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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BENWOOD FOUNDATION, INC.		A Employer identification number 62-0476283
Number and street (or P.O. box number if mail is not delivered to street address) 736 MARKET STREET	Room/suite 1600	B Telephone number (423) 267-4311
City or town, state, and ZIP code CHATTANOOGA, TN 37402		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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) \$ 105,162,018.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,603,222.	1,603,222.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,315,638.			
b Gross sales price for all assets on line 6a		7,315,638.			
7 Capital gain net income (from Part IV, line 2)			7,315,638.		
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		<836,570.>	<836,570.>		STATEMENT 2
12 Total. Add lines 1 through 11		8,082,290.	8,082,290.		
13 Compensation of officers, directors, trustees, etc		307,250.	30,725.		276,525.
14 Other employee salaries and wages		434,005.	43,401.		390,605.
15 Pension plans, employee benefits		91,136.	9,114.		82,022.
16a Legal fees STMT 3		657.	66.		591.
b Accounting fees STMT 4		13,250.	1,325.		11,925.
c Other professional fees STMT 5		362,524.	255,105.		107,419.
17 Interest					
18 Taxes STMT 6		211,626.	0.		0.
19 Depreciation and depletion		62,384.	6,238.		
20 Occupancy		124,228.	12,423.		111,805.
21 Travel, conferences, and meetings		34,389.	3,439.		30,950.
22 Printing and publications		549.	55.		494.
23 Other expenses STMT 7		732,396.	19,495.		712,901.
24 Total operating and administrative expenses. Add lines 13 through 23		2,374,394.	381,386.		1,725,237.
25 Contributions, gifts, grants paid		4,209,144.			4,209,144.
26 Total expenses and disbursements. Add lines 24 and 25		6,583,538.	381,386.		5,934,381.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,498,752.			
b Net investment income (if negative, enter -0-)			7,700,904.		
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	15,898.	279,384.	279,384.
	2 Savings and temporary cash investments	588,034.	250,322.	250,322.
	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			
	c Investments - corporate bonds STMT 9	9,153,589.	7,895,118.	7,895,118.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	90,037,645.	88,222,342.	88,222,342.	
14 Land, buildings, and equipment: basis ▶ 550,639.				
Less accumulated depreciation STMT 11 ▶ 326,702.	263,131.	223,937.	223,937.	
15 Other assets (describe ▶ STATEMENT 12)	0.	8,290,915.	8,290,915.	
16 Total assets (to be completed by all filers)	100,058,297.	105,162,018.	105,162,018.	
Liabilities	17 Accounts payable and accrued expenses	33,212.	33,486.	
	18 Grants payable	2,094,249.	882,700.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	49,900.	140,526.	
23 Total liabilities (add lines 17 through 22)	2,177,361.	1,056,712.		
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	97,880,936.	104,105,306.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	97,880,936.	104,105,306.		
31 Total liabilities and net assets/fund balances	100,058,297.	105,162,018.		

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	97,880,936.
2 Enter amount from Part I, line 27a	2	1,498,752.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	4,725,618.
4 Add lines 1, 2, and 3	4	104,105,306.
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	104,105,306.

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 STATEMENTS			
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 7,315,638.			7,315,638.

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			7,315,638.

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	7,315,638.
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 the 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))
2011	6,589,005.	103,908,481.	.063412
2010	6,671,868.	98,981,025.	.067406
2009	7,628,951.	92,468,136.	.082504
2008	6,400,221.	117,990,539.	.054244
2007	5,776,905.	129,726,894.	.044531

2 Total of line 1, column (d)	2	.312097
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	.062419
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	97,931,870.
5 Multiply line 4 by line 3	5	6,112,809.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	77,009.
7 Add lines 5 and 6	7	6,189,818.
8 Enter qualifying distributions from Part XII, line 4	8	5,934,381.

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	154,018.
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	154,018.
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	154,018.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	83,982.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	83,982.	
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	70,036.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

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
b 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
c Did the foundation file Form 1120-POL for this year?		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.		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) ☐ 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 2012 or the taxable year beginning in 2012 (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>WWW.BENWOOD.ORG</u>	13	X	
14	The books are in care of ► <u>SARAH MORGAN</u> Telephone no. ► <u>423-267-4311</u> Located at ► <u>736 MARKET ST., STE. 1600, CHATTANOOGA, TN</u> ZIP+4 ► <u>37402</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	N/A	
16	At any time during calendar year 2012, 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

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)? Organizations relying on a current notice regarding disaster assistance check here		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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ 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	
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 2012 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 2012)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		X

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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?

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 15		307,250.	32,250.	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	
KRISTIN B. HUNTLEY - 736 MARKET STREET, STE 1600, CHATTANOOGA, TN	FINANCIAL/PROGRAM OFFICE	40.00	94,300.	17,070.	0.
JEFF PFITZER - 736 MARKET STREET, STE 1600, CHATTANOOGA, TN 37402	PROGRAM DIRECTOR	40.00	94,750.	16,313.	0.
CONNIE PERRIN - 736 MARKET STREET, STE 1600, CHATTANOOGA, TN 37402	ACCOUNTING & PROGRAM MANAGER	40.00	63,125.	9,244.	0.
LORI QUILLEN - 736 MARKET STREET, STE 1600, CHATTANOOGA, TN 37402	PROGRAM OFFICER	40.00	58,500.	9,750.	0.

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
BRIDGE PARTNERS - 11 EAST 44TH STREET, SUITE 1001, NEW YORK, NY 10017	PRESIDENT SEARCH	75,000.
STEVEN BARCLAY AGENCY 12 WESTERN AVENUE, PETALUMA, CA 94952	SPEAKER FEES FOR GEORGE T. HUNTER LEC	71,500.
LACIE NEWTON STONE 3070 FOLTS CIRCLE, CHATTANOOGA, TN 37415	CONTRACT LABOR FOR THE GAINING GROUND I	54,000.

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.

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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	99,166,941.
b	Average of monthly cash balances	1b	256,277.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	99,423,218.
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	99,423,218.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,491,348.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	97,931,870.
6	Minimum investment return. Enter 5% of line 5	6	4,896,594.

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	4,896,594.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	154,018.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	154,018.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,742,576.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,742,576.
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	4,742,576.

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	5,934,381.
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	5,934,381.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,934,381.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,742,576.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	37,346.			
e From 2011	1,527,127.			
f Total of lines 3a through e	1,564,473.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	5,934,381.			
a Applied to 2011, 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 2012 distributable amount				4,742,576.
e Remaining amount distributed out of corpus	1,191,805.			
5 Excess distributions carryover applied to 2012 (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	2,756,278.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,756,278.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	37,346.			
d Excess from 2011	1,527,127.			
e Excess from 2012	1,191,805.			

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				
AGAINST MALARIA FOUNDATION C/O PRICEWATERHOUSECOOPERS LLP, 300 MADISON AVE. NEW YORK, NY 10017-6204	NONE	501(C)(3)	PURCHASE LONG-LASTING INSECTICIDAL (MOSQUITO) NETS (LLINS)	2,000.
AIM CENTER P. O. BOX 11586 CHATTANOOGA, TN 37401	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
ALLIED ARTS OF GREATER CHATTANOOGA 406 FRAZIER AVE CHATTANOOGA, TN 37405	NONE	501(C)(3)	2012 ANNUAL CAMPAIGN	100,000.
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	NONE	501(C)(3)	EMERGENCY RELIEF FOR TORNADOS IN THE REGION ON 3/2/2012	10,000.
ANIMAL CARE TRUST 4500 N ACCESS ROAD CHATTANOOGA, TN 37415	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	6,000.
Total	SEE CONTINUATION SHEET(S)			4,209,144.
b Approved for future payment				
NONE				
Total				0.

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
ARTS & EDUCATION COUNCIL 3069 S. BROAD STREET, SUITE #2 CHATTANOOGA, TN 37402	NONE	501(C)(3)	2013 SOUTHERN WRITERS CONFERENCE	1,000.
BAYLOR SCHOOL 171 BAYLOR SCHOOL ROAD CHATTANOOGA, TN 37405	NONE	501(C)(3)	COMMUNITY SERVICE PROGRAM	2,000.
BREAST CANCER SUPPORT SERVICES, INC. 1400 MCCALLIE AVENUE, SUITE 110 CHATTANOOGA, TN 37404	NONE	501(C)(3)	EMERGENCY FUND	10,000.
CHALLENGER CENTER FOR SPACE SCIENCE EDUCATION 422 FIRST ST. SE, 3RD FLOOR WASHINGTON, DC 20003	NONE	501(C)(3)	CREATE THE V-MISSION LOCALLY	10,000.
CHALMERS CENTER FOR ECONONMIC DEVELOPMENT 14049 SCENIC HIGHWAY LOOKOUT MOUNTAIN, GA 30750	NONE	501(C)(3)	ASSET DRIVEN DEVELOPMENT	25,000.
CHALMERS CENTER FOR ECONONMIC DEVELOPMENT 14049 SCENIC HIGHWAY LOOKOUT MOUNTAIN, GA 30750	NONE	501(C)(3)	FREE CHATTANOOGA PILOT PROGRAM	5,000.
CHATTANOOGA ARBORETUM & NATURE CENTER 400 GARDEN ROAD CHATTANOOGA, TN 37419	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	501(C)(3)	RAISED GARDEN BEDS	1,000.
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	501(C)(3)	STRATEGIC PLANNING	10,000.
Total from continuation sheets				4,089,644.

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
CHATTANOOGA BOYS & GIRLS CLUB 610 LINDSAY STREET CHATTANOOGA, TN 37403	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
CHATTANOOGA CARES 1000 EAST 3RD STREET, SUITE 300 CHATTANOOGA, TN 37403	NONE	501(C)(3)	CHATTANOOGA CARES RELOCATION TO ERLANGER	16,000.
CHATTANOOGA CHAMBER FOUNDATION 811 BROAD STREET, SUITE 100 CHATTANOOGA, TN 37402	NONE	501(C)(3)	REGIONAL GROWTH INITIATIVE	100,000.
CHATTANOOGA COMMUNITY KITCHEN P.O. BOX 11203 CHATTANOOGA, TN 37402	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
CHATTANOOGA GOODWILL INDUSTRIES 3500 DODDS AVE. CHATTANOOGA, TN 37407	NONE	501(C)(3)	ASSISTANCE DOG ACADEMY	14,500.
CHATTANOOGA NEIGHBORHOOD ENTERPRISE 1301 MARKET STREET, CHATTANOOGA, TN 37402	NONE	501(C)(3)	POCKET PARK INITIATIVE	50,000.
CHATTANOOGA NEIGHBORHOOD ENTERPRISE 1301 MARKET STREET, CHATTANOOGA, TN 37402	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
CHATTANOOGA PUBLIC MARKET P.O. BOX 810 OOLTEWAH, TN 37363	NONE	501(C)(3)	CELEBRATE LOCAL FOOD DAY SPONSORSHIP	5,000.
CHILD AND FAMILY OPPORTUNITIES, INC. 18 AVERY LANE ELLSWORTH, ME 04605	NONE	501(C)(3)	HEALTHY PENINSULA READY BY 21 MENTORING PROGRAM	5,000.
CHILDREN'S ADVOCACY CENTER 419 NORTH MARKET STREET CHATTANOOGA, TN 37405	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
Total from continuation sheets				

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
CHILDREN'S HOME CHAMBLISS SHELTER 315 GILLESPIE ROAD CHATTANOOGA, TN 37411	NONE	501(C)(3)	IN MEMORY OF CLAYTON T. MCDANIEL	2,000.
CHILDREN'S NUTRITION PROGRAM OF HAITI 1918 UNION AVENUE, P.O. BOX 3720 CHATTANOOGA, TN 37404-0720	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	NONE	501(C)(3)	ADDLESTONE LIBRARY, SPECIAL COLLECTIONS	10,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHARLESTON, TN 37402	NONE	501(C)(3)	WOMEN'S FUND OF GREATER CHATTANOOGA - NONPROFIT ADVOCACY WORKSHOP	5,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	CALVIN DONALDSON FUND	1,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	CALVIN DONALDSON FUND (ANIMATION OF THE PLAYGROUND)	5,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	CALVIN DONALDSON FUND (SERIES OF EXPEDITIONS FOR TEACHER ENRICHMENT)	5,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	CHALLENGES AND OPPORTUNITIES FUND	157,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	CHATTANOOGA ORGANIZED FOR ACTION	40,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	CREATIVE COMMUNITY REVITALIZATION FUND (STAND)	2,500.
Total from continuation sheets				

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
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	FOUR SEASONS ART PROJECT	1,500.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	FRIENDS OF THE LIBRARY FUND	10,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	FUND FOR CHATTANOOGA PURCHASE OF IPADS AND AIR PRINTERS FOR 10 ESL CLASSROOMS	8,500.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	GLASS HOUSE COLLECTIVE - COMMUNITY OUTREACH	65,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	GLASS HOUSE COLLECTIVE - GLASS STREET SENIORS PROJECT	2,500.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	HAMILTON COUNTY OWNER'S MANUAL	30,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	HAMILTON COUNTY READING INITIATIVE FUND FOR THE READ20 LITERACY CONFERENCE	10,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	MAKEWORK FUND	6,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	NORMAL PARK MUSEUM MAGNET FUND GREAT START AT NORMAL PARK SUMMER PROGRAM	34,775.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	RSA FUND - ART WITH DAD AT CALVIN DONALDSON	5,000.
Total from continuation sheets				

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
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	RSA FUND - ART WITH MOM AT CALVIN DONALDSON	1,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	RSA FUND - COMMUNITY ART PROJECT FOR ALTON PARK THROUGH CALVIN DONALDSON	2,500.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	RSA FUND - VISUAL LEARNING - ART TEACHERS/PROJECTS AT CALVIN DONALDSON	10,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST. CHATTANOOGA, TN 37402	NONE	501(C)(3)	STROUD WATSON FUND	12,500.
COMMUNITY FOUNDATION OF SOUTHERN NEW MEXICO 301 SOUTH CHURCH ST. SUITE H LAS CRUCES, NM 88001	NONE	501(C)(3)	GRANT COUNTY EDUCATION FUND	15,000.
COMPANY LAB/CREATEHERE 55 E MAIN STREET, SUITE 105 CHATTANOOGA, TN 37408	NONE	501(C)(3)	SUPPORT THE VARIOUS PROGRAMS AND EVENTS OUTLINED IN THE EXECUTIVE SUMMARY	50,000.
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY P.O. BOX 29361 SAN FRANCISCO, CA 94129-0361	NONE	501(C)(3)	2012/2013 MEMBERSHIP DUES	3,900.
COUNCIL ON FOUNDATIONS 1828 L. ST. NW WASHINGTON, DC 20036	NONE	501(C)(3)	2012 MEMBERSHIP DUES	10,720.
CRABTREE FARMS OF CHATTANOOGA, INC 1000 E. 30TH STREET CHATTANOOGA, TN 37407	NONE	501(C)(3)	LOCAL FOOD PROGRAM	85,000.
CRABTREE FARMS OF CHATTANOOGA, INC 1000 E. 30TH STREET CHATTANOOGA, TN 37407	NONE	501(C)(3)	SPACIAL DYNAMICS WORKSHOP	2,000.
Total from continuation sheets				

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
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	TO EXPLORE THE FEASIBILITY OF DEVELOPING AN EARLY CHILDHOOD PROGRAM AT CALVIN DONALDSON	10,000.
DADE ANIMAL RESCUE TEAM P.O. BOX 534 TRENTON, GA 30752-0534	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
EAST LAKE ACADEMY 1924 HIGHWAY 155 N. MCDONOUGH, GA 30252	NONE	501(C)(3)	TO CREATE A HEALTHIER SCHOOL NUTRITION ENVIRONMENT	1,000.
EAST LAKE ELEMENTARY SCHOOL 199 EAST LAKE RD. MCDONOUGH, GA 30252	NONE	501(C)(3)	TO CREATE A HEALTHIER SCHOOL NUTRITION ENVIRONMENT	1,000.
GILA VALLEY LIBRARY 411 HWY 211, BOX 439 GILA, NM 88038	NONE	501(C)(3)	EXTERIOR RENOVATIONS	3,000.
GIRLS INC. OF CHATTANOOGA 409 SOUTH GREENWOOD AVE CHATTANOOGA, TN 37404	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
GRANTMAKERS FOR EDUCATION 750 S.W. WASHINGTON ST., STE. 605 PORTLAND, OR 97205	NONE	501(C)(3)	2012 MEMBERSHIP DUES	1,000.
GRANTS MANAGERS NETWORK 141 HOMESTEAD AVENUE METAIRIE, LA 70005	NONE	501(C)(3)	2012 MEMBERSHIP DUES	1,500.
GREENSPACES 63 E. MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	CHATTANOOGA GREEN BUSINESS CERTIFICATION PROGRAM	50,000.
Total from continuation sheets				

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
HAMILTON COUNTY DEPT OF EDUCATION 3074 HICKORY VALLEY ROAD CHATTANOOGA, TN 37421	NONE	501(C)(3)	ENGAGE THE SERVICES OF THE DISTRICT MANAGEMENT COUNCIL TO DEVELOP A HCDE FIVE YEAR STRATEGIC PLAN	60,000.
HAMILTON COUNTY DEPT OF EDUCATION 3074 HICKORY VALLEY ROAD CHATTANOOGA, TN 37421	NONE	501(C)(3)	TO DEVELOP A COMPREHENSIVE PROFESSIONAL DEV. PLAN FOR THE HAMILTON COUNTY SCHOOLS	75,000.
HAMILTON COUNTY DEPT OF EDUCATION 3074 HICKORY VALLEY ROAD CHATTANOOGA, TN 37421	NONE	501(C)(3)	IMPLEMENTATION OF STRATEGIC PLAN	250,000.
HAYSTACK MOUNTAIN SCHOOL OF CRAFTS P.O. BOX 518 DEER ISLAND, ME 04627	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
HEIFER PROJECT INTERNATIONAL, INC. 1 WORLD AVE. LITTLE ROCK, AR 72202	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
HELEN KELLER INTERNATIONAL 352 PARK AVENUE SOUTH, 12TH FLOOR NEW YORK, NY 10010	NONE	501(C)(3)	CHILD SIGHT PROGRAM	2,500.
HERITAGE FOUNDATION 227 OIL WELL RD. JACKSON, TN 38305	NONE	501(C)(3)	IN HONOR OF MR. E.Y. CHAPIN, III LEADERSHIP FOR AMERICA	10,000.
HOWARD SCHOOL OF ACADEMICS AND TECHNOLOGY	NONE	501(C)(3)	BAND EQUIPMENT	1,000.
HOWARD SCHOOL OF ACADEMICS AND TECHNOLOGY	NONE	501(C)(3)	NATIONAL EXPEDITIONARY TRIP TO WASHINGTON D.C.	3,000.
HUMANE EDUCATIONAL SOCIETY 212 N. HIGHLAND PARK AVE. CHATTANOOGA, TN 37404	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
Total from continuation sheets				

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
HUNTER MUSEUM OF AMERICAN ART 10 BLUFF VIEW CHATTANOOGA, TN 37403	NONE	501(C)(3)	STRING THEORY MUSIC SERIES	2,500.
HUNTER MUSEUM OF AMERICAN ART 10 BLUFF VIEW CHATTANOOGA, TN 37403	NONE	501(C)(3)	HATCH (HISTORY ARTS TECHNOLOGY CULTURE HAPPENINGS)	10,000.
HUNTER MUSEUM OF AMERICAN ART 10 BLUFF VIEW CHATTANOOGA, TN 37403	NONE	501(C)(3)	ARTS FESTIVAL	40,000.
INTERFAITH HOMELESS NETWORK 1184 BALDWIN STREET CHATTANOOGA, TN 37403	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
LA PAZ CHATTANOOGA 1402 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	EDUCAR CHATTANOOGA	40,000.
LAND TRUST FOR TENNESSEE 209 10TH AVE S., STE 530 NASHVILLE, TN 37203	NONE	501(C)(3)	CAPACITY BUILDING FOR LAND PROTECTION AND COMMUNITY OUTREACH IN THE SOUTHEAST AND SOUTH CUMBERLAND	50,000.
LAS CRUCES SYMPHONY ORCHESTRA P.O. BOX 1622 LAS CRUCES, NM 88004	NONE	501(C)(3)	RUN OUT PERFORMANCE	10,000.
LEGAL AID OF EAST TENNESSEE, CHATTANOOGA 535 CHESTNUT ST., SUITE 360 CHATTANOOGA, TN 37402	NONE	501(C)(3)	ERLANGER HEALTH LAW PARTNERSHIP (EHLF)	110,000.
LOOKOUT MOUNTAIN CONSERVANCY P.O. BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	501(C)(3)	YOUTH EDUCATION ABOUT THE ENVIRONMENT AND INTERN LEADERSHIP	10,000.
LULA LAKE LAND TRUST 29 MOUNT OLIVE ROAD LOOKOUT MOUNTAIN, TN 30750	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	4,000.
Total from continuation sheets				

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
LULA LAKE LAND TRUST 29 MOUNT OLIVE ROAD LOOKOUT MOUNTAIN, TN 30750	NONE	501(C)(3)	CLOUDLAND CANYON TRAIL EXTENSION FROM ASCALON ROAD TRAIL HEAD	5,000.
LULA LAKE LAND TRUST 29 MOUNT OLIVE ROAD LOOKOUT MOUNTAIN, TN 30750	NONE	501(C)(3)	REVOLVING LAND ACQUISITION FUND	100,000.
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND, SUITE 201 TOPSHAM, ME 04086	NONE	501(C)(3)	BRIDGE END PROJECT	2,000.
MEDICAL FOUNDATION OF CHATTANOOGA, INC. 1917 E 3RD STREET CHATTANOOGA, TN 37404	NONE	501(C)(3)	HEALTHY LIVING FUND	60,000.
METROPOLITAN MINISTRIES 1112 MCCALLIE CHATTANOOGA, TN 37404-2822	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
NATURE CONSERVANCY - TENNESSEE CHAPTER 2021 21ST AVE., SOUTH, SUITE C-400 NASHVILLE, TN 37212	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
NORTHSIDE NEIGHBORHOOD HOUSE P.O. BOX 4086, 211 MINOR STREET CHATTANOOGA, TN 37405	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
OCHS CENTER FOR METROPOLITAN STUDIES 739 MCCALLIE AVENUE, 2ND FLOOR CHATTANOOGA, TN 37403	NONE	501(C)(3)	STATE OF CHATTANOOGA REGION REPORT (SOCRR)	50,000.
OPEN SPACE CONSERVANCY, INC. 1350 BROADWAY, SUITE 201 NEW YORK, NY 10018	NONE	501(C)(3)	PROTECTING WILDLIFE OF THE SOUTHERN CUMBERLAND PLATEAU INITIATIVE	500,000.
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST., STE 500 CHATTANOOGA, TN 37402	NONE	501(C)(3)	RESEARCH DATA ANALYST FOR THE HAMILTON COUNTY SCHOOLS	29,249.
Total from continuation sheets				

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
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST., STE 500 CHATTANOOGA, TN 37402	NONE	501(C)(3)	PLAYGROUND STRUCTURE (NATURE PLAY AREA)	50,000.
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST., STE 500 CHATTANOOGA, TN 37402	NONE	501(C)(3)	ALLIANCE FOR SCHOOL ACHIEVEMENT AND PERFORMANCE 2012-2013	50,000.
PUBLIC EDUCATION NETWORK, INC. THE FOUNDATION CENTER, 79 FIFTH AVENUE NEW YORK, NY 10003-3076	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
RED BANK ELEMENTARY SCHOOL 1100 MOUNTAIN CREEK ROAD CHATTANOOGA, TN 37405	NONE	501(C)(3)	SMART TEACHING AND LEARNING	20,000.
RIVERROCKS 400 EAST MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	2012 RIVERROCKS FESTIVAL	75,000.
RONALD MCDONALD HOUSE CHARITIES 200 CENTRAL AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
SALVATION ARMY 800-822 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	EMERGENCY TORNADO RELIEF 3/2/2012	10,000.
SALVATION ARMY 800-822 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
SCENIC LAND SCHOOL 850 MARKET STREET, SUITE 300 1200 CHATTANOOGA, TN 37405	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
SCULPTURE FIELDS AT MONTAGUE PARK 1141 E. 23RD STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
Total from continuation sheets				

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
SISKIN CHILDREN'S INSTITUTE 1101 CARTER STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
SOUTH CUMBERLAND REGIONAL LAND TRUST P.O. BOX 3188 SEWANEE, TN 37375	NONE	501(C)(3)	THE ESTABLISHMENT OF A LOCAL FOOD HUB	5,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303	NONE	501(C)(3)	2012 MEMBERSHIP DUES	8,000.
SOUTHERN SUSTAINABLE AGRICULTURAL WORKING GROUP 729 HAYWOOD ROAD, STE 3 ASHEVILLE, NC 28806	NONE	501(C)(3)	SPONSORSHIP OF AREA FARMERS TO ATTEND THE SSAWG 2013 ANNUAL CONFERENCE	10,000.
SOUTHWINGS, INC. 35 HAYWOOD STREET, SUITE 201 ASHEVILLE, NC 28801	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
ST. ANDREW'S CENTER 1918 UNION AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	RETURNED GRANT	<15,000.>
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
ST. PAUL'S EPISCOPAL CHURCH 305 W 7TH STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	ST. CATHERINE'S WOMEN'S SHELTER RENOVATION	10,000.
TENNESSEE AQUARIUM ONE BROAD STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
TENNESSEE IMMIGRANT AND REFUGEE RIGHTS COALITION 446 METROPLEX DR., BUILDING A, SUITE 224 NASHVILLE, TN 37211	NONE	501(C)(3)	EXPANSION OF ORGANIZING AND LEADERSHIP PROGRAMS TO CHATTANOOGA	25,000.
Total from continuation sheets				

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
THE CHATTANOOGA GIRLS LEADERSHIP ACADEMY 1802 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
THE ENGEL FOUNDATION P.O. BOX 4043 CHATTANOOGA, TN 37405	NONE	501(C)(3)	ENGEL STADIUM FUTURE USE STUDY	15,000.
THE GENEROSITY TRUST 736 MARKET STREET, SUITE 1402 CHATTANOOGA, TN 37402	NONE	501(C)(3)	STEPS 2 HOPE FOR THE TEAM ANDREW FULLY ACCESSIBLE HOME	5,000.
THE MIMBRES REGION ARTS COUNCIL 1201 N. POPE STREET SILVER CITY, NM 88061	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	7,000.
THE OAK PROJECT P.O. BOX 226 CHATTANOOGA, TN 37401	NONE	501(C)(3)	THE OAK PROJECT CONSULTANT	10,000.
THE VOLUNTEER CENTER OF GRANT COUNTY 1207 18TH AVENUE S., SUITE 326 NASHVILLE, TN 37212	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
TN STATE COLLABORATIVE ON REFORMING EDUCATION 511 UNION ST STE 1850 NASHVILLE, TN 37219-1767	NONE	501(C)(3)	TO ACHIEVE FOUR PILLARS FOR SCHOOL REFORM	250,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY ST., STE 900 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	EASEMENTS FOR THE RIVERWALK EXTENSION FROM ROSS'S LANDING TO ST. ELMO AVENUE	37,500.
TRUST FOR PUBLIC LAND 101 MONTGOMERY ST., STE 900 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	TO PROVIDE FOUNDATIONAL INFO. TO COMPLETE NORTH & SOUTH CHICKAMAUGA CREEK GREENWAYS	40,000.
UNIVERSITY OF CHATTANOOGA FOUNDATION 615 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	SIMCENTER	1,000,000.
Total from continuation sheets				

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
UNIVERSITY OF TENNESSEE AT CHATTANOOGA FOUNDATION 615 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	SPONSORSHIP OF THE SOCIETY OF ENVIRONMENTAL JOURNALISTS	5,000.
UNIVERSITY OF TENNESSEE AT CHATTANOOGA 615 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	COALITION OF URBAN AND METROPOLITAN UNIVERSITIES NATIONAL CONFERENCE	2,500.
URBAN LEAGUE OF CHATTANOOGA 730 M.L. KING BLVD. CHATTANOOGA, TN 37403	NONE	501(C)(3)	URBAN LEAGUE ENTREPRENEURSHIP CENTER - DEFERRED FROM OCT. 2011 BOARD MEETING UNTIL MAY 2012	20,000.
VOLUNTEERS IN MEDICINE P.O. BOX 81057 CHATTANOOGA, TN 37414	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	38,000.
WILD SOUTH 16 EAGLE ST., SUITE 200 ASHEVILLE, NC 28801	NONE	501(C)(3)	CAPACITY BUILDING AND ADVOCACY FUNDING TO PERMANENTLY PROTECT 20,000 ACRES	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CREATIVE DISCOVERY MUSEUM

TO EXPLORE THE FEASIBILITY OF DEVELOPING AN EARLY CHILDHOOD PROGRAM AT
CALVIN DONALDSON ENVIR. SCIENCE ACADEMY

NAME OF RECIPIENT - LAND TRUST FOR TENNESSEE

CAPACITY BUILDING FOR LAND PROTECTION AND COMMUNITY OUTREACH IN THE
SOUTHEAST AND SOUTH CUMBERLAND REGIONS

BENWOOD FOUNDATION, INC.

62-0476283

PAGE 1 OF 2

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	SALE OF PUBLICLY TRADED SECURITIES SOLD THROUGH S	P		
b	1607 CAPITAL PARTNERS, LLC	P		
c	MERCED PARTNERS II, LP	P		
d	MIT PRIVATE EQUITY	P		
e	PAUL CAPITAL PARTNERS VIII-A LP	P		
f	SIGULER GUFF SMALL BUYOUT OPP FUND	P		
g	GT SPECIAL OPPORTUNITIES III LP	P		
h	GT EMERGING MARKETS (QP), LP	P		
i	PALLADIAN PARTNERS VII, LP	P		
j	POINTER OFFSHORE LTD	P		
k	TWIN HAVEN OFFSHORE SPECIAL OPPORTUNITIES III, L.	P		
l	GT OFFSHORE FUND, LTD. - CLASS A	P		
m	GT OFFSHORE FUND, LTD. - CLASS B	P		
n	BLACKROCK GRANITE PROPERTY FUND, INC.	P		
o	MIDLAND US QP FUND L.P.	P		

(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 <88,480.>			<88,480.>
b 157,041.			157,041.
c 325,920.			325,920.
d 127,896.			127,896.
e 130,937.			130,937.
f 854,447.			854,447.
g 190,226.			190,226.
h 136,330.			136,330.
i 930.			930.
j 4,065,634.			4,065,634.
k 192,691.			192,691.
l 2,123.			2,123.
m <112.>			<112.>
n 275,880.			275,880.
o 616,300.			616,300.

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			<88,480.>
b			157,041.
c			325,920.
d			127,896.
e			130,937.
f			854,447.
g			190,226.
h			136,330.
i			930.
j			4,065,634.
k			192,691.
l			2,123.
m			<112.>
n			275,880.
o			616,300.

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

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

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	MIDLAND INTERNATIONAL EQUITY QP FUND L.P.	P		
b				
c				
d				
e				
f				
g				
h				
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 327,875.			327,875.
b			
c			
d			
e			
f			
g			
h			
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			327,875.
b			
c			
d			
e			
f			
g			
h			
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	7,315,638.
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	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
1607 CAPITAL PARTNERS, LLC	109,902.	0.	109,902.	
CASH INVESTMENT ACCOUNT	942.	0.	942.	
EAGLE MLP STRATEGY-I	1,680.	0.	1,680.	
GT EMERGING MARKETS (QP), LP	59,084.	0.	59,084.	
GT SPECIAL OPPORTUNITIES FUND, LTD.	59,866.	0.	59,866.	
MERCED PARTNERS	49,314.	0.	49,314.	
MIDLAND INTERNATIONAL EQUITY QP FUND L.P.	351,105.	0.	351,105.	
MIDLAND US QP FUND L.P.	198,734.	0.	198,734.	
MIT PRIVATE EQUITY FUND III	51,697.	0.	51,697.	
PALLADIAN PARTNERS VII, LP	8,347.	0.	8,347.	
PAUL CAPITAL PARTNERS VIII LP	69,610.	0.	69,610.	
PIMCO PACIFIC	335,179.	0.	335,179.	
SIGULER GUFF SMALL BUYOUT	307,762.	0.	307,762.	
TOTAL TO FM 990-PF, PART I, LN 4	1,603,222.	0.	1,603,222.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INVESTMENT LOSSES- LIMITED PARTNERSHIPS	<836,570.>	<836,570.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<836,570.>	<836,570.>		

FORM 990-PF	LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	657.	66.		591.
TO FM 990-PF, PG 1, LN 16A	657.	66.		591.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT & TAX SERVICES	13,250.	1,325.		11,925.	
TO FORM 990-PF, PG 1, LN 16B	13,250.	1,325.		11,925.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FIRMS CONSULTING FEES	243,170.	243,170.		0.	
OTHER PROFESSIONAL FEES	119,354.	11,935.		107,419.	
TO FORM 990-PF, PG 1, LN 16C	362,524.	255,105.		107,419.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	211,626.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	211,626.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TECHNOLOGY EXPENSE	10,906.	1,091.		9,815.	
EDUCATION DIRECT CHARITABLE DISTRIBUTIONS	64,596.	0.		64,596.	
INSURANCE	83,440.	8,344.		75,096.	
OFFICE EXPENSE	31,603.	3,160.		28,443.	

BENWOOD FOUNDATION, INC.

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SPEAKER SERIES	257,172.	0.	257,172.
DIRECT GAINING GROUND			
CHARITABLE DISTRIBUTION	215,678.	0.	215,678.
PARKING	7,197.	720.	6,477.
PROFESSIONAL DEVELOPMENT	19,640.	1,964.	17,676.
PAYROLL COSTS	42,164.	4,216.	37,948.
TO FORM 990-PF, PG 1, LN 23	732,396.	19,495.	712,901.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NET UNREALIZED LOSS ON INVESTMENTS	3,514,069.
CHANGE IN GRANTS PAYABLE	1,211,549.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,725,618.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS - SEE DETAIL ATTACHED	7,895,118.	7,895,118.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,895,118.	7,895,118.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIP INTEREST - SEE DETAIL ATTACHED	FMV	88,222,342.	88,222,342.
TOTAL TO FORM 990-PF, PART II, LINE 13		88,222,342.	88,222,342.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT & FURNITURE	311,329.	194,887.	116,442.
LEASEHOLD IMPROVEMENTS	239,310.	131,815.	107,495.
TOTAL TO FM 990-PF, PART II, LN 14	550,639.	326,702.	223,937.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM INVESTMENT MANAGER	0.	8,140,915.	8,140,915.
MISSION RELATED INVESTMENT	0.	150,000.	150,000.
TO FORM 990-PF, PART II, LINE 15	0.	8,290,915.	8,290,915.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAXES PAYABLE	49,900.	140,526.	
TOTAL TO FORM 990-PF, PART II, LINE 22	49,900.	140,526.	

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT	14
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EXPLANATION

THE FOUNDATION JOINED WITH OTHER TAX EXEMPT ORGANIZATIONS IN ESTABLISHING A DONOR ADVISED FUND WITH THE COMMUNITY FOUNDATION OF GREATER CHATTANOOGA, KNOWN AS THE CHALLENGES & OPPORTUNITIES FUND. THE PURPOSE OF THIS FUND IS TO SUPPORT ESSENTIAL SERVICES AND NEEDS IN THE COMMUNITY THROUGH EMERGENCY AND GENERAL OPERATING GRANTS. GRANTS OF \$157,000 WERE MADE TO THIS DONOR ADVISED FUND DURING THE YEAR FOR THE PURPOSE OF ADMINISTERING DISBURSEMENTS FOR THIS PROGRAM, WHICH ARE TREATED AS QUALIFYING DISTRIBUTIONS. EACH OF THE PHILANTHROPIC PARTNERS THAT CONTRIBUTE TO THE FUND HAVE ADVISORY PRIVILEGES, INCLUDING THE FOUNDATION'S PROGRAM OFFICER. SPECIFIC GUIDELINES FOR THE GRANTS ARE COLLECTIVELY DETERMINED BY THE PHILANTHROPIC PARTNERS.

ADDITIONALLY THE BENWOOD FOUNDATION HAD ADVISOR PRIVILEGES IN ASSOCIATION WITH THE COMMUNITY FOUNDATION OF SOUTHERN NEW MEXICO IN DIRECTING THE GRANT COUNTY EDUCATION FUND. THE FUND WAS CHARGED WITH IDENTIFYING CRITICAL BUT UNMET NEEDS IN GRANT COUNTY, RAISE FUNDS TO MEET THOSE NEEDS AND DO GRANT MAKING TO FILL THE NEEDS.

FORM 990-PF		PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS			STATEMENT	15
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT		
PAUL K. BROCK, JR. 736 MARKET STREET, STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2.00	20,000.	0.	0.		
SEBERT BREWER, JR. 736 MARKET STREET, STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2.00	20,000.	0.	0.		
WILLIAM H. CHAPIN 736 MARKET STREET, STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2.00	20,000.	0.	0.		
MARTHA T. ROBINSON 736 MARKET STREET, STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2.00	20,000.	0.	0.		
ROBERT J. SUDDERTH, JR. 736 MARKET STREET, STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2.00	20,000.	0.	0.		
CORINNE A. ALLEN 736 MARKET STREET, STE 1600 CHATTANOOGA, TN 37402	EXECUTIVE DIRECTOR 40.00	207,250.	32,250.	0.		
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		307,250.	32,250.	0.		

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. SARAH MORGAN
736 MARKET ST., SUITE 1600
CHATTANOOGA, TN 37402

TELEPHONE NUMBER

423-267-4311

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE SUBMITTED IN THE FORM OF A BRIEF TWO-PAGE LETTER.
THE LETTER SHOULD INCLUDE A DESCRIPTION OF THE PROJECT OR PURPOSE, BUDGET
INFORMATION, AN IRS LETTER OF DETERMINATION, AND A LISTING OF OFFICERS AND
BOARD OF DIRECTORS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

- 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BENWOOD FOUNDATION, INC.	62-0476283
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	736 MARKET STREET, NO. 1600	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	CHATTANOOGA, TN 37402	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

SARAH MORGAN

- The books are in the care of **736 MARKET ST., STE. 1600 - CHATTANOOGA, TN 37402**

Telephone No **423-267-4311**

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, 2013.**

5 For calendar year **2012**, 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

ADDITIONAL INFORMATION FROM THIRD PARTY SOURCES IS NEEDED IN ORDER 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	\$	51,250.
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	\$	83,982.
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

Title

Date

Form 8868 (Rev 1-2013)

BENWOOD FOUNDATION, INC.**SCHEDULE OF INVESTMENTS****December 31, 2012**

	Fair Value
TEMPORARY INVESTMENTS	
Money Market Funds	\$ <u>250,322</u>
FIXED INCOME INVESTMENTS	
Eagle MLP Strategy Fund I	2,522,038
Pimco Fixed Income Fund	2,662,242
Pimco Short-Term Fund	<u>2,710,838</u>
 Total Fixed Income Investments	<u>7,895,118</u>
INVESTMENT FUNDS	
1607 Capital Bond Fund	1,953,276
BlackRock Granite Property Fund, Inc.	5,312,360
GT Emerging Markets QP Fund LP	7,358,288
GT Offshore Fund, Ltd. Class A	14,758,503
GT Offshore Fund, Ltd. Class B	14,157,836
GT Special Opportunities III LP	3,439,199
Merced Partners II, LP	983,272
Midland International Equity QP Fund L.P.	14,191,357
Midland US QP Fund L.P.	11,620,619
MIT Private Equity Fund III, LP	4,647,625
Palladian Partners VII, LP	416,230
Paul Capital Partners VIII-A, L.P.	2,055,521
Siguler Guff Small Buyout Opportunities Fund, LP	5,897,882
Twin Haven Offshore Special Opportunities Fund III, L.P.	<u>1,430,374</u>
 Total Investment Funds	<u>88,222,342</u>
TOTAL INVESTMENTS	\$ <u><u>96,367,782</u></u>