Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , **and ending**

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
LYNDHURST FOUNDATION, INC

A Employer identification number
62-6044177

Number and street (or P O box number if mail is not delivered to street address)
517 EAST FIFTH STREET

Room/suite

B Telephone number
423-756-0767

City or town, state, and ZIP code
CHATTANOOGA, TN 37403

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 189,555,748.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,218.	8,218.	8,218.	
	4 Dividends and interest from securities	7,969,289.	7,969,289.	7,969,289.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,957,286.			
	b Gross sales price for all assets on line 6a 13,957,286.				
	7 Capital gain net income (from Part IV, line 2)		13,957,286.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-9,894,374.	-9,875,395.	0.	STATEMENT 1
	12 **Total.** Add lines 1 through 11	12,040,419.	12,059,398.	7,977,507.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	284,250.	56,850.	0.	227,400.
	14 Other employee salaries and wages	437,873.	25,775.	0.	412,098.
	15 Pension plans, employee benefits	55,368.	0.	0.	0.
	16a Legal fees STMT 2	67,534.	0.	0.	67,534.
	b Accounting fees STMT 3	30,000.	20,000.	0.	10,000.
	c Other professional fees STMT 4	272,163.	272,163.	0.	0.
	17 Interest	1,194.	0.	0.	0.
	18 Taxes STMT 5	166,866.	0.	0.	91.
	19 Depreciation and depletion	38,039.	0.	38,039.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	459,791.	0.	0.	459,791.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,813,078.	374,788.	38,039.	1,176,914.
	25 Contributions, gifts, grants paid	14,974,614.			14,974,614.
	26 **Total expenses and disbursements.** Add lines 24 and 25	16,787,692.	374,788.	38,039.	16,151,528.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-4,747,273.			
	b **Net investment income** (if negative, enter -0-)		11,684,610.		
	c **Adjusted net income** (if negative, enter -0-)			7,939,468.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		-1.	-1.
	2	Savings and temporary cash investments	5,467,638.	10,495,297.	10,495,297.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 894,000. Less: allowance for doubtful accounts ▶ 0.	894,000.	894,000.	894,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	154,097,854.	144,311,091.	176,793,327.
	14	Land, buildings, and equipment: basis ▶ 1,669,362. Less accumulated depreciation ▶ 829,392.	875,633.	839,970.	839,971.
	15	Other assets (describe ▶ TAXES RECEIVABLE)	485,957.	533,154.	533,154.
	16	Total assets (to be completed by all filers)	161,821,082.	157,073,511.	189,555,748.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	161,821,082.	157,073,511.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	161,821,082.	157,073,511.	
	31	**Total liabilities and net assets/fund balances**	161,821,082.	157,073,511.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Various	1	161,821,082.
2	Enter amount from Part I, line 27a	2	-4,747,273.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	157,073,809.
5	Decreases not included in line 2 (itemize) ▶ ORDINARY LOSS DISSALLOWED FOR TAX	5	298.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	157,073,511.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LT GAIN ON MANAGED ACCOUNTS	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	13,957,286.			13,957,286.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				13,957,286.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	13,957,286.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	10,648,517.	183,810,327.	.057932
2008	12,411,767.	192,632,889.	.064432
2007	12,092,672.	201,987,760.	.059868
2006	13,194,211.	185,081,038.	.071289
2005	9,245,064.	169,336,242.	.054596

2 Total of line 1, column (d)	2	.308117
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.061623
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	189,486,573.
5 Multiply line 4 by line 3	5	11,676,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	116,846.
7 Add lines 5 and 6	7	11,793,577.
8 Enter qualifying distributions from Part XII, line 4	8	16,151,528.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	116,846.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	116,846.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	116,846.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 500,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	500,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	383,154.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	116,846. **Refunded** ▶	11	266,308.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.LYNDHURSTFOUNDATION.ORG

14 The books are in care of ▶ FOUNDATION OFFICER - PRESIDENT Telephone no. ▶423-756-0767

Located at ▶517 EAST FIFTH ST, CHATTANOOGA, TN ZIP+4 ▶37403

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
▶ ______, ______, ______, ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2010 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | 5b | Yes: | No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 9 ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | Yes: | No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		284,250.	22,948.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARAH H. MORGAN	EMPLOYEE 40.00	107,000.	10,951.	0.
MARGARET E STAKELY	EMPLOYEE 40.00	85,916.	8,854.	0.
SARAH C. COX	EMPLOYEE 40.00	74,168.	7,808.	0.
KAREN M. RUDOLPH	EMPLOYEE 40.00	72,500.	4,808.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
LCG ASSOCIATES - 400 GALLERIA PARKWAY, STE 1800, ATLANTA, GA 30339	FINANCIAL CONSULTANT	231,967.
MILLER & MARTIN PLLC - 832 GEORGIA AVENUE, STE 1000, CHATTANOOGA, TN 37402	LEGAL CONSULTANT	51,197.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	181,729,542.
b	Average of monthly cash balances		1b	10,642,613.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	192,372,155.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	192,372,155.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,885,582.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	189,486,573.
6	**Minimum investment return.** Enter 5% of line 5		6	9,474,329.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	9,474,329.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 116,846.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	116,846.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	9,357,483.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	9,357,483.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	9,357,483.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	16,151,528.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,151,528.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	116,846.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,034,682.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form **990-PF** (2010)

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				9,357,483.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 948,202.				
b From 2006 4,448,573.				
c From 2007 2,701,590.				
d From 2008 3,364,589.				
e From 2009 1,458,001.				
f **Total** of lines 3a through e	12,920,955.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶$ 16,151,528.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				9,357,483.
e Remaining amount distributed out of corpus	6,794,045.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,715,000.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	948,202.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	18,766,798.			
10 Analysis of line 9:				
a Excess from 2006 4,448,573.				
b Excess from 2007 2,701,590.				
c Excess from 2008 3,364,589.				
d Excess from 2009 1,458,001.				
e Excess from 2010 6,794,045.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

BENIC M. CLARK, III, (423) 756-0767
517 EAST FIFTH STREET, CHATTANOOGA, TN 37403

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT.

c Any submission deadlines:

SEE ATTACHED STATEMENT.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LIST				14,974,614.
Total			▶ 3a	14,974,614.
b *Approved for future payment*				
SEE ATTACHED LIST				14,833,567.
Total			▶ 3b	14,833,567.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,218.	
4 Dividends and interest from securities			14	7,969,289.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	13,957,286.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PASS-THROUGH LOSS			14	-9,875,395.	
b UBTI INVESTMENTS	900000	-18,979.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-18,979.		12,059,398.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 12,040,419.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Allen L McCallie 11/15/2011 Chairman

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
PATRCIA K COSGROVE	Patricia K Cosgrove	11/15/11		P00025712

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. Firm's EIN ▶

Firm's address ▶ ONE UNION SQUARE, SUITE 700
CHATTANOOGA, TN 37402

Phone no. (423)756-6585

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THROUGH LOSS	-9,875,395.	-9,875,395.	-9,875,395.
UBTI INVESTMENTS	-18,979.	0.	-18,979.
TOTAL TO FORM 990-PF, PART I, LINE 11	-9,894,374.	-9,875,395.	-9,894,374.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	67,534.	0.	0.	67,534.
TO FM 990-PF, PG 1, LN 16A	67,534.	0.	0.	67,534.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	30,000.	20,000.	0.	10,000.
TO FORM 990-PF, PG 1, LN 16B	30,000.	20,000.	0.	10,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENTS' FEES	40,196.	40,196.	0.	0.
INVESTMENT CONSULTANTS	231,967.	231,967.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	272,163.	272,163.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PERSONALTY TAXES/STORMWATER FEE	91.	0.	0.	91.
TAXES - 990-PF	135,489.	0.	0.	0.
TAXES - 990-T	31,286.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	166,866.	0.	0.	91.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER MAINTENANCE	5,463.	0.	0.	5,463.
DUES AND SUBSCRIPTIONS	44,621.	0.	0.	44,621.
EMPLOYEE INSURANCE	93,691.	0.	0.	93,691.
EQUIPMENT LEASE	4,838.	0.	0.	4,838.
INSURANCE	12,228.	0.	0.	12,228.
MISCELLANEOUS EXP	2,928.	0.	0.	2,928.
OFFICE SUPPLIES	32,409.	0.	0.	32,409.
OTHER PROJECT EXPENSES	84,546.	0.	0.	84,546.
PENSION PLAN EXP	5,845.	0.	0.	5,845.
PRINTING AND REPRODUCTION	599.	0.	0.	599.
PAYROLL TAXES	45,530.	0.	0.	45,530.
REPAIRS & MAINTENANCE	70,359.	0.	0.	70,359.
SECT 125 PLAN EXP	275.	0.	0.	275.
TELEPHONE EXP	11,491.	0.	0.	11,491.
UTILITIES	10,755.	0.	0.	10,755.
TRUSTEES TRAVEL	5,985.	0.	0.	5,985.
IN-TOWN MEETINGS	7,044.	0.	0.	7,044.
STAFF TRAVEL	19,439.	0.	0.	19,439.
PENALTIES	1,745.	0.	0.	1,745.
TO FORM 990-PF, PG 1, LN 23	459,791.	0.	0.	459,791.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STMT	COST	144,311,091.	176,793,327.
TOTAL TO FORM 990-PF, PART II, LINE 13		144,311,091.	176,793,327.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NELSON D CAMPBELL 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	6,000.	0.	0.
GEORGE R FONTAINE 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	6,000.	0.	0.
MARGARET L GERBER 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	5,250.	0.	0.
KATHERINE L JUETT 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	6,000.	0.	0.
LASLEY THOMAS MONTAGUE 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	8,000.	0.	0.
T CARTTER LUPTON II 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	6,000.	0.	0.
ALLEN L MCCALLIE 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	CHAIRMAN 2.00	6,000.	0.	0.

LYNDHURST FOUNDATION
SCHEDULE OF INVESTMENTS
December 31, 2010

	2010	
	Cost	**Market Value**
MARKETABLE SECURITIES:		
KLEINHEINZ GLOBAL UNDERVAL SEC FUND	11,727,953	12,951,034
THE RAPTOR GLOBAL FUND LTD	1,244,582	34,665
GUGGENHEIM PLUS II	3,517,867	2,581,628
M KINGDON OFFSHORE	2,383,021	12,828,488
MAVERICK FUND	4,548,119	9,274,434
ADVISORY RESEARCH	5,669,250	5,688,482
VIKING GLOBAL EQUITY III, LTD	8,144,124	14,663,851
CITADEL KENSINGTON GLOBAL STRATEGIES	9,538,000	8,470,467
SLOAN ROBINSON GLOBAL FUND-EMERG MKTS	4,988,440	4,783,592
GMO EMERGING MARKETS FUND	6,220,216	5,079,686
COMMON SENSE SPECIAL OPPORT. OFFSH. LTD.	3,823,248	4,031,747
COURAGE SPEC. SIT. OFFSH FND LTD	695,286	-
FIR TREE CAPITAL OPPORTUNITY FUND, LTD	3,757,650	3,463,762
SLOAN ROBINSON GLOBAL FUND - ASIA	4,002,183	4,039,322
HBK OFFSHORE FUND II, LP	5,031,471	5,100,957
Subtotal	**75,291,411**	**92,992,115**
LIMITED PARTNERSHIPS:		
SIGULAR GUFF BRIC OPP FUND	3,630,312	5,240,049
PALOMA INTERNATIONAL, LTD	22,915,932	25,577,484
THIRD AVENUE REAL ESTATE OPP FUND	2,536,428	2,354,930
TUDOR FUTURES FUND	7,601,073	7,648,691
AXIOM INTERN'L MICRO-CAP FUND, LP	3,784,296	4,257,239
BLUE RIDGE OFFSHORE LP	5,782,983	14,719,237
HINES/TCW/DEAN WITTER E.M.R.E DEV	1,961	7,841
FLAG PRIVATE EQUITY	1,185,604	1,535,558
FLAG VENTURE PARTNERS IV	1,187,823	1,478,225
OCM PRINCIPAL OPPORTUNITIES	642,176	847,924
COMMONFUND CAPITAL INT'L PARTNERS IV, LP	1,922,293	2,328,392
COMMONFUND REALTY INVESTORS, LLC	2,479,279	238,958
COMMONFUND CAP PRIV EQ PTS V, LP	1,702,292	2,546,980
KENNEDY CAPITAL MGMT SMALL CAP	6,256,528	7,525,896
ENCAP ENERGY CAP FUND VII-B, LP	2,759,387	2,867,554
WCP REAL ESTATE FUND II, LP	4,631,314	4,626,254
Subtotal	**69,019,681**	**83,801,212**
Total	**144,311,091**	**176,793,327**

ALICE L SMITH 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	6,000.	0.	0.
BENIC M CLARK, III 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	PRESIDENT/TREASURER 40.00	235,000.	22,948.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		284,250.	22,948.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 9
PART VII-B, LINE 5C

GRANTEE'S NAME

LULA LAKE LAND TRUST

GRANTEE'S ADDRESS

29 MOUNT OLIVE ROAD
LOOKOUT MTN, GA 30750

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
90,000.	10/19/10	

PURPOSE OF GRANT

IN 2010 LYNDHURST AWARDED A TOTAL OF $90,000 TO THE LULA LAKE LAND TRUST FOR ADMINISTRATIVE SUPPORT AND FOR EXPENSES RELATED TO THE OPERATION AND EXPANSION OF A MULTIPURPOSE RECREATIONAL TRAIL IN PARTNERSHIP WITH THE STATE PARKS DIVISION OF THE GEORGIA DEPARTMENT OF NATURAL RESOURCES. DETAILED GRANT LETTERS AND CONTRACTS WERE ISSUED FOR EACH OF THE TWO PAYMENTS COMPRISING THE TOTAL AMOUNT.

DATES OF REPORTS BY GRANTEE

PERIODIC UPDATES AND REPORTS ON 12/29/2010

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE FOUNDATION'S PRESIDENT PARTICIPATED IN PLANNING MEETINGS WITH STAFF FROM THE TRUST AND GEORGIA DNR TO REVIEW DESIGN,BUDGETS, CONSTRUCTION SCHEDULING, ETC. FOR THE TRAIL AND RELATED INFRASTRUCTURE; THE PRESIDENT ALSO CONDUCTED PERIODIC SITE VISITS TO MONITOR TRAIL MAINTENANCE AND CONSTRUCTION ACTIVITIES. ADDITIONALLY, THE FOUNDATION RECEIVED PERIODIC PROJECT UPDATES VIA EMAIL AND TELEPHONE DURING THE YEAR, AS WELL AS WRITTEN PROGRESS REPORTS ON THE EXPENDITURE OF THESE GRANTS (RECEIVED 12/31/2010). TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, NO PORTION OF THIS AWARD WAS DIVERTED FROM USE FOR ITS STATED PURPOSE.

Form 990-PF, Part XV, Line 2B-D
Application Submission Information

From January of 2005 through December of 2011, grants will be distributed primarily at the initiative of the Foundation through the cultivation of strategic partnerships with nonprofit organizations that can assist Lyndhurst in the pursuit of its six goals. Potential partners will be invited to collaborate with Foundation staff to develop programs of work, the funds required, the results that should be achieved, and an appropriate means of evaluating progress. The trustees will review these proposals at quarterly board meetings. The Foundation will also award grants on a very limited basis for 1) local projects that further the Foundation's general mission, but lie beyond the six major goals, and 2) projects that reflect the individual priorities of family trustees who do not live in the Chattanooga area. Requests for funds that pertain to Lyndhurst's mission but not its six primary goals will be reviewed twice a year. Such requests should be limited to three pages with attachments that include:

- a description of the sponsoring organization
- a list of the Board of Directors and staff
- a copy of the organization's annual budget (both income and expenditures)
- an estimated project budget with line items
- a copy of the organization's tax-exempt ruling from the Internal Revenue Service.

Applicants are encouraged to call the office for deadlines and questions regarding eligibility.

Contact information:
Lyndhurst Foundation
517 East Fifth Street
Chattanooga, TN 37403-1826
(423) 756-0767 – Voice
(423) 756-0770 – Fax
www.lyndhurstfoundation.org

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2010

> Alabama Forest Resources Center, Mobile, AL For general support in 2010.	$ 50,000.00
> Alliance for the Cumberlands, Cookeville, TN For support of the development of a regional marketing and eco-tourism plan, and underwriting for the Alliance's 2011 annual conference.	20,000.00
> Allied Arts of Greater Chattanooga, Chattanooga, TN For support of the 2010 Pops on the River event.	10,000.00
For general support during the 2010-2011 fiscal year.	100,000.00
>American Red Cross – Greater Chattanooga Area, Chattanooga, TN Continued support for marketing, communications, and a part-time development officer.	68,000.00
> Amistad Mission, Buford, GA For general support during 2010.	10,000.00
> Arts and Education Council, Chattanooga, TN For support of convening the Fellowship of Southern Writers during the biennial Conference on Southern Literature.	250,000.00
For support of a dialogue centered on the feasibility of producing a Chattanooga Film Festival hosted by the Association for the Future of Film and Television.	1,000.00
> Association for Visual Arts, Chattanooga, TN For support of the 2010 Four Bridges Arts Festival in celebration of it tenth anniversary, including exhibitry by Jason Michael Hackenwerth, the after-party celebration at the Hunter Museum, and for regional promotion of the festival.	20,000.00
> Big Thought, Dallas, TX Support for the organization's operations and activities in 2010.	10,000.00
> Blood Assurance, Chattanooga, TN Support for the purchase of an automatic blood testing machine.	66,000.00
> Catholic Charities of East Tennessee, Knoxville, TN Support for the Home Place, located in Chattanooga, Tennessee.	10,000.00
> Charleston Junior Golf Foundation, Mount Pleasant, SC Third installment on a four-year pledge in support of the First Tee of Charleston program.	15,000.00
> Chattanooga Area Food Bank, Chattanooga, TN Second and final installment on a two-year pledge to address the increased demand for delivery of care, services, and outreach due to the economic downturn.	50,000.00

> Chattanooga Cares, Chattanooga, TN Support for the purchase of a new vehicle for programmatic support.	$ 20,500.00
> Chattanooga Community Kitchen, Chattanooga, TN Second and final installment on a two-year pledge, to support the demand for delivery of care, services, and outreach due to the continued economic adversities in the Chattanooga region.	50,000.00
> Chattanooga Flying Disk Club, Chattanooga, TN Support to purchase a brush cleaning attachment for a Bobcat.	3,000.00
> Chattanooga History Center, Chattanooga, TN Two of three installment pledged in support of the Let's Make History capital campaign.	300,000.00
> Chattanooga Kids on the Block, Chattanooga, TN Support for Accepting Differences programming and relocation costs.	28,500.00
> Chattanooga Neighborhorhood Enterprise [CNE], Chattanooga, TN Support for the physical revitalization of the Orchard Knob and Glenwood neighborhoods.	660,000.00
Support for the physical revitalization activities in the Bushtown neighborhood.	190,000.00
Support to complete the physical revitalization activities in the M.L. King neighborhood	142,751.00
Support to complete the physical revitalization activities in the Jefferson Heights neighborhood.	131,647.28
> Chattanooga Sports Committee, Chattanooga, TN Grant for reimbursement of expenses incurred during the 2009 NCAA Division 1 Football Championship, for pre-game and halftime activities and enhancements.	11,150.00
> Chiapas International, Dallas, TX For general support in 2010.	10,000.00
> Children's Home/Chambliss Shelton, Chattanooga, TN Second and final installment a two-year pledge, to support the demand for delivery of care, services, and outreach due to the continued economic adversities in the Chattanooga area.	50,000.00
> Chip's Transitional Living, Nashville, TN For general support of the activities and operations of the organization.	5,000.00
> City of Chattanooga - Department of Parks and Recreation, Chattanooga, TN Support for the next phase of greenway development along South Chickamauga Creek, stretching from the vicinity of North Hawthorne Street and the Waterhaven subdivision upstream through Sterchi Farm and on towards the Larry Ridge property.	400,000.00
Support for a new streetscape installation on West Main Street to match the City's investment to repair sidewalks with pedestrian lights and trees.	140,000.00

> Coastal Conservation League, Charleston, SC Support for the Central Market project during the 2010 fiscal year.	$ 58,850.00
> Community Foundation of Greater Chattanooga, Chattanooga, TN For the Benwood-Lyndhurst fund # 2 Art in Public Places, including the 2010 urban art competition entitled *On the Fence.*	34,000.00
Support for a documentary entitled *Contempt of Court: The Ed Johnson Story.*	7,500.00
Support for the Chattanooga Football Club.	10,000.00
Support for the Broad Street Film Festival fund.	5,000.00
Second of two installments pledged for sponsorship of the 2010 RiverRocks Fall Festival.	75,000.00
Support for the Folk School of Chattanooga fund.	32,760.00
Support for the *Four Seasons* public sculpture project.	100,000.00
Support for the operational expenses of green|spaces.	999,000.00
Support for the promotion of a new regional fiber optic network.	400,000.00
Support for the Downtown Chattanooga Events fund.	31,000.00
Support for the Art 120 fund.	15,000.00
Support for Friends of Outdoor Chattanooga and the next phase of the Automated Bike Share Pilot Project, Active Living & Transportation Network, and related activities.	100,000.00
> Community Impact of Chattanooga, Chattanooga, TN For general support in 2010.	350,000.00
> Conservation Fund (The), Arlington, VA For support of land protection initiatives in the Southeast region during the 2010 calendar year.	30,000.00
Support for the acquisition of the 10,000-acre Rocky Fork tract in Unicoi and Greene Counties, Tennessee.	1,000,000.00
> CreateHere, Chattanooga, TN For general support in 2010.	889,204.00
Support for the *Foodie Flicks* event in conjunction with the 2010 Southern Sustainable Agriculture Working Group Annual Conference, held in Chattanooga.	2,000.00
> Creative Discovery Museum, Chattanooga, TN Support for the Bee and Wildflower project.	35,000.00

> Crystal Charity Ball, Dallas, TX Support for the 2010 annual fundraising event and its charitable beneficiaries.	$ 5,000.00
> Cumberland Trail Conference, Crossville, TN Support for trail construction in the Walden's Ridge area near Chattanooga.	20,000.00
Second and final installment on a two-year pledge for general support.	30,000.00
> Dallas Theater Center, Dallas, TX Support for the Center's capital campaign.	50,000.00
Support for production assistance of the 2010 musical .. *It's a Bird .. It's a Plane .. It's Superman!*	25,000.00
> Dogwood Alliance, Asheville, NC Support to enable Carbon Canopy project representatives to deliver a presentation to members of the land trust community during the 2011 Land Trust Alliance southeastern regional conference.	7,500.00
> East Cooper Community Outreach, Mount Pleasant, SC Support for the Getting Ahead Family Partnership.	5,000.00
> Environmental Law Institute, Washington, DC Support for a two-day training symposium aimed at improving the delivery of compensatory mitigation expenditures and advancing the conservation and restoration of critical watersheds.	10,000.00
> Exchange Club Family Center (The), Memphis, TN For general support in 2010.	20,000.00
> Extended Arms, Chattanooga, TN For support of mentoring and academic tutoring services and to enable fifteen juniors and seniors to tour local colleges and pay the application fee for ACT and SAT tests.	2,500.00
> Foothills Land Conservancy, Maryville, TN Fulfillment of the foundation's pledge to match $1 for every acre of land protected by the Conservancy during its "25 in 25" campaign.	25,000.00
> Friends of Moccasin Bend National Park, Chattanooga, TN Support to expand the preservation of natural resources on Moccasin Bend and enhance outdoor and recreational opportunities within the park.	100,000.00
> Georgia Department of Natural Resources, Atlanta, GA Support for the acquisition of the 469-acre "Forestar" tract within the Dawson Forest Wildlife Management Area.	100,000.00

> Georgia Land Trust, Piedmont, AL Second of three installments pledged in support of the Trust's conservation activities in the Ridge and Valley and Southern Cumberland Mountain regions during the 2010 calendar year.	$ 55,000.00
> Habitat for Humanity of Greater Chattanooga, Chattanooga, TN To enhance the design and architecture of Habitat's local infill housing units.	10,000.00
> Historic Charleston Foundation, Charleston, SC Support for the Revolving Fund.	20,000.00
> John C. Campbell Folk School, Brasstown, NC Support for the school's Environmental Sustainability Initiative, including the installation of solar hot water systems on selected buildings on the campus.	10,000.00
> Jubilee Park and Community Center Corporation, Dallas, TX For general support in 2010.	25,000.00
> La Paz de Dios, Chattanooga, TN Continued support for organizational capacity building.	65,000.00
> Land Trust Alliance, Washington, DC Support for the national policy program and the Southeast Regional Office in 2010.	85,000.00
> Land Trust for Tennessee, Nashville, TN Second and final installment on a two-year pledge for support of critical land protection efforts in the Southern Cumberland and Ridge and Valley focus areas.	150,000.00
Support for the expansion of the South Cumberland State Recreation Area in the Fiery Gizzard region through the purchase of selected properties.	350,000.00
> Lookout Mountain Conservancy, Lookout Mountain, TN Support for the John C. Wilson Park extension and Guild-Hardy Trail connection.	50,000.00
> Lula Lake Land Trust, Lookout Mountain, GA Support for the Trust's collaborative with the Georgia Land Trust during the 2010 calendar year, and for expenses related to the operation and expansion of the newly-opened Cloudland Connector Trail.	40,000.00
Support for expansion of the Cloudland Connector Trail in the vicinity of the "Five Points" area.	50,000.00
> Matching Contributions: to match Lyndhurst associates' 2009 personal charitable contributions.	59,882.50
> Mountain Goat Trail Alliance, Monteagle, TN Support for development of the St. Andrews to Monteagle section of the Mountain Goat rail/trail corridor.	25,000.00

LYNDHURST FOUNDARTION, INC

CONTRIBUTIONS

2010

> Nature Conservancy (The) – Alabama Chapter, Birmingham, AL Support for conservation activities in the Southern Cumberland Mountain project area.	$ 75,000.00
> Nature Conservancy (The) – Georgia Chapter, Atlanta, GA Support for conservation activities in northwest Georgia and the greater Southern Appalachians project areas.	75,000.00
> Nature Conservancy (The) – Tennessee Chapter, Nashville, TN Support for conservation activities in the Southern Cumberland project area.	75,000.00
> New Leaders for New Schools, Memphis, TN Third and final installment on a three-year pledge for general support.	25,000.00
> Next Door (The), Nashville, TN For general support during the 2010-2011 fiscal period.	75,000.00
> North Chickamauga Creek Conservancy, Hixson, TN For general support during the 2010-2011 fiscal period.	40,000.00
Support for the relocation and restoration of the historic Sniteman Cabin for use as a multi-purpose shelter at Greenway Farm.	80,000.00
> Nuçi Phillips Memorial Foundation, Athens, GA Support to sustain the operations and activities of Nuçi's Space.	25,000.00
> Oak Project (The), Chattanooga, TN Support for the Bridging the Gap program.	30,000.00
> Ochs Center for Metropolitan Studies, Chattanooga, TN For general support in 2010.	100,000.00
> Odum School of Ecology, Athens, GA For co-sponsorship of the production of Georgia Public Broadcasting's *Water Wars* documentary.	5,000.00
Support for the 2010 EcoFocus Film Festival.	42,500.00
> Operation Home, Mount Pleasant, SC For general support in 2010.	10,000.00
> Partners for Livable Communities, Washington, DC Support for the 2010 *A Celebration of Vision and Community Spirit* awards program and dinner.	10,000.00
> Polly Boyd Scholarship Fund, Chattanooga, TN Support for the Caddy Scholarship program at The Honors Course.	5,000.00

> Promise Academy, Memphis, TN Support for the Academy's Accelerated Reading program.	$ 10,000.00
> Public Education Foundation, Chattanooga, TN Support for the Middle Schools for a New Society education reform project	1,875,000.00
For the Student Achievement fund, which enables students from Hamilton County to participate in the Princeton Review program.	130,000.00
> RiverCity Company, Chattanooga, TN For support of green/spaces and the installation of high-impact green design elements in the downtown area.	350,000.00
For support of the development of a new green residential building standard, administered through green/spaces.	18,000.00
For support of the following three programs: business and retail recruitment on Main Street a green pavilion for Jefferson Heights Park façade improvements on West Main Street	263,296.00
For support of revitalization activities on Main Street.	80,000.00
Support for retail recruitment in the Central Business District of downtown Chattanooga.	125,000.00
> Saint Andrews Center, Chattanooga, TN Support for the installation of a new boiler system and measures to increase safety and security within its facility.	66,500.00
> Salvation Army, Chattanooga, TN Second and final installment on a two-year pledge to address the increased demand for delivery of care, services, and outreach due to the economic downturn.	50,000.00
> Shelby County Books from Birth, Memphis, TN Support for the Books from Birth program.	25,000.00
> Southern Appalachian Forest Coalition, Asheville, NC Support for the *Tennessee Wild* campaign.	100,000.00
> Southern Environmental Law Center, Charlottesville, VA For support of SELC's endowment fund.	75,000.00
Support for the *Power of the Law* campaign.	200,000.00
> Southern Off-Road Bicycle Association [SORBA] – Chattanooga Chapter, Chattanooga, TN In support of trail building activities in the greater Chattanooga area.	15,000.00

> Southern Sustainable Agriculture Working Group, Fayetteville, AR Support for the 20th Annual Practical Tools & Solutions for Sustaining Family Farms Conference.	$ 3,000.00
> Stop the Madness National, Chattanooga, TN Support for the implementation of the 2010 Summer Enrichment Camp.	17,000.00
> TACA, Dallas, TX For general support in 2010.	10,000.00
> Tennessee Aquarium, Chattanooga, TN Support for the Great Southern Old Time Fiddlers Convention, held in Chattanooga in March 2010.	3,000.00
Support for the 2010 Tennessee River Rescue.	5,000.00
> Tennessee Parks and Greenways Foundation, Nashville, TN Second and final installment on a two-year pledge in support of Forever Green Tennessee.	25,000.00
> Tennessee River Gorge Trust, Chattanooga, TN To underwrite expenses for stewardship and monitoring of a 55-acre conservation easement held by the Trust along Stringer's Ridge.	20,000.00
> Tennessee SCORE, Nashville, Tennessee Matching support for the Tennessee State Collaborative on Reforming Education.	400,000.00
> Trust for Public Land – Chattanooga Office, Chattanooga, TN Matching support for the expansion of the Chattanooga's greenways urban network.	729,878.00
For general support in the 2010-2011 fiscal year.	100,000.00
> UC Foundation, Chattanooga, TN Third, fourth, and fifth installments on a $2 million, two-year pledge for support of the expansion of the SimCenter.	1,000,000.00
> University of Georgia Foundation, Athens, GA Support for the Music Business Certificate Program at the Terry College of Business.	75,000.00
> Volunteers in Medicine - Chattanooga, Chattanooga, TN Second and final installment on a two-year pledge to address the increased demand for delivery of care, services, and outreach due to the economic downturn.	50,000.00
> Wally's Friends, Chattanooga, TN To reduce stray animal populations in targeted Chattanooga neighborhoods.	10,000.00
> WaysSouth, Asheville, NC Support for operating expenses during the 2010-2011 fiscal period.	25,000.00

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2010

> Wilderness Society (The) – Washington, DC To advance wilderness designations in the Cherokee National Forest and other conservation activities on public lands throughout the Southeast.	$ 30,000.00
> Windwood Farm, Awendaw, SC For general support in 2010.	5,000.00
> WTCI Public Television, Chattanooga, TN Support for the second season of "The A-List."	25,000.00
	14,979,918.78
(LESS) Refund from City of Chattanooga: Unused portion of 09/03/2009 grant Re: Urban Canopy Analysis Project	(5,305.00)
TOTAL 2010	$14,974,613.78

LYNDHURST GRANT COMMITMENTS - APPROVED BY BOARD

As of December 31, 2010

Grant Recipient	2011	2012	2013
Alabama Forest Resources Center	$ 50,000.00		
Allied Arts	$ 100,000.00		
Amistad Mission	$ 10,000.00		
Charleston Junior Golf Foundation	$ 15,000.00		
Chattanooga Rescue Mission	$ 42,800.00		
Chattanooga History Center	$ 200,000.00		
Chattanooga Neighborhood Enterprise	$ 1,272,758.00		
Chattanooga Woodworking Academy	$ 150,000.00		
Community Foundation	$ 670,000.00		
CreateHere	$ 1,250,000.00		
Cumberland Trail Conference	$ 80,000.00		
Dallas Theater Center	$ 75,000.00		
Georgia ForestWatch	$ 40,000.00		
Georgia Land Trust	$ 55,000.00		
Green|Spaces	$ 820,000.00		
Hamilton County Regional Planning Agency	$ 90,000.00		
Land Trust Alliance	$ 50,000.00		
Land Trust for Tennessee	$ 100,000.00		
Lookout Mountain Conservancy	$ 50,000.00		
Lula Lake Land Trust	$ 85,000.00		
Mountain Goat Trail Alliance	$ 25,000.00		
Nature Conservancy - Alabama Chapter	$ 75,000.00		
Nature Conservancy - Georgia Chapter	$ 75,000.00		
Nature Conservancy - North Carolina Chapter	$ 350,000.00		
Nature Conservancy - Tennessee Chapter	$ 75,000.00		
North Chickamauga Creek Conservancy	$ 250,000.00		
Ochs Center for Metropolitan Studies	$ 100,000.00		
Odum School of Ecology	$ 25,000.00		
Open Space Conservancy	$ 3,000,000.00		
Public Education Foundation	$ 1,500,000.00		
RiverCity	$ 15,385.00		
State Collaborative on Reforming Education	$ 100,000.00		
Southeast Off-Road Bicycle Organization	$ 35,000.00		
Southern Environmental Law Center	$ 275,000.00		
SouthWings	$ 30,000.00		
TACA	$ 10,000.00		
Tennessee Aquarium	$ 5,000.00		
The Chiapas Project	$ 10,000.00		
The Conservation Fund	$ 30,000.00		
Trust for Public Land	$ 1,346,774.00		
UC Foundation	$ 1,225,000.00	$ 1,000,000.00	
University of Tennessee at Chattanooga	$ 40,850.00		
Wilderness Society	$ 30,000.00		
Total	**$ 13,833,567.00**	**$ 1,000,000.00**	

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶ X
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization LYNDHURST FOUNDATION, INC	**Employer identification number** 62-6044177
	Number, street, and room or suite no. If a P.O. box, see instructions. 517 EAST FIFTH STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHATTANOOGA, TN 37403	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

COPY

- The books are in the care of ▶ FOUNDATION OFFICER - PRESIDENT 517 EAST FIFTH ST - CHATTANOOGA, TN 37403

  Telephone No. ▶ 423-756-0767 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ . If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ X calendar year 2010 or

▶ tax year beginning ____________ , and ending ____________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 375,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 500,000.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.