# Robert W Woodruff Arts Center Inc.

Public Inspection Copy
For the Year Ended
May 31, 2020

TAX RETURNS

# ROBERT W. WOODRUFF ARTS CENTER, INC. INSTRUCTIONS FOR FILING FORM 8879-EO IRS E-FILE SIGNATURE AUTHORIZATION FOR FORM 990 FOR THE YEAR ENDED MAY 31, 2020

THE ORIGINAL IRS E-FILE SIGNATURE AUTHORIZATION FORM SHOULD BE SIGNED (USE FULL NAME) AND DATED BY AN AUTHORIZED OFFICER OF THE ORGANIZATION.

RETURN YOUR SIGNED IRS E-FILE SIGNATURE AUTHORIZATION FORM 8879-EO TO:

SMITH & HOWARD, P.C. 271 17TH STREET, NW SUITE 1600 ATLANTA GA 30363

THERE IS NO TAX DUE WITH THE FILING OF THIS RETURN.

AN ADDITIONAL COPY OF THE RETURN SHOULD BE FILED WITH: GEORGIA DEPARTMENT OF REVENUE P.O. BOX 740395
ATLANTA, GA 30374-0395

DO NOT SEPARATELY FILE FORM 990 WITH THE INTERNAL REVENUE SERVICE. DOING SO WILL DELAY THE PROCESSING OF YOUR RETURN. WE MUST RECEIVE YOUR SIGNED FORM BEFORE WE CAN ELECTRONICALLY TRANSMIT YOUR RETURN, WHICH IS DUE ON OR BEFORE APRIL 15, 2021. WE WOULD APPRECIATE YOU RETURNING THIS FORM AS SOON AS POSSIBLE AS THIS WILL EXPEDITE THE PROCESSING OF YOUR RETURN. THE INTERNAL REVENUE SERVICE WILL NOTIFY US WHEN YOUR RETURN IS ACCEPTED. YOUR RETURN IS NOT CONSIDERED FILED UNTIL THE INTERNAL REVENUE SERVICE CONFIRMS THEIR ACCEPTANCE, WHICH MAY OCCUR AFTER THE DUE DATE OF YOUR RETURN.

Form **8879-EO** 

# IRS e-file Signature Authorization for an Exempt Organization For calendar year 2019, or fiscal year beginning 06/01, 2019, and ending 05/31, 20 2

OMB No. 1545-1878

Department of the Treasury	■ Do not send to the IRS. Keep for your records. ■ Go to www.irs.gov/Form8879EO for the latest information.		<b>2019</b>
Internal Revenue Service  Name of exempt organization		Employer identi	fication number
		58-0633	
Name and title of officer	ODRUFF ARTS CENTER, INC.	1 30-003	09/1
HALA MODDELM	OG, PRESIDENT & CEO		
	Return and Return Information (Whole Dollars Only)		
	return for which you are using this Form 8879-EO and enter the applicable amo	ount, if any, fro	m the return. If you
check the box on line leave line 1b, 2b, 3b,	1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being fil 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0 by. Do not complete more than one line in Part I.	ed with this fo	rm was blank, then
1a Form 990 check h	nere   X b Total revenue, if any (Form 990, Part VIII, column (A), line 12).	1b	83449735.
2a Form 990-EZ ched	The state of the s		
3a Form 1120-POL c			
4a Form 990-PF che			
5a Form 8868 check	here ▶	5b	and the state of t
Double Declarati	on and Signature Authorization of Officer		
	jury, I declare that I am an officer of the above organization and that I have exam	ined a copy of	ho
organization's electror to send the organization the transmission, (b) the authorize the U.S. Tre financial institution accreturn, and the financial Agent at 1-888-353-45 involved in the process resolve issues related	complete. I further declare that the amount in Part I above is the amount shown of creturn. I consent to allow my intermediate service provider, transmitter, or elector's return to the IRS and to receive from the IRS (a) an acknowledgement of receive reason for any delay in processing the return or refund, and (c) the date of any asury and its designated Financial Agent to initiate an electronic funds withdraws count indicated in the tax preparation software for payment of the organization's all institution to debit the entry to this account. To revoke a payment, I must control of the electronic payment of taxes to receive confidential information necess to the payment. I have selected a personal identification number (PIN) as my significable, the organization's consent to electronic funds withdrawal.	ectronic return of eipt or reason refund. If appl al (direct debit) federal taxes of act the U.S. Tre authorize the fi sary to answer	riginator (ERO) for rejection of icable, I entry to the wed on this easury Financial nancial institutions inquiries and
Officer's PIN: check of	one box only		
X I authorize SI		7 2 3 6 five numbers, but t enter all zeros	as my signature
being filed with	ration's tax year 2019 electronically filed return. If I have indicated within this return a state agency(ies) regulating charities as part of the IRS Fed/State program, my PIN on the return's disclosure consent screen.	ırn that a copy I also authorize	of the return is the aforementioned
If I have indica	of the organization, I will enter my PIN as my signature on the organization's tax ated within this return that a copy of the return is being filed with a state agency (state program, I will enter my PIN on the return's disclosure consent screen.	year 2019 elec les) regulating	tronically filed return charities as part of
Officer's signature ▶ (		1/15/2023	
	tion and Autherstication		
	r your six-digit electronic filing identification ed by your five-digit self-selected PIN.	9 8 3 8	5 8 1 2 5
number (Erin) followe	ed by your rive-digit sen-selected rink.	Do not enter a	
indicated above. I con Information for Author	numeric entry is my PIN, which is my signature on the 2019 electronically filed firm that I am submitting this return in accordance with the requirements of <b>Pub</b> . ized IRS <i>e-file</i> Providers for Business Returns.	return for the o	rganization ized e-File (MeF)
ERO's signature ▶	ure Imahan		
	ERO Must Retain This Form - See Instructions		
	Do Not Submit This Form to the IRS Unless Requested To Do		0070 50
For Paperwork Reduc	ction Act Notice, see back of form.	F	orm <b>8879-EO</b> (2019)

(Rev. January 2020)

Department of the Treasury Internal Revenue Service

# **Return of Organization Exempt From Income Tax**

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.

Open to Public

Inspection

OMB No. 1545-0047

A	rorti	1e 2019	calendar year, or tax year beginning 00/01, 2019, a	nd ending		05	0/31, 20 20			
R	Check if	applicable:	C Name of organization		D Employer ide	ntifica	ition number			
_			ROBERT W. WOODRUFF ARTS CENTER, INC.		58-0633971					
L	Add char		Doing business as							
	Nam	e change	Number and street (or P.O. box if mail is not delivered to street address)	oom/suite	E Telephone number					
	Initia	al return	1280 PEACHTREE ST. NE		(404) 73	3 – 4	200			
		l return/ inated	City or town, state or province, country, and ZIP or foreign postal code			-				
	Ame retu	nded rn	ATLANTA, GA 30309		G Gross receipts	\$	283,501,510.			
	App	lication ding	F Name and address of principal officer: HALA MODDELMOG		H(a) Is this a grou		m for Yes X No			
			1280 PEACHTREE ST. NE, ATLANTA, GA 30309		subordinates  H(b) Are all subord		cluded? Yes No			
1	Тах-е	xempt st	atus: X 501(c)(3) 501(c) ( ) ◀ (insert no.) 4947(a)(1) or	527	-		ist. (see instructions)			
J	Webs	ite: 🕨	WWW.WOODRUFFCENTER.ORG		H(c) Group exemp	otion nu	umber >			
K	Form	of organ	nization: X Corporation Trust Association Other	L Year of forma	ation: 1965 M					
P	art I	Su	ımmary			-				
	1	Briefly	v describe the organization's mission or most significant activities: CHARITA	BLE ARTS (	ORGANIZATI	ON	TO INSPIRE,			
e e			ATE, SUPPORT AND CELEBRATE RENOWNED ARTS AND ED							
Jan		AUD	IENCES THROUGH OUR UNIQUE MODEL OF DIVISIONS AN	D COLLABOR	RATIONS.		·			
/er	2	Check	this box length if the organization discontinued its operations or disposed	of more than 25%	% of its net assets	 S.	***************************************			
Governance	3		er of voting members of the governing body (Part VI, line 1a)			3	117.			
<b>ං</b> ජි	4	Numb	er of independent voting members of the governing body (Part VI, line 1b)			4	115.			
ties	5		number of individuals employed in calendar year 2019 (Part V, line 2a)			5	1,316.			
Activities &	6	Total	number of volunteers (estimate if necessary)			6	1,922.			
Ac	7a	Total	unrelated business revenue from Part VIII, column (C), line 12			7a	3,499,276.			
			rrelated business taxable income from Form 990-T, line 39			7b	974,344.			
					Prior Year	10	Current Year			
-	8	Contri	butions and grants (Part VIII, line 1h)	ļ	45,267,67	6.	31,384,129.			
Revenue	9		am service revenue (Part VIII, line 2g)		26,905,48		19,008,165.			
e Ve	10		ment income (Part VIII, column (A), lines 3, 4, and 7d)		29,154,04		21,727,536.			
8	11		revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		8,767,83		11,329,905.			
	12		revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12).	110,095,04		83,449,735.				
	13		s and similar amounts paid (Part IX, column (A), lines 1-3)			0.	05,449,755.			
	14					0.	0.			
	4.00		its paid to or for members (Part IX, column (A), line 4)		45,094,135.					
ses	160	Drofos	es, other compensation, employee benefits (Part IX, column (A), lines 5–10).		294,19					
Expenses	loa	Takel	ssional fundraising fees (Part IX, column (A), line 11e)		234,13	3.	351,038.			
ËX	17	Other	fundraising expenses (Part IX, column (D), line 25) 7,212,153.		60,008,50	-	54,737,246.			
	17		expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		107,113,11		100,182,419.			
	1		expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)			and the same of the same				
sor	19	Reven	ue less expenses. Subtract line 18 from line 12		2,981,92		-16,732,684.			
ofs c	20	Takal a	Control (Port V. Broad O)		nning of Current Y		End of Year			
Bala	20 21 22		assets (Part X, line 16)		686,810,23		653,908,543.			
et A	21		iabilities (Part X, line 26)	The second second	223,645,449		226,370,637.			
		STATE OF THE PERSON NAMED IN	sets or fund balances. Subtract line 21 from line 20		163,164,78	٥.	427,537,906.			
	art II		nature Block				and delay and balled to be			
tru	e, corre	ect, and	f perjury, I declare that I have examined this return, including accompanying schedules complete. Declaration of preparer (other than officer) is based on all information of which	preparer has any k	and to the best of nowledge.	ту к	nowledge and belief, it is			
		. /	Alaska M. Malaska		04/15	/20	101			
Sig	ın l	S	Ignature of officer		04/15 Date	720	)ZI			
He			HALA MODDELMOG PRESIDEN'	T CEO	Date					
		_	ype or print name and title	T & CEO						
	1		Type preparer's name Preparer's signature	Data		l D	TIN			
Paid	t		RE J LINAHAN	Date		"				
Pre	parer	-	CMTTH & MONTON		self-employe		P01372980			
Use	Only	Firm's			Firm's EIN ▶ 5					
1/1~	v tha		address >271 17TH STREET, NW SUITE 1600 ATLANTA, GA 30363		Phone no. 41	J4-{	874-6244			
-			scuss this return with the preparer shown above? (see instructions)				X Yes No			
ror	rape	rwork l	Reduction Act Notice, see the separate instructions.				Form <b>990</b> (2019)			

Page 2 Form 990 (2019)

Pa	art III Statement of Program Service Accomplishments Check if Schedule O contains a response or note to any line in this Part	X
1	Briefly describe the organization's mission:  CHARITABLE ARTS ORGANIZATION TO INSPIRE, CREATE, SUPPO	
	CELEBRATE RENOWNED ARTS AND EDUCATION FOR DIVERSE AUDI	
	OUR UNIQUE MODEL OF DIVISIONS AND COLLABORATIONS, IN A	
	INSTITUTIONALLY SUSTAINABLE MANNER.	
2	Did the organization undertake any significant program services during the year	ar which were not listed on the
	prior Form 990 or 990-EZ?	
_	If "Yes," describe these new services on Schedule O.	
3	Did the organization cease conducting, or make significant changes in h services?	
4	If "Yes," describe these changes on Schedule O.  Describe the organization's program service accomplishments for each of it	s three largest program services as measured by
•	expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the total expenses, and revenue, if any, for each program service reported.	
4a	(Code:) (Expenses \$34,662,371. including grants of \$ ATTACHMENT 1	) (Revenue \$)
	ATTACIMENT	
4b	o (Code:) (Expenses \$19,032,097. including grants of \$	) (Revenue \$7,814,257)
	ATTACHMENT 2	
_	(0.1	)/5
4C	(Code:) (Expenses \$20,744,542. including grants of \$	(Revenue \$)
	ATTACHMENT 3	
4d	1 Other program services (Describe on Schedule O.)  (Expenses \$\frac{1}{2}  \text{including grapts of \$\frac{1}{2}    \text{Peyenue}	<b>¢</b>
40	(Expenses \$ including grants of \$ ) (Revenue	Ψ )

**4e** Total program service expenses ► 74,439,010.

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Form 990 (2019) Page 3

Part	Checklist of Required Schedules			<u> </u>
			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes,"			
	complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	Х	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to			3.7
	candidates for public office? If "Yes," complete Schedule C, Part I	3		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h)	١.	Х	
_	election in effect during the tax year? If "Yes," complete Schedule C, Part II.	4	Λ	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues,	_ ا		Х
•	assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		Λ
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors			
	have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If			Х
7	"Yes," complete Schedule D, Part I.	6		
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,	_		Х
0	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If</i> "Yes,"		x	
9	complete Schedule D, Part III	8	21	
9	custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or			
	debt negotiation services? If "Yes," complete Schedule D, Part IV	9		Х
10	Did the organization, directly or through a related organization, hold assets in donor-restricted endowments	9		21
10	or in quasi endowments? If "Yes," complete Schedule D, Part V	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI,	10	21	
• • •	VII, VIII, IX, or X as applicable.			
•	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes,"</i>			
a	complete Schedule D, Part VI	11a	Х	
h	Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more	114		
	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	Х	
c	Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more			
·	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	11c		Х
d	Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets	1		
_	reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		Х
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		X
	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses	1		
•	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	Х	
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete	ļ		
	Schedule D, Parts XI and XII	12a		Х
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If			
_	"Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	Х	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
	Did the organization maintain an office, employees, or agents outside of the United States?	14a		Х
	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking,			
	fundraising, business, investment, and program service activities outside the United States, or aggregate			
	foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	Х	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or			
	for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other			
	assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on			
	Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	Х	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on			
	Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	Х	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a?			
	If "Yes," complete Schedule G, Part III	19		X
20 a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		Х
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21	$ \hbox{Did the organization report more than $5,000 of grants or other assistance to any domestic organization or } \\$			
	domestic government on Part IX_column (A), line 1? If "Yes." complete Schedule L Parts L and II	21		X

Page 4 Form 990 (2019)

Part	Checklist of Required Schedules (continued)			
			Yes	No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on			
	Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the			
	organization's current and former officers, directors, trustees, key employees, and highest compensated			
	employees? If "Yes," complete Schedule J	23	Х	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than			
	\$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b			
	through 24d and complete Schedule K. If "No," go to line 25a	24a	Х	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
	Did the organization maintain an escrow account other than a refunding escrow at any time during the year			
	to defease any tax-exempt bonds?	24c		Х
Ч	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit			
25 a		25a		Х
h	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior	ZJa		
D	year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ?			
		25b		Х
20	If "Yes," complete Schedule L, Part I	250		- 21
26				
	or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35%	00		Х
<b></b>	controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II.	26		Λ
27	Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key			
	employee, creator or founder, substantial contributor or employee thereof, a grant selection committee			
	member, or to a 35% controlled entity (including an employee thereof) or family member of any of these			v
	persons? If "Yes," complete Schedule L, Part III	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L,			
	Part IV instructions, for applicable filing thresholds, conditions, and exceptions):			
а	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If		77	
	"Yes," complete Schedule L, Part IV	28a	X	v
	A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV	28b		X
С	A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? If			v
	"Yes," complete Schedule L, Part IV	28c	37	X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified		37	
	conservation contributions? If "Yes," complete Schedule M	30	X	37
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes,"			
	complete Schedule N, Part II.	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations			
	sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I.	33		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III,			
	or IV, and Part V, line 1	34	X	
	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a			
	controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable			3.7
	related organization? If "Yes," complete Schedule R, Part V, line 2.	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization	l		3.7
••	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and		7.7	
Dow	19? Note: All Form 990 filers are required to complete Schedule O.	38	X	
Part				
	Check if Schedule O contains a response or note to any line in this Part V	<del></del>	Yes	No No
1 9	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable   1a   912		.03	.40
	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable			
	Did the organization comply with backup withholding rules for reportable payments to vendors and			
C		1c	Х	
	reportable gaming (gambling) winnings to prize winners?	1.0		

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Page 5 Form 990 (2019)

Par	Statements Regarding Other IRS Filings and Tax Compliance (continued)			
			Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax			
b		2b	X	
3a		3a	Х	
		3b	Х	
		4a		X
b				
-				
5a	a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.  1, 316 b if at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: if the sum of lines 1 and 2a is greater than 250, you may be required to e-file (see instructions).  3 Did the organization have unrelated business gross income of \$1,000 or more during the year?  3 Did If Yes, 1 has it fled a Form 990-1 for this year? If 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			Х
		5b		Х
	2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2 1, 315  b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1 and 2a is greater than 250, you may be required to e-file (see instructions).  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?.  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?.  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?.  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?.  3a Did the organization in a foreign country   Nor to make account, securities account, or other financial account in a foreign country   Nor to make a bank account, securities account, or other financial accounts (FBAR).  5a Was the organization aparty to a prohibited tax shelter transaction at any time during the tax year?.  5a Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? of If "Yes" to line 5a or 5b, did the organization left own separation at any time during the tax year?.  5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? of If "Yes" to line 5a or 5b, did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  6a Does the organization and year receive deductible contributions under section 170(c).  5b If "Yes," idd the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  6a Organization shall any receive deductible contributions under section 170(c).  5c Did the organization shall exchange the payor?  5c Organization shall exchange the payor?  5c O			
-		6a		X
b				
-		6b		
7				
_		7a	Х	
b		7b	Х	
		7c		X
d				
		7e		X
_		<b>7</b> f		X
g		7g		X
h		7h		X
8				
	sponsoring organization have excess business holdings at any time during the year?	8		
9	Sponsoring organizations maintaining donor advised funds.			
а	Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10	Section 501(c)(7) organizations. Enter:			
а				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
	Cross means from manifests of characteristics of the control of th			
b				
		40		
		12a		
	· · · · · · · · · · · · · · · · · · ·			
		120		
а	·	ısa		
	·			
D	· · · · · · · · · · · · · · · · · · ·			
^				
		14a		X
15				
	excess parachute payment(s) during the year?	15		Х
	If "Yes," see instructions and file Form 4720, Schedule N.			
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income?	16		Х
	If "Yes," complete Form 4720, Schedule O.			

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

Sect	ion A. Governing Body and Management					
					Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	117			
-	If there are material differences in voting rights among members of the governing body, or					
	if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.					
b	Enter the number of voting members included on line 1a, above, who are independent	1b	115			
2	Did any officer, director, trustee, or key employee have a family relationship or a business re	ations	ship with			
	any other officer, director, trustee, or key employee?			2	X	
3	Did the organization delegate control over management duties customarily performed by or ur	nder t	he direct			
	supervision of officers, directors, trustees, or key employees to a management company or other			3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was fi			4		Х
5	Did the organization become aware during the year of a significant diversion of the organization's			5		Х
6	Did the organization have members or stockholders?			6		Х
7a	Did the organization have members, stockholders, or other persons who had the power to el					
	one or more members of the governing body?			7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval					
~	stockholders, or persons other than the governing body?			7b		X
8	Did the organization contemporaneously document the meetings held or written actions und					
-	the year by the following:	anc	Guinig			
а	The governing body?			8a	Х	
b	Each committee with authority to act on behalf of the governing body?			8b	Х	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot					
•	the organization's mailing address? <i>If "Yes," provide the names and addresses on Schedule O.</i>			9		X
Secti	ion B. Policies (This Section B requests information about policies not required by the Inte			Code	.)	
					Yes	No
lΩa	Did the organization have local chapters, branches, or affiliates?			10a		Х
	If "Yes," did the organization have written policies and procedures governing the activities of					
b	affiliates, and branches to ensure their operations are consistent with the organization's exempt p		-	10b		
112	Has the organization provided a complete copy of this Form 990 to all members of its governing body before fi	•		11a	Х	
	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	iiig tii	e ioiii: .			
I2a	Did the organization have a written conflict of interest policy? <i>If "No," go to line 13</i>			12a	Х	
	Were officers, directors, or trustees, and key employees required to disclose annually interests					
D	rise to conflicts?	liat C	ould give	12b	Х	
_	Did the organization regularly and consistently monitor and enforce compliance with the p	oliov?	If "Voc."			
С	describe in Schedule O how this was done	•		12c	Х	
	Did the organization have a written whistleblower policy?			13	X	
13	Did the organization have a written whisheblower policy?			14	X	
14	Did the process for determining compensation of the following persons include a review ar					
15			=			
_	independent persons, comparability data, and contemporaneous substantiation of the deliberation			15a	Х	
a	The organization's CEO, Executive Director, or top management official			15b	X	
b	Other officers or key employees of the organization			.55		
16-		r 0r	naoment			
ıoa	Did the organization invest in, contribute assets to, or participate in a joint venture or similar with a tayable entity during the year?		ingement	16a		Х
L	with a taxable entity during the year?		aluata ita	. 54		
D	participation in joint venture arrangements under applicable federal tax law, and take steps to					
	organization's exempt status with respect to such arrangements?			16b		
Sect	ion C. Disclosure			. 55		<u> </u>
	A FIGURA CLINATINE	1				
17	Elect the states with which a sopy of this form out to required to be fined?		and 000 T	/0	tion 5	:01/2\
18	Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), (3)s only) available for public inspection. Indicate how you made these available. Check all that ap		and 990-1	(Sec	tion 5	01(C)
	Own website Another's website X Upon request Other (explain on Sci		e O)			
19	Describe on Schedule O whether (and if so, how) the organization made its governing documents of the control of		•	f intor	oct -	odiov
3	and financial statements available to the public during the tax year.	icilis,	COMMICE O	ı ıııtel	co. þ	oncy,
20	, , , , , , , , , , , , , , , , , , ,	nocks	and record	c <b>b</b>		
20	State the name, address, and telephone number of the person who possesses the organization's I HALA MODDELMOG 1280 PEACHTREE ST. ATLANTA, GA 30309 404-733-4200	JUUKS	and record	3 <b>F</b>		

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	box,	unles	Pos neck s pe	more rson	e than of the both or/trust Highest compensated employee	an	(D)  Reportable compensation from the organization (W-2/1099-MISC)	(E)  Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
			_			e d				
(1) ROBERT SPANO	40.00									
MUSIC DIRECTOR	0.				X			917,451.	0.	34,997.
(2) RAND SUFFOLK	40.00							7 _ 7 , 7 2 _ 7		
HIGH MUSEUM DIRECTOR	0.				X			539,062.	0.	63,644.
(3) DOUG SHIPMAN	40.00							, , , , ,		
PRESIDENT AND CEO	1.00	Х		Х				499,721.	0.	18,646.
(4) JENNIFER BARLAMENT	40.00									
EXECUTIVE DIRECTOR - ASO	1.00				Х			355,852.	0.	61,678.
(5) SUSAN BOOTH	40.00									
ARTISTIC DIRECTOR - AT	0.				Х			359,045.	0.	50,221.
(6) JANINE MUSHOLT	40.00									
VICE PRESIDENT OF ADVANCEMENT	1.00				Х			324,745.	0.	43,725.
(7) NOEL BARNES	40.00									
CHIEF FINANCIAL OFFICER	1.00			Χ				295,072.	0.	41,589.
(8) BRADY LUM	40.00									
DEPUTY DIRECTOR	0.				Х			253,787.	0.	29,971.
(9) DAVID COUCHERON	40.00									
CONCERTMASTER	0.					X		243,850.	0.	10,588.
(10) RHONDA MATHIESON	40.00									
VP, FINANCE AND ADMIN	0.				Х			214,923.	0.	33,665.
(11) ELEANOR TARVIN	40.00									
VICE PRESIDENT OF HUMAN RESOUR	0.				Х			199,972.	0.	34,340.
(12) MICHAEL SCHLEIFER	40.00									
MANAGING DIRECTOR - AT	0.				Х			179,961.	0.	44,090.
(13) ALVIN TOWNLEY	40.00									
VICE PRESIDENT FUNDRAISING	0.				Х			173,323.	0.	42,593.
(14) MICHAEL SHAPIRO	40.00									
DIRECTOR (FORMER)	0.						X	213,567.	0.	0.

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(B)

Form 990 (2019) Page

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Name and title	Average hours per week (list any hours for	nours per lek (list any bours for officer and a director/trustee) let (list any bours for let (list an							Reportable compensation from related organizations	Estimated amount of other compensation
	related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	organization (W-2/1099-MISC)	(W-2/1099-MISC)	from the organization and related organizations
15) BETH GIBBS	40.00									
GENERAL COUNSEL	0.			Х				199,933.	0.	9,381.
16) PATRICK SKAGGS	40.00									
VICE PRESIDENT OPERATIONS	0.				Х			169,954.	0.	37,654.
17) SUSAN AMBO	40.00									
CFO - ASO	1.00				Х			195,948.	0.	10,075.
18) TARSHA CALLOWAY	40.00									
VICE PRESIDENT, ADVANCEMENT	0.				Х			187,552.	0.	16,875.
19) BRIAN WALLEY	40.00									
SENIOR FINANCE DIRECTOR	1.00				Х			168,290.	0.	30,629.
20) ALLISON CHANCE	40.00									
DIRECTOR OF DEVELOPMENT - HMA	0.					Х		163,539.	0.	34,659.
21) CLAYTON SCHELL	40.00									
BOOKING AGENT - ASO	0.					Х		162,722.	0.	20,080.
22) BRIAN SHIVELY	40.00									
DIRECTOR OF FINANCE & ADMIN AT	0.				Х			171,789.	0.	10,427.
23) GRACE SIPUSIC	40.00									
VP OF DEVELOPMENT - ASO	0.					Х		160,528.	0.	20,280.
24) KEVIN TUCKER	40.00									
CHIEF CURATOR	0.					Х		160,393.	0.	16,484.
25) CLAIRE LEWIS ARNOLD	3.00									
GOVERNING BOARD AT-LARGE MEMBE	0.	X						0.	0.	0
1b Sub-total							<b>&gt;</b>	6,510,979.	0.	716,291.
c Total from continuation sheets to Part VII, S							$\blacktriangleright$	0.	0.	0.
d Total (add lines 1b and 1c)							<b>&gt;</b>	6,510,979.	0.	716,291.
2 Total number of individuals (including but not reportable compensation from the organization		nose 68		d al	bov	e) who	o re	eceived more than	\$100,000 of	
										Yes No
3 Did the organization list any former office	er. directo	r. or	trı	ıste	e.	kev e	emn	lovee, or highes	t compensated	
employee on line 1a? If "Yes," complete Sched										3 X
4 For any individual listed on line 1a, is the	sum of rep	ortab	le d	com	per	satio	n a	nd other compens	sation from the	

### **Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 5		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 16

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Χ

Part VII

(A)

Form 990 (2019) Page 8

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)										
(A)	(B)			(0	C)			(D)	(E)	(F)
Name and title	Average Position hours per (do not check more							Reportable	Reportable	Estimated
	hours per					e than c is both		compensation	compensation from	amount of
	week (list any hours for					or/trust		from the	related organizations	other compensation
	related	Ind or	Ins	Qf	.ee	Hig	For	organization	(W-2/1099-MISC)	from the
	organizations	livid	tit	Officer	/ em	Highest co employee	Former	(W-2/1099-MISC)	,	organization
	below dotted line)	Individual trustee or director	Institutional		Key employee	t co	,			and related organizations
		rust	2		/ee	compensated				o.gamzanone
		ee	trustee			nsa				
			"			ted				
26) DANIEL BALDWIN	3.00									
GOVERNING BOARD AT-LARGE MEMBE	0.	Х						0	0.	C
27) JANINE BROWN	3.00									
GOVERNING BOARD OFFICER	0.	Х						0	0.	C
28) THOMAS C. CHUBB	3.00									
GOVERNING BOARD OFFICER	0.	Х						0	0.	C
29) SHANTELLA E. COOPER	3.00									
GOVERNING BOARD OFFICER	0.	Х						0	0.	C
30) DURIYA FAROOQUI	3.00									
GOVERNING BOARD AT-LARGE MEMBE	0.	Х						0	0.	C
31) HOWARD FEINSAND	3.00									
GOVERNING BOARD OFFICER	0.	X						0	0.	C
32) LILA HERTZ	3.00									
GOVERNING BOARD OFFICER	0.	Х						0	0.	C
33) ROBIN HOWELL	3.00									
GOVERNING BOARD OFFICER	0.	Х						0	0.	C
34) PHILIP S. JACOBS	3.00									
GOVERNING BOARD OFFICER	0.	Х						0	0.	C
35) MILFORD W. MCGUIRT	3.00									
GOVERNING BOARD OFFICER	0.	Х						0	0.	C
36) HALA MODDELMOG	3.00									
GOVERNING BOARD AT-LARGE MEMBE	0.	Х						0	0.	C
1b Sub-total							<b></b>	0.	0.	0.
c Total from continuation sheets to Part VII, S	ection A		• •				<b>•</b>			
d Total (add lines 1b and 1c)							$\blacktriangleright$			
2 Total number of individuals (including but not	limited to tl	hose	liste	d a	bov	e) who	o re	ceived more than	\$100,000 of	
reportable compensation from the organizatio		68								
										Yes No
3 Did the organization list any former office	er, directo	r, or	tru	uste	e.	kev e	ame	oloyee, or highes	t compensated	
employee on line 1a? If "Ves " complete Sched						,	•		•	3 X

3	Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated			
	employee on line 1a? If "Yes," complete Schedule J for such individual	3	X	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such			
	individual	4	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual			
	for services rendered to the organization? If "Yes," complete Schedule J for such person	5		X

# **Section B. Independent Contractors**

3370FZ 9242 4/6/2021

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization

81506

Reportable

(B)

Average

Form 990 (2019)

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Position

(D)

Reportable

	week (list any	box,	unles	ss pe	erson	is both	an	from	related	other	OI .
	hours for			_	т —	tor/trust □ ⊕ ±		the	organizations	compensa from the	
	related organizations	Individual trustee or director	Institutional	Officer	Key employee	mpl	Former	organization	(W-2/1099-MISC)	organizati	
	below dotted	idua	ltio	막	dme	est o	er	(W-2/1099-MISC)		and relate	
	line)	° ±	nal		loye	e com				organizatio	ons
		Istee	trustee		Ď	pen					
		U	ee			Highest compensated employee					
37) GALEN L. OELKERS	3.00										
GOVERNING BOARD OFFICER	0.	Х						0 .	0.		0
38) HOWARD D. PALEFSKY	3.00										
GOVERNING BOARD OFFICER	0.	Х						0.	0.		0
39) STACEY M. TANK	3.00										
GOVERNING BOARD OFFICER	0.	Х						0.	0.		0
40) BENNY VARZI	3.00										
GOVERNING BOARD AT-LARGE MEMBE	0.	Х						0.	0.		0
41) D. RICHARD WILLIAMS	3.00										
GOVERNING BOARD OFFICER	0.	Х						0.	0.		0
42) THOMAS J. ASHER	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
43) MELISSA BABB	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
44) JUANITA P. BARANCO	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
45) EDWARD H. BASTIAN	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
46) BARRY N. BERLIN	1.00										
VOTING TRUSTEE	0.	Х						0 .	0.		0
47) J. VERONICA BIGGINS	2.00										
VOTING TRUSTEE	0.	Х						0 .	0.		0
1b Sub-total							<b></b>	0.	0.		0.
c Total from continuation sheets to Part VII, S							<b>&gt;</b>				
d Total (add lines 1b and 1c)							$\blacktriangleright$				
2 Total number of individuals (including but not		hose	liste	d a	bov	e) who	o re	ceived more than	\$100,000 of		
reportable compensation from the organization	n ▶	68	3								
										Yes	No
3 Did the organization list any former office	er, directo	r, or	tru	ıste	e,	key e	emp	loyee, or highes	t compensated		
employee on line 1a? If "Yes," complete Sched										3 X	
4 For any individual listed on line 1a, is the	sum of rer	ortah	ole d	com	ner	satio	n ai	nd other compens	sation from the		
organization and related organizations gro											
individual								•		4 X	
5 Did any person listed on line 1a receive or	accrue co	mpen	sati	on	fron	n any	un	related organization	on or individual		
for services rendered to the organization? If "Y										5	X
Section B. Independent Contractors									<u> </u>		

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

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3370FZ 9242 4/6/2021

Part VII

(A)

Reportable

(B)

Average

Form 990 (2019) Page 8

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Position

(D)

Reportable

	week (list any	box,	unles	ss pe	erson	is both	an	from	related	oth	
	hours for related organizations below dotted line)	ffi Individual trustee or director	Institutional	d Officer	_	Highest compensated employee	ee) Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	compe from organi and re organiz	the ization elated
		ee	trustee			nsated					
48) W. STANLEY BLACKBURN	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
49) REBECCA BLALOCK	2.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
50) JOSEPH O. BLANCO	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
51) KENNETH BLANK	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
52) THEODORE I. BLUM	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
53) JAMES W. BOSWELL	1.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
54) W. PAUL BOWERS	1.00										
VOTING TRUSTEE	1	X						0.	0.		0
55) PAUL J. BROWN	1.00										
VOTING TRUSTEE	1	X						0.	0.		0
56) MARY L. CAHILL	2.00										
VOTING TRUSTEE	0.	Х						0.	0.		0
57) ELIZABETH W. CAMP	2.00										
VOTING TRUSTEE	1	X						0.	0.		0
58) MERIA JOEL CARSTARPHEN, ED.D	1.00										
VOTING TRUSTEE	1	X						0.	0.		0
1b Sub-total								0.	0.		0.
c Total from continuation sheets to Part VII, S											
d Total (add lines 1b and 1c)											
2 Total number of individuals (including but not							o re	ceived more than	\$100,000 of		
reportable compensation from the organization		68		uu	DO V	<i>5)</i> <b>W</b> 110	0 10	oolved more than	φ100,000 01		
											'es No
3 Did the organization list any former office employee on line 1a? If "Yes," complete Sched											X
4 For any individual listed on line 1a, is the											
organization and related organizations gi								•		4	х
										7	
5 Did any person listed on line 1a receive or for services rendered to the organization? If ")										5	Х
Section R Independent Contractors											

3370FZ 9242 4/6/2021

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization

Part VII

(A)

amount of

Reportable

compensation from

(B)

Average

hours per

Form 990 (2019) Page 8

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Position

(do not check more than one

(D)

Reportable

compensation

	week (list any					is both tor/trus		from	related		other	
	hours for related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	fro orga and	pensation the anization direlated anization	n d
59) BERT CLARK	2.00					<u> </u>						
VOTING TRUSTEE	0.	X						0.	0.	l		0
60) BOBBY CONDON	1.00											
VOTING TRUSTEE		X						0	0.	l		0
61) DONNA O. COX	1.00											
VOTING TRUSTEE		x						0	0.	l		0
62) ANN W. CRAMER	2.00											
VOTING TRUSTEE		Х						0.	0.	l		0
63) CHRISTOPHER CUMMISKEY	1.00											
VOTING TRUSTEE		Х						0.	0.	l		0
64) DAVID DASE	1.00											
VOTING TRUSTEE		Х						0.	0.	l		0
65) KAPPY DEBUTTS	2.00											
VOTING TRUSTEE	0.	Х						0.	0.	l		0
66) MICHAEL S. DONNELLY	1.00											
VOTING TRUSTEE	0.	Х						0.	0.	l		0
67) RICHARD J. DUGAS, JR.	1.00											
VOTING TRUSTEE	0.	Х						0.	0.	l		0
68) MICHAEL J. EGAN III	2.00											
VOTING TRUSTEE	0.	Х						0.	0.	l		0
69) JOSEPH H. ESTES	1.00											
VOTING TRUSTEE	0.	Х						0.	0.	l		0
1b Sub-total							<b></b>	0.	0.			0.
c Total from continuation sheets to Part VII,					• •		•					
d Total (add lines 1b and 1c)							•					
2 Total number of individuals (including but no							o re	eceived more than	\$100,000 of			
reportable compensation from the organizat	ion 🕨	68	3			•						
											Yes	No
3 Did the organization list any former of employee on line 1a? If "Yes," complete Sche										3	Х	
4 For any individual listed on line 1a, is the												
organization and related organizations												
individual	-							•		4	Х	
5 Did any person listed on line 1a receive of												
for services rendered to the organization? <i>If</i>										5		X
Section R Independent Contractors												

3370FZ 9242 4/6/2021

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	<b>(C)</b> Compensation

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization

Part VII

(A)

Reportable

(B)

Average

Form 990 (2019) Page 8

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Position

(D)

Reportable

	hours per week (list any	box,	unles	ss pe	erson	e than o is both tor/trust	an	compensation from	compensation from related		other	
	hours for related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	fro orga and	pensation the anization direlated	n d
70) TERESA M. FINLEY	2.00											
VOTING TRUSTEE	0.	Х						0 .	0.			0
71) JAMES B. HANNAN	1.00											
VOTING TRUSTEE	0.	X						0.	0.			0
72) DOUGLAS J. HERTZ	1.00											
VOTING TRUSTEE	0.	Х						0 .	0.			0
73) EDWARD S. HEYS, JR.	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
74) MICHAEL E. HOLLINGSWORTH II	2.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
75) DANIEL ISRAEL	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
76) WAB P. KADABA	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
77) JENNA KELLY	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
78) KURT P. KUEHN	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
79) JANE D. LANIER	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
80) WILLIAM H. LINGINFELTER	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
1b Sub-total							▶	0.	0.			0.
c Total from continuation sheets to Part VII, S							•					
d Total (add lines 1b and 1c)	_				-		•					
2 Total number of individuals (including but not							o re	ceived more than	\$100,000 of			
reportable compensation from the organization		68				,						
											Yes	No
3 Did the organization list any former office employee on line 1a? If "Yes," complete Sched										3	Х	
4 For any individual listed on line 1a, is the organization and related organizations gr												
individual										4	Х	
5 Did any person listed on line 1a receive or										7	_	
for services rendered to the organization? If "Y										5		Х

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization

Part VII

(A)

amount of

Reportable

compensation from

(B)

Average

hours per

Form 990 (2019)

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Position

(do not check more than one

(D)

Reportable

compensation

	hours for					tor/trust		from the	related organizations	otner compensation
	related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	organization (W-2/1099-MISC)	(W-2/1099-MISC)	from the organization and related organizations
81) MILTON LITTLE	1.00									
VOTING TRUSTEE	0.	X						0.	0.	0
82) WONYA LUCAS	1.00									
VOTING TRUSTEE	0.	X						0.	0.	0
83) CHARLES S. MANN	2.00									
VOTING TRUSTEE	0.	X						0.	0.	0
84) LARRY MARK	2.00									
VOTING TRUSTEE	0.	X						0.	0.	0
85) CAROLYN C. MCCLATCHEY	2.00									
VOTING TRUSTEE	0.	X						0.	0.	0
86) PENNY MCPHEE	2.00									
VOTING TRUSTEE	0.	X						0.	0.	0
87) ARUN MOHAN	1.00									
VOTING TRUSTEE	0.	X						0.	0.	0
88) VALERIE MONTGOMERY RICE	1.00									
VOTING TRUSTEE	0.	Х						0.	0.	0
89) JOHN MURPHY	1.00									
VOTING TRUSTEE	0.	Х						0.	0.	0
90) KENNETH NEIGHBORS	1.00									
VOTING TRUSTEE	0.	Х						0.	0.	0
91) CHARLES F. PALMER	1.00									
VOTING TRUSTEE	0.	Х						0.	0.	0
1b Sub-total							<b>•</b>	0.	0.	0.
c Total from continuation sheets to Part VII, S	ection A						<b>&gt;</b>			
d Total (add lines 1b and 1c)							$\blacktriangleright$			
2 Total number of individuals (including but not	limited to t	hose	liste	d a	bov	e) who	o re	ceived more than	\$100,000 of	
reportable compensation from the organization	n <b>&gt;</b>	68	3							
										Yes No
3 Did the organization list any former office employee on line 1a? If "Yes," complete Schedu										3 X
4 For any individual listed on line 1a, is the organization and related organizations graindividual.	sum of repeater than	ortab \$15	ole o 50,0	om 00?	per	nsation "Yes	n ai	nd other compens	sation from the le J for such	4 X
5 Did any person listed on line 1a receive or for services rendered to the organization? If "You services B. Indopendent Contractors."	accrue co	mpen	sati	on 1	fron	n any	un	related organization	on or individual	5 X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	<b>(C)</b> Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

Part VII

(A)

Reportable

(B)

Average

Form 990 (2019) Page 8

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Position

(do not check more than one

(D)

Reportable

	hours per week (list any	box,	unles	ss pe	erson	e than c is both	an	compensation from	compensation from related	amount of other
	hours for related organizations below dotted line)	Individual trustee or director	a Institutional trustee	a Officer	Key employee	Highest compensated employee	ee) Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	compensation from the organization and related organizations
92) SANJAY PAREKH	2.00									
VOTING TRUSTEE	0.	Х						0	0.	0
93) SIDNEY GARY PEACOCK	1.00									
VOTING TRUSTEE	0.	Х						0	0.	0
94) SUZANNE T. PLYBON	2.00									
VOTING TRUSTEE	0.	Х						0	0.	0
95) SHYAM K. REDDY	2.00									
VOTING TRUSTEE	0.	Х						0	0.	0
96) MARGARET C. REISER	2.00									
VOTING TRUSTEE	0.	Х						0	0.	0
97) JOE W. ROGERS, JR.	1.00									
VOTING TRUSTEE	0.	Х						0	0.	0
98) LOUISE SAMS	1.00									
VOTING TRUSTEE	† <u>-</u> 0.	Х						0	0.	0
99) DAVID W. SCHEIBLE	1.00									
VOTING TRUSTEE	† <u>-</u> 0.	Х						0	0.	0
100) S. STEPHEN SELIG, III	2.00									
VOTING TRUSTEE	† <u>-</u> 0.	Х						0	0.	0
101) JAMES H. SIMPSON III	1.00									
VOTING TRUSTEE	† <u>-</u> 0.	Х						0	0.	0
102) JOHN W. SOMERHALDER, II	1.00									
VOTING TRUSTEE	† <u>-</u> 0.	Х						0	0.	0
1h Sub-total								0.	0.	0.
1b Sub-total c Total from continuation sheets to Part VII, S	action A				• •					
d Total (add lines 1b and 1c)	_						•			
2 Total number of individuals (including but not							o re	ceived more than	\$100,000 of	
reportable compensation from the organizatio		68				·,			<b>4</b> . 00,000 0.	
										Yes No
3 Did the organization list any former office employee on line 1a? If "Yes," complete Sched										3 X
• •										
4 For any individual listed on line 1a, is the organization and related organizations gr										
	calci illali							complete Schedu		4 X
5 Did any person listed on line 1a receive or										
for services rendered to the organization? If "Y										5 X

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization

Part VII

(A)

Reportable

compensation from

(F)

Estimated

amount of

(B)

Average

hours per

Form 990 (2019)

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Position

(do not check more than one

(D)

Reportable

compensation

	week (list any	1 '				is both tor/trus		from	related		other	_
	hours for related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	fro orga and	pensation om the anization related nizations	1
103) CLAIRE E. STERK, PHD	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
104) LIZANNE THOMAS	2.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
105) MARK TORO	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
106) PAUL E. VIERA	2.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
107) REGGIE WALKER	1.00											
VOTING TRUSTEE	0.	Х						0.	0.			0
108) DARCY R. WHITE	2.00											
VOTING TRUSTEE	† <u>-</u> 0.	Х						0.	0.			0
109) ALI (AL) AZADI	1.00											
VOTING TRUSTEE	† <u>-</u> 0.	Х						0.	0.			0
110) JOHN L. FERGUSON	1.00											
VOTING TRUSTEE	† <sub>0</sub> .	Х						0.	0.			0
111) SHELLEY G. GIBERSON	1.00		$\vdash$									
VOTING TRUSTEE	† <sub>0</sub> .	Х						0.	0.			0
112) ELIZABETH HOLDER	1.00		$\vdash$									
VOTING TRUSTEE	† <sub>0</sub> .	Х						0.	0.			0
113) KIT HUGHES	1.00		$\vdash$									
VOTING TRUSTEE	† <sub>0</sub> .	Х						0.	0.			0
1h Sub-total								0.	0.			0.
1b Sub-total c Total from continuation sheets to Part VII, S	ection A		• •	• •	• •							
d Total (add lines 1b and 1c)	<del>-</del>						•					
2 Total number of individuals (including but not								ceived more than	\$100,000 of			
reportable compensation from the organizatio		68		u u		o,		oorvou moro man	Ψ100,000 01			
											Yes	No
3 Did the organization list any former office employee on line 1a? If "Yes," complete Sched	cer, directo	or, or	trı livid	uste	e,	key 6	emp	oloyee, or highes	t compensated	3	Х	
<b>4</b> For any individual listed on line 1a, is the organization and related organizations gr individual	eater than	\$15	50,0	00?	. It	"Yes	s,"	complete Schedu	le J for such	4	Х	
5 Did any person listed on line 1a receive or										-		
for services rendered to the organization? <i>If "Y</i>										5		Х
Section B. Independent Contractors	,	331				23.0.1	<sub>1</sub> 1					

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

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3370FZ 9242 4/6/2021

Part VII

(A)

Form 990 (2019)

Part VII Section A. Officers, Directors,	Trustees, Ke	y Em	nplo	ye	es,	and H	lig	hest Compensat	ed Employees (a	ontinued)	
(A)	(B)			(0	C)			(D)	(E)	(F)	)
Name and title	Average			Pos				Reportable	Reportable	Estima	
	hours per	•				e than o is both		compensation	compensation from	amour	
	week (list any hours for					or/trust		from the	related organizations	othe compen	
	related							organization	(W-2/1099-MISC)	from	
	organizations	livid dire	titut	Officer	y en	Highest co employee	Former	(W-2/1099-MISC)	,	organiz	
	below dotted line)	Individual trustee or director	iona		Key employee	/ee				and rel organiza	
	1110)	:rust	l tr		yee	mpe				organiza	ationio
		ee	Institutional trustee			compensated					
114) DOD TIMENER	1 00					ied.					
114) BOB JIMENEZ	1.00										0
VOTING TRUSTEE	0.	X						0 .	0.		0
115) AMY KENNY	1.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
116) ALDO LAFIANDRA	1.00										
VOTING TRUSTEE	0.	X						0.	0.		0
117) HELENE G. LOLLIS	2.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
118) JOHN S. MARKWALTER, JR.	1.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
119) EDUARDO MARTINEZ	1.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
120) BARRY MCCARTHY	2.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
121) DUNCAN MILLER	1.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
122) GLENN W. MITCHELL III	2.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
123) JOHN F. O'NEILL III	1.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
124) NATALYE PAQUIN, ESQ.	1.00										
VOTING TRUSTEE	0.	X						0 .	0.		0
1b Sub-total							<b>•</b>	0.	0.		0.
c Total from continuation sheets to Part VII	I, Section A						<b>&gt;</b>				
d Total (add lines 1b and 1c)							$\blacktriangleright$				
Total number of individuals (including but n reportable compensation from the organiza	not limited to tl		liste				o re	ceived more than	\$100,000 of		
										Ye	es No
3 Did the organization list any former o	officer directo	r or	trı	ıste	e	kev e	emn	lovee or highes	t compensated		
employee on line 1a? If "Yes," complete Sch										3 X	Σ
4 For any individual listed on line 1a, is the											
T I OI AITY ITTUIVIQUAL HOLEU OIT HITE TA, IS U	io autii ut tep	ortab	,,c (	וווטי	hai	เวลแบเ	ıı al	na otner compens	Janon Holli lile		

3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated			
	employee on line 1a? If "Yes," complete Schedule J for such individual	3	X	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such			
	individual	4	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual			
	for services rendered to the organization? If "Yes," complete Schedule J for such person	5		X

### **Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

Reportable

(B)

Average

Form 990 (2019) Page 8

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(C)

Position

(do not check more than one

(D)

Reportable

	hours per week (list any	box,	unles	s pe	rson	e than c is both	an	compensation from	compensation from related	amount of other
	hours for related organizations below dotted line)	Individual trustee or director	institutional trustee	a Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	compensation from the organization and related organizations
125) WILLIAM PATE	2.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
126) KATHRYN PETRALIA	1.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
127) ALAN PRINCE	1.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
128) TEYA RYAN	1.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
129) JANET SIMPSON	1.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
130) MICHAEL J. SIVEWRIGHT	1.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
131) WENDY H. STEWART	1.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
132) KATHY N. WALLER	1.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
133) GREGORY H. WORTHY	2.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
134) JOHN C. YATES	2.00									
VOTING TRUSTEE	0.	X						0 .	0.	0
135) JOAN ABERNATHY	1.00									
VOTING TRUSTEE (EX-OFFICIO)	0.	X						0 .	0.	0
1b Sub-total							<b></b>	0.	0.	0.
c Total from continuation sheets to Part VII, So	ection A						•			
d Total (add lines 1b and 1c)							$\blacktriangleright$			
Total number of individuals (including but not reportable compensation from the organization)		nose 68		d al	bove	e) who	o re	ceived more than	\$100,000 of	
3 Did the organization list any former offic employee on line 1a? If "Yes," complete Schedu										Yes No
<b>4</b> For any individual listed on line 1a, is the sorganization and related organizations great individual	eater than	\$15	0,0	00?	. If	"Yes	s," (	complete Schedu	le J for such	4 X
5 Did any person listed on line 1a receive or for services rendered to the organization? If "Yestion B. Independent Contractors										5 X

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	<b>(C)</b> Compensation

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization

Part VII

(A)

Part VII Section A. Officers, Directors, Tr	ustees, Ke	y En	nplo	yee	es,	and F	ligl	hest Compensat	ed Emplo	yees (c	ontinue		Page <b>8</b>
(A) Name and title	(B) Average hours per week (list any hours for	box,	unles	heck ss pe	ition more	e than o is both or/truste	an	(D) Reportable compensation from the	(E) Reportable compensation fron related organizations	on from ed	am	(F) timated nount of other pensati	f
	related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	organization (W-2/1099-MISC)	(W-2/1099		orga and	om the anization trelated anization	d
36) STEVE W. CHADDICK VOTING TRUSTEE (EX-OFFICIO)	2.00	Х						0		0.			C
37) KAREN T. HUGHES  VOTING TRUSTEE (EX-OFFICIO)	2.00	Х						0		0.			C
38) ANDJELA KESSLER VOTING TRUSTEE (EX-OFFICIO)	1.00	Х						0		0.			0
39) JAMES A. RUBRIGHT VOTING TRUSTEE (EX-OFFICIO)	2.00	Х						0		0.			C
40) JAMILA M. HALL VOTING TRUSTREE	1.00	Х						0		0.			C
1b Sub-total c Total from continuation sheets to Part VII, S	Section A						<b>&gt;</b>	0.		0.			0.
<ul> <li>d Total (add lines 1b and 1c)</li> <li>Total number of individuals (including but not reportable compensation from the organization)</li> </ul>	limited to t		liste				re	ceived more than	\$100,000	of			
3 Did the organization list any former office	cer, directo	or, or	tru									Yes	No
<ul> <li>employee on line 1a? If "Yes," complete Scheoo</li> <li>For any individual listed on line 1a, is the organization and related organizations gr</li> </ul>	sum of rep	oortab	ole d	com	pen	satior	n ar	nd other compens	sation from	the	3	Х	
<ul> <li>individual</li> <li>5 Did any person listed on line 1a receive or for services rendered to the organization? If "\( \)</li> </ul>	accrue co	mpen	satio	 on 1	fron	n any	un:	related organization	on or indiv	idual	4	Х	Х
Section B. Independent Contractors	es, comple	ie sci	reau	ile J	101	Sucri	per	SOII			5		
Complete this table for your five highest concompensation from the organization. Report year.													
(A) Name and business ad	dress							(B) Description of se	ervices	С	(C) ompens	sation	

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

Page **9** 

# Form 990 (2019) ROB Part VIII Statement of Revenue

Par	t VIII	Statement of Revenue					
		Check if Schedule O contains a resp	onse or note to any				
				<b>(A)</b> Total revenue	<b>(B)</b> Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
ıts	1a	Federated campaigns 1a					
Contributions, Gifts, Grants and Other Similar Amounts	b	Membership dues 1b	3,113,745.				
A,G	С	Fundraising events 1c	892,673.				
a #	d	Related organizations 1d					
S,E	е	Government grants (contributions) 1e	402,000.				
Sis	f	All other contributions, gifts, grants,					
투		and similar amounts not included above • 1f	26,975,711.				
<u></u> ₹8	g	Noncash contributions included in					
등필		lines 1a-1f <u>1g</u>	-				
<u> </u>	h	Total. Add lines 1a-1f		31,384,129.			
ص			Business Code	10.005.055	10.005.055		
Program Service Revenue	2a	PERFORMANCE ARTS TICKETS	711190	10,025,257.	10,025,257.		
Ser	b	EDUC. PROGRAMS FEES	711190	2,253,945.	2,253,945.	452	
e a	С	PARKING REVENUE	711190	1,529,368.	1,528,915.	453.	
gra Re	d	MUSEUM EXHIBITIONS OTHER	711190	1,381,382. 3,818,213.	1,381,382. 3,818,213.		
ဥ	е			3,010,213.	3,010,213.		
_	f g	All other program service revenue Total. Add lines 2a-2f		19,008,165.			
	3	Investment income (including dividends		19,000,109.			
	3	other similar amounts)		5,315,583.		794,460.	4,521,123
	4	Income from investment of tax-exempt bor		0.			, , , , ,
	5	Royalties	· ·	0.			
		(i) Real	(ii) Personal				
	6a	Gross rents 6a 4,934,468	3.				
	b	Less: rental expenses 6b 96,173	3.				
	С	Rental income or (loss) 6c 4,838,295	5.				
	d	Net rental income or (loss)		4,838,295.		1,859,752.	2,978,543
	7a	Gross amount from (i) Securities	(ii) Other				
		sales of assets					
		other than inventory 7a 213,453,306	5.				
e l	b	Less: cost or other basis					
enne		and sales expenses <b>7b</b> 197,041,353	3.				
Ş	С	Gain or (loss)	3.				
e	d	Net gain or (loss)		16,411,953.			16,411,953
Other Re	8a	Gross income from fundraising					
١		events (not including \$892,673.					
		of contributions reported on line					
		1c). See Part IV, line 18					
	b	Less: direct expenses		0.40 .7.40			040.140
	С	Net income or (loss) from fundraising even	IS	249,149.			249,149
	9a	Gross income from gaming	0.				
		activities. See Part IV, line 19 9a					
	b	Less: direct expenses		0.			
	C 102			0.			
	10a	Gross sales of inventory, less returns and allowances	a 5,003,138.				
	b	Less: cost of goods sold					
		Net income or (loss) from sales of inventory		3,430,774.	2,586,163.	844,611.	
S			Business Code				
e g	11a	INSURANCE PROCEEDS		2,811,687.	2,811,687.		
ane	b						
	C						
Miscellaneous Revenue	d	All other revenue					
2	е	Total. Add lines 11a-11d	▶	2,811,687.			
	12	Total revenue. See instructions	10.11.0	83,449,735.	24,405,562.	3,499,276.	24,160,768

# 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											
	·										
	not include amounts reported on lines 6b, 7b, 9b, and 10b of Part VIII.	(A) Total expenses	<b>(B)</b> Program service	<b>(C)</b> Management and	<b>(D)</b> Fundraising						
			expenses	general expenses	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.									
	Benefits paid to or for members	0.									
5	Compensation of current officers, directors, trustees, and key employees	5,906,965.	4,332,266.	975,512.	599,187.						
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	31,188,397.	22,874,087.	5,150,642.	3,163,668.						
8	Pension plan accruals and contributions (include										
	section 401(k) and 403(b) employer contributions)	935,356.	600,911.	330,908.	3,537.						
9	Other employee benefits	4,475,383.	3,688,417.	297,404.	489,562.						
10	Payroll taxes	2,588,034.	2,030,665.	300,261.	257,108.						
11	Fees for services (nonemployees):										
а	Management	0.		000 004							
	Legal	208,994.		208,994.							
	Accounting	411,710.		411,710.							
	Lobbying	12,500.		12,500.	351,038.						
	Professional fundraising services. See Part IV, line 17.	351,038. 2,331,982.		2 221 002	351,038.						
	Investment management fees	2,331,902.		2,331,982.							
g	Other. (If line 11g amount exceeds 10% of line 25, column	4,479,203.	4,184,112.	216,690.	78,401.						
40	(A) amount, list line 11g expenses on Schedule O.)	3,188,504.	2,861,656.	16,474.	310,374.						
	Advertising and promotion	182,600.	159,160.	1,132.	22,308.						
13 14	Office expenses	1,328,158.	1,089,270.	178,766.	60,122.						
15	Royalties	288,407.	288,407.	,							
16	Occupancy	5,978,092.	2,658,535.	3,319,245.	312.						
17	Travel	1,477,384.	1,196,822.	118,611.	161,951.						
	Payments of travel or entertainment expenses										
	for any federal, state, or local public officials	0.									
19	Conferences, conventions, and meetings	52,961.	36,499.	558.	15,904.						
20	Interest	7,852,967.	6,253,924.	1,599,026.	17.						
21	Payments to affiliates	0.									
22	Depreciation, depletion, and amortization	11,404,668.	9,448,682.	1,942,816.	13,170.						
23	Insurance	1,376,902.	341,934.	1,034,950.	18.						
24	Other expenses. Itemize expenses not covered										
	above (List miscellaneous expenses on line 24e. If										
	line 24e amount exceeds 10% of line 25, column										
	(A) amount, list line 24e expenses on Schedule O.)										
u	EXHIBITIONS	4,523,729.	4,440,654.	83,075.							
-	SET DESIGN COSTS	4,187,275.	4,187,275.		1 (05 15						
_	GENERAL ADMINISTRATION	3,171,700.	1,486,224.		1,685,476.						
d	RESTAURANT EXPENSES	2,279,510.	2,279,510.								
	All other expenses	100 100 410	74 420 010	10 521 056	7 010 150						
	Total functional expenses. Add lines 1 through 24e	100,182,419.	74,439,010.	18,531,256.	7,212,153.						
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										
_	following SOP 98-2 (ASC 958-720)	0.									

Page **11** Form 990 (2019)

# Part X Balance Sheet

	Check if Schedule O contains a response or note to any line in this Part X									
			<b>(A)</b> Beginning of year		<b>(B)</b> End of year					
	1	Cash - non-interest-bearing	5,635,260.	1	20,942,625.					
	2	Savings and temporary cash investments	0.	2	0.					
	3	Pledges and grants receivable, net	23,031,917.	3	12,572,291.					
	4	Accounts receivable, net	14,048,232.	4	12,920,585.					
	5	Loans and other receivables from any current or former officer, director,								
		trustee, key employee, creator or founder, substantial contributor, or 35%								
		controlled entity or family member of any of these persons	0.	5	0.					
	6	Loans and other receivables from other disqualified persons (as defined								
		under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)	0.	6	0.					
ţ	7	Notes and loans receivable, net	0.	7	0.					
Assets	8	Inventories for sale or use	576,832.	8	528,954.					
Ä	9	Prepaid expenses and deferred charges	3,294,057.	9	2,933,556.					
	10 a	Land, buildings, and equipment: cost or other								
		basis. Complete Part VI of Schedule D   10a   350,189,612.								
	b	Less: accumulated depreciation	189,027,095.	10c	178,691,909.					
	11	Investments - publicly traded securities	326,388,495.	11	307,968,575.					
	12	Investments - other securities. See Part IV, line 11	103,771,583.	12	96,484,441.					
	13	Investments - program-related. See Part IV, line 11	0.	13	0.					
	14	Intangible assets	0.	14	0.					
	15	Other assets. See Part IV, line 11	21,036,763.	15	20,865,607.					
	16	Total assets. Add lines 1 through 15 (must equal line 33)	686,810,234.	16	653,908,543.					
	17	Accounts payable and accrued expenses	49,263,229.	17	54,316,510.					
	18	Grants payable	0.	18	0.					
	19	Deferred revenue	5,578,527.	19	5,634,820.					
	20	Tax-exempt bond liabilities	146,368,693.	20	146,054,307.					
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.					
es	22	Loans and other payables to any current or former officer, director,								
Liabilities		trustee, key employee, creator or founder, substantial contributor, or 35%								
jabi		controlled entity or family member of any of these persons	0.	22	0.					
_	23	Secured mortgages and notes payable to unrelated third parties	22,435,000.	23	20,365,000.					
	24	Unsecured notes and loans payable to unrelated third parties	0.	24	0.					
	25	Other liabilities (including federal income tax, payables to related third								
		parties, and other liabilities not included on lines 17-24). Complete Part X								
		of Schedule D	0.	25	0.					
	26	Total liabilities. Add lines 17 through 25	223,645,449.	26	226,370,637.					
Sec		Organizations that follow FASB ASC 958, check here ► X and complete lines 27, 28, 32, and 33.								
alar	27	Net assets without donor restrictions	89,920,834.	27	78,356,476.					
Ã	28	Net assets with donor restrictions	373,243,951.	28	349,181,430.					
Fund Balances		Organizations that do not follow FASB ASC 958, check here ▶ and complete lines 29 through 33.								
ō	29	Capital stock or trust principal, or current funds		29						
ets	30	Paid-in or capital surplus, or land, building, or equipment fund		30						
Assets or	31	Retained earnings, endowment, accumulated income, or other funds.		31						
Net /	32	Total net assets or fund balances	463,164,785.	32	427,537,906.					
ž	33	Total liabilities and net assets/fund balances	686,810,234.	33	653,908,543.					
_	<u> </u>		-		Form <b>990</b> (2010)					

orm 9	30 (2019)				Pag	ge IZ
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		83,4		735.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1	00,1	82,4	119.
3	Revenue less expenses. Subtract line 2 from line 1	3	_	16,7	32,6	584.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4		63,1		
5	Net unrealized gains (losses) on investments	one or raine believing or your (mast equal rainer), mis exp column (7.7)				729.
6	Donated services and use of facilities					0.
7	Investment expenses					0.
8	Prior period adjustments				36,1	L00.
9						
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line					
	32, column (B))	10	4	27,5	37,9	906.
Part	XII Financial Statements and Reporting					
	Check if Schedule O contains a response or note to any line in this Part XII		<u></u>			Ш
					Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other					
	If the organization changed its method of accounting from a prior year or checked "Other," e	xplair	ı in			
	Schedule O.					
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?			2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were com-	piled	or			
	reviewed on a separate basis, consolidated basis, or both:					
	Separate basis Consolidated basis Both consolidated and separate basis					
b	Were the organization's financial statements audited by an independent accountant?			2b	Х	
	If "Yes," check a box below to indicate whether the financial statements for the year were audit	ed o	n a			
	separate basis, consolidated basis, or both:					
	Separate basis X Consolidated basis Both consolidated and separate basis					
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for over	rsigh	t of			
	the audit, review, or compilation of its financial statements and selection of an independent accounta	nt?.		2c	Х	
	If the organization changed either its oversight process or selection process during the tax year, ex	plain	on			
	Schedule O.					
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set for	th in	the			
	Single Audit Act and OMB Circular A-133?			3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not und	ergo	the			
	required audit or audits, explain why on Schedule O and describe any steps taken to undergo such a	ıdits .		3b		

# **SCHEDULE A** (Form 990 or 990-EZ)

# **Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

► Attach to Form 990 or Form 990-EZ.

Open to Public

Inspection

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service Name of the organization

Employer identification number 58-0633971

ROE	BERT	W. WOODRUFF ARTS	CENTER, INC.				58-06339	71
Pai	τl	Reason for Public Cha	rity Status (All o	rganizations must c	omplet	e this pa	art.) See instructions	
The	orga	nization is not a private fou	ndation because it	is: (For lines 1 through	gh 12, ch	eck only	one box.)	
1		A church, convention of chu	urches, or associat	tion of churches descr	ribed in <b>s</b>	ection 1	70(b)(1)(A)(i).	
2	П	A school described in secti	on 170(b)(1)(A)(ii)	. (Attach Schedule E	(Form 99	90 or 990	)-EZ).)	
3		A hospital or a cooperative		•	-			
4	=	A medical research organiz	•	_				(iii). Enter the
		hospital's name, city, and st		•	•		( )( )(	` ,
5		An organization operated		a college or universit	v owne	d or ope	rated by a governme	ntal unit described in
	$\Box$	section 170(b)(1)(A)(iv). (C		J	,		, 0	
6		A federal, state, or local go		rnmental unit describe	d in <b>sect</b>	ion 170(	b)(1)(A)(v).	
7	=	An organization that norma	_			-		om the general public
	_	described in section 170(b)	=	•	• •	J		0 1
8		A community trust describe			Part II.)			
9		An agricultural research org					I in conjunction with a	land-grant college
	_	or university or a non-land-	=			-	=	
		university:		`	•			•
10		An organization that normal receipts from activities rela support from gross investmacquired by the organization	ited to its exempt finent income and uiten after June 30, 19	unctions - subject to on nrelated business tax 1975. See <b>section 509</b> 0	certain e able inco ( <b>a)(2).</b> (0	exception ome (less Complete	s, and (2) no more tha s section 511 tax) from Part III.)	n 331/3% of its
11	=	An organization organized	•	•	-		, ,, ,	
12	$\overline{}$	An organization organized	•	•			•	, , ,
		of one or more publicly su					, , , ,	
		Check the box in lines 12a t	=				·	=
а		☐ <b>Type I.</b> A supporting orga	•	•	•		• , ,	
		the supported organization				ajority of	the directors or truste	es of the
		supporting organization. `						( )
b			-					
		control or management of			tne sam	e persor	is that control or man	age the supported
		organization(s). You must			4			hartaka maska daadkh
С		☐ Type III functionally integ						ly integrated with,
الہ		its supported organization						tad armonization(a)
d			= ::					= ' ' '
		that is not functionally inte	-	=	-		· ·	an altentiveness
_		requirement (see instruct  Check this box if the orga	•	-				I. Typo III
е		functionally integrated, or					• • • • • • • • • • • • • • • • • • • •	і, туре ііі
f	Fnt	er the number of supported			porting	nganizat		
q		vide the following information	_					
		ame of supported organization	(ii) EIN	(iii) Type of organization	(iv) Is the	organization	(v) Amount of monetary	(vi) Amount of
	.,			(described on lines 1-10		ur governing	support (see	other support (see
				above (see instructions))	Yes	ment?	instructions)	instructions)
, <b>.</b> .						110		
(A)								
(B)								
(D) ——								
(C)								
<del>(</del>								
(D)								
(E)								
Tata								

Schedule A (Form 990 or 990-EZ) 2019 Page 2

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) Part II (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Sec	tion A. Public Support								
Cale	ndar year (or fiscal year beginning in)	(a) 2015	<b>(b)</b> 2016	<b>(c)</b> 2017	(d) 2018	<b>(e)</b> 2019	(f) Total		
1	Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	70,547,564.	58,423,841.	45,817,705.	45,267,676.	31,384,129.	251,440,915.		
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.		
3	The value of services or facilities furnished by a governmental unit to the organization without charge						0.		
4	Total. Add lines 1 through 3	70,547,564.	58,423,841.	45,817,705.	45,267,676.	31,384,129.	251,440,915.		
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount								
	shown on line 11, column (f)						30,712,334.		
_6_	Public support. Subtract line 5 from line 4						220,728,581.		
	tion B. Total Support	I				l I			
Cale	ndar year (or fiscal year beginning in)	(a) 2015	<b>(b)</b> 2016	(c) 2017	(d) 2018	<b>(e)</b> 2019	(f) Total		
7	Amounts from line 4	70,547,564.	58,423,841.	45,817,705.	45,267,676.	31,384,129.	251,440,915.		
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	8,723,179.	8,027,424.	6,746,320.	8,544,860.	7,595,839.	39,637,622.		
9	Net income from unrelated business activities, whether or not the business is regularly carried on		12,398.		702,778.	974,344.	1,689,520.		
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) ATCH 1					2,811,687.	2,811,687.		
11	Total support. Add lines 7 through 10						295,579,744.		
12	Gross receipts from related activities, etc. (s	see instructions) .				12	137,953,813.		
13	First five years. If the Form 990 is f organization, check this box and stop here								
	tion C. Computation of Public Sup						74 69 54		
14	Public support percentage for 2019 (li	• • •	•			14	74.68 <b>%</b> 69.65 <b>%</b>		
15	Public support percentage from 2018	Schedule A, Pa	irt II, line 14			15			
16a	331/3% support test - 2019. If the or	-							
	box and <b>stop here.</b> The organization q	•		•					
b	331/3% support test - 2018. If the org	•							
47-	this box and <b>stop here.</b> The organizati	•		-					
17a	10%-facts-and-circumstances test - 2	_							
	10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported								
	_			=	· ·	· · · · · ·	upported		
h	organization						and line		
b	15 is 10% or more, and if the organization	-							
	Explain in Part VI how the organizati						•		
	supported organization								
18	Private foundation. If the organization								
	instructions						▶ □		

Schedule A (Form 990 or 990-EZ) 2019 Page 3

## Part III

Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Sec	tion A. Public Support						
Cale	ndar year (or fiscal year beginning in) 🕨	<b>(a)</b> 2015	<b>(b)</b> 2016	(c) 2017	(d) 2018	<b>(e)</b> 2019	(f) Total
1	Gifts, grants, contributions, and membership fees						
	received. (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise						
	sold or services performed, or facilities						
	furnished in any activity that is related to the						
	organization's tax-exempt purpose						
3	Gross receipts from activities that are not an						
	unrelated trade or business under section 513 .						
4	Tax revenues levied for the						
	organization's benefit and either paid to						
	or expended on its behalf						
5	The value of services or facilities						
	furnished by a governmental unit to the						
	organization without charge						
6	Total. Add lines 1 through 5						
7 a	Amounts included on lines 1, 2, and 3						
	received from disqualified persons						
b	Amounts included on lines 2 and 3						
	received from other than disqualified						
	persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
С	Add lines 7a and 7b						
8	Public support. (Subtract line 7c from						
	line 6.)						
Sec	tion B. Total Support		•	•	•		
	ndar year (or fiscal year beginning in)	(a) 2015	<b>(b)</b> 2016	(c) 2017	(d) 2018	<b>(e)</b> 2019	(f) Total
9	Amounts from line 6						
10 a	Gross income from interest, dividends,						
	payments received on securities loans,						
	rents, royalties, and income from similar sources						
b	Unrelated business taxable income (less						
	section 511 taxes) from businesses						
	acquired after June 30, 1975						
С	Add lines 10a and 10b						
11	Net income from unrelated business						
	activities not included in line 10b, whether						
	or not the business is regularly carried on						
12	Other income. Do not include gain or						
14	loss from the sale of capital assets						
	(Explain in Part VI.)						
13	Total support. (Add lines 9, 10c, 11,	,					
	and 12.)						
14	First five years. If the Form 990 is for	or the organize	ation's first seco	nd. third. fourth	or fifth tax v	rear as a section	n 501(c)(3)
	organization, check this box and <b>stop here</b> .	•			•		` ` ` `
Sec	tion C. Computation of Public Supp						
<u> 15</u>	Public support percentage for 2019 (line 8,			mn (f))		15	%
16	Public support percentage from 2018 Sche					16	%
	tion D. Computation of Investment					1 1	70
<u> 17</u>	Investment income percentage for 2019 (lin			13 column (f))		17	%
18	Investment income percentage for 2019 (iii					18	
	331/3% support tests - 2019. If the or						
ıJa	17 is not more than 331/3%, check this	-					. $\square$
h	331/3% support tests - 2018. If the orga		-				
IJ	line 18 is not more than 331/3 %, check						· . —
	Private formulation If the approximation	uno pox and S	•	yanızatıon qualin	co ao a publiciy	supported organ	nzation .

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Schedule A (Form 990 or 990-EZ) 2019 Page 4

### **Supporting Organizations** Part IV

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

## Section A. All Supporting Organizations

- Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.
- Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).
- Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answe (b) and (c) below.
- b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.
- Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.
- Was any supported organization not organized in the United States ("foreign supported organization")? I "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.
- Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.
- Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B purposes.
- 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes, answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).
- b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?
- Substitutions only. Was the substitution the result of an event beyond the organization's control?
- Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.
- Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 79 If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.
- Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.
- c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefi from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.
- 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.
  - b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)

		Yes	No
n's governing designated by			
	1		
tion of status the supported			
	2		
"Yes," answer	3a		
(5), or (6) and and how the			
470( )(0)(D)	3b		
n 170(c)(2)(B)	3с		
anization")? <i>If</i>	4a		
to the foreign and discretion			
	4b		
determination anization used n 170(c)(2)(B)			
	4c		
year? If "Yes," mes and EIN h such action; now the action			
	5a		
class already			
	5b		
	5c		
or facilities) to lass benefited so support or			
Part VI.	6		
ial contributor ntrolled entity			
<b>Z</b> ).	7		
ibed in line 7?	8		
one or more ons described			
ons described	9a		
ntity in which	9b		
rsonal benefit art VI.	9c		
se of section			
Illy integrated	10a		
Form 4720, to			
Schedule A (Form	10b 990 or	990-E	Z) 2019

Page **5** Schedule A (Form 990 or 990-EZ) 2019

Part	IV Supporting Organizations (continued)			
			Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c)			
	below, the governing body of a supported organization?	11a		
b	A family member of a person described in (a) above?	11b		
	A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in <b>Part VI.</b>	11c		
	on B. Type I Supporting Organizations			
			Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to			
	regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) effectively operated, supervised, or			
	controlled the organization's activities. If the organization had more than one supported organization,			
	describe how the powers to appoint and/or remove directors or trustees were allocated among the supported			
	organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1		
•				
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part				
	VI how providing such benefit carried out the purposes of the supported organization(s) that operated,			
	supervised, or controlled the supporting organization.	2		
Secti	on C. Type II Supporting Organizations			
Jecki	on o. Type ii oupporting organizations		Yes	No
			163	140
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in <b>Part VI</b> how control			
	or management of the supporting organization was vested in the same persons that controlled or managed			
	the supported organization(s).	1		
Socti	on D. All Type III Supporting Organizations	•		
Jecu	on b. All Type in Supporting Organizations		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the		163	NO
	organization's tax year, (i) a written notice describing the type and amount of support provided during the prior			
	tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of			
	the organization's governing documents in effect on the date of notification, to the extent not previously provided?			
•		1		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in <b>Part VI</b> how			
	the organization maintained a close and continuous working relationship with the supported organization(s).	_		
		2		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's			
	income or assets at all times during the tax year? If "Yes," describe in <b>Part VI</b> the role the organization's			
	supported organizations played in this regard.			
2004		3		
	on E. Type III Functionally Integrated Supporting Organizations		' <b>\</b>	
1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see ins	tructi	ons).	
a	The organization satisfied the Activities Test. Complete <b>line 2</b> below.			
b	The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.		- <i>(:</i> \	
С	The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see	mstru		
2	Activities Test. Answer (a) and (b) below.		Yes	NO
а	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of			
	the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify			
	those supported organizations and explain how these activities directly furthered their exempt purposes,			
	how the organization was responsive to those supported organizations, and how the organization determined	0.5		
	that these activities constituted substantially all of its activities.	2a		
b	, , ,			
	of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the			
	reasons for the organization's position that its supported organization(s) would have engaged in these			
	activities but for the organization's involvement.	2b		
3	Parent of Supported Organizations. Answer (a) and (b) below.			
а	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or			
	trustees of each of the supported organizations? Provide details in Part VI.	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If</i> "Yes," <i>describe in</i> <b>Part VI</b> the role played by the organization in this regard.	o.⊩		
	or its supported organizations: it ites, describe in <b>Fart vi</b> the role played by the organization in this fedard.	3b	1	ı

Page 6 Schedule A (Form 990 or 990-EZ) 2019

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organ	ization	s	
1 Check here if the organization satisfied the Integral Part Test as a qualifying	trust o	n Nov. 20, 1970 (expla	in in Part VI). <b>See</b>
instructions. All other Type III non-functionally integrated supporting organization	•		•
Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3.	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or			
collection of gross income or for management, conservation, or			
maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see			
instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
<b>b</b> Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other			
factors (explain in detail in <b>Part VI</b> ):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d.	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount,			
see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035.	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1.	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3.	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to			
emergency temporary reduction (see instructions).	6		
7 Check here if the current year is the organization's first as a non-functional	y integra	ated Type III supporting	g organization (see
instructions).			

Page 7 Schedule A (Form 990 or 990-EZ) 2019

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)							
Secti	on D - Distributions			Current Year			
1	Amounts paid to supported organizations to accomplish ex						
2	Amounts paid to perform activity that directly furthers exer	npt purposes of supporte	ed				
	organizations, in excess of income from activity						
3	Administrative expenses paid to accomplish exempt purpo	ses of supported organiz	zations				
4	Amounts paid to acquire exempt-use assets						
5	Qualified set-aside amounts (prior IRS approval required)						
6	Other distributions (describe in <b>Part VI</b> ). See instructions.						
7	<b>Total annual distributions.</b> Add lines 1 through 6.						
8	Distributions to attentive supported organizations to which	the organization is resp	onsive				
	(provide details in <b>Part VI</b> ). See instructions.						
9	Distributable amount for 2019 from Section C, line 6						
10	Line 8 amount divided by line 9 amount						
	Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019			
1	Distributable amount for 2019 from Section C, line 6						
2	Underdistributions, if any, for years prior to 2019						
	(reasonable cause required - explain in Part VI). See						
	instructions.						
3	Excess distributions carryover, if any, to 2019						
а	From 2014						
b	From 2015						
С	From 2016						
d	From 2017						
е	From 2018						
f	Total of lines 3a through e						
g	Applied to underdistributions of prior years						
h	Applied to 2019 distributable amount						
i	Carryover from 2014 not applied (see instructions)						
j_	Remainder. Subtract lines 3g, 3h, and 3i from 3f.						
4	Distributions for 2019 from						
	Section D, line 7: \$						
<u>a</u>	Applied to underdistributions of prior years						
b	Applied to 2019 distributable amount						
С	Remainder. Subtract lines 4a and 4b from 4.						
5	Remaining underdistributions for years prior to 2019, if						
	any. Subtract lines 3g and 4a from line 2. For result						
	greater than zero, explain in <b>Part VI.</b> See instructions.						
6	Remaining underdistributions for 2019. Subtract lines 3h						
	and 4b from line 1. For result greater than zero, explain in						
7	Part VI. See instructions.						
7	Excess distributions carryover to 2020. Add lines 3j						
0	and 4c. Breakdown of line 7:						
8	Excess from 2015						
a	Excess from 2016						
b	Excess from 2017						
c d	Excess from 2018						
u e	Excess from 2019						

Schedule A (Form 990 or 990-EZ) 2019

Part VI Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

					ATTACHMENT 1	
SCHEDULE A, PART II -	OTHER INCO	ME				
DESCRIPTION	2015	2016	2017	2018	2019	TOTAL
MISCELLANEOUS INCOME					2,811,687.	2,811,687.
TOTALS					2.811.687	2.811.687

# Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service
Name of the organization

# Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF. ► Go to www.irs.gov/Form990 for the latest information. OMB No. 1545-0047

2019

**Employer identification number** 

ROBERT W. WOODRUFF ARTS CENTER, INC. 58-0633971 Organization type (check one): Filers of: Section: X Form 990 or 990-EZ 501(c)(3 ) (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 property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions. **Special Rules** [X] For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II. For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III. For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990,

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)

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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)

Name of organization ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

			58-0633971
Part I	Contributors (see instructions). Use duplicate copie	es of Part I if additional space is ne	eded.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1_		\$\$	Person Payroll Noncash  (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2		\$\$.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3		\$\$667,903.	Person  Payroll  Noncash  (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4		\$659,884.	Person X Payroll Noncash  (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash  (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II for

noncash contributions.)

Name of organization ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number 58-0633971

Part II	Noncash Property	(eaa instructions)	N Lise dunlicate con	oies of Part II if additional	snace is needed
r all till	NULLEASILE LUPELLY	(300 111311 40110113)	). Use uupiicale cup	nes di Fait II II additiona	space is necueu.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		- - - - - \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		- - - - - \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		- - - - - \$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		- - - - - \$	
JSA	DUDU IO INODEOTIO	Schedule B (Form	990, 990-EZ, or 990-PF) (2019)

Page 4 Schedule B (Form 990, 990-EZ, or 990-PF) (2019) Name of organization ROBERT W. WOODRUFF ARTS CENTER, INC. **Employer identification number** 58-0633971 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. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (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 (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. (b) Purpose of gift (c) Use of gift (d) Description of how gift is held from Part I (e) Transfer of gift

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

### SCHEDULE C (Form 990 or 990-EZ)

# **Political Campaign and Lobbying Activities**

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

**Open to Public** Inspection

Department of the Treasury Internal Revenue Service

► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ. ► Go to www.irs.gov/Form990 for instructions and the latest information.

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy

	Section 501(c)(4), (5), or (6) orga	anizations: Complete Part III.			
Name					
	e of organization			' '	ntification number
	ERT W. WOODRUFF ARTS			58-0633	
	•	organization is exempt under			
1	•	organization's direct and indirect	political campaign ad	ctivities in Part IV. (see in	structions for
	definition of "political campa	·			
		xpenditures (see instructions)			
		campaign activities (see instruction			
Par		organization is exempt under			
1		ise tax incurred by the organization			
2		ise tax incurred by organization m			
3		a section 4955 tax, did it file Form			
					Yes No
	If "Yes," describe in Part IV.		tion F04(a) av	t F04/-\/2	`
Par	•	rganization is exempt under	• • • • • • • • • • • • • • • • • • • •		).
1		xpended by the filing organization		•	
2		g organization's funds contributed			
_		es			
3		enditures. Add lines 1 and 2. En			
4		Earm 4420 BOL for this year?			Yes No
4 5	Enter the names addresses	e Form 1120-POL for this year? . and employer identification numl	her (FIN) of all section	on 527 political organiza	ations to which the filing
Ŭ		s. For each organization listed, er			
	the amount of political cont	ributions received that were pron	nptly and directly de	livered to a separate po	litical organization, such
	as a separate segregated fur	nd or a political action committee (	(PAC). If additional sp	ace is needed, provide i	nformation in Part IV.
	<b>(a)</b> Name	(b) Address	(c) EIN	(d) Amount paid from	(e) Amount of political
				filing organization's	contributions received and
				funds. If none, enter -0	promptly and directly delivered to a separate
					political organization. If
					none, enter -0
(1)					
( - )					
(2)					
` ,					
(3)					
` ,					
(4)					
(5)					
 (6)					

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

Schedule C (Form 990 or 990-EZ) 2019

SU	nedule C (Fulli 990 of 990-EZ) 2019	торыст	W. WOOL	MOIT THEID CHI	THIC, THE.	50 0	COSOTI Fage Z
Р	art II-A Complete if the or section 501(h)).	ganizati	on is exen	npt under sectior	501(c)(3) and	filed Form 5768 (ele	ction under
Α	Check ▶ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).						
В	Check ▶ if the filing organi	zation ch	ecked box A	A and "limited contro	l" provisions app	ly.	
	Limits (The term "expendi		ying Expendence		)	(a) Filing organization's totals	(b) Affiliated group totals
 	1a Total lobbying expenditures to influence public opinion (grassroots lobbying)  b Total lobbying expenditures to influence a legislative body (direct lobbying)  c Total lobbying expenditures (add lines 1a and 1b)  d Other exempt purpose expenditures  e Total exempt purpose expenditures (add lines 1c and 1d)  f Lobbying nontaxable amount. Enter the amount from the following table in bo						
	columns.	\ a\.					
	If the amount on line 1e, column (	a) or (b) is:		_	is:		
	Not over \$500,000	0.000		amount on line 1e.	#500.000		
	Over \$500,000 but not over \$1,00			us 15% of the excess			
	Over \$1,000,000 but not over \$1,5			us 10% of the excess			
	Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000.						
_	Over \$17,000,000	(optor 2)	\$1,000,000				
	<ul><li>g Grassroots nontaxable amoun</li><li>h Subtract line 1g from line 1a. I</li></ul>						
	i Subtract line 1g from line 1a. I						
	j If there is an amount other t					ion file Form 4720	
J	=				_		Yes No
_	reporting section 4911 tax for			aging Period Unde			Tes NO
	(Some organizations that				` '	ate all of the five colum	ne below
	(Joine organizations the			te instructions for I	-		ins below.
		Lobi	ying Exper	nditures During 4-Ye	ear Averaging Per	iod	T
	Calendar year (or fiscal year beginning in)	(a	2016	<b>(b)</b> 2017	<b>(c)</b> 2018	<b>(d)</b> 2019	(e) Total
2	<b>a</b> Lobbying nontaxable amount						
	<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))						
_	<b>c</b> Total lobbying expenditures						
_ (	<b>d</b> Grassroots nontaxable amount						
_	<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))						
1	<b>f</b> Grassroots lobbying expenditures						

Schedule C (Form 990 or 990-EZ) 2019

Page 3 Schedule C (Form 990 or 990-EZ) 2019

For	(election under section 501(h)).  each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed	(a	a)		(b)		
	cription of the lobbying activity.	Yes	No		Amou	ınt	
1	During the year, did the filing organization attempt to influence foreign, national, state, or local						
	legislation, including any attempt to influence public opinion on a legislative matter or						
	referendum, through the use of:						
а	Volunteers?	X					
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?.	X	37				
С	Media advertisements?		X				
d	Mailings to members, legislators, or the public?		X				
е	Publications, or published or broadcast statements?		X				
f	Grants to other organizations for lobbying purposes?	X				12	,500
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		Х			12	, 500
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X				
i	Other activities?		21			12	,500
J	Total. Add lines 1c through 1i		х				7500
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? If "Yes," enter the amount of any tax incurred under section 4912						
b	If "Yes," enter the amount of any tax incurred under section 4912		-				
c d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?						
	t III-A Complete if the organization is exempt under section 501(c)(4), section 501	(c)(5)	. or s	ection	<u> </u>		
	501(c)(6).	(-)(-)	,		-		
						Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?				1		
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?				2		
3	Did the organization agree to carry over lobbying and political campaign activity expenditures fro	m the	prior	year?	3		
Par	t III-B Complete if the organization is exempt under section 501(c)(4), section 501						
	501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No"	OR (b	) Par	t III-A	line 3	B, is	
	answered "Yes."			. 1			
1	Dues, assessments and similar amounts from members			1			
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amou	ınts	of				
	political expenses for which the section 527(f) tax was paid).						
а	Current year			2a			
b	Carryover from last year		• • •	2b			
С	Total			2c 3			
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) du		- 1	3			
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion		- 1				
	excess does the organization agree to carryover to the reasonable estimate of nondeductible le	obbyir	ng	4			
5	and political expenditure next year?		• • •	5			
	t IV Supplemental Information						
	ide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliate	d gro	up list	); Part	II-A, lir	nes 1	and
	ee instructions); and Part Il-B, line 1. Also, complete this part for any additional information.	_	•				
PAR	T II-B						
LOE	BYING EXPENDITURES RELATED TO SALES TAX RENEWAL.						

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Part IV Supplemental Information (continued)

### SCHEDULE D (Form 990)

# Supplemental Financial Statements

► 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.

Open to Public

OMB No. 1545-0047

Department of the Treasury ► Go to www.irs.gov/Form990 for instructions and the latest information. Inspection Internal Revenue Service Name of the organization Employer identification number ROBERT W. WOODRUFF ARTS CENTER, INC. 58-0633971 Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6. (a) Donor advised funds (b) Funds and other accounts Total number at end of year . . . . . . . . . . . . . . . . . 1 2 Aggregate value of contributions to (during year) 3 Aggregate value of grants from (during year) Aggregate value at end of year Did the organization inform all donors and donor advisors in writing that the assets held in donor advised 5 funds are the organization's property, subject to the organization's exclusive legal control? Yes Nο Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used 6 only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose Yes No **Conservation Easements.** Part II Complete if the organization answered "Yes" on Form 990, Part IV, line 7. Purpose(s) of conservation easements held by the organization (check all that apply). Preservation of land for public use (for example, recreation or education) Preservation of a historically important land area Protection of natural habitat Preservation of a certified historic structure Preservation of open space Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation 2 Held at the End of the Tax Year easement on the last day of the tax year. 2a а 2b 2c Number of conservation easements on a certified historic structure included in (a) Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register 2d Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the 3 Number of states where property subject to conservation easement is located ▶ Does the organization have a written policy regarding the periodic monitoring, inspection, handling of Yes Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) 8 and section 170(h)(4)(B)(ii)? 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. Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8. If the organization elected, as permitted under FASB 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. 1a If the organization elected, as permitted under FASB 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:

Assets included in Form 990, Part X..... For Paperwork Reduction Act Notice, see the Instructions for Form 990.

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following amounts required to be reported under FASB ASC 958 relating to these items:

Schedule D (Form 990) 2019

▶ \$

Revenue included on Form 990, Part VIII, line 1.

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the

Part III   Organizations Augustion, accession, and other records, check any of the following that make significant use of its collection terms (check all that apply):	Sche	dule D (Form 990) 2019								Page <b>2</b>
collection items (check all that apply): a	Pa	rt    Organizations Maintaini	ng Collections of	Art, Histori	cal Treasure	s, or (	Other Similar	Assets (c	ontinue	<u>d)</u>
a X Public exhibition d X Decorations	3	Using the organization's acquisition	n, accession, and o	other records	s, check any o	of the	following that	make sign	ificant u	se of its
b		collection items (check all that appl	y):							
b	а	X Public exhibition		d X	Loan or exch	ange p	orogram			
c	b	X Scholarly research		е 🦳			•			
Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.	С	-	rations							
Sull   Sull   Survey   Sull	4			and explair	how they fu	rther t	he organization	ı's exempt	purpose	e in Part
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?		-							F F	
Part IV   Escrow and Custodial Arrangements	5		n solicit or receive o	donations of a	art historical t	reasure	es or other simi	ilar		
Part IV	•								Yes	X No
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?	Pa			amou do part	or the organiz	ationo	CONCOLION.			
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.  1b   Telling balance   Telling bala	ı a			es" on Form	990 Part IV	line 9	or reported a	an amour	nt on For	m
1a   Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X;   No   If Yes, explain the arrangement in Part XIII and complete the following table:   Amount			don anowered Te	,5 OII I OIIII	550, T dit IV	, 11110 0	, or reported t	arr arriour	11 011 1 01	
included on Form 990, Part X?	1 a		e custodian or othe	er intermedia	ry for contribu	ıtions o	r other assets n			
the segment of the arrangement in Part XIII and complete the following table:    Complete if the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?	ıu							Г Г	Vos	No
to Beginning balance	h							L	163	
C Beginning balance d Additions during the year. f Ending balance 7 Ending balance 1 Ending balance 1 Ending balance 2 Distributions during the year f Ending balance 2 Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? 2 Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? 3 Did the organization include an amount on Form 990, Part IV, line 10.  Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.  Beginning of year balance 3 Did Sey 1, 159. 380, 631, 061. 362, 906, 625. 322, 986, 159. 323, 343, 524	D	ii res, explain the arrangement ii	Tr art Alli arid Comp	siete the lollo	wing table.			Amount		
d Additions during the year	•	Paginning halance				4.		Amount		
Expression   Ex	4									
Ending balance   Tending ba	u									
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?	_					-				
Part V	_						4	- L- :11:4 O	V	T No
Part V   Endowment Funds.   Complete if the organization answered "Yes" on Form 990, Part IV, line 10.		<del>-</del>						_		H
Complete if the organization answered "Yes" on Form 990, Part IV, line 10.    Complete if the organization answered "Yes" on Form 990, Part IV, line 10.			n Part XIII. Check n	ere ir the exp	ianation has be	en pro	vided on Part XI	· · · · · ·		<u>-                                    </u>
(a) Current year   (b) Prior year   (c) Two years back   (d) Three years back   (d) Fact   (d) Fa	Pa		tion anawarad "Va	o" on Form	000 Dort IV	lina 1	10			
1a Beginning of year balance       358,951,159       380,631,061       362,906,625       322,986,159       323,343,524         b Contributions       3,135,337       5,916,534       7,849,192       12,659,592       29,427,363         c Net investment earnings, gains, and losses       5,437,073       -10,839,100       26,337,446       42,944,162       -14,835,042         d Grants or scholarships       29,025,974       16,757,336       16,462,202       15,683,288       14,949,686         f Administrative expenses       338,497,595       358,951,159       380,631,061       362,906,625       322,986,159         2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:       a Board designated or quasi-endowment ▶ 9,1900 %       9,1900 %       Free rendowment (and so to in the possession of the organization that are held and administered for the organization by:       Yes No         (i) Unrelated organizations       3a(i) X       3a(ii) X       3a(ii) X         (ii) Related organizations       3a(ii) X       3a(iii) X       3a(iii) X         4 Describe in Part XIII the intended uses of the organization's endowment funds.       11.526,166       10,526,166       10,526,166         Description of property       (a) Cost or other basis (investment)       (b) Cost or other basis (c) Accumulated (d) Book value		Complete ii the organiza		ı						
b Contributions										
c Net investment earnings, gains, and losses	1a	Beginning of year balance								
d Grants or scholarships	b	Contributions	3,135,337.	5,916	534. 7,	849,	192. 12,65	9,592.	29,4	27,363
d Grants or scholarships e Other expenditures for facilities and programs	С	Net investment earnings, gains,								
e Other expenditures for facilities and programs		and losses	5,437,073.	-10,839,	100. 26,	337,	446. 42,94	4,162.	-14,8	35,042
and programs	d	Grants or scholarships								
f Administrative expenses	е	Other expenditures for facilities								
f Administrative expenses		and programs	29,025,974.	16,757	336. 16,	462,	202. 15,68	3,288.	14,9	49,686
g End of year balance	f									
Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:  a Board designated or quasi-endowment ▶ 9.1900 %  b Permanent endowment ▶ 77.9400 %  The percentages on lines 2a, 2b, and 2c should equal 100%.  3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:  (i) Unrelated organizations	q	-	338,497,595.	358,951,	159. 380,	631,0	061. 362,90	6,625.	322,9	86,159
a Board designated or quasi-endowment ▶ 9.1900 % b Permanent endowment ▶ 77.9400 % c Term endowment ▶ 12.8700 % The percentages on lines 2a, 2b, and 2c should equal 100%.  3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by: (i) Unrelated organizations (ii) Related organizations (ii) Related organizations (iii) Related organizations (iii) Related organizations (iv) Unrelated organizations (iv) Unrelate	2		of the current year	end balance (	line 1g, colum	n (a)) h	eld as:			
Term endowment ▶ 12.8700 % The percentages on lines 2a, 2b, and 2c should equal 100%.  3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:  (i) Unrelated organizations	а				. J.	( //				
The percentages on lines 2a, 2b, and 2c should equal 100%.  Are there endowment funds not in the possession of the organization that are held and administered for the organization by:  (i) Unrelated organizations  (ii) Related organizations  b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?  4 Describe in Part XIII the intended uses of the organization's endowment funds.  Part VI  Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.  Description of property  (a) Cost or other basis (b) Cost or other basis (other)  (investment)  1a Land  10,526,166  b Buildings  297,893,792  142,534,600  155,359,192  c Leasehold improvements  d Equipment  90ther  10,114,569  7,489,175  2,625,394	b	Permanent endowment ► 77.9	400 %							
Are there endowment funds not in the possession of the organization that are held and administered for the organization by:  (i) Unrelated organizations.  (ii) Related organizations  b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?  4 Describe in Part XIII the intended uses of the organization's endowment funds.  Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.  Description of property  (a) Cost or other basis (b) Cost or other basis (c) Accumulated depreciation  1a Land.  10,526,166.  b Buildings  297,893,792. 142,534,600. 155,359,192.  c Leasehold improvements  d Equipment.  90ther  10,114,569. 7,489,175. 2,625,394.	С	Term endowment ▶ 12.8700	%							
organization by: (i) Unrelated organizations. (ii) Related organizations (iii) Related		The percentages on lines 2a, 2b, a	ind 2c should equal	100%.						
(i) Unrelated organizations (ii) Related organizations (iii) X (ivi) X (iv	3a	Are there endowment funds not in	the possession of th	ne organizati	on that are he	ld and	administered fo	r the		
(i) Unrelated organizations.       3a(i) X         (ii) Related organizations.       3a(ii) X         b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?       3b X         4 Describe in Part XIII the intended uses of the organization's endowment funds.         Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.         Description of property       (a) Cost or other basis (other)       (c) Accumulated depreciation       (d) Book value         1a Land       10,526,166.       10,526,166.       10,526,166.         b Buildings       297,893,792.       142,534,600.       155,359,192.         c Leasehold improvements       31,655,086.       21,473,929.       10,181,157.         e Other       10,114,569.       7,489,175.       2,625,394.		organization by:							Y	es No
(ii) Related organizations . 3a(ii) X b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? . 3b X  4 Describe in Part XIII the intended uses of the organization's endowment funds.  Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.  Description of property (a) Cost or other basis (other) (other) (c) Accumulated depreciation (investment) (investment) (other)									3a(i)	X
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?									3a(ii)	Х
4 Describe in Part XIII the intended uses of the organization's endowment funds.           Part VI         Land, Buildings, and Equipment.	b	`,								Х
Land, Buildings, and Equipment.           Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.           Description of property         (a) Cost or other basis (investment)         (b) Cost or other basis (other)         (c) Accumulated depreciation         (d) Book value           1a Land         10,526,166.         10,526,166.         10,526,166.           b Buildings         297,893,792.         142,534,600.         155,359,192.           c Leasehold improvements         31,655,086.         21,473,929.         10,181,157.           e Other         10,114,569.         7,489,175.         2,625,394.	_	• • •	•	•						
Description of property         (a) Cost or other basis (investment)         (b) Cost or other basis (other)         (c) Accumulated depreciation         (d) Book value           1a Land         10,526,166.         10,526,166.           b Buildings         297,893,792.         142,534,600.         155,359,192.           c Leasehold improvements         31,655,086.         21,473,929.         10,181,157.           e Other         10,114,569.         7,489,175.         2,625,394.	_									
tall Land         (investment)         (other)         depreciation           b Buildings         297,893,792.         142,534,600.         155,359,192.           c Leasehold improvements         31,655,086.         21,473,929.         10,181,157.           e Other         10,114,569.         7,489,175.         2,625,394.		Complete if the organiza								
1a Land       10,526,166.       10,526,166.         b Buildings       297,893,792.       142,534,600.       155,359,192.         c Leasehold improvements       31,655,086.       21,473,929.       10,181,157.         e Other       10,114,569.       7,489,175.       2,625,394.		Description of property				asis		(d	) Book valu	ie
b Buildings       297,893,792. 142,534,600. 155,359,192.         c Leasehold improvements       31,655,086. 21,473,929. 10,181,157.         e Other       10,114,569. 7,489,175. 2,625,394.	1a	Land	,			66.	200.00141011		10,52	6,166.
c Leasehold improvements.       31,655,086.       21,473,929.       10,181,157.         e Other       10,114,569.       7,489,175.       2,625,394.	_						42,534,600			
d Equipment.       31,655,086.       21,473,929.       10,181,157.         e Other       10,114,569.       7,489,175.       2,625,394.		_				+	. , , , , , ,			<u> </u>
e Other	_	•			31,655.0	86.	21,473.929		10.18	1,157
				n 990 Part X						

Schedule D (Form 990) 2019

Schedule D (Form 990) 2019			Page :
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 valuat Cost or end-of-year mark	ion:
(1) Financial derivatives			
(2) Closely held equity interests			
(3) Other			
(A) HEDGE FUNDS	72,307,314.	FMV	
(B) PRIVATE EQUITY FUNDS	18,282,452.	FMV	
(C) DISTRESSED OPPORTUNITY FUNDS	292,503.	FMV	
(D) EMERGING MARKETS	283,930.	FMV	
(E) SENIOR DIRECT LOAN FUNDS	90,116.	FMV	
(F) REAL ESTATE FUNDS	5,228,126.	FMV	
(G)			
(H)			
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	96,484,441.		
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>(b)</b> Book value	(c) Method of valuat Cost or end-of-year mark	
(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
	scription	, 1 4.1.1, 1.1.10 1.14. 000 1 01111 000	(b) Book value
(1)	<u>'</u>		(*)
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
Total. (Column (b) must equal Form 990, Part X, col. (B) li	ne 15.)		
Part X Other Liabilities. Complete if the organization answered line 25.	"Yes" on Form 990	, Part IV, line 11e or 11f. See For	m 990, Part X,
	tion of liability		(b) Book value
(1) Federal income taxes	ion or nability		(b) Dook value
(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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII

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Schedule D (Form 990) 2019

	e D (Form 990) 2019		Page 4
Part	Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.	n.	
1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
а	Net unrealized gains (losses) on investments 2a		
b	Donated services and use of facilities		
С	Recoveries of prior year grants		
d	Other (Describe in Part XIII.)		
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	Investment expenses not included on Form 990, Part VIII, line 7b 4a		
b	Other (Describe in Part XIII.)	1	
	Add lines 4a and 4b	4c	
5	Total revenue. Add lines <b>3</b> and <b>4c.</b> (This must equal Form 990, Part I, line 12.)	5	
Part		ırn.	
	Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.		
1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities		
b	Prior year adjustments	1	
C	Other losses	1	
d	Other (Describe in Part XIII.)	1	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	Investment expenses not included on Form 990, Part VIII, line 7b 4a		
b	Other (Describe in Part XIII.)	1	
	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	
	XIII Supplemental Information.		
	e the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; F XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional inform		
		iation	•
SEE	PAGE 5		

### Part XIII Supplemental Information (continued)

PT III, LINE 1A

THE MUSEUM'S COLLECTIONS COMPRISE MORE THAN 17,800 OBJECTS AND WORKS OF ART. THE COLLECTIONS ARE MAINTAINED FOR PUBLIC EXHIBITION, EDUCATION AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE RATHER THAN FOR FINANCIAL GAIN AND ARE CONSIDERED TO HAVE CULTURAL, AESTHETIC OR HISTORICAL VALUE WORTH PRESERVING PERPETUALLY. IN CONFORMITY WITH ACCOUNTING PRACTICES GENERALLY FOLLOWED BY ART MUSEUMS, THE VALUE OF THE MUSEUM'S COLLECTIONS HAS BEEN EXCLUDED FROM THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION. CONTRIBUTIONS FOR PURCHASES OF ART OBJECTS ARE RECORDED AS INCREASES IN NET ASSETS AND PURCHASES OF ART OBJECTS ARE RECORDED AS DECREASES IN NET ASSETS IN THE CONSOLIDATED STATEMENTS OF ACTIVITIES. PROCEEDS RECEIVED FROM THE DEACCESSION OF WORKS OF ART ARE USED TO PURCHASE OTHER WORKS OF ART. PROCEEDS FROM DEACCESSIONS OF ART WERE NOT SIGNIFICANT FOR THE YEAR ENDED MAY 31, 2020 AND 2019.

### PART III, LINE 4

THE HIGH MUSEUM OF ART HAS MORE THAN 17,800 OBJECTS AND WORKS OF ART IN ITS PERMANENT COLLECTION, AN EXTENSIVE ANTHOLOGY OF 19TH AND 20TH CENTURY AMERICAN AND DECORATIVE ART, SIGNIFICANT HOLDINGS OF EUROPEAN PAINTINGS, A GROWING COLLECTION OF AFRICAN-AMERICAN ART, AND A BURGEONING COLLECTION OF MODERN, CONTEMPORARY, AND AFRICAN ART. THE HIGH IS DEDICATED TO SUPPORTING AND COLLECTING WORKS BY SOUTHERN ARTISTS, AND IS DISTINGUISHED AS THE ONLY MAJOR MUSEUM IN NORTH AMERICA TO HAVE A CURATORIAL DEPARTMENT SPECIFICALLY DEVOTED TO THE FIELD OF FOLK AND SELF-TAUGHT ART.

### Part XIII Supplemental Information (continued)

PART V, LINE 4

ENDOWMENT FUNDS ARE AVAILABLE FOR USE IN OPERATIONAL SUPPORT AND ORGANIZATIONAL GROWTH.

PART X, LINE 2

THE ARTS CENTER IS RECOGNIZED AS AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(A) OF THE INTERNAL REVENUE CODE AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) WHEREBY ONLY UNRELATED BUSINESS INCOME, IS SUBJECT TO FEDERAL INCOME TAX. ANY PROVISION OR LIABILITY FOR FEDERAL AND STATE INCOME TAXES WAS NOT SIGNIFICANT TO THE OVERALL CONSOLIDATED FINANCIAL STATEMENTS.

ASC 740, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, ESTABLISHES THE CRITERION THAT AN INDIVIDUAL TAX POSITION HAS TO MEET FOR SOME OR ALL OF THE BENEFITS OF THAT POSITION TO BE RECOGNIZED IN THE ARTS CENTER'S CONSOLIDATED FINANCIAL STATEMENTS. UNDER ASC 740, THE ARTS CENTER IS REQUIRED TO DETERMINE THAT THE RELEVANT TAX AUTHORITY WOULD MORE LIKELY THAN NOT SUSTAIN ITS TAX POSITION FOLLOWING AN IRS AUDIT. TAX YEARS OPEN TO EXAMINATION BY TAX AUTHORITIES UNDER THE STATUTE OF LIMITATIONS INCLUDE FISCAL 2017 THROUGH 2020. THE ARTS CENTER HAS DETERMINED THAT ITS MATERIAL TAX POSITIONS SATISFY THE MORE LIKELY THAN NOT CRITERION AND THAT NO PROVISION FOR INCOME TAXES WAS REQUIRED AT MAY 31, 2020 AND 2019, FOR UNCERTAIN TAX POSITIONS.

# **SCHEDULE F** (Form 990)

# **Statement of Activities Outside the United States**

► Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16. ► Attach to Form 990.

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

OMB No. 1545-0047 **Open to Public** Inspection

Department of the Treasury Internal Revenue Service Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

Par	General Information o Form 990, Part IV, line 14I		Outside the	United States. Compl	ete if the organization a	answered "Yes" on
1	For grantmakers. Does the orgother assistance, the grantees' award the grants or assistance?	eligibility for t	he grants or	assistance, and the selec	_	Yes No
2	For grantmakers. Describe in I outside the United States.	_			-	d other assistance
	Activities per Region. (The follow  (a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of	(f) Total expenditures for and investments in the region
(1)	CENTRAL AMERICA/CARIBBEAN	0.	0.	INVESTMENTS		356,278.
	EUROPE	0.	0.	PROGRAM SERVICES	SCOUTING	41,841.
_(3)	EAST ASIA AND THE PACIFIC	0.	0.	PROGRAM SERVICES	SCOUTING	8,457.
(4)	NORTH AMERICA	0.	0.	PROGRAM SERVICES	SCOUTING	1,608.
(5)	)					
(6)	<u> </u>					
(7)						
(8)						
(9)	<u> </u>					
(10)						
(11)						
(12)						
(13)						
(14)						
(15)	ı					
(16)						
(17)						400 104
3a b						408,184.
С	Totals (add lines 3a and 3b)					408,184.

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

JSA
9E1274 1.000

PUBLIC INSPECTION CO

9E1274 1.000 3370FZ 9242 4/6/2021 1:30:52 PM V 19-8.1F

Schedule F (Form 990) 2019

Page 2 Schedule F (Form 990) 2019

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on I Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.						Form 990,			
1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(14)									
(15)									
(16)									
by th	er total number of recipient orga ne IRS, or for which the grantee er total number of other organiz	or counsel has prov	ided a section 501(c)(3) e	quivalency lette	er		<b>•</b>		

Schedule F (Form 990) 2019

Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16. Part III Part III can be duplicated if additional space is needed. (a) Type of grant or assistance (b) Region (c) Number of (d) Amount of (e) Manner of (h) Method of (f) Amount of (g) Description valuation (book, FMV, recipients cash grant cash noncash of noncash disbursement assistance assistance appraisal, other) (1) (2) (3)

Schedule F (Form 990) 2019

(4)

(5)

(6)

(7)

(8)

(9)

(10)

(11)

(12)

(13)

(14)

(15)

(16)

(17)

(18)

Schedule F (Form 990) 2019 Page 4

Part	Toreign Forms	
1	Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)	. No
2	Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990).	X No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations (see Instructions for Form 5471)	X No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)	. No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)	No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)	X No

Schedule F (Form 990) 2019

Schedule F (Form 990) 2019 Page 5

Part V

Supplemental Information
Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

JSA

## **SCHEDULE G** (Form 990 or 990-EZ)

### **Supplemental Information Regarding Fundraising or Gaming Activities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

Attach to Form 990 or Form 990-EZ.

Department of the Treasury ► Go to www.irs.gov/Form990 for instructions and the latest information.

Form 990-EZ filers are not required to complete this part.

OMB No. 1545-0047 Open to Public

Internal Revenue Service Name of the organization

1

ROBERT W. WOODRUFF ARTS CENTER, INC.

Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17.

Indicate whether the organization raised funds through any of the following activities. Check all that apply.

Inspection

Employer identification number

58-0633971

<b>a</b> X Mail solicitations <b>b</b> X Internet and email solicitations	e f			non-government g government grants		
c X Phone solicitations	g			ising events		
<b>d</b> X In-person solicitations						
2a Did the organization have a written or key employees listed in Form 99						X Yes No
<b>b</b> If "Yes," list the 10 highest paid inc						
compensated at least \$5,000 by the		•	, .	J		
	T	1				Т
(i) Name and address of individual or entity (fundraiser)	(ii) Activity	custody	ndraiser have or control of outions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1	THE PRINCING			100 600	222 666	101 070
SD&A TELESERVICES 2	TELEFUNDING		X	100,688.	222,666.	-121,978.
_						
3						
4						
4						
5						
6						
7						
8						
9						
10						
Total				100,688.	222,666.	-121,978.
Total  3 List all states in which the organize	ation is registered o	or license	d to solicit			
registration or licensing.	_					·
AL, AK, AR, CA, CO, CT, DC, FL, GA, H		NG ND	211			
KS, KY, LA, MD, MA, MI, MN, MS, MO, N OK, OR, PA, RI, SC, TN, UT, VA, WA, W		NC,ND,	JH,			
ott, ott, iii, iti, be, iii, ott, vii, wii, w	v , w ± ,					

Schedule G (Form 990 or 990-EZ) 2019

Schedule G (F	Form 990 or 990-EZ) 2019	Page <b>2</b>
Part II	Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or re-	eported
	more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 0	6b. List
	events with gross receipts greater than \$5,000	

		events with gross receipts gre	eater than \$5,000.	<b>g</b>		
			(a) Event #1 WINE AUCTION	(b) Event #2 ASO GALA	(c) Other events 2.	(d) Total events (add col. (a) through
4			(event type)	(event type)	(total number)	col. <b>(c)</b> )
Revenue	1	Gross receipts	1,398,731.	815,586.	269,390.	2,483,707
Re	2	Less: Contributions Gross income (line 1 minus	386,938.	358,250.	147,485.	892,673
_	_	line 2)	1,011,793.	457,336.	121,905.	1,591,034
	4	Cash prizes				
S	5	Noncash prizes	65.			65
ense	6	Rent/facility costs	157,192.	3,334.	11,795.	172,321
Direct Expenses	7	Food and beverages	75,407.	79,144.	102,851.	257,402
Dire	8	Entertainment	68,004.	273,296.	175,979.	517,279
	9	Other direct expenses	223,996.	56,965.	113,857.	394,818
		Direct expense summary. Add lin Net income summary. Subtract li				1,341,885
Pa			anization answered "			reported more than
Revenue		\$ 10,000 on 1 on 1 oc 22, m	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Rev	1	Gross revenue				
ses	2	Cash prizes				
rect Expenses	3	Noncash prizes				
Direct	4	Rent/facility costs				
_	5	Other direct expenses				
	6	Volunteer labor	Yes % No	Yes% No	Yes% No	
	7	Direct expense summary. Add lin	es 2 through 5 in colu	mn (d)	▶	
	8	Net gaming income summary. Su	ıbtract line 7 from line	1, column (d)	<u> ▶</u>	
9 a b	l	Enter the state(s) in which the orgles the organization licensed to con If "No," explain:		in each of these state	es?	Yes No
10a b		Were any of the organization's gamino	g licenses revoked, sus		uring the tax year?	Yes No

Sched	Tule G (Form 990 or 990-EZ) 2019
11	Does the organization conduct gaming activities with nonmembers?
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity
	formed to administer charitable gaming?
13	Indicate the percentage of gaming activity conducted in:
а	The organization's facility
b	An outside facility
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records:
	Name ▶
	Address ▶
15 a	Does the organization have a contract with a third party from whom the organization receives gaming
	revenue? Yes No
b	, , , , , , , , , , , , , , , , , , , ,
С	amount of gaming revenue retained by the third party ▶ \$  If "Yes," enter name and address of the third party:
·	in res, enter hame and address of the tillid party.
	Name ▶
	Address ►
16	Gaming manager information:
	Name ▶
	Gaming manager compensation ▶ \$
	Description of services provided ▶
	Director/officer Employee Independent contractor
17	Mandatory distributions:
а	Is the organization required under state law to make charitable distributions from the gaming proceeds to
	retain the state gaming license?
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations
	or spent in the organization's own exempt activities during the tax year  \$ \$
Par	Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

Schedule G (Form 990 or 990-EZ) 2019

### **SCHEDULE J** (Form 990)

**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest **Compensated Employees** 

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23. Attach to Form 990.

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

**Open to Public** 

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Inspection Employer identification number

58-0633971

Part	Questions Regarding Compensation			
			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	X First-class or charter travel Housing allowance or residence for personal use			
	X Travel for companions Payments for business use of personal residence			
	Tax indemnification and gross-up payments			
	Discretionary spending account  X Personal services (such as maid, chauffeur, chef)			
	If any of the boson on line to one checked did the approximation follows a smith on a line and a superior of			
D	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to			
	explain	1b	Х	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all			
	directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line			
	1a?	2	X	
3	Indicate which, if any, of the following the organization used to establish the compensation of the			
	organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.			
	X Compensation committee X Written employment contract			
	X   Independent compensation consultant   X   Compensation survey or study			
	X Form 990 of other organizations X Approval by the board or compensation committee			
4	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing			
•	organization or a related organization:			
а	Receive a severance payment or change-of-control payment?	4a	X	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
С	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any			
•	compensation contingent on the revenues of:			
а	The organization?	5a		Х
b	Any related organization?	5b		Х
	If "Yes" on line 5a or 5b, describe in Part III.			
6	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any			
	compensation contingent on the net earnings of:			
а	The organization?	6a		Х
b	Any related organization?	6b		Х
	If "Yes" on line 6a or 6b, describe in Part III.			
7	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed			
	payments not described on lines 5 and 6? If "Yes," describe in Part III.	7	X	
8	Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject			
	to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe			
	in Part III	8		X
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in			
	Regulations section 53.4958-6(c)?	9		

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

Schedule J (Form 990) 2019

58-0633971

Schedule J (Form 990) 2019 Page **2** 

## Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

		(B) Breakdown of	f W-2 and/or 1099-MIS	C compensation	(C) Retirement and	(D) Nontaxable	(E) Total of columns	(F) Compensation
(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred compensation	benefits	(B)(i)-(D)	in column (B) reported as deferred on prior Form 990
DOUG SHIPMAN	(i)	399,721.	100,000.	0.	18,646.	0.	518,367.	0.
1 PRESIDENT AND CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
NOEL BARNES	(i)	283,138.	11,934.	0.	12,692.	28,897.	336,661.	0.
2 <sup>CHIEF</sup> FINANCIAL OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
JENNIFER BARLAMENT	(i)	295,852.	60,000.	0.	41,896.	19,782.	417,530.	0.
3 EXECUTIVE DIRECTOR - ASO	(ii)	0.	0.	0.	0.	0.	0.	0.
SUSAN BOOTH	(i)	358,795.	250.	0.	17,777.	32,444.	409,266.	0.
4ARTISTIC DIRECTOR - AT	(ii)	0.	0.	0.	0.	0.	0.	0.
RAND SUFFOLK	(i)	498,742.	40,320.	0.	31,200.	32,444.	602,706.	0.
5 HIGH MUSEUM DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	0.
MICHAEL SHAPIRO	(i)	0.	0.	213,567.	0.	0.	213,567.	213,567.
6DIRECTOR (FORMER)	(ii)	0.	0.	0.	0.	0.	0.	0.
ROBERT SPANO	(i)	917,451.	0.	0.	13,461.	21,536.	952,448.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JANINE MUSHOLT	(i)	324,745.	0.	0.	14,828.	28,897.	368,470.	0.
8 VICE PRESIDENT OF ADVANCEMENT	(ii)	0.	0.	0.	0.	0.	0.	0.
BRADY LUM	(i)	250,826.	2,961.	0.	0.	29,971.	283,758.	0.
9DEPUTY DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	0.
DAVID COUCHERON	(i)	242,450.	1,400.	0.	0.	10,588.	254,438.	0.
10 <sup>CONCERTMASTER</sup>	(ii)	0.	0.	0.	0.	0.	0.	0.
RHONDA MATHIESON	(i)	214,923.	0.	0.	12,129.	21,536.	248,588.	0.
11 <sup>VP</sup> , FINANCE AND ADMIN	(ii)	0.	0.	0.	0.	0.	0.	0.
ELEANOR TARVIN	(i)	183,502.	16,470.	0.	12,804.	21,536.	234,312.	0.
12 VICE PRESIDENT OF HUMAN RESOUR	(ii)	0.	0.	0.	0.	0.	0.	0.
BETH GIBBS	(i)	184,327.	15,606.	0.	9,381.	0.	209,314.	0.
13 GENERAL COUNSEL	(ii)	0.	0.	0.	0.	0.	0.	0.
SUSAN AMBO	(i)	185,948.	10,000.	0.	10,075.	0.	206,023.	0.
14 <sup>CFO - ASO</sup>	(ii)	0.	0.	0.	0.	0.	0.	0.
TARSHA CALLOWAY	(i)	187,552.	0.	0.	0.	16,875.	204,427.	0.
15 VICE PRESIDENT, ADVANCEMENT	(ii)	0.	0.	0.	0.	0.	0.	0.
MICHAEL SCHLEIFER	(i)	179,711.	250.	0.	11,646.	32,444.	224,051.	0.
16 MANAGING DIRECTOR - AT	(ii)	0.	0.	0.	0.	0.	0.	0.

Schedule J (Form 990) 2019

58-0633971

Schedule J (Form 990) 2019 Page **2** 

## Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

		(B) Breakdown o	f W-2 and/or 1099-MI	SC compensation	(C) Retirement and	(D) Nontaxable	(E) Total of columns	(F) Compensation
(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred compensation	benefits	(B)(i)-(D)	in column (B) reported as deferred on prior Form 990
ALVIN TOWNLEY	(i)	173,323.	0.	0.	10,930.	31,663.	215,916.	0.
1 VICE PRESIDENT FUNDRAISING	(ii)	0.	0.	0.	0.	0.	0.	0.
BRIAN SHIVELY	(i)	171,539.	250.	0.	10,427.	0.	182,216.	0.
2DIRECTOR OF FINANCE & ADMIN AT	(ii)	0.	0.	0.	0.	0.	0.	0.
PATRICK SKAGGS	(i)	160,204.	9,750.	0.	8,757.	28,897.	207,608.	0.
3 VICE PRESIDENT OPERATIONS	(ii)	0.	0.	0.	0.	0.	0.	0.
BRIAN WALLEY	(i)	155,643.	12,647.	0.	10,682.	19,947.	198,919.	0.
4SENIOR FINANCE DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	0.
ALLISON CHANCE	(i)	155,799.	7,740.	0.	2,215.	32,444.	198,198.	0.
DIRECTOR OF DEVELOPMENT - HMA	(ii)	0.	0.	0.	0.	0.	0.	0.
CLAYTON SCHELL	(i)	131,409.	31,313.	0.	10,124.	9,956.	182,802.	0.
6BOOKING AGENT - ASO	(ii)	0.	0.	0.		0.	0.	0.
GRACE SIPUSIC	(i)	150,528.	10,000.	0.	9,498.	10,782.	180,808.	0.
7 <sup>VP</sup> OF DEVELOPMENT - ASO	(ii)	0.	0.	0.	0.	0.	0.	0.
KEVIN TUCKER	(i)	160,393.	0.	0.	9,826.	6,658.	176,877.	0.
8 <sup>CHIEF CURATOR</sup>	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
9	(ii)							
	(i)							
_10	(ii)							
	(i)							
_11	(ii)							
	(i)							
_12	(ii)							
	(i)							
_13	(ii)							
	(i)							
_14	(ii)							
	(i)							
_15	(ii)							
	(i)							
16	(ii)							

Schedule J (Form 990) 2019

58-0633971

Schedule J (Form 990) 2019 Page 3

### Part | Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4A

INDIVIDUALS WHO SERVED AS OFFICERS FOR PART OF THE YEAR RECEIVED

SEVERANCE PAYMENTS AFTER THEIR EMPLOYMENT ENDED.

PART 1, LINE 7

OFFICERS AND OTHER MANAGEMENT PERSONNEL ARE ELIGIBLE TO PARTICIPATE IN

BONUSES.

PART I LINE 4B

THE ARTS CENTER MAINTAINS A NONQUALIFIED PLAN FOR CERTAIN CURRENT AND

FORMER MANAGEMENT PERSONNEL. THE TOTAL EXPENSE FOR FORMER EMPLOYEES IN

2019 WAS \$213,567 AND IS INCLUDED AS TAXABLE INCOME ON FORM W-2. THIS

AMOUNT WAS REPORTED AS DEFERRED COMPENSATION ON PRIOR YEARS' FORM 990.

THE TOTAL EXPENSE FOR CURRENT EMPLOYEES IS \$39,400 AND IS LISTED AS

DEFERRED COMPENSATION.

### **SCHEDULE K** (Form 990)

Department of the Treasury

Internal Revenue Service

# **Supplemental Information on Tax-Exempt Bonds**

► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990.

Name of the organization

**Bond Issues** 

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

OMB No. 1545-0047 Open to Public Inspection

(h) On (i) Pooled

Employer identification number 58-0633971 ROBERT W. WOODRUFF ARTS CENTER, INC.

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issu	ıed <b>(e)</b> I	ssue price	(f) De	escription of pu	rpose	<b>(g)</b> De	feased	(h) beha issu	alf of	(i) Po finan	
									Yes	No	Yes	No	Yes	No
A DEVELOPMENT AUTHORITIES OF FULTON AND DEK	TALB 58-1639487	359900ZQ3	09/24/20	009 19	6,035,351.	REFUND 2/1/	02, 4/28/04,	1/16/08		Х		Х		Х
<b>B</b> DEVELOPMENT AUTHORITY OF FULTON CO.	58-1639487	3599007B7	12/30/20	)15 4	3,710,329.	REFUND 9/24	/09			х		Х		х
C DEVELOPMENT AUTHORITY OF FULTON CO	58-1639487	36005FBR5	01/10/20	)19	5,534,175.	REFUND A PO	RTION OF 9/2	24/09		х		Х		х
D														
Part II Proceeds						l .								_
					Α		В	C	;			D		
1 Amount of bonds retired				146,	455,351									
2 Amount of bonds legally defeased														
3 Total proceeds of issue				196,	035,351	. 43,7	10,329.	55,3	34,17	75.				
4 Gross proceeds in reserve funds														
5 Capitalized interest from proceeds														
6 Proceeds in refunding escrows														
7 Issuance costs from proceeds				2,	040,700	. 5	519,194.	5	39,61	2.				
8 Credit enhancement from proceeds					271,651									
9 Working capital expenditures from pro	oceeds													
10 Capital expenditures from proceeds .														
11 Other spent proceeds				188,	631,750	. 43,1	91,135.	54,7	94,56	3.				
12 Other unspent proceeds														
13 Year of substantial completion														
				Yes	No	Yes	No	Yes	No		Yes		No	
14 Were the bonds issued as part of	a refunding issue of ta	x-exempt b	onds (or,											
if issued prior to 2018, a current refur	nding issue)?			X		X		X						
15 Were the bonds issued as part of	f a refunding issue of t	axable bon	ds (or, if											
issued prior to 2018, an advance refu	nding issue)?				X		X		X					
16 Has the final allocation of proceeds be				Х		X		X						
17 Does the organization maintain ac	dequate books and reco	ords to sup	port the											
final allocation of proceeds?				X		X		X						

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

Schedule K (Form 990) 2019

Schedule K (Form 990) 2019

Page 2

Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?   X		dule K (Form 990) 2019	DEDE 12	MOODBITE		CENTER				Page Z
Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	Pa	rt III Private Business Use RO								
which owned property financed by tax-exempt bonds?				1				<del> </del>		
2 Are there any lease arrangements that may result in private business use of bond-financed property?  3 Are there any management or service contracts that may result in private business use of bond-financed property?  4 If "Yes" to line 3, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?  5 Are there any research agreements that may result in private business use of bond-financed property?  6 Total of lines 4 and 5.  7 Does the bond issue meet the private security or payment test?  7 Does the bond issue meet the private security or payment test?  8 Als there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization, on since the bonds were issued?  8 If "Yes" to line 8a, enter the percentage of bond-financed property to a nongovernmental person other than a 501(c)(3) organization in since the bonds were issued?  9 A B Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization in since the bonds were issued?  9 B If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposation of any of the bond-financed property sold or disposation of any of the bond-financed property sold or disposation of any of the bond-financed property sold or disposation of any of the bond-financed property sold or disposation of any of the bond-financed property sold or disposation of any of the bond-financed property sold or disposation of any of the bond-financed property sold or disposation of any of the bond-financed property sold or disposation of the six and a solicent than a 501(c)(3) organization is necessation to six were issued?  9 B As the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?  1 B A B B C D D D	1	1 1/	Yes		Yes		Yes		Yes	No
bond-financed property?  3 A Are there any management or service contracts that may result in private business use of bond-financed property?  4 In Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?  5 A T Wes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management of service contracts relating to the financed property?  6 Total routines of the precentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government  7 S Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization or a state or local government  8 T Dees the bond issue meet the private security or payment test?  9 Dees the bond issue meet the private security or payment test?  10 If Yes' to line 3a, and the percentage of bond-financed property to a nongovernment labers on their than a 501(c)(3) organization or a state or local government  10 If Yes' to line 8a, and the percentage of bond-financed property to a nongovernment labers on their than a 501(c)(3) organization since the bonds were issued?  10 If Yes' to line 8a, and the percentage of bond-financed property to a nongovernment labers of the same and the property sed or of disposed of the same and remains under Regulations sections 1.141-12 and 1.145-2?  11 Has the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?  12 If Ton'c line 1, did the following apply?  13 Rebate not due yet?  14 Let the are a same or disposition or settle?  15 No rebate due?  16 No rebate due?  17 No line 1, did the following apply?  18 Exception to rebate?  19 Exception to rebate?  10 No rebate due?  10 No rebate due?  11 Control of the 2 control of the same and the reb				X		X		X		
3a Are there any management or service contracts that may result in private business use of bond-financed property?  b if "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?  c Are there any research agreements that may result in private business use of bond-financed property?  d if "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?  d if "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?  d Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government . ▶ % % % % % % % % % % % % % % % % % %	2					1,7		37		
business use of bond-financed property?  b if "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?  c Are there any research agreements that may result in private business use of bond-financed property?  d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements trelating to the financed property?  4 Enter the percentage of financed property used in a private business use of bond-financed property used in a private business use of the financed property?  4 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government. ▶ % % % % % % % % % % % % % % % % % %				X		X		X		
b if "Yes" to line 3a, does the organization routinely engage bond counsel or rother outside counsel to review any management or service contracts relating to the financed property?  c Are there any research agreements that may result in private business use of bond-financed property?  d if "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?  4 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization or a state or local government	3 a			37		37		37		
c Are there any research agreements that may result in private business use of bond-financed property?				X		X		X		
c Are there any research agreements that may result in private business use of bond-financed property?  d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?  4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶ % % % % % % % % % % % % % % % %	b	· · · · · · · · · · · · · · · · · · ·								
bond-financed property?										
d if "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?  4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government.  5 Enter the percentage of financed property used in a private business use by entities of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government.  6 Total of lines 4 and 5.  7 Does the bond issue meet the private security or payment test?  8 Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?  b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	С			v		_ v		v		
outside counsel to review any research agreements relating to the financed property?.  4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	_			A		Λ		Λ		
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	a									
other than a section 501(c)(3) organization or a state or local government .	_									
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶ 2.0400 % 2.0400 % 2.0400 % % % % % 7 Does the bond issue meet the private security or payment test?	4			0/2		0/2		0/2		0/2
result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	_	. , , , , ,		70		70		70		
another section 501(c)(3) organization, or a state or local government . ▶ 2.0400 % 2.0400 % 2.0400 % 5.0400 %	5									
6 Total of lines 4 and 5				2 0400 %	2	0400 %	2	0400 %		0/2
7 Does the bond issue meet the private security or payment test?				1						
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?  b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		Does the hond issue meet the private security or payment test?	-							
nongovernmental person other than a 501(c)(3) organization since the bonds were issued? X X X X X X X X X X X X X X X X X X X										
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	oa	· · · · · · · · · · · · · · · · · · ·	x		Х		Х			
disposed of										
c if "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?	~		,	7.8644 %		%		%		%
sections 1.141-12 and 1.145-2?		•		1				70		
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	·	· · · · · · · · · · · · · · · · · · ·	Х							
nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	9									
requirements under Regulations sections 1.141-12 and 1.145-2?	•	·								
A B C D  1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? X X X X  2 If "No" to line 1, did the following apply?  a Rebate not due yet? X X X X  b Exception to rebate? X X X X X X X X X X X X X X X X X X X		requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X			
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?	Pa	rt IV Arbitrage	l.							
Penalty in Lieu of Arbitrage Rebate?				Α		В	(	С	D	,
2 If "No" to line 1, did the following apply?  a Rebate not due yet?	1	Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and	Yes	No	Yes	No	Yes	No	Yes	No
a Rebate not due yet?		Penalty in Lieu of Arbitrage Rebate?		X		X		Х		
b Exception to rebate?										
b Exception to rebate?	а	Rebate not due yet?								
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed					X		X			
performed	c			X						
3 Is the bond issue a variable rate issue? X		·								
	_3_	Is the bond issue a variable rate issue?	X			X		X		

Schedule K (Form 990) 2019

Page 3 Schedule K (Form 990) 2019

Part IV Arbitrage (continued)								
	1	A		3	(	<u>C</u>		)
4a Has the organization or the governmental issuer entered into a qualified	Yes	No	Yes	No	Yes	No	Yes	No
hedge with respect to the bond issue?		X		X		X		
<b>b</b> Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		Х		Х		
b Name of provider		•				•		
c Term of GIC								
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		Х		Х		
7 Has the organization established written procedures to monitor the								
requirements of section 148?	X		X		X			
Part V Procedures To Undertake Corrective Action								
		A		3		C		)
Has the organization established written procedures to ensure that violations	Yes	No	Yes	No	Yes	No	Yes	No
of federal tax requirements are timely identified and corrected through the								
voluntary closing agreement program if self-remediation isn't available under								
applicable regulations?		X		X		Х		
Part VI Supplemental Information. Provide additional information for responses to	o auestior	ns on Sche	edule K. Se	ee instruct	tions			

### Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

PART I, LINE A

ON SEPTEMBER 24, 2009, THE DEVELOPMENT AUTHORITIES OF FULTON AND DEKALB

COUNTIES ISSUED THREE SERIES OF BONDS FOR THE BENEFIT OF THE ROBERT W.

WOODRUFF ARTS CENTER, INC. UNDER TREASURY REGULATION SECTION 1.150-1(C),

THE THREE SERIES OF BONDS WERE CONSIDERED A SINGLE ISSUE FOR FEDERAL

INCOME TAX PURPOSES AND ARE SHOWN COLLECTIVELY ON LINE A. THE RELEVANT

INFORMATION REGARDING THE SEPARATE SERIES OF BONDS IS AS FOLLOWS:

- (A) ISSUER NAME: DEVELOPMENT AUTHORITY OF DEKALB COUNTY
- (B) ISSUER EIN: 58-1500666
- (C) CUSIP #: 240463JG5
- (D) DATE ISSUED: 9/24/09
- (E) ISSUE PRICE: \$5,343,160
- (F) DESCRIPTION OF PURPOSE: REFUND 2/1/02

THE PRINCIPAL \$5,235,000 OF DEVELOPMENT AUTHORITY OF DEKALB COUNTY BONDS,

CUSIP 240463JG5, WAS REPAID ON 3/15/2015.

- (A) ISSUER NAME: DEVELOPMENT AUTHORITY OF FULTON COUNTY
- (B) ISSUER EIN: 58-1639487
- (C) CUSIP #: 359900ZQ3
- (D) DATE ISSUED: 9/24/09
- (E) ISSUE PRICE: \$125,692,191

### Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

- (F) DESCRIPTION OF PURPOSE: REFUND 2/1/02, 4/28/04, 1/16/08
- (A) ISSUER NAME: DEVELOPMENT AUTHORITY OF FULTON COUNTY
- (B) ISSUER EIN: 58-1639487
- (C) CUSIP #: 359900ZL4
- (D) DATE ISSUED: 9/24/09
- (E) ISSUE PRICE: \$65,000,000
- (F) DESCRIPTION OF PURPOSE: REFUND 2/1/02
- (A) ISSUER NAME: DEVELOPMENT AUTHORITY OF FULTON COUNTY
- (B) ISSUER EIN: 58-1639487
- (C) CUSIP #: 3599007B7
- (D) DATE ISSUED: 12/30/2015
- (E) ISSUE PRICE: \$43,710,329
- (F) DESCRIPTION OF PURPOSE: REFUND 9/24/09
- (A) ISSUER NAME: DEVELOPMENT AUTHORITY OF FULTON COUNTY
- (B) ISSUER EIN: 58-1639487
- (C) CUSIP #: 3600FBR5
- (D) DATE ISSUED: 1/10/2019
- (E) ISSUE PRICE: \$55,334,175

### Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

(F) DESCRIPTION OF PURPOSE: REFUND A PORTION OF 9/24/09

A PORTION OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY BONDS, CUSIP 359900ZL4, HAS BEEN REDEEMED, BUT NO OTHER PORTION HAS BEEN DEFEASED.

NONE OF THE BONDS WAS APPLIED AS AN ON BEHALF OF ISSUER, AND NO PORTION OF THE BONDS WAS A POOLED FINANCING.

#### PART II, LINE 1

DEVELOPMENT AUTHORITY OF DEKALB COUNTY BONDS, CUSIP 240463JG5, IN THE AMOUNT OF \$5,235,000 MATURED AND WAS REDEEMED ON MARCH 15, 2016. A PORTION OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY BONDS, CUSIP 359900ZL4, IN THE AMOUNT OF \$15,420,000 WAS REDEEMED ON JUNE 24, 2015. A PORTION OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY BONDS, CUSIP 359900ZQ3, IN THE AMOUNT OF \$57,600,000 WAS REDEEMED ON MARCH 15, 2016. A SECOND PORTION OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY BONDS, CUSIP 359900ZQ3 IN THE AMOUNT OF \$60,425,000 WAS REDEEMED ON MARCH 15, 2019.

#### PART IV, LINE 2

A REBATE COMPUTATION SHOWING NO AMOUNT DUE WAS PERFORMED AS OF SEPTEMBER 24, 2014.

### **SCHEDULE L**

# **Transactions With Interested Persons**

(Form 990 or 990-EZ) ► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

► Attach to Form 990 or Form 990-EZ.

OMB No. 1545-0047

Open To Public

	nt of the Treasury evenue Service	►Go to				990 or Form instructions a		z. · latest information	١.			pen 10 specti	on	
Name of the	ne organization								Employer	identif	ication	numbe	er	
ROBER'	r w. woodrufe	F ARTS CENT	ER, INC.						58-	0633	971			
Part I								501(c)(29) orga 25a or 25b, or F				line 4	 0b.	
1	(a) Name of disqualific	ed person	(b) Relation	nship l	between organiz	disqualified pers	on and	(c) D	escription	of trans	action			Correcte
(1)														
(2)													$\neg$	
(3)														
(4)														$\top$
(5)														
(6)														
ur <b>3</b> E	nter the amount or nder section 4958 nter the amount of										* \$ _ * \$ _			
Part II	Complete if the	or From Intereste organization apported an amo	nswered "Ye	es" or				ine 38a or Form	990, Part	t IV, lir	ne 26;	or if th	he	
<b>(a)</b> Na	me of interested person	(b) Relationship with organization	(c) Purpose of loan	fror	oan to or m the nization?	<b>(e)</b> Origin principal am		(f) Balance due	( <b>g)</b> In (	default?		proved pard or nittee?	(i) W agreer	
				То	From				Yes	No	Yes	No	Yes	No
(1)														
(2)														
(3)														
(4)														
(5)														
(6)														
(7)														
(8)														
(9)											<u> </u>			
(10)								<u> </u>						
Part III		istance Benefit e organization a	ing Interest	ed Pe	ersons.									
<b>(a)</b> Na	me of interested person	(b) Relationshi person and	p between intere the organization	ested (	<b>c)</b> Amou	ınt of assistance		(d) Type of assistance	ce	(e)	) Purpo	se of as	sistance	•
(1)														
(2)														
(3)														
(4)														
(5)														
(6)														
(7)														
(8)														

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

Schedule L (Form 990 or 990-EZ) 2019

(9) (10)

Page **2** 

Schedule L (Form 990 or 990-EZ) 2019

## Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	organi	aring of zation's nues?
				Yes	No
(1) DOUGLAS J. HERTZ	TRUSTEE	225,728.	BEVERAGE SALES		Х
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

### Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

PART IV

DOUGLAS HERTZ (TRUSTEE) IS AN OFFICER AT UNITED DISTRIBUTORS, WITH WHICH WOODRUFF ARTS CENTER, INC. HAS A VENDOR RELATIONSHIP. BECAUSE OF THE SIZE OF TRANSACTIONS BETWEEN UNITED DISTRIBUTORS AND WOODRUFF ARTS CENTER, INC. DURING THE FISCAL YEAR, THIS TRUSTEE IS REPORTED AS AN INTERESTED PERSON.

### **SCHEDULE M** (Form 990)

# **Noncash Contributions**

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

► Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

Attach to Form 990.

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

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number 58-0633971

Par	Types of Property							
		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	Method of noncash cont			-
1	Art - Works of art	X	227.	0.				
2	Art - Historical treasures							
3	Art - Fractional interests							
4	Books and publications							
5	Clothing and household							
	goods							
6	Cars and other vehicles							
7	Boats and planes							
8	Intellectual property							
9	Securities - Publicly traded		116.	1,329,991.	STOCK QUO	TE		
10	Securities - Closely held stock							
11	Securities - Partnership, LLC,							
	or trust interests							
12	Securities - Miscellaneous							
13	Qualified conservation							
	contribution - Historic							
	structures							
14	Qualified conservation							
	contribution - Other							
15	Real estate - Residential							
16	Real estate - Commercial							
17	Real estate - Other							
18	Collectibles							
19	Food inventory							
20	Drugs and medical supplies							
21	Taxidermy							
22	Historical artifacts							
23	Scientific specimens							
24	Archeological artifacts							
25	Other ►(ATCH 1)		7	225,019.				
26	Other ►()							
27	Other ►()							
	Other ►(							
29	Number of Forms 8283 received							
	which the organization completed I	Form 8283,	Part IV, Donee Acknowledg	ement	29			12.
					,		Yes	No
30a	During the year, did the organizat			-	_			
	28, that it must hold for at least the	-						
	to be used for exempt purposes for		olding period?			30a		X
b	If "Yes," describe the arrangement i							
31	Does the organization have a							
	contributions?					31	Х	
32a	Does the organization hire or use	-					3,	
	contributions?					32a	X	
	If "Yes," describe in Part II.		4 N =					
33	If the organization didn't report an	amount in c	olumn (c) for a type of pro	perty for which column (a)	is checked,			
	describe in Part II.							

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

Schedule M (Form 990) 2019

Schedule M (Form 990) (2019) Page 2

Part II

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCH M, LINE 1

UNDER SFAS 116, THE ORGANIZATION DOES NOT REPORT REVENUES FOR ARTWORK AND COLLECTIONS RECEIVED ON ITS FINANCIAL STATEMENTS AS REPORTED ON LINE 1 OF SCHEDULE M.

SCH M, LINE 32B

ANY NON-CASH CONTRIBUTIONS IN THE FORM OF STOCKS ARE IMMEDIATELY SENT TO STATE STREET FOR LIQUIDATION, SO THE STOCKS CAN BE CONVERTED TO CASH.

SCH M, LINE 33

DONATED WORKS OF ART INCLUDE PAINTING, SCULPTURES, PRINTS, CERAMICS,

DECORATIVE ARTS, AND PHOTOGRAPHY.

COLUMN B - THE ORGANIZATION IS REPORTING THE NUMBER OF CONTRIBUTIONS, NOT THE NUMBER OF ITEMS CONTRIBUTED.

Schedule M (Form 990) (2019) Page 2

Part II

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

ATTACHMENT 1

#### SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

DESCRIPTION	(A) CHECK	(B) NUMBER OF CONTRIBUTIONS	(C) REVENUES REPORTED	(D) METHOD OF DETERMINING
AUCTION DONATIONS AND	PRO X	5.	207,629.	FMV
WINE AUCTION FOOD AND	BEV X	2.	17,390.	FMV
TOTALS	-	7.	225,019.	

# **SCHEDULE 0** (Form 990 or 990-EZ)

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

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

OMB No. 1545-0047 Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

58-0633971

**Employer identification number** 

PT VI, LINE 2

MARY L. CAHILL AND CLAIRE E. STERK - BUSINESS RELATIONSHIP CHRISTOPHER CUMMISKEY AND W PAUL BOWERS - BUSINESS RELATIONSHIP ALDO LAFIANDRA, DARCY R. WHITE, LIZANNE THOMAS AND JAMILA M. HALL -BUSINESS RELATIONSHIP

W. STANLEY BLACKBURN AND WAB P. KADABA - BUSINESS RELATIONSHIP JAMES W. BOSWELL AND ALAN PRINCE- BUSINESS RELATIONSHIP REGGIE WALKER AND SHELLEY G. GIBERSON- BUSINESS RELATIONSHIP LARRY MARK AND JOHN MURPHY - BUSINESS RELATIONSHIP DOUG AND LILA HERTZ- FAMILY RELATIONSHIP

PART VI, LINE 11A

THE FORM 990 IS COMPLETED ANNUALLY AND COPIES ARE PROVIDED TO THE ENTIRE BOARD OF TRUSTEES AS WELL AS THE PRESIDENT/CEO OF THE ORGANIZATION. THE DRAFT 990 IS ALSO PRESENTED TO THE GOVERNING BOARD AND THE AUDIT COMMITTEE, WHICH HAS THE OPPORTUNITY TO ASK QUESTIONS, AND PROVIDE FEEDBACK OR COMMENTS WHICH ARE ADDRESSED AS NECESSARY. A COPY OF THE APPROVED, SIGNED FORM 990 IS PROVIDED TO ALL OFFICERS, DIRECTORS, AND TRUSTEES BEFORE THE RETURN IS FILED.

PART VI, LINE 12C

ROBERT W. WOODRUFF ARTS CENTER, INC. (THE "ARTS CENTER") MAINTAINS A CONFLICT OF INTEREST POLICY, ORIGINALLY ADOPTED BY THE BOARD OF TRUSTEES IN 1995, AS AMENDED THEREAFTER (THE "POLICY"). THIS POLICY APPLIES TO ALL ART CENTER TRUSTEES, OFFICERS AND EMPLOYEES, AS WELL AS OTHER ARTS CENTER REPRESENTATIVES.

THE POLICY IS INTENDED TO PREVENT THE ARTS CENTER FROM ENGAGING WITH RELATED PERSONS IN TRANSACTIONS WHICH ARE IMPERMISSIBLE OR IMPROPER UNDER GEORGIA NONPROFIT CORPORATION LAW OR FEDERAL TAX LAW (ALTHOUGH THE POLICY IS MORE EXPANSIVE THAN THESE LAWS.) THE KEY DEFINITIONS UNDER THE POLICY ARE "INSIDER, "FAMILY MEMBER," AND "RELATED PARTY." THE POLICY IS REVIEWED AND UPDATED (IF NECESSARY) ON AN ANNUAL BASIS.

THE UPDATED DOCUMENT IS THEN DISTRIBUTED TO THE AUDIT COMMITTEE FOR REVIEW AND APPROVAL. A COPY OF THE POLICY AND A RELATED QUESTIONNAIRE IS THEN DISTRIBUTED ANNUALLY TO ALL ARTS CENTER TRUSTEES, OFFICERS AND SENIOR MANAGEMENT, AS WELL AS OTHER ARTS CENTER REPRESENTATIVES. ONCE RESPONSES ARE OBTAINED, THEY ARE REVIEWED AND RESULTS COMPILED, INCLUDING A LIST OF POTENTIAL CONFLICTS TO BE REVIEWED BY THE AUDIT COMMITTEE AND MANAGEMENT.

THE AUDIT COMMITTEE WILL DETERMINE WHETHER A BUSINESS OR FINANCIAL RELATIONSHIP INVOLVING A TRUSTEE OR OFFICER SHOULD BE ENTERED INTO OR CONTINUED. IN THE CASE OF ANY SUCH RELATIONSHIP INVOLVING A TRUSTEE, SUCH A DETERMINATION SHALL BE SET FORTH IN A WRITTEN REPORT OF THE AUDIT COMMITTEE, SIGNED BY THE CHAIRMAN AND A MAJORITY OF THE COMMITTEE, AND PROVIDED TO THE BOARD OF TRUSTEES.

IF THE GOVERNING BOARD OR COMMITTEE HAS REASONABLE CAUSE TO BELIEVE A TRUSTEE, OFFICER, EMPLOYEE, OR OTHER REPRESENTATIVE HAS FAILED TO DISCLOSE ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, IT SHALL INFORM THE INDIVIDUAL OF THE BASIS FOR SUCH BELIEF AND ALLOW HIM/HER AN OPPORTUNITY

Employer identification number 58-0633971

TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. IF, AFTER HEARING THE RESPONSE AND AFTER MAKING FURTHER INVESTIGATION AS WARRANTED BY THE CIRCUMSTANCES, THE GOVERNING BOARD OR COMMITTEE DETERMINES THE TRUSTEE, OFFICER, EMPLOYEE, OR OTHER REPRESENTATIVE HAS FAILED TO DISCLOSE AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

PT VI, LINE 15

THE DETERMINATION OF COMPENSATION FOR THE OFFICERS AND OTHER KEY EMPLOYEES IS THE RESPONSIBILITY OF THE BOARD OF DIRECTORS OF THE ROBERT W. WOODRUFF ARTS CENTER, INC. WHICH HAS DELEGATED THIS TO THE COMPENSATION COMMITTEE. THE COMPENSATION COMMITTEE IS COMPOSED OF INDEPENDENT BOARD MEMBERS WHOSE RESPONSIBILITIES INCLUDE, IN PART, THE REVIEW AND APPROVAL OF THE COMPENSATION FOR THE OFFICERS AND KEY EMPLOYEES. THE COMPENSATION AGREEMENTS DELIBERATED BY THE COMMITTEE ARE DETERMINED BASED ON COMPARABLE DATA WHICH IS DOCUMENTED IN THE RECORDS OF THE COMMITTEE'S WORK. SUCH DOCUMENTATION IS MEANT TO MEET OR EXCEED THE REQUIREMENTS WHICH WOULD SATISFY THE REBUTTABLE PRESUMPTION CRITERIA UNDER THE INTERMEDIATE SANCTIONS LANGUAGE OF THE IRS. AS THE COMPOSITION OF THE COMPENSATION COMMITTEE IS COMPRISED EXCLUSIVELY OF BOARD MEMBERS, EACH BOARD MEMBER COMPLETES A CONFLICT OF INTEREST STATEMENT WHICH IS REVIEWED BY THE CENTER'S MANAGEMENT PRIOR TO THE COMPLETION AND FILING OF THE RETURN.

PART VI, LINE 19

GOVERNING DOCUMENTS FOR THE ROBERT W. WOODRUFF ARTS CENTER, INC. ARE

Page 2

Name of the organization ROBERT W. WOODRUFF ARTS CENTER, INC. Employer identification number 58-0633971

REGISTERED WITH THE STATE OF GEORGIA. CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

PART XI, LINE 8

BAD DEBT WRITE OFF OF PLEDGE RECEIVABLES - 436,100

PART XI LINE 9

OTHER CHANGES IN NET ASSETS OR FUND BALANCE

-225,770 CHANGE IN SPLIT INTEREST AGREEMENTS

-4,793,859 CHANGE IN MINIMUM PENSION LIABILITY

+11,263 CHANGE IN VALUE INTEREST RATE SWAP

-5,008,366

ATTACHMENT 1

#### FORM 990, PART III - PROGRAM SERVICE, LINE 4A

ATLANTA SYMPHONY ORCHESTRA: CELEBRATING ITS 76TH SEASON, THE GRAMMY® AWARD WINNING ATLANTA SYMPHONY ORCHESTRA CONTINUES TO AFFIRM ITS POSITION AS ONE OF AMERICA'S LEADING ORCHESTRAS WITH EXCELLENT LIVE PERFORMANCES, IMPRESSIVE GUEST ARTISTS, RENOWNED CHORUS AND ENGAGING EDUCATION INITIATIVES, ALL UNDER MUSIC DIRECTOR ROBERT SPANO AND PRINCIPAL GUEST CONDUCTOR DONALD RUNNICLES. THE ORCHESTRA AND AUDIENCES TOGETHER EXPLORE A CREATIVE PROGRAMMING MIX, RECORDING AND VISUAL ENHANCEMENTS, SUCH AS THEATRE OF A CONCERT. THE ATLANTA SCHOOL OF COMPOSERS REFLECTS MUSIC DIRECTOR ROBERT SPANO AND THE ORCHESTRA'S COMMITMENT TO NURTURING AND CHAMPIONING MUSIC THROUGH MULTI-YEAR PARTNERSHIPS DEFINING A NEW GENERATION OF AMERICAN COMPOSERS. AS THE

Name of the organization ROBERT W. WOODRUFF ARTS CENTER, INC. Employer identification number 58-0633971

ATTACHMENT 1 (CONT'D)

CORNERSTONE FOR ARTISTIC DEVELOPMENT IN THE SOUTHEAST, THE ATLANTA SYMPHONY ORCHESTRA PERFORMS MORE THAN 150 CONCERTS EACH YEAR IN SYMPHONY HALL, AS WELL AS VENUES ACROSS THE STATE OF GEORGIA, INCLUDING EDUCATIONAL AND COMMUNITY CONCERTS, FOR A COMBINED AUDIENCE OF MORE THAN HALF A MILLION PEOPLE.

ATTACHMENT 2

FORM 990, PART III - PROGRAM SERVICE, LINE 4B

HIGH MUSEUM OF ART: THE HIGH MUSEUM OF ART IS LOCATED IN THE HEART OF ATLANTA. THE HIGH MUSEUM OF ART CONNECTS WITH AUDIENCES FROM ACROSS THE SOUTHEAST AND AROUND THE WORLD THROUGH ITS DISTINGUISHED COLLECTION, DYNAMIC SCHEDULE OF SPECIAL EXHIBITIONS AND ENGAGING COMMUNITY-FOCUSED PROGRAMS. HOUSED WITHIN FACILITIES DESIGNED BY PRITZKER PRIZE-WINNING ARCHITECTS RICHARD MEIER AND RENZO PIANO, THE HIGH FEATURES A COLLECTION OF MORE THAN 18,000 WORKS OF ART, INCLUDING AN EXTENSIVE ANTHOLOGY OF 19TH- AND 20TH-CENTURY AMERICAN FINE AND DECORATIVE ARTS; MAJOR HOLDINGS OF PHOTOGRAPHY AND FOLK AND SELF-TAUGHT WORK, ESPECIALLY THAT OF ARTISTS FROM THE AMERICAN SOUTH; BURGEONING COLLECTIONS OF MODERN AND CONTEMPORARY ART, INCLUDING PAINTINGS, SCULPTURE, NEW MEDIA AND DESIGN; A GROWING COLLECTION OF AFRICAN ART, WITH WORK DATING FROM PREHISTORY THROUGH THE PRESENT; AND SIGNIFICANT HOLDINGS OF EUROPEAN PAINTINGS AND WORKS ON PAPER. THE HIGH MUSEUM OF ART IS DEDICATED TO REFLECTING THE DIVERSITY OF ITS COMMUNITIES AND OFFERING A VARIETY OF EXHIBITIONS AND EDUCATIONAL PROGRAMS THAT

.ISA

Name of the organization ROBERT W. WOODRUFF ARTS CENTER, INC. Employer identification number 58-0633971

ATTACHMENT 2 (CONT'D)

ENGAGE VISITORS WITH THE WORLD OF ART, THE LIVES OF ARTISTS AND THE CREATIVE PROCESS.

ATTACHMENT 3

FORM 990, PART III - PROGRAM SERVICE, LINE 4C

ALLIANCE THEATRE: FOUNDED IN 1968, THE ALLIANCE THEATRE IS THE LEADING PRODUCING THEATRE IN THE SOUTHEAST, CREATING THE POWERFUL EXPERIENCE OF SHARED THEATRE FOR DIVERSE PEOPLE. UNDER THE LEADERSHIP OF SUSAN V. BOOTH, JENNINGS HERTZ ARTISTIC DIRECTOR, THE ALLIANCE THEATRE RECEIVED THE REGIONAL THEATRE TONY AWARD ® IN RECOGNITION OF SUSTAINED EXCELLENCE IN PROGRAMMING EDUCATION, AND COMMUNITY ENGAGEMENT. REACHING MORE THAN 165,000 PATRONS ANNUALLY, THE ALLIANCE DELIVERS POWERFUL PROGRAMMING THAT CHALLENGES ADULT AND YOUTH AUDIENCES TO THINK CRITICALLY AND CARE DEEPLY. KNOWN FOR ITS HIGH ARTISTIC STANDARDS AND NATIONAL ROLE IN CREATING SIGNIFICANT THEATRICAL WORKS, THE ALLIANCE HAS LAUNCHED TONY AWARD-WINNING HITS TO BROADWAY AND NATIONAL TOURS. EACH YEAR, THE EDUCATION DEPARTMENT, COMPRISED OF THE ALLIANCE THEATRE INSTITUTE, BERNHARDT THEATRE FOR THE VERY YOUNG (AUDIENCES 18 MONTHS - 5 YEARS), THEATRE FOR YOUTH AND FAMILIES SERIES (AUDIENCES K-12), AND THE ACTING PROGRAM, SERVES MORE THAN 90,000 STUDENTS, EDUCATORS, AND FAMILIES THROUGH IN-SCHOOL RESIDENCY INITIATIVES, PERFORMANCES, ACTING CLASSES, AND DRAMA CAMPS. PROGRAMS THAT SERVE OUR COMMUNITY INCLUDE THE PALEFSKY COLLISION PROJECT, GEORGIA WOLF TRAP EARLY LEARNING THROUGH ARTS, AND ALLIANCE @WORK. THE ALLIANCE

Page 2 Schedule O (Form 990 or 990-EZ) 2019

Name of the organization Employer identification number ROBERT W. WOODRUFF ARTS CENTER, INC. 58-0633971

ATTACHMENT 3 (CONT'D)

ALSO NURTURES THE CAREERS OF PLAYWRIGHTS AND EMERGING THEATRE ARTISTS THROUGH THE ALLIANCE/KENDEDA NATIONAL GRADUATE PLAYWRITING COMPETITION AND THE REISER ATLANTA ARTISTS LAB.

ATTACHMENT 4

#### FORM 990, PART VI, LINE 17 - STATES

AL,AK,

DC, FL, GA, IL, LA, MI,

MS, MO, NH, OH,

RI,SC,

ATTACHMENT 5

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
HOGAN CONSTRUCTION GROUP, LLC 5075 AVALON RIDGE PKWY NORCROSS, GA 30071	CONSTRUCTION	3,556,811.
ALLIED UNIVERSAL SECURITY SERVICES 1438 WEST PEACHTREE STREET, SUITE 100 ATLANTA, GA 30309	SECURITY	2,668,494.
OPUS 3 ARTISTS 348 WEST 57TH STREET, SUITE 282 NEW YORK, NY 10019	TALENT MANAGEMENT	253,081.
DONALD RUNNICLES 348 WEST 57TH STREET, SUITE 282 NEW YORK, NY 10019	PERFORMER	239,306.
OUTBACK PRESENTS, LLC 209 10TH AVE S #503 NASHVILLE, TN 37203	PROMOTER	167,142.

Name of the organization Employer identification number ROBERT W. WOODRUFF ARTS CENTER, INC. 58-0633971 ATTACHMENT 6

#### FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	ENDING BOOK VALUE
CASH & EQUIVALENTS	13,829,492.
EQUITY SECURITIES- DOMESTIC	131,535,676.
EQUITY SECURITIES- ITNL	11,885,916.
COMMINGLED FUNDS	148,106,963.
REAL ASSET FUNDS	2,610,528.
TOTALS	307,968,575.

#### **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 ► Go to www.irs.gov/Form990 for instructions and the latest information. Internal Revenue Service

OMB No. 1545-0047 Open to Public

Inspection

Name of the organization Employer identification number ROBERT W. WOODRUFF ARTS CENTER, INC. 58-0633971

Part I	Identification of Disregarded Entities. Complete if the organization	answered "Yes" on	Form 990, Part I	V, line 33.		
	(a) Name, address, and EIN (if applicable) of disregarded entity	<b>(b)</b> Primary activity	(c) Legal domicile (state or foreign country)	<b>(d)</b> Total income	(e) End-of-year assets	<b>(f)</b> Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

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

(a)  Name, address, and EIN of related organization	<b>(b)</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	contr	(a) (512(b)(13) (rolled (ity?
						Yes	No
(1) ENCORE PARK FOR THE ARTS, INC. 16-1661377							
1280 PEACHTREE STREET NE ATLANTA, GA 30309	FUNDRAISING	GA	501(C)(3)	509(A)(3)	WAC		X
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2019

Schedule R (Form 990) 2019

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>(b)</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	Disprop	h) portionate ations?	(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	Gene	(j) eral or naging tner?	(k) Percentage ownership
		Journa, J		,			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>(b)</b> Primary activity	(c) Legal domicile (state or foreign country)		(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	Sec 512(I conti	
									Yes	No
(1) E P MCBURNEY TRUST	58-6029235									
303 PEACHTREE STREET ATLANTA, GA 30308		TRUST-INVESTI	GA	SUNTRUST	TRUST	292,165.	7,830,274.	100.0000		Х
(2) E P MCBURNEY TRUST	58-6029260									
303 PEACHTREE STREET ATLANTA, GA 30308		TRUST-INVESTI	GA	SUNTRUST	TRUST	49,012.	1,291,008.	100.0000		Х
(3) LUCY CLAIR HARRIS TRUST	58-6163824									
ONE WEST 4TH STREET WINSTON-SALEM, NC 27101		TRUST-INVESTI	GA	WELLS FARGO	TRUST	3,857.	161,443.	100.0000		Х
(4) CHARITABLE REMAINDER TRUST (4)	99-9999999									
N/A		TRUST INVESTI	GA	VARIOUS	TRUST					
(5)										
(6)										
(7)										
		7								

Page 3

Part	Transactions With Related Organizations. Complete if the organization answered "Ye	es" on Form 990, Pa	rt IV, line 34, 35b, or 36.				
Note	: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.				,	Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more	related organizations lis	sted in Parts II-IV?				
а	Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity			L	1a		Х
	Gift, grant, or capital contribution to related organization(s)				1b		X
	Gift, grant, or capital contribution from related organization(s)				1c		X
d	Loans or loan guarantees to or for related organization(s)			L	1d		Χ
	Loans or loan guarantees by related organization(s)				1e		X
							3.7
	Dividends from related organization(s)			-	1f		X
	Sale of assets to related organization(s)				1g	_	X
	Purchase of assets from related organization(s).				1h		X
	Exchange of assets with related organization(s)				1i		Х
j	Lease of facilities, equipment, or other assets to related organization(s)				1j		X
	Lease of facilities, equipment, or other assets from related organization(s)				1k		X
	Performance of services or membership or fundraising solicitations for related organization(s)			–	11		X
m	Performance of services or membership or fundraising solicitations by related organization(s)				1m		X
	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)				1n		X
0	Sharing of paid employees with related organization(s)				10		X
р	Reimbursement paid to related organization(s) for expenses				1p		X
q	Reimbursement paid by related organization(s) for expenses				1q		X
							37
r	Other transfer of cash or property to related organization(s)				1r		X
	Other transfer of cash or property from related organization(s).		<u> </u>		1s		Χ
	If the answer to any of the above is "Yes," see the instructions for information on who must complete					S	
	<b>(a)</b> Name of related organization	(b) Transaction	(c) Amount involved	Method of	<b>(d)</b> f detei	rmining	g
		type (a-s)		amoun	nt invo	lved	
(1)							
(2)							
(3)							
(3)							
(4)							
(F)							
(5)							

Schedule R (Form 990) 2019

#### 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.

entity	<b>(b)</b> Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under	Are all sed 501 organiz	c)(3) ations?	(f) Share of total income	(g) Share of end-of-year assets	Disprop	portionate ations?	(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
			sections 512-514)	Yes	No			Yes	No	,	Yes	No	
			(state or foreign country)	(state or foreign country)  (state or foreign country)  Increased, excluded from tax under sections 512-514)	(state or foreign unrelated, unrelated, excluded from tax under sections 512-514)  (state or foreign unrelated, excluded from tax under sections 512-514)  (yes)	(state or foreign country)  sections 512-514)  (state or foreign country)  sections 512-514  (state o	(state or foreign country)  Income (related, excluded from tax under sections 512-514)  Solutions (state or foreign country)  Pes No  Itial income solutions (state or foreign tax under sections 512-514)  Solutions (state or foreign country)  Yes No  Itial income solutions (state or foreign tax under sections 512-514)  Solutions (state or foreign country)  Yes No  Itial income solutions (state or foreign tax under sections 512-514)  Solutions (state or foreign country)  The solution (state or foreign tax under sections 512-514)  Solutions (state or foreign country)  Yes No  Itial income solutions (state or foreign tax under sections 512-514)  Solutions (state or foreign country)  The solutions (state or foreign country)  Solutions (state or foreign country)  Solutions (state or foreign country)  Solutions (state or foreign tax under sections 512-514)  Solutions (state or foreign country)  Solutions (state or foreign tax under sections 512-514)  Solut	(state or foreign country)  Income (related, arrelated, cardinated and the sections \$12-\$514)  Income (sections \$1	(state or loreign country)  Income (related, excluder from tax under sections 512-514)  Res No   Income (related, excluder from tax under sections 512-514)  Res No   Income (related, excluder from tax under sections 512-514)  Res No   Income (related, excluder from tax under sections 512-514)  Res No   Income (related, excluder from tax under sections 512-514)  Res No   Income (related, excluder from tax under sections 512-514)  Res No   Income excluder assets  Res No   Income excluder asse	(state or foreign country)    Country   Countr	(state or foreign country) unrelated, excluded relations \$12.514)    Sections \$12.54   Sections \$12.54	sections 512-514)    Section   Country   Unique to the country   Country   Section   S12-514   Yes   No   Strong   Stron	Country   Coun

Schedule R (Form 990) 2019

Schedule R (Form 990) 2019 Page 5

Part VII Supplemental Information

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

# **RENT AND ROYALTY INCOME**

Taxpayer's Name ROBERT W. WOODRU	FF ARTS CEN	ITER, I	INC.						ring Number 3971
DESCRIPTION OF PROPERTY PROPERTY									
Yes No Did you ad	ctively participate in th	e operation	of the ac	tivity d	luring the tax year?				
TYPE OF PROPERTY:									
REAL RENTAL INCO	ME					4,93	4,46	8.	
OTHER INCOME:									
TOTAL GROSS INCOME								4	,934,468.
OTHER EXPENSES: SEE ATTACHMENT									
								_	
DEPRECIATION (SHOWN BELOW)									
LESS: Beneficiary's Portion									
AMORTIZATION									
LESS: Beneficiary's Portion									
DEPLETION									
LESS: Beneficiary's Portion									
TOTAL EXPENSES									96,173.
TOTAL RENT OR ROYALTY INCOME	E (LOSS)							4	,838,295.
Less Amount to									
Rent or Royalty						-			
Depreciation									
Depletion						• • • • • • • • • • • • • • • • • • • •			
Investment Interest Expense									
Other Expenses  Net Income (Loss) to Others						-			
Net Rent or Royalty Income (Loss)									,838,295.
Deductible Rental Loss (if Applicable									· · · ·
SCHEDULE FOR DEPRECIAT									
(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals		<u> </u>	<u> </u>		<del></del>		<del></del>		

## SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

OTHER DEDUCTIONS

96,173. 96,173.

#### RENT AND ROYALTY SUMMARY

PROPERTY		TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
PROPERTY	4	,934,468.		96,173.	4,838,295.
TOTA	ALS $\frac{1}{4}$	,934,468.		96,173.	4,838,295.

#### **SCHEDULE D** (Form 1041)

Department of the Treasury Internal Revenue Service

Name of estate or trust

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

► Go to www.irs.gov/F1041 for instructions and the latest information.

OMB No. 1545-0092

Employer identification number

I	ROBERT W. WOODRUFF ARTS CENTER, INC.		58-06339	71				
Did :	you dispose of any investment(s) in a qualified opportur	nity fund during the ta	x year?		Ye	es	X N	0
	es," attach Form 8949 and see its instructions for addit	ional requirements f	or reporting your gair	n or loss.				
	e: Form 5227 filers need to complete only Parts I and II.							
	rt I Short-Term Capital Gains and Losses - Ger	erally Assets Hel	d One Year or Les	<b>s</b> (see instruc	tions	)		
	instructions for how to figure the amounts to enter on	(4)	(a)	<b>(g)</b> Adjustments			Gain or (	
	ines below.	(d) Proceeds	(e) Cost	to gain or loss	rom	from	column	d) and
	form may be easier to complete if you round off cents hole dollars.	(sales price)	(or other basis)	Form(s) 8949, F line 2, column			ne the re column (	
1a	Totals for all short-term transactions reported on Form							
	1099-B for which basis was reported to the IRS and for							
	which you have no adjustments (see instructions). However, if you choose to report all these transactions							
	on Form 8949, leave this line blank and go to line 1b.							
1h	Totals for all transactions reported on Form(s) 8949							
10	with <b>Box A</b> checked							
2	Totals for all transactions reported on Form(s) 8949							
	with Box B checked							
3	Totals for all transactions reported on Form(s) 8949							
	with Box C checked							
4	Short-term capital gain or (loss) from Forms 4684, 62	052 6791 and 9924			4			
4	Short-term capital gain of (loss) from Forms 4004, 02	232, 0701, and 0024			4			
5	Net short-term gain or (loss) from partnerships, S cor	porations, and other	estates or trusts		5			
6	Short-term capital loss carryover. Enter the amount	nt, if any, from line	e 9 of the 2018					
	Carryover Worksheet				6	(		)
7	Net short-term capital gain or (loss). Combine line line 17, column (3) on the back			▶	7			
Pai	t    Long-Term Capital Gains and Losses - Ger	erally Assets Hele	d More Than One `	<b>Year</b> (see inst	ructio	ns)		
	instructions for how to figure the amounts to enter on	(4)	(-)	<b>(g)</b> Adjustments			Gain or (	
	ines below.	(d) Proceeds	(e) Cost	to gain or loss	rom	from	column	d) and
	form may be easier to complete if you round off cents hole dollars.	(sales price)	(or other basis)	Form(s) 8949, P line 2, column			ne the re column (	
8a	Totals for all long-term transactions reported on Form							
	1099-B for which basis was reported to the IRS and for							
	which you have no adjustments (see instructions).							
	However, if you choose to report all these transactions							
	However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b.							
8b	However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949							
	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked	213,453,306.	197,041,353.			16	,411	,953.
	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked	213,453,306.	197,041,353.			16	,411	,953.
9	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked	213,453,306.	197,041,353.			16	,411	,953.
9	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with Box D checked.  Totals for all transactions reported on Form(s) 8949 with Box E checked.  Totals for all transactions reported on Form(s) 8949 with Box F checked.					16	,411	,953.
9	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with Box D checked.  Totals for all transactions reported on Form(s) 8949 with Box E checked.  Totals for all transactions reported on Form(s) 8949 with Box F checked.  Long-term capital gain or (loss) from Forms 2439, 46	84, 6252, 6781, and	i 8824		11	16	,411	,953.
9 10 11 12	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with Box D checked	84, 6252, 6781, and other e	I 8824 states or trusts		12	16	,411	,953.
9 10 11 12 13	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with Box D checked.  Totals for all transactions reported on Form(s) 8949 with Box E checked.  Totals for all transactions reported on Form(s) 8949 with Box F checked.  Long-term capital gain or (loss) from Forms 2439, 46 Net long-term gain or (loss) from partnerships, S corp. Capital gain distributions	84, 6252, 6781, and other e	I 8824 states or trusts		12 13	16	,411	,953.
9 10 11 12 13 14	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with Box D checked  Totals for all transactions reported on Form(s) 8949 with Box E checked  Totals for all transactions reported on Form(s) 8949 with Box F checked  Long-term capital gain or (loss) from Forms 2439, 46 Net long-term gain or (loss) from partnerships, S corp Capital gain distributions  Gain from Form 4797, Part I	84, 6252, 6781, and other e	i 8824 states or trusts		12	16	,411	,953.
9 10 11 12 13	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with Box D checked.  Totals for all transactions reported on Form(s) 8949 with Box E checked.  Totals for all transactions reported on Form(s) 8949 with Box F checked.  Long-term capital gain or (loss) from Forms 2439, 46 Net long-term gain or (loss) from partnerships, S corp. Capital gain distributions.  Gain from Form 4797, Part I.  Long-term capital loss carryover. Enter the amount Carryover Worksheet	84, 6252, 6781, and other e	1 8824	Capital Loss	12 13	16	,411	,953.
9 10 11 12 13 14	on Form 8949, leave this line blank and go to line 8b.  Totals for all transactions reported on Form(s) 8949 with Box D checked.  Totals for all transactions reported on Form(s) 8949 with Box E checked.  Totals for all transactions reported on Form(s) 8949 with Box F checked.  Long-term capital gain or (loss) from Forms 2439, 46 Net long-term gain or (loss) from partnerships, S corp. Capital gain distributions.  Gain from Form 4797, Part I.  Long-term capital loss carryover. Enter the amount Carryover Worksheet.	84, 6252, 6781, and other ended in the second in the secon	1 8824	Capital Loss	12 13 14	(		

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2019

Part III Summary of Parts I and II		(1) Beneficiaries'	(2) Estate's	(3) Total
Caution: Read the instructions before completing this particles.	art.	(see instr.)	or trust's	(3) Total
17 Net short-term gain or (loss)	17			
18 Net long-term gain or (loss):				
a Total for year	18a			16,411,953.
<b>b</b> Unrecaptured section 1250 gain (see line 18 of the worksheet.)	18b			
<b>c</b> 28% rate gain	18c			
19 Total net gain or (loss). Combine lines 17 and 18a	19			16,411,953.
Part IV Capital Loss Limitation				
20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, <b>a</b> The loss on line 19, column (3) <b>or b</b> \$3,000		, , ,	/	)
Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, Loss Carryover Worksheet in the instructions to figure your capital loss carryover.				s, complete the <b>Capital</b>
Part V Tax Computation Using Maximum Capital Gains Rate	es			
Form 1041 filers. Complete this part only if both lines 18a and 19 in col	umn (	2) are gains, or an a	mount is entered i	n Part I or Part II and
there is an entry on Form 1041, line 2b(2), and Form 1041, line 23, is more				
Caution: Skip this part and complete the Schedule D Tax Worksheet in the	instrud	ctions if:		
• Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or				
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.				
Form 990-T trusts. Complete this part only if both lines 18a and 19 are ga	ains, o	r qualified dividends	are included in inc	ome in Part I of Form

990-T, and Form 990-T, line 39, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 23 (or Form 990-T, line 39). . .

22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	21	Enter taxable income from Form 1041, line 23 (or Form 990-T, line 39)	21			
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part 1 of Form 990-T)	22	Enter the <b>smaller</b> of line 18a or 19 in column (2)				
from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).		but not less than zero				
dividends included in income in Part I of Form 990-T).	23	Enter the estate's or trust's qualified dividends				
24       Add lines 22 and 23		from Form 1041, line 2b(2) (or enter the qualified				
25 If the estate or trust is filling Form 4952, enter the amount from line 4g; otherwise, enter -0▶ 25  26 Subtract line 25 from line 24. If zero or less, enter -0		dividends included in income in Part I of Form 990-T) 23				
amount from line 4g; otherwise, enter -0 ▶	24	Add lines 22 and 23				
26 Subtract line 25 from line 24. If zero or less, enter -0	25	If the estate or trust is filing Form 4952, enter the				
27 Subtract line 26 from line 21. If zero or less, enter -0		amount from line 4g; otherwise, enter -0 ▶ 25				
28 Enter the smaller of the amount on line 21 or \$2,650	26	Subtract line 25 from line 24. If zero or less, enter -0	26			
29 Enter the smaller of the amount on line 27 or line 28	27	Subtract line 26 from line 21. If zero or less, enter -0	27			
30 Subtract line 29 from line 28. If zero or less, enter -0 This amount is taxed at 0%. ▶ 30  31 Enter the smaller of line 21 or line 26	28	Enter the <b>smaller</b> of the amount on line 21 or \$2,650	28			
31 Enter the smaller of line 21 or line 26	29	Enter the <b>smaller</b> of the amount on line 27 or line 28	29			
32 Subtract line 30 from line 26	30	Subtract line 29 from line 28. If zero or less, enter -0 This amount is taxed at 0	)% .	<b>&gt;</b>	30	
33	31	Enter the <b>smaller</b> of line 21 or line 26	31			
Add lines 27 and 30	32	Subtract line 30 from line 26	32			
Subtract line 34 from line 33. If zero or less, enter -0-  Enter the smaller of line 32 or line 35.  Multiply line 36 by 15% (0.15).  Benter the amount from line 31.  Add lines 30 and 36.  Subtract line 39 from line 38. If zero or less, enter -0-  Multiply line 40 by 20% (0.20).  Multiply line 40 by 20% (0.20).  Figure the tax on the amount on line 27. Use the 2019 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).  Add lines 37, 41, and 42.  Figure the tax on the amount on line 21. Use the 2019 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).  Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule	33	Enter the <b>smaller</b> of line 21 or \$12,950	33			
Enter the smaller of line 32 or line 35	34	Add lines 27 and 30	34			
Multiply line 36 by 15% (0.15)	35	Subtract line 34 from line 33. If zero or less, enter -0	35			
38 Enter the amount from line 31	36	Enter the <b>smaller</b> of line 32 or line 35	36			
Add lines 30 and 36	37	Multiply line 36 by 15% (0.15)		<b>&gt;</b>	37	
Subtract line 39 from line 38. If zero or less, enter -0	38	Enter the amount from line 31	38			
Multiply line 40 by 20% (0.20)	39	Add lines 30 and 36	39			
Figure the tax on the amount on line 27. Use the 2019 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	40	·	40			
and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42  43 Add lines 37, 41, and 42	41	Multiply line 40 by 20% (0.20)		<b>&gt;</b>	41	
Add lines 37, 41, and 42	42	Figure the tax on the amount on line 27. Use the 2019 Tax Rate Schedule for Estates				
Figure the tax on the amount on line 21. Use the 2019 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44  Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule		and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42			
and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44  45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule	43	Add lines 37, 41, and 42	43			
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule	44	Figure the tax on the amount on line 21. Use the 2019 Tax Rate Schedule for Estates				
·		and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44			
G, Part I, line 1a (or Form 990-T, line 41)	45			· ·		
		G, Part I, line 1a (or Form 990-T, line 41)		<u> ▶</u>	45	

Form 8949 (2019) Attachment Sequence No. 12A Page 2

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side

ROBERT W. WOODRUFF ARTS CENTER, INC.

Social security number or taxpayer identification number

58-0633971

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part II

**Long-Term.** Transactions involving capital assets you held more than 1 year are generally long-term (see instructions). For short-term transactions, see page 1.

**Note:** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

X (D) Long-term transactions r						e <b>Note</b> above)	
(E) Long-term transactions r (F) Long-term transactions n				wasn't reporte	ed to the IRS		
(a) Description of property	(b) Date acquired	(c) Date sold or disposed of	(d) Proceeds (sales price)	(e) Cost or other basis. See the <b>Note</b> below and see <i>Column</i> (e)	If you enter an a	any, to gain or loss. amount in column (g), de in column (f). arate instructions.	(h) Gain or (loss). Subtract column (e) from column (d) and
(Example: 100 sh. XYZ Co.)	(Mo., day, yr.)	(Mo., day, yr.)	(see instructions)	in the separate instructions	(f) Code(s) from instructions	<b>(g)</b> Amount of adjustment	combine the result with column (g)
STATE STREET	VAR	VAR	213453306.	197041353.			16411953
			<del> </del>	-		<b>-</b>	

**Note:** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column* (g) in the separate instructions for how to figure the amount of the adjustment.

213453306.197041353

Form **8949** (2019)

16411953.

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E

above is checked), or line 10 (if Box F above is checked) ▶

#### **ESTIMATED TAX WORKSHEET FOR FORM 990-W**

A.	2020 Estimated Tax	Α	
B.	Enter 100 % of Line A  Enter 100 % of tax on 2019 FORM 990-T  C 204,612.		
C.	Enter 100 % of tax on 2019 FORM 990-T C 204,612.		
D.	Required Annual Payment (Smaller of lines B or C)	D	204,612.
	Income tax withheld (if applicable)		
	Balance (As rounded to the nearest multiple of		204,612.

Record of Estimat	ed Tax Payments			
Payment number	(a) Date	(b) Amount	(c) 2018 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	09/15/2020			
2	11/15/2020			
3	02/15/2021			
4	05/15/2021	204,612.		204,612.
Total	-	204,612.		204,612.

ESTIMATED PAYMENTS MUST BE MADE USING THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA THE ABOVE METHOD.

# Form **2220**

Department of the Treasury Internal Revenue Service

Name

## **Underpayment of Estimated Tax by Corporations**

► Attach to the corporation's tax return.

► Go to www.irs.gov/Form2220 for instructions and the latest information.

OMB No. 1545-0123

2019

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number 58-0633971

**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Par	t I Required Annual Payment						
1	Total tax (see instructions)					1	204,612.
2a	Personal holding company tax (Schedule PH (Fo		,				
b	Look-back interest included on line 1 under sec						
	contracts or section 167(g) for depreciation under	the i	ncome forecast method	2b		-	
_	Credit for federal tax paid on fuels (see instr	uotio	.no)	2c			
C	•		,			2d	
d 3	<b>Total.</b> Add lines 2a through 2c Subtract line 2d from line 1. If the result is					24	
	does not owe the penalty			•	•	3	204,612.
4	Enter the tax shown on the corporation's 20						
7	the tax year was for less than 12 months, sl					4	147,583.
	,	•					
5	Required annual payment. Enter the smalle	er of	line 3 or line 4. If the corp	poration is required to ski	p line 4, enter		
	the amount from line 3		•	•		5	147,583.
Pai	til Reasons for Filing - Check the	e bo	oxes below that app	ly. If any boxes are	checked, the	e corpo	oration <b>must</b> file
	Form 2220 even if it does not	owe	e a penalty. See instr	ructions.			
6	The corporation is using the adjusted						
7	X The corporation is using the annualize						
8	The corporation is a "large corporation	n" fig	juring its first required ins	stallment based on the prio	r year's tax.		
Par	Figuring the Underpayment		(-)	(1-)	(2)		(al\
_			(a)	(b)	(c)		(d)
9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF						
	filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year		09/15/2019	11/15/2010	02/15/	2020	05/15/2020
10		9	09/15/2019	11/15/2019	02/15/	2020	05/15/2020
10	<b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the						
	amounts from Schedule A, line 38. If the box on						
	line 8 (but not 6 or 7) is checked, see instructions						
	for the amounts to enter. If none of these boxes						
	are checked, enter 25% (0.25) of line 5 above in	10					147,584.
	each column						117,301.
11	Estimated tax paid or credited for each period.						
	For column (a) only, enter the amount from line 11 on line 15. See instructions	11	17,330.				
	Complete lines 12 through 18 of one column						
	before going to the next column.						
12	Enter amount, if any, from line 18 of the preceding column	12		17,330.	17,	330.	17,330.
13	Add lines 11 and 12	13		17,330.		330.	17,330.
14	Add amounts on lines 16 and 17 of the preceding column	14					
15	Subtract line 14 from line 13. If zero or less, enter -0-	15	17,330.	17,330.	17,	330.	17,330.
16	If the amount on line 15 is zero, subtract line 13						
	from line 14. Otherwise, enter -0-	16					
17	<b>Underpayment.</b> If line 15 is less than or equal to						
	line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to						
	line 18	17					130,254.
18	<b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line		1 - 00	15 000			
	12 of the next column	18	17,330.	17,330.	17,	330.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form **2220** (2019)

Page 2 Form 2220 (2019)

P	art IV Figuring the Penalty									
			(a)			(b)	(	<b>:</b> )	(d)	)
19	Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19								
20	Number of days from due date of installment on line 9 to the date shown on line 19	20								
21	Number of days on line 20 after 4/15/2019 and before 7/1/2019	21								
22	Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 6% (0.06)	22	\$		\$		\$		\$	
23	Number of days on line 20 after 6/30/2019 and before 10/1/2019	23	ATT	'ACHME	NT	1				
24	Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 5% (0.05)	24		PENAT	\$ .TY	COMPUTA	\$ TTON	איי ד <b>א</b> ש	\$ PAPER	DETATI
25	Number of days on line 20 after 9/30/2019 and before 1/1/2020	25								
26	Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 5% (0.05)	26	\$		\$		\$		\$	
27	Number of days on line 20 after 12/31/2019 and before 4/1/2020	27								
28	Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{366}$ x 5% (0.05)	28	\$		\$		\$		\$	
29	Number of days on line 20 after 3/31/2020 and before 7/1/2020	29								
30	Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{366}$ x *%	30	\$		\$		\$		\$	
31	Number of days on line 20 after 6/30/2020 and before 10/1/2020	31								
32	Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{366}$ x *%	32	\$		\$		\$		\$	
33	Number of days on line 20 after 9/30/2020 and before 1/1/2021	33								
34	Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{366}$ x *%	34	\$		\$		\$		\$	
35	Number of days on line 20 after 12/31/2020 and before 3/16/2021	35								
36	Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x *%	36	\$		\$		\$		\$	
	Add lines 22, 24, 26, 28, 30, 32, 34, and 36				\$		\$	ı	\$	
38	<b>Penalty.</b> Add columns (a) through (d) of line 37. Enter the to line for other income tax returns	tal	here and	on Form	1120,	, line 34; or th	ie compar	able	\$ 2	723

\*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Form **2220** (2019)

	n 2220 (2019)					Page <b>4</b>
Pa	art II Annualized Income Installme	nt Mo		40		
			(a) First 2	(b)	(c) First 7	(d)
20	Annualization periods (see instructions)	20	First <u>∠</u> months	First <u>4</u> months	First/ months	First <u>10</u> months
21	. ,					
	items.	21				933,997.
22	Annualization amounts (see instructions)	22	6.00000	3.00000	1.71429	1.20000
<b>23</b> a	Annualized taxable income. Multiply line 21					1,120,796.
	by line 22	23a				1,120,790.
b	Extraordinary items (see instructions)	23b				
c	Add lines 23a and 23b	23c				1,120,796.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or					225 265
25	comparable line of corporation's return  Enter any alternative minimum tax (trusts	24				235,367.
	only) for each payment period (see instructions)	25				
26	,					
	period. See instructions	26				
27	Total tax. Add lines 24 through 26	27				235,367.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				·
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29				235,367.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	24				235,367.
	art III Required Installments	J 1	l.	L	l	23373071
	Note: Complete lines 32 through 38 of one		1st	2nd	3rd	4th
	column before completing the next column.		installment	installment	installment	installment
32	If only Part I or Part II is completed, enter the					
	amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the					
	amounts in each column from line 19 or line 31	32				235,367.
33	Add the amounts in all preceding columns of line 38. See instructions	33				
34	Adjusted seasonal or annualized income					
	installments. Subtract line 33 from line 32.					025 267
	If zero or less, enter -0-	34				235,367.
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large					
	corporations," see the instructions for line 10 for the amounts to enter	35	36,896.	36,896.	36,896.	36,896.
36	Subtract line 38 of the preceding column			36,896.	73,792.	110,688.
	from line 37 of the preceding column	36		30,090.	13,194.	110,000.
37	Add lines 35 and 36	37	36,896.	73,792.	110,688.	147,584.
38	•					
	line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions					147,584.
_	LLLO, mio to. Coo moti dottono	50				

Form **2220** (2019)

$\Delta TT\Delta$	CHMENT	1

	COMPILTATION			$\gamma \gamma \gamma \gamma \gamma$
PHINALIY	COMPLIATION	1)H. I A I I. —	H ( ) K W	2220

DATE PD	UNDERPAYMENT	BEG.DATE	END DATE	DAYS	%	PENALTY
QUARTER 4, RA	ATE PERIOD 2 (05	5/15/2020 -	10/15/2020)	_		
TOTAI	130,254. L FOR QUARTER 4		10/15/2020 DD 2	153	5	2,723.
TOTAL UNDER	PAYMENT PENALTY					2,723.

# Form **4562**

#### **Depreciation and Amortization**

(Including Information on Listed Property)

► Attach to your tax return.

OMB No. 1545-0172

Attachment Sequence No. 179

Department of the Treasury Internal Revenue Service Name(s) shown on return

Go to www.irs.gov/Form4562 for instructions and the latest information.

Identifying number

58-0633971 ROBERT W. WOODRUFF ARTS CENTER, INC. Business or activity to which this form relates GENERAL DEPRECIATION **Election To Expense Certain Property Under Section 179** Part I Note: If you have any listed property, complete Part V before you complete Part I. Maximum amount (see instructions) Total cost of section 179 property placed in service (see instructions) 2 Threshold cost of section 179 property before reduction in limitation (see instructions) 3 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-4 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions 6 (a) Description of property Listed property. Enter the amount from line 29 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 Tentative deduction. Enter the **smaller** of line 5 or line 8 9 Carryover of disallowed deduction from line 13 of your 2018 Form 4562 10 10 Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions 11 11 Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11 Carryover of disallowed deduction to 2020. Add lines 9 and 10, less line 12 Note: Don't use Part II or Part III below for listed property. Instead, use Part V. Part | Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.) Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions 15 Other depreciation (including ACRS) 16 Part | MACRS Depreciation (Don't include listed property. See instructions.) Section A MACRS deductions for assets placed in service in tax years beginning before 2019 17 If you are electing to group any assets placed in service during the tax year into one or more general Section B - Assets Placed in Service During 2019 Tax Year Using the General Depreciation System (b) Month and year (c) Basis for depreciation (d) Recovery (g) Depreciation deduction (a) Classification of property (business/investment use (e) Convention (f) Method placed in only - see instructions) service 19a 3-year property **b** 5-year property c 7-year property d 10-year property e 15-year property f 20-year property g 25-year property 25 yrs. S/L 27.5 yrs. MMS/L h Residential rental S/L 27.5 yrs. MM property 39 yrs. MMS/L i Nonresidential real ММ property Section C - Assets Placed in Service During 2019 Tax Year Using the Alternative Depreciation System 20a Class life **b** 12-year 12 yrs. S/I **c** 30-year 30 yrs MMS/L MM d 40-year 40 yrs S/I Part IV Summary (See instructions.) Listed property. Enter amount from line 28

Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter

here and on the appropriate lines of your return. Partnerships and S corporations - see instructions For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs

58-0633971

Form 4562 (2019)

Property (Include automobiles, certain other vehicles, certain aircraft, and property used entertainment, recreation, or amusement.) Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable. Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.) **24a** Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No (e) (b) (i) (h) Business Basis for depreciation Type of property (list Date placed Recovery Method/ Depreciation Flected section 179 investment use (business/investment vehicles first) Convention deduction in service cost percentage Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use. See instructions 26 Property used more than 50% in a qualified business use: % Property used 50% or less in a qualified business use: S/I -% S/L -% S/L -Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1. Add amounts in column (i), line 26. Enter here and on line 7, page 1 Section B - Information on Use of Vehicles Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles. (a) (c) Vehicle 2 Vehicle 1 Vehicle 3 Vehicle 4 Vehicle 5 Vehicle 6 Total business/investment miles driven during the year (don't include commuting miles) Total commuting miles driven during the year. 32 Total other personal (noncommuting) 33 Total miles driven during the year. Add lines 30 through 32 34 Was the vehicle available for personal Yes No Yes No Yes No Yes No Yes No Yes No use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? Is another vehicle available for personal Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons. See instructions. Yes No Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use? See instructions Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles. Part VI Amortization (e) (b) (c) (d) Amortization Date amortization Description of costs Code section Amortizable amount Amortization for this year period or begins percentage Amortization of costs that begins during your 2019 tax year (see instructions):

Form 4562 (2019)

43

44

Amortization of costs that began before your 2019 tax year

Total. Add amounts in column (f). See the instructions for where to report

2019 ROBERT W. WOODRUFF ARTS CENTER, INC. 58-0633971

#### **Description of Property**

GENERAL DEPRECIATION

#### DEPRECIATION

	Date laced in service	Unadjusted Cost or basis	Bus.	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LAND	20.1.00		100.000		rtoduotion	10526166.		шоргооншиот	tiiou			Oldoo	0.000	5.Apsss	uopi oolation
BUILDING			100.000			297893792.	142534600.	142534600.							
EQUIPMENT		31655086.	100.000			31655086.	21473929.	21473929.							
OTHER			100.000			10114569.	7,489,175.	7,489,175.							
							, , , , , , ,	,,							
Less: Retired Assets															
Subtotals		350189613.				350189613.	171497704.	171497704.							
Listed Property															
Less: Retired Assets												•		' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	
Subtotals															
TOTALS		350189613.				350189613.	171497704.	171497704.							
AMORTIZATION							1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2							1	
	Date	Cost						Ending Accumulated							
	laced in service	or basis					Accumulated	Accumulated amortization	Code	Life					Current-year amortization
Asset describitori	SCI VICE	Dasis					amortization	amoruzauon	Joue	LIIE					amortization
											_				
TOTALS															

\*Assets Retired

3370FZ 9242 4/6/2021

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**PUBLIC INSPECTION COPY** 

OMB No. 1545-1668

Department of the Treasury

Return of U.S. Persons With Respect to Certain Foreign Partnerships

Attach to your tax return.

Go to www.irs.gov/Form8865 for instructions and the latest information. Information furnished for the foreign partnership's tax year beginning 01/01/2019, and ending 12/31/2019

Attachment

Form **8865** (2019)

Name of person filling this return  ROBERT W. WOODRUFF ARTS CENTER, INC.    A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):   1
A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):  1
Enter's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$    Comparison of a consolidated group but not the parent, enter the following information about the parent:   Name
B Filer's tax year beginning 06/01/2019 and ending 05/31/2020 C Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$  D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:  Name  Address E Check if any excepted specified foreign financial assets are reported on this form. See instructions.  (1) Name  (2) Address (3) Identification number  (4) Check applicable box(es)  Category 1 Category 2 Constructions  (1) Name and address of foreign partnership  CDAR FUND X ENERGY B, L.P.  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  4 Date of organization of business activity code number or organization of pushess activity code number (See instructions)  (1) Name, address, and identification number of agent (if any) in the United States  United States  A Name and address of foreign partnership's agent in country of organization, if any CDAR, RENROY, BOLDINGS GP, LTD (SPERING) AND CORR, INV 10152  B FILE  A Name and address of foreign partnership's agent in country of organization, if any CDAR, RENROY, BOLDINGS GP, LTD (SPERING) AND CORR, INV 10152  B FILE  A Name and address of foreign partnership's agent in country of organization, if any CDAR, RENROY, BOLDINGS GP, LTD (SPERING) AND CORR, INV 10152
C Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$  If filer is a member of a consolidated group but not the parent, enter the following information about the parent:  Name  Address  E Check if any excepted specified foreign financial assets are reported on this form. See instructions.  (1) Name  (2) Address  (3) Identification number  (4) Check applicable box(es)  Category 1 Category 2 Constructive  Category 1 Category 2 Category  Category 1 Category 2 Constructive  Category 1 Category 2 Category  Category 1 Category 2
D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:  Name  Address  E Check if any excepted specified foreign financial assets are reported on this form. See instructions.  (1) Name  (2) Address  (3) Identification number  (4) Check applicable box(es)  Category 1 Category 2 Constructive owner.  (3) Identification number  (4) Check applicable box(es)  Category 1 Category 2 Constructive owner.  (4) Check applicable box(es)  Category 1 Category 2 Constructive owner.  (5) PARK FUND X ENERGY B, L.P.  2(a) EIN (if any)  98-1443740  2(b) Reference ID number (see instructions)  (6) Principal business activity code number organization.  98 Functional currency ISD  (1) Name, address, and identification number of agent (if any) in the United States  1 Name, address, and identification number of agent (if any) in the United States  2 Check if the foreign partnership must file:  EFILE  3 Name and address of foreign partnership's agent in country of organization, if any  Proved Energy FUNDENCS CP, LTD  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152
Name Address  E Check if any excepted specified foreign financial assets are reported on this form. See instructions.  F Information about certain other partners (see instructions)  (1) Name (2) Address (3) Identification number Category 1 Category 2 Constructive owner  (4) Check applicable box(es)  Category 1 Category 2 Constructive owner  Category 1 Category 2 Constructive owner  Category 2 Constructive owner  Category 1 Category 2 Constructive owner  Category 2 Construction  Category 2 Co
Address  E Check if any excepted specified foreign financial assets are reported on this form. See instructions.  F Information about certain other partners (see instructions)  (1) Name (2) Address (3) Identification number  (4) Check applicable box(es)  Category 1 Category 2 Constructive Owner  Category 1 Category 2 Constructive Owner  Category 1 Category 2 Constructive Owner  2(a) EIN (if any)  98-1443740  2(b) Reference ID number (see instructions)  4 Date of organization of pusiness activity code number organization of pusiness organization
E Check if any excepted specified foreign financial assets are reported on this form. See instructions.  F Information about certain other partners (see instructions)  (1) Name  (2) Address  (3) Identification number  (4) Check applicable box(es)  Category 1
Category   Constructive   Category   Category   Category   Category   Constructive   Category   Category   Category   Category   Constructive   Category   Category   Category   Constructive   Category   Cate
(1) Name (2) Address (3) Identification number (4) Check applicable box(es)  Category 1 Category 2 Constructive owner  Category 1 Category 2 Constructive  Category 1 Category 2 Constructions  To Paricipal business activity  INVESTMENTS  Ba Functional currency  Sa Functional currency  Sa Functional currency  INVESTMENTS  Sa Functional currency  Sa Functional currency  Sa Functional currency  Sa Functional currency  INVESTMENTS  Sa Functional currency  Sa Functional currency  Sa Functional currency  Sa Functional currency  INVESTMENTS  Sa Functional currency  Sa Functional currency  Sa Functional currency  INVESTMENTS  Sa Functional currency  Sa Functional currency  Sa Functional currency  INVESTMENTS  Sa Functional currency  Sa Functional currency  INVESTMENTS  Sa Functional currency  Sa Functional currency  INVESTMENTS  Sa Functional currency  Sa Functional currency  Sa Functional currency  INVESTMENTS  Sa Functional currency  S
(1) Name (2) Address (3) Identification number Category 1 Category 2 Constructive owner Category 1 Category 2 Constructive owner Category 1 Category 2 Constructive owner Category 2 Category 2 Constructive owner Category 2 Ca
G1 Name and address of foreign partnership  CD&R FUND X ENERGY B, L.P.  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  2(a) EIN (if any) 98-1443740 2(b) Reference ID number (see instructions)  1 Country under whose laws organized CJ  3 Country under whose laws organized CJ  1 Principal business activity code number activity Code number INVESTMENTS  1 Name, address, and identification number of agent (if any) in the United States  1 Name, address, and identification number of agent (if any) in the United States  2 Check if the foreign partnership must file:    Form 1042
CD&R FUND X ENERGY B, L.P.  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  4 Date of organization
CD&R FUND X ENERGY B, L.P.  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  4 Date of organization
CD&R FUND X ENERGY B, L.P.  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  4 Date of organization
2(b) Reference ID number (see instructions)  2(b) Reference ID number (see instructions)  2(c) Reference ID number (see instructions)  3 Country under whose laws organized CJ  4 Date of organization
2(b) Reference ID number (see instructions)  2(b) Reference ID number (see instructions)  2(c) Reference ID number (see instructions)  3 Country under whose laws organized CJ  4 Date of organization
4 Date of organization   5 Principal place of business activity code number   7 Principal business activity   1.00000000000000000000000000000000000
4 Date of organization  08/21/2018  CJ  5 Principal place of business activity code number  523900  H Provide the following information for the foreign partnership's tax year:  1 Name, address, and identification number of agent (if any) in the United States  3 Name and address of foreign partnership's agent in country of organization, if any CDER ENERGY HOLDINGS GP, LTD  3 Name and address of foreign partnership's agent in country of organization, if any CDER ENERGY HOLDINGS GP, LTD  NEW YORK, NY 10152  5 Principal business activity INVESTMENTS  7 Principal business activity INVESTMENTS  8 Functional currency USD  8 Exchange rate (see instructions)  1 .0000000000000  2 Check if the foreign partnership must file:  Form 1042  Form 8804  X Form 1065  Service Center where Form 1065 is filed:  EFILE  4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different CDER WATERWORKS HOLDINGS GP, LTD  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152
4 Date of organization 5 Principal place of business activity code number 5 23900  H Provide the following information for the foreign partnership's tax year:  1 Name, address, and identification number of agent (if any) in the United States  2 Check if the foreign partnership must file:  Form 1042  Service Center where Form 1065 is filed:  EFILE  3 Name and address of foreign partnership's agent in country of organization, if any CDER ENERGY HOLDINGS GP, LTD  NEW YORK, NY 10152  5 Principal business activity INVESTMENTS  7 Principal business activity INVESTMENTS  8 Functional currency USD  8 Dexchange rate (see instructions)  1 .000000000000  1 .000000000000000000
organization business activity code number 08/21/2018 CJ 523900 1.0000000000000000000000000000000000
1 Name, address, and identification number of agent (if any) in the United States  2 Check if the foreign partnership must file:  1 Name, address, and identification number of agent (if any) in the United States  2 Check if the foreign partnership must file:  5 Form 1042 Form 8804 Form 1065  5 Service Center where Form 1065 is filed:  6 FILE  3 Name and address of foreign partnership's agent in country of organization, if any  CDER ENERGY HOLDINGS GP, LTD  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  NEW YORK, NY 10152
H Provide the following information for the foreign partnership's tax year:  1 Name, address, and identification number of agent (if any) in the United States  2 Check if the foreign partnership must file:  Form 1042  Form 8804  X Form 1065  Service Center where Form 1065 is filed:  EFILE  3 Name and address of foreign partnership's agent in country of organization, if any  CD&R ENERGY HOLDINGS GP, LTD  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  NEW YORK, NY 10152
1 Name, address, and identification number of agent (if any) in the United States  2 Check if the foreign partnership must file:  Form 1042  Form 8804  X Form 1065  Service Center where Form 1065 is filed:  EFILE  3 Name and address of foreign partnership's agent in country of organization, if any  CD&R ENERGY HOLDINGS GP, LTD  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  NEW YORK, NY 10152
United States  Form 1042 Form 8804 X Form 1065 Service Center where Form 1065 is filed:  EFILE  Name and address of foreign partnership's agent in country of organization, if any CD&R ENERGY HOLDINGS GP, LTD ATS PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  Form 8804 X Form 1065  Service Center where Form 1065 is filed:  EFILE  4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different CD&R WATERWORKS HOLDINGS GP, LTD ATS PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152
Service Center where Form 1065 is filed:  EFILE  3 Name and address of foreign partnership's agent in country of organization, if any  CD&R ENERGY HOLDINGS GP, LTD  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  Form 1042  Form 1042  Form 1042  Form 1042  Form 1042  Form 1045  Service Center where Form 1065 is filed:  EFILE  4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different CD&R WATERWORKS HOLDINGS GP, LTD  375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152
The state of the s
3 Name and address of foreign partnership's agent in country of organization, if any CD&R ENERGY HOLDINGS GP, LTD 375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different CD&R WATERWORKS HOLDINGS GP, LTD 375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152
organization, if any CD&R ENERGY HOLDINGS GP, LTD 375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  foreign partnership, and the location of such books and records, if different CD&R WATERWORKS HOLDINGS GP, LTD 375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152
CD&R ENERGY HOLDINGS GP, LTD 375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152  CD&R WATERWORKS HOLDINGS GP, LTD 375 PARK AVENUE, 18TH FLOOR  NEW YORK, NY 10152
NEW YORK, NY 10152 NEW YORK, NY 10152
5 During the tay year, did the foreign partnership hay or accrue any interest or royalty for which the deduction is not
allowed under section 267A? See instructions  If "Yes," enter the total amount of the disallowed deductions  ▶
6 Is the partnership a section 721(c) partnership, as defined in Temporary Regulations section 1.721(c)-1T(b)(14)?
7 Were any special allocations made by the foreign partnership?
8 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions   ▶
9 How is this partnership classified under the law of the country in which it's organized?
10 a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a
separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b Yes X No.
b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Reg. 1.1503(d)-1
b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Reg. 1.1503(d)-1 (b)(5)(ii)? Yes No.
b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Reg. 1.1503(d)-1 (b)(5)(ii)? Yes No.

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

CD&R FUND X ENERGY B, L.P. 98-1443740 Form 8865 (2019) Page 2 Is the filer of this Form 8865 claiming a foreign-derived intangible income deduction (under section 250) with respect to 12 a X No any amounts listed on Schedule N? If "Yes," enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with or by the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) If "Yes," enter the amount of gross income derived from a license of property to or by the foreign partnership that the filer included in its computation of FDDEI If "Yes," enter the amount of gross income derived from services provided to or by the foreign partnership that the filer included in its computation of FDDEI Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in 13 the partnership or of receiving a distribution from the partnership 14 At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? X No Yes Were there any transfers of property or money within a 2-year period between the partnership and any of its partners 15 a that would require disclosure under Regs. 1.703-3 or 1.707-6? If "Yes," attach a statement identifying the transfers, the X No amount or value of each transfer, and an explanation of the tax treatment. See instructions for exceptions Did the partnership assume a liability or receive property subject to a liability where such liability was incurred by a partner within a 2-year period of transferring the property to the partnership? If "Yes," attach a statement identifying the property transferred, Χ the amount or value of each transfer, the debt assumed or taken by the partnership, and an explanation of the tax treatment Yes 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 general partner or limited liability company member) is based on all if You're Filing information of which preparer has any knowledge. This Form Separately and Not With Your Date Signature of general partner or limited liability company member Tax Return. PTIN Print/Type preparer's name Date **Paid** self-employed Preparer Firm's EIN ▶ Firm's name ▶ **Use Only** Firm's address Phone no. Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check Schedule A box b, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions. a X Owns a direct interest Owns a constructive interest Check if Check if Identification number (if any) Name Address foreign person partner Schedule A-1 Certain Partners of Foreign Partnership (see instructions) Check if Name Address Identification number (if any) foreign person Foreign Partners of Section 721(c) Partnership (see instructions) Schedule A-2 Country of organization (if any) U.S. taxpayer Percentage interest Check if related to U.S. transferor Name of foreign Address identification number partner Capital (if any) **Profits** % % % % Χ Does the partnership have any other foreign person as a direct partner? No Yes

Form **8865** (2019)

Total ordinary

income or loss

Check if

foreign

partnership

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a

Schedule A-3

Name

Address

direct interest or indirectly owns a 10% interest.

EIN (if any)

Page 3 Form 8865 (2019)

Sch	nedule B	Income Statement - Trade or Business Income *		
Cau	tion: Incl	ude <b>only</b> trade or business income and expenses on lines 1a through 22 below. See the in	struct	ions for more information.
	10 Cr	oss receipts or sales		
		300 :000   50	1c	
Ð		ss returns and allowances	2	
		st of goods sold	-	
Income		oss profit. Subtract line 2 from line 1c	3	
ၓၟ		dinary income (loss) from other partnerships, estates, and trusts (attach statement)	4	
=	<b>5</b> Ne	t farm profit (loss) (attach Schedule F (Form 1040))	5	
	<b>6</b> Ne	t gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6	
	7 Oth	ner income (loss) (attach statement)	7	
	8 To	tal income (loss). Combine lines 3 through 7	8	
<u>(s)</u>	<b>9</b> Sa	laries and wages (other than to partners) (less employment credits)	9	
fions		aranteed payments to partners	10	
nita		pairs and maintenance	11	
for limitations)		d debts	12	
JS fc		nt	13	
instructions		xes and licenses	14	
stru		erest (see instructions)	15	
.≅		preciation (if required, attach Form 4562)		
ees)	loa De	ss depreciation reported elsewhere on return	16c	
S			17	
.ō		pletion (Don't deduct oil and gas depletion.)	18	
걸		tirement plans, etc.		
Deductions		ployee benefit programs	19	
۵		her deductions (attach statement)	20	
		tal deductions. Add the amounts shown in the far right column for lines 9 through 20	21	
		dinary business income (loss) from trade or business activities. Subtract line 21 from line 8	22	
Ħ		served for future use	23	
ne		served for future use	24	
Payment		served for future use	25	
		served for future use	26	
and		served for future use	27	
		served for future use	28	
Тах		served for future use	29	
		served for future use	30	
Sc	hedule k			Total amount
	1	Ordinary business income (loss) (Schedule B, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement) . 3b		
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с	
<u></u>	4	payments: a Services 4a b Capital 4b		
Income (Loss)	С	Total. Add line 4a and line 4b	4c	
Ţ	5	Interest income	5	
ne	6	Dividends and dividend equivalents: a Ordinary dividends	6a	
ĕ		b Qualified dividends 6b		
<u>=</u>		c Dividend equivalents . 6c		
	7	Royalties	7	
	8	Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
	9 a	Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b	Collectibles (28%) gain (loss) 9b		
	С	Unrecaptured section 1250 gain (attach statement) 9c		
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type ▶	11	
ns	12	Section 179 deduction (attach Form 4562)	12	
tio	13 a	Contributions	13a	
ပ	b	Investment interest expense	13b	
ž	_			
Deductions	С	Section 59(e)(2) expenditures: (1) Type ►(2) Amount ► Other deductions (see instructions) Type ►	13c(2) 13d	

Page 4

Sch	edule K	Partners' Distributive	e Share Items (contin	ued)			Total amount	
. 5.	<u>∟</u> 14a	Net earnings (loss) from se	elf-employment			14a		
p g	b e	Gross farming or fishing in	come			14b		
Self- Employ-	E	Gross nonfarm income						
	15 a	Low-income housing credi						
	b	Low-income housing credi						
ŧ	С	Qualified rehabilitation exp				15c		
Credits	d	Other rental real estate cre				15d		
Ö	e	Other rental credits (see in		Type ▶		15e		
	f	Other credits (see instructi	one)	Tuno N		15f		
	16a					101		
	b	Name of country or U.S. po Gross income from all sour		16h				
	C	Gross income sourced at p						
S		Foreign gross income so				100		
<u>.</u>					m,	160		
덫	d	Reserved for future use				16e		
SS	f	Passive category			ich statement)	16h		
펼		Deductions allocated and			_	40:		
_	i		j			16j		
į	.	Deductions allocated and				40:		
Foreign Transactions	1	Reserved for future use ▶				161		
Œ.	m	Passive category		O Other (atta		160		
	р	Total foreign taxes (check						
	q	Reduction in taxes availab				16q		
	r	Other foreign tax informati						
" × °	ທ 17a	Post-1986 depreciation ad						
Alternative Minimum Tax	E b	Adjusted gain or loss						
	E C	Depletion (other than oil ar						
팔트	<u>=</u> d	Oil, gas, and geothermal p						
۶≣۶	<b>₹</b> e	Oil, gas, and geothermal p						
	T	Other AMT items (attach s						
o	18a	Tax-exempt interest incom						
ati	b	Other tax-exempt income						
٤	C	Nondeductible expenses.						
Other Information	19a	Distributions of cash and r						
Ξ	b							
he	20 a	Investment income		-				
ō	b	Investment expenses	200					
Sobo	edule L	Other items and amounts  Balance Sheets per E			answered "V	(OS ")		
SCIII	saule L	Dalance Sheets her E	Beginning		answered I		of tax year	
		Assets	(a)	(b)	(c)	Liid	(d)	
1	Cach		(u)	(6)	(0)		(α)	
		es and accounts receivable						
		vance for bad debts						
		S						
		rnment obligations						
		pt securities						
		rent assets (attach statement)						
		partners (or persons related to						
		and real estate loans						
		estments (attach statement)						
		and other depreciable assets						
	_	imulated depreciation.						
		e assets						
		imulated depletion						
		of any amortization)						
		assets (amortizable only)						
	_	imulated amortization						

orm	8865 (2019)							Page <b>5</b>
Scl	nedule L Balance Sheets per I	Books. (Not required if	ltem	H11,	page 1, is	answered "Yes.	") (conti	inued)
		Beginning of		ear		E	nd of tax	year
		(a)		(b)	)	(c)		(d)
3	Other assets (attach statement)							
4	Total assets							
	Liabilities and Capital							
5	Accounts payable							
6	Mortgages, notes, bonds payable in less than 1 year							
7	Other current liabilities (attach statement)							
8	All nonrecourse loans							
9 a	Loans from partners (or persons related to partners)							
b	Mortgages, notes, bonds payable in 1 year or more							
20	Other liabilities (attach statement)							
21	Partners' capital accounts							
22 Scl	Total liabilities and capital  nedule M Balance Sheets for	Interest Allocation						
CC	Balance Officets for	interest Anocation				(a)		(b)
					Bed	ginning of		End of
						ax year		tax year
1	Total U.S. assets							
2	Total foreign assets:							
а	Passive category							
b	General category							
	Other (attach statement)		<u> </u>					
Scl		ncome (Loss) per Bo	oks	With	Income	(Loss) per Ref	turn. (N	lot required if Item
	H11, page 1, is answe	red "Yes.")						
			6			d on books this		
1	Net income (loss) per books				-	included on		
2	Income included on Schedule K,					es 1 through 11		
	lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10,			(item	•			
	and 11 not recorded on books		а	ıax-	exempt inte	rest \$		
	this tax year (itemize):		7		ations inclu	ded on Schedule		
3	\$ Guaranteed payments (other		1			13d, and 16p not		
3	than health insurance)				_	book income this		
4	Expenses recorded on books				ear (itemize):	book income tins		
	this tax year not included on		а					
	Schedule K, lines 1 through			<b>-</b> 5 p.	- σοιαιίοι: φ _			
	13d, and 16p (itemize):							
а	Depreciation \$							
b	Travel and entertainment \$		8	Add	lines 6 and	7		
			9			Subtract line 8		
	Add lines 1 through 4	10 11 14 (1)		from	line 5			W/ W
Sc	nedule M-2 Analysis of Partner	s Capital Accounts. (N					swered	"Yes.")
1	Balance at beginning of tax year		6	Distr		Cash		
2	Capital contributed:		_			Property		
	<b>a</b> Cash		7	Othe	er decreases	s (itemize): \$		
_	<b>b</b> Property		1	-				
3	Net income (loss) per books		1					
4	Other increases (itemize): \$		0	Λ d d	lines 6 and	7		
			. 8 . 9			d of tax year.		
5	Add lines 1 through 4				ract line 8 fi			

Page 6 Form 8865 (2019)

#### Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities Schedule N

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for				
	technical, managerial,				
	engineering, construction, or				
	like services				
	Commissions paid				
	Rents, royalties, and license fees paid				
	Distributions paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
20	Amounts borrowed (enter the				
	maximum loan balance				
	during the tax year). See				
24	instructions				
<b>4</b> I	maximum loan balance				
	during the tax year). See				
	instructions				
_			1		- 0005

#### **SCHEDULE 0** (Form 8865) (Rev. December 2019)

# Transfer of Property to a Foreign Partnership (Under Section 6038B)

▶ Attach to Form 8865. See the Instructions for Form 8865. ▶ Go to www.irs.gov/Form8865 for instructions and the latest information. OMB No. 1545-1668

Department of the Treasury Internal Revenue Service			acn to Form 8865 v.irs.gov/Form886								
Name of transferor					Filer's iden	s identifying number					
CD&R X ENERGY	B, L.P.				58-063	58-0633971					
Name of foreign partnersh	nip			EIN (if an	y)	Reference ID number (see instructions)					
CD&R FUND X E	NERGY B,	L.P.		98-	1443740						
<b>b</b> If "Yes," was th	o)(14))? See i ne gain deferra	nstructions . I method appl	tnership (as defii ied to avoid the re I considered or a	cognition	of gain upon th	e contributi	on of prope	•	$\equiv$	Yes Yes	X No No
			as defined in R							Yes	X No
	rs Reportabl			sguiation	15 56011011 1.40	02-7 (C)( 1)				163	
Type of property	(a) Date of transfer	(b) Description property	(c)	I	(d) Cost or other basis	Rec	(e) overy period	(f) Section 7 allocation r		Gain re	(g) ecognized ransfer
Cash	12/31/2019		176	,047.							
Stock, notes receivable and payable, and other securities											
Inventory											
Tangible property used in trade or business											
Intangible property described in section 197(f)(9)											
Intangible property, other than intangible property described in section 197(f)(9)											
Other property											
Totals			176	5,047.							
Supplemental Infor	mation Requ	ired To Be F				fer	.928 %	(b) After the	e trans	fer	.937 %
(a) Type of	(b)  Date of riginal transfer	(c) Date of disposition	(d) Manner of disposition		<b>(e)</b> n recognized partnership	(f) Deprec recap recogn by partn	ture iized	(g) Gain allocat to partner		Depré recaptur	(h) eciation e allocated artner
2614 111	•		schedule subjec	•	•			. , . ,		Yes	X No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

# Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

► Go to www.irs.gov/Form8865 for instructions and the latest information. Information furnished for the foreign partnership's tax year beginning 01/01/2019 , and ending 12/31/2019

Attachment

Form **8865** (2019)

mtoma	TREVENIAG CONTICE	Degi	Tilling 01/0.	1/2017	, and chair	ig 12/31/	2017		Sequence N	10. 110
Name o	of person filing this	s return			Fil	ler's identific	ation numb	er		
ROBE	ERT W. WOO	DRUFF ARTS CE	ENTER, INC	•		58	8-063397	71		
Filer's a	address (if you are	en't filing this form with y	our tax return)	A Category	of filer (see Cat	egories of Filers	in the instru	ctions and check	applicable box(e	s)):
				1	2	3	X	4		
				<b>B</b> Filer's tax	year beginning	06/01	/2019	, and ending	05/31/	2020
C F	iler's share of lia	abilities: Nonrecourse	\$	Qualified no	nrecourse fin	ancing \$		Other \$		
D If	filer is a memb	er of a consolidated	group but not tl	he parent, enter	the following	information a	bout the par	ent:		
N	ame				Ell	N				
	ddress									
E C	heck if any exc	epted specified foreig	gn financial ass	ets are reported	on this form.	See instruction	ns			
F Ir	nformation abou	it certain other partne	ers (see instructi	ons)						
	(1) Na	ame		(2) Address		(3) Identifica	tion number		eck applicable bo	
	(1) 110			(2) / (441000		(c) raditino		Category 1	Category 2	Constructive owner
		ss of foreign partners	•	_				2(a) EIN (if a		
	-	LIER & RICE F	•	Р.				98-131		
		UE, 18TH FLOO	)R					2(b) Referenc	e ID number (see	e instructions)
NEW	YORK, NY	10152								
								1	der whose law	s organized
	ata af	E Dringing place of	. C Drim air	nal husimasa	7 Dringin	al husinasa	On Funct	CJ	Oh Evehene	
	ate of rganization	5 Principal place of business		oal business / code number	activity	al business		ional currency	8b Exchang (see inst	tructions)
٥.	7/01/2017	CJ	E 2.	3900	INVEST	MENTS	05 1	OOLLAR	·	
		wing information for t							1.000	0000000000
		and identification nur				if the foreign	nartnershin	must file:		
	nited States	and identification flat	inder of agent (ii	any) in the		form 1042		_	X Form 106	-
						Center where			<u></u> FOIII 100:	3
					EFI		1 01111 1000 13	ilicu.		
3 N	ame and addre	ss of foreign partners	ship's agent in c	ountry of			nerson(s) with	n custody of the bo	ooks and records	of the
0	rganization, if ar		omp o agont m o					n of such books a		
	S & CALDER D HOUSE, 113 S	OUTH CHURCH ST								
GEORGI CJ	ETOWN, GRAND C	AYMAN								
5	During the tex	year, did the foreigr	nortnorobin no	av or goorijo on	interest or r	ovalty for which	h the deduc	tion is not		
3		section 267A? See i		ay or accrue arry				tion is not	▶ Yes	X No
		the total amount of							<b>▶</b> \$	
6	,	ship a section 721(c)					1.721(c)-1T(	b)(14)?	Yes	X No
7		cial allocations made								
8		nber of Forms 8858,								
		oreign Branches (FBs							. ▶	
9		artnership classified (								
10 a	Does the filer	have an interest in t	he foreian nartr	nershin or an in	terest indirec	tly through the	foreign par	tnershin that's	а	
IVa		under Reg. 1.1503(c	• .	• •		, ,	• .	• •	4	
	•	10b	, , , , , .		•	•	. , . ,	. , . ,	. ► Yes	X No
b		the separate unit or								
									▶ Yes	No
11		tnership meet <b>both</b> of					)			
	1. The partner	rship's total receipts	for the tax year	were less than \$	3250,000.		l			
		of the partnership's to complete Schedules			year was less	than \$1 millio	n.		► Yes	X No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 8865 (2019) Page 2 12 a Is the filer of this Form 8865 claiming a foreign-derived intangible income deduction (under section 250) with respect to X No any amounts listed on Schedule N? If "Yes," enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with or by the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) If "Yes," enter the amount of gross income derived from a license of property to or by the foreign partnership that the filer included in its computation of FDDEI If "Yes," enter the amount of gross income derived from services provided to or by the foreign partnership that the filer included in its computation of FDDEI Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in 13 the partnership or of receiving a distribution from the partnership 14 At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? X No Yes Were there any transfers of property or money within a 2-year period between the partnership and any of its partners 15 a that would require disclosure under Regs. 1.703-3 or 1.707-6? If "Yes," attach a statement identifying the transfers, the X No amount or value of each transfer, and an explanation of the tax treatment. See instructions for exceptions Did the partnership assume a liability or receive property subject to a liability where such liability was incurred by a partner within a 2-year period of transferring the property to the partnership? If "Yes," attach a statement identifying the property transferred, Χ the amount or value of each transfer, the debt assumed or taken by the partnership, and an explanation of the tax treatment Yes 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 general partner or limited liability company member) is based on all if You're Filing information of which preparer has any knowledge. This Form Separately and Not With Your Date Signature of general partner or limited liability company member Tax Return. PTIN Print/Type preparer's name Date Check if **Paid** self-employed Preparer Firm's EIN ▶ Firm's name ▶ **Use Only** Firm's address Phone no. Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check Schedule A box b, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions. Owns a direct interest Owns a constructive interest Check if Check if Name Address Identification number (if any) foreign person partner Schedule A-1 Certain Partners of Foreign Partnership (see instructions) Check if Name Address Identification number (if any) foreign person Foreign Partners of Section 721(c) Partnership (see instructions) Schedule A-2 Country of organization (if any) U.S. taxpayer Percentage interest Check if related to U.S. transferor Name of foreign Address identification number partner Capital (if any) **Profits** % % % % Does the partnership have any other foreign person as a direct partner? No Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a Schedule A-3 direct interest or indirectly owns a 10% interest. Check if EIN (if any) Total ordinary Name Address foreign income or loss partnership ATTACHMENT 1

Form 8865 (2019) Page 3

Sch	Schedule B Income Statement - Trade or Business Income *								
Cau	tion:	Include only trade or business income and expenses on lines 1a through 22 below. See the in	struct	ions for more information.					
	10	Gross receipts or sales							
		Less returns and allowances	1c						
			2						
ø	2	Cost of goods sold							
鬞	3	Gross profit. Subtract line 2 from line 1c	3						
Income	4	Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4						
=	5	Net farm profit (loss) (attach Schedule F (Form 1040))	5						
	6	Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6						
	7	Other income (loss) (attach statement)	7						
_	8	Total income (loss). Combine lines 3 through 7	8						
ŝ	9	Salaries and wages (other than to partners) (less employment credits)	9						
tion	10	Guaranteed payments to partners	10						
mita	11	Repairs and maintenance	11						
instructions for limitations)	12	Bad debts.	12						
ns f	13	Rent	13						
cţi	14	Taxes and licenses	14						
stru	15	Interest (see instructions)	15						
E.		Depreciation (if required, attach Form 4562)							
ees)	iva h	Less depreciation reported elsewhere on return	16c						
S		Depletion ( <b>Don't</b> deduct oil and gas depletion.)	17						
<u>.</u>	17	· · · · · · · · · · · · · · · · · · ·	18						
Deductions	18	Retirement plans, etc.	19						
ē	19	Employee benefit programs	20						
	20	Other deductions (attach statement)							
-	21	<b>Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 20	21						
-	22	Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8							
せ	23	Reserved for future use	23						
Payment	24	Reserved for future use	24						
چ	25	Reserved for future use	25						
	26	Reserved for future use	26						
and	27	Reserved for future use	27						
a	28	Reserved for future use	28						
Тах	29	Reserved for future use	29						
$\blacksquare$	30	Reserved for future use	30						
Sc	hedı	le K Partners' Distributive Share Items		Total amount					
		1 Ordinary business income (loss) (Schedule B, line 22)	1						
		Net rental real estate income (loss) (attach Form 8825)	2						
	;	3a Other gross rental income (loss)							
		b Expenses from other rental activities (attach statement). 3b							
		c Other net rental income (loss). Subtract line 3b from line 3a	3с						
_		Guaranteed payments: a Services 4a b Capital 4b							
SS)		c Total. Add line 4a and line 4b	4c						
Income (Loss)		5 Interest income	5						
) e		6 Dividends and dividend equivalents: a Ordinary dividends	6a						
Ĕ		b Qualified dividends 6b							
ၓ		c Dividend equivalents 6c							
_	.	7 Royalties	7						
		8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8						
		Pa Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a						
	'	b Collectibles (28%) gain (loss)	эа						
			40						
	10		10						
	1		11						
'n	12	, , , , , , , , , , , , , , , , , , , ,	12						
χį	13	Ba Contributions	13a						
μ		b Investment interest expense	13b						
Deductions		c Section 59(e)(2) expenditures: (1) Type ►(2) Amount ►							
		d Other deductions (see instructions) Type ▶	13d						

Sch	edule K	Partners' Distributiv	e Share Items (contin	nued)			Total amoun	t
. 5,	14a	Net earnings (loss) from s	elf-employment			14a		
Self- mploy	d en	Gross farming or fishing in						
Self- Employ-	E c	Gross nonfarm income						
	15a	Low-income housing credi						
		=						
ts		Low-income housing credi						
Credits	C	Qualified rehabilitation exp	enditures (rental real e	state) (attach Form 3468	5)			
Ö	d	Other rental real estate cr	edits (see instructions)	Type ►		15d		
	е	Other rental credits (see in		Type ▶		15e		
	f	Other credits (see instruct		Type ▶		15f		
	16a	Name of country or U.S. po	ossession >					
	b	Gross income from all sou	rces			16b		
	С	Gross income sourced at	partner level			16c		
Su		Foreign gross income so	urced at partnership lev	/el				
흕	d	Reserved for future use ▶	(	Foreign branch catego	ry ▶	16e		
Foreign Transactions	f	Passive category ▶						
II S		Deductions allocated and			, ,			
<u>a</u>	i			Other	•	16j		
_		Deductions allocated and				.0,		
<u>9</u> .	l-					161		
ō						161		
ш	m	Passive category ▶						
	р	Total foreign taxes (check						
	q	Reduction in taxes availab		ement)		16q		
	r	Other foreign tax informat						
×	17a	Post-1986 depreciation ad	ljustment			17a		
Alternative Minimum Tax	Ë b	Adjusted gain or loss				17b		
at In	9 c	Depletion (other than oil a		17c				
E E	E d	Oil, gas, and geothermal p		17d				
¥ [ ]	≧ e	Oil, gas, and geothermal	properties - deductions			17e		
≥.	- f	Other AMT items (attach s						
	18a	Tax-exempt interest incom						
<u>ō</u>	b	Other tax-exempt income						
Jat	C	Nondeductible expenses.						
Ę	19a	Distributions of cash and r						
JĘC	b	Distributions of other prop		-				
Other Information	20 a	Investment income		-				
he								
ŏ		Investment expenses				20b		
<u> </u>		Other items and amounts				( ")		
Sch	edule L	Balance Sheets per E	· · · · · · · · · · · · · · · · · · ·		answered "Y			
				of tax year		End of	tax year	
		Assets	(a)	(b)	(c)		(d)	
1	Cash							
2 a	Trade note	es and accounts receivable.						
b	Less allow	ance for bad debts						
3	Inventories	·						
4	U.S. gover	nment obligations						
5	Tax-exemp	ot securities						
6	Other curr	ent assets (attach statement)						
		partners (or persons related to						
		and real estate loans						
		estments (attach statement)						
		and other depreciable assets						
	_							
		mulated depreciation						
	•	assets						
		mulated depletion						
		of any amortization)						
	_	assets (amortizable only) .						
1-	Lace accu	mulated amortization	İ	I			1	

Schedule L		ks. (Not require	d if Item H11,	page 1, is answered "Yes	s.") (continued)
	·		ng of tax year		End of tax year
		(a)	(b	) (c)	(d)
3 Other ass	sets (attach statement)				
	ets				
	iabilities and Capital				
	payable				
_	notes, bonds payable in less than 1 year				
	rent liabilities (attach statement)				
	course loans				
	partners (or persons related to partners)				
	notes, bonds payable in 1 year or more				
	oilities (attach statement)				
	capital accounts				
	ilities and capital				
Schedule M		erest Allocation	•	•	
				(a)	(b)
				Beginning of	End of
				tax year	tax year
1 Total U.S	assets				
	eign assets:				
	category				
	category				
c Other (at	ttach statement)				
Schedule M	-1 Reconciliation of Inco	me (Loss) per	Books With	n Income (Loss) per Re	eturn. (Not required if Ite
	H11, page 1, is answered	"Yes.")			
			6 Inco	me recorded on books this	3
1 Net inco	me (loss) per books			year not included or	
	included on Schedule K,			edule K, lines 1 through 11	
	2, 3c, 5, 6a, 7, 8, 9a, 10,			nize):	
	not recorded on books		,	exempt interest \$	
	rear (itemize):		a rax-	exempt interest $\psi$	-
,	real (herrize).		7 Dedu	uctions included on Schedule	
	eed payments (other			nes 1 through 13d, and 16p no	
	Ith insurance)			ged against book income this	
	s recorded on books			ged against book income this ear (itemize):	
•	year not included on		-	reciation \$	
	e K, lines 1 through		a Dep		-
	I 16p (itemize):				-
<b>a</b> Deprecia					-
•	nd entertainment \$		δ V44	lines 6 and 7	
v Havelal	Ta chiertainiiieiii ψ		-	me (loss). Subtract line 8	
5 Add lines	s 1 through 4			line 5	
	-2 Analysis of Partners' C	apital Accounts	. (Not require	ed if Item H11, page 1, is a	nswered "Yes.")
		aprila / lood and		ributions: <b>a</b> Cash	·
	at beginning of tax year		6 Disti		
2 Capital o	contributed:		7 0"	<b>b</b> Property	
	<b>a</b> Cash		<b>7</b> Othe	er decreases (itemize): \$	-
			-		-
	me (loss) per books		-		-
4 Other inc	creases (itemize): \$				-
				lines 6 and 7	
<b>.</b>	4 41			ince at end of tax year	
Add lines	s 1 through 4		l Subi	tract line 8 from line 5	

Form 8865 (2019) Page 6

### Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities Schedule N

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

liai	ansaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).									
	Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)					
1	Sales of inventory									
	Sales of property rights									
_	(patents, trademarks, etc.)									
3	Compensation received for technical, managerial, engineering, construction, or like services									
4	Commissions received									
5	Rents, royalties, and license fees received									
6	Distributions received									
7	Interest received									
8	Other									
0	Add lines 1 through 8									
_9	Add lines i tillough 6									
10	Purchases of inventory									
11	Purchases of tangible property									
	other than inventory									
12	Purchases of property rights (patents, trademarks, etc.)									
13	Compensation paid for									
	technical, managerial,									
	engineering, construction, or									
	like services									
14	Commissions paid									
15	Rents, royalties, and license fees paid									
16	Distributions paid									
17	Interest paid									
18	Other									
	Add lines 10 through 18									
20	Amounts borrowed (enter the									
	maximum loan balance									
	during the tax year). See									
24	instructions (onter the									
<b>2</b> 1	Amounts loaned (enter the maximum loan balance									
	maximum loan balance during the tax year). See									
	instructions									
_	monuciono		I		Form <b>8865</b> (2019)					

### **SCHEDULE 0** (Form 8865) (Rev. December 2019)

Transfer of Property to a Foreign Partnership (Under Section 6038B)

▶ Attach to Form 8865. See the Instructions for Form 8865.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service			v.irs.gov/Form886									
Name of transferor							Filer's iden	tifying numb	er			
CD&R FUND X L	P						58-06	33971				
Name of foreign partners	hip			EIN (if any)			Reference	ID number (s	ee ins	tructions)		
CLAYTON, DUBI					319473							
1a Is the partne	-											
, , ,	, , , ,								$\vdash$	Yes		No
	-		ied to avoid the re	-	•			-		Yes	X	No
			considered or a as defined in Re							Yes	Х	No
	ers Reportabl			zgulations	SECTION 1.40	52-7 (C)( T)				162	Λ	110
Tare Transic					(-1)		(2)	(6)			(m)	—
Type of property	(a) Date of transfer	<b>(b)</b> Description property	of Fair market on date of tra		(d) Cost or other basis	Rec	(e) overy period	(f) Section 7 allocation r		Gain r	(g) ecognized transfer	t
Cash	12/31/2019		687	,665.								
Stock, notes												
receivable and												
payable, and other securities												—
												—
												—
Inventory												—
												—
Tangible												
property												
used in trade or business												
Intangible												
property described in												—
section 197(f)(9)												—
Internal blancaparty												—
Intangible property, other than intangible												
property described												
in section 197(f)(9)												
Other												
property												
<del></del>												—
Totals  3 Enter the train	neferor's pero	entage inter	est in the partner	7,665.	fore the trans	for 5	739 %	(b) After the	o tranc	for	5.502	0/-
Supplemental Info						161 ~	7. 737 70	(b) Aiter tile	c ii ai is	101	3.302	
			(	,								
Part    Disposi	tions Report	able Under S	Section 6038B							1		
(a)	(b)	(c)	(d)		(e)	(f) Deprec	iation	(g)			(h) reciation	
Type of property c	Date of riginal transfer	Date of disposition	Manner of disposition		recognized artnership	recapi recogn	ized	Gain allocat to partner		recaptu	re allocate	ed
,	-	•	· .	+	<u>'</u>	by partn	ership	· ·		top	partner	
				+								—
				+								
				+								
Bort III Is any t	ransfer repor	ted on this	schedule subjec	t to gain r	ecognition	under se	ction 904	(f)(3) or		'		
Part III section	904(f)(5)(F)?	<u> </u>	<u> </u>	<u></u>						Yes	X	No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

58-0633971

ATTACHMENT 1

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-3 - AFFILIATION SCHEDULE				TOTAL ORDINARY	FOR
NAME	ADDRESS		ID NUMBER	INCOME OR LOSS	PSHP
CD&R AG HOLDINGS, LP	375 PARK AVENUE, 18TH FLOOR NEW YORK	NY 10152	98-1413550		Х
CD&R BLOSSOM HOLDINGS, LP	375 PARK AVENUE, 18TH FLOOR NEW YORK	NY 10152	98-1397788		X
CD&R HYDRA HOLDINGS, LP	375 PARK AVENUE, 18TH FLOOR NEW YORK	NY 10152	98-1395909		Х
CD&R NOMAD HOLDINGS LP	375 PARK AVENUE, 18TH FLOOR NEW YORK	NY 10152	98-1435310		Х
CD&R PISCES HOLDINGS LP	375 PARK AVENUE, 18TH FLOOR NEW YORK	NY 10152	98-1408846		Х

58-0633971 ATTACHMENT 1 (CONT'D)

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-3 - AFFILIATION SCHEDULE			TOTAL ORDINARY	FOR
NAME	ADDRESS	ID NUMBER	INCOME OR LOSS	PSHP
CD&R SDC HOLDINGS LP	375 PARK AVENUE, 18TH FLOOR NEW YORK NY 10152	83-4164336		
CD&R DOCK HOLDINGS, LP	375 PARK AVENUE, 18TH FLOOR NEW YORK NY 10152	98-1454328		Х
CD&R GRANITE HOLDINGS, LP	375 PARK AVENUE, 18TH FLOOR NEW YORK NY 10152	98-1423546		Х
CD&R LOTUS HOLDINGS, LP	375 PARK AVENUE, 18TH FLOOR NEW YORK NY 10152	98-1519941		Х
CD&R MARINER HOLDINGS, LP	375 PARK AVENUE, 18TH FLOOR NEW YORK NY 10152	98-1486163		X

ROBERT W. WOODRUFF ARTS CENTER, INC. CLAYTON, DUBILIER & RICE FUND X, L.P.

58-0633971 ATTACHMENT 1 (CONT'D)

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-3 - AFFILIATION SCHEDULE						
					TOTAL ORDINARY	FOR
NAME	ADDRESS			ID NUMBER	INCOME OR LOSS	PSHP
CD&R PHOENIX HOLDINGS, LP	375 PARK AVENUE, 18TH FLOOR			98-1511706		Х
	NEW YORK	NY	10152			

# Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year inning 01/01/2019 , and ending 12/31/2019beginning 01/01/2019

Attachment Sequence No. 118

Name of person filing this return					Filer's identification number					
ROBE	RT W. WOO	DRUFF ARTS C	ENTER, IN	C.		5	8-063397	71		
Filer's a	ddress (if you are	en't filing this form with	your tax return)	A Category	of filer (see Ca	tegories of Filer	<b>s</b> in the instru	ctions and check	applicable box(es	s)):
				1	2	3	X	4		
				<b>B</b> Filer's tax	k year beginnin	9 06/0	1/2019	, and ending	05/31/	2020
<b>C</b> Fi	ler's share of lia	abilities: Nonrecourse	e \$	Qualified no	onrecourse fi	nancing \$		Other \$		
D If	filer is a memb	er of a consolidated	d group but not	the parent, enter	r the followin	g information a	about the par	ent:		
N	ame				E	IN				
	ddress									
E C	heck if any exce	epted specified fore	ign financial as	sets are reported	on this form.	See instructio	ns			
F In	formation abou	t certain other partr	ers (see instruc	tions)						
	<b>(1)</b> Na	ıme		(2) Address	ress (3) Identi		ation number	(4) Che	eck applicable bo	
(1)			(=) / (a a . 5 5 5	/ Natioss			Category 1	Category 2	Constructive owner	
			1.					0( ) FINI ('5		
		ss of foreign partner	snip					2(a) EIN (if ar	• •	
		FUND A, LP	יים מעדם	110				98-135		· in atmostic a a \
	ERSON, NV	E TERMINAL D 89052	KIVE, SIE	110				Z(b) Reference	e ID number (see	instructions)
עאומוו	ERSON, IV	00002						3 Country un	der whose law	s organized
								CJ	dei wiiose iaw	3 Organized
<b>4</b> D	ate of	5 Principal place	of 6 Princ	ipal business	7 Princi	pal business	8a Funct	ional currency	8b Exchang	ie rate
	ganization	business		ty code number	activit	y		OOLLAR		ructions)
06	5/05/2017	CJ	52	23900	TNVE	STING			1.000	000000000
		ung information for	the foreign pa	tnership's tax yea	r:					
1 N	ame, address, a	and identification nu	umber of agent (	if any) in the	2 Check	if the foreigr	partnership	must file:		
U	nited States					Form 1042	For	m 8804	X Form 106	5
					Servic	e Center where	Form 1065 is	filed:		
					EF	LE				
		ss of foreign partne	rship's agent in	country of				custody of the bo		
Or MAPLES	ganization, if ar CORPORATE SE	<b>ly</b> RVICES LIMITED			loreign	parmersnip, a	nd the location	n of such books ar	na recoras, ii aille	erent
	: 309, UGLAND : CAYMAN, CAYMAI									
	1-1104									
5	During the tax	year, did the foreig	ın partnership ı	oay or accrue an	y interest or	royalty for whi	ch the deduc	tion is not		
		section 267A? See	<del>-</del>						Yes	X No
		the total amount of							. • \$	37
6		ship a section 721(			-				Yes	X No
7	, ,	cial allocations mad	, ,	· · ·					Yes Yes	X No
8		ber of Forms 8858							_	
9		oreign Branches (FB artnership classified							. –	
				•	_					
10 a		have an interest in under Reg. 1.1503(	0 1	1 /		, ,	0 1	1 /	а	
	•	10b	. , , , , .		•	•	` , ` ,	. , . ,	Yes	X No
b		the separate unit o							. ,	
b								- , ,	Yes	No
11		nership meet <b>both</b> c					```		. ,	
		rship's total receipts	-	•	\$250,000.					
	•	of the partnership's	•			s than \$1 millio	on.		► Yes	X No
		complete Schedule								
For Pri	vacy Act and F	Paperwork Reducti	on Act Notice,	see the separate	instructions.				Form 8	<b>865</b> (2019)

DIGITAL ALPHA FUND A, LP 98-1350432 Form 8865 (2019) Page 2 12 a Is the filer of this Form 8865 claiming a foreign-derived intangible income deduction (under section 250) with respect to X No any amounts listed on Schedule N? If "Yes," enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with or by the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) If "Yes," enter the amount of gross income derived from a license of property to or by the foreign partnership that the filer included in its computation of FDDEI If "Yes," enter the amount of gross income derived from services provided to or by the foreign partnership that the filer included in its computation of FDDEI Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in 13 the partnership or of receiving a distribution from the partnership 14 At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? X No Yes Were there any transfers of property or money within a 2-year period between the partnership and any of its partners 15 a that would require disclosure under Regs. 1.703-3 or 1.707-6? If "Yes," attach a statement identifying the transfers, the X No amount or value of each transfer, and an explanation of the tax treatment. See instructions for exceptions Did the partnership assume a liability or receive property subject to a liability where such liability was incurred by a partner within a 2-year period of transferring the property to the partnership? If "Yes," attach a statement identifying the property transferred, Χ the amount or value of each transfer, the debt assumed or taken by the partnership, and an explanation of the tax treatment . . . . Yes 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 general partner or limited liability company member) is based on all if You're Filing information of which preparer has any knowledge. This Form Separately and Not With Your Date Signature of general partner or limited liability company member Tax Return. PTIN Print/Type preparer's name Date **Paid** self-employed Preparer Firm's EIN ▶ Firm's name ▶ **Use Only** Firm's address Phone no. Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check Schedule A box b, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions. a X Owns a direct interest Owns a constructive interest Check if Check if Identification number (if any) Name Address foreign person partner Schedule A-1 Certain Partners of Foreign Partnership (see instructions) Check if Name Address Identification number (if any) foreign person Foreign Partners of Section 721(c) Partnership (see instructions) Schedule A-2 Country of organization (if any) U.S. taxpayer Percentage interest Check if related to U.S. transferor Name of foreign Address identification number partner Capital (if any) **Profits** % % % % Does the partnership have any other foreign person as a direct partner? No Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a Schedule A-3 direct interest or indirectly owns a 10% interest. Check if EIN (if any) Total ordinary Name Address foreign

Form **8865** (2019)

partnership

income or loss

Form 8865 (2019) Page 3

Sch	nedule E	Income Statement - Trade or Business Income *		•
Cau	tion: Inc	lude <b>only</b> trade or business income and expenses on lines 1a through 22 below. See the in	struct	ions for more information.
	<b>1a</b> Gr	oss receipts or sales		
		ss returns and allowances	1c	
		ost of goods sold	2	
ne		oss profit. Subtract line 2 from line 1c	3	
Income		dinary income (loss) from other partnerships, estates, and trusts (attach statement). *	4	
<u>=</u>		et farm profit (loss) (attach Schedule F (Form 1040)).	5	
		et gain (loss) from Form 4797, Part II, line 17 (attach Form 4797).	6	
		her income (loss) (attach statement)	7	
		tal income (loss). Combine lines 3 through 7	8	
<u></u>		laries and wages (other than to partners) (less employment credits)	9	
tions		uaranteed payments to partners	10	
nita		epairs and maintenance	11	
(see instructions for limitations)		id debts	12	
ns f		ent	13	
rctio		xes and licenses	14	
ıstrı	<b>15</b> Int	erest (see instructions)	15	
ee .	<b>16a</b> De	epreciation (if required, attach Form 4562)		
(S)	<b>b</b> Le	ss depreciation reported elsewhere on return	16c	
š		epletion ( <b>Don't</b> deduct oil and gas depletion.)	17	
ij	<b>18</b> Re	etirement plans, etc	18	
Deductions	<b>19</b> Er	nployee benefit programs	19	
۵		her deductions (attach statement)	20	
$\Box$		tal deductions. Add the amounts shown in the far right column for lines 9 through 20	21	
$\overline{}$		dinary business income (loss) from trade or business activities. Subtract line 21 from line 8	22	
Ħ		eserved for future use	23	
Payment		eserved for future use	24	
a		eserved for future use	25	
		eserved for future use	26	
and		eserved for future use	27	
Тах		eserved for future use	28 29	
ï		eserved for future use	30	
Sc	hedule		30	Total amount
	1	Ordinary business income (loss) (Schedule B, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement). 3b		
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с	
	4	Guaranteed payments: a Services 4a b Capital 4b		
SSC	С	Total. Add line 4a and line 4b	4c	
Ę	5	Interest income	5	
Income (Loss)	6	Dividends and dividend equivalents: a Ordinary dividends	6a	
Ö		b Qualified dividends 6b		
2	_	c Dividend equivalents . 6c		
	7	Royalties	7	
	8	Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8 9a	
	9a b		эа	
	C			
	10	Unrecaptured section 1250 gain (attach statement)   9c    Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (see instructions) Type ▶	11	
2	12	Section 179 deduction (attach Form 4562)	12	
io	13 a	Contributions	13a	
nct	b	Investment interest expense	13b	
Deductions	С	Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
Ω	d	Other deductions (see instructions) Type ▶	13d	

Page **4** 

Sch	edule K	Partners' Distributiv	e Share Items (contin	ued)			Total amount	
٠ ۾ .	_ 14a	Net earnings (loss) from s	elf-employment			14a		
를 달	b e	Gross farming or fishing in	come			14b		
Self- Employ-	E c	Gross nonfarm income						
		Low-income housing credi						
	<b>I</b>	Low-income housing credi				-		
ij	C	Qualified rehabilitation exp				-		
Credits	d	Other rental real estate cr				15d		
ū	e	Other rental credits (see in		T		15e		
	f	Other credits (see instructi	one)	Type		15f		
						131		
	b	Name of country or U.S. po Gross income from all sou				16h		
	1							
S	С	Gross income sourced at				16c		
Foreign Transactions		Foreign gross income so				40		
달	d	Reserved for future use ▶	6	Foreign branch catego	ry <b>&gt;</b>	16e		
Sa	f	Passive category			ich statement)	16h		
ā		Deductions allocated and						
Ė	i			Other		16j		
<u>.</u>		Deductions allocated and						
<u>S</u>	k	Reserved for future use ▶				16I		
й	m	Passive category		O Other (atta		160		
	р	Total foreign taxes (check						
	q	Reduction in taxes availab	le for credit (attach state	ement)		16q		
	r	Other foreign tax informati	on (attach statement)					
×	17a	Post-1986 depreciation ad	ljustment			17a		
Za	Ĕ b	Adjusted gain or loss				17b		
בן בן <u>ד</u>	≌ c	Depletion (other than oil a		17c				
Alternative Minimum Tax	d	Oil, gas, and geothermal p		17d				
¥ E S	≧ e	Oil, gas, and geothermal p						
≥`	_ f	Other AMT items (attach s						
	18a	Tax-exempt interest incom						
.፬		Other tax-exempt income						
٦at		Nondeductible expenses.						
Ž		Distributions of cash and r						
ī		Distributions of other prop						
Other Information		Investment income						
ţ		Investment expenses						
0	c	Other items and amounts				200		
Sch	edule L	Balance Sheets per E				es ")		
			· · · · · · · · · · · · · · · · · · ·	of tax year			tax year	
		Assets	(a)	(b)	(c)		(d)	
1	Cach		(α)	(8)	(0)		(u)	
		es and accounts receivable						
	•	nment obligations						
	•	ot securities						
		rent assets (attach statement)						
		eartners (or persons related to						
		and real estate loans						
		estments (attach statement)						
	_	and other depreciable assets						
		mulated depreciation.						
10 a	Depletable	assets						
b	Less accu	mulated depletion						
11	Land (net	of any amortization)						
12 a	Intangible	assets (amortizable only)						
b	Less accu	mulated amortization						

Schedule L Balance Sheets per				, ,
		nning of tax year		End of tax year
	(a)	(b)	(c)	(d)
3 Other assets (attach statement)				
4 Total assets				
Liabilities and Capital				
<b>5</b> Accounts payable				
6 Mortgages, notes, bonds payable in less than 1 year				
7 Other current liabilities (attach statement)				
8 All nonrecourse loans				
<b>9 a</b> Loans from partners (or persons related to partners)				
<b>b</b> Mortgages, notes, bonds payable in 1 year or more				
Other liabilities (attach statement)				
1 Partners' capital accounts				
2 Total liabilities and capital				
Schedule M Balance Sheets fo	r Interest Allocation	on		
			(a)	(b)
			Beginning of	End of
			tax year	tax year
Total U.S. assets				
2 Total foreign assets:				
a Passive category				
<b>b</b> General category				
c Other (attach statement)				
Schoolule M.4. Percenciliation of				
		er Books With	Income (Loss) per R	<b>eturn.</b> (Not required if Ite
H11, page 1, is answ		er Books With	Income (Loss) per R	eturn. (Not required if Ite
		er Books With	n Income (Loss) per Rome me recorded on books this	· · ·
H11, page 1, is answ		er Books With		S
H11, page 1, is answer		er Books With  6 Incor	me recorded on books this	s n
H11, page 1, is answi		er Books With  6 Incor	me recorded on books this year not included or edule K, lines 1 through 1	s n
H11, page 1, is answer  Net income (loss) per books Income included on Schedule K,		6 Incortax Sche	me recorded on books this year not included or edule K, lines 1 through 1	s n
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Form 8865 (2019) Page 6

### Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities Schedule N

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	isaction that occurred between th	o foreign partifership and	(b) Any domestic	(c) Any other foreign	(d) Any U.S. person with a
	Transactions of foreign partnership	(a) U.S. person filing this return	corporation or partnership controlling or controlled by the U.S. person filing this return	corporation or partnership controlling or controlled by the U.S. person filing this return	10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
4	Salos of inventory				
	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6					
7	Interest received				
8	Other				
•	Add lines 1 through 9				
	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for				
	technical, managerial,				
	engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid				
17					
18	Other				
<u>19</u>	Add lines 10 through 18				
20	Amounts borrowed (enter the				
	maximum loan balance				
	during the tax year). See				
24	instructions (onter the				
∠1	Amounts loaned (enter the maximum loan balance				
	during the tax year). See				
	instructions				
_	mondonor 1 1 1 1 1 1 1 1 1 1 1		1	l	Form <b>8865</b> (2019)

### **SCHEDULE 0** (Form 8865) (Rev. December 2019)

Transfer of Property to a Foreign Partnership (Under Section 6038B)

▶ Attach to Form 8865. See the Instructions for Form 8865.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service		Go to www.irs			e instructions t tructions and tl						
Name of transferor							Filer's ident	ifying numbe	er		<del></del> -
DIGITAL ALPHA	A FUND A,	LP					58-063	3971			
Name of foreign partners	ship			EIN (if a	ny)		Reference I	D number (se	ee instr	uctions)	
DIGITAL ALPHA	A FUND A,	LP		98-	-1350432						
<ul><li>b If "Yes," was to</li><li>2 Was any inta</li><li>time thereaft</li></ul>	(b)(14))? See i the gain deferra ngible propert ter, a platform	nstructions I method applied y transferred co contribution as	to avoid the reconsidered or a defined in Re	cognitior inticipat	of gain upon the	e contributi time of th	on of proper e transfer	or at any	Y	'es 'es 'es	X No X No
Part I Transfe	ers Reportabl	e Under Section	n 6038B					1			
Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	(c) Fair market on date of tra		(d) Cost or other basis	Rec	(e) overy period	(f) Section 7 allocation n		Gain re	(g) ecognized ransfer
Cash	12/31/2019		1,076	634.							
Stock, notes receivable and payable, and other securities											
Inventory											
Tangible property used in trade or business											
Intangible property described in section 197(f)(9)											
Intangible property, other than intangible property described in section 197(f)(9)											
Other property											
Totals			1.076	,634.							
3 Enter the tra		entage interest iired To Be Rep	in the partner	ship: (a)		fer 2	.530 % (	(b) After the	e transfe	er :	2.260 %
Part    Dispos	itions Report	able Under Sec	tion 6038B								
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition		<b>(e)</b> ain recognized y partnership	(f) Deprec recapi recogn by partn	ation ure ized	(g) Gain allocate to partner		Depr recaptur	(h) reciation re allocated partner
2614 211	-	ted on this sch	-	•	•		•	· / ` /		'es	X No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Form **8865** 

# Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year beginning 01/01/2019 , and ending 12/31/2019

Attachment

Form **8865** (2019)

IIICOIIIGI	Trovellad Colvide	Degiiiiii	ig 01/01/2017	, and chain	g <u>1</u> 2/31/	2017		Sequence iv	10. <b>1 1 0</b>
Name o	of person filing this	return		File	er's identific	ation numbe	er		
ROBE	RT W. WOO	DRUFF ARTS CENT	ER, INC.		58	-063397	71		
Filer's a	address (if you are	en't filing this form with your ta	ax return) A Category	of filer (see Cate	egories of Filers	in the instru	ctions and check	applicable box(es	s)):
			1	2	3	X	4		
			B Filer's tax	year beginning	06/01	/2019	, and ending	05/31/	2020
C F	iler's share of lia	abilities: Nonrecourse \$		nrecourse fina		.,	Other \$	00,01,	
			p but not the parent, enter			bout the par			
	ame	<u> </u>	<del>                                      </del>	EIN					
	ddress				•				
		ented specified foreign fi	nancial assets are reported	on this form S	See instruction	ie			
		it certain other partners (s		011 11110 101111. 0					
- "	normation abou	it certain other partiers (s	occ manachona)				(4) Cho	ck applicable bo	v(oc)
	<b>(1)</b> Na	ime	(2) Address		(3) Identifica	tion number	Category 1	Category 2	Constructive
							Category	Category 2	owner
							24 > FINI ('f	`	
		ss of foreign partnership					2(a) EIN (if ar		
	STAR III						98-147		
	-	AFALGAR COURT					2(b) Reference	e ID number (see	instructions)
		ST. PETER PORT							
GK, GY1 3PP							1	der whose law	s organized
		T	1	T			GK	T	
	ate of rganization	5 Principal place of business	6 Principal business activity code number	7 Principal activity	al business		ional currency	8b Exchang	ge rate tructions)
	•	Dubiness		PORTF	OLIO	I	EUR	(500 1130	i dollorio)
	3/03/2017	TIVESIMENT					0.893	3220000000	
			oreign partnership's tax yea						
		and identification number	of agent (if any) in the	2 Check i	if the foreign	partnership	must file:		
U	nited States			F	orm 1042	For	m 8804	X Form 106	5
				Service	Center where	Form 1065 is	filed:		
		ss of foreign partnerships	s agent in country of	4 Name ar	nd address of	person(s) with	n custody of the bo	ooks and records	of the
LAKEST	rganization, if ar FAR III (G.P.)	ny LIMITED		AZTEC FIÑAN	CIAL SERVIC	ES (GUERNS	EY) LIMITED	ia recoras, ii ailie	Heni
EAST V	VING, TRAFALGA ANQUES, ST. PE	R COURT		EAST WING,					
GK, GY		IBR FORI		GK, GY1 3PP	, or. reink	101(1			
5	During the tax	year, did the foreign par	tnership pay or accrue any	/ interest or ro	yalty for whic	h the deduc	tion is not		
		section 267A? See instru						▶ Yes	X No
	If "Yes," enter	the total amount of the	disallowed deductions					▶ \$	
6	Is the partners	ship a section 721(c) par	tnership, as defined in Tem	porary Regulat	tions section 1	1.721(c)-1T(	(b)(14)?	Yes	X No
7	Were any spe	cial allocations made by t	he foreign partnership?					► X Yes	No
8			rmation Return of U.S. Pers						
_			ached to this return. See ins					<b>•</b>	
9			r the law of the country in v						
100			oreign partnership, or an in	_					
10 a			b)(4) or part of a combined		, ,	• .	• •	1	
								► Yes	X No
b			bined separate unit have a						
D		•					• ,	▶ Yes	No
11		nership meet <b>both</b> of the				`		00	
••	-	•	he tax year were less than \$	3250 000					
	•		assets at the end of the tax		than ¢1 milli-	, >		▶ Yes	X No
		complete Schedules L, M		year was less	uiaii φi IIIIIIIO	'' J · ·		00	

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

LAKESTAR III LP 98-1473139

Form 8865 (2019) Page 2 Is the filer of this Form 8865 claiming a foreign-derived intangible income deduction (under section 250) with respect to 12 a X No any amounts listed on Schedule N? If "Yes," enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with or by the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) If "Yes," enter the amount of gross income derived from a license of property to or by the foreign partnership that the filer included in its computation of FDDEI If "Yes," enter the amount of gross income derived from services provided to or by the foreign partnership that the filer included in its computation of FDDEI Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in 13 the partnership or of receiving a distribution from the partnership 14 At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? X No Yes Were there any transfers of property or money within a 2-year period between the partnership and any of its partners 15 a that would require disclosure under Regs. 1.703-3 or 1.707-6? If "Yes," attach a statement identifying the transfers, the X No amount or value of each transfer, and an explanation of the tax treatment. See instructions for exceptions Did the partnership assume a liability or receive property subject to a liability where such liability was incurred by a partner within a 2-year period of transferring the property to the partnership? If "Yes," attach a statement identifying the property transferred, Χ the amount or value of each transfer, the debt assumed or taken by the partnership, and an explanation of the tax treatment . . . . Yes 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 general partner or limited liability company member) is based on all if You're Filing information of which preparer has any knowledge. This Form Separately and Not With Your Date Signature of general partner or limited liability company member Tax Return. PTIN Print/Type preparer's name Date **Paid** self-employed Preparer Firm's EIN ▶ Firm's name **Use Only** Firm's address Phone no. Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions. a X Owns a direct interest Owns a constructive interest Check if Check if Identification number (if any) Name Address foreign person partner Schedule A-1 Certain Partners of Foreign Partnership (see instructions) Check if Name Address Identification number (if any) foreign person Foreign Partners of Section 721(c) Partnership (see instructions) Schedule A-2 Country of organization (if any) U.S. taxpayer Percentage interest Check if related to U.S. transferor Name of foreign Address identification number partner (if any) Capital **Profits** % % % % Does the partnership have any other foreign person as a direct partner? Yes No Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a Schedule A-3 direct interest or indirectly owns a 10% interest. Check if EIN (if any) Total ordinary Name Address foreign income or loss partnership

98-1473139 LAKESTAR III LP

Form 8865 (2019)

Sch	Schedule B Income Statement - Trade or Business Income *									
	Caution: Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.									
	1a Gr	ross receipts or sales								
		ess returns and allowances	1c							
			2							
ē		ost of goods sold	3							
E		ross profit. Subtract line 2 from line 1c	4							
Income		rdinary income (loss) from other partnerships, estates, and trusts (attach statement).								
_		et farm profit (loss) (attach Schedule F (Form 1040))	5							
		et gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6							
		ther income (loss) (attach statement)	7							
		otal income (loss). Combine lines 3 through 7	8							
(SI		alaries and wages (other than to partners) (less employment credits)	9							
atior	<b>10</b> G	uaranteed payments to partners	10							
mita	11 Re	epairs and maintenance	11							
(see instructions for limitations)	<b>12</b> Ba	ad debts	12							
ns 1	13 Re	ent	13							
rctic	<b>14</b> Ta	axes and licenses	14							
ารเน	<b>15</b> Int	terest (see instructions)	15							
ë		epreciation (if required, attach Form 4562)								
es)	b le	ess depreciation reported elsewhere on return	16c							
ns		epletion ( <b>Don't</b> deduct oil and gas depletion.)	17							
ţ		etirement plans, etc.	18							
nc		mployee benefit programs	19							
Deductions			20							
		ther deductions (attach statement)	21							
		rdinary business income (loss) from trade or business activities. Subtract line 21 from line 8	22							
		eserved for future use	23							
ì		eserved for future use	24							
Ĕ		eserved for future use	25							
Payment		eserved for future use	26							
		eserved for future use	27							
and		eserved for future use	28							
Тах		eserved for future use	29							
_		eserved for future use	30							
Sc	hedule			Total amount						
	1	Ordinary business income (loss) (Schedule B, line 22)	1							
	2	Net rental real estate income (loss) (attach Form 8825)	2							
	3 a	Other gross rental income (loss)								
	b	Expenses from other rental activities (attach statement). 3b								
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с							
_	4	Guaranteed payments: a Services 4a b Capital 4b								
SS)	С	Total. Add line 4a and line 4b	4c							
2	5	Interest income	5							
e e	6	Dividends and dividend equivalents: a Ordinary dividends	6a							
Ē		<b>b</b> Qualified dividends   <b>6b</b>								
Income (Loss)		c Dividend equivalents . 6c								
	7	Royalties	7							
	8	Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8							
	9 a	Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a							
	b	Collectibles (28%) gain (loss) 9b								
	С	Unrecaptured section 1250 gain (attach statement) 9c								
	10	Net section 1231 gain (loss) (attach Form 4797)	10							
	11	Other income (loss) (see instructions) Type ▶	11							
JS	12	Section 179 deduction (attach Form 4562)	12							
<u>.</u>	13 a	Contributions	13a							
Deductions	b	Investment interest expense	13b							
eg	С	Section 59(e)(2) expenditures: <b>(1)</b> Type ▶ <b>(2)</b> Amount ▶	13c(2)							
Ω	d	Other deductions (see instructions) Type >	13d	<del></del>						

Page 3

Sch	edule K	Partners' Distributiv	e Share Items (contin	ued)			Total amount	
. <u>~</u> ,	14a د	Net earnings (loss) from s	elf-employment			14a		
후응	d e	Gross farming or fishing in	· •					
Self- Employ-	Ĕ c	Gross nonfarm income.						
	15a	Low-income housing credi						
		=						
ts	b	Low-income housing credi						
Credits	С	Qualified rehabilitation exp						
Ä	d	Other rental real estate cr	edits (see instructions)	Type ▶		15d		
0	е	Other rental credits (see in	nstructions)	Туре ▶		15e		
	f	Other credits (see instructi		Type ▶		15f		
	16a	Name of country or U.S. po	ossession >					
	b	Gross income from all soul	rces			16b		
	C	Gross income sourced at						
3		Foreign gross income so						
<u>ō</u>					L	100		
달		Reserved for future use ▶						
Sa	f	Passive category			ach statement)	16N		
ਕ੍ਰ		Deductions allocated and						
Foreign Transactions	i		j			16j		
g		Deductions allocated and	apportioned at partne	rship level to foreign so	ource income			
ē	k	Reserved for future use ▶	I	Foreign branch categor	ry <b>⊳</b>	16I		
ß		Passive category ▶		O Other (atta		16o		
	р	Total foreign taxes (check						
	q	Reduction in taxes availab				_		
	l r	Other foreign tax informati		•		104		
						170		
Alternative Minimum Tax	ν 17 a	Post-1986 depreciation ad						
Ţ	E b	Adjusted gain or loss						
un un	E C	Depletion (other than oil a	= -					
真트	<u>=</u> d	Oil, gas, and geothermal p						
₹	<u>₹</u> e	Oil, gas, and geothermal p						
	f	Other AMT items (attach s	statement)			17f		
_	18a	Tax-exempt interest incom	e			18a		
	b	Other tax-exempt income				18b		
na	С	Nondeductible expenses.				18c		
Ž	19a	Distributions of cash and r						
μĘ	b	Distributions of other prop						
Other Information	20 a	Investment income	-					
he								
ŏ	b	Investment expenses				20b		
	С	Other items and amounts			1 113 /			
Sch	edule L	Balance Sheets per E			answered "Y			
		Annete		of tax year		End o	f tax year	
		Assets	(a)	(b)	(c)		(d)	
1	Cash							
2 a	Trade note	es and accounts receivable.						
b	Less allow	ance for bad debts						
3	Inventories	3						
4	U.S. gover	rnment obligations						
		ot securities						
	•	ent assets (attach statement)						-
		partners (or persons related to						
		and real estate loans						
		estments (attach statement)						
	_	and other depreciable assets						
		mulated depreciation						
10 a	Depletable	e assets						
b	Less accu	mulated depletion						
4.4	I and (net	of any amortization)						
11	Lana (not							
		assets (amortizable only)						

LAKESTAR III LP 98-1473139 Form 8865 (2019) Page 5 Balance Sheets per Books. (Not required if Item H11, page 1, is answered "Yes.") (continued) Schedule L Beginning of tax year End of tax year (c) (d) 13 Other assets (attach statement) 14 **Liabilities and Capital** 15 16 Mortgages, notes, bonds payable in less than 1 year 17 Other current liabilities (attach statement) 18 All nonrecourse loans **19 a** Loans from partners (or persons related to partners) **b** Mortgages, notes, bonds payable in 1 year or more 20 Other liabilities (attach statement) 21 Partners' capital accounts Total liabilities and capital 22 Schedule M **Balance Sheets for Interest Allocation** (a) (b) Beginning of End of tax year tax year Total U.S. assets Total foreign assets: H11, page 1, is answered "Yes.") Income recorded on books this Net income (loss) per books . . 1 tax year not included on Income included on Schedule K, Schedule K, lines 1 through 11 lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10 (itemize): and 11 not recorded on books a Tax-exempt interest \$ \_ this tax year (itemize): Deductions included on Schedule Guaranteed payments (other K, lines 1 through 13d, and 16p not than health insurance) charged against book income this Expenses recorded on books tax year (itemize): this tax year not included on a Depreciation \$ \_ Schedule K, lines 1 through 13d, and 16p (itemize): a Depreciation \$ \_ Add lines 6 and 7. **b** Travel and entertainment \$ Income (loss). Subtract line 8 Add lines 1 through 4.... from line 5 . . . . . . . . . . . . Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item H11, page 1, is answered "Yes.") Balance at beginning of tax year Distributions: a Cash

Form	8865	(2019)

2

3

4

Capital contributed:

Net income (loss) per books . .

Other increases (itemize): \$\_\_\_\_

Add lines 1 through 4

a Cash

**b** Property

8

**b** Property

Other decreases (itemize): \$\_\_\_

Page 6 Form 8865 (2019)

### Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities Schedule N

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	Transactions  of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
2	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
6	Distributions received				
7	Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for				
	technical, managerial,				
	engineering, construction, or				
	like services				
	Commissions paid				
15	Rents, royalties, and license fees paid				
16	Distributions paid			_	
17					
18	Other				
<u>19</u>	Add lines 10 through 18				
	Amounts borrowed (enter the				
	maximum loan balance				
	during the tax year). See				
0.4	instructions.				
21	Amounts loaned (enter the maximum loan balance				
	maximum loan balance during the tax year). See				
	instructions				
_			I		Form <b>8865</b> (2019)

### **SCHEDULE 0** (Form 8865) (Rev. December 2019)

Transfer of Property to a Foreign Partnership (Under Section 6038B)

▶ Attach to Form 8865. See the Instructions for Form 8865.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service	у	Go to www.irs	1 to Form 8865. 5.gov/Form8865								
Name of transferor							Filer's ident	ifying numbe	er		
LAKESTAR III	LP						58-063	3971			
Name of foreign partne	rship			EIN (if any)			Reference I	D number (se	e instruc	tions)	
LAKESTAR III	LP			98-1	473139						
b If "Yes," was Was any into	(b)(14))? See i the gain deferra angible propert fter, a platform	nstructions  I method applied y transferred co contribution as	to avoid the reconsidered or a defined in Re	ognition of nticipated	gain upon the	e contribution time of th	on of proper e transfer	or at any	Ye:	S	X No No
Part I Trans	fers Reportabl	e Under Sectio	n 6038B								
Type of property	(a) Date of transfer	<b>(b)</b> Description of property	(c) Fair market v on date of tra	<b>I</b>	(d) Cost or other basis	Reco	(e) overy period	(f) Section 70 allocation m		<b>(g</b> Gain rec on tra	ognized
Cash	12/31/2019		536,	107.							
Stock, notes receivable and payable, and other securities											
Inventory											
Tangible property used in trade or business											
Intangible property described in section 197(f)(9)											
Intangible property, other than intangible property described in section 197(f)(9)	9										
Other property											
 Totals			536	,107.							
3 Enter the tr. Supplemental Info	ormation Requ	entage interest iired To Be Rep able Under Sec	in the partners	ship: (a) Be		fer	.523 % (	b) After the	transfer		.523 %
(a) Type of property	(b)  Date of original transfer	(c) Date of disposition	(d) Manner of disposition		(e) recognized artnership	Depreci recapt recogn by partno	ure ized	<b>(g)</b> Gain allocate to partner	ı re	(h Depredecapture to pa	ciation allocated
26:14 - 11	•	ted on this sch	•	•	•		•	/ · /	Ye	s	X No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

# Return of U.S. Persons With Respect to Certain Foreign Partnerships Attach to your tax return. Go to www.irs.gov/Form8865 for instructions and the latest information.

Attachment

Department of the Treasury Internal Revenue Service

Information furnished for the foreign partnership's tax year inning 01/01/2019 , and ending 12/31/2019 beginning 01/01/2019

OMB No. 1545-1668

Internal	Revenue Service	beg	jinnin	g 01/01/	2019	, and endir	ng 12/31/	2019		Sequence N	lo. 118
Name o	f person filing this	return				Fil	ler's identific	ation numbe	er		
ROBE	RT W. WOO	DRUFF ARTS C	ENTE	ER, INC.			58	3-063397	71		
Filer's a	ddress (if you are	en't filing this form with	your ta	x return)	A Category	of filer (see Cat	egories of Filers		ctions and check	applicable box(e	s)):
					1	2	3	X	4		
					<b>B</b> Filer's tax	year beginning	06/01	/2019	, and ending	05/31/	2020
		abilities: Nonrecourse				onrecourse fin			Other \$		
		er of a consolidated	d group	but not the	parent, enter			bout the par	ent:		
	ame 					EII	N				
	ddress						:				
		epted specified fore				on this form.	see instruction	is			
F III	TOTTIALION ADOL	t certain other partn	1615 (50	ee mstruction	5)				(4) Cho	ock applicable be	
	<b>(1)</b> Na	ime		(	2) Address		(3) Identifica	ition number	Category 1	ck applicable bo Category 2	Constructive
-									Oategory 1	Outcgory 2	owner
G1 Na	ame and addre	ss of foreign partner	L ship						<b>2(a)</b> EIN (if an	ny)	
LAKE	LAKESTAR GROWTH I LP								98-147		
EAST	EAST WING, TRAFALGAR COURT								2(b) Reference	e ID number (see	instructions)
LES	BANQUES,	ST. PETER PO	RT								
GK,	GK, GY1 3PP								3 Country und	der whose law	s organized
								_	GK		
	4 Date of organization 5 Principal place of business			6 Principal	business ode number	7 Princip activity	al business		ional currency	8b Exchang	ge rate tructions)
	·					PORTF		F	EUR	(300 1113	.r dollorioj
	/03/2017	GK		5239		INVES'	TMENT			0.893	3220000000
		wing information for		<u> </u>			if the fersion		mount file.		
	ame, address, a nited States	and identification nu	imber	or agent (ii ar	iy) in the		if the foreign	. — .		X Form 106	-
							orm 1042 Center where			X Form 106	)
						Jervice	Center where	1 01111 1000 15	illed.		
3 Na	ame and addre	ss of foreign partne	rship's	agent in cou	ntrv of	4 Name a	nd address of	person(s) with	n custody of the bo	ooks and records	of the
		ny G.P.) LIMITED	·	J	•	foreign		d the location	n of such books ar		
EAST W	ING TRAFALGAR	COURT				EAST WING,	TRAFALGAR C	OURT	,		
GK, GY	NQUES, ST. PE 1 3PP	TER PORT				GK, GY1 3PE	S, ST. PETER	PORT			
5	During the tax	year, did the foreig	ın part	nership pav	or accrue an	v interest or re	ovaltv for whic	h the deduct	tion is not		
		section 267A? See								▶ Yes	X No
	If "Yes," enter	the total amount of	f the d	isallowed ded	uctions					\$	
6	•	ship a section 721(d	, -	•				. , ,	,,,,,		No
7		cial allocations mad								► X Yes	No
8		nber of Forms 8858									
_		oreign Branches (FB								· •	
9	·	artnership classified			•	_					
10 a		have an interest in								a	
		under Reg. 1.1503(								► Yes	No
		10b the separate unit o								les	NO
b		the separate unit o								▶ Yes	No
11		nership meet <b>both</b> o								63	
	•	rship's total receipts				\$250,000.					
	•	of the partnership's		•			than \$1 millio	n. >		▶ Yes	No
		complete Schedules						<u> </u>			
For Pri	vacy Act and I	Paperwork Reduction	on Act	Notice, see	the separate i	instructions.				Form <b>8</b>	<b>3865</b> (2019)

Form 886	65 (2019)												F	⊃age <b>2</b>
		er of this Form 8865 claiminunts listed on Schedule N?		lerived intangible						respect	to [	Ye	s X	No
	from tra	enter the amount of gross insactions with or by the forenceme (FDDEI)	eign partnersh	nip that the filer in	ncluded in its co	mputatio	n of fo	reig	n-derived		,			
		enter the amount of gross uded in its computation of FI									the			
		enter the amount of gross in its computation of FDDEI									iler ▶			
		e number of foreign partners nership or of receiving a distr												
		ime during the tax year we nents of Regulations section										Ye	s X	No
	that wou amount	ere any transfers of propert uld require disclosure under or value of each transfer, and	Regs. 1.703- d an explanation	3 or 1.707-6? If on of the tax treat	"Yes," attach a s ment. See instru	tatemer ctions fo	it identi r excep	ifyin tion:	g the tra	nsfers, t	the •	Ye	s X	No
	within a	partnership assume a liability 2-year period of transferring nt or value of each transfer, the c	the property t lebt assumed or	o the partnership' taken by the partne	? If "Yes," attach a s rship, and an expla	statement nation of t	identifyi the tax tr	ng th	ne property nent	/ transferi	red, ▶	Ye		No
Sign Here if You're Fi This Form Separately Not With Y	ling and info	ler penalties of perjury, I declar belief, it is true, correct, and c rmation of which preparer has a	omplete. Declar ny knowledge.	ation of preparer (ot	ncluding accompany her than general pa	ying sched irtner or lir	nited liab	oility o	ements, a company n	nd to the nember) i	best o s base	f my kno d on all	owledge	
Tax Return		Signature of general partner o	r limited liability of	company member			Da	ate						
Paid Propar		nt/Type preparer's name		Preparer's signatu	ıre		Date			Check self-emplo	if oyed	PTIN		
Preparer Use Only Firm's name ▶									F	Firm's EIN	1 🕨			
use U		n's address ►							F	Phone no				
Sched	lule A	box <b>b</b> , enter the n interest you constr	ame, addre uctively ow	ss, and U.S. t	taxpayer iden tions.	tificatio	on nur	mbe		ny) of				
		Name		Add	ress	Id	entifica	tion	number	(if any)	fc	heck if breign erson		eck if ect tner
Sched	lule A-	Certain Partners o	of Foreign F	Partnership (se	ee instructions	s)								
		Name			ress	,	lde	ntifi	cation nu	ımber (if	any)		Che fore per	eign
Sched	lule A-2	Foreign Partners	of Section		<del>- `</del>		ns)							
Name of foreign partner Address		Address		Country of organization (if any)	U.S. taxpay identification n (if any)	yer iumber			elated to sferor		Perce pital	ntage i	nterest Profit	s
												%		<u>%</u>
											X .	%		%
	_ '	ership have any other for	<u> </u>				\	ا ما،	h 41 1			Yes		No
Sched	lule A-	Affiliation Schedu direct interest or in	il <b>e.</b> List all idirectly ow	ns a 10% inte	rest.	omestic	) in w	/IIIC	n me f	oreign	par	ıners		
Name			Address			EIN Total incon			otal o come	rdinary or loss	fore	eck if eign ership		

98-1473489

Page 3

LAKESTAR GROWTH I LP

	edule l			
Cau	tion: Inc	clude <b>only</b> trade or business income and expenses on lines 1a through 22 below. See the in	struct	ions for more information.
	1a G	ross receipts or sales		
		ess returns and allowances	1c	
			2	
Φ		ost of goods sold	3	
Income		ross profit. Subtract line 2 from line 1c		
ၓ		rdinary income (loss) from other partnerships, estates, and trusts (attach statement)	4	
=		et farm profit (loss) (attach Schedule F (Form 1040))	5	
		et gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6	
		ther income (loss) (attach statement)	7	
	8 To	otal income (loss). Combine lines 3 through 7	8	
s)	<b>9</b> S	alaries and wages (other than to partners) (less employment credits)	9	
tion	<b>10</b> G	uaranteed payments to partners	10	
nita		epairs and maintenance	11	
i.		ad debts	12	
(see instructions for limitations)		ent	13	
ctio		axes and licenses	14	
stru		terest (see instructions)	15	
. <u>L</u>		epreciation (if required, attach Form 4562)   16a		
(se	iva D	ess depreciation reported elsewhere on return	16c	
JS			17	
Deductions		epletion (Don't deduct oil and gas depletion.)	18	
걸		etirement plans, etc.		
þ		mployee benefit programs	19	
۵		ther deductions (attach statement)	20	
_		otal deductions. Add the amounts shown in the far right column for lines 9 through 20	21	
		rdinary business income (loss) from trade or business activities. Subtract line 21 from line 8	22	
Ħ		eserved for future use	23	
ne		eserved for future use	24	
Payment		eserved for future use	25	
		eserved for future use	26	
and	<b>27</b> R	eserved for future use	27	
×		eserved for future use	28	
Тах	<b>29</b> R	eserved for future use	29	
		eserved for future use	30	
Sc	hedule			Total amount
	1	Ordinary business income (loss) (Schedule B, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	
	3 a	Other gross rental income (loss)		
	b	Expenses from other rental activities (attach statement) . 3b		
	С	Other net rental income (loss). Subtract line 3b from line 3a	3с	
_	4	Guaranteed payments: a Services 4a b Capital 4b		
Income (Loss)	С	Total. Add line 4a and line 4b	4c	
۲	5	Interest income	5	
) e	6	Dividends and dividend equivalents: a Ordinary dividends	6a	
Ĕ		<b>b</b> Qualified dividends   <b>6b</b>		
ပ္		c Dividend equivalents . 6c		
_	7	Royalties	7	
	8	Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
	9 a	Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b	Collectibles (28%) gain (loss)		
		Unrecaptured section 1250 gain (attach statement)		
	С	Unrecaptured section 1250 gain (attach statement)	10	
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	10 11	Net section 1231 gain (loss) (attach Form 4797)	11	
ons	10 11 12	Net section 1231 gain (loss) (attach Form 4797)	11 12	
ctions	10 11 12 13 a	Net section 1231 gain (loss) (attach Form 4797)	11 12 13a	
Deductions	10 11 12	Net section 1231 gain (loss) (attach Form 4797)  Other income (loss) (see instructions) Type ►  Section 179 deduction (attach Form 4562)  Contributions	11 12 13a 13b	

Page 4

Sch	edule K	Partners' Distributiv	e Share Items (contin	nued)			Total amount	
. <u>`</u>	ے 14a	Net earnings (loss) from s	elf-employment			14a		
음	d en	Gross farming or fishing in						
Self- Employ-	E c	Gross nonfarm income.						
		Low-income housing credi						
		_						
ts		Low-income housing credi						
ğ	C	Qualified rehabilitation exp	enditures (rental real e	state) (attach Form 3468	3)			
Credits	d	Other rental real estate cr	edits (see instructions)	Type ►		15d		
	е	Other rental credits (see in	•	Type ▶		15e		
	f	Other credits (see instruct		Type ►		15f		
	16a	Name of country or U.S. po	ossession >					
	b	Gross income from all sou	rces			16b		
	С	Gross income sourced at	partner level			16c		
ū		Foreign gross income so	urced at partnership lev	/el				
Foreign Transactions	d	Reserved for future use >		Foreign branch catego	ry <b>&gt;</b>	16e		
g	f	Passive category ►						
ııs		Deductions allocated and			, ,			
<u>r</u> a	i			Other	•	16j		
	•	Deductions allocated and				,		
ej.	h	Reserved for future use ▶				161		
وَ								
ш		Passive category						
	р	Total foreign taxes (check						
	q	Reduction in taxes availab	·	ement)		16q		
	r	Other foreign tax informat						
., ×	<sub>ທ</sub> ່ 17a	Post-1986 depreciation ad						
ع ق	E b	Adjusted gain or loss						
nat nm	E c	Depletion (other than oil a	nd gas)			17c		
Alternative Minimum Tax	e d	Oil, gas, and geothermal p	properties - gross income			17d		
₹≅	₹ e	Oil, gas, and geothermal	roperties - deductions			17e		
~ `	f	Other AMT items (attach s	tatement)			17f		
	18a	Tax-exempt interest incom						
5	b	Other tax-exempt income				18b		
na	С	Nondeductible expenses.				18c		
Ž	19a	Distributions of cash and r						
'n	b	Distributions of other prop				-		
_	20 a	Investment income	-			-		
Other Information	b	Investment expenses						
0		Other items and amounts				200		
Sch	edule L	Balance Sheets per E				(es ")		
CCIII	caule L	Balance Oncets per i	, , , , , , , , , , , , , , , , , , , ,	of tax year	answered i		of tax year	
		Assets	(a)	(b)	(c)	Lila	(d)	
	0		(a)	(b)	(6)		(u)	
		and accounts receiveble						
		es and accounts receivable						
		vance for bad debts						
		5						
	-	rnment obligations						
	•	ot securities						
6	Other curr	rent assets (attach statement)						
7 a	Loans to p	partners (or persons related to						
	partners)							
b	Mortgage	and real estate loans						
8	Other inve	estments (attach statement)						
9 a	Buildings a	and other depreciable assets						
	_	mulated depreciation						
		assets						
	•	mulated depletion						
		of any amortization)						
		assets (amortizable only)						
	_	mulated amortization						
			•					

98-1473489

8 All nonrecourse loans	orm	8865 (2019)					Page <b>5</b>
(a) (b) (c) (d)  Total assets (attach statement)  Liabilities and Capital  6 Montagases, nows, bonds speakle in less than 1 year  7 Other current liabilities (attach statement)  8 All nonrecourse loans  9 Loans from patients for persons exceeded to prefere  1 Partners' applied accounts  2 Total liabilities and capital  2 Total liabilities (attach statement)  1 Partners' applied accounts  2 Total liabilities (attach statement)  1 Total U.S. assets.  2 Total foreign assets:  a Passive category  5 Obernard category  C Other (attach statement)  1 Net income (loss) per books  1 Net income (loss) per books  2 Income included on Schedule K lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year int included on Schedule K lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year int included on Schedule K lines 1 through 13d, and 16p (itemize):  3 Guaranteed payments (other than health insurance)  4 Expenses recorded on books this tax year not included on Schedule K lines 1 through 13d, and 16p (itemize):  a Depreciation \$  5 Add lines 1 through 4  5 Add lines 6 and 7  9 Income (loss) per books  6 Distributions: a Cash  9 Property  7 Other decreases (itemize): S  8 Add lines 6 and 7  9 Income (loss) per books  1 Property  9 Balance at end of tax year.  9 Balance at end of tax year.	Scl	nedule L Balance Sheets per	Books. (Not required it	f Item H1	1, page 1, i	is answered "Yes.	") (continued)
3 Other assets (attach statement) .   4 Total assets .   Labilities and Capital   5 Accounts payable .    7 Other current liabilities (attach statement)   9			Beginning	of tax year		E	nd of tax year
A Total assets.  Liabilities and Capital  Accounts payable			(a)		(b)	(c)	(d)
Labilities and Capital 6 Accounts payable and Capital 7 Other current liabilities (attach statement) 9 I close from partner (or pareners stated to partners) 9 I close from partner (or pareners stated to partners) 9 I close from partner (or pareners stated to partners) 9 I close from partner (or pareners stated to partners) 9 I close from partner (or pareners stated to partners) 9 I close from partner (or pareners stated to partners) 9 I close from partners (capital accounts) 1 Partners' capital accounts 1 Total U.S. assets 2 Total foreign assets: a Passive category b General category 5 Cother (attach statement) 1 Net income (loss) per books 1 I note income (loss) per books 2 Income included on Schedule K, lines 1 strough 11 (itemize); 3 Guaranteed payments (other than health insurance) 4 Expenses recorded on books this tax year (itemize); 5 J Total (or partners) 5 Add lines 1 through 4. 5 Add lines 6 and 7. 6 Other (attach statement) 7 Other decreases (itemize); 5 Add lines 1 through 4. 6 Distributions: a Cash . 6 Distributions: a Cash . 7 Other decreases (itemize); 8 Add lines 6 and 7. 7 Other decreases (itemize); 9 Balance at end of tax year.	3	Other assets (attach statement)					
5 Accounts payable 6 Managase, rose, boste payable on less than 1 year 7 Other current liabilities (attach statement) 8 All nonrecourse loans 9 Not inside the payment is statement in the payment of the payment is statement in the payment is a constitution of the payment is a payment in the payment is a payment in the payment is a payment in the payment in the payment is a payment in the payment in the payment is a payment in the	4	Total assets					
6 Mortgoges, reads, broats people's listed than 1 year Office current liabilities (attach statement) 9 All nonrecourse loans. 9 1 Loans from purmous (or promote water to partners) 9 1 Loans from purmous (or promote water to partners) 9 1 Loans from purmous (or promote water to partners) 9 1 Loans from purmous (or promote water to partners) 9 1 Loans from purmous (or promote water to partners) 9 1 Loans from purmous (or promote water to partners) 9 1 Loans from purmous (or promote water to partners) 9 2 Loans from purmous (or promote water to partners) 9 2 Loans from purmous (or promote water to partners) 9 3 Loans from purmous (or promote water to partners) 9 4 Loans from purmous (or promote water) 9 5 Loans from purmous (or promote water) 9 5 Loans from purmous (or promote water) 9 6 Loans from purmous (or promote water) 9 6 Loans from purmous (or promote water) 9 6 Loans from purmous (or promote water) 9 1 Loans from purmous (or promote w		Liabilities and Capital					
7 Other current liabilities (attach statement) 9 a Loans trome parties (or pectors related to partners) b trorages, notes, books peptide to type or once to that includes and capital tiles and	5	Accounts payable					
8 All nonrecourse loans	6	Mortgages, notes, bonds payable in less than 1 year					
9 a Loses from partners (or persons related to partners) b Mortagases, notes, north systeller it year or more in Orther libelities (attach statement). 11 Partners' capital accounts. 2 Total libelities and capitals. 2 Total labelities and capitals. 2 Total stabilities and capitals. 3 Deginning of tax year  1 Total U.S. assets. 2 Total foreign assets: a Passive category. b General category. c Other (attach statement)  1 Net income (loss) per books. 2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize): \$ Current than health insurance). \$ Expenses recorded on books this tax year (itemize): \$ Toeductions included on Schedule K, lines 1 through 13d, and 16p (itemize): a Depreciation \$ Depreciation	7	Other current liabilities (attach statement)					
b Mortgages, notes, bords-payable in 1 year or more 10 Other liabilities (attach statement) ,	8	All nonrecourse loans					
1 Total U.S. assets.	9 a	Loans from partners (or persons related to partners)					
Partners' capital accounts   Total liabilities and capital   Balance Sheets for Interest Allocation   Beginning of tax year   End of tax year   End of tax year	b	Mortgages, notes, bonds payable in 1 year or more					
Schedule M Balance Sheets for Interest Allocation  (a) Beginning of tax year tax year  1 Total U.S. assets	20	,					
Total U.S. assets.   Schedule M   Balance Sheets for Interest Allocation   (a) Beginning of tax year   (b) End of tax year	21						
Content   Cont			Interest Allegation				
1 Total U.S. assets. 2 Total foreign assets: a Passive category b General category c Other (attach statement)  1 Net income (loss) per books 1 Net income (loss) per books 2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize): \$	<b>3</b> 61	Balance Sheets for	interest Anocation			(-)	(6)
tax year tax year  1 Total U.S. assets. 2 Total foreign assets: a Passive category b General category c Other (attach statement)  Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H11, page 1, is answered "Yes.")  6 Income recorded on books this tax year not included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize): \$ 3 Guaranteed payments (other than health insurance)					R		
1 Total U.S. assets. 2 Total foreign assets: a Passive category b General category c Other (attach statement)  Schedule M-1 Reconcilitation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H11, page 1, is answered "Yes.")  1 Net income (loss) per books . 2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize): 3 Guaranteed payments (other than health insurance) 4 Expenses recorded on books this tax year interest \$  Toeductions included on Schedule K, lines 1 through 13d, and 16p not charged against book income this tax year not included on Schedule K, lines 1 through 13d, and 16p (itemize): a Depreciation \$ b Travel and entertainment \$ 5 Add lines 1 through 4							
2 Total foreign assets: a Passive category b General category c Other (attach statement)  Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H11, page 1, is answered "Yes.")  1 Net income (loss) per books . 2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize): \$ 3 Guaranteed payments (other than health insurance)	1	Total II S assets				,	
a Passive category b General category c Other (attach statement)  Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H11, page 1, is answered "Yes.")  6 Income recorded on books this tax year not included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize):  \$ Tax-exempt interest \$					•		
b General category c Other (attach statement)  Schedule M-I  Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H11, page 1, is answered "Yes.")  I Net income (loss) per books .  2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize):  \$		S .			_		
c Other (attach statement)							
Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H11, page 1, is answered "Yes.")    Net income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (Itemize):   Sample of the state							
1 Net income (loss) per books . 2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize):  3 Guaranteed payments (other than health insurance)		nedule M-1 Reconciliation of I	Income (Loss) per B	ooks Wi	th Income	e (Loss) per Ret	turn. (Not required if Item
tax year not included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize):  \$ Toeductions included on Schedule K, lines 1 through 11 (itemize):  \$ Deductions included on Schedule K, lines 1 through 13d, and 16p not charged against book income this tax year (itemize):  \$ Depreciation		H11, page 1, is answe	ered "Yes.")				
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize):  \$				6 Inc	ome record	ded on books this	
lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this tax year (itemize):  \$	1	Net income (loss) per books		tax	year n	ot included on	
and 11 not recorded on books this tax year (itemize): \$	2	Income included on Schedule K,		So	hedule K, li	nes 1 through 11	
this tax year (itemize): \$ \$ Guaranteed payments (other than health insurance)				,	•		
\$ Guaranteed payments (other than health insurance)				<b>a</b> Ta	x-exempt in	terest \$	
3 Guaranteed payments (other than health insurance)				_			
than health insurance)	_						
4 Expenses recorded on books this tax year not included on Schedule K, lines 1 through 13d, and 16p (itemize):  a Depreciation \$ b Travel and entertainment \$ 5 Add lines 1 through 4  Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item H11, page 1, is answered "Yes.")  Balance at beginning of tax year 2 Capital contributed:  a Cash b Property  b Property  3 Net income (loss) per books  4 Other increases (itemize): \$  Balance at end of tax year.	3					-	
this tax year not included on Schedule K, lines 1 through 13d, and 16p (itemize):  a Depreciation \$  b Travel and entertainment \$  Add lines 1 through 4  Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item H11, page 1, is answered "Yes.")  B Balance at beginning of tax year 2 Capital contributed:  a Cash  b Property  a Cash  b Property  b Property  b Property  a Cash  b Property  b Property  b Property  a Cash  b Property  c B Add lines 6 and 7  B Add lines 6 and 7  9 Balance at end of tax year.		,					
Schedule K, lines 1 through 13d, and 16p (itemize):  a Depreciation \$  b Travel and entertainment \$  Add lines 1 through 4  Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item H11, page 1, is answered "Yes.")  Balance at beginning of tax year 2 Capital contributed:  a Cash  b Property  a Cash  b Property  3 Net income (loss) per books  4 Other increases (itemize): \$  Balance at end of tax year.  8 Add lines 6 and 7  9 Balance at end of tax year.	4	•					
13d, and 16p (itemize): a Depreciation \$ b Travel and entertainment \$		-		a De	preciation \$	)	
a Depreciation \$		=		_			
b Travel and entertainment \$	а						
9 Income (loss). Subtract line 8 from line 5		· · · · · · · · · · · · · · · · · · ·		8 44	d lines 6 an	d 7	
from line 5	-						
Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item H11, page 1, is answered "Yes.")  1 Balance at beginning of tax year 2 Capital contributed:  a Cash  b Property  b Property  Other increases (itemize): \$  Other increases (itemize): \$  B Add lines 6 and 7  9 Balance at end of tax year.	5	Add lines 1 through 4					
2 Capital contributed:  a Cash  b Property  3 Net income (loss) per books  4 Other increases (itemize): \$			s' Capital Accounts. (N	Not requi	red if Item	H11, page 1, is an	nswered "Yes.")
2 Capital contributed:  a Cash  b Property  3 Net income (loss) per books  4 Other increases (itemize): \$  8 Add lines 6 and 7	1	Balance at beginning of tax year		6 Dis	stributions:	a Cash	
b Property  Net income (loss) per books  Other increases (itemize): \$  B Add lines 6 and 7	2					<b>b</b> Property	
3 Net income (loss) per books 4 Other increases (itemize): \$		a Cash · · · · · L		<b>7</b> Ot	her decreas	es (itemize): \$	
4 Other increases (itemize): \$  8 Add lines 6 and 7		<b>b</b> Property					
8 Add lines 6 and 7	3						
9 Balance at end of tax year.	4	Other increases (itemize): \$		_			
	5	Add lines 1 through 4					

Page 6 Form 8865 (2019)

### Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities Schedule N

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

	saction that occurred between the Transactions of Foreign partnership	(a) U.S. person filling this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1	Sales of inventory				
	Sales of property rights (patents, trademarks, etc.)				
3	Compensation received for technical, managerial, engineering, construction, or like services				
4	Commissions received				
5	Rents, royalties, and license fees received				
	Distributions received Interest received				
8	Other				
9	Add lines 1 through 8				
10	Purchases of inventory				
11	Purchases of tangible property other than inventory				
12	Purchases of property rights (patents, trademarks, etc.)				
13	Compensation paid for technical, managerial, engineering, construction, or like services				
14	Commissions paid				
15	Rents, royalties, and license fees paid				
17	Interest paid				
18	Other				
19	Add lines 10 through 18				
	Amounts borrowed (enter the				
	maximum loan balance during the tax year). See				
21	instructions				
_	instructions				Form <b>8865</b> (2019)

### **SCHEDULE 0** (Form 8865) (Rev. December 2019)

Transfer of Property to a Foreign Partnership (Under Section 6038B)

▶ Attach to Form 8865. See the Instructions for Form 8865.

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service			irs.gov/Form886							
Name of transferor							Filer's iden	tifying number		
LAKESTAR GROV	VTH 1 LP						58-063			
Name of foreign partners	ship			EIN (if any)			Reference ID number (see instructions)			
LAKESTAR GROV	VTH I LP			98-1	1473489					
<b>b</b> If "Yes," was t	b)(14))? See i the gain deferra	nstructions I method applie	nership (as defined to avoid the reconsidered or a	cognition	of gain upon the	e contributi	on of prope		Yes Yes	X No X No
			as defined in Re						Yes	X No
	ers Reportabl					( /( /				
Type of property	(a) Date of transfer	<b>(b)</b> Description o property	(c) f Fair market on date of tra		(d) Cost or other basis	Reco	(e) overy period	(f) Section 704( allocation met		(g) recognized transfer
Cash	12/31/2019		516	,061.						
Stock, notes receivable and payable, and other securities										
Inventory										
Tangible property used in trade or business										
Intangible property described in section 197(f)(9)										
Intangible property, other than intangible property described in section 197(f)(9)										
Other property										
 Totals			514	,061.						
			st in the partner	ship: (a) E		fer	.331 %	(b) After the tr	ansfer	.331 %
Part    Dispos	itions Report	able Under S	ection 6038B							
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition		<b>(e)</b> n recognized partnership	(f) Deprec recapt recogn by partn	ure ized	(g) Gain allocated to partner	recapti	(h) preciation ure allocated partner
	•		chedule subjec	•	•			`		
section	904(f)(5)(F)?			<u>.</u>				▶ _	Yes	X No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

### Form **926**

(Rev. November 2018)
Department of the Treasury
Internal Revenue Service

### Return by a U.S. Transferor of Property to a Foreign Corporation

► Go to www.irs.gov/Form926 for instructions and the latest information.

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128** 

Part I U.S. Transferor Information (see instructions)					
Name of transferor ROBERT W. WOODRUFF ARTS CEN	Identifying number (see instructions)				
		58-0633971			
<ul> <li>1 Is the transferee a specified 10%-owned foreign corporation</li> <li>2 If the transferor was a corporation, complete questions 2a t</li> <li>a If the transfer was a section 361(a) or (b) transfer, was the</li> </ul>	hrough 2d. transferor controlled (under s	der section 368(c)) by			
five or fewer domestic corporations?					
<b>b</b> Did the transferor remain in existence after the transfer?		L Yes L No			
If not, list the controlling shareholder(s) and their identifying	number(s).				
Controlling shareholder		Identifying number			
c If the transferor was a member of an affiliated group fil corporation? If not, list the name and employer identification number (EIN					
Name of parent corporation	EIN	l of parent corporation			
d Have basis adjustments under section 367(a)(4) been made?					
<ul><li>3 If the transferor was a partner in a partnership that was complete questions 3a through 3d.</li><li>a List the name and EIN of the transferor's partnership.</li></ul>	the actual transferor (but is	s not treated as such under section 307			
Name of partnership		EIN of partnership			
		00 1452400			
LAKESTAR GROWTH I, LP		98-1473489			
<b>b</b> Did the partner pick up its pro rata share of gain on the trans					
<ul><li>c Is the partner disposing of its entire interest in the partnersh</li><li>d Is the partner disposing of an interest in a limited partnersh</li></ul>					
Part II Transferee Foreign Corporation Information (se	e instructions)				
4 Name of transferee (foreign corporation)		5a Identifying number, if any			
EIGEN TECHNOLOGIES LTD		FOREIGNUS			
6 Address (including country)		5b Reference ID number			
60 QUEEN VICTORIA STREET		(see instructions)			
LONDON UK EC4N 4TR		001			
7 Country code of country of incorporation or organization (se	ee instructions)	l			
UK					
8 Foreign law characterization (see instructions)					
9 Is the transferee foreign corporation a controlled foreign cor	poration?	Yes No			

Page 2 Form 926 (Rev. 11-2018)

Part III Info		Transfer of Property	(see instruc	tions)		
Type of property  Cash	(a) Date of transfer	(b)  Description of property		(c) rket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sl	kip the remainder of Pa					Yes No
Type of property	ner Property (other (a) Date of transfer	than intangible prop (b) Description of property	Fair ma	(c) rket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	ti di i die	property	uate	OI transier	Dasis	transier
Inventory	ATTACHMENT 1					
Other property (not listed under another category)						
Property with built-in loss						
Totals			1954	19474.	19549474.	
foreign collif "Yes," go b Was the tr (including If "Yes," collif "Yes," collif "Yes," collif "Yes," collif "Yes," collif "Yes," collif Enter the transferee If "Yes," collif "Yes," col	rporation? to to line 12b. transferor a domestic of a branch that is a foreign time 12c. If "ely after the transfer, foreign corporation? to the transfer to the transfer to the transfer transfer to the tran	orporation that transfer gn disregarded entity) to No," skip lines 12c and was the domestic control was the domestic was	rred substan o a specified 12d, and go orporation a go to line 13 ome as requ	tially all of the 10%-owned fo to line 13. U.S. shareho	assets of a foreign boreign corporation?	Yes X No
Section C - Inta	angible Property Su	bject to Section 367(	(d)			
Type of property	(a) Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Useful life	(d) Arm's length pric on date of transfe		(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
					l	

Form **926** (Rev. 11-2018)

Page 3 Form 926 (Rev. 11-2018)

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?  At the time of the transfer, did any of the transferred intangible property have an indefinite useful life?  Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property?  If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii)   Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)?  **Identity Part III Information Progration To Be Percent of (see instructions)	Yes Yes Yes	No No No
Supp	Ilemental Part III Information Required To Be Reported (see instructions)		
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
	(a) Before 0.00 % (b) After 12.41 %		
17	Type of nonrecognition transaction (see instructions) ► <u>SECTION 351</u>		
18	Indicate whether any transfer reported in Part III is subject to any of the following.		X No
a	Gain recognition under section 904(f)(3)	Yes	
b	Gain recognition under section 904(f)(5)(F)	Yes	
C	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	
19	Did this transfer result from a change in entity classification?	Yes	
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions.	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$		
С	Did the domestic corporation not recognize gain or loss on the distribution of property because the		<b>—</b>
	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation		37
	covered by section 367(e)(1)? See instructions	Yes	X No

Form **926** (Rev. 11-2018)

Department of the Treasury Internal Revenue Service

### Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128** 

Part 1 U.S. Transferor Information (see instructions)				
Name of transferor ROBERT W. WOODRUFF ARTS CENTER	R, INC.	Identifying number (se	e instructio	ons)
Is the transferee a specified 10%-owned foreign corporation that	t is not a controlled foreign co	ornoration?	Yes	X No
2 If the transferor was a corporation, complete questions 2a through	_	orporation.		
<b>a</b> If the transfer was a section 361(a) or (b) transfer, was the trans		n 368(c)) by		
five or fewer domestic corporations?			Yes	No
<b>b</b> Did the transferor remain in existence after the transfer?			Yes	☐ No
If not, list the controlling shareholder(s) and their identifying num				
Controlling shareholder	Ident	ifying number		
c If the transferor was a member of an affiliated group filing a corporation? If not, list the name and employer identification number (EIN) of t			Yes	☐ No
Name of parent corporation	EIN of p	arent corporation		
<ul> <li>d Have basis adjustments under section 367(a)(4) been made?</li> <li>3 If the transferor was a partner in a partnership that was the analysis of the partnership that was the par</li></ul>			<b>Yes</b> nder se	<b>No</b> ction 367),
complete questions 3a through 3d.  a List the name and EIN of the transferor's partnership.				
Name of partnership	EIN	of partnership		
LAKESTAR GROWTH I LP	98-	1473489		
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer of			Yes	X No
c Is the partner disposing of its entire interest in the partnership?			Yes	X No
<b>d</b> Is the partner disposing of an interest in a limited partnership				
securities market?			Yes	X No
Part II Transferee Foreign Corporation Information (see ins	structions)			
4 Name of transferee (foreign corporation)		5a Identifying nu	mber, if	any
GLOVOAPP23 S.L.		FOREI		
6 Address (including country)		5b Reference ID		
CALLE PUJADES, NUMBER 94-96		(see instructions)		
BARCELONA SP 08005		002		
7 Country code of country of incorporation or organization (see ins	structions)			
SP				
8 Foreign law characterization (see instructions)				
CORPORATION		1		
9 Is the transferee foreign corporation a controlled foreign corporation	tion?		Yes	X No

Page 2 Form 926 (Rev. 11-2018)

Part III Information Regarding Transfer of Property (see instructions)								
Section A - Cas								
Type of property	(a) Date of transfer	(b)  Description of property	1	(c) arket value on e of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer		
Cash								
If "Yes," sl	the only property trans	art III and go to Part IV.				Yes No		
Section B - Oth		than intangible prope	rty subje			(0)		
Type of property	(a) Date of transfer	Description of property	1	(c) arket value on e of transfer	(d) Cost or other basis	(e) Gain recognized on transfer		
Stock and securities								
Inventory								
	ATTACHMENT 2							
Other property (not listed under another category)								
Property with								
built-in loss								
Totals			337	00664.	33700664.			
foreign con If "Yes," go b Was the tr (including If "Yes," co c Immediate transferee If "Yes," co d Enter the transformation of the	poration? to to line 12b. cansferor a domestic can branch that is a foreigntinue to line 12c. If "ely after the transfer, foreign corporation? continue to line 12d. If "ransferred loss amounts	orporation that transferregn disregarded entity) to No," skip lines 12c and was the domestic corn, skip line 12d, and got included in gross incorrectly described in section 3	ed substar a specifie 2d, and g poration o to line 13 ne as requ	ntially all of the a d 10%-owned fo o to line 13. a U.S. sharehol 3. uired under section	assets of a foreign b reign corporation? der with respect to	Yes X No		
Section C - Inta	ngible Property Su	bject to Section 367(c	l)					
Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Useful life	(d) Arm's length price on date of transfer		<b>(f)</b> Income inclusion for year of transfer (see instructions)		
Property described								
in sec. 367(d)(4)								
Totals						<u> </u>		

Page 3 Form 926 (Rev. 11-2018)

14a b c d 15	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?  At the time of the transfer, did any of the transferred intangible property have an indefinite useful life?  Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property?  If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii)   Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at an time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)?  Iemental Part III Information Required To Be Reported (see instructions)	Yes Yes Yes Yes	No No No No
	is in the second		
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
	(a) Before 0.00 % (b) After 3.01 %		
17	Type of nonrecognition transaction (see instructions) ▶ SECTION 351	_	
18	Indicate whether any transfer reported in Part III is subject to any of the following.		
а	Gain recognition under section 904(f)(3)		X No
b	Gain recognition under section 904(f)(5)(F)		X No
С	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions.	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$		
С	Did the domestic corporation not recognize gain or loss on the distribution of property because the	÷	
	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	۱	
	covered by section 367(e)(1)? See instructions	Yes	X No
		Form <b>926</b> (Re	ev. 11-2018)

JSA

(Rev. November 2018) Department of the Treasury Internal Revenue Service

### Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128** 

Part I U.S. Transferor Information (see instructions)		
Name of transferor ROBERT W. WOODRUFF ARTS CENT	ER, INC.	Identifying number (see instructions) 58-0633971
4 letter transferrer and signal 400% council ferroism comments in the		<del></del>
<ul> <li>1 Is the transferee a specified 10%-owned foreign corporation t</li> <li>2 If the transferor was a corporation, complete questions 2a three</li> </ul>		corporation? X Yes No
a If the transfer was a section 361(a) or (b) transfer, was the tra		ion 368(a)) by
five or fewer domestic corporations?		
b Did the transferor remain in existence after the transfer?		
If not, list the controlling shareholder(s) and their identifying no		
in not, list the controlling shareholder(s) and their identifying his	umber(s).	
Controlling shareholder	lder	ntifying number
c If the transferor was a member of an affiliated group filing	q a consolidated return, was	s it the parent
corporation?	g a consolidated return, was	Yes No
If not, list the name and employer identification number (EIN) of	of the parent corporation.	les lo
Name of parent corporation	EIN OI	parent corporation
<b>d</b> Have basis adjustments under section 367(a)(4) been made?		Yes No
<ul><li>3 If the transferor was a partner in a partnership that was the complete questions 3a through 3d.</li><li>a List the name and EIN of the transferor's partnership.</li></ul>	e actual transferor (but is no	t treated as such under section 367
Name of partnership	EIN	l of partnership
LAKESTAR GROWTH I, LP		-1473489
<b>b</b> Did the partner pick up its pro rata share of gain on the transfe		
c Is the partner disposing of its entire interest in the partnership		
d Is the partner disposing of an interest in a limited partnersh	, ,	
Part II Transferee Foreign Corporation Information (see	instructions)	Yes X No
Transferee Foreign Corporation Information (see 4 Name of transferee (foreign corporation)	111311 UUUU113)	5a Identifying number if any
SCOUTBEE GMBH		5a Identifying number, if any FOREIGNUS
6 Address (including country)		5b Reference ID number
HOLUNDERGASSE 10A		(see instructions)
HAUSEN BEI WURZBURG GM 97262		003
7 Country code of country of incorporation or organization (see	instructions)	1
GM  8 Foreign law characterization (see instructions)		
CORPORATION		
9 Is the transferee foreign corporation a controlled foreign corporation	pration?	Yes X No
For Paperwork Reduction Act Notice, see separate instructions.	***************	Form <b>926</b> (Rev. 11-2018

Page 2 Form 926 (Rev. 11-2018)

Part III Infor		ransfer of Property (	see instructio	ns)		
Type of property  Cash	(a) Date of transfer	(b)  Description of property	(c) Fair market date of tr		(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	kip the remainder of Par					Yes No
Type of property	er Property (other to a)  Date of transfer	han intangible prope (b) Description of property	(c) Fair market	value on	(d) (d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	u ansiei	property	uate of ti	ansiei	Dasis	transier
Inventory	ATTACHMENT 3					
Other property (not listed under another category)						
Property with built-in loss						
 Totals			7,	747.	7,747.	
foreign corner foreign corner foreign corner foreign corner for the following states of the following	poration? to to line 12b. cansferor a domestic co a branch that is a foreigontinue to line 12c. If "N ly after the transfer, foreign corporation? continue to line 12d. If "N ransferred loss amount	rporation that transferr n disregarded entity) to lo," skip lines 12c and was the domestic con lo," skip line 12d, and go included in gross incorty ty described in section 3 ons 14a through 15.	ed substantiall a specified 10 12d, and go to poration a U go to line 13. me as required	y all of the a %-owned for line 13. S. sharehold	ed entity) transferred ssets of a foreign b eign corporation?	Yes X No
Section C - Inta	ngible Property Sub	ject to Section 367(c	1)			
Type of property	<b>(a)</b> Date of transfer	(b) Description of property		(d) m's length price date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
Totals						

Form **926** (Rev. 11-2018)

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes	No No No
supp	lemental Part III Information Required To Be Reported (see Instructions)		
Part	N Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
	(a) Before 0.00 % (b) After 8.67 %		
17	Type of nonrecognition transaction (see instructions) ► <u>SECTION 351</u>		
18	Indicate whether any transfer reported in Part III is subject to any of the following.		\[\frac{1}{2}\].
а	Gain recognition under section 904(f)(3)	Yes	X No
b	Gain recognition under section 904(f)(5)(F)	Yes	
C	Recapture under section 1503(d)	Yes	X No
d 10	Exchange gain under section 987	Yes Yes	T
19	Did this transfer result from a change in entity classification?	H	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions. If "Yes," complete lines 20b and 20c.	Yes	A NO
h	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b)		
b c	Did the domestic corporation not recognize gain or loss on the distribution of property because the		
C	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	☐ No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	103	0
- '	covered by section 367(e)(1)? See instructions	Yes	X No

# Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	-	
Name of transferor ROBERT W. WOODRUFF ARTS CENTE	R, INC.	Identifying number (see instructions) 58-0633971
<ul> <li>1 Is the transferee a specified 10%-owned foreign corporation that</li> <li>2 If the transferor was a corporation, complete questions 2a through a lift the transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations?</li> <li>b Did the transferor remain in existence after the transfer?</li> <li>If not, list the controlling shareholder(s) and their identifying numbers.</li> </ul>	gh 2d. sferor controlled (under section	orporation? .
Controlling shareholder	Iden	tifying number
c If the transferor was a member of an affiliated group filing corporation?  If not, list the name and employer identification number (EIN) of		it the parent
Name of parent corporation		parent corporation
d Have basis adjustments under section 367(a)(4) been made? .		
<ul><li>3 If the transferor was a partner in a partnership that was the complete questions 3a through 3d.</li><li>a List the name and EIN of the transferor's partnership.</li></ul>	actual transferor (but is not	treated as such under section 367),
Name of partnership	EIN	of partnership
LAKESTAR GROWTH I, LP <b>b</b> Did the partner pick up its pro rata share of gain on the transfer		0633971 Yes X No
<ul><li>c Is the partner disposing of its entire interest in the partnership?</li><li>d Is the partner disposing of an interest in a limited partnership</li></ul>	that is regularly traded on a	Yes X No
securities market?  Part II Transferee Foreign Corporation Information (see in	structions)	
4 Name of transferee (foreign corporation)		5a Identifying number, if any
SCOUTBEE GMBH		FOREIGNUS
6 Address (including country)		5b Reference ID number (see instructions)
HOLUNDERGASSE 10A		004
HAUSEN BEI WURZBURG GM 97262  Country code of country of incorporation or organization (see in	structions)	
GM	,	
8 Foreign law characterization (see instructions)		
COPORATION		
9 Is the transferee foreign corporation a controlled foreign corpora	ation?	Yes X No

		Transfer of Property	(see instru	ictions)		
Section A - Cas		4.			(1)	
Type of property	(a) Date of transfer	(b)  Description of property		(c) narket value on e of transfer	<b>(d)</b> Cost or other basis	(e) Gain recognized on transfer
Cash		1 1 7				
If "Yes," sl	the only property transkip the remainder of Pa	art III and go to Part IV.				Yes No
Section B - Oth	ner Property (other (a)	than intangible prop	erty subje	ct to section 36	6 <b>7(d))</b> (d)	(a)
Type of property	Date of transfer	<b>(b)</b> Description of property		narket value on e of transfer	Cost or other basis	(e) Gain recognized on transfer
Stock and securities						
Inventory						
	ATTACHMENT 4	!				
Other property (not listed under another category)						
Property with built-in loss						
Totals			200	17050.	20017050.	
foreign collaboration if "Yes," go b Was the tr (including lf "Yes," collaboration if "Yes," collaboration if "Yes," collaboration if "Yes," collaboration if "No," sk	rporation? to to line 12b. transferor a domestic of a branch that is a fore ontinue to line 12c. If 'ely after the transfer, foreign corporation? transferred loss amountsferor transfer properties.	orporation that transfer ign disregarded entity) to No," skip lines 12c and was the domestic co	red substa o a specifie 12d, and g orporation go to line 1 ome as req 367(d)(4)?	ntially all of the and 10%-owned for the tool line 13.  a U.S. shareholom	assets of a foreign be reign corporation? der with respect to	Yes X No
Section C - Inta	angible Property St	ibject to Section 367(	(a) 			(6)
Type of property	(a) Date of transfer	(b) Description of property	(c) Useful life	(d) Arm's length price on date of transfer		(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
Totals						

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes	No No No
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
4-	(a) Before <u>8.67</u> % (b) After <u>8.67</u> %		
17	Type of nonrecognition transaction (see instructions) ▶ <u>SECTION 351</u> Indicate whether any transfer reported in Part III is subject to any of the following.		
18 a	Gain recognition under section 904(f)(3)	Yes	X No
b	Gain recognition under section 904(f)(5)(F)	Yes	X No
C	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) > \$		
С	Did the domestic corporation not recognize gain or loss on the distribution of property because the		
	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation		
	covered by section 367(e)(1)? See instructions	Yes	X No

Form **926** (Rev. 11-2018)

81506

Department of the Treasury Internal Revenue Service

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Ti	ransferor Information (see instructions)		
Name of transferor R	OBERT W. WOODRUFF ARTS CENTE	R, INC.	Identifying number (see instructions) 58-0633971
<ul><li>2 If the transfer</li><li>a If the transfer</li><li>five or fewer</li><li>b Did the trans</li></ul>	ree a specified 10%-owned foreign corporation that for was a corporation, complete questions 2a through was a section 361(a) or (b) transfer, was the transdomestic corporations?  Feror remain in existence after the transfer?  controlling shareholder(s) and their identifying numerous	igh 2d. sferor controlled (under section	on 368(c)) by Yes No
	Controlling shareholder	lden	tifying number
corporation?	eror was a member of an affiliated group filing name and employer identification number (EIN) of		it the parent
	Name of parent corporation	EIN of p	parent corporation
<b>d</b> Have basis a	djustments under section 367(a)(4) been made?		Yes No
complete que	ror was a partner in a partnership that was the estions 3a through 3d. and EIN of the transferor's partnership.	actual transferor (but is not	treated as such under section 367)
	Name of partnership	EIN	of partnership
LAKESTAR G	ROWTH I, LP	58-	0633971
	er pick up its pro rata share of gain on the transfer		
	disposing of its entire interest in the partnership?		
·	r disposing of an interest in a limited partnership		
Part   Transf	eree Foreign Corporation Information (see in:	structions)	111111111111111111111111111111111111111
	sferee (foreign corporation)	,	5a Identifying number, if any
SENNDER			FOREIGNUS
6 Address (incl	uding country)		<b>5b</b> Reference ID number
	R STR. 34		(see instructions)
	GM 10785	atu sationa)	005
	of country of incorporation or organization (see in	su uctions)	
GM Faraign law s	haracterization (and instructions)		
-	haracterization (see instructions)		
CORPORAT  9 Is the transfe	LON ree foreign corporation a controlled foreign corpora	ation?	Yes X No
- 13 1113 11 111316	. 22 . 3. 31gm 331 paration a sonitioned for orgin outpole		,,,,,, 163 A NO

Part III Infor		ransfer of Property (s	see instrud	ctions)		
Type of property  Cash	(a) Date of transfer	(b)  Description of property		(c) rket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	ip the remainder of Par					Yes No
Type of property	er Property (other t (a) Date of transfer	han intangible prope (b) Description of property	Fair ma	ct to section 36 (c) urket value on of transfer	(d) (d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	паные	ргорену	date	OT transier	Dasis	transier
Inventory	ATTACHMENT 5					
Other property (not listed under another category)						
Property with built-in loss						
 Totals			10	0,923.	10,923.	
foreign corner foreign corner foreign corner foreign corner for the following and foreign for the following and foreign foreign for the following for the following foreign for the following for the following foreign for the following for the following for the following foreign for the following foreign for the following foreign for the following foreign for the following for the following foreign for the following for the following foreign for the following foreign for the following foreign for the following foreign foreign for the following foreign for the following foreign for the following foreign for the following for the following foreign foreign for the following foreign foreig	poration?  to to line 12b.  ansferor a domestic co  a branch that is a foreig  ontinue to line 12c. If "N  ly after the transfer,  foreign corporation?  ontinue to line 12d. If "N  ransferred loss amoun	rporation that transferrent disregarded entity) to lo," skip lines 12c and 1 was the domestic cordo," skip line 12d, and got included in gross incorty described in section 3 ons 14a through 15.	that is a formal that i	tially all of the all 10%-owned for U.S. sharehold	ed entity) transferred ssets of a foreign b eign corporation?	Yes X No
Section C - Inta	ngible Property Sul	pject to Section 367(d	l)			
Type of property	<b>(a)</b> Date of transfer	(b) Description of property	<b>(c)</b> Useful life	(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
Totals						

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes	No No No
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
4-	(a) Before 0.00 % (b) After 9.48 %		
17	Type of nonrecognition transaction (see instructions) ▶ <u>SECTION 351</u> Indicate whether any transfer reported in Part III is subject to any of the following.		
18 a	Gain recognition under section 904(f)(3)	Yes	X No
a b	Gain recognition under section 904(f)(5)(F)	Yes	X No
C	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) > \$		
С	Did the domestic corporation not recognize gain or loss on the distribution of property because the		
	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation		
	covered by section 367(e)(1)? See instructions	Yes	X No

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part	U.S. Transferor Information (see instructions)		•		
	of transferor ROBERT W. WOODRUFF ARTS CENTE	R, INC.	Identifying number (see instruction 18-0633971	ctions)	
2	Is the transferee a specified 10%-owned foreign corporation that If the transferor was a corporation, complete questions 2a through	ıgh 2d.	orporation? Yes	X	No
	If the transfer was a section 361(a) or (b) transfer, was the tran	· ·			1
	five or fewer domestic corporations?				No
	Did the transferor remain in existence after the transfer?		L Yes		No
	If not, list the controlling shareholder(s) and their identifying num	nber(s).			
	Controlling shareholder	lden	tifying number		
	If the transferor was a member of an affiliated group filing corporation?  If not, list the name and employer identification number (EIN) of				No
	Name of parent corporation		parent corporation		
d	Have basis adjustments under section 367(a)(4) been made? .		Yes		No
	If the transferor was a partner in a partnership that was the	actual transferor (but is not	treated as such under s	ection	367),
	complete questions 3a through 3d.				
a	List the name and EIN of the transferor's partnership.				
	Name of partnership	EIN	of partnership		
LAK	ESTAR GROWTH I, LP	98-	1473489		
	Did the partner pick up its pro rata share of gain on the transfer			Х	No
	Is the partner disposing of its <b>entire</b> interest in the partnership?			Х	No
	Is the partner disposing of an interest in a limited partnership				
	securities market?		Yes	X	No
Part		structions)			
4	Name of transferee (foreign corporation)		5a Identifying number,	if any	
	SENNDER GMBH		FOREIGNUS		
6	Address (including country)		5b Reference ID numbe	r	
G	SENTHINER STR. 34		(see instructions)		
	BERLIN GM 10785		006		
7	Country code of country of incorporation or organization (see in	structions)			
	GM				
8	Foreign law characterization (see instructions)	<u> </u>	<u> </u>		
	CORPORATION				
9	Is the transferee foreign corporation a controlled foreign corporation	ation?	Yes	X	No

Part III Info		ransfer of Property (	(see instruct	ions)		
Type of property  Cash	(a) Date of transfer	(b) Description of property	Fair mar	(c) ket value on if transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sl	kip the remainder of Pa					Yes No
Type of property	(a) Date of transfer	than intangible propo (b) Description of property	Fair mar	(c) ket value on	(d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	wantio	property	uuto e	T transition	54010	a direction
Inventory	ATTACHMENT 6					
Other property (not listed under another category)						
Property with built-in loss						
Totals			2758	8249.	27588249.	
foreign collif "Yes," go b Was the tr (including If "Yes," collif "Yes," collif "Yes," collif "Yes," collif "Yes," collif "Yes," collif Enter the transferee If "Yes," collif "Yes," col	rporation? to to line 12b. Tansferor a domestic of a branch that is a foreign ontinue to line 12c. If "I bely after the transfer, foreign corporation? Tontinue to line 12d. If "I transferred loss amounts."	orporation that transfer on disregarded entity) to No," skip lines 12c and was the domestic convo," skip line 12d, and at included in gross incorty described in section ions 14a through 15.	red substanti o a specified 12d, and go orporation a  go to line 13.	ally all of the a 10%-owned fo to line 13. U.S. shareho	assets of a foreign but reign corporation?	Yes X No
Section C - Inta	angible Property Su	bject to Section 367(	(d)			
Type of property	(a) Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Useful life	(d) Arm's length price on date of transfel		(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
					l	

<ul> <li>d If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) ▶ \$</li> <li>15 Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)?</li></ul>	Yes	No No
Supplemental Part III Information Required To Be Reported (see instructions)		
Part IV Additional Information Regarding Transfer of Property (see instructions)		
16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
(a) Before 9.48 % (b) After 9.48 %		
17 Type of nonrecognition transaction (see instructions) ▶ <u>SECTION 351</u>		
18 Indicate whether any transfer reported in Part III is subject to any of the following.	7	
a Gain recognition under section 904(f)(3)	Yes	X No
<b>b</b> Gain recognition under section 904(f)(5)(F)	Yes	X No
c Recapture under section 1503(d)	Yes	X No
d Exchange gain under section 987	Yes	X No
19 Did this transfer result from a change in entity classification?	Yes	X No
20a Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions .	Yes	X No
If "Yes," complete lines 20b and 20c.		
<b>b</b> Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$		
c Did the domestic corporation not recognize gain or loss on the distribution of property because the	,	
property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	7	
covered by section 367(e)(1)? See instructions	Yes	X No

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Par	U.S. Transferor Information (see instructions)		•		
	of transferor ROBERT W. WOODRUFF ARTS CENTE	R, INC.	Identifying number (see instruct	tions)	
1 2 a	Is the transferee a specified 10%-owned foreign corporation that If the transferor was a corporation, complete questions 2a through the transfer was a section 361(a) or (b) transfer, was the transfer was a section 361(a) or (b) transfer, was the transfer was a section 361(a) or (b) transfer, was the transfer was a section 361(a) or (b) transfer, was the transfer was a section 361(a) or (b) transfer, was the transfer was a section 361(a) or (b) transfer, was the transfer was a section 361(a) or (b) or (b) or (b) transfer was a section 361(a) or (b)	ıgh 2d.	orporation? Yes	X	No
b	five or fewer domestic corporations?  Did the transferor remain in existence after the transfer?  If not, list the controlling shareholder(s) and their identifying num				No No
	Controlling shareholder	lden	tifying number		
С	If the transferor was a member of an affiliated group filing corporation?  If not, list the name and employer identification number (EIN) of				No
	Name of parent corporation		parent corporation		
d	Have basis adjustments under section 367(a)(4) been made?		Yes		No
3 a	If the transferor was a partner in a partnership that was the complete questions 3a through 3d. List the name and EIN of the transferor's partnership.	actual transferor (but is not	treated as such under so	ection	367),
	Name of partnership	EIN	of partnership		
LAF	KESTAR GROWTH I, LP	98-	1473489		
b	Did the partner pick up its pro rata share of gain on the transfer is the partner disposing of its <b>entire</b> interest in the partnership?	of partnership assets?	Yes	X	
	Is the partner disposing of an interest in a limited partnership securities market?			X	No
Par	O I	structions)	E-11-46 to color	<b>.</b>	
4	Name of transferee (foreign corporation) GETYOURGUIDE AG		5a Identifying number, i FOREIGNUS	rany	
6	Address (including country)		5b Reference ID number		
	STAMPFENBACHSTRASSE 48		(see instructions)		
2	ZURICH SZ 8006		007		
7	Country code of country of incorporation or organization (see in	structions)			
	SZ				
8	Foreign law characterization (see instructions)				
9	CORPORATION  Is the transferee foreign corporation a controlled foreign corpora	ation?	Yes	Х	No
<u>-</u>	.5			Δ	.10

Part III Infor		ransfer of Property (	see instruct	ions)		
Type of property  Cash	(a) Date of transfer	(b) Description of property	Fair mark	et value on f transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	kip the remainder of Pai					Yes No
Type of property	(a) Date of transfer	than intangible prope (b) Description of property	Fair mark	to section 36 c) let value on f transfer	<b>7(d))</b> (d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	transion	property	date o	tunisiei	Dusis	transici
Inventory	ATTACHMENT 7					
Other property (not listed under another category)						
Property with built-in loss						
 Totals			1200	2401.	12002401.	
foreign corner foreign corner foreign corner foreign corner for the following states of the following	poration? to to line 12b. ansferor a domestic co a branch that is a foreigontinue to line 12c. If "N ly after the transfer, foreign corporation? ontinue to line 12d. If "N ransferred loss amoun	orporation that transferrand disregarded entity) to No," skip lines 12c and was the domestic con No," skip line 12d, and ot included in gross incorty described in section 3	ed substantia specified 12d, and go to line 13. me as requir	eign disregarde ally all of the as 10%-owned for to line 13. U.S. sharehold	d entity) transferred seets of a foreign beign corporation?	Yes X No
Section C - Inta	ngible Property Sul	oject to Section 367(c	d)			
Type of property	(a) Date of transfer	<b>(b)</b> Description of property		(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
Totals						

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes	No No No
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00 % (b) After 0.84 %		
17	Type of nonrecognition transaction (see instructions) ► SECTION 351		
18	Indicate whether any transfer reported in Part III is subject to any of the following.		
а	Gain recognition under section 904(f)(3)	Yes	X No
b	Gain recognition under section 904(f)(5)(F)	Yes	X No
С	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions.	Yes	X No
1.	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$ Did the domestic corporation not recognize gain or loss on the distribution of property because the		
С	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	163	140
	covered by section 367(e)(1)? See instructions	Yes	X No

Department of the Treasury Internal Revenue Service

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I	U.S. Transferor Information (see instructions)		
Name of tra	ansferor ROBERT W. WOODRUFF ARTS CENTE	R, INC.	Identifying number (see instructions) 58-0633971
<ul><li>2 If the</li><li>a If the</li><li>five</li><li>b Did</li></ul>	the transferee a specified 10%-owned foreign corporation that the transferor was a corporation, complete questions 2a through transfer was a section 361(a) or (b) transfer, was the transfer or fewer domestic corporations?  The transferor remain in existence after the transfer?  Tot, list the controlling shareholder(s) and their identifying numbers.	gh 2d. sferor controlled (under section	on 368(c)) by Yes No
	Controlling shareholder	lden	tifying number
corp	he transferor was a member of an affiliated group filing poration? ot, list the name and employer identification number (EIN) of		it the parent
	Name of parent corporation	EIN of p	parent corporation
<b>d</b> Hav	ve basis adjustments under section 367(a)(4) been made?		Yes No
con	the transferor was a partner in a partnership that was the implete questions 3a through 3d. It the name and EIN of the transferor's partnership.	actual transferor (but is not	treated as such under section 367)
	Name of partnership	EIN	of partnership
LAKES	STAR GROWTH I, LP	98-	1473489
<b>b</b> Did	the partner pick up its pro rata share of gain on the transfer of		
	he partner disposing of its <b>entire</b> interest in the partnership? .		
	he partner disposing of an interest in a limited partnership curities market?		
Part II		structions)	
	me of transferee (foreign corporation)	/	5a Identifying number, if any
SO	OUL MACHINES LIMITED		FOREIGNUS
6 Add	dress (including country)		5b Reference ID number
LEV	EL 1, 106 CUSTOMS STREET WEST		(see instructions)
	KLAND NZ 1010		008
	untry code of country of incorporation or organization (see in	structions)	
NZ			
	reign law characterization (see instructions)		
	RPORATION  he transferse foreign corporation a controlled foreign corporation.	ation?	Vac V Na
9 Is th	he transferee foreign corporation a controlled foreign corpora	IUOII!	Yes X No

Part III Info		ransfer of Property (	see instruc	ctions)		
Type of property  Cash	(a) Date of transfer	(b) Description of property		(c) Irket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," s	kip the remainder of Pa					Yes No
Type of property	(a) Date of transfer	than intangible property  (b)  Description of property	Fair ma	(c) lirket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	wantio	property	date	or transfer	Baolo	a director
Inventory	ATTACHMENT 8					
Other property (not listed under another category)						
Property with built-in loss						
Totals			9,991	L,183.	9,991,183.	
12a Were any foreign could "Yes," go b Was the transferee of "Yes," could be transferee of the transfe	rporation? to to line 12b. Tansferor a domestic of a branch that is a foreign ontinue to line 12c. If "I bely after the transfer, foreign corporation? Tontinue to line 12d. If "I transferred loss amounts."	orporation that transfer on disregarded entity) to No," skip lines 12c and was the domestic co No," skip line 12d, and it included in gross inco	red substants a specified 12d, and go reporation a go to line 13 and as requ	tially all of the 10%-owned for the U.S. sharehouted under sect	assets of a foreign broreign corporation?	Yes X No
Section C - Inta	angible Property Su	bject to Section 367(	d)			
Type of property	(a) Date of transfer	<b>(b)</b> Description of property	<b>(c)</b> Useful life	(d) Arm's length pric on date of transfe		(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						

14a b c d 15	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes Yes	No No No
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
	(a) Before 0.00 % (b) After 5.35 %		
17	Type of nonrecognition transaction (see instructions) ► <u>SECTION 351</u>	_	
18	Indicate whether any transfer reported in Part III is subject to any of the following.		\[\frac{1}{2}\].
a	Gain recognition under section 904(f)(3)		X No
b	Gain recognition under section 904(f)(5)(F)		X No
С	Recapture under section 1503(d)		X No
d	Exchange gain under section 987		X No
19	Did this transfer result from a change in entity classification?		X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions.	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$		
С	Did the domestic corporation not recognize gain or loss on the distribution of property because the		
	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?		No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	1	
	covered by section 367(e)(1)? See instructions	Yes	X No
		Form <b>926</b> (Re	ev. 11-2018)

JSA

Department of the Treasury Internal Revenue Service

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S	Transferor Information (see instructions)		
Name of transferor	ROBERT W. WOODRUFF ARTS CENTE	R, INC.	Identifying number (see instructions) 58-0633971
<ul><li>2 If the tran</li><li>a If the tran</li><li>five or fe</li><li>b Did the trans</li></ul>	nsferee a specified 10%-owned foreign corporation that isferor was a corporation, complete questions 2a through the section 361(a) or (b) transfer, was the transfer domestic corporations?  ansferor remain in existence after the transfer?  the controlling shareholder(s) and their identifying numbers.	ugh 2d. Isferor controlled (under section	on 368(c)) by Yes No
	Controlling shareholder	Iden	tifying number
corporati	nsferor was a member of an affiliated group filing on? the name and employer identification number (EIN) of		it the parent
	Name of parent corporation	EIN of p	parent corporation
<b>d</b> Have bas	is adjustments under section 367(a)(4) been made?		Yes No
complete	nsferor was a partner in a partnership that was the questions 3a through 3d. ame and EIN of the transferor's partnership.	actual transferor (but is not	treated as such under section 367
	Name of partnership	EIN	of partnership
LAKESTAR	III, LP	98-	1473139
	artner pick up its pro rata share of gain on the transfer		
	tner disposing of its <b>entire</b> interest in the partnership?		
•	rtner disposing of an interest in a limited partnership	<u> </u>	
Part II Tra	market?nsferee Foreign Corporation Information (see in	structions)	Tes A NO
	transferee (foreign corporation)		5a Identifying number, if any
GUYBR	USH LIMITED		FOREIGNUS
	(including country)		5b Reference ID number
2 EAST	BOURNE TERRACE		(see instructions)
	GTON, LONDON UK W26LG		009
-	code of country of incorporation or organization (see in	structions)	
UK			
•	aw characterization (see instructions)		
CORPOR		ation?	
9 Is the tra	nsferee foreign corporation a controlled foreign corpora	auon?	Yes X No

Part III Infor		ransfer of Property (	see instruct	ions)		
Type of property  Cash	(a) Date of transfer	(b) Description of property	Fair marl	(c) ket value on f transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	kip the remainder of Par					Yes No
Type of property	(a) Date of	than intangible prope (b) Description of	Fair mark	(c) ket value on	(d) Cost or other	(e) Gain recognized on
Stock and securities	transfer	property	date o	f transfer	basis	transfer
Inventory						
	ATTACHMENT 9					
Other property (not listed under another category)						
Property with built-in loss						
 Totals			877	,274.	877,274.	
foreign cor If "Yes," go b Was the tra (including a If "Yes," co c Immediate transferee If "Yes," co d Enter the t 13 Did the tra	poration? to to line 12b. ansferor a domestic co a branch that is a foreigontinue to line 12c. If "N ly after the transfer, foreign corporation? ontinue to line 12d. If "N ransferred loss amoun	rporation that transferrent disregarded entity) to lo," skip lines 12c and was the domestic correction." skip line 12d, and got included in gross incorty described in section 3 ons 14a through 15.	ed substanti a specified 12d, and go rporation a go to line 13. me as requir	ally all of the as 10%-owned for to line 13. U.S. sharehold	esets of a foreign be eign corporation? ler with respect to	Yes X No
Section C - Inta	ngible Property Sul	oject to Section 367(c	d)			
Type of property	<b>(a)</b> Date of transfer	<b>(b)</b> Description of property		(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
Totals						

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes	No No No
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00 % (b) After 0.00 %		
17	Type of nonrecognition transaction (see instructions) ► SECTION 351		
18	Indicate whether any transfer reported in Part III is subject to any of the following.		
а	Gain recognition under section 904(f)(3)	Yes	X No
b	Gain recognition under section 904(f)(5)(F)	Yes	X No
С	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions.	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$ Did the domestic corporation not recognize gain or loss on the distribution of property because the		
С	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	163	140
	covered by section 367(e)(1)? See instructions	Yes	X No

Department of the Treasury Internal Revenue Service

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S	. Transferor Information (see instructions)		
Name of transferor	ROBERT W. WOODRUFF ARTS CENTE	R, INC.	Identifying number (see instructions) 58-0633971
<ul><li>2 If the trans</li><li>a If the transfive or few</li><li>b Did the trans</li></ul>	nsferee a specified 10%-owned foreign corporation that is sferor was a corporation, complete questions 2a through fer was a section 361(a) or (b) transfer, was the transwer domestic corporations?  ansferor remain in existence after the transfer?  the controlling shareholder(s) and their identifying numbers.	ugh 2d. nsferor controlled (under section	on 368(c)) by Yes
	Controlling shareholder	lden	tifying number
corporati	nsferor was a member of an affiliated group filing on? the name and employer identification number (EIN) of		it the parentYes No
	Name of parent corporation	EIN of p	parent corporation
<b>d</b> Have bas	is adjustments under section 367(a)(4) been made?		Yes No
complete	nsferor was a partner in a partnership that was the questions 3a through 3d. ame and EIN of the transferor's partnership.	actual transferor (but is not	treated as such under section 367)
	Name of partnership	EIN	of partnership
LAKESTAR	III LP	98-	1473139
	artner pick up its pro rata share of gain on the transfer	of partnership assets?	Yes X No
	tner disposing of its <b>entire</b> interest in the partnership?		
•	rtner disposing of an interest in a limited partnership	3 ,	
Part II Tra	nsferee Foreign Corporation Information (see in	structions)	
	transferee (foreign corporation)	,	5a Identifying number, if any
	D TECHNOLOGIES, S.L.		FOREIGNUS
	(including country)	~	<b>5b</b> Reference ID number (see instructions)
CARRER BARCEL	PROVENCA, 275, 4T PIS PORTA	LA S	010
	ONA SP 1 code of country of incorporation or organization (see in	nstructions)	
SP	, (666 m	,	
	aw characterization (see instructions)		
CORPOR			
9 Is the tra	nsferee foreign corporation a controlled foreign corpora	ation?	Yes X No

Part III Infor		Transfer of Property (	see instructions)		
Type of property  Cash	(a) Date of transfer	(b)  Description of property	(c) Fair market value o date of transfer	n (d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	ip the remainder of F	nsferred? Part III and go to Part IV.			Yes No
Type of property	er Property (othe (a) Date of transfer	r than intangible property  (b)  Description of property	(c) Fair market value of date of transfer	(d)	(e) Gain recognized on transfer
Stock and securities	tiansiei	property	uate of translet	Dasis	transier
Inventory	ATTACHMENT	10			
Other property (not listed under another category)	711 TACHFADIN				
Property with built-in loss					
Totals			4,723,346	. 4,723,346.	
recognition  12a Were any a foreign cor If "Yes," go b Was the tra (including a If "Yes," co c Immediate transferee If "Yes," co d Enter the tra Did the trail	a agreement was filed assets of a foreign be poration? To to line 12b. The ansferor a domestic a branch that is a foreign the transferor and the transferor and the transferor corporation? The ansferred loss amounts for transfer propers.	ranch (including a branch corporation that transfer eign disregarded entity) to "No," skip lines 12c and	red substantially all of a specified 10%-ow 12d, and go to line 13. me as required under the substantially all of the substantially all of the substantial substan	regarded entity) transferred  of the assets of a foreign be ned foreign corporation?  3.  hareholder with respect to	Yes X No d to a Yes X No ranch Yes No
Section C - Inta	ngible Property S	ubject to Section 367(	d)		
Type of property	(a) Date of transfer	<b>(b)</b> Description of property	(c) (d Useful Arm's len life on date o	gth price Cost or other basis	(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)					
Totals					

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?  At the time of the transfer, did any of the transferred intangible property have an indefinite useful life?  Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property?  If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii)   Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)?  Illemental Part III Information Required To Be Reported (see instructions)	Yes Yes Yes	No No No
Part	IV Additional Information Regarding Transfer of Property (see instructions)		
16 17 18 a b c d 19 20a	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00	Yes Yes Yes Yes Yes Yes Yes	X   No   X   No
о с 21	Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?  Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation covered by section 367(e)(1)? See instructions	Yes Yes	☐ No

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▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)	•	<u>'</u>
Name of transferor ROBERT W. WOODRUFF ARTS CENTE	R, INC.	Identifying number (see instructions)
		58-0633971
1 Is the transferee a specified 10%-owned foreign corporation that		orporation? Yes X No
2 If the transferor was a corporation, complete questions 2a through	=	
a If the transfer was a section 361(a) or (b) transfer, was the tran	· · · · · · · · · · · · · · · · · · ·	
five or fewer domestic corporations?		
<b>b</b> Did the transferor remain in existence after the transfer?		Yes No
If not, list the controlling shareholder(s) and their identifying nur	nber(s).	
Controlling shareholder	lden	tifying number
c If the transferor was a member of an affiliated group filing	a consolidated return was	it the narent
corporation?		Yes No
If not, list the name and employer identification number (EIN) of	the parent corporation.	
Name of parent corneration	FINI of a	
Name of parent corporation	EIN OI F	parent corporation
d Have basis adjustments under section 367(a)(4) been made?		Yes No
3 If the transferor was a partner in a partnership that was the	actual transferor (but is not	treated as such under section 367),
complete questions 3a through 3d.	·	,
<b>a</b> List the name and EIN of the transferor's partnership.		
Name of partnership	EIN	of partnership
LAKESTAR III LP	98-	1473139
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer	of partnership assets?	Yes X No
$\boldsymbol{c}$ . Is the partner disposing of its $\boldsymbol{entire}$ interest in the partnership?		Yes X No
d Is the partner disposing of an interest in a limited partnership	that is regularly traded on	an established
securities market?		Yes X No
Part II Transferee Foreign Corporation Information (see in	istructions)	E. 11. 48 1
4 Name of transferee (foreign corporation)		5a Identifying number, if any
HOLDED TECHNOLOGIES, S.L.  6 Address (including country)		FOREIGNUS  5b Reference ID number
CARRER PROVENCA, 275, 4T PIS PORTA	LA S	(see instructions)
BARCELONA SP 1	<b>~</b>	011
7 Country code of country of incorporation or organization (see in	structions)	
SP		
8 Foreign law characterization (see instructions)		
CORPORATION		
9 Is the transferee foreign corporation a controlled foreign corpora	ation?	Yes X No

Part III Info		Transfer of Property	(see instruc	tions)		
Type of property  Cash	(a) Date of transfer	(b)  Description of property		(c) rket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	kip the remainder of F	sferred? Part III and go to Part IV.				Yes No
Type of property	ner Property (othe (a) Date of transfer	r than intangible prop (b) Description of	Fair ma	t to section 3 (c) rket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	uansici	property	uate	or transier	Dasis	transiei
Inventory	ATTACHMENT	11				
Other property (not listed under another category)						
Property with built-in loss						
 Totals			180	,129.	180,129.	
foreign collif "Yes," go b Was the tr (including If "Yes," collif "Yes," collif "Yes," collif "Yes," collif "Yes," collif "Yes," collif Enter the transfereet  13 Did the tra	rporation? to to line 12b. transferor a domestic a branch that is a fore continue to line 12c. If the ly after the transfel foreign corporation? continue to line 12d. If transferred loss amounts	corporation that transfereign disregarded entity) to "No," skip lines 12c and to was the domestic component of the skip line 12d, and ant included in gross incomparty described in section stions 14a through 15.	rred substant to a specified I 12d, and go orporation a go to line 13.	ially all of the and the state of the state	assets of a foreign bureign corporation?	Yes X No
Section C - Inta	angible Property S	ubject to Section 367	(d)			
Type of property	(a) Date of transfer	<b>(b)</b> Description of property	(c) Useful life	(d) Arm's length price on date of transfer		(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
					L	

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes	No No No
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 20.6 % (b) After 20.6 %		
17	Type of nonrecognition transaction (see instructions) ► SECTION 351		
18	Indicate whether any transfer reported in Part III is subject to any of the following.		
а	Gain recognition under section 904(f)(3)	Yes	X No
b	Gain recognition under section 904(f)(5)(F)	Yes	X No
С	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions.	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$ Did the domestic corporation not recognize gain or loss on the distribution of property because the		
С	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	163	140
	covered by section 367(e)(1)? See instructions	Yes	X No

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

<b>U.S. Transferor Information</b> (see instructions)				
Name of transferor ROBERT W. WOODRUFF ARTS CENTED	Identifying number (see instructions)			
		58-063397	1	
1 Is the transferee a specified 10%-owned foreign corporation tha	_	orporation?	Yes	X No
2 If the transferor was a corporation, complete questions 2a through		000())		
a If the transfer was a section 361(a) or (b) transfer, was the trans			٦.,	<b></b>
five or fewer domestic corporations?			Yes	No No
<b>b</b> Did the transferor remain in existence after the transfer?		∟	Yes	∟ No
If not, list the controlling shareholder(s) and their identifying num	ber(s).			
Controlling shareholder	lden	tifying number		
c If the transferor was a member of an affiliated group filing corporation? If not, list the name and employer identification number (EIN) of the second content of th			Yes	☐ No
Name of parent corporation				
Name of parent corporation	EIN OI ¢	parent corporation		
d Have basis adjustments under section 367(a)(4) been made?			Yes	No
<ul><li>3 If the transferor was a partner in a partnership that was the complete questions 3a through 3d.</li><li>a List the name and EIN of the transferor's partnership.</li></ul>	actual transferor (but is not	treated as such	under se	ection 367),
Name of partnership	EIN	of partnership		
LAKESTAR III LP	98_	1473139		
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer of			Yes	X No
c Is the partner disposing of its <b>entire</b> interest in the partnership?			Yes	X No
d Is the partner disposing of an interest in a limited partnership				
securities market?			Yes	X No
Part II Transferee Foreign Corporation Information (see ins	structions)	•		
4 Name of transferee (foreign corporation)		5a Identifying no	umber, if	any
LIMEHOME GMBH		FOREI		
6 Address (including country)		<b>5b</b> Reference ID		
GRAFINGER STR.6		(see instructions	)	
MUNICH GM 81671		012		
7 Country code of country of incorporation or organization (see ins	structions)			
GM				
8 Foreign law characterization (see instructions)				
CORPORATION	tion2		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	37 1.
9 Is the transferee foreign corporation a controlled foreign corpora	uon?		Yes	X No

Part III Infor		Transfer of Property	(see instruc	tions)		
Type of property  Cash	(a) Date of transfer	(b)  Description of property		(c) rket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	kip the remainder of F	nsferred? Part III and go to Part IV.				Yes No
Type of property	er Property (othe (a) Date of transfer	r than intangible prop (b) Description of property	Fair ma	t to section 3 (c) rket value on of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	wantio	proporty	date	or transfer	54010	a direction
Inventory	ATTACHMENT	12				
Other property (not listed under another category)						
Property with built-in loss						
Totals			1	,933.	1,933.	
foreign cor If "Yes," go b Was the tr (including If "Yes," co c Immediate transferee If "Yes," co d Enter the tr 13 Did the tra	rporation? to to line 12b. cansferor a domestic a branch that is a fore continue to line 12c. If ty after the transfe foreign corporation? continue to line 12d. If transferred loss amountsferor transfer prop	corporation that transfering disregarded entity) "No," skip lines 12c and r, was the domestic composition of the transfering skip line 12d, and antincluded in gross incomparty described in section stions 14a through 15.	erred substant to a specified d 12d, and go corporation a d go to line 13.	ially all of the 10%-owned fo to line 13. U.S. shareho	assets of a foreign broreign corporation?	Yes X No
Section C - Inta	ngible Property S	ubject to Section 367	(d)			
Type of property	(a) Date of transfer	(b) Description of property	(c) Useful life	(d) Arm's length price on date of transfe		(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes	No No No
Part	Additional Information Regarding Transfer of Property (see instructions)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
4-	(a) Before 0.00 % (b) After 5.20 %		
17	Type of nonrecognition transaction (see instructions) ▶ <u>SECTION 351</u> Indicate whether any transfer reported in Part III is subject to any of the following.		
18 a	Gain recognition under section 904(f)(3)	Yes	X No
a b	Gain recognition under section 904(f)(5)(F)	Yes	X No
C	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) > \$		
С	Did the domestic corporation not recognize gain or loss on the distribution of property because the		
	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation		
	covered by section 367(e)(1)? See instructions	Yes	X No

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)		•		
Name of transferor ROBERT W. WOODRUFF ARTS CENTER, INC. Identifying number (see instructions)				
	58-0633971			
1 Is the transferee a specified 10%-owned foreign corporation that	t is not a controlled foreign c	orporation? Y	es :	X No
2 If the transferor was a corporation, complete questions 2a throu	_	•		
a If the transfer was a section 361(a) or (b) transfer, was the tran		on 368(c)) by		
five or fewer domestic corporations?			es	No
<b>b</b> Did the transferor remain in existence after the transfer?			es	No
If not, list the controlling shareholder(s) and their identifying num				
	( - ).			
Controlling shareholder	Iden	tifying number		
		54 Al		
c If the transferor was a member of an affiliated group filing corporation?			es	No
If not, list the name and employer identification number (EIN) of	he parent corporation.			
Name of parent corporation	EIN of p	parent corporation		
·	•	·		
<b>d</b> Have basis adjustments under section 367(a)(4) been made?		Y	es	No
3 If the transferor was a partner in a partnership that was the	actual transferor (but is not	treated as such und	ler secti	on 367)
complete questions 3a through 3d.	·			
a List the name and EIN of the transferor's partnership.				
Name of partnership	EIN	of partnership		
LAKESTAR III LP		1473139		
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer			_	X No
c Is the partner disposing of its entire interest in the partnership?			es _	X No
<b>d</b> Is the partner disposing of an interest in a limited partnership	9 9		_	_
securities market?		<u> Y</u>	es _	X No
Part II Transferee Foreign Corporation Information (see in:	structions)			
4 Name of transferee (foreign corporation)		5a Identifying numl		ıy
LIMEHOME GMBH FOREIGNUS				
6 Address (including country)  5b Reference ID number				
GRAFINER STR.6 (see instructions)				
MUNICH GM 81671		013		
7 Country code of country of incorporation or organization (see in	structions)			
GM				
8 Foreign law characterization (see instructions)				
CORPORATION	" 0			1
9 Is the transferee foreign corporation a controlled foreign corpora	tion?		es _	X No

Part III Info		Transfer of Property	(see instructi	ions)		
Type of property  Cash	(a) Date of transfer	(b) Description of property	Fair mark	et value on f transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	kip the remainder of F	sferred? Part III and go to Part IV.				Yes No
Type of property	ner Property (othe (a) Date of transfer	r than intangible prop (b) Description of property	Fair mark	to section 3 c) let value on f transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	wanoidi	proporty	uuto oi	Turioroi	54010	transier
Inventory	ATTACHMENT	13				
Other property (not listed under another category)						
Property with built-in loss						
Totals			708	,894.	708,894.	
foreign collif "Yes," go b Was the tr (including If "Yes," collif "Yes," collif "Yes," collif "Yes," collif "Yes," collif "Yes," collif Enter the transfereet  13 Did the tra	rporation? to to line 12b. transferor a domestic a branch that is a fore continue to line 12c. If the ly after the transfer foreign corporation? continue to line 12d. If transferred loss amountsferor transfer prop	corporation that transfeeign disregarded entity) to "No," skip lines 12c and was the domestic control with the skip line 12d, and ant included in gross incomparty described in section stions 14a through 15.	erred substantiato a specified 1d 12d, and go to reporation a digo to line 13.	ally all of the 10%-owned fo to line 13. U.S. shareho	assets of a foreign bureign corporation?	Yes X No
Section C - Inta	angible Property S	ubject to Section 367	'(d)			
Type of property	(a) Date of transfer	(b) Description of property		(d) Arm's length price on date of transfe		(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?  At the time of the transfer, did any of the transferred intangible property have an indefinite useful life?  Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property?  If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii)   Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)?  **Interestal Part III Information Paguized To Pag Pagented (con instructions)	Yes Yes Yes	No No No
Supp	Iemental Part III Information Required To Be Reported (see instructions)		
Part	Additional Information Regarding Transfer of Property (see instructions)		
· art	reactional information regarding transfer of the porty (555 metroscione)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
	(a) Before 5.20 % (b) After 5.20 %		
17	Type of nonrecognition transaction (see instructions) ▶ SECTION 351		
18	Indicate whether any transfer reported in Part III is subject to any of the following.		
а	Gain recognition under section 904(f)(3)	Yes	X No
b	Gain recognition under section 904(f)(5)(F)	Yes	X No
С	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) > \$		
С	Did the domestic corporation not recognize gain or loss on the distribution of property because the		
	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation		
	covered by section 367(e)(1)? See instructions	Yes	X No

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

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OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)			•			
Name of transferor ROBERT W. WOODRUFF ARTS CENTER, INC. Identifying number (see instructions)						
58-0633						
1 Is the transferee a specified 10%-owned foreign corporation that	t is not a controlled foreign co	orporation?	Yes	X	No	
2 If the transferor was a corporation, complete questions 2a throu	, and the second					
a If the transfer was a section 361(a) or (b) transfer, was the tran	=	on 368(c)) by				
five or fewer domestic corporations?			Yes		No	
<b>b</b> Did the transferor remain in existence after the transfer?			Yes		No	
If not, list the controlling shareholder(s) and their identifying num						
Controlling shareholder	Iden	ifying number				
c If the transferor was a member of an affiliated group filing corporation?			Yes		No	
If not, list the name and employer identification number (EIN) of	the parent corporation.					
Name of parent corporation	EIN of p	arent corporation	1			
		aroni oo poranoi				
d Have basis adjustments under section 367(a)(4) been made?			Yes		No	
3 If the transferor was a partner in a partnership that was the	actual transferor (but is not	treated as such	under se	ction	367).	
complete questions 3a through 3d.	actual transferor (but to her	nouted do eden	andor oo	011011	001,	
<ul><li>a List the name and EIN of the transferor's partnership.</li></ul>						
· · · · · ·						
Name of partnership	EIN	of partnership				
LAKESTAR III LP		1473139				
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer			Yes		No	
c Is the partner disposing of its entire interest in the partnership?		L	Yes	X	No	
<b>d</b> Is the partner disposing of an interest in a limited partnership	9 ,		7			
securities market?			Yes	X	No	
Part II Transferee Foreign Corporation Information (see in:	structions)					
4 Name of transferee (foreign corporation)		5a Identifying n	u <b>mber</b> , if	any		
LIMEHOME GMBH FOREIGNUS						
6 Address (including country)  5b Reference ID number						
GRAFINGER STR.6 (see instructions)						
MUNICH GM 81671		014				
7 Country code of country of incorporation or organization (see in	structions)					
GM						
8 Foreign law characterization (see instructions)						
CORPORATION  9 Is the transferee foreign corporation a controlled foreign corporation.			1	X		
9 Is the transferee foreign corporation a controlled foreign corpora		1	Yes		No	

Part III Infor		Transfer of Property	(see instruction	ons)		
Type of property  Cash	(a) Date of transfer	(b) Description of property	Fair marke date of	t value on	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	kip the remainder of F	nsferred? Part III and go to Part IV.				Yes No
Type of property	ner Property (othe (a) Date of transfer	r than intangible prop (b) Description of property	Derty subject to (control of the control of the con	t value on	(d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	wantio	рторопу	date of		54010	Transion .
Inventory	ATTACHMENT	14				
Other property (not listed under another category)						
Property with built-in loss						
 Totals			700,	234.	700,234.	
foreign cor If "Yes," go b Was the tr (including If "Yes," co c Immediate transferee If "Yes," co d Enter the tr 13 Did the tra	rporation? to to line 12b. transferor a domestic a branch that is a foreontinue to line 12c. If the ly after the transferontinue to line 12d. If transferred loss amountsferor transfer proporation?	corporation that transfeeign disregarded entity) in "No," skip lines 12c and r, was the domestic control with the skip line 12d, and antincluded in gross incomparty described in section stions 14a through 15.	erred substantia to a specified 1 d 12d, and go to corporation a U d go to line 13.	lly all of the 00%-owned foo line 13.	assets of a foreign boreign corporation?	Yes X No
Section C - Inta	angible Property S	ubject to Section 367	(d)			
Type of property	(a) Date of transfer	(b) Description of property		(d) .rm's length price n date of transfe		(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
					L	L

b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?  At the time of the transfer, did any of the transferred intangible property have an indefinite useful life?  Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property?  If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii)   Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)?  **Interestal Part III Information Paguized To Pag Pagented (con instructions)	Yes Yes Yes	No No No
Supp	Iemental Part III Information Required To Be Reported (see instructions)		
Part	Additional Information Regarding Transfer of Property (see instructions)		
· art	reactional information regarding transfer of the porty (555 metroscione)		
16	Enter the transferor's interest in the transferee foreign corporation before and after the transfer.		
	(a) Before 5.20 % (b) After 5.20 %		
17	Type of nonrecognition transaction (see instructions) ▶ SECTION 351		
18	Indicate whether any transfer reported in Part III is subject to any of the following.		
а	Gain recognition under section 904(f)(3)	Yes	X No
b	Gain recognition under section 904(f)(5)(F)	Yes	X No
С	Recapture under section 1503(d)	Yes	X No
d	Exchange gain under section 987	Yes	X No
19	Did this transfer result from a change in entity classification?	Yes	X No
20 a	Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions	Yes	X No
	If "Yes," complete lines 20b and 20c.		
b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) > \$		
С	Did the domestic corporation not recognize gain or loss on the distribution of property because the		
	property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	Yes	No
21	Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation		
	covered by section 367(e)(1)? See instructions	Yes	X No

## Return by a U.S. Transferor of Property to a Foreign Corporation • Go to www.irs.gov/Form926 for instructions and the latest information.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)					
Name of transferor ROBERT W. WOODRUFF ARTS CENTER, INC. Identifying number (see instructions)					
58-0633					
1 Is the transferee a specified 10%-owned foreign corporation that is not a controlled foreign corporation? Yes  2 If the transferor was a corporation, complete questions 2a through 2d.  a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by					
five or fewer domestic corporations?			Yes	$\vdash$	No
<b>b</b> Did the transferor remain in existence after the transfer?			Yes	Ш	No
If not, list the controlling shareholder(s) and their identifying nur	nber(s).				
Controlling shareholder	lden	tifying number			
c If the transferor was a member of an affiliated group filing corporation? If not, list the name and employer identification number (EIN) of			Yes		No
Name of parent corporation	EIN of p	parent corporation			
<b>d</b> Have basis adjustments under section 367(a)(4) been made? .			Yes		No
<ul><li>3 If the transferor was a partner in a partnership that was the complete questions 3a through 3d.</li><li>a List the name and EIN of the transferor's partnership.</li></ul>	actual transferor (but is not	treated as such u	ınder sed	ction	367),
Name of partnership	EIN	of partnership			
LAKESTAR III LP	98-	1473139			
<b>b</b> Did the partner pick up its pro rata share of gain on the transfer	of partnership assets?		Yes	X	No
c Is the partner disposing of its entire interest in the partnership?			Yes	Χ	No
d Is the partner disposing of an interest in a limited partnership	<u> </u>		1		
securities market?			Yes	Χ	No
Part II Transferee Foreign Corporation Information (see in	istructions)	T =			
4 Name of transferee (foreign corporation)		5a Identifying nu		any	
PICTERRA SA  Address (including country)		FOREI(			
6 Address (including country)  5b Reference ID number (see instructions)					
AVENUE DE FLORISSANT 16 (see instructions) RENENS VD SZ 1020					
7 Country code of country of incorporation or organization (see in	nstructions)				
SZ	,				
8 Foreign law characterization (see instructions)					
CORPORATION					
9 Is the transferee foreign corporation a controlled foreign corpor	ation?		Yes	X	No

Part III Infor		Transfer of Property (	see instruct	ions)		
Type of property  Cash	(a) Date of transfer	(b)  Description of property	Fair mar	(c) ket value on if transfer	(d) Cost or other basis	(e) Gain recognized on transfer
10 Was cash If "Yes," sk	ip the remainder of P	sferred? art III and go to Part IV.				Yes No
Type of property	er Property (other (a) Date of transfer	r than intangible property  (b)  Description of property	Fair mar	to section 36 (c) ket value on f transfer	(d) (d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities	паные	property	uale 0	i transiei	Dasis	transiei
Inventory						
Other property (not listed under another category)	ATTACHMENT :	15				
Property with built-in loss						
 Totals			502	,702.	502,702.	
foreign cor If "Yes," go b Was the tra (including a If "Yes," co c Immediate transferee of If "Yes," co d Enter the tra Did the tra	poration?  to line 12b.  ansferor a domestic of a branch that is a fore ontinue to line 12c. If ly after the transfer foreign corporation?  ontinue to line 12d. If ransferred loss amounsferor transfer proportions	anch (including a branch corporation that transfer eign disregarded entity) to "No," skip lines 12c and was the domestic co "No," skip line 12d, and unt included in gross incoerty described in section stions 14a through 15.	red substantion a specified 12d, and goorporation a go to line 13.	eign disregarde ally all of the a 10%-owned for to line 13. U.S. sharehold	ed entity) transferred ssets of a foreign b eign corporation?	Yes X No
Section C - Inta	ngible Property S	ubject to Section 367(	d)			
Type of property	(a) Date of transfer	<b>(b)</b> Description of property	(c) Useful life	(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer (see instructions)
Property described in sec. 367(d)(4)						
Totals						

Page 3 Form 926 (Rev. 11-2018)

Part IV Additional Information Regarding Transfer of Property (see instructions)  16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00 % (b) After 5.70 %  17 Type of nonrecognition transaction (see instructions) ▶ SECTION 351  18 Indicate whether any transfer reported in Part III is subject to any of the following.  a Gain recognition under section 904(f)(3) Yes X No  C Recapture under section 904(f)(5)(F) Yes X No  c Recapture under section 987  19 Did this transfer result from a change in entity classification?  20 Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions. Yes X No  If "Yes," complete lines 20b and 20c.  b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$  C Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)? Yes No  21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation covered by section 367(e)(1)? See instructions  22 No	b c d	Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years?	Yes Yes Yes	No No No
16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00				
16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00				
16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00				
16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00				
16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00				
16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00				
16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00				
Enter the transferor's interest in the transferee foreign corporation before and after the transfer.  (a) Before 0.00 % (b) After 5.70 %  Type of nonrecognition transaction (see instructions)  SECTION 351  Indicate whether any transfer reported in Part III is subject to any of the following.  a Gain recognition under section 904(f)(3)	Part	N Additional Information Regarding Transfer of Property (see instructions)		
(a) Before 0.00  % (b) After 5.70  %  Type of nonrecognition transaction (see instructions) ▶ SECTION 351  Indicate whether any transfer reported in Part III is subject to any of the following.  a Gain recognition under section 904(f)(3)				
Type of nonrecognition transaction (see instructions) ▶ SECTION 351  Indicate whether any transfer reported in Part III is subject to any of the following.  a Gain recognition under section 904(f)(3)	16	·		
Indicate whether any transfer reported in Part III is subject to any of the following.  a Gain recognition under section 904(f)(3)	47			
a Gain recognition under section 904(f)(3) b Gain recognition under section 904(f)(5)(F) c Recapture under section 1503(d) d Exchange gain under section 987  19 Did this transfer result from a change in entity classification?  20 a Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions  Tyes  No  Yes  X  No  Yes  X  No  If "Yes," complete lines 20b and 20c.  b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b)  C Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?  Yes  No  No  Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation				
b Gain recognition under section 904(f)(5)(F)  c Recapture under section 1503(d)  d Exchange gain under section 987  19 Did this transfer result from a change in entity classification?  20a Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions.  b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b)  c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?  21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation			Vas	X No
c Recapture under section 1503(d)	_		H	
d Exchange gain under section 987  19 Did this transfer result from a change in entity classification?  20 Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions Yes X No If "Yes," complete lines 20b and 20c.  b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) \$  c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?  Yes No No Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation				
Did this transfer result from a change in entity classification?  10 Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions.  10 Test				
Did a domestic corporation make a distribution of property covered by section 367(e)(2)? See instructions	19		Yes	X No
If "Yes," complete lines 20b and 20c.  b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$  c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?	20 a		Yes	
c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)? Yes No  21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation				
property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)? Yes No  21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	b	Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) > \$		
21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation	С	Did the domestic corporation not recognize gain or loss on the distribution of property because the		
			Yes	No
covered by section 367(e)(1)? See instructions Yes X No	21			
		covered by section 367(e)(1)? See instructions	Yes	X No

Form **926** (Rev. 11-2018)

ATTACHMENT 1

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 11/12/2019 EUROS 19549474. 19549474.

TOTAL <u>19549474.</u> <u>19549474.</u>

ATTACHMENT 2

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 05/10/2019 EUROS 33700664.

33700664. 33700664. TOTAL

ATTACHMENT 3

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 12/10/2019 7,747. 7,747. EUROS

> 7,747. 7,747. TOTAL

ATTACHMENT 4

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED

12/19/2019 20017050. 20017050. EUROS

> 20017050. 20017050. TOTAL

ATTACHMENT 5

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 07/15/2019 10,923. EUROS 10,923.

\_\_\_\_10,923. 10,923. TOTAL

ATTACHMENT 6

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 09/16/2019 EUROS 27588249. 27588249.

<u>27588249.</u> <u>27588249.</u> TOTAL

ATTACHMENT 7

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED

12002401. 05/15/2019 **EUROS** 12002401.

> <u>12002401.</u> <u>12002401.</u> TOTAL

ATTACHMENT 8

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 12/04/2019 EUROS 9,991,183. 9,991,183.

<u>9,991,183.</u> <u>9,991,183.</u> TOTAL

ATTACHMENT 9

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 877,274. 07/05/2019 **EUROS** 877,274.

> 877,274. 877,274. TOTAL

ATTACHMENT 10

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 04/08/2019 EUROS 4,723,346.

<u>4,723,346.</u> <u>4,723,346.</u> TOTAL

ATTACHMENT 11

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED

04/09/2019 **EUROS** 180,129. 180,129.

> <u>180,129.</u> <u>180,129.</u> TOTAL

ATTACHMENT 12

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 01/10/2019 1,933. EUROS 1,933.

1,933. TOTAL

ATTACHMENT 13

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 01/25/2019 708,894. 708,894. EUROS

708,894. 708,894. TOTAL

ATTACHMENT 14

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED 03/31/2019 700,234. 700,234. EUROS

700,234. 700,234. TOTAL

ATTACHMENT 15

OTHER PROPERTY (NOT LISTED UNDER ANOTHER CATEGORY)

DATE OF TRANSFER DESCRIPTION FMV COST OR OTHER GAIN RECOGNIZED

08/06/2019 502,702. EUROS 502,702.

> 502,702. 502,702. TOTAL