

Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2017

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. Go to www.irs.gov/Form990 for instructions and the latest information

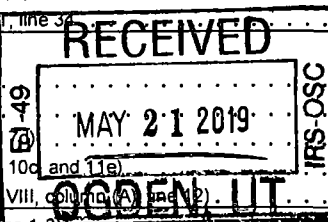
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For the 2017 calendar year, or tax year beginning 07/01, 2017, and ending 06/30, 2018

Form 990 header section including organization name (MIDNIGHT SUN, INC. III), EIN (30-0483984), principal officer (JAMES B. MCCANDLESS), and tax-exempt status (501(c)(25)).

Part I Summary

Summary table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Includes rows for mission statement, revenue breakdown, and total net assets.



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.

Signature block for ELAINA BENSON, Director, dated 5-8-19.

Preparer information for LAUREN M BELMONT, KPMG LLP, dated 04/09/2019.

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 (2017)

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Part III Statement of Program Service Accomplishments

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

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 ▶

DOR

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No response columns. Rows include questions 20a through 38 regarding organizational operations, 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 checkboxes. Includes questions about Form 1096, Form W-2G, Form W-3, and various tax compliance issues.

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, 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... List all of the organization's current key employees... List the organization's five current highest compensated employees... List all of the organization's former officers, key employees, and highest compensated employees... List all of the organization's former directors or trustees...

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

Table with 6 main columns: (A) Name and Title, (B) Average hours per week, (C) Position (Individual trustee or director, Institutional trustee, Officer, Key employee, Highest compensated employee, Former), (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Rows include James B. McCandless, Cullum Jefferies, and J. Scott Haffner.

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f ▶		0			
Program Service Revenue	2a	RENTAL INCOME	Business Code 531120	3,131,772	3,131,772		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f ▶		3,131,772			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts). ▶		0			
	4	Income from investment of tax-exempt bond proceeds ▶		0			
	5	Royalties ▶		0			
	6a	Gross rents	(i) Real	(ii) Personal			
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) ▶		0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
d	Net gain or (loss) ▶		0				
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a						
b	Less direct expenses b						
c	Net income or (loss) from fundraising events ▶		0				
9a	Gross income from gaming activities See Part IV, line 19 a						
b	Less direct expenses b						
c	Net income or (loss) from gaming activities ▶		0				
10a	Gross sales of inventory, less returns and allowances a						
b	Less cost of goods sold b						
c	Net income or (loss) from sales of inventory ▶		0				
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d ▶		0				
12	Total revenue. See instructions ▶		3,131,772	3,131,772			

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(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	7,659.			
b Legal	41,237.			
c Accounting	0.			
d Lobbying	0.			
e Professional fundraising services See Part IV, line 17.	0.			
f Investment management fees	532,116.			
9 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	4,508.			
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	204,130.			
b MAINTENANCE & REPAIRS	78,832.			
c MISCELLANEOUS EXPENSES	3,881.			
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	872,363.			
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]

Table with columns (A) Beginning of year, (B) End of year, and rows for Assets (1-16), Liabilities (17-26), and Net Assets or Fund Balances (27-34). Includes sub-rows 10a and 10b for land and depreciation.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,131,772.
2	Total expenses (must equal Part IX, column (A), line 25)	2	872,363.
3	Revenue less expenses Subtract line 2 from line 1	3	2,259,409.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	68,316,330.
5	Net unrealized gains (losses) on investments	5	0.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-3,070,420.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	67,505,319.

Part XII Financial Statements and Reporting

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

		Yes	No
1	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		
2a	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
2b	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	
2c	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	
3a	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
3b	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		

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2017

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.

Go to www.irs.gov/Form990 for instructions and the latest information.

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.

Form with multiple sections: 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

Form with sections: 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) 2017

JSA 7E1268 2 000

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 and activity items; 2a-2c Endowment percentages; 3a-3b Related organizations; 4 Describe intended uses.

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.

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 AMEMDED ("IRC"), AND WHICH ARE SUBJECT TO THE FIDUCIARY RESPONSIBILTY 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)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2017

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

Name of the organization

MIDNIGHT SUN, INC. III

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 & 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 & 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 LOSS	(1,547,127)
CONTRIBUTIONS	676,707
DISTRIBUTIONS	(2,200,000)
	<hr/>
	(3,070,420)

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 1FORM 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 2990, 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	532,116.

**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.

Department of the Treasury
Internal Revenue Service

Name of the organization

MIDNIGHT SUN, INC. III

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Employer identification number

30-0483984

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

	(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, 15TH FL 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)**

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.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

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) 2017

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?

- a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)
- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses
- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

	Yes	No
1a		X
1b		X
1c		X
1d		X
1e		X
1f		
1g		X
1h		X
1i		X
1j		X
1k		X
1l		X
1m		X
1n		X
1o		X
1p		X
1q		X
1r		X
1s		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	2,200,000.	
(2) ALASKA RETIREMENT MANAGEMENT BOARD	S	676,707.	
(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

Provide additional information for responses to questions on Schedule R. See instructions.