



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attached

Blank lined area for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See Attached

Blank lined area for providing information on resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attached

Blank lined area for providing other necessary information.

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

**Sign Here**

Signature ▶ A. Simmons Date ▶ 11/20/2015

Print your name ▶ Angela Simmons Title ▶ Asst. Treasurer

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Attachment to Form 8937  
Report of Organizational Actions Affecting Basis of Securities  
Darden Restaurants, Inc.  
EIN: 59-3305930

**Part II**

**Item 14: Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On November 9, 2015 (the "Effective Date"), Darden Restaurants, Inc. ("Darden") distributed all of the shares of common stock of Four Corners Property Trust, Inc. ("Four Corners"), a wholly owned subsidiary of Darden, to Darden shareholders (the "Distribution"). Prior to the Distribution, Darden transferred 424 restaurant properties to Four Corners. Six of the 424 restaurant properties will comprise Four Corners' restaurant business, which consists of six LongHorn Steakhouse restaurants located in the San Antonio, Texas area.

The distribution occurred by way of a pro rata dividend to Darden shareholders of record as of November 2, 2015, the record date of the Distribution (the "Record Date"). Each Darden shareholder was entitled to receive one share of Four Corners common stock for every three shares of Darden common stock held by such shareholder at the close of business on the Record Date. Darden did not distribute any fractional shares to shareholders. Instead, fractional shares were aggregated and sold in the open market at prevailing market prices by Wells Fargo Bank, N.A., acting as distribution agent. Checks representing the pro rata share of the \$20.13 per share net proceeds of the sale of the aggregated fractional shares have been or will be sent to stockholders of record entitled to these proceeds.

**Item 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of the U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

Please see the discussion below under "U.S. Federal Income Tax Information Relating to Darden Restaurants, Inc.'s Distribution of the Common Stock of Four Corners Property Trust, Inc." and the attached "U.S. Federal Income Tax Basis Worksheet." Generally, Darden shareholders are required to allocate the aggregate tax basis in their Darden shares held prior to the Distribution between (1) those Darden shares and (2) the Four Corners shares received in the Distribution (including any fractional shares they were entitled to receive). This allocation depends on the fair market values of the Darden and Four Corners shares on the Effective Date.

**Item 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

Please see the discussion below under "U.S. Federal Income Tax Information Relating to Darden Restaurants, Inc.'s Distribution of the Common Stock of Four Corners Property Trust, Inc." and the attached "U.S. Federal Income Tax Basis Worksheet."

**Item 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 355(a), 358(a)-(c), 368(a)(1)(D), 1001(a), 1221, 1222, and 1223(1).

**Item 18: Can any resulting loss be recognized?**

As described below under "U.S. Federal Income Tax Information relating to Darden Restaurants, Inc.'s Distribution of the Common Stock of Four Corners Property Trust, Inc." and the attached "U.S. Federal Income Tax Basis Worksheet," loss may be recognized for U.S. federal income tax purposes only with respect to cash received in lieu of fractional shares of Four Corners common stock.

**Item 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Distribution took place on November 9, 2015. Therefore, for calendar year taxpayers, the reportable tax year would be 2015. Please see the discussion below under "U.S. Federal Income Tax Information Relating to Darden Restaurants, Inc.'s Distribution of the Common Stock of Four Corners Property Trust, Inc." and the attached "U.S. Federal Income Tax Basis Worksheet" for additional information regarding the basis adjustment and related tax treatment.