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

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

EXTENDED

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) — Room/suite 517 EAST FIFTH STREET	**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: ☒ 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) ▶$ 109,622,109. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received				
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	6,093.	6,093.	6,093.	
4 Dividends and interest from securities	3,914,500.	3,914,500.	3,914,500.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	20,197,647.			STATEMENT 1
b Gross sales price for all assets on line 6a 20,198,712.				
7 Capital gain net income (from Part IV, line 2)		20,198,712.		
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	-4,051,062.	-3,973,529.	-4,051,062.	STATEMENT 2
12 **Total.** Add lines 1 through 11	20,067,178.	20,145,776.	-130,469.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	260,750.	52,150.	0.	208,600.
14 Other employee salaries and wages	353,086.	26,875.	0.	326,211.
15 Pension plans, employee benefits	61,119.	0.	0.	0.
16a Legal fees STMT 3	110,512.	0.	0.	110,512.
b Accounting fees STMT 4	33,000.	22,000.	0.	11,000.
c Other professional fees STMT 5	196,902.	196,902.	0.	0.
17 Interest				
18 Taxes STMT 6	389,479.	0.	0.	210.
19 Depreciation and depletion	37,328.	0.	37,328.	
20 Occupancy				
21 Travel, conferences, and meetings	20,942.	0.	0.	20,942.
22 Printing and publications				
23 Other expenses STMT 7	357,796.	0.	0.	357,795.
24 **Total operating and administrative expenses.** Add lines 13 through 23	1,820,914.	297,927.	37,328.	1,035,270.
25 Contributions, gifts, grants paid	3,079,267.			3,079,267.
26 **Total expenses and disbursements.** Add lines 24 and 25	4,900,181.	297,927.	37,328.	4,114,537.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	15,166,997.			
b **Net investment income** (if negative, enter -0-)		19,847,849.		
c **Adjusted net income** (if negative, enter -0-)			0.	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

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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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	7,265,697.	30,752,803.	30,752,803.
	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 ▶ 1,119,000.			
	Less: allowance for doubtful accounts ▶ 0.	894,000.	1,119,000.	1,119,000.
	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 9	136,253,376.	78,250,443.	76,653,796.
	14 Land, buildings, and equipment: basis ▶ 1,687,314.			
	Less accumulated depreciation ▶ 894,775.	804,126.	792,539.	792,539.
	15 Other assets (describe ▶ TAXES RECEIVABLE)	834,569.	303,971.	303,971.
	16 **Total assets** (to be completed by all filers)	146,051,768.	111,218,756.	109,622,109.
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)	9.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	146,051,759.	111,218,756.	
	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**	146,051,759.	111,218,756.	
	31 **Total liabilities and net assets/fund balances**	146,051,768.	111,218,756.	

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	146,051,759.
2	Enter amount from Part I, line 27a	2	15,166,997.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	161,218,756.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	50,000,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	111,218,756.

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 FROM INVESTMENTS	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	20,198,712.			20,198,712.
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				20,198,712.
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** 20,198,712.

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 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	18,307,241.	165,507,817.	.110613
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

2	**Total** of line 1, column (d)	2	.377467
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	.075493
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	131,114,764.
5	Multiply line 4 by line 3	5	9,898,247.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	198,478.
7	Add lines 5 and 6	7	10,096,725.
8	Enter qualifying distributions from Part XII, line 4	8	4,114,537.

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	396,957.
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	396,957.
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	396,957.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	250,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	300,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	991.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 10 ▶			9	97,948.
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?	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 2012 or the taxable year beginning in 2012 (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 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?	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 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.)*		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 2012?		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 14	☒ 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 13		260,750.	24,500.	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	109,759.	11,530.	0.
MARGARET E STAKELY	EMPLOYEE 40.00	89,582.	9,497.	0.
SARAH C. COX	EMPLOYEE 40.00	77,745.	8,058.	0.
KAREN M. RUDOLPH	EMPLOYEE 40.00	76,000.	7,533.	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	162,652.
MILLER & MARTIN PLLC - 832 GEORGIA AVENUE, SUITE 1000, CHATTANOOGA, TN 37402	LEGAL CONSULTANT	57,197.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	112,048,303.
b	Average of monthly cash balances	1b	21,063,133.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	133,111,436.
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	133,111,436.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,996,672.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	131,114,764.
6	**Minimum investment return.** Enter 5% of line 5	6	6,555,738.

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	6,555,738.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 396,957.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	396,957.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,158,781.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,158,781.
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	6,158,781.

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	4,114,537.
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	4,114,537.
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	4,114,537.

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					6,158,781.
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	2,701,590.				
b From 2008	3,364,589.				
c From 2009	1,458,001.				
d From 2010	6,794,045.				
e From 2011	10,184,010.				
f **Total** of lines 3a through e		24,502,235.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 4,114,537.					
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					4,114,537.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		2,044,244.			2,044,244.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		22,457,991.			
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		657,346.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		21,800,645.			
10 Analysis of line 9:					
a Excess from 2008	3,364,589.				
b Excess from 2009	1,458,001.				
c Excess from 2010	6,794,045.				
d Excess from 2011	10,184,010.				
e Excess from 2012					

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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				3,079,267.
Total			▶ **3a**	3,079,267.
b Approved for future payment				
SEE ATTACHED LIST				2,038,715.
Total			▶ **3b**	2,038,715.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	6,093.	
4 Dividends and interest from securities			14	3,914,500.	
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	20,198,712.	-1,065.
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	-3,973,529.	
b UBTI INVESTMENTS	900000	-77,533.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-77,533.		20,145,776.	-1,065.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 20,067,178.

(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

▶ Benn M Clark ▶

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: PATRICIA K. COSGROVE	Preparer's signature: Patricia K Cosgrove	Date: 11/13/13	Check ☐ if self-employed	PTIN P00025712
Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C.			Firm's EIN ▶ 62-1199757	
Firm's address ▶ 605 CHESTNUT STREET, SUITE 1100 CHATTANOOGA, TN 37450			Phone no. (423)756-6585	

LYNDHURST FOUNDATION, INC 62-6044177

FORM 990-PF.	OTHER EXPENSES			STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER MAINTENANCE	9,092.	0.	0.	9,092.
DUES AND SUBSCRIPTIONS	41,022.	0.	0.	41,022.
EMPLOYEE INSURANCE	103,651.	0.	0.	103,651.
EQUIPMENT LEASE	4,549.	0.	0.	4,549.
INSURANCE	14,616.	0.	0.	14,616.
MISCELLANEOUS EXP	3,762.	0.	0.	3,761.
OFFICE SUPPLIES	36,389.	0.	0.	36,389.
PENSION PLAN EXP	6,125.	0.	0.	6,125.
PRINTING AND REPRODUCTION	5,709.	0.	0.	5,709.
PAYROLL TAXES	39,154.	0.	0.	39,154.
REPAIRS & MAINTENANCE	42,758.	0.	0.	42,758.
SECT 125 PLAN EXP	275.	0.	0.	275.
TELEPHONE EXP	12,970.	0.	0.	12,970.
TO FORM 990-PF, PG 1, LN 23	357,796.	0.	0.	357,795.

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

DESCRIPTION	AMOUNT
DISTRIBUTION OF CORPUS-SEE ATTACHMENT DETAIL	50,000,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	50,000,000.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STMT	COST	78,250,443.	76,653,796.
TOTAL TO FORM 990-PF, PART II, LINE 13		78,250,443.	76,653,796.

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT GAIN FROM INVESTMENTS			PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,198,712.	0.	0.	0.	20,198,712.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSAL OF DELL POWER			PURCHASED	05/31/06	07/01/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	6,163.	0.	6,163.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSAL OF 3-TON COMP			PURCHASED	10/19/09	07/01/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,295.	0.	230.	-1,065.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSAL OF FURN & FIX	PURCHASED	03/31/95	06/01/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	832.	0.	832.	0.

NET GAIN OR LOSS FROM SALE OF ASSETS	20,197,647.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	20,197,647.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THROUGH LOSS	-3,973,529.	-3,973,529.	-3,973,529.
UBTI INVESTMENTS	-77,533.	0.	-77,533.
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,051,062.	-3,973,529.	-4,051,062.

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 FEES	110,512.	0.	0.	110,512.
TO FM 990-PF, PG 1, LN 16A	110,512.	0.	0.	110,512.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

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 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENTS' FEES	34,250.	34,250.	0.	0.
INVESTMENT CONSULTANTS	162,652.	162,652.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	196,902.	196,902.	0.	0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PERSONALTY TAXES/STORMWATER FEE	210.	0.	0.	210.
TAXES - 990-PF	396,790.	0.	0.	0.
TAXES - 990-T	-7,521.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	389,479.	0.	0.	210.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN A CULP 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.
KATHERINE N CURRIN 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	4,500.	0.	0.
JAMES O KENNEDY 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	2,250.	0.	0.
JAMES J MCGINNESS 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.
ROBERT K MILLS 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.
ROBERT C TAYLOR JR 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	CHAIRMAN 2.00	3,000.	0.	0.
MARGARET W TOWNSEND 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.
BENIC M CLARK, III 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	PRESIDENT/TREASURER 40.00	239,000.	24,500.	0.
KATHLEEN S HUNT 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	0.	0.	0.
ALISON G LEBOVITZ 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	0.	0.	0.
MONIQUE P BERKE 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		260,750.	24,500.	0.

FORM 990-PF. EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 14
PART VII-B, LINE 5C

GRANTEE'S NAME

CRABTREE FARMS

GRANTEE'S ADDRESS

1000 EAST 30TH STREET
CHATTANOOGA, TN 37407

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
75,000.	12/20/11	3,697.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

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	47,826.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

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.	11/12/12	23,000.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

FLEETWOOD FOUNDATION - C/O GERBER/TAYLOR ASSOCIATES

GRANTEE'S ADDRESS

ONE COMMERCE SQUARE, SUITE 1900
MEMPHIS, TN 38117

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	635,487.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

FOOTPRINT FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205
CHATTANOOGA, TN 37408

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	50,462.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

PATHFINDER FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205
CHATTANOOGA, TN 37408

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	80,757.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

RIVERVIEW FOUNDATION

GRANTEE'S ADDRESS

832 GEORGIA AVENUE, SUITE 410 VOLUNTEER BUILDING
CHATTANOOGA, TN 37402

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	392,464.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

SAPPHIRE FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205
CHATTANOOGA, TN 37408

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	234,018.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

LYNDHURST FOUNDATION
SCHEDULE OF INVESTMENTS
December 31, 2012

	2012	
	Tax Basis	**Market Value**
MARKETABLE SECURITIES:		
KLEINHEINZ GLOBAL UNDERVAL SEC FUND	3,254,409	2,528,022
GUGGENHEIM PLUS II	3,471,603	3,321,210
THE RAPTOR GLOBAL FUND LTD	-	35,278
M KINGDON OFFSHORE	441,253	3,594,395
MAVERICK FUND	2,175,466	4,153,521
VIKING GLOBAL EQUITY III, LTD	3,230,818	6,187,106
SLOAN ROBINSON GLOBAL FUND-EMERG MKTS	3,419,399	2,932,178
COMMON SENSE SPECIAL OPPORT. OFFSH. LTD.	1,902,069	2,865,573
FIR TREE CAPITAL OPPORTUNITY FUND, LTD	4,207,962	4,074,914
SLOAN ROBINSON GLOBAL FUND - ASIA	3,525,060	2,733,591
HBK OFFSHORE FUND II, LP	5,988,712	5,960,703
Subtotal	**31,616,752**	**38,386,491**
LIMITED PARTNERSHIPS:		
SIGULAR GUFF BRIC OPP FUND	4,043,535	4,983,036
THIRD AVENUE REAL ESTATE OPP FUND	2,442,272	2,521,089
PALOMA INTERNATIONAL, LTD	6,567,450	7,954,097
TUDOR FUTURES FUND	8,560,839	4,933,674
AXIOM INTERN'L MICRO-CAP FUND, LP	3,285,773	-
H/TCW/DW EMER MKTS RE PTNRS, I	1,604	7,395
COAST RANGE PROPERTY FUND IV, LLC	30,622	(959,435)
FLAG VENTURE PARTNERS IV	871,882	1,079,103
FLAG PRIVATE EQUITY	643,290	789,416
OCM PRINCIPAL OPPORTUNITIES	128,481	64,581
COMMONFUND CAPITAL INT'L PARTNERS IV, LP	1,369,094	2,091,527
COMMONFUND REALTY INVESTORS, LLC	2,167,508	664,116
COMMONFUND CAP PRIV EQ PTS V, LP	1,330,621	2,221,834
ENCAP ENERGY CAP FUND VII-B, LP	3,524,372	1,759,902
WCP REAL ESTATE FUND II, LP	4,835,373	4,902,272
BLUE RIDGE OFFSHORE LP	6,830,976	5,254,698
Subtotal	**46,633,691**	**38,267,305**
Total	**78,250,443**	**76,653,796**

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

From January 1, 2012 through December 31, 2019, grants will be distributed primarily at the initiative of the Foundation through the cultivation of strategic partnerships with nonprofit organizations which have demonstrated capacity and leadership to engender positive and measurable outcomes within the foundation's declared areas of interest.

Unsolicited proposals will not be eligible for consideration.

Potential partners will be invited to submit grant proposals that: 1) describe the program of work to be undertaken; 2) indicate the desired level of funding; 3) list the results that should be achieved; and 4) define the means by which the project outcomes will be evaluated.

The narrative section of the proposal should be limited to three pages and include the following attachments:

- 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.

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

Expenditure Responsibility Grants - 2012

Lyndhurst exercises expenditure responsibility for grants to Crabtree Farms, which is classified as a private foundation, and the Lula Lake Land Trust, which is also classified as a private foundation. Additionally, Lyndhurst exercises responsibility for five new private family foundations, each of which received an aggregate amount of $10 million from Lyndhurst in 2012 to carry out its charitable purposes. The names of these Foundations are: Fleetwood Foundation; Footprint Foundation; Pathfinder Foundation; Riverview Foundation; and Sapphire Foundation.

Crabtree Farms – 1000 East 30th Street, Chattanooga, Tennessee 37407
Date/Amount of Grant Payment(s): $75,000 on December 20, 2011

Purpose of Grant
In December of 2011 the Foundation awarded a grant of $75,000 to Crabtree Farms for partial support of the design and construction of a new educational facility. As envisioned, this building will include office space, community space, refrigerated storage, tool storage, a kitchen, and dry storage space. Upon the completion of the new facility, Crabtree Farms will be able to host additional workshops and events; provide a place for volunteers and students to eat, relax, and seek refuge from the elements; and enhance the farm-to-school programs currently offered at the farm. Prior to approving this grant, the Foundation reviewed the grant proposal, scope, and budget, and verified that proper charitable purposes would be served in making a grant for this project. A detailed grant letter and contract was issued to Crabtree Farms following the announcement of the award.

Dates of Reports By Grantee
Per the conditions of Lyndhurst's grant agreement, Crabtree Farms submitted a progress report to the Foundation on January 12, 2013. As outlined in the report, during the period of December 20, 2011, to December 31, 2012, a total of $3697.29 was expended for professional architectural services, site preparation, and multimedia equipment in conjunction with the development and equipping of the new facility. Several meetings between the executive director of Crabtree Farms and the president of Lyndhurst were also conducted during the 2012 calendar year to evaluate the status of fundraising efforts and the development of construction drawings and bid documents for the new facility. To the best of the Foundation's knowledge, the funds were allocated for the stated purposes as outlined in the grant letter and contract.

Any Diversion by Grantee
None

Date of Verification
N/A

Results of Verification
N/A

Fleetwood Foundation – c/o Gerber/Taylor Associates, One Commerce Square, Suite 1900, Memphis, Tennessee 38117

Date/Amount of Grant Payment(s). $10,000,000 on January 20, 2012

Purpose of Grant

Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of $10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Fleetwood Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the $10 million.

Dates of Reports By Grantee

Per the conditions of Lyndhurst's grant agreement, Fleetwood Foundation submitted an annual report to the Foundation on January 10, 2013. As outlined in the report, during the period of January 1, 2012, through December 31, 2012, a total of $635,487.00 was expended by the Fleetwood Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A

Footprint Foundation – c/o The Lupton Company, 201 West Main Street, Suite 205, Chattanooga, Tennessee 37408

Date/Amount of Grant Payment(s): $10,000,000 on January 20, 2012

Purpose of Grant

Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of $10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Footprint Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the $10 million.

Dates of Reports By Grantee

Per the conditions of Lyndhurst's grant agreement, Footprint Foundation submitted an annual report to the Foundation on January 10, 2013. As outlined in the report, during the period of January 1, 2012, through December 31, 2012, a total of $50,462.00 was expended by the Footprint Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee
None

Date of Verification
N/A

Results of Verification
N/A

Lula Lake Land Trust – 29 Mount Olive Road, Lookout Mountain, GA 30750
Date/Amount of Grant Payment(s): $50,000 on December 30, 2011; $35,000 on November 12, 2012

Purpose of Grant
In December of 2011, Lyndhurst awarded a grant of $50,000 to the Lula Lake Land Trust for the continued development of the Cloudland Connector Trail; another award of $35,000 was approved in November of 2012 for general operating support. The initial grant provided underwriting 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. Examples of line item costs included the rental of construction equipment, compensation for trail-building professionals, resources to support volunteer efforts, and a portion of salary and benefits for the land steward at the Trust who is overseeing the trail project. The later grant supported general operating and administrative costs, stewardship of the Trust's core property and its use by the public for education and passive recreation, fundraising efforts, and the promotion and completion of several key conservation easement and land acquisition projects. Prior to approving these grants, the Foundation reviewed the grant proposals, scopes, and budgets, and verified that proper charitable purposes would be served in making grants for these projects. Detailed grant letters and contracts were issued to the Trust following the announcement of both awards.

Dates of Reports By Grantee
Per the conditions of Lyndhurst's grant agreements, written progress reports were submitted to the Foundation by the Lula Lake Land Trust for both of the abovementioned grants and were received on January 14, 2013. Regarding the $50,000 award, the Trust indicated that $47,826.09 had been expended during the 2012 calendar year to design and construct phase III of the Cloudland Connector Trail. The remaining balance for the $35,000 grant was cited to be approximately $12,000. Final reports will be due for each respective award once the grant funds have been completely depleted.

The Foundation's president conducted periodic interviews with the Trust's project staff during the course of the 2012 calendar year, in addition to field trips to monitor trail construction. To the best of the Foundation's knowledge, the funds were allocated for the stated purposes as outlined in the grant letters and contracts.

Any Diversion by Grantee
None

Date of Verification
N/A

Results of Verification
N/A

Pathfinder Foundation – c/o The Lupton Company, 201 West Main Street, Suite 205, Chattanooga, Tennessee 37408
Date/Amount of Grant Payment(s): $10,000,000 on January 20, 2012

Purpose of Grant
Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of $10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Pathfinder Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the $10 million.

Dates of Reports By Grantee
Per the conditions of Lyndhurst's grant agreement, Pathfinder Foundation submitted an annual report to the Foundation on January 10, 2013. As outlined in the report, during the period of January 1, 2012 through December 31, 2012, a total of $80,757.00 was expended by the Pathfinder Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee
None

Date of Verification
N/A

Results of Verification
N/A

Riverview Foundation – 832 Georgia Avenue, Suite 410 Volunteer Building, Chattanooga, Tennessee 37402
Date/Amount of Grant Payment(s): $10,000,000 on January 20, 2012

Purpose of Grant
Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of $10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Riverview Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the $10 million.

Dates of Reports By Grantee
Per the conditions of Lyndhurst's grant agreement, Riverview Foundation submitted an annual report to the Foundation on January 10, 2013. As outlined in the report, during the period of January 1, 2012, through December 31, 2012, a total of $392,464 was expended by the Riverview Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee
None

Date of Verification
N/A

Results of Verification
N/A

Sapphire Foundation – c/o The Lupton Company, 201 West Main Street, Suite 205, Chattanooga, Tennessee 37408
Date/Amount of Grant Payment(s): $10,000,000 on January 20, 2012

Purpose of Grant
Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of $10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Sapphire Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the $10 million.

Dates of Reports By Grantee
Per the conditions of Lyndhurst's grant agreement, Sapphire Foundation submitted an annual report to the Foundation on January 10, 2013. As outlined in the report, during the period of January 1, 2012, through December 31, 2012, a total of $234,018 was expended by the Sapphire Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee
None

Date of Verification
N/A

Results of Verification
N/A

Form **8937** (December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name			2 Issuer's employer identification number (EIN)
GUGGENHEIM REAL ESTATE INVESTMENT TRUST			56-6608702
3 Name of contact for additional information	4 Telephone No. of contact		5 Email address of contact
MICHAEL DELLA FERA	617-536-5515		mdellafera@guggenheimrealestate.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact			7 City, town, or post office, state, and Zip code of contact
500 BOYLSTON STREET, SUITE 1300			BOSTON, MA 02116
8 Date of action	9 Classification and description		
DECEMBER 31, 2012	12% REDEEMABLE PREFERRED SHARE		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ THE ISSUER MADE A DISTRIBUTION TO ITS 12% REDEEMABLE PREFERRED SHAREHOLDERS. THE DISTRIBUTION WAS PAID EFFECTIVE DECEMBER 31, 2012 IN THE AMOUNT OF $60.00 PER SHARE. THE FULL AMOUNT OF THE DISTRIBUTION REPRESENTED A NONTAXABLE RETURN OF CAPITAL.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE BASIS OF THE SECURITY SHOULD BE REDUCED BY 100% OF THE DISTRIBUTION RECEIVED.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE RETURN OF BASIS REPRESENTS DISTRIBUTIONS ASSOCIATED WITH THE 2012 TAX YEAR WHICH ARE IN EXCESS OF CURRENT AND ACCUMULATED EARNINGS AND PROFITS.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ I.R.C. SECTION 301(c)(2)

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ 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 officer) is based on all information of which preparer has any knowledge.

Signature ▶ Michael Della Fera Date ▶ 1/8/13

Print your name ▶ MICHAEL DELLA FERA Title ▶ AUTHORIZED SIGNATORY

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Lyndhurst Foundation, Inc
Schedule to Form 990-PF; Part VII-A; Question 5
Statement as Required by General Instruction T
For Tax Year Ended December 31, 2012

Explanation for substantial contraction during the 2012 year:

In 2012, five separate foundations were organized by decendents of the Foundation's founder. Each of the five foundations received $10,000,000. These distributions were treated as reduction of corpus of the donor and not as a qualifying distribution.

Recepients of the Distributions:

Fleetwood Foundation One Commerce Square, Suite 1900 Memphis, TN 38117	$10,000,000	Cash
Footprint Foundation 201 West Main Street, Suite 205 Chattanooga, TN 37408	$10,000,000	Cash
Pathfinder Foundation 201 West Main Street, Suite 205 Chattanooga, TN 37408	$10,000,000	Cash
Riverview Foundation 832 Georgia Avenue, Suite 410 Volunteer Building Chattanooga, TN 37402	$10,000,000	Cash
Sapphire Foundation 201 west Main Street, Suite 205 Chattanooga, TN 37402	$10,000,000	Cash

WRITTEN CONSENT OF TRUSTEES OF LYNDHURST FOUNDATION, INC. FOR AMENDMENT TO BYLAWS, ELECTION OF NEW TRUSTEES, AND RESIGNATION OF EXISTING TRUSTEES EFFECTIVE FEBRUARY 20, 2012

The undersigned, being all of the Trustees of Lyndhurst Foundation, Inc. (the "Corporation"), a Delaware corporation, do hereby consent, pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, to the resolutions set forth below, and direct that this consent be filed with the minutes of the proceedings of the Board of Trustees of the Corporation:

BE IT RESOLVED, that the Corporation does hereby amend its Bylaws to establish term lengths for elected Trustees of not more than five years, with a Trustee eligible to serve not more than two successive five-year terms, and also to establish staggered terms for Board members so that not more than approximately one-third of the Board would rotate off in any given year. The language of the amendments to the Bylaws is attached hereto as Exhibit A; and

BE IT FURTHER RESOLVED, that the new Trustees, as earlier selected by this Board, are hereby formally elected to serve staggered terms as follow:

Initial three year term (approximate), commencing on February 20, 2012, upon the resignation of the present Trustees, and ending December 31, 2014	Jimmy McGinness Kincaid Mills Alison Lebovitz
Initial four year term (approximate) commencing on February 20, 2012, upon the resignation of the present Trustees, and ending December 31, 2015	Katherin Currin Steven Culp Rob Taylor
Initial five year term (approximate), commencing on February 20, 2012, upon the resignation of the present Trustees, and ending December 31, 2016	Jim Kennedy Monique Berke Peggy Townsend Kathleen Hunt;

BE IT FURTHER RESOLVED, that the undersigned Trustees, all having served extensive terms on the Foundation's Board, do hereby tender their resignations from their Trustee positions, to become effective on February 20, 2012, immediately prior to the commencement of terms of the terms of the ten new Trustees identified above.

IN WITNESS WHEREOF, the undersigned Trustees have executed this Consent to be effective as of the 20th day of February, 2012.

NELSON CAMPBELL

GEORGE FONTAINE

MEG GERBER

KATE JUETT

T. CARTTER LUPTON II

TOM MONTAGUE

ALICE SMITH

ALLEN L. MCCALLIE

EXHIBIT A

Bylaws -- Lyndhurst Foundation
Amendment to Page One

RESOLVED, that Section 1 of Article III of the Bylaws be, and hereby is, amended by deleting the prior version in its entirety and replacing the prior version with the following:

Section 1. A. The powers of the corporation shall be vested in and exercised by a Board of Trustees, the members of which shall be elected by a majority vote of the then-sitting Board of Trustees acting as members of the corporation, in accordance with the remaining provisions of this Article III. The number of individuals serving on the Board shall not be fewer than five nor greater than eleven, with the precise number to be established by resolution of the Board from time to time, in its discretion. If the Board resolves at any time to reduce the number of trustees, no presently-sitting member of the Board shall be required to resign or vacate his or her position as a member of the Board.

B. The term of office for a member of the Board of Trustees shall not be in excess of five years. A member may succeed himself or herself for one additional term, not to exceed five years. To the extent practical, terms should be staggered so that the terms of not more than approximately one-third of the members should expire in any one year. It is the intention of the Corporation both to allow long terms of service (by allowing consecutive terms of up to five years each) and to encourage new membership over time, through the orderly succession of membership by the establishment of staggered terms of office.

ADOPTED BY WRITTEN CONSENT ON FEBRUARY 20, 2012.

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2012

> Allied Arts of Greater Chattanooga, Chattanooga, TN	
Support for artistic landscaping elements in the new Main Terrain Park.	$120,000.00
> Arts Build, Chattanooga, TN	
Support for Chattanooga's 10-day arts celebration focused on promoting the local creative culture.	30,000.00
Support for the new Main Terrain Park on West Main Street.	55,000.00
> Chattanooga-Hamilton County Regional Planning Agency, Chattanooga, TN	
Support for design consulting services to improve pedestrian and bicycle linkages on Chattanooga's North Shore and mitigate stormwater runoff at the Manufacturers Road interchange.	105,000.00
> City of Chattanooga, Chattanooga TN	
Support for the new Main Terrain Park on West Main Street.	27,000.00
Support for landscaping the new Main Terrain Park on West Main Street.	25,000.00
> City of Ringgold, Ringgold, GA	
Support for landscape design fees and related expenses in conjunction with the city's application for an RTP grant to extend the Chief Richard Taylor Nature Trail along South Chickamauga Creek.	5,000.00
> CoLab [The], Chattanooga, TN	
Support for the Gig Tank, Entrepreneurs-in-Residence program, and a full-time event coordinator.	225,000.00
> Community Foundation of Greater Chattanooga, Chattanooga, TN	
Support for the Friends of the Library Fund, to be used for recruitment of a new city library director.	5,000.00
Support for development of a pocket park on the corner of Market and Long Streets in the downtown Southside district.	10,000.00
Support for the West Main Street gateway public art project.	65,000.00
Support for original wayfinding signage commissioned by the city's Public Art Committee, which will be incorporated at Stringer's Ridge Park.	90,000.00

Community Foundation ... continued	
Support for the LAUNCH Fund, to promote entrepreneurial education and support in distressed urban areas of Chattanooga.	$30,000.00
> Crabtree Farms, Chattanooga, TN	
Support for a Spacial Dynamics workshop, held at Crabtree Farms and surrounding locations, to showcase techniques for reducing injuries in jobs that require significant physical exertion.	2,500.00
> Georgia Land Trust, Piedmont, AL	
Support for land protection efforts in northwest Georgia and northeast Alabama during the 2012 program year.	35,000.00
> Hamilton County Government, Chattanooga, TN	
Support for the Downtown Riverwalk project, which will connect Ross's Landing to the base of Lookout Mountain.	500,000.00
> Land Trust for Tennessee [The], Nashville, TN	
Support for the Blythe Ferry conservation project in Meigs County, TN	10,000.00
> Lula Lake Land Trust, Lookout Mountain, GA	
Support for continued collaboration with the Georgia Land Trust on operations and land stewardship, and for ongoing efforts to complete the Cloudland Connector Trail project.	35,000.00
> Matching contributions:	
To match Lyndhurst associates' 2011 personal charitable contributions.	44,267.00
> RiverCity Company, Chattanooga, TN	
Support for revitalization activities on Main Street.	282,000.00
Support for the development of a feasibility study to reconstitute the Chattanooga Urban Design Consultancy.	34,000.00
Support for the enhancement of the exterior façade of the former Bijou Theatre building in downtown Chattanooga.	350,000.00
Support for consulting services provided by Joe Minicozzi of Urban3, LLC, to conduct public seminars on the economics of land use in Chattanooga and Hamilton County.	6,500.00

> RiverRocks, Chattanooga, TN

Support for a demonstration project held during the festival to promote the performing arts and Chattanooga's fiber optic network. $70,000.00

> Tennessee Aquarium, Chattanooga, TN

Support for the Aquarium's sponsorship of two Bike Chattanooga "bike-share" stations to increase public visibility about its location and to advance its efforts to reduce human environmental impacts upon natural systems. 50,000.00

> Tennessee Association of the Dance, Chattanooga, TN

Second and final payment on a two-year commitment for support of the 2012 dance festival. 3,000.00

> Trust for Public Land – Chattanooga Office, Chattanooga, TN

Support for the Urban Greenway Connector project. 15,000.00

Support for the purchase of land and related improvements in the vicinity of Spears Avenue to facilitate trail access at Stringer's Ridge Park. 75,000.00

> UC Foundation, Chattanooga, TN

Support for the SimCenter's expansion and commercialization activities. 750,000.00

> University of Tennessee at Chattanooga, Chattanooga, TN

Support for decision-support software to enhance the University's Geographic Information Systems infrastructure. 25,000.00

TOTAL 2012: $3,079,267.00

Grant Commitments as of 12/31/2012

	2013	2014
Arts Build	30,000	30.000
Chattanooga Chamber Foundation	105,850	100,000
City of Ringgold	75,000	
Community Foundation/Chattanooga	124,000	
Hamilton County Government	53,737	
Public Education Foundation	1,250,000	
UC Foundation	250,000	
West Main to Alstom Recruitment	20,128	
	$1,908,715	$130,000

- 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	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 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.

- 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, 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 SEE STATEMENT 21

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	$ 150,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 150,000.
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 ▶