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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation FOOTPRINT FOUNDATION, INC.		A Employer identification number 27-5486356
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (423) 785-8223
THE LUPTON COMPANY, 201 W. MAIN ST		
City or town, state or province, country, and ZIP or foreign postal code CHATTANOOGA, TN 37408		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
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 18,686,354.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
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) (see instructions))		(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 (attach schedule)		3,333,333.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		177.	177.		
4 Dividends and interest from securities		81,266.	81,266.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		820,907.			
b Gross sales price for all assets on line 6a 1,891,097.					
7 Capital gain net income (from Part IV, line 2)			773,384.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		461,959.	353,895.		
12 Total. Add lines 1 through 11		4,697,642.	1,208,722.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) *		70,628.	17,235.		53,393.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH. 3		74,641.	41,650.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		14,430.			14,430.
22 Printing and publications		227.			227.
23 Other expenses (attach schedule) ATCH. 4		329,851.	256,581.		39,323.
24 Total operating and administrative expenses. Add lines 13 through 23		489,777.	315,466.		107,373.
25 Contributions, gifts, grants paid		500,340.			500,340.
26 Total expenses and disbursements. Add lines 24 and 25		990,117.	315,466.		607,713.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		3,707,525.			
b Net investment income (if negative, enter -0-)			893,256.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		367,759.	182,214.	182,214.
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule), **		542,385.	365,658.	346,241.
	b	Investments - corporate stock (attach schedule) ATCH 6		1,375,656.	2,020,932.	2,226,723.
	c	Investments - corporate bonds (attach schedule) ATCH 7		71,044.	91,729.	90,327.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8		10,991,935.	14,395,771.	15,840,849.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		13,348,779.	17,056,304.	18,686,354.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		13,348,779.	17,056,304.	
	30	Total net assets or fund balances (see instructions)		13,348,779.	17,056,304.	
	31	Total liabilities and net assets/fund balances (see instructions)		13,348,779.	17,056,304.	

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	13,348,779.
2	Enter amount from Part I, line 27a	2	3,707,525.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,056,304.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,056,304.

**ATCH 5

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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 SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	773,384.	
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) (see instructions) 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.

(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))
2012	35,056.	12,616,600.	0.002779
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2 0.002779
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 0.001390
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 15,981,675.
5 Multiply line 4 by line 3			5 22,215.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,933.
7 Add lines 5 and 6			7 31,148.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 607,713.

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)		1	8,933.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	8,933.
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	8,933.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 10,700.		
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	10,700.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,767.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 1,767. 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 the 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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
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?	X	
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 2013 or the taxable year beginning in 2013 (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

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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ FOOTPRINT FOUNDATION Telephone no ☐ 423-785-8223			
Located at ☐ ATTACHMENT 9 ZIP+4 ☐ 37408				
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			
16	At any time during calendar year 2013, 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 ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ☐	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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) ☐	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 2013 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 2013) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ☐	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)? (see instructions) ☐ 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**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? ☐ 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? ☐ **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 (see instructions).

(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
ATCH 10		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,394,524.
b	Average of monthly cash balances	1b	478,090.
c	Fair market value of all other assets (see instructions)	1c	13,352,437.
d	Total (add lines 1a, b, and c)	1d	16,225,051.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	16,225,051.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	243,376.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,981,675.
6	Minimum investment return. Enter 5% of line 5	6	799,084.

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	799,084.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,933.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	25,318.
c	Add lines 2a and 2b	2c	34,251.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	764,833.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	764,833.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	764,833.

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	607,713.
b	Program-related investments - total from Part IX-B	1b	
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	607,713.
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 (see instructions).	5	8,933.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	598,780.

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

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				764,833.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			594,738.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>607,713.</u>				
a Applied to 2012, but not more than line 2a			594,738.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				12,975.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				751,858.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Form 990-PF (2013)

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

NOT APPLICABLE

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 2013, 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)

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

Tax year

Prior 3 years

(e) Total

(a) 2013

(b) 2012

(c) 2011

(d) 2010

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)(ii)

(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))

ATTACHMENT 11

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

N/A

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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> ATCH 12				
Total			▶ 3a	500,340.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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) (See instructions)
▼	

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

FOOTPRINT FOUNDATION, INC.

Employer identification number

27-5486356

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **FOOTPRINT FOUNDATION, INC.**Employer identification number
27-5486356**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SMITH, ALICE ----- LUPTON COMPANY, 201 W. MAIN ST, STE 205 ----- CHATTANOOGA, TN 37408 -----	\$ 3,333,333.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **FOOTPRINT FOUNDATION, INC.**

Employer identification number

27-5486356

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization **FOOTPRINT FOUNDATION, INC.**

Employer identification number

27-5486356

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 1,891,097	\$ 1,848,876	\$ 42,221
						\$ 731,163
Total included in Part IV				\$ 1,891,097	\$ 1,848,876	\$ 773,384
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 47,523
Part I, Line 6a Total						\$ 820,907

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS LUPTON DOMESTIC EQUITY	44,558.	43,659.
K-1 INC/LOSS LUPTON HEDGE FUND	340,023.	232,859.
K-1 INC/LOSS LUPTON INTERNATIONAL EQUITY	77,378.	77,377.
TOTALS	<u>461,959.</u>	<u>353,895.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	17,235.	17,235.	47,263.
PHILANTHROPIC CONSULTING SVCS	47,263.		4,500.
WEBSITE DEVELOPMENT	4,500.		1,630.
ADMINISTRATIVE SERVICES	1,630.		
TOTALS	<u>70,628.</u>	<u>17,235.</u>	<u>53,393.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2013	10,100.	
990-PF EXTENSION FOR 2012	22,891.	
FOREIGN TAX PAID	1,548.	1,548.
US TAX PAID	40,102.	40,102.
TOTALS	<u>74,641.</u>	<u>41,650.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	35,100.		35,100.
BANK CHARGES	157.	157.	
EQUIPMENT/FURNITURE PURCHASE	3,846.		3,846.
K-1 EXP LUPTON DOMESTIC EQUITY	36,086.	35,613.	
K-1 EXP LUPTON HEDGE FUND	193,644.	160,220.	
K-1 EXP LUPTON INTERNATIONAL	60,641.	60,591.	
COMMUNICATIONS	300.		300.
OFFICE SUPPLIES	55.		55.
STATE OR LOCAL FILING FEES	22.		22.
TOTALS	<u>329,851.</u>	<u>256,581.</u>	<u>39,323.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDL NATL MTG ASSN POOL #AL262	5,246.	5,253.
FHLM Q3168 - 4.500% - 09/01/20	16,834.	16,696.
FHLMC - 4.750% - 11/17/2015	3,270.	3,243.
FHLMC - K012 CL A2- 4.186% - 1	6,601.	6,426.
FHLMC REMIC K-AIV CL A 2 - 3.	6,507.	6,322.
FNMA - 3.500% - 09/01/2042 - A	28,766.	26,678.
FNMA - 6.625% - 11/15/2030	8,016.	7,805.
FNMA POOL #AB7079 - 3.00% - 11	19,004.	17,136.
FNMA POOL #AD8033 4.00% 08/01/	13,061.	12,566.
FNMA POOL #AH3645 4.00% 02/01/	23,732.	23,123.
U S T BD STRIPPED PRIN PMT 0.0	11,133.	11,032.
US T - 2.000% - 11/15/2021	21,289.	20,043.
US T BILL - 5.250% - 02/15/202	1,254.	1,200.
US T BOND - 4.250% - 11/15/204	4,467.	4,257.
US T BOND - 4.375% - 05/15/204	4,555.	4,340.
US T NOTE - 1.000% - 10/31/201	6,063.	6,045.
US T NOTE - 2.250% - 05/31/201	6,078.	6,053.
US T NTS - 1.750% - 05/15/2023	6,510.	6,309.
US TIPS - 0.125% - 07/15/2022	73,863.	65,187.
US TIPS - 2.375% - 01/15/2025	1,433.	1,427.
US TURY NOTE - 2.000% - 02/15	18,757.	17,626.
US TURY NOTE - 0.750% - 10/31/	43,903.	43,203.
US TURY NOTE - 1.125% - 12/31/	27,402.	26,445.
US TURY NTS - 2.750% - 11/15/2	7,914.	7,826.
US OBLIGATIONS TOTAL	<u>365,658.</u>	<u>346,241.</u>

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADT LTD.	4,464.	4,573.
AFLAC INC.	24,266.	34,202.
ALLIANZ FIXED INC SHARES SER C	133,200.	124,459.
ALLIANZ FIXED INC SHARES SER M	121,892.	120,506.
AMC NETWORKS INC	3,208.	3,133.
AMERICAN EXPRESS CO	7,545.	9,073.
ANADARKO PETROLEUM CORP	18,938.	15,388.
ASTRAZENECA	31,103.	39,837.
AUTODESK, INC.	7,638.	9,410.
BARRICK GOLD CORP COM	8,070.	8,022.
BAXTER INTERNATIONAL INC.	7,980.	8,346.
BECTON DICKINSON & CO	6,593.	7,182.
BIOGEN IDEC INC	7,949.	9,226.
BOEING CO	21,426.	39,036.
BRITISH AMERICAN TOBACCO PLC	32,840.	34,589.
BROADCOM CORPORATION	8,553.	9,429.
CABLEVISION SYSTEMS CORP CL A	8,541.	9,413.
CHARLES SCHWAB CORP	5,425.	6,240.
CHEVRON CORP	5,927.	6,246.
CHUBB CORP	8,531.	9,180.
CISCO SYSTEMS INC	6,854.	6,617.
CITRIX SYSTEMS INC	5,751.	6,325.
CLOROX CO	30,145.	36,455.
COCA-COLA CO	30,460.	35,403.
COLGATE-PALMOLIVE COMPANY	26,369.	34,822.
COMCAST CORP	19,895.	21,798.
CONOCOPHILLIPS	8,246.	8,125.
COVIDIEN LTD	5,655.	6,197.
CREE, INC.	10,553.	9,441.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CSX CORP	29,056.	37,056.
DEVON ENERGY CORPORATION	7,800.	8,043.
DIAGEO PLC ADS	26,634.	34,429.
DIRECTV GROUP	5,588.	6,284.
DOLBY LABORATORIES	2,868.	3,123.
DOUBLELINE CORE FIXED INCOME	287,212.	284,298.
DR PEPPER SNAPPLE GROUP, INC	9,854.	10,962.
EMERSON ELECTRIC CO.	27,842.	36,564.
EXELON CORPORATION	11,320.	10,545.
EXPRESS SCRIPTS HOLDING CO.	5,699.	6,322.
EXXON MOBIL CORP	10,423.	12,144.
FLUOR CORP	8,616.	9,394.
FOREST LABORATORIES	11,452.	15,668.
FREEMPORT-MCMORAN COPPER & GOLD	4,214.	4,680.
GLAXOSMITHKLINE PLC	6,018.	6,407.
ILLINOIS TOOL WORKS	25,779.	36,827.
IMMUNOGEN, INC	3,255.	2,963.
INTEL CORP	35,928.	37,538.
ISIS PHARMACEUTICALS, INC.	2,609.	3,108.
JOHNSON & JOHNSON	24,909.	33,339.
L-3 COMMUNICATIONS CORP	10,786.	12,289.
LIBERTY INTERACTIVE CORP	5,542.	6,222.
LIBERTY MEDIA CORPORATION COM	4,867.	4,681.
LOOMIS SAYLES SECURITIZED	142,143.	139,857.
MACK CALI RLTY CORP	3,029.	3,007.
MEDTRONIC INC	33,730.	44,076.
MICROSOFT CORPORATION	43,258.	44,518.
MOLSON COOR BREW CO CL B	12,805.	14,038.
NATL OILWELL VARCO	6,313.	6,203.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NEWMONT MINING CORP	5,192.	4,606.
NEXTERA ENERGY, INC	24,945.	33,221.
NORDSTROM INC	32,880.	35,782.
NORTHEAST UTIL	28,272.	32,259.
NORTHROP GRUMMAN CORP	8,267.	9,742.
NOVARTIS AG ADR	27,562.	37,055.
NUCOR CP	8,550.	9,181.
OCCIDENTAL PETROLEUM CORP	32,022.	33,570.
PALL CP	8,304.	9,303.
PEARSON PLC	31,982.	36,938.
PENTAIR INC. COM	3,918.	4,660.
PEPSICO INC	12,918.	13,270.
PNC FINANCIAL GROUP INC.	9,053.	9,698.
PROCTER GAMBLE CO	9,321.	9,769.
SANDISK CORP	8,342.	9,311.
SANOFI-AVENTIS SPONSORED ADR	26,045.	34,538.
SEAGATE TECHNOLOGY	10,618.	12,468.
STANLEY BLACK & DECKER INC	34,514.	30,582.
STARZ	1,728.	1,725.
SUNTRUST BKS INC	4,317.	4,785.
TAIWAN SEMICONDUCTOR MFG CO LT	6,525.	6,278.
TARGET CORPORATION	11,028.	11,072.
TE CONNECTIVITY LTD	11,664.	12,455.
TEVA PHARMECEUTICAL SP ADR	30,904.	31,543.
TORCHMARK CORP	4,742.	5,080.
TRAVELERS COMPANIES INC	6,763.	7,243.
TYCO INTERNATIONAL LTD.	7,871.	9,275.
UNILEVER PLC AMER	32,427.	35,762.
UNITED PARCEL SERVICE	30,047.	38,985.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNITED TECHNOLOGIES CORP	26,478.	35,050.
UNITEDHEALTH GROUP INC.	18,651.	18,674.
US BANCORP DEL	8,503.	9,292.
V F CORP	25,342.	41,394.
VERTEX PHARMCTLS INC	6,120.	6,316.
WAL-MART STORES INC.	13,007.	13,771.
WEATHERFORD INTL	16,036.	15,505.
WELLS FARGO & CO.	8,508.	9,307.
TOTALS	<u>2,020,932.</u>	<u>2,226,723.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AIG - 3.375% - 08/15/2020	3,059.	3,017.
ANHEUSER BUSCH COS - 6.45% - 0	3,840.	3,655.
AOL TIME WARNER - 7.625% - 04/	2,541.	2,531.
APPLE INC NOTE - 2.400% - 05/0	2,749.	2,681.
BANK AMER CORP FR 2.000% - 01/	2,991.	2,995.
CAPITAL ONE FINL CORP - 6.150%	3,382.	3,342.
CISCO SYSTEMS INC - 5.500% - 0	3,333.	3,300.
CITIGROUP INC - 6.125% - 05/15	3,461.	3,472.
CONOCPhillips - 5.625% - 10/15	3,401.	3,357.
DEERE JOHN CAP CORP - 1.200% -	2,992.	2,925.
ENERGY TRANSFER PARTNERS - 5.9	3,188.	3,161.
EQUITY RESIDENTIAL PPTYS - 5.1	3,286.	3,259.
GE CAP CORP SER A - 5.625% - 9	2,324.	2,275.
JPMORGAN CHASE & CO - 5.15	3,250.	3,206.
MARATHON OIL CORP - 6.600% - 1	3,677.	3,594.
MCDONALDS CORP NT - 5.000% - 0	3,472.	3,381.
MORGAN STANLEY SR NT-F 3.750%	2,982.	2,919.
NEWMONT MINING CORP NT - 3.500	3,397.	3,405.
ONEOK PARTNERS CONS - 6.150% -	3,398.	3,369.
PHILIP MORRIS INTL INC BOND -	2,989.	2,932.
PRUDENTIAL INC. - 4.750% - 09/	3,239.	3,197.
STATOIL ASA - 1.150% - 05/15/2	2,952.	2,898.
TELECOM ITALIA CAP SR NT-C 6.3	2,701.	2,715.
TOTAL CAPITAL GTD-3.0%-06/24/2	3,124.	3,107.
UNITEDHEALTH GROUP INC - 5.80%	2,331.	2,200.
VIACOM INC - 6.875% - 04/30/20	3,472.	3,465.
VODAFONE GROUP PLC - 6.15% - 0	3,420.	3,251.
WELLS FARGO CO - 4.600% - 04/0	3,305.	3,289.
XEROX - 6.350% - 05/15/2018	3,473.	3,429.
TOTALS	<u>91,729.</u>	<u>90,327.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JTL PRIVATE EQUITY FUND, L.P.	2,500,000.	2,500,000.
LUPTON DOMESTIC EQUITY	2,538,248.	2,784,769.
LUPTON HEDGE FUND PARTNERSHIP	6,167,331.	6,728,946.
LUPTON INTERNATIONAL EQUITY PA	3,190,192.	3,827,134.
TOTALS	<u>14,395,771.</u>	<u>15,840,849.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,891,097.		PUBLICLY-TRADED SECURITIES 1,848,876.					42,221.	
		PASSTHROUGH K1 CAPITAL GAIN					731,163.	
TOTAL GAIN (LOSS)							<u>773,384.</u>	

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

LUPTON COMPANY, 201 W. MAIN ST STE 205 CHATTANOOGA, TN

FOOTPRINT FOUNDATION, INC.

27-5486356

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JESSICA MONTAGUE
THE LUPTON COMPANY, 201 W. MAIN ST
205
CHATTANOOGA, TN 37408

DIR

1.00

JOHN P MONTAGUE
THE LUPTON COMPANY, 201 W. MAIN ST
205
CHATTANOOGA, TN 37408

DIR / SEC

1.00

KRISTINA MONTAGUE
THE LUPTON COMPANY, 201 W. MAIN ST
205
CHATTANOOGA, TN 37408

DIR

1.00

L THOMAS MONTAGUE
THE LUPTON COMPANY, 201 W. MAIN ST
205
CHATTANOOGA, TN 37408

DIR / TREAS

1.00

ALFRED SMITH
THE LUPTON COMPANY, 201 W. MAIN ST
205
CHATTANOOGA, TN 37408

VP / DIR

1.00

ATTACHMENT 10

FOOTPRINT FOUNDATION, INC.

27-5486356

FORM 990PF, PART VII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

PRES / DIR
1.00

ALICE SMITH
THE LUPTON COMPANY, 201 W. MAIN ST
205
CHATTANOOGA, TN 37408

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ALICE SMITH
ALFRED SMITH

FOOTPRINT FOUNDATION, INC

27-5486356

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARTSBUILD 406 FRAZIER AVE CHATTANOOGA, TN 37405	N/A PC		CHARITABLE EVENT	20,000
ASSOCIATION FOR VISUAL ARTISTS 30 FRAZIER AVE CHATTANOOGA, TN 37405	N/A PC		NEW EQUIPMENT FOR THE ASSOCIATION FOR VISUAL ARTISTS' FILM INITIATIVES, INCLUDING CAPTURE	15,690
CHATTANOOGA AREA FOOD BANK INC 2009 CURTAIN POLE RD CHATTANOOGA, TN 37406	N/A PC		SUPPORT INITIAL EFFORTS OF BUILD ME A WORLD 2 STUDIO	50,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST CHATTANOOGA, TN 37402	N/A PC		NECESSITY FUND, SUPPORT THE STUDY AND RESEARCH OF CIVIC ENGAGEMENT EFFORTS AND INVENTION LABORATORIES ACROSS AMERICA	2,500
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST CHATTANOOGA, TN 37402	N/A PC		RIVERPARK FUND, SUPPORT THE EXTENSION OF THE TN RIVERWALK	30,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST CHATTANOOGA, TN 37402	N/A PC		CAMPAIGN FOR PUBLIC EDUCATION PLANNING FUND TO SUPPORT AN EDUCATIONAL ADVOCACY AND COMMUNITY ENGAGEMENT PLAN	20,000

ATTACHMENT 12

FOOTPRINT FOUNDATION, INC

27-5486356

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST CHATTANOOGA, TN 37402	N/A PC	FULFILLMENT OF FOOTPRINT'S PLEDGE TO THE TN RIVERWALK EXTENSION PROJECT	60,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST CHATTANOOGA, TN 37402	N/A PC	CAMPAIGN FOR PUBLIC EDUCATION PLANNING FUND TO SUPPORT A COMMUNITY POLL AROUND PUBLIC EDUCATION	3,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST CHATTANOOGA, TN 37402	N/A PC	SUPPORT INITIAL EFFORTS OF BUILD ME A WORLD 2 STUDIO	25,000.
CREATIVE DISCOVERY MUSEUM PO BOX 6339 CHATTANOOGA, TN 37401	N/A PC	SUPPORT ADDITIONAL RESOURCES FOR RESEARCHING A NEW EXPERIENTIAL LEARNING INITIATIVE WITH CALVIN DONALDSON ELEMENTARY SCHOOL	35,000
EARTH ISLAND INSTITUTE INC 2150 ALLSTON WAY, STE 460 BERKELEY, CA 94704	N/A PC	KIDS FOR THE BAY WATERSHED ACTION PROGRAM	25,000
ENVIRONMENT CALIFORNIA RESEARCH & POLICY CENTER 1314 H ST NW, STE 100 SACRAMENTO, CA 95814	N/A PC	MILLION ELECTRIC CARS CAMPAIGN	25,000

FOOTPRINT FOUNDATION, INC

27-5486356

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEXT CITY INC 1500 JFK BLVD NO 1220 PHILADELPHIA, PA 19102	N/A PC	SUPPORT THE 2014 VANGUARD CONFERENCE - CHATTANOOGA	15,000
SAVE THE REDWOODS LEAGUE 114 SANSOME ST STE 1200 SAN FRANCISCO, CA 94104	N/A PC	SANTA CRUZ MOUNTAINS OLD-GROWTH FUND TO SUPPORT THE PETERS CREEK AND BOULDER CREEK FOREST ACQUISITIONS	25,000
TRUST FOR PUBLIC LAND 202 TREMONT ST CHATTANOOGA, TN 37405	N/A PC	SUPPORT AN ADDITIONAL STAFF PERSON TO INITIATE PARKS FOR PEOPLE PROGRAM IN CHATTANOOGA	100,000
YOUNG WOMENS LEADERSHIP ACADEMY FOUNDATION INC 1802 BAILEY AVE CHATTANOOGA, TN 37404	N/A PC	NEW ART PROGRAM	49,150.
TOTAL CONTRIBUTIONS PAID			<u>500,340</u>