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

2011

For calendar year 2011 or tax year beginning , and ending

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 ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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) ▶$ 157,241,203.

J Accounting method: [X] 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))

	Line		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,846.	7,846.	7,846.	
	4	Dividends and interest from securities	5,864,849.	5,864,849.	5,864,849.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,009,027.			
	b	Gross sales price for all assets on line 6a 7,009,027.				
	7	Capital gain net income (from Part IV, line 2)		7,009,027.		
	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	-4,989,216.	-4,895,741.	0.	STATEMENT 1
	12	Total. Add lines 1 through 11	7,892,506.	7,985,981.	5,872,695.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	303,250.	60,650.	0.	242,600.
	14	Other employee salaries and wages	346,726.	26,782.	0.	319,944.
	15	Pension plans, employee benefits	59,873.	0.	0.	0.
	16a	Legal fees STMT 2	113,298.	0.	0.	113,298.
	b	Accounting fees STMT 3	33,000.	22,000.	0.	11,000.
	c	Other professional fees STMT 4	268,530.	268,530.	0.	0.
	17	Interest				
	18	Taxes STMT 5	56,153.	0.	0.	0.
	19	Depreciation and depletion	36,945.	0.	36,945.	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	412,987.	0.	0.	412,987.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,630,762.	377,962.	36,945.	1,099,829.
	25	Contributions, gifts, grants paid	17,283,492.			17,283,492.
	26	**Total expenses and disbursements.** Add lines 24 and 25	18,914,254.	377,962.	36,945.	18,383,321.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-11021748.			
	b	**Net investment income** (if negative, enter -0-)		7,608,019.		
	c	**Adjusted net income** (if negative, enter -0-)			5,835,750.	

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12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing			0.	0.
2 Savings and temporary cash investments		10,495,296.	7,265,697.	7,265,697.
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	144,311,091.	136,253,376.	147,442,811.
14 Land, buildings, and equipment: basis ▶	1,668,798.			
Less accumulated depreciation ▶	864,672.	839,970.	804,126.	804,126.
15 Other assets (describe ▶ TAXES RECEIVABLE)		533,154.	834,569.	834,569.
16 **Total assets** (to be completed by all filers)		157,073,511.	146,051,768.	157,241,203.
Liabilities				
17 Accounts payable and accrued expenses			9.	
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.	9.	
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 ▶ [X] and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds		157,073,511.	146,051,759.	
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**		157,073,511.	146,051,759.	
31 **Total liabilities and net assets/fund balances**		157,073,511.	146,051,768.	

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	157,073,511.
2 Enter amount from Part I, line 27a	2	-11,021,748.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	146,051,763.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING DIFFERENCES	5	4.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	146,051,759.

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	7,009,027.			7,009,027.
b				
c				
d				
e				

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				7,009,027.
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** 7,009,027.

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))
2010	16,034,682.	189,486,573.	.084622
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

2	**Total** of line 1, column (d)	2	.338143
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	.067629
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	165,507,817.
5	Multiply line 4 by line 3	5	11,193,128.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	76,080.
7	Add lines 5 and 6	7	11,269,208.
8	Enter qualifying distributions from Part XII, line 4	8	18,383,321.

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	76,080.
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	76,080.
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	76,080.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 341,846.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 235,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	576,846.
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	500,766.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 100,000. **Refunded** ▶		11	400,766.

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?	4b	X	
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 2011 or the taxable year beginning in 2011 (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

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 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?	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 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?	16		X
	See 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 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 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?	☐ 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 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.)*		3b		X
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 2011?		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** 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** 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		303,250.	24,014.	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	109,000.	11,305.	0.
MARGARET E STAKELY	EMPLOYEE 40.00	89,273.	9,151.	0.
SARAH C. COX	EMPLOYEE 40.00	74,453.	8,021.	0.
KAREN M. RUDOLPH	EMPLOYEE 40.00	74,000.	7,382.	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	231,487.
SUTHERLAND ASBILL & BRENNAN LLP - 999 PEACHTREE STREET, NE, ATLANTA, GA 30309-3996	LEGAL CONSULTANT	70,713.

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	156,845,194.
b	Average of monthly cash balances		1b	11,183,047.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	168,028,241.
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	168,028,241.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,520,424.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	165,507,817.
6	**Minimum investment return.** Enter 5% of line 5		6	8,275,391.

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	8,275,391.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 76,080.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	76,080.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	8,199,311.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	8,199,311.
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	8,199,311.

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	18,383,321.
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	18,383,321.
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	76,080.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	18,307,241.

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.

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				8,199,311.
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 4,448,573.				
b From 2007 2,701,590.				
c From 2008 3,364,589.				
d From 2009 1,458,001.				
e From 2010 6,794,045.				
f **Total** of lines 3a through e	18,766,798.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$ 18,383,321.				
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				8,199,311.
e Remaining amount distributed out of corpus	10,184,010.			
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	28,950,808.			
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	4,448,573.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	24,502,235.			
10 Analysis of line 9:				
a Excess from 2007 2,701,590.				
b Excess from 2008 3,364,589.				
c Excess from 2009 1,458,001.				
d Excess from 2010 6,794,045.				
e Excess from 2011 10184010.				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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				17,283,492.
Total			▶ 3a	17,283,492.
b Approved for future payment				
SEE ATTACHED LIST				2,752,799.
Total			▶ 3b	2,752,799.

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	7,846.	
4 Dividends and interest from securities			14	5,864,849.	
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	7,009,027.	
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	-4,895,741.	
b UBTI INVESTMENTS	900000	-93,475.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-93,475.		7,985,981.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	7,892,506.

(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) is based on all information of which preparer has any knowledge

Benic M Clark Jr — 11/5/12 — President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICIA K. COSGROVE	Patricia K Cosgrove	11/5/12		P00025712

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. — Firm's EIN ▶ 62-1199757

Firm's address ▶ ONE UNION SQUARE, SUITE 700 CHATTANOOGA, TN 37402 — Phone no (423)756-6585

123622 12-02-11

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THROUGH LOSS	-4,895,741.	-4,895,741.	-4,895,741.
UBTI INVESTMENTS	-93,475.	0.	-93,475.
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,989,216.	-4,895,741.	-4,989,216.

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	113,298.	0.	0.	113,298.
TO FM 990-PF, PG 1, LN 16A	113,298.	0.	0.	113,298.

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	33,000.	22,000.	0.	11,000.
TO FORM 990-PF, PG 1, LN 16B	33,000.	22,000.	0.	11,000.

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	37,043.	37,043.	0.	0.
INVESTMENT CONSULTANTS	231,487.	231,487.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	268,530.	268,530.	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	192.	0.	0.	0.
TAXES - 990-PF	76,079.	0.	0.	0.
TAXES - 990-T	-20,118.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	56,153.	0.	0.	0.

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	3,825.	0.	0.	3,825.
DUES AND SUBSCRIPTIONS	41,112.	0.	0.	41,112.
EMPLOYEE INSURANCE	108,243.	0.	0.	108,243.
EQUIPMENT LEASE	4,532.	0.	0.	4,532.
INSURANCE	14,048.	0.	0.	14,048.
MISCELLANEOUS EXP	2,539.	0.	0.	2,539.
OFFICE SUPPLIES	33,605.	0.	0.	33,605.
PENSION PLAN EXP	7,172.	0.	0.	7,172.
PRINTING AND REPRODUCTION	875.	0.	0.	875.
PAYROLL TAXES	38,725.	0.	0.	38,725.
REPAIRS & MAINTENANCE	35,691.	0.	0.	35,691.
SECT 125 PLAN EXP	275.	0.	0.	275.
TELEPHONE EXP	12,268.	0.	0.	12,268.
UTILITIES	9,483.	0.	0.	9,483.
TRUSTEES TRAVEL	5,086.	0.	0.	5,086.
IN-TOWN MEETINGS	6,107.	0.	0.	6,107.
STAFF TRAVEL	21,683.	0.	0.	21,683.
PENALTIES	300.	0.	0.	300.
OTHER PROJECT EXPENSE	58,641.	0.	0.	58,641.
TRUSTEE TRAINING	8,777.	0.	0.	8,777.
TO FORM 990-PF, PG 1, LN 23	412,987.	0.	0.	412,987.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STMT	COST	136,253,376.	147,442,811.
TOTAL TO FORM 990-PF, PART II, LINE 13		136,253,376.	147,442,811.

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	5,250.	0.	0.
MARGARET L GERBER 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	6,000.	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.

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	254,000.	24,014.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		303,250.	24,014.	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
35,000.	02/08/11	

PURPOSE OF GRANT

IN 2011 LYNDHURST AWARDED A TOTAL OF $120,000 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 THREE PAYMENTS COMPRISING THE TOTAL AMOUNT.

DATES OF REPORTS BY GRANTEE

PERIODIC VERBAL UPDATES AND WRITTEN REPORTS ON 01/03/12 AND 01/05/12

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE FOUNDATION'S PRESIDENT CONDUCTED PERIODIC INTERVIEWS WITH PROJECT STAFF DURING THE COURSE OF THE FUNDING CYCLE, IN ADDITION TO FIELD TRIPS TO MONITOR TRAIL CONSTRUCTION. THE FOUNDATION'S PRESIDENT WAS ALSO A KEYNOTE SPEAKER AT THE CELEBRATION OF THE OPENING OF THE "FIVE POINTS" TRAIL ON OCTOBER 7, 2011. WRITTEN PROGRESS REPORTS/ANNUAL REPORTS WERE ALSO PROVIDIED TO THE FOUNDATION BY LULA LAKE LAND TRUST (01/03/12 AND 01/05/12) DENOTING THE EXPENDITURE OF THE GRANT FUNDS AND UPDATES ON THE TRUST'S ACTIVITIES. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE FUNDS WERE ALLOCATED FOR THE STATED PURPOSES AS OUTLINED IN THE GRANT LETTERS AND CONTRACTS.

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
35,000.	05/27/11	

PURPOSE OF GRANT

IN 2011 LYNDHURST AWARDED A TOTAL OF $120,000 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 THREE PAYMENTS COMPRISING THE TOTAL AMOUNT.

DATES OF REPORTS BY GRANTEE

PERIODIC VERBAL UPDATES AND WRITTEN REPORTS ON 01/03/12 AND 01/05/12

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE FOUNDATION'S PRESIDENT CONDUCTED PERIODIC INTERVIEWS WITH PROJECT STAFF DURING THE COURSE OF THE FUNDING CYCLE, IN ADDITION TO FIELD TRIPS TO MONITOR TRAIL CONSTRUCTION. THE FOUNDATION'S PRESIDENT WAS ALSO A KEYNOTE SPEAKER AT THE CELEBRATION OF THE OPENING OF THE "FIVE POINTS" TRAIL ON OCTOBER 7, 2011. WRITTEN PROGRESS REPORTS/ANNUAL REPORTS WERE ALSO PROVIDIED TO THE FOUNDATION BY LULA LAKE LAND TRUST (01/03/12 AND 01/05/12) DENOTING THE EXPENDITURE OF THE GRANT FUNDS AND UPDATES ON THE TRUST'S ACTIVITIES. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE FUNDS WERE ALLOCATED FOR THE STATED PURPOSES AS OUTLINED IN THE GRANT LETTERS AND CONTRACTS.

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
50,000.	12/30/11	

PURPOSE OF GRANT

IN 2011 LYNDHURST AWARDED A TOTAL OF $120,000 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 THREE PAYMENTS COMPRISING THE TOTAL AMOUNT.

DATES OF REPORTS BY GRANTEE

PERIODIC VERBAL UPDATES AND WRITTEN REPORTS ON 01/03/12 AND 01/05/12

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE FOUNDATION'S PRESIDENT CONDUCTED PERIODIC INTERVIEWS WITH PROJECT STAFF DURING THE COURSE OF THE FUNDING CYCLE, IN ADDITION TO FIELD TRIPS TO MONITOR TRAIL CONSTRUCTION. THE FOUNDATION'S PRESIDENT WAS ALSO A KEYNOTE SPEAKER AT THE CELEBRATION OF THE OPENING OF THE "FIVE POINTS" TRAIL ON OCTOBER 7, 2011. WRITTEN PROGRESS REPORTS/ANNUAL REPORTS WERE ALSO PROVIDIED TO THE FOUNDATION BY LULA LAKE LAND TRUST (01/03/12 AND 01/05/12) DENOTING THE EXPENDITURE OF THE GRANT FUNDS AND UPDATES ON THE TRUST'S ACTIVITIES. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE FUNDS WERE ALLOCATED FOR THE STATED PURPOSES AS OUTLINED IN THE GRANT LETTERS AND CONTRACTS.

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

LYNDURST FOUNDATION, INC

CONTRIBUTIONS

2011

> AIM Center, Chattanooga, TN Support for the Building the Future capital campaign.	32,500.00
> Alabama Forest Resources Center, Mobile, AL Second and final installment of a two-year pledge for general support in the 2011-2012 fiscal year.	50,000.00
Allied Arts of Greater Chattanooga, Chattanooga, TN Second and final installment of a two-year pledge for general support in the 2011-2012 fiscal year.	100,000.00
Support for the community-wide cultural plan and assessment work led by Dr. Tom Wolf, and to underwrite consulting services provided by Artsopolis and a local accounting firm.	90,000.00
Support to match the "Our Town Award" grant from the National Endowment for the Arts for Main Terrain, a new city park to be located on West Main Street.	148,000.00
> Amistad Mission, Buford, GA Second and final installment of a $20,000 pledge for general support during 2011.	10,000.00
> Arts & Education Council, Chattanooga, TN For support of the Back Row Film Series.	10,000.00
> Association for Visual Arts, Chattanooga, TN Support for the development of a five-year strategic plan.	10,000.00
> Baylor School, Chattanooga, TN Support for development of campgrounds, an observation deck, hiking trails, and related improvements to enhance recreational and educational opportunities on Williams Island on the Tennessee River.	46,900.00
> Boys and Girls Club of Chattanooga, Chattanooga, TN For general support.	10,000.00
> Boys and Girls Club Clubs of the Trident Area, Charleston, SC For general support.	10,000.00
> Catholic Charities of East Tennessee, Knoxville, TN Support for the Home Place, located in Chattanooga.	8,000.00
> Chalmers Center for Economic Development, Chattanooga, TN Support for the Asset Driven Development of Chattanooga program.	14,000.00
> Charleston Junior Golf Foundation, Mount Pleasant, SC Fourth ~~and final~~ $15,000 installment of a four-year pledge plus an additional $10,000.00 in support of the First Tee of Charleston program.	25,000.00

> Charleston Symphony Orchestra, Charleston, SC For general support.	5,000.00
> Chattanooga Chamber Foundation, Chattanooga, TN Support to underwrite the cost of consulting services and expenses associated with the first phase of the Regional Growth Planning Initiative.	15,000.00
Support for the Regional Growth Planning Initiative.	100,000.00
Support for activities related to the Gig Lab, Boot Camp 2.0, and the Gig Prize.	180,000.00
> Chattanooga-Hamilton County Regional Planning Agency (RPA), Chattanooga, TN Support for the Moccasin Bend to Stringer's Ridge Gateway Project.	90,000.00
> Chattanooga History Center, Chattanooga, TN Support for the Let's Make History capital campaign.	200,000.00
Support for the annual Chattanooga History Makers fundraising event.	9,840.00
> Chattanooga Neighborhood Enterprise (CNE), Chattanooga, TN In support of the loan fund for the InnovateHere Project.	705,000.00
Support for the GeekMove program.	115,000.00
> Chattanooga Symphony and Opera, Chattanooga, TN Support for the production and installation of exterior signage for the organization's new location on Broad Street.	7,000.00
> Chattanooga Theatre Centre, Chattanooga, TN Support for the Raise the Roof capital campaign to repair and replace portions of the theatre's roof.	200,000.00
> Chattanooga Woodworking Academy, Soddy Daisy, TN Support for the start-up costs of the school.	150,000.00
> Chiapas International, Dallas, TX Second and final installment of a two-year pledge for general support in 2011.	10,000.00
> City of Chattanooga, Chattanooga, TN Matching grant for development of the South Chickamauga Creek Greenway,	250,494.00
Support for the Ross's Landing Park study.	20,000.00
Support for the recruitment efforts for the Director of Parks position.	2,500.00
Support for the extension of the Art on Main project, to cover costs of concrete foundations where sculptures will be placed.	2,250.00

…… City of Chattanooga … continued from Page 2. Support for the reopening of Baldwin Street to the Chattanooga Choo-Choo campus.	11,000.00
Support for the development of a new city park, located at Main and 13th streets, to complement the City's investment in the park's infrastructure.	430,000.00
Support for the STAR Project.	5,000.00
Support for the Chattanooga Convergence of the Citystates Group.	5,000.00
> City of East Ridge, East Ridge, TN Support for the development of canoe launches at Camp Jordan.	59,000.00
> City of Fort Oglethorpe, Fort Oglethorpe, GA Support for the development of a canoe launch on city-owned property adjacent to West Chickamauga Creek and the Highway 2 commercial corridor.	33,490.00
> Coastal Conservation League, Charleston, SC Support for the Central Market Project and the GrowFood Carolina initiative.	65,000.00
> College of Charleston Foundation, Charleston, SC For the Halsey Institute for Contemporary Art to support the 2011 Spoleto exhibition to be held at the Institute.	5,000.00
> Community Foundation of Greater Chattanooga, Chattanooga, TN Support for operational expenses for the Chattanooga Community Design Forum.	10,000.00
Sponsorship support for the 2011 RiverRocks Fall Festival.	150,000.00
Second and final installment of a two-year, $50,400 pledge, for the Folk School of Chattanooga Fund.	17,640.00
Support for increasing and diversifying the Folk School's financial base.	35,000.00
Support for the MakeWork Fund.	200,000.00
Support for the Engel Stadium Fund for a concept/feasibility study to examine the stadium's best future use.	20,000.00
Support for the LAUNCH Fund to promote economic development in South Chattanooga.	16,000.00
Support for the Stroud Watson Fund and the Urban Design Retrospective.	12,500.00
Support for the annual Mainx24 activities in the Southside.	10,000.00

... ... Community Foundation of Greater Chattanooga ... continued from Page 3. Support for Art in Public Places, including administration costs of the City's Public Art Program in 2011 and 2012; the Art on Main public art program; a permanent sculpture to be placed on the Tennessee Riverpark in the Bluff View Art district; the costs of steel pedestals where sculptures are to be placed; and a large scale mural in Chattanooga.	278,600.00
> Community Foundation of Greater Memphis, Memphis, TN Support for the Promise Academy Fund.	100,000.00
> Community Impact of Chattanooga, Chattanooga, TN For general support in 2011.	75,000.00
> Conservation Fund (The), Tucker, GA Second and final installment of a two-year pledge for land protection initiatives in the Southeast region during the 2011 calendar year.	30,000.00
> Consultative Group on Biological Diversity (CGBD), San Francisco, CA Support for membership services for 2011 and 2012.	13,000.00
Support for the CGBD 2012 annual retreat, to be held in Chattanooga in June 2012.	20,000.00
> Coosa River Basin Initiative, Rome, GA Support for the Etowah River interactive online mapping and website project.	10,000.00
> Crabtree Farms, Chattanooga, TN Support for the design and construction of a new on-site educational facility.	75,000.00
> CreateHere, Chattanooga, TN For general support in 2011.	750,000.00
Matching grant to generate donations from other sources.	147,000.00
Support for The Company Lab and Chattanooga Stand for operations and to leverage other contributions.	378,000.00
> Cumberland Trail Conference, Crossville, TN For general support.	80,000.00
> Dallas Theatre Center, Dallas, TX Second and final installment of a two-year pledge in support of the center's capital campaign.	50,000.00
Support for productions of the 2011 musical ... The Wiz.	25,000.00

> East Chattanooga Improvement Corporation, Chattanooga, TN Support for general operations and activities of the health and wellness program.	45,000.00
> Exchange Family Club Center [The], Memphis, TN For general support in 2011.	30,000.00
> Forest Guild, Santa Fe, NM Support for a project aimed at developing and promoting forest biomass retention and sustainable harvesting guidelines in Tennessee, Georgia, and Alabama.	33,000.00
> Freshwater Land Trust, Birmingham, AL Support for the Tapawingo Springs Preserve Project, located in Pinson, Alabama.	50,000.00
> Georgia Department of Natural Resources, Atlanta, GA Support for the Cloudland Trail Project/Section 2 in the Five-Points recreation area to match funding provided through the National Recreational Trails grant program.	40,761.00
> Georgia ForestWatch, Ellijay, GA Second and final installment of a two-year pledge to enhance public forest protection efforts in the Chattahoochee/Oconee National Forest.	40,000.00
> Georgia Land Trust, Piedmont, AL Third in a series of three annual installments for general support.	55,000.00
> green/spaces, Chattanooga, TN For operational support in 2011.	820,000.00
> Hamilton County Government, Chattanooga, TN Support to underwrite expenses and consulting services associated with the preparation of a federal grant application for the Sustainable Communities Initiative.	30,000.00
Support for the Downtown Riverwalk Project.	1,400,000.00
> Hospice of Chattanooga Foundation, Chattanooga, TN Support for the Palliative Medicine Fellowship during 2012.	59,500.00
> Hunter Museum of American Art, Chattanooga, TN Support for the marketing and promotion of Chattanooga's inaugural ArtsWeek, to be held in April of 2012.	20,000.00
> Land Trust Alliance, Washington, DC Second and final installment in a series of two pledged in support of the national policy program.	50,000.00
Support for the Southeast Regional Land Conservation Conference, held in Chattanooga in the spring of 2011.	5,000.00

> Land Trust for Tennessee, Nashville, TN Support for the River Ridge Farm and Moore Farm/Rattlesnake Springs conservation projects.	121,000.00
Support for land conservation activities in the Southern Cumberland and Greater Chattanooga focal areas.	300,000.00
> La Paz de Dios, Chattanooga, TN Support for Project Aware.	53,300.00
> Lookout Mountain Conservancy, Lookout Mountain, TN Second in a series of two grants for support of the John C. Wilson Park extension and the Guild-Hardy Trail connection.	50,000.00
Support for the purchase of the Sexton property adjacent to John C. Wilson Park on the northern flank of Lookout Mountain.	135,000.00
> Lula Lake Land Trust, Lookout Mountain, GA Second and final installment in support of LLLT's collaborative with the Georgia Land Trust.	35,000.00
Support for the completion of the Cloudland Connector Trail in the "Five Points" area on Lookout Mountain.	35,000.00
Support for continuation of the Cloudland Trail Project from Ascalon Road to Highway 189 atop Lookout Mountain (phase III).	50,000.00
> Matching contributions: To match Lyndhurst associates' 2010 personal charitable contributions.	51,485.00
> Metropolitan Ministries, Chattanooga, TN Support for tornado disaster relief efforts in Catoosa County, Georgia, and the Greater Chattanooga area.	64,000.00
> Mid-South Sculpture Alliance, Chattanooga, TN Support for MSA's 2012 conference in Chattanooga and for a year-long sculpture exhibition along the Tennessee Riverwalk.	20,000.00
> Mountain Goat Trail Alliance, Sewanee, TN Support for the development of the Mountain Goat rail/trail corridor, to match funds received from other sources.	25,000.00
> National Parks Conservation Association, Knoxville, TN Support for a project aimed at protecting lands in East Tennessee from the damaging impacts of mountaintop removal mining activities.	10,000.00

> Nature Conservancy (The) – Alabama Chapter, Birmingham, AL Second and final installment for support of conservation activities in the Southern Cumberlands project area.	75,000.00
> Nature Conservancy (The) – Georgia Chapter, Atlanta, GA Second and final installment for support of conservation activities in the North Georgia/Southern Appalachians project area.	75,000.00
> Nature Conservancy (The) – Tennessee Chapter, Nashville, TN Second and final installment for support of conservation activities lying within the Southern Cumberlands project area.	75,000.00
> North Chickamauga Creek Conservancy, Hixson, TN Support for the Greenway Farm/Sniteman Cabin restoration and landscaping project.	80,000.00
Support for acquisition of a 160-acre corrider of land owned by W.A. Bryan Patten to facilitate the expansion of the Cumberland Trail State Park.	250,000.00
> Nuçi's Space, Athens, GA Support to sustain the operation and activities of Nuçi's space.	25,000.00
> Oak Project (The), Chattanooga, TN Support for the addition of Heartwood Studios.	32,500.00
> Ochs Center for Metropolitan Studies, Chattanooga, TN For general support in 2011.	100,000.00
> Odum School of Ecology, Athens, GA Support for the 2011 and 2012 EcoFocus Film Festival and related activities.	42,500.00
> Open Space Conservancy, New York, NY Support for the Southern Cumberland Land Protection Fund.	3,000,000.00
> Our Lady of Perpetual Help Catholic School, Chattanooga, TN Support for the Nature's Place outdoor classroom project.	2,500.00
> Public Education Foundation, Chattanooga, TN Support for the Middle Schools for a New Society Initiative.	1,500,000.00
> RiverCity Company, Chattanooga, TN Support for the Urban Design Challenge.	50,000.00
Support to re-open Baldwin Street to the Chattanooga Choo-Choo Campus.	39,000.00
Support for signage on Main Street.	24,000.00

...... RiverCity Company ... continued from Page 7.	
Support for façade improvements on M.L. King Boulevard	65,000.00
> Scenic Land School, Chattanooga, TN	40,000.00
Continued support for long-term sustainability.	
> Shelby County Books from Birth, Memphis, TN	10,000.00
For general support.	
> Shelby Farms Park Conservancy, Memphis, TN	20,000.00
Support for the capital campaign challenge grant made by the Hyde Family foundation.	
> Songs for Kids Foundation, Atlanta, GA	5,000.00
For general support	
> South Arts, Atlanta, GA	5,000.00
Support for the Southern Circuit Tour of Independent Filmmakers screenings, held in Chattanooga in 2011.	
> Southcoast Symphony Orchestra, Charleston, SC	5,000.00
For general support.	
> Southern Appalachian Forest Coalition, Asheville, NC	25,000.00
For support of the Tennessee Wilderness Campaign.	
> Southern Environmental Law Center, Charlottesville, VA	75,000.00
For support of SELC's endowment fund.	
Support for the Power of the Law Campaign.	200,000.00
> Southern Off-Road Bicycle Association (SORBA) – Chattanooga Chapter, Chattanooga, TN	50,000.00
Support for the expansion of the TVA Raccoon Mountain trail system.	
> SouthWings, Asheville, NC	30,000.00
Second and final installment of a two-year commitment for support of the Southern Appalachian Forest Campaign.	
> TACA, Dallas, TX	10,000.00
Second and final installment of a two-year pledge for general support in 2011.	
> Tennessee Aquarium, Chattanooga, TN	3,450.00
Support for the Great Southern Old Time Fiddlers Convention, to be held in Chattanooga in March 2011 and 2012.	
Support for the Tennessee River Rescue project and Serve and Protect initiative.	10,000.00

> Tennessee Association of the Dance, Chattanooga, TN First installment of a two-year pledge in support of the annual festival, held in Chattanooga in 2011.	3,000.00
> Trenton Church of God, Trenton, GA Support for tornado disaster relief efforts in Dade County, Georgia, and Dekalb and Jackson Counties, Alabama	90,000.00
> Trust for Public Land – Chattanooga Office, Chattanooga, TN Support for the Chattanooga Greenways Initiative, to match funds raised from other sources.	86,282.00
For general support in the 2011-2012 fiscal period.	100,000.00
Support for the planning and development of Stringer's Ridge park and trail system.	150,000.00
> UC Foundation, Chattanooga, TN Support for the expansion of the SimCenter.	1,250,000.00
> University of Georgia Foundation, Athens, GA Support for the Music Business Certificate Program at the Terry College of Business.	75,000.00
> University of Tennessee at Chattanooga, Chattanooga, TN Support for the Regional Resource Inventory project.	50,000.00
> Urban League of Greater Chattanooga, Chattanooga, TN Support for the 2012 STEM Academy.	20,000.00
> Volunteers in Medicine – Chattanooga, Chattanooga, TN For general support during 2012.	32,500.00
> Walker County Government, LaFayette, GA Support for auxiliary tornado cleanup efforts in the Hinkle community on Lookout Mountain and the purchase of emergency supplies.	82,000.00
> Wally's Friends, Chattanooga, TN Support to reduce stray animal populations in targeted Chattanooga neighborhoods.	10,000.00
> Wilderness Society (The), Franklin, NC Second and final installment of a two-year pledge for support of the Southeast Office.	30,000.00
> Wolf River Conservancy, Memphis, TN For general support	10,000.00
2011 TOTAL GRANTS:	$17,283,492.00

Grants Commitments as of 12/31/2011

	2012	2013	2014
Allied of Greater Chattanooga	120,000		
Art GIG	50,000		
Calvin Donaldson School	90,000		
Chattanooga Chamber Foundation	5,850	100,000	100,000
Chatt/Ham County Regional Planning Agency	105,000		
Community Foundation/Chattanooga	5,000		
Community Foundation/Chattanooga	10,000		
Community Foundation/Chattanooga	45,000		
Community Foundation/Chattanooga	20,000		
Community Foundation/Chattanooga	90,000		
Community Foundation/Chattanooga	156,000		
Hamilton County Government	500,000		
Hamilton County Government	100,000		
River Rocks	50,000		
River City Company	282,000		
Tennessee Aquarium	50,000		
Tennessee Association of Dance	3,000		
UC Foundation	1,000,000		
Univ of Tennessee at Chattanooga	25,000		
West Main to Alstom Recruitment	45,949		
	2,752,799	100,000	100,000

LYNDHURST FOUNDATION
SCHEDULE OF INVESTMENTS
December 31, 2011

	2011 Cost	2011 Market Value
MARKETABLE SECURITIES:		
KLEINHEINZ GLOBAL UNDERVAL SEC FUND	11,315,377	9,422,665
THE RAPTOR GLOBAL FUND LTD	-	30,273
GUGGENHEIM PLUS II	3,464,261	2,982,150
M KINGDON OFFSHORE	-	10,515,476
MAVERICK FUND	4,470,853	7,897,302
ADVISORY RESEARCH	1,909,140	1,861,448
VIKING GLOBAL EQUITY III, LTD	8,681,456	15,789,754
CITADEL KENSINGTON GLOBAL STRATEGIES	8,831,391	-
SLOAN ROBINSON GLOBAL FUND-EMERG MKTS	4,894,734	3,955,302
GMO EMERGING MARKETS FUND	5,621,430	3,254,401
COMMON SENSE SPECIAL OPPORT. OFFSH. LTD.	3,809,414	3,086,853
COURAGE SPEC. SIT. OFFSH FND LTD	-	-
FIR TREE CAPITAL OPPORTUNITY FUND, LTD	3,957,340	3,624,664
SLOAN ROBINSON GLOBAL FUND - ASIA	3,965,988	3,155,093
HBK OFFSHORE FUND II, LP	5,698,476	5,532,941
Subtotal	**66,619,860**	**71,108,322**
LIMITED PARTNERSHIPS:		
SIGULAR GUFF BRIC OPP FUND	4,029,132	5,265,635
PALOMA INTERNATIONAL, LTD	23,119,735	24,929,055
THIRD AVENUE REAL ESTATE OPP FUND	2,292,942	2,010,476
TUDOR FUTURES FUND	8,367,063	6,243,414
AXIOM INTERN'L MICRO-CAP FUND, LP	3,644,784	2,754,738
BLUE RIDGE OFFSHORE LP	6,785,415	14,181,807
HINES/TCW/DEAN WITTER E.M.R.E. DEV	1,785	7,621
FLAG PRIVATE EQUITY	876,233	1,141,621
FLAG VENTURE PARTNERS IV	980,610	1,272,432
OCM PRINCIPAL OPPORTUNITIES	516,409	846,087
COMMONFUND CAPITAL INT'L PARTNERS IV, LP	1,359,955	2,869,809
COMMONFUND REALTY INVESTORS, LLC	2,473,881	580,350
COMMONFUND CAP PRIV EQ PTS V, LP	1,472,367	2,470,890
KENNEDY CAPITAL MGMT SMALL CAP	4,580,741	2,792,400
ENCAP ENERGY CAP FUND VII-B, LP	3,377,538	3,202,755
WCP REAL ESTATE FUND II, LP	5,754,926	5,765,399
Subtotal	**69,633,516**	**76,334,489**
Total	**136,253,376**	**147,442,811**

Form 8868 (Rev. 1-2012) Page 2

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	LYNDHURST FOUNDATION, INC	[X] 62-6044177
	Number, street, and room or suite no. If a P.O. box, see instructions. 517 EAST FIFTH STREET	Social security number (SSN) [ ]
	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-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______________, and ending ______________.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a	$	576,846.
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 and any amount paid previously with Form 8868.	8b	$	576,846.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Patricia A. Osborne Title ▶ CPA for the Foundation Date ▶ 8-8-12

Form 8868 (Rev. 1-2012)

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01-06-12