application pending

C Name of organization: MIDNIGHT SUN, INC. III
Doing business as: C/O UBS FARMLAND INVESTORS LLC
Number and street: 10 STATE HOUSE SQUARE, 15TH FLOOR
City or town: HARTFORD, CT 06103-3604
F Name and address of principal officer: JAMES B. MCCANDLESS, 10 STATE HOUSE SQUARE HARTFORD, CT 06103

D Employer identification number: 30-0483984
E Telephone number: (860) 616-9200
G Gross receipts \$: 1,822,980.
H(a) Is this a group return for subordinates? Yes X No
H(b) Are all subordinates included? Yes No
H(c) Group exemption number

I Tax-exempt status: 501(c)(3) X 501(c)(25) (insert no) 4947(a)(1) or 527

J Website: N/A

K Form of organization: X Corporation
L Year of formation: 2008
M State of legal domicile: DE

Part I Summary

1 Briefly describe the organization's mission or most significant activities: TO ACQUIRE AND HOLD TITLE TO REAL PROPERTY, COLLECT THE INCOME THEREFROM AND REMIT THE ENTIRE AMOUNT, LESS EXPENSES, TO ITS SHAREHOLDERS.
2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets
3 Number of voting members of the governing body: 3
4 Number of independent voting members of the governing body: 4
5 Total number of individuals employed in calendar year 2015: 5
6 Total number of volunteers: 6
7a Total unrelated business revenue from Part VIII, column (C), line 12: 0.
7b Net unrelated business taxable income from Form 990-T, line 34: 0.

Table with 3 columns: Revenue, Prior Year, Current Year. Rows 8-12: Contributions and grants, Program service revenue, Investment income, Other revenue, Total revenue.

Table with 3 columns: Expenses, Prior Year, Current Year. Rows 13-19: Grants and similar amounts paid, Benefits paid, Salaries, Professional fundraising fees, Total fundraising expenses, Other expenses, Total expenses, Revenue less expenses.

Table with 3 columns: Net Assets or Fund Balances, Beginning of Current Year, End of Year. Rows 20-22: Total assets, Total liabilities, Net assets or fund balances.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

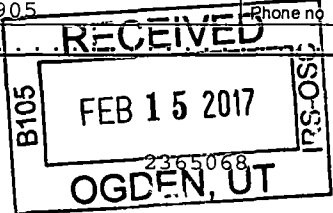
Signature of officer: Elaina Benson, Controller
Date: 2/13/17

Print/Type preparer's name: LOUIS C COSENTINO
Preparer's signature: [Signature]
Date: 2/8/17
Check self-employed: [ ]
PTIN: P00546948
Firm's name: KPMG LLP
Firm's EIN: 13-5565207
Firm's address: 3001 SUMMER STREET STAMFORD, CT 06905
Phone no: 203-356-9800

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2015)



FEB 22 2017

Handwritten signature/initials

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III  Yes  No

1 Briefly describe the organization's mission  
ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)  
THE CORPORATION ACQUIRES, HOLDS TITLE TO, AND COLLECTS INCOME FROM  
REAL PROPERTY. THE ENTIRE AMOUNT OF INCOME (LESS EXPENSES) IS  
REMITTED TO ONE OR MORE ORGANIZATIONS DESCRIBED IN THE I.R.C.  
SECTION 501(C)(25), WHICH ARE SHAREHOLDERS.

4b (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4c (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4d Other program services (Describe in Schedule O )  
(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4e Total program service expenses ▶

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-19 detailing various organizational requirements and their status.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No checkboxes. Rows include questions 20a through 38 regarding hospital facilities, financial statements, grants, compensation, tax-exempt bonds, and Schedule O completion.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No columns. Includes questions about Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8899, Form 1098-C, Form 8282, Form 8899, Form 1098-C, Form 990, Form 1041, Form 720, Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8899, Form 1098-C, Form 8282, Form 8899, Form 1098-C, Form 990, Form 1041, Form 720.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body?; b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply [ ] Own website [ ] Another's website [X] Upon request [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, address, and telephone number of the person who possesses the organization's books and records JAMES B MCCANDLESS 10 STATE HOUSE SQUARE, 15TH FLOOR HARTFORD, CT 06103-3 (860)616-9200

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII.  X

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's current key employees, if any See instructions for definition of "key employee "
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAMES B. MCCANDLESS DIRECTOR	0. 1.00	X		X				0.	0.	0.
(2) CULLUM JEFFERIES DIRECTOR	0. 1.00	X		X				0.	0.	0.
(3) J. SCOTT HAFFNER DIRECTOR	0. 1.00	X		X				0.	0.	0.
(4) DENE DOBENSKY VICE PRESIDENT	0. 1.00			X				0.	0.	0.
(5) -----										
(6) -----										
(7) -----										
(8) -----										
(9) -----										
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										



Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII.

Table with columns: (A) Total revenue, (B) Related or exempt function revenue, (C) Unrelated business revenue, (D) Revenue excluded from tax under sections 512-514. Rows include Contributions, Gifts, Grants and Other Similar Amounts; Program Service Revenue; and Other Revenue.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21 . . . . .	0.			
2 Grants and other assistance to domestic individuals See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16 . . . . .	0.			
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0.			
7 Other salaries and wages . . . . .	0.			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	0.			
9 Other employee benefits . . . . .	0.			
10 Payroll taxes . . . . .	0.			
11 Fees for services (non-employees)				
a Management . . . . .	5,526.			
b Legal . . . . .	36,550.			
c Accounting . . . . .	0.			
d Lobbying . . . . .	0.			
e Professional fundraising services See Part IV, line 17 . . . . .	0.			
f Investment management fees . . . . .	409,741.			
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . . . .	0.			
12 Advertising and promotion . . . . .	0.			
13 Office expenses . . . . .	0.			
14 Information technology . . . . .	0.			
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	0.			
17 Travel . . . . .	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0.			
19 Conferences, conventions, and meetings . . . . .	0.			
20 Interest . . . . .	0.			
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	0.			
23 Insurance . . . . .	6,413.			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a REAL ESTATE TAXES . . . . .	199,867.			
b MAINTENANCE & REPAIRS . . . . .	61,679.			
c MISCELLANEOUS EXPENSES . . . . .	1,331.			
d . . . . .				
e All other expenses . . . . .				
25 Total functional expenses. Add lines 1 through 24e . . . . .	721,107.			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0.			

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X.  X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	787,033.	1	373,321.
	2	Savings and temporary cash investments	0.	2	0.
	3	Pledges and grants receivable, net	0.	3	0.
	4	Accounts receivable, net	839,307.	4	1,296,954.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0.	5	0.
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0.	6	0.
	7	Notes and loans receivable, net	0.	7	0.
	8	Inventories for sale or use	0.	8	0.
	9	Prepaid expenses and deferred charges	133,847.	9	139,977.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	52,026,201.	
	b	Less accumulated depreciation	10b		
			50,025,000.	10c	52,026,201.
	11	Investments - publicly traded securities	0.	11	0.
	12	Investments - other securities See Part IV, line 11	0.	12	0.
	13	Investments - program-related See Part IV, line 11	0.	13	0.
	14	Intangible assets	0.	14	0.
15	Other assets See Part IV, line 11	0.	15	0.	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	51,785,187.	16	53,836,453.	
Liabilities	17	Accounts payable and accrued expenses	178,029.	17	65,082.
	18	Grants payable	0.	18	0.
	19	Deferred revenue	290,436.	19	17,500.
	20	Tax-exempt bond liabilities	0.	20	0.
	21	Escrow or custodial account liability Complete Part IV of Schedule D	0.	21	0.
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0.	22	0.
	23	Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24	Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0.	25	0.
	26	<b>Total liabilities.</b> Add lines 17 through 25	468,465.	26	82,582.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34				
	30	Capital stock or trust principal, or current funds	10.	30	10.
	31	Paid-in or capital surplus, or land, building, or equipment fund	61,545,484.	31	62,969,538.
	32	Retained earnings, endowment, accumulated income, or other funds	-10,228,772.	32	-9,215,677.
	33	<b>Total net assets or fund balances</b>	51,316,722.	33	53,753,871.
	34	<b>Total liabilities and net assets/fund balances.</b>	51,785,187.	34	53,836,453.

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	1,822,980.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	721,107.
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	1,101,873.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	51,316,722.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	0.
<b>6</b>	Donated services and use of facilities	<b>6</b>	0.
<b>7</b>	Investment expenses	<b>7</b>	0.
<b>8</b>	Prior period adjustments	<b>8</b>	0.
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	1,335,276.
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	53,753,871.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
<b>2c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .		X
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2015)

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2015

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

MIDNIGHT SUN, INC. III

30-0483984

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 2 columns: Revenue, Assets. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items, b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items, 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2015

JSA SE1268 1 000

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIII and complete the following table
c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10

Table with 5 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 1a-1g (Balance, Contributions, Net investment earnings, Grants, Other expenditures, Administrative expenses, End of year balance); 2a-2c (Board designated, Permanent, Temporarily restricted endowment percentages); 3a (Are there endowment funds not in the possession of the organization?); 3a(i) (unrelated organizations), 3a(ii) (related organizations), 3b (If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?); 4 (Describe in Part XIII the intended uses of the organization's endowment funds)

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10

Table with 4 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10c).

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other -----		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
Total (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total (Column (b) must equal Form 990, Part X, col (B) line 15) . . . . . ▶	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII



**Part XIII Supplemental Information (continued)**

## INCOME TAXES

THE COMPANY'S ENTITIES WERE ORGANIZED TO ACQUIRE AND HOLD TITLE TO REAL PROPERTY. THEY ARE WHOLLY OWNED BY STATE OF ALASKA PENSION PLANS WHICH ARE QUALIFIED PLANS UNDER SECTION 401(A) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED ("IRC"), AND WHICH ARE SUBJECT TO THE FIDUCIARY RESPONSIBILITY OF ALASKA RETIREMENT MANAGEMENT BOARD FOR INVESTMENTS OF THE COLLECTIVE FUNDS THAT IT MANAGES AND ADMINISTERS.

THE COMPANY'S ENTITIES HAVE RECEIVED TAX-EXEMPT STATUS FROM THE INTERNAL REVENUE SERVICE AS TITLE-HOLDING COMPANIES UNDER IRC SECTION 501(C)(25). IN GENERAL, COMPANIES THAT MEET CERTAIN ORGANIZATIONAL AND OPERATIONAL REQUIREMENTS IN A TAXABLE YEAR UNDER IRC SECTION 501 ARE EXEMPT FROM FEDERAL INCOME TAX EXCEPT FOR TAX ON UNRELATED BUSINESS TAXABLE INCOME ("UBTI"). FOR THE CURRENT TAX YEAR AND PRIOR TAX YEARS, THE ADVISOR IS NOT AWARE OF ANY UBTI EARNED BY THE COMPANIES AND BELIEVES THAT THE COMPANIES WILL CONTINUE TO QUALIFY FOR TAX EXEMPTION; ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS BEEN MADE IN THE ACCOMPANYING COMBINED FINANCIAL STATEMENTS. THE COMPANY'S ENTITIES MAY BE SUBJECT TO CERTAIN STATE AND LOCAL INCOME, EXCISE OR FRANCHISE TAXES. FOR THE CURRENT TAX YEAR AND PRIOR TAX YEARS, THE COMPANY HAD NO SIGNIFICANT TAX LIABILITY OR BENEFIT RELATED TO SUCH TAXES RECORDED IN THE ACCOMPANYING COMBINED FINANCIAL STATEMENTS.

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization

MIDNIGHT SUN, INC. III

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2015**

**Open to Public  
Inspection**

Employer identification number

30-0483984

PART VI, SECTION A, QUESTION 2

ALL OFFICERS AND DIRECTORS OF THE ORGANIZATION ARE EMPLOYEES OF UBS  
FARMLAND INVESTORS LLC WHICH PROVIDES REAL ESTATE MANAGEMENT SERVICES TO  
THE ENTITY ON BEHALF OF THE ALASKA RETIREMENT MANAGEMENT BOARD ("ARMB").

PART VI, SECTION A, QUESTION 3

UBS FARMLAND INVESTORS LLC HAS BEEN ENGAGED BY ALASKA RETIREMENT  
MANAGEMENT BOARD TO PERFORM ALL MANAGEMENT DUTIES.

PART VI, SECTION A, QUESTION 6

THE COMMON STOCK OF THE COMPANY IS OWNED BY THE ALASKA RETIREMENT  
MANAGEMENT BOARD ("ARMB"). THE ARMB IS THE TRUSTEE FOR THE ASSETS OF  
ALASKA'S STATE PENSION PLANS AND INVESTS IN REAL ESTATE ON BEHALF OF THE  
PUBLIC EMPLOYEES' RETIREMENT SYSTEM, TEACHERS' RETIREMENT SYSTEM, AND  
JUDICIAL RETIREMENT SYSTEM. THE SHAREHOLDER HAS THE RIGHT TO PARTICIPATE  
IN THE ORGANIZATION'S GOVERNANCE AND TO RECEIVE DISTRIBUTIONS FROM THE  
ORGANIZATION IN ACCORDANCE WITH ITS EXEMPT PURPOSES (SEE PART III, LINE  
4A).

PART VI, SECTION A, QUESTION 7B

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY ITS INSTITUTIONAL  
TRUSTEE. ALL DECISIONS MADE BY THE INSTITUTIONAL TRUSTEE ARE AUTHORIZED  
BY THE SHAREHOLDERS.

Name of the organization MIDNIGHT SUN, INC. III	Employer identification number 30-0483984
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## PART VI, SECTION B, QUESTION 11

THE TAX RETURN IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM AND A COPY OF THE ORGANIZATION'S FINAL FORM 990 WAS DISTRIBUTED TO THE GOVERNING BODY PRIOR TO ITS FILING WITH THE IRS. UBS FARMLAND INVESTORS LLC, ITS MANAGER AND SOLE TRUSTEE, REVIEWED THE FORM 990 PRIOR TO SIGNING AND FILING WITH THE IRS.

## PART VI, SECTION B, QUESTIONS 12, 13 &amp; 14

THERE ARE NO SEPARATE WRITTEN POLICIES FOR MIDNIGHT SUN, INC. III HOWEVER, THE MEMBERS OF THE GOVERNING BODY ARE EMPLOYEES OF THE MANAGEMENT COMPANY, UBS FARMLAND INVESTORS LLC, AND ARE SUBJECT TO THE CONFLICT OF INTEREST AND OTHER POLICIES OF THE MANGEMENT COMPANY. ANNUALLY, THE UBS COMPLIANCE OFFICER CONFIRMS OFFICER COMPLIANCE WITH THESE POLICIES. THE COMPLIANCE POLICY WILL BE PROVIDED UPON REQUEST.

## PART VI, SECTION B, QUESTIONS 15A &amp; 15B

THE ORGANIZATION HAS NO EMPLOYEES AND DOES NOT PAY COMPENSATION TO ITS OFFICERS OR DIRECTORS.

## PART VI, SECTION C, QUESTION 19

THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC.

## PART X, LINE 10B AND SCH D, PART VI

THE INVESTMENTS IN LAND AND BUILDING ARE RECORDED AT FAIR VALUE ON THE TRIAL BALANCE. THE BALANCE SHEET IS NOT ADJUSTED TO REFLECT HISTORICAL COST LESS ACCUMULATED DEPRECIATION. THE AMOUNT OF ANY CURRENT CHANGE IN UNREALIZED APPRECIATION/DEPRECIATION IS ADJUSTED DIRECTLY THROUGH EQUITY

Name of the organization MIDNIGHT SUN, INC. III	Employer identification number 30-0483984
--	--

WITH NO CURRENT IMPACT ON NET INCOME.

PART XI, LINE 9

OTHER CHANGES IN NET ASSETS OF FUND BALANCES:

UNREALIZED GAIN	881,223
CONTRIBUTIONS	1,424,053
DISTRIBUTIONS	(970,000)
	<hr/>
	1,335,276

PART XII, QUESTION 2B

THERE ARE NO SEPARATE AUDITED FINANCIAL STATEMENTS FOR MIDNIGHT SUN, INC.

III. HOWEVER, THE INVESTMENT IN MIDNIGHT SUN, INC. III IS AUDITED AS PART OF THE COMBINED FINANCIAL STATEMENTS OF MIDNIGHT SUN.

SCHEDULE R

AS THE INSTITUTIONAL TRUSTEE ENGAGED TO MANAGE CERTAIN PROPERTIES OF ARMB, AND RESPONSIBLE FOR THE FILING OF THIS RETURN, WE ARE LISTING THE ENTITIES THAT WE KNOW OF, THAT WE ALSO MANAGE. WE DO NOT HAVE DIRECT KNOWLEDGE OF THE ARMB OTHER INVESTMENT HOLDING ENTITIES THAT MIGHT BE CONSIDERED BROTHER/SISTER ENTITIES TO THIS TAXPAYER, NOR DO WE HAVE ACCESS TO THIS INFORMATION SUFFICIENT TO INCLUDE THEM ON SCHEDULE R.

SCHEDULE R

THE SOLE SHAREHOLDERS OF MIDNIGHT SUN, INC. III IS THE PUBLIC RETIREMENT SYSTEM OF ALASKA.

Name of the organization MIDNIGHT SUN, INC. III	Employer identification number 30-0483984
--	--

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE CORPORATION IS ORGANIZED FOR THE EXCLUSIVE PURPOSE OF ACQUIRING, HOLDING TITLE TO, AND COLLECTING INCOME FROM REAL PROERTY. THE ENTIRE AMOUNT OF INCOME (LESS EXPENSES) IS REMITTED TO ONE OR MORE ORGANIZATIONS DESCRIBED IN THE IRC SECTION 501(C)(25), WHICH ARE SHAREHOLDERS.

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
UBS FARMLAND INVESTORS LLC 10 STATE HOUSE SQUARE, 15TH FLOOR HARTFORD, CT 06103-3604	ADVISORY SERVICES	415,267.

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

Name of the organization

MIDNIGHT SUN, INC. III

Employer identification number

30-0483984

**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(1)	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	MIDNIGHT SUN, INC. 10 STATE HOUSE SQUARE, 15TH FL HARTFORD, CT 06103 41-2153934	HOLDING CO	DE	501 (C) (25)	ARMB			X
(2)	MIDNIGHT SUN, INC II 10 STATE HOUSE SQUARE, 15TH FL HARTFORD, CT 06103 74-3258052	HOLDING CO	DE	501 (C) (25)	ARMB			X
(3)	MIDNIGHT SUN, INC. IV 10 STATE HOUSE SQUARE, 15TH FL HARTFORD, CT 06103 32-0248989	HOLDING CO	DE	501 (C) (25)	ARMB			X
(4)	MIDNIGHT SUN, INC V 10 STATE HOUSE SQUARE, 15TH FL HARTFORD, CT 06103 61-1563035	HOLDING CO	DE	501 (C) (25)	ARMB			X
(5)	MIDNIGHT SUN, INC VI 10 STATE HOUSE SQUARE, 15TH FL HARTFORD, CT 06103 30-0483987	HOLDING CO	DE	501 (C) (25)	ARMB			X
(6)	MIDNIGHT SUN, INC. VII 10 STATE HOUSE SQUARE HARTFORD, CT 06103 80-0198669	HOLDING CO	DE	501 (C) (25)	ARMB			X
(7)	MIDNIGHT SUN, INC VIII 10 STATE HOUSE SQUARE, 15TH FL HARTFORD, CT 06103 30-0617570	HOLDING CO	ID	501 (C) (25)	ARMB			X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2015

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.  
▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization

MIDNIGHT SUN, INC. III

Employer identification number

30-0483984

**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(1)	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	ALASKA RETIREMENT MANAGEMENT BOARD 333 WILLOUGHBY AVENUE JUNEAU, AK 99801 92-0121775	PENSION	AK	501(C)(25)		N/A		X
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2015

**Part III Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

**Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity . . . . .		X
b Gift, grant, or capital contribution to related organization(s) . . . . .		X
c Gift, grant, or capital contribution from related organization(s) . . . . .		X
d Loans or loan guarantees to or for related organization(s) . . . . .		X
e Loans or loan guarantees by related organization(s) . . . . .		X
f Dividends from related organization(s) . . . . .		X
g Sale of assets to related organization(s) . . . . .		X
h Purchase of assets from related organization(s) . . . . .		X
i Exchange of assets with related organization(s) . . . . .		X
j Lease of facilities, equipment, or other assets to related organization(s) . . . . .		X
k Lease of facilities, equipment, or other assets from related organization(s) . . . . .		X
l Performance of services or membership or fundraising solicitations for related organization(s) . . . . .		X
m Performance of services or membership or fundraising solicitations by related organization(s) . . . . .		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .		X
o Sharing of paid employees with related organization(s) . . . . .		X
p Reimbursement paid to related organization(s) for expenses . . . . .		X
q Reimbursement paid by related organization(s) for expenses . . . . .		X
r Other transfer of cash or property to related organization(s) . . . . .		X
s Other transfer of cash or property from related organization(s) . . . . .		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (e-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	ALASKA RETIREMENT MANAGEMENT BOARD	R	970,000.	
(2)	ALASKA RETIREMENT MANAGEMENT BOARD	S	1,424,053.	
(3)				
(4)				
(5)				
(6)				

**Part VI** Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

(1)	(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
					Yes	No			Yes	No		Yes	No	
(1)														
(2)														
(3)														
(4)														
(5)														
(6)														
(7)														
(8)														
(9)														
(10)														
(11)														
(12)														
(13)														
(14)														
(15)														
(16)														

**Part VII** **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).