

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 89,969,368		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)			

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)	6,097,542			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	174,482	174,482		
	4 Dividends and interest from securities	787,267	787,267		
	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 _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,797,592	2,853,822	-56,230	
	12 Total. Add lines 1 through 11	9,856,883	3,815,571	-56,230	
	13 Compensation of officers, directors, trustees, etc	400,000	320,000		80,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	32,982	24,737		8,245
	c Other professional fees (attach schedule)	121,204	118,957		2,247
	17 Interest	2,672	2,672		
	18 Taxes (attach schedule) (see instructions)	53,740	53,740		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	250,286	250,286		
	24 Total operating and administrative expenses. Add lines 13 through 23	860,884	770,392		90,492
	25 Contributions, gifts, grants paid	5,223,271			5,223,271
	26 Total expenses and disbursements. Add lines 24 and 25	6,084,155	770,392		5,313,763
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,772,728			
	b Net investment income (if negative, enter -0-)		3,045,179		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	11,325,105	2,142,031	2,142,031
	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) ▶ <u>87,827,337</u> Less allowance for doubtful accounts ▶ _____	89,232,873	87,827,337	87,827,337
	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)	51,821,945	66,807,719	
	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)	152,379,923	156,777,087	89,969,368	
Liabilities	17 Accounts payable and accrued expenses	35,613,000	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 ▶ _____)	4,739,804	3,231,466	
	23 Total liabilities (add lines 17 through 22)	40,352,804	38,844,466	
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	112,027,119	117,932,621	
	30 Total net assets or fund balances (see instructions)	112,027,119	117,932,621	
31 Total liabilities and net assets/fund balances (see instructions) .	152,379,923	156,777,087		

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	112,027,119
2 Enter amount from Part I, line 27a	2	3,772,728
3 Other increases not included in line 2 (itemize) ▶ _____	3	2,132,774
4 Add lines 1, 2, and 3	4	117,932,621
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	117,932,621

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			

(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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
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))
2016	8,142,812	97,670,769	0 083370
2015	5,557,884	61,979,461	0 089673
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
2 Total of line 1, column (d)			2 0 428229
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 085646
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 100,618,576
5 Multiply line 4 by line 3			5 8,617,579
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 30,452
7 Add lines 5 and 6			7 8,648,031
8 Enter qualifying distributions from Part XII, line 4			8 8,648,031

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 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	30,452
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	30,452
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	30,452
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	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	371
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	30,823
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 2018 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)? <i>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</i>	1b	No
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address N/A	13	Yes	
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			
16	At any time during calendar year 2017, 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? 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 ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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 2017? ☐	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017). ☐	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 2017?	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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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? ☐ Yes ☒ No	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	Expense account, (e) other allowances
CHRISTOPHER KIRKLAND 4306 ESTESWOOD DRIVE NASHVILLE, TN 37215	SEC/DIRECTOR 15 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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

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 FOUNDATION, UNION CITY, TENNESSEE SERVES THE LOCAL AREA IN PROVIDING DAY CARE SCHOLARSHIPS TO QUALIFYING APPLICANTS TO INCREASE THE SOCIAL, MORAL AND EDUCATIONAL VALUE AVAILABLE TO THESE CHILDREN	1,847,605
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.	3,231,466
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 SPEAKERS, 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.	10,000

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	3,334,268
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

3,334,268

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	94,335,126
b	Average of monthly cash balances.	1b	7,815,713
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	102,150,839
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	102,150,839
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,532,263
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	100,618,576
6	Minimum investment return. Enter 5% of line 5.	6	5,030,929

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	5,030,929
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	30,452
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	30,452
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,000,477
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	5,000,477
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	5,000,477

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	5,313,763
b	Program-related investments—total from Part IX-B.	1b	3,334,268
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	8,648,031
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	30,452
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,617,579

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				5,000,477
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012. 536,186				
b From 2013. 861,745				
c From 2014. 4,088,028				
d From 2015. 2,502,957				
e From 2016. 3,283,142				
f Total of lines 3a through e.	11,272,058			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>8,648,031</u>				
a Applied to 2016, 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 2017 distributable amount.				5,000,477
e Remaining amount distributed out of corpus	3,647,554			
5 Excess distributions carryover applied to 2017 (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	14,919,612			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	536,186			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	14,383,426			
10 Analysis of line 9				
a Excess from 2013. 861,745				
b Excess from 2014. 4,088,028				
c Excess from 2015. 2,502,957				
d Excess from 2016. 3,283,142				
e Excess from 2017. 3,647,554				

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

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.)

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))

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	5,223,271
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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?		Yes	No
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.		
	*****	2018-11-15	*****
	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		2018-11-15		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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS AND GIRLS CLUB1015 COLLEGE 1015 COLLEGE UNION CITY, TN 38261			OUTREACH TO DISADVANTAGE YOUTH	2,000
COMMUNITY CONCERT ASSOCIATION UC CIVIC AUDITORIUM HIGH SCHOOL DRIVE UNION CITY, TN 38261			BRING QUALITY MUSIC TO AREA	1,000
EMPOWER ME DAYCAMPPPO BOX 672 PO BOX 672 LEBANON, TN 37088			RECREATION CHILDREN W/ DISABILITIES	1,000
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY WILSON CO 205 S MAPLE STREET 205 S MAPLE STREET LEBANON, TN 37087			HOMES FOR LOW INCOME	2,000
INTERFAITH DENTAL CLINIC 1721 PATTERSON STREET 1721 PATTERSON STREET NASHVILLE, TN 37203			MEDICAL	1,000
MAGDALEN HOUSE 1302 REDWOOD CIRCLE 1302 REDWOOD CIRCLE DALLAS, TX 75218			SAFE PLACE FOR WOMEN OF ALCHOL ABUSE	5,000
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAIN STREET UNION CITYPO BOX 382 PO BOX 382 UNION CITY, TN 38281			PRESERVE HISTORICAL DOWNTOWN	1,000
MASQUERADE THEATREPO 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
Total ► 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIDDLE TN BOY SCOUTS OF A 3414 HILLSBORO PIKE 3414 HILLSBORO PIKE NASHVILLE, TN 37215			EDUCATIONAL	2,000
NASHVILLE RESCUE MISSION 639 LAFAYETTE ST 639 LAFAYETTE ST NASHVILLE, TN 37203			FOOD BANK	1,000
NEW LEASH ON LIFE 507 JIM DRAPER BLVD 507 JIM DRAPER BLVD LEBANON, TN 37087			IMPROVE WELFARE OF COMPANION ANIMALS	1,000
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRESTON TAYLOR MINISTRIES PO BOX 90442 PO BOX 90442 NASHVILLE, TN 37209			CHRISTIAN YOUTH MINISTRY	4,000
CHARITABLE - PROMETHEAN FOUNDATION 624 E REELFOOT AVENUE 624 E REELFOOT AVENUE UNION CITY, TN 38261			PROVIDE DAYCARE FOR AT RISK CHILDREN	1,847,605
RETTSYNDROME FOUNDATION 4600 DEVITT DRIVE 4600 DEVITT DRIVE CINCINNATI, OH 45246			MEDICAL RESEARCH FOR RETTSYNDROME	5,000
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SAFE HAVEN FAMILY SHELTER 1234 3RD AVE S 1234 3RD AVE S NASHVILLE, TN 37210			HELP THE HOMELESS	2,500
SHERRY'S RUNPO BOX 8 PO BOX 8 LEBANON, TN 37089			BENEFIT THOSE AFFECTED BY CANCER	2,000
ST LUKE COMMUNITY HOUSE 5601 NEW YORK AVE 5601 NEW YORK AVE NASHVILLE, TN 37209			FOOD PANTRY	1,500
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TN DIAMONDS IN THE RUFFPO BOX 62 PO BOX 62 UNION CITY, TN 38281			DOG RESCUE	3,000
TRUDY'S KIDS CAFE306 S FIRST 306 S FIRST UNION CITY, TN 38261			PROVIDE MEALS FOR AT RISK CHILDREN	2,000
UNION CITY HIGH SCHOOL HIGH SCHOOL DR HIGH SCHOOL DRIVE UNION CITY, TN 38261			EDUCATIONAL	1,200
Total ► 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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 LIFEPO BOX 3233 PO BOX 3233 JACKSON, TN 38303			CHRISIAN MINISTRY	2,000
WILSON CO CIVIC LEAGUEPO BOX 1231 PO BOX 1231 LEBANON, TN 37088			IMPROVE SOCIAL CONDITIONS IN COUNTY	2,000
Total ► 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILSON COUNTY SCAN 105 EAST HIGH STREET 105 EAST HIGH STREET LEBANON, TN 37087			SENIOR CITIZENS AWARENESS NETWORK	2,000
WLJT PUBLIC TELEVISIONPO BOX 966 PO BOX 966 MARTIN, TN 38237			LEARNING THRU QUALITY PROGRAMS	1,000
JUVENILE DIABETES FOUNDATION CINCINNATI CINCINNATI, OH 45246			RESEARCH FOR MEDICAL	1,000
Total ► 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SUMMIT COUNTRY DAYCINNATI CINNATI, OH 45246			DAY CARE - THOSE THAT CANNOT AFFORD	10,000
LIGHTHOUSE YOUTH FAMILY CINNATI CINNATI, OH 45246			FAMILY SERVICES	1,500
MADHATTER'S CLOSETCINNATI CINNATI, OH 45246			FAMILY SERVICES	1,500
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CASA OF WILSON COUNTYLEBANON LEBANON, TN 37089			FAMILY SERVICES	1,000
UNIV OF TN FOUNDATIONKNOXVILLE KNOXVILLE, TN 37996			SCHOLARSHIPS	10,000
THE BRIDGEUNION CITY UNION CITY, TN 38261			BATTERED WOMENS SHELTER	1,000
Total ▶ 3a				5,223,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF OBION COUNTY UNION CITY UNION CITY, TN 38261			COMMUNITY SERVICES	2,000
DISCOVERY PARK OF AMERICA UNION CITY UNION CITY, TN 38261			MUSEUM FOR TEACHING & LEARNING	3,231,466
Total 				5,223,271
3a				

TY 2017 Accounting Fees Schedule

Name: THE ROBERT E & JENNY D KIRKLAND
FOUNDATION

EIN: 13-4228589

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	32,982	24,737		8,245

TY 2017 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
ANGEL OAK STRATEGIC MORTGAGE INCOME	1,000,000	
ANCHORAGE ILLIQUID OPPORTUNITIES OFF	127,500	
HOMRICH BERG	4,990,427	
HOMRICH BERG - ADJ TO MARKET	109,839	
INVESTMENT IN 2303 CRESTMOOR INC	3,096,193	
N3L FUND, LP	500,000	
N3L FUND, LP-ADJ TO MARKET	24,226	
FCA VENTURE PARTNERS VI QP, LP	375,000	
FCA VENTURE PARTNERS VI QP, LP-ADJ T	42,280	
LPL - STOCKS	1,936,736	
LPL - ADJ TO MARKET	75,714	
SIMMONS 1ST/LPL (229096 SHARES	2,000,125	
SIMMONS BANCSHARES-ADJ TO MARKET	11,081,257	
REVOLUTION PTRS INV/AMERITRADE	2,512,849	
REVOLUTION PTR - ADJ TO MARKET	68,299	
WELLINGTON TRUST COMPANY	28,531,839	
WELLINGTON TRUST COMPANY - ADJ TO MA	4,133,106	
TRUSCO-TELLTALE - C. SCHWAB	5,089,662	
TRUSCO - ADJ TO MARKET	1,093,064	
GALLEON PARTNERS SPC LP	19,603	

TY 2017 Other Expenses Schedule

Name: THE ROBERT E & JENNY D KIRKLAND
FOUNDATION

EIN: 13-4228589

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
WIRE FEE	180	180		
WELLINGTON MANAGEMENT FEE	173,526	173,526		
PORTFOLIO FEES	76,580	76,580		

TY 2017 Other Income Schedule

Name: THE ROBERT E & JENNY D KIRKLAND
FOUNDATION

EIN: 13-4228589

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME(LOSS) INVESTMENT	1	1	
GAINS LONG TERM	1,257,827	1,257,827	
GAIN (LOSS) ON INVESTMENTS	829,573	829,573	
GAINS SHORT TERM	766,421	766,421	
INCOME (LOSS) FROM CRESTMOOR	-32,247		-32,247
INCOME FROM N3L FUND, LP	10,075		10,075
INCOME FROM FCA VENTURE PARTN	-34,058		-34,058

TY 2017 Other Increases Schedule

Name: THE ROBERT E & JENNY D KIRKLAND
FOUNDATION

EIN: 13-4228589

Description	Amount
UNREALIZED GAINS OF INVESTMENTS	2,132,774

TY 2017 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
DONATIONS PAYABLE	4,739,804	3,231,466

TY 2017 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
DUE FROM DPC LLC (2016)	12,222

TY 2017 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	22,471	20,224		2,247
FEES/EXPENSES - TRUSCO	49,641	49,641		
FEES/EXPENSES - REVOLUTION PARTN	31,965	31,965		
FEES/EXPENSES - HOMRICH BERG	17,127	17,127		

TY 2017 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	20	20		
PROPERTY TAXES	6	6		
TAXES - IRS (990)	12,888	12,888		
FOREIGN TAX	40,826	40,826		

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 2017
	Name of the organization THE ROBERT E & JENNY D KIRKLAND FOUNDATION	Employer identification number 13-4228589

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 33¹/₃% 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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	\$ 1,768,940	Person ☒
	203 THORNHILL CRESENT		Payroll ☐
	BRENTWOOD, TN 37027		Noncash ☐ (Complete Part II for noncash contributions)
2	KIRKLAND 2005 CHARITABLE LEAD 203 THORNHILL CRESENT	\$ 481,440	Person ☒
	BRENTWOOD, TN 37027		Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
3	KIRKLAND 2007 CHARITABLE LEAD 203 THORNHILL CRESENT	\$ 3,847,162	Person ☒
	BRENTWOOD, TN 37027		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)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)

13-4228589

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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