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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE CHRYSALIS FOUNDATION

62-1497058

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

Room/suite

2444 BROAD STREET

B Telephone number

(423) 756-0882

City or town, state, and ZIP code

CHATTANOOGA, TN 37408

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE 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

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

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

\$ 2,406,709. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	128.	128.		STATEMENT 2
4	Dividends and interest from securities	59,318.	59,318.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	231,108.			STATEMENT 1
b	Gross sales price for all assets on line 6a	5,676,778.			
7	Capital gain net income (from Part IV, line 2)		429,372.		
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	<45,988.>	<45,988.>		STATEMENT 4
12	Total. Add lines 1 through 11	244,566.	442,830.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	2,262.	2,036.		226.
c	Other professional fees	6.	6.		0.
17	Interest	122.	122.		0.
18	Taxes	2,622.	444.		0.
19	Depreciation and depletion				
20	Occupancy	35,000.	24,500.		10,500.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	40,012.	27,108.		10,726.
25	Contributions, gifts, grants paid	490,250.			490,250.
26	Total expenses and disbursements. Add lines 24 and 25	530,262.	27,108.		500,976.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<285,696.>			
b	Net investment income (if negative, enter -0-)		415,722.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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					
	2 Savings and temporary cash investments			468,139.	351,204.	351,204.
	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 ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 9			2,260,187.	2,199,472.	2,034,703.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			0.	0.	20,802.
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			2,728,326.	2,550,676.	2,406,709.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			2,728,326.	2,550,676.	
	30 Total net assets or fund balances			2,728,326.	2,550,676.	
31 Total liabilities and net assets/fund balances			2,728,326.	2,550,676.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,728,326.
2 Enter amount from Part I, line 27a	2	<285,696.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	108,046.
4 Add lines 1, 2, and 3	4	2,550,676.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,550,676.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 5,676,778.		5,247,406.	429,372.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			429,372.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	429,372.
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	N/A

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))
2010	410,244.	3,034,954.	.135173
2009	614,389.	2,787,342.	.220421
2008	482,412.	4,760,865.	.101329
2007	505,186.	5,471,536.	.092330
2006	815,451.	5,113,488.	.159471

2 Total of line 1, column (d)	2	.708724
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	.141745
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,750,137.
5 Multiply line 4 by line 3	5	389,818.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,157.
7 Add lines 5 and 6	7	393,975.
8 Enter qualifying distributions from Part XII, line 4 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.	8	500,976.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	4,157.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	4,157.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,157.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	1,100.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	1,100.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	3,057.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MARY N. MOORE</u> Telephone no ► <u>423-756-0882</u> Located at ► <u>2444 BROAD STREET, CHATTANOOGA, TN</u> ZIP+4 ► <u>37408</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2011?		4b

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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)?

N/A

5b

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

6b

X

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
MARY N. MOORE 2444 BROAD STREET CHATTANOOGA, TN 37408	PRESIDENT 10.00	0.	0.	0.
WILLIAM N. BAILEY 2444 BROAD STREET CHATTANOOGA, TN 37408	TREASURER 0.00	0.	0.	0.
PATRICIA W. UNRUH 2444 BROAD STREET CHATTANOOGA, TN 37408	SECRETARY 0.00	0.	0.	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
NONE				

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

0

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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
NONE		

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 NONE - NO ACTIVITIES OTHER THAN GRANT MAKING	
	0.
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 - FOUNDATION IS ENGAGED SOLELY IN GRANT MAKING ACTIVITIES	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	2,298,096.
b	Average of monthly cash balances	1b	493,921.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,792,017.
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	2,792,017.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,880.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,750,137.
6	Minimum investment return. Enter 5% of line 5	6	137,507.

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	137,507.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,157.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,157.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,350.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	133,350.
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	133,350.

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	500,976.
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	500,976.
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	4,157.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	496,819.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				133,350.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	567,153.			
b From 2007	245,657.			
c From 2008	245,935.			
d From 2009	475,732.			
e From 2010	259,563.			
f Total of lines 3a through e	1,794,040.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	500,976.			
a Applied to 2010, 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 2011 distributable amount				133,350.
e Remaining amount distributed out of corpus	367,626.			
5 Excess distributions carryover applied to 2011 (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	2,161,666.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	567,153.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,594,513.			
10 Analysis of line 9:				
a Excess from 2007	245,657.			
b Excess from 2008	245,935.			
c Excess from 2009	475,732.			
d Excess from 2010	259,563.			
e Excess from 2011	367,626.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALLIED ARTS OF CHATTANOOGA 406 FRAZIER AVENUE CHATTANOOGA, TN 37405	NONE	501(C)(3)	OPERATING FUND	11,000.
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	501(C)(3)	OPERATING FUND	20,000.
CHATTANOOGA COMMUNITY KITCHEN 727 E. 11TH STREET, PO BOX 11203 CHATTANOOGA, TN 37401	NONE	501(C)(3)	FAST DAY	50,000.
CHATTANOOGA HAMILTON COUNTY BICENTENNIAL LIBRARY 1001 BROAD STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	OPERATING FUND	500.
CHATTANOOGA NATURE CENTER 400 GARDEN ROAD CHATTANOOGA, TN 37419	NONE	501(C)(3)	OPERATING FUND	1,000.
Total	SEE CONTINUATION SHEET(S)			490,250.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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	128.		
4 Dividends and interest from securities			14	59,318.		
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	231,108.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a PUBLICLY TRADED						
b PARTNERSHIP			14	<45,988.>		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		244,566.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	244,566.

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

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

[illegible]

The Chrysler Foundation
Capital Gains and Losses 2011
JPMorgan Account # 486

For Tax Return

Description	Quantity	Acquired Date	Cost	Sale Date	Proceeds	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
***AUXTRON SE SPONSORED ADR	1500	11/29/2010	48,000.00	1/27/2011	65,338.74	17,338.74	0.00
COCA COLA ENTERPRISES INC NEW	1000	2/25/2010	25,748.00	6/1/2011	29,149.43	0.00	3,401.43
***COSAN LTD SHS A	3000	11/17/2010	37,770.00	5/25/2011	33,449.35	(4,320.65)	0.00
***COSAN LTD SHS A	1500	11/22/2010	18,690.00	5/25/2011	16,724.68	(1,965.32)	0.00
DEERE & CO	1000	6/10/2011	81,300.00	8/11/2011	71,088.23	(10,211.77)	0.00
DEERE & CO	1000	8/19/2011	70,500.00	9/14/2011	78,108.59	7,608.59	0.00
FORD MOTOR CO PAR \$0.01	5000	3/23/2011	70,750.00	11/30/2011	51,848.99	(18,901.01)	0.00
GENERAL MOTORS COMPANY	500	11/19/2010	16,958.65	8/11/2011	12,310.11	(4,648.54)	0.00
HEWLETT PACKARD CO	1500	8/10/2010	64,125.00	2/23/2011	64,348.76	223.76	0.00
NEW ENERGY SYSTEMS GROUP	5000	1/12/2011	37,049.50	11/15/2011	4,649.91	(32,399.59)	0.00
NEW ENERGY SYSTEMS GROUP	2000	3/30/2011	10,520.00	11/15/2011	1,920.76	(8,599.24)	0.00
NEW ENERGY SYSTEMS GROUP	5000	3/30/2011	26,300.00	11/15/2011	4,649.90	(21,650.10)	0.00
NEW ENERGY SYSTEMS GROUP	2000	5/3/2011	6,480.00	11/15/2011	1,859.96	(4,620.04)	0.00
NEW ENERGY SYSTEMS GROUP	8000	5/3/2011	25,920.00	11/15/2011	7,683.04	(18,236.96)	0.00
NEW ENERGY SYSTEMS GROUP	1700	6/15/2011	5,321.00	11/15/2011	1,580.97	(3,740.03)	0.00
***SILVER WHEATON CORP	1000	3/11/2011	39,290.00	4/8/2011	46,799.09	7,509.09	0.00
TRW AUTOMOTIVE HOLDINGS INC	1000	2/24/2011	54,600.00	5/25/2011	53,898.96	(701.04)	0.00
WILLIAMS SONOMA INC	1000	11/19/2010	32,150.00	2/15/2011	38,153.26	6,003.26	0.00
WILLIAMS SONOMA INC	500	11/19/2010	16,188.25	3/15/2011	18,969.63	2,781.38	0.00
WILLIAMS SONOMA INC	500	1/24/2011	15,950.00	3/15/2011	18,969.63	3,019.63	0.00
***IRELAND BANK-SPONSORED ADR	5000	4/1/2011	10,550.00	6/10/2011	5,952.88	(4,597.12)	0.00
***IRELAND BANK-SPONSORED ADR	10000	4/1/2011	21,100.00	6/10/2011	11,900.76	(9,199.24)	0.00

Total ALL

735,260.40

639,355.63

(99,306.20)

3,401.43

The Chrysalis Foundation
Capital Gains and Losses-2011
JPMorgan account # 488

Description	Quantity	Acquired Date	Cost	Sale Date	Proceeds	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
ABBOTT LABORATORIES	500	9/27/2010	26,113.50	5/3/2011	26,279.59	166.09	0.00
ABBOTT LABORATORIES	500	9/27/2010	26,058.50	5/3/2011	26,279.59	221.09	0.00
ABBOTT LABORATORIES	500	11/9/2010	25,225.00	5/3/2011	26,279.60	1,054.60	0.00
BUCKEYE PARTNERS LP UNITS LTD							
PARTNERSHIP INT	500	1/12/2010	28,325.00	3/15/2011	30,449.41	0.00	2,124.41
BUCKEYE PARTNERS LP UNITS LTD							
PARTNERSHIP INT	750	6/29/2010	44,249.48	3/15/2011	45,674.12	1,424.64	0.00
BOARDWALK PIPELINE PARTNERS LP COM							
UNIT LTD PARTNER INTS	2000	7/26/2010	62,380.00	3/11/2011	62,476.39	96.39	0.00
BOARDWALK PIPELINE PARTNERS LP COM							
UNIT LTD PARTNER INTS	500	8/26/2010	15,100.00	3/11/2011	15,619.10	519.10	0.00
***CPFL ENERGIA S A SPONSORED ADR	1000	9/21/2011	24,348.00	11/7/2011	26,170.59	1,822.59	0.00
ENBRIDGE ENERGY PARTNERS L P	1000	8/18/2010	54,150.00	3/15/2011	60,653.53	6,503.53	0.00
ENBRIDGE ENERGY PARTNERS L P	500	9/14/2010	26,373.00	3/15/2011	30,326.77	3,953.77	0.00
EL PASO PIPELINE PARTNERS L P COM UNIT							
LTD PARTNERSHIP INT	1000	9/15/2010	32,239.90	8/10/2011	34,919.33	2,679.43	0.00
EL PASO PIPELINE PARTNERS L P COM UNIT							
LTD PARTNERSHIP INT	1000	9/23/2010	31,800.00	8/10/2011	34,919.32	3,119.32	0.00
ENTERPRISE PRODUCTS PARTNERS LP	1250	12/8/2009	37,625.00	3/15/2011	49,874.04	0.00	12,249.04
ENTERPRISE PRODUCTS PARTNERS LP	750	6/4/2010	25,425.00	3/15/2011	29,924.42	4,499.42	0.00
ENTERPRISE PRODUCTS PARTNERS LP	500	6/29/2010	17,650.00	3/15/2011	19,949.62	2,299.62	0.00
ENTERPRISE PRODUCTS PARTNERS LP	1500	3/15/2011	59,475.00	8/10/2011	62,773.79	3,298.79	0.00
ENERGY TRANSFER PARTNERS L P UNIT LTD							
PARTNERSHIP INT	1000	1/13/2010	45,140.00	3/15/2011	50,899.02	0.00	5,759.02
ENERGY TRANSFER PARTNERS L P UNIT LTD							
PARTNERSHIP INT	1000	6/4/2010	43,920.00	3/15/2011	50,899.02	6,979.02	0.00
ENERGY TRANSFER PARTNERS L P UNIT LTD							
PARTNERSHIP INT	1500	3/29/2011	75,881.10	9/21/2011	66,673.71	(9,207.39)	0.00
ISHARES IBOX \$ HIGH YIELD CORPORATE							
BOND FUND	2200	5/25/2011	202,572.26	6/10/2011	197,886.20	(4,686.06)	0.00
ISHARES IBOX \$ HIGH YIELD CORPORATE							
BOND FUND	1000	5/26/2011	91,997.20	6/10/2011	89,948.27	(2,048.93)	0.00
ISHARES IBOX \$ HIGH YIELD CORPORATE							
BOND FUND	5600	6/16/2011	501,760.00	6/16/2011	492,237.26	(9,522.74)	0.00
ISHARES IBOX \$ HIGH YIELD CORPORATE							
BOND FUND	5600	6/23/2011	499,184.00	7/18/2011	507,867.68	8,683.68	0.00
INTEL CORP	1000	8/25/2010	18,650.00	1/13/2011	21,029.94	2,379.94	0.00
INTEL CORP	1000	8/26/2010	18,610.00	1/13/2011	21,029.94	2,419.94	0.00
INTEL CORP	2000	8/26/2010	36,700.00	1/13/2011	42,059.88	5,359.88	0.00
INTEL CORP	1000	8/30/2010	18,169.90	1/13/2011	21,029.95	2,860.05	0.00
SPDR SERIES TRUST BARCLAYS HIGH YIELD							
BOND ETF	4950	5/25/2011	201,163.55	6/13/2011	194,783.21	(6,380.34)	0.00

The Chrysalis Foundation
Capital Gains and Losses-2011
JPMorgan account # 488

Description	Quantity	Acquired Date	Cost	Sale Date	Proceeds	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
SPDR SERIES TRUST BARCLAYS HIGH YIELD BOND ETF	2450	5/26/2011	99,566.53	6/13/2011	96,407.85	(3,158.68)	0.00
SPDR SERIES TRUST BARCLAYS HIGH YIELD BOND ETF	7450	7/14/2011	299,490.00	7/21/2011	300,070.55	580.55	0.00
KINDER MORGAN ENERGY PARTNERS LP-UNITS LTD PARTNERSHIP INT	750	12/8/2009	42,891.68	8/4/2011	50,767.05	0.00	7,875.37
KINDER MORGAN ENERGY PARTNERS LP-UNITS LTD PARTNERSHIP INT	300	5/4/2010	19,777.95	8/4/2011	20,306.82	0.00	528.87
KINDER MORGAN ENERGY PARTNERS LP-UNITS LTD PARTNERSHIP INT	450	6/4/2010	28,537.50	8/4/2011	30,460.22	0.00	1,922.72
KINDER MORGAN ENERGY PARTNERS LP-UNITS LTD PARTNERSHIP INT	1100	8/5/2011	73,535.00	10/17/2011	81,574.43	8,039.43	0.00
LIABILITY CO INTS	1500	3/3/2011	57,945.00	12/5/2011	56,764.90	(1,180.10)	0.00
MFA FINANCIAL INC	2000	2/16/2010	14,399.60	7/29/2011	14,379.72	0.00	(19.88)
MFA FINANCIAL INC	4000	7/1/2010	29,160.00	7/29/2011	28,759.44	0.00	(400.56)
MAGELLAN MIDSTREAM PARTNERS LP UNIT	1000	11/3/2009	38,412.00	8/5/2011	52,862.68	0.00	14,450.68
REPSTG LTD PARTNER	500	1/12/2010	21,505.00	8/5/2011	26,431.34	0.00	4,926.34
MAGELLAN MIDSTREAM PARTNERS LP UNIT	400	5/4/2010	18,950.96	8/5/2011	21,145.07	0.00	2,194.11
REPSTG LTD PARTNER	300	6/4/2010	13,275.00	8/5/2011	15,858.81	0.00	2,583.81
MARKWEST ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT	1500	1/12/2010	45,401.70	5/12/2011	66,316.42	0.00	20,914.72
MARKWEST ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT	500	6/29/2010	16,409.00	5/12/2011	22,105.47	5,696.47	0.00
MARKWEST ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT	500	8/12/2010	16,350.00	5/12/2011	22,105.48	5,755.48	0.00
MARKWEST ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT	1000	5/17/2011	43,500.00	11/22/2011	52,898.98	9,398.98	0.00
ANNALY CAPITAL MANAGEMENT INC	2000	6/19/2009	30,760.00	7/29/2011	32,499.37	0.00	1,739.37
ANNALY CAPITAL MANAGEMENT INC	500	8/11/2009	8,450.00	7/29/2011	8,124.84	0.00	(325.16)
ANNALY CAPITAL MANAGEMENT INC	1500	8/5/2010	25,575.00	7/29/2011	24,374.53	(1,200.47)	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	1000	12/22/2009	14,597.86	6/16/2011	17,569.66	0.00	2,971.80
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	3000	2/3/2010	45,235.39	6/16/2011	52,708.98	0.00	7,473.59
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	1000	6/29/2010	15,432.56	6/16/2011	17,569.66	2,137.10	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	1000	7/1/2010	15,136.56	6/16/2011	17,569.66	2,433.10	0.00

The Chrysler Foundation
Capital Gains and Losses-2011
JPMorgan account # 488

Description	Quantity	Acquired Date	Cost	Sale Date	Proceeds	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	1300	4/8/2011	25,373.77	6/16/2011	22,840.56	(2,533.21)	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	662	4/12/2011	12,929.90	6/16/2011	11,631.12	(1,298.78)	0.00
NATURAL RESOURCE PARTNERS L P	1250	1/12/2010	33,498.25	5/4/2011	39,031.62	0.00	5,533.37
NATURAL RESOURCE PARTNERS L P	850	5/4/2010	20,017.50	5/4/2011	26,541.50	6,524.00	0.00
NATURAL RESOURCE PARTNERS L P	900	6/29/2010	21,510.00	5/4/2011	28,102.77	6,592.77	0.00
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP	500	2/2/2010	30,409.95	1/11/2011	39,999.32	9,589.37	0.00
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP	500	2/2/2010	15,204.98	8/10/2011	21,319.59	0.00	6,114.61
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP	1500	6/4/2010	45,261.98	8/10/2011	63,958.76	0.00	18,696.78
PLAINS ALL AMERICAN PIPELINE L P UNIT LTD PARTNERSHIP-INT	1000	1/12/2010	53,995.00	3/15/2011	60,816.44	0.00	6,821.44
PLAINS ALL AMERICAN PIPELINE L P UNIT LTD PARTNERSHIP-INT	500	6/29/2010	29,243.00	3/15/2011	30,408.22	1,165.22	0.00
PLAINS ALL AMERICAN PIPELINE L P UNIT LTD PARTNERSHIP-INT	1000	5/12/2011	60,880.00	8/10/2011	62,798.79	1,918.79	0.00
PLAINS ALL AMERICAN PIPELINE L P UNIT LTD PARTNERSHIP-INT	1000	8/12/2011	60,879.90	12/5/2011	67,398.70	6,518.80	0.00
PENN VA RESOURCE PARTNERS L P COM UNIT REPTG LTD PARTNERSHIP	2035	12/8/2009	29,479.20	5/17/2011	49,352.48	0.00	19,873.28
PENN VA RESOURCE PARTNERS L P COM UNIT REPTG LTD PARTNERSHIP	905	1/12/2010	15,707.91	5/17/2011	21,947.91	0.00	6,240.00
PENN VA RESOURCE PARTNERS L P COM UNIT REPTG LTD PARTNERSHIP	1470	7/1/2010	27,000.00	5/17/2011	35,650.19	8,650.19	0.00
PENN VA RESOURCE PARTNERS L P COM UNIT REPTG LTD PARTNERSHIP	980	8/25/2010	19,210.00	5/17/2011	23,766.79	4,556.79	0.00
***BANCO SANTANDER S A ADR	2000	11/8/2010	23,918.80	5/25/2011	21,861.18	(2,057.62)	0.00
***BANCO SANTANDER S A ADR	2000	11/10/2010	23,460.00	5/25/2011	21,861.18	(1,598.82)	0.00
***BANCO SANTANDER S A ADR	61	2/10/2011	723.16	5/25/2011	666.76	(56.40)	0.00
VERIZON COMMUNICATIONS	2000	10/22/2010	63,898.00	9/29/2011	74,123.77	10,225.77	0.00
WILLIAMS PARTNERS L P COM UNIT LTD PARTNERSHIP INT	2000	8/25/2010	83,918.60	5/5/2011	99,387.49	15,468.89	0.00
WILLIAMS PARTNERS L P COM UNIT LTD PARTNERSHIP INT	1000	9/23/2010	42,420.00	5/5/2011	49,693.74	7,273.74	0.00

Total All 4,063,519.58 4,341,704.10 127,936.79 150,247.73

The Chrysalis Foundation
Capital Gains and Losses-2011
JPMorgan Account # 493

Description	Quantity	Acquired Date	Cost	Sale Date	Proceeds	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
CLIFFS NATURAL RESOURCES INC	370	10/6/2010	24,680.00	1/11/2011	30,745.47	6,065.47	0.00
CONOCOPHILLIPS	350	5/13/2011	25,085.65	10/26/2011	25,089.51	3.86	0.00
***CENOVUS ENERGY INC	775	1/26/2011	24,937.00	3/21/2011	29,606.93	4,669.93	0.00
CVS CAREMARK CORPORATION	750	4/18/2011	26,752.50	10/27/2011	27,524.47	771.97	0.00
DOW CHEMICAL CO.	750	6/2/2011	26,407.43	10/27/2011	21,112.09	(5,295.34)	0.00
ECOLAB INC	500	1/7/2011	24,825.00	7/14/2011	27,959.51	3,134.51	0.00
GENERAL MOTORS COMPANY	625	1/7/2011	24,449.81	10/27/2011	16,249.68	(8,200.13)	0.00
HOME DEPOT INC	750	7/29/2010	21,337.50	2/4/2011	27,689.54	6,352.04	0.00
***INVESCO LTD	1000	2/18/2010	19,174.70	2/24/2011	25,669.50	0.00	6,494.80
COCA COLA CO	450	3/18/2010	24,307.50	4/29/2011	30,375.91	0.00	6,068.41
KOHL'S CORP	450	12/6/2010	24,807.00	10/21/2011	24,094.03	(712.97)	0.00
MCDONALDS CORP	525	1/7/2011	39,135.00	9/14/2011	45,833.16	6,698.16	0.00
MCKESSON CORP	350	3/26/2010	22,461.00	10/14/2011	25,724.02	0.00	3,263.02
NEWELL RUBBERMAID INC	1350	5/6/2011	25,170.29	10/28/2011	20,903.59	(4,266.70)	0.00
PEOPLES UTD FINL INC	1500	6/30/2010	20,625.00	9/27/2011	17,729.65	0.00	(2,895.35)
ROBERT HALF INTERNATIONAL INC	900	6/16/2010	22,031.91	1/21/2011	29,379.09	7,347.18	0.00
YAHOO INC	1400	6/24/2010	21,000.00	2/25/2011	23,164.55	2,164.55	0.00
YUM BRANDS INC	600	8/1/2011	31,439.58	10/26/2011	31,808.38	368.80	0.00

Total ALL

448,626.87

480,659.08

19,101.33

12,930.88

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHURCH OF THE GOOD SHEPHERD 211 FRANKLIN ROAD LOOKOUT MOUNTAIN, TN 37350	NONE	501(C)(3)	HAITI FUND	15,000.
CRABTREE FARMS OF CHATTANOOGA, INC. 1000 EAST 30TH STREET CHATTANOOGA, TN 37407	NONE	501(C)(3)	OPERATING FUND	60,000.
DADE ANIMAL RESOURCE TEAM P.O. BOX 9 LOOKOUT MOUNTAIN, TN 37350	NONE	501(C)(3)	OPERATING FUND	2,500.
GRACE EPISCOPAL CHURCH 20 BELVOIR AVENUE CHATTANOOGA, TN 37411	NONE	501(C)(3)	OPERATING FUND	1,500.
HABITAT FOR HUMANITY OF GREATER CHATTANOOGA 1201 EAST MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	OPERATING FUND	2,500.
HOSANNA 6410 GRUBB ROAD HIKSON, TN 37343	NONE	501(C)(3)	OPERATING FUND	500.
INTERFAITH HOMELESS NETWORK OF GREATER CHATT. 1183 BALDWIN ST CHATTANOOGA, TN 37403	NONE	501(C)(3)	OPERATING FUND	1,000.
LAND TRUST FOR TENNESSEE P.O. BOX 23473 NASHVILLE, TN 37202	NONE	501(C)(3)	OPERATING FUND	1,000.
MEMORIAL HEALTH CARE SYSTEM FOUNDATION 2525 DE SALES AVENUE CHATTANOOGA, TN 37411	NONE	501(C)(3)	INFUSION CENTER	10,000.
METROPOLITAN MINISTRY 1112 MCCALLIE AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	OPERATING FUND	25,000.
Total from continuation sheets				407,750.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NORTHSIDE NEIGHBORHOOD HOUSE 211 MINOR STREET, PO BOX 4086 CHATTANOOGA, TN 37405	NONE	501(C)(3)	OPERATING FUND	25,000.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE	501(C)(3)	OPERATING FUND	150,000.
TENNESSEE COALITION TO ABOLISH STATE KILLING 508 MAIN STREET NASHVILLE, TN 37206	NONE	501(C)(3)	OPERATING FUND	3,000.
TENNESSEE RIVER GORGE TRUST 535 CHESTNUT STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	OPERATING FUND	5,000.
THE COMMUNITY FOUNDATION 1270 MARKET STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	TORNADO RELIEF FUND	50,000.
THE CONSERVATION FUND 1655 N. FORT MYER DRIVE, SUITE 1300 ARLINGTON, VA 22209	NONE	501(C)(3)	OPERATING FUND	500.
THE ELEPHANT SANCTUARY P. O. BOX 393 HOHENWALD, TN 38462	NONE	501(C)(3)	OPERATING FUND	5,000.
THE HOUSE OF REFUGE 2104 ROBBINS STREET CHATTANOOGA, TN 37404	NONE	501(C)(3)	OPERATING FUND	5,000.
THE SALVATION ARMY 2140 EAST 28TH STREET CHATTANOOGA, TN 37407	NONE	501(C)(3)	OPERATING FUND	25,000.
THE WILDERNESS SOCIETY 2140 E 28TH ST WASHINGTON, DC 37407	NONE	501(C)(3)	OPERATING FUND	250.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
UNITED WAY 630 MARKET STREET, P.O. BOX 4027 CHATTANOOGA, TN 37405	NONE	501(C)(3)	OPERATING FUND	20,000.
Total from continuation sheets				

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	JP MORGAN #486	P		
b	JP MORGAN #486	P		
c	JP MORGAN #488	P		
d	JP MORGAN #488	P		
e	JP MORGAN #493	P		
f	JP MORGAN #493	P		
g	PUBLICLY TRADED PARTNERSHIP BASIS ADJUSTMENTS	P		
h	LB OFFSHORE DIVERSIFIED ARBITRAGE FUND (SPV), LTD	P		
i				
j				
k				
l				
m				
n				
o				

(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	610,207.	709,512.	<99,305.>
b	29,149.	25,748.	3,401.
c	3,576,763.	3,448,826.	127,937.
d	764,941.	614,693.	150,248.
e	381,160.	362,059.	19,101.
f	99,499.	86,568.	12,931.
g	201,932.		201,932.
h	13,127.		13,127.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<99,305.>
b			3,401.
c			127,937.
d			150,248.
e			19,101.
f			12,931.
g			201,932.
h			13,127.
i			
j			
k			
l			
m			
n			
o			

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

429,372.

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

N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN #486	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
610,207.	709,512.	0.	0.
			<99,305.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN #486	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
29,149.	22,080.	0.	0.
			7,069.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN #488	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
3,576,763.	3,448,826.	0.	0.
			127,937.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
JP MORGAN #488	764,941.	614,693.	0.		0.	150,248.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
JP MORGAN #493	381,160.	362,059.	0.		0.	19,101.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
JP MORGAN #493	99,499.	86,568.	0.		0.	12,931.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED PARTNERSHIP BASIS ADJUSTMENTS	201,932.	201,932.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LB OFFSHORE DIVERSIFIED ARBITRAGE FUND (SPV), LTD.	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,127.	0.	0.	0.	13,127.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 231,108.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BANK OF AMERICA	35.
JPMORGAN	93.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	128.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JPMORGAN #00486	6,987.	0.	6,987.
JPMORGAN #00488	46,790.	0.	46,790.
JPMORGAN #00493	5,541.	0.	5,541.
TOTAL TO FM 990-PF, PART I, LN 4	59,318.	0.	59,318.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PUBLICLY TRADED PARTNERSHIP	<45,988.>	<45,988.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<45,988.>	<45,988.>		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,262.	2,036.		226.
TO FORM 990-PF, PG 1, LN 16B	2,262.	2,036.		226.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	6.	6.		0.
TO FORM 990-PF, PG 1, LN 16C	6.	6.		0.

FORM 990-PF	TAXES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	404.	404.		0.
TN TAX	40.	40.		0.
FEDERAL EXCISE TAX	2,178.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,622.	444.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
RETURN OF CAPITAL	58,542.
BOOK/TAX DIFFERENCE	49,504.
TOTAL TO FORM 990-PF, PART III, LINE 3	108,046.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN #00486	2,199,472.	2,034,703.
JPMORGAN #00488	0.	0.
JPMORGAN #00493	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,199,472.	2,034,703.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LEHMAN OFFSHORE DIVERSIFIED ARBITRAGE SPV	COST	0.	20,802.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	20,802.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARY N. MOORE
2444 BROAD STREET
CHATTANOOGA, TN 37408

TELEPHONE NUMBER

423-756-0882

FORM AND CONTENT OF APPLICATIONS

FOR THOSE WISHING TO BRING A PROJECT TO THE ATTENTION OF THE FOUNDATION, A
WRITTEN SUMMARY OF NOT MORE THAN TWO PAGES SHOULD BE SENT TO THE
FOUNDATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE