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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: **LYNDHURST FOUNDATION, INC** **EXTENDED**

A Employer identification number: **62-6044177**

Number and street (or P O box number if mail is not delivered to street address): **517 EAST FIFTH STREET**

Room/suite: _____

B Telephone number: **423-756-0767**

City or town, state or province, country, and ZIP or foreign postal 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: **\$ 131,830,532.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

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

Part I Analysis of Revenue and Expenses		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	7,302.	7,302.	7,302.	
4	Dividends and interest from securities	2,272,602.	2,272,602.	2,272,602.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17,242,673.			STATEMENT 1
b	Gross sales price for all assets on line 6a	17,242,757.			
7	Capital gain net income (from Part IV, line 2)		17,242,757.		
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	-2,688,232.	-2,588,559.	-2,688,232.	STATEMENT 2
12	Total. Add lines 1 through 11	16,834,345.	16,934,102.	-408,328.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	259,750.	51,950.	0.	207,800.
14	Other employee salaries and wages	396,781.	27,000.	0.	369,781.
15	Pension plans, employee benefits	61,693.	0.	0.	0.
16a	Legal fees STMT 3	76,929.	0.	0.	76,929.
b	Accounting fees STMT 4	33,000.	22,000.	0.	11,000.
c	Other professional fees STMT 5	31,111.	31,111.	0.	0.
17	Interest				
18	Taxes STMT 6	336,272.	0.	0.	230.
19	Depreciation and depletion	39,131.	0.	39,131.	
20	Occupancy				
21	Travel, conferences, and meetings	9,990.	0.	0.	9,990.
22	Printing and publications				
23	Other expenses STMT 7	332,922.	0.	0.	332,922.
24	Total operating and administrative expenses. Add lines 13 through 23	1,577,579.	132,061.	39,131.	1,008,652.
25	Contributions, gifts, grants paid	5,571,279.			5,571,279.
26	Total expenses and disbursements. Add lines 24 and 25	7,148,858.	132,061.	39,131.	6,579,931.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	9,685,487.			
b	Net investment income (if negative, enter -0-)		16,802,041.		
c	Adjusted net income (if negative, enter -0-)			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		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		30,752,803.	5,088,932.	5,088,932.
	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	505,000.			
		Less: allowance for doubtful accounts	0.	1,119,000.	505,000.	505,000.
	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 8	78,250,443.	114,577,602.	125,463,389.	
14	Land, buildings, and equipment: basis	1,678,888.				
	Less: accumulated depreciation	905,677.	792,539.	773,211.	773,211.	
15	Other assets (describe TAXES RECEIVABLE)		303,971.	0.	0.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		111,218,756.	120,944,745.	131,830,532.	
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				
	22	Other liabilities (describe TAXES PAYABLE)		0.	40,502.	
23	Total liabilities (add lines 17 through 22)		0.	40,502.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		111,218,756.	120,904,243.	
	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		111,218,756.	120,904,243.		
31	Total liabilities and net assets/fund balances		111,218,756.	120,944,745.		

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	111,218,756.
2	Enter amount from Part I, line 27a	2	9,685,487.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	120,904,243.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	120,904,243.

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	12/31/13
b CLASS ACTION LITIGATION	P	VARIOUS	12/31/13
c MISCELLANEOUS INCOME	P	VARIOUS	12/31/13
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 17,237,085.			17,237,085.
b 5,572.			5,572.
c 100.			100.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			17,237,085.
b			5,572.
c			100.
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	17,242,757.
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))
2012	4,114,537.	131,114,764.	.031381
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

2 Total of line 1, column (d)	2	.348980
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	.069796
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	110,276,055.
5 Multiply line 4 by line 3	5	7,696,828.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	168,020.
7 Add lines 5 and 6	7	7,864,848.
8 Enter qualifying distributions from Part XII, line 4	8	6,579,931.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	}	1	336,041.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	336,041.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	336,041.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	339,899.	
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	339,899.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	679.
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	3,179.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 3,179. Refunded <input checked="" type="checkbox"/>		11	0.

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)? <i>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</i>		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.LYNDHURSTFOUNDATION.ORG		X	
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			
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 ►		Yes	No
		16		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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(i)(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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A	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)? 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)? Yes No
 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 10** 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? Yes No
 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? Yes No
 N/A

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 9		259,750.	24,426.	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
MACON C TOLEDANO	ASSISTANT DIRECTOR 40.00	138,750.	0.	0.
MARGARET E STAKELY	CONTROLLER 40.00	90,000.	9,533.	0.
KAREN M. RUDOLPH	PROGRAM OFFICER 40.00	79,000.	7,735.	0.
SARAH C. COX	EXECUTIVE ASSISTANT 40.00	73,000.	8,389.	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
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Part X

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	100,271,534.
b	Average of monthly cash balances	1b	11,683,852.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	111,955,386.
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	111,955,386.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,679,331.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,276,055.
6	Minimum investment return. Enter 5% of line 5	6	5,513,803.

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	5,513,803.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	336,041.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	336,041.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,177,762.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,177,762.
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	5,177,762.

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	6,579,931.
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	6,579,931.
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	6,579,931.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,177,762.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	3,364,589.			
b From 2009	1,458,001.			
c From 2010	6,794,045.			
d From 2011	10,184,010.			
e From 2012				
f Total of lines 3a through e	21,800,645.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 6,579,931.				
a Applied to 2012, 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 2013 distributable amount				5,177,762.
e Remaining amount distributed out of corpus	1,402,169.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	23,202,814.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	3,364,589.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	19,838,225.			
10 Analysis of line 9:				
a Excess from 2009	1,458,001.			
b Excess from 2010	6,794,045.			
c Excess from 2011	10,184,010.			
d Excess from 2012				
e Excess from 2013	1,402,169.			

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 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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		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)					
<i>a Paid during the year</i>					
SEE ATTACHED LIST					5,571,279.
Total				▶ 3a	5,571,279.
<i>b Approved for future payment</i>					
SEE ATTACHED LIST					3,323,076.
Total				▶ 3b	3,323,076.

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
Enter gross amounts unless otherwise indicated.					
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,302.	
4 Dividends and interest from securities			14	2,272,602.	
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	17,242,673.	
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	-2,588,559.	
b UBTI INVESTMENTS	900000	-99,673.			
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		-99,673.		16,934,018.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	16,834,345.

(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

Table with columns for questions (1) and (a) through (d), and Yes/No columns. Includes sub-questions like 'Transfers from the reporting foundation to a noncharitable exempt organization of:' and 'Other transactions:'.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains 'N/A' entries.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains 'N/A' entries.

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. Signature: Benjamin Clark, Date: 11/13/14, Title: PRESIDENT.

Paid Preparer Use Only section containing: Print/Type preparer's name (THOMAS K. MCCORMICK), Preparer's signature, Date (11/12/14), Check self-employed, PTIN (P00371192), 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.

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

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2013

Page 1 (of 7)

Alliance for Biking and Walking, Washington, DC	\$ 2,500.00
Support for the production and publication of the "2014 Bicycling and Walking in the United States" benchmarking report.	
ART 120, Signal Mountain, TN	40,000.00
Support for the Urban Art Bike summer workshop.	
Arts Build, Chattanooga, TN	6,250.00
Support for the multi-day and feasibility study by Artspace.	
Support for a marketing survey to assess the need for affordable live/work housing for local artists and arts organizations in partnership with the Minneapolis-based Artspace.	30,000.00
Support the Community Cultural Connections program.	10,000.00
Association for Visual Arts, Chattanooga, TN	11,000.00
Support for the purchase of DonorPerfect software and for two years of operation fees underwriting.	
Support for the inaugural Community Film Project held in Chattanooga in the fall of 2013.	50,000.00
Bessie Smith Cultural Center, Chattanooga, TN	5,000.00
Support for the June 10, 2013, Bessie Smith Strut in Chattanooga.	
Catoosa County Government, Ringgold, GA	75,000.00
Support for the design and construction of a canoe launch along West Chickamauga Creek near the intersection of Dietz Road and Cloud Springs Road.	
Chattanooga Area Food Bank, Chattanooga, TN	175,000.00
Support for the implementation of the organization's new five-year strategic plan.	
Chattanooga Chamber of Commerce, Chattanooga, TN	100,000.00
Support for the Thrive 2055 regional growth planning initiative.	

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2013

Page 2 (of 7)

Chattanooga History Center, Chattanooga, TN Support for the center's capital campaign.	\$ 250,000.00
Chattanooga Market, Chattanooga, TN Support for build-out of the fourth floor and façade improvement to the former St. Barnabas Nursing Home on Sixth Street.	50,000.00
Chattanooga Metropolitan Airport Authority, Chattanooga, TN Support for the construction of the Brainerd Community/Airport Green Infrastructure project.	75,000.00
Chattanooga Neighborhood Enterprise, Chattanooga, TN Support for the St. Elmo Community Village Planning project.	178,500.00
Chattanooga Zoo, Chattanooga, TN Support for the International CIG Conference held on June 2013 in Chattanooga.	9,560.00
City of Chattanooga, Chattanooga, TN Support for construction and installation of educational signage for the Brainerd Community/Airport Green Infrastructure project.	7,000.00
Support for the Design Competition for Low Impact Design and Green Infrastructure in partnership with green/spaces.	85,500.00
Support for Chattanooga's sponsorship of the Code for America Fellowship program.	120,000.00
City of East Ridge, Chattanooga, TN Support for the development of two canoe launches at Camp Jordan near the confluence of West Chickamauga Creek and South Chickamauga Creek.	107,000.00
City of Ringgold, Ringgold, GA Support the for development of the Chief Richard Taylor Nature Trail canoe launch project.	25,000.00

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2013

Page 3 (of 7)

Civil War Trust, Washington, DC	\$ 175,000.00
Support for the purchase of 100 acres of historic battlefield land in the vicinity of Reed's Bridge along West Chickamauga Creek in Catoosa County, GA.	
Community Foundation of Greater Chattanooga, Chattanooga, TN	94,000.00
Support for Chattanooga's public art program.	
Support for the Engage 3D Fund's demonstration project, held held during the 2013 Gig Tank Demo Day, which promotes the arts and Chattanooga's fiber optic network.	30,000.00
Support for Chattanooga's Print Co-op Fund.	5,000.00
Support for the completion of Water Tower Park on the Southside of downtown Chattanooga.	20,000.00
Support for the LAUNCH program's effort to provide low-wealth individuals in Chattanooga's urban neighborhoods with the tools needed for greater economic viability.	75,000.00
Support for the Jazzanooga Fund and the 2014 citywide Jazz celebration.	10,000.00
Support for greening and animation efforts in Chattanooga's Southside.	20,128.00
Support for the Chattanooga Music Resource Fund.	10,000.00
Support for the Campaign for Public Education Planning Fund.	10,000.00
Company Lab (The), Chattanooga, TN	200,000.00
General operating support during the 2014 calendar year.	
Consultative Group on Biological Diversity (CGBD), San Francisco, CA	13,000.00
Support for membership services in 2013 and 2014.	

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2013

(Page 4 of 7)

Contemporary Performing Arts of Chattanooga, Chattanooga, TN Support for the 2014 Chattanooga Film Festival.	\$ 35,000.00
Crabtree Farms, Chattanooga, TN Support for the construction and furnishing of a new educational facility.	75,000.00
Creative Discovery Museum, Chattanooga, TN Support for architectural renderings for an early childhood education center to be sited at Calvin Donaldson Elementary School.	5,000.00
Support for a market research study focused on a downtown Maker Space for children.	1,000.00
Cumberland Trail Conference, Crossville, TN Support for the continued development of the Cumberland Trail in Hamilton, Marion, Sequatchie, and Rhea Counties.	150,000.00
Ducktown Basin Museum, Ducktown, TN Support for a feasibility study to identify costs associated with the refurbishing of the former Kimsey Junior College building as the location for the proposed Copper Basin Institute.	36,000.00
Friends of the Chattanooga-Hamilton County Bicentennial Library, Chattanooga, TN Support for the development and design plan for the second floor of the downtown Chattanooga branch of the public library.	20,000.00
Friends of Chickamauga and Chattanooga National Military Park, Chattanooga, TN Support for programmatic activities in conjunction with the Parks' Sesquicentennial Anniversary and a legacy gift towards the Friends' Jewell Memorial Restoration Fund.	55,000.00
Georgia Department of Natural Resources – Real Estate Unit, Atlanta, GA Support for the acquisition of the 363-acre "Tarvin" tract as an addition to the Crockford-Pigeon Mountain Wildlife Management Area.	70,000.00

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2013

Page 5 (of 7)

Georgia Land Trust, Piedmont, AL	\$ 40,000.00
Support for land and watershed conservation activities in the Ridge and Valley/Cumberland Plateau region of northwest Georgia and northeast Alabama during the 2014 calendar year.	
green/spaces, Chattanooga, TN	95,000.00
Support for the first phase of the Net Zero Design Competition and Building Demonstration project.	
Land Trust Alliance, Raleigh, NC	10,000.00
Support for the 2014 Southeast Regional Land Conservation Assembly, held in Chattanooga.	
Land Trust for Tennessee, Nashville, TN	10,000.00
Support for the purchase of 188 acres of abandoned CSX railroad bed in Grundy County, Tennessee, to facilitate the development of a new segment of the Mountain Goat Trail.	
Lookout Mountain Conservancy, Lookout Mountain, TN	40,000.00
Support for improvements to the Guild Trail parking area to enhance public access for outdoor recreation.	
Lula Lake Land Trust, Piedmont, AL	80,000.00
Support for completion of the Cloudland Connector Trail project.	
Matching Contributions:	34,741.00
To match Lyndhurst associates' 2012 personal charitable contributions.	
Nature Conservancy (The) – Alabama Chapter, Birmingham, AL	231,000.00
Support for the Graham Farm Nature Center project.	

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2013

Page 6 (of 7)

Public Education Foundation. Chattanooga, TN	\$1,250,000.00
Support for the Middle Schools for a New Society Initiative for the 2012-2013 and 2013-2014 school years.	
River City Company, Chattanooga, TN	100,000.00
Support for the development of a City Center plan.	
Support for the UNUM Downtown Campus Study.	150,000.00
Support for the development of the former Mission property on Main Street in Chattanooga's Southside district.	614,000.00
RiverRocks, Chattanooga, TN	30,000.00
Support for the 2013 RiverRocks event.	
Southeast Watershed Forum, Knoxville, TN	17,250.00
Support for the 2013 East Tennessee River Valley Geo-Tourism Conference, co-hosted with the National Geographic Society, and held in Chattanooga.	
Southeastern Cave Conservancy, Chattanooga, TN	50,000.00
Support for the purchase of approximately seventy-five acres of land that contains Run to the Mill Cave and the headwaters of the Sequatchie River.	
Southeastern Climbers Coalition, Chattanooga, TN	10,000.00
For general operating support.	
Southwest Conservation Corps, Durango, CO	25,000.00
Support for a pilot program to establish a Southeast Youth Corps for the benefit of the greater Chattanooga region.	
Tennessee Aquarium, Chattanooga, TN	10,000.00
Support for the 2013 Conservation Leadership in Action Week summer camp program, and the Tennessee River Rescue cleanup project.	

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2013

Page 7 (of 7)

Tennessee Recreation and Parks Educational Foundation, Franklin, TN Support for the 2013 TRPA Annual Conference.	1,350.00
Trust for Public – Tennessee Office, Chattanooga, TN Support for the January 22, 2013 Ferguson Award celebration held in Chattanooga.	2,500.00
General support for the Tennessee office during the 2013-2014 fiscal year.	75,000.00
UC Foundation, Chattanooga, TN Final installment of a \$4 million pledge in support of the SimCenter's expansion and commercialization activities.	250,000.00
University of Tennessee at Chattanooga, Chattanooga, TN Support to underwrite GIS and support services that advance local and regional design, planning, and conservation efforts initiated by the Lyndhurst Foundation and designated partners.	15,000.00
Western North Carolina Alliance, Asheville, TN Support for the Southeast Sustainability Directors Network conference, held June 6-7, 2013, in Chattanooga.	5,000.00
	<hr/>
	\$5,667,279.00
(LESS)	
Land Trust for Tennessee, Nashville, TN Refund of unused balance of a grant issued in January of 2011.	<u>- 96,000.00</u>
TOTAL 2013:	<u>\$5,571,279.00</u>

GRANT COMMITMENTS AS OF 12/31/2013

	2014	2015	2016
Art 120	40,000		
Arts Build	510,000		
Association of Visual Arts	30,000		
Calvin Donaldson Envir.Magnet School	85,000		
Chattanooga Chamber Foundation	105,850		
City of Ringgold	50,000		
Comm. Foundation of Gr.Chattanooga	1,060,000		
Company Lab	200,000		
Contemporary Performing Arts	35,000		
Cumberland Trail Conference	50,000		
green spaces	105,000		
Hamilton County Government	22,226		
Next City	10,000		
RiverRocks	30,000		
Southwest Conservation Corps	15,000		
Trust for Public Land	100,000	475,000	400,000
	<hr/>	<hr/>	<hr/>
TOTALS:	\$2,448,076	\$475,000	\$400,000
	<hr/>	<hr/>	<hr/>

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990 T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990 T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions. LYNDHURST FOUNDATION, INC	Enter filer's identifying number Employer identification number (EIN) or 62-6044177
File by the due date for filing your return. See instructions	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) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01	Form 990-T (corporation)	07
Form 990 BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

FOUNDATION OFFICER - PRESIDENT

- The books are in the care of ▶ **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.

1 I request an automatic 3 month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2013** or
 ▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	195,000.
b If this application is for Forms 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.	3b	\$	195,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. LYNDHURST FOUNDATION, INC	Employer identification number (EIN) or 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) 04

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 (other than individual)	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.

FOUNDATION OFFICER - PRESIDENT

- The books are in the care of **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, 2014**.
- 5 For calendar year **2013**, 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 16**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
8b If this application is for Forms 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	\$	0.
8c 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 **COPY** Title **PRESIDENT** Date _____

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 16

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE

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	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
17,237,085.	0.	0.	0.	17,237,085.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION LITIGATION			PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5,572.	0.	0.	0.	5,572.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MISCELLANEOUS INCOME			PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
100.	0.	0.	0.	100.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DELL OPTIPLEXT SYSTEM	PURCHASED		11/01/09	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,450.	0.	1,366.	-84.

NET GAIN OR LOSS FROM SALE OF ASSETS	17,242,673.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	17,242,673.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PASS-THROUGH LOSS	-2,588,559.	-2,588,559.	-2,588,559.
UBTI INVESTMENTS	-99,673.	0.	-99,673.
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,688,232.	-2,588,559.	-2,688,232.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	76,929.	0.	0.	76,929.
TO FM 990-PF, PG 1, LN 16A	76,929.	0.	0.	76,929.

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	31,111.	31,111.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	31,111.	31,111.	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	231.	0.	0.	230.
TAXES - 990-PF	336,041.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	336,272.	0.	0.	230.

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	2,473.	0.	0.	2,473.
DUES AND SUBSCRIPTIONS	42,759.	0.	0.	42,759.
EMPLOYEE INSURANCE	100,911.	0.	0.	100,911.
EQUIPMENT LEASE	4,704.	0.	0.	4,704.
INSURANCE	15,094.	0.	0.	15,094.

LYNDHURST FOUNDATION, INC

62-6044177

MISCELLANEOUS EXP	4,103.	0.	0.	4,103.
OFFICE SUPPLIES	42,579.	0.	0.	42,579.
MOVING EXPENSES	14,166.	0.	0.	14,166.
PENSION PLAN EXP	6,307.	0.	0.	6,307.
PRINTING AND REPRODUCTION	70.	0.	0.	70.
PAYROLL TAXES	39,880.	0.	0.	39,880.
REPAIRS & MAINTENANCE	36,341.	0.	0.	36,341.
SECT 125 PLAN EXP	275.	0.	0.	275.
TELEPHONE EXP	16,009.	0.	0.	16,009.
UTILITIES	7,251.	0.	0.	7,251.
TO FORM 990-PF, PG 1, LN 23	332,922.	0.	0.	332,922.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STMT	COST	114,577,602.	125,463,389.
TOTAL TO FORM 990-PF, PART II, LINE 13		114,577,602.	125,463,389.

LYNDHURST FOUNDATION

SCHEDULE OF INVESTMENTS

December 31, 2013

	2013	
	<u>Tax Basis</u>	<u>Market Value</u>
MARKETABLE SECURITIES:		
16600 VIKING GLOBAL EQUITIES III, LTD	3,761,166	7,575,187
18700 FIR TREE CAPITAL OPP FUND LTD	4,236,951	336,605
18900 HBK OFFSHORE FUND II, LP	1,611,057	1,611,057
18910 PIMCO TOTAL RETURN FUND	6,028,929	5,893,678
18912 GT OFF SHORE FUND LTD	15,134,936	16,236,069
18917 EAGLE MLP STRATEGY FUND	1,985,825	2,197,154
Subtotal	32,758,864	33,849,750
LIMITED PARTNERSHIPS:		
15000 SIGULER GUFF BRIC OPP FUND, LP	3,756,020	4,775,873
15500 PALOMA INTERNATIONAL LIMITED	7,154,979	9,223,729
15700 TUDOR FUTURES FUND	7,407,522	5,430,622
16700 FLAG VENTURE PTRS IV, L.P.	698,554	921,468
16800 FLAG PRIVATE EQUITY	556,640	668,267
17000 OCM PRIN OPPORTUNITIES FUND II	(2,023)	11,975
17100 COMMONFUND CAP INTL PTRS IV, LP	1,051,961	1,808,862
17200 COMMONFUND RLTY INVESTORS, LLC	1,748,605	36,005
17300 COMMONFUND CAP. PRIV EQU PTRS V	1,249,084	1,822,048
17800 ENCAP ENERGY CAP FUND VII-B, LP	3,486,039	1,580,439
18310 CSSO SPV Offshore Feeder, Ltd.	400,239	335,492
18400 WCP R.E. FUND II, L.P.	4,104,554	4,185,292
18500 BLUE RIDGE OFFSHORE LP	2,573,992	6,570,957
18911 GT EMERGING MARKETS (QP), L.P.	10,320,346	10,528,609
18913 GT SPECIAL OPPORTUN. III, L P	3,386,953	3,794,225
18914 MIDLAND INTN'L EQU QP FUND, L.P.	15,952,432	19,168,854
18915 MIDLAND U.S. QP FUND, L.P.	16,345,548	19,102,218
18916 1607 CAPITAL BOND FUND, LP	1,321,722	1,304,410
18918 CBL SECONDARY SPV, LP	305,572	344,294
Subtotal	81,818,738	91,613,639
Total	114,577,602	125,463,389

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

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	750.	0.	0.
KATHERINE N CURRIN 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE AND SECRETARY 2.00	5,000.	0.	0.
KATHLEEN S HUNT 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	0.	0.	0.
JAMES O KENNEDY 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.
ALISON G LBOVITZ 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	0.	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 AND 40.00	239,000.	24,426.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		259,750.	24,426.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 10

GRANTEE'S NAME

CRABTREE FARMS

GRANTEE'S ADDRESS

1000 EAST 30TH STREET
CHATTANOOGA, TN 37407

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
75,000.	12/20/11	45,374.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

CRABTREE FARMS

GRANTEE'S ADDRESS

1000 EAST 30TH STREET
CHATTANOOGA, TN 37407

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
75,000.	03/01/13	

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
35,000.	11/27/12	35,000.

PURPOSE OF GRANT

3SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
80,000.	05/30/13	80,000.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000,000.	01/20/12	635,602.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000,000.	01/20/12	610,237.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000,000.	01/20/12	490,498.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000,000.	01/20/12	776,109.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000,000.	01/20/12	556,890.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2013

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

Expenditure Responsibility Grants - 2013

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 paid on December 20, 2011; \$75,000 paid on March 6, 2013.

Purpose of Grants

In December of 2011 the Foundation paid a grant of \$75,000 to Crabtree Farms for partial support of the design and construction of a new educational facility. The Foundation awarded an additional \$75,000 grant to Crabtree Farms for this same purpose in March of 2013. 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 proposals, scopes, and budgets, and verified that proper charitable purposes would be served in making grants for this project. Detailed grant letters and contracts were issued to Crabtree Farms following the announcement of both awards.

Dates of Reports By Grantee

Per the conditions of Lyndhurst's grant agreements, Crabtree Farms submitted a written progress report to the Foundation on January 6, 2014, summarizing the expenditure of the combined \$150,000 in grants. As outlined in the reports, during the period of January 1, 2013, to December 31, 2013, a total of \$45,373.80 was expended for professional architectural and engineering services and a down payment to the general contractor, Collier Construction. The Foundation president met on site with the Crabtree Farms staff several times during 2013 to monitor the status of the project. 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 a written annual report to the Foundation on January 7, 2014. As outlined in the report, during the period of January 1, 2013, through December 31, 2013, a total of \$635,602.03 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 a written annual report to the Foundation on January 14, 2014. As outlined in the report, during the period of January 1, 2013, through December 31, 2013, a total of \$610,237.00 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): \$35,000 on November 27, 2012; \$80,000 on May 30, 2013.

Purpose of Grant

In November of 2012, Lyndhurst awarded a grant of \$35,000 to the Lula Lake Land Trust for general operating support. This grant also covered expenses for 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. An additional grant of \$80,000 was paid to the Trust in May of 2013 for the continued development of the Cloudland Connector Trail – a multipurpose recreational trail that is being developed in partnership with the State Parks Division of the Georgia Department of Natural Resources. Examples of line item costs for the latter grant included the rental of trail construction equipment, compensation for trail-building professionals, resources to support volunteer efforts, and the construction of a 60-foot fiberglass bridge that spans Bear Creek, which is a major tributary lying within Cloudland Canyon State Park. 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, a written progress report was submitted to the Foundation by the Lula Lake Land Trust for the \$35,000 grant on January 14, 2013, followed by a written final report on January 15, 2014, marking the full expenditure of the grant funds. A written final report for the Cloudland Connector Trail grant was submitted on December 15, 2013, which included a summary of the complete expenditure of grant funds. The grand opening for the entire trail system is currently scheduled for the summer of 2014.

The Foundation's president conducted periodic interviews with the Trust's project staff during the course of the 2013 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 a written annual report to the Foundation on January 15, 2014. As outlined in the report, during the period of January 1, 2013, through December 31, 2013, a total of \$490,498.41 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 a written annual report to the Foundation on January 15, 2014. As outlined in the report, during the period of January 1, 2013, through December 31, 2013, a total of \$776,108.73 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 a written annual report to the Foundation on January 14, 2014. As outlined in the report, during the period of January 1, 2013, through December 31, 2013, a total of \$556,890.16 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