EXTENDED TO NOVEMBER 16, 2015

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

EXTENDED

Name of foundation: LYNDHURST FOUNDATION, INC

A Employer identification number: 62-6044177

Number and street (or P O box number if mail is not delivered to street address): 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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 137,821,782.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received				
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5,233.	5,233.	5,233.	
4 Dividends and interest from securities	1,541,942.	1,541,942.	1,541,942.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,529,077.			STATEMENT 1
b Gross sales price for all assets on line 6a 10,529,895.				
7 Capital gain net income (from Part IV, line 2)		10,529,895.		
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	-3,124,768.	-3,434,119.	-3,124,768.	STATEMENT 2
12 **Total** Add lines 1 through 11	8,951,484.	8,642,951.	-1,577,593.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	255,898.	51,180.	0.	204,718.
14 Other employee salaries and wages	452,965.	29,939.	0.	423,026.
15 Pension plans, employee benefits	50,524.	0.	0.	0.
16a Legal fees STMT 3	144,435.	0.	0.	144,435.
b Accounting fees STMT 4	35,000.	23,450.	0.	11,550.
c Other professional fees STMT 5	21,736.	21,736.	0.	0.
17 Interest	2,090.	2,090.	0.	0.
18 Taxes STMT 6	103,119.	140.	0.	0.
19 Depreciation and depletion	39,074.	0.	39,074.	
20 Occupancy				
21 Travel, conferences, and meetings	14,872.	0.	0.	14,873.
22 Printing and publications				
23 Other expenses STMT 7	316,714.	0.	0.	316,714.
24 **Total operating and administrative expenses** Add lines 13 through 23	1,436,427.	128,535.	39,074.	1,115,316.
25 Contributions, gifts, grants paid	4,807,438.			4,807,438.
26 **Total expenses and disbursements.** Add lines 24 and 25	6,243,865.	128,535.	39,074.	5,922,754.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,707,619.			
b **Net investment income** (if negative enter -0-)		8,514,416.		
c **Adjusted net income** (if negative enter -0-)			0.	

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SCANNED NOV 27 2015

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2014)

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08061116 759456 423274 2014.05000 LYNDHURST FOUNDATION, INC 423274_1

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,088,932.	6,977,552.	6,977,552.
	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 ▶ 225,000.			
	Less: allowance for doubtful accounts ▶ 0.	505,000.	225,000.	225,000.
	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	114,577,602.	115,387,983.	129,597,903.
	14 Land, buildings, and equipment: basis ▶ 1,672,225.			
	Less accumulated depreciation ▶ 937,458.	773,211.	734,767.	734,767.
	15 Other assets (describe ▶ STATEMENT 9)	0.	286,560.	286,560.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	120,944,745.	123,611,862.	137,821,782.
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)	40,502.	0.	
	23 **Total liabilities** (add lines 17 through 22)	40,502.	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	120,904,243.	123,611,862.	
	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**	120,904,243.	123,611,862.	
	31 **Total liabilities and net assets/fund balances**	120,944,745.	123,611,862.	

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	120,904,243.
2	Enter amount from Part I, line 27a	2	2,707,619.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	123,611,862.
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	123,611,862.

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	12/31/14
b	CLASS ACTION LITIGATION	P	VARIOUS	12/31/14
c	MISCELLANEOUS INCOME	P	VARIOUS	12/31/14
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	10,529,261.			10,529,261.
b	209.			209.
c	425.			425.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				10,529,261.
b				209.
c				425.
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	10,529,895.
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))
2013	6,579,931.	110,276,055.	.059668
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

2 **Total** of line 1, column (d)	2	.344216
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	.068843
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	131,206,805.
5 Multiply line 4 by line 3	5	9,032,670.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	85,144.
7 Add lines 5 and 6	7	9,117,814.
8 Enter qualifying distributions from Part XII, line 4	8	5,922,754.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	170,288.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	170,288.
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	170,288.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 332,901.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 90,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	422,901.
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	252,613.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 252,613.	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.LYNDHURSTFOUNDATION.ORG

14 The books are in care of ▶ FOUNDATION OFFICER - PRESIDENT Telephone no. ▶ 423-756-0767
Located at ▶ 517 EAST FIFTH ST, CHATTANOOGA, TN ZIP+4 ▶ 37403

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)* 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 2014?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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 4945(d)(4)(A)? (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		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 11 ☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		255,898.	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 - 517 EAST FIFTH STREET, CHATTANOOGA, TN 37403	ASSOCIATE DIRECTOR 40.00	195,603.	0.	0.
MARGARET E. STAKELY - 517 EAST FIFTH STREET, CHATTANOOGA, TN 37403	CONTROLLER 40.00	99,797.	9,864.	0.
SARAH C. COX - 517 EAST FIFTH STREET, CHATTANOOGA, TN 37403	EXECUTIVE ASSISTANT 40.00	82,029.	8,192.	0.
KAREN M. RUDOLPH - 517 EAST FIFTH STREET, CHATTANOOGA, TN 37403	PROGRAM OFFICER 40.00	63,205.	8,043.	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.

Form **990-PF** (2014)

423561
11-24-14

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	125,906,454.
b	Average of monthly cash balances		1b	7,298,424.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	133,204,878.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	133,204,878.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,998,073.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	131,206,805.
6	**Minimum investment return.** Enter 5% of line 5		6	6,560,340.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	6,560,340.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 170,288.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b 17,845.		
c	Add lines 2a and 2b		2c	188,133.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	6,372,207.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	6,372,207.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	6,372,207.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,922,754.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,922,754.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,922,754.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				6,372,207.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 1,458,001.				
b From 2010 6,794,045.				
c From 2011 10,184,010.				
d From 2012				
e From 2013 1,402,169.				
f Total of lines 3a through e	19,838,225.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 5,922,754.				
a Applied to 2013, 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 2014 distributable amount				5,922,754.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	449,453.			449,453.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,388,772.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	1,008,548.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	18,380,224.			
10 Analysis of line 9.				
a Excess from 2010 6,794,045.				
b Excess from 2011 10,184,010.				
c Excess from 2012				
d Excess from 2013 1,402,169.				
e Excess from 2014				

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 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LIST				4,807,438.
Total			▶ 3a	4,807,438.
b *Approved for future payment*				
SEE ATTACHED LIST				3,008,287.
Total			▶ 3b	3,008,287.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,233.	
4 Dividends and interest from securities			14	1,541,942.	
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	10,529,077.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PASS-THROUGH LOSS			14	-3,434,119.	
b UBTI INVESTMENTS	900000	309,351.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		309,351.		8,642,133.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 8,951,484.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes [X] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] 11/16/15 ▶ PRESIDENT

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BECKY G. MURPHY	[signature]	11/16/15		P01029295
Firm's name ▶ LBMC, PC			Firm's EIN ▶ 62-1199757	
Firm's address ▶ 605 CHESTNUT STREET, SUITE 1100 CHATTANOOGA, TN 37450			Phone no. (423)756-6585	

Form **990-PF** (2014)

423622
11-24-14

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

ART 120 [Code: PC]
124 Sunset Drive
Signal Mountain, TN
Support for operations and activities. $ 40,000.00

ArtsBuild {Code: PC]
406 Frazier Avenue
Chattanooga, TN 37405
Support for developing affordable live/work housing for local artists, in partnership with the Minneapolis-based Artspace. 80,000.00

Support for technical assistance for ArtsBuild's cultural partners. 35,000.00

Support for a marketing campaign that will create a consistant, unified, and realistic story about the Chattanooga arts community. 50,000.00

Support for the Community Cultural Connection program. 10,000.00

Support for promotional undertakings of arts events in April 2015. 30,000.00

Association for Visual Arts [Code: PC]
30 Frazier Avenue, Suite A
Chattanooga, TN 37405
Support for Capture – a community film project. 30,000.00

Bessie Smith Cultural Center [Code: PC]
200 East Martin Luther King Blvd
Chattanooga, TN 37401-6126
Support for the 2014 Bessie Smith STRUT, an annual summer music festival. 5,000.00

Chalice Oak Foundation [Code: PC]
5703 S.E. Nehalem Street
Portland, OR 97206
Support for the 2014 Southeast Sustainability Directors Conference. 5,000.00

Chattanooga Chamber Foundation [Code PC]
811 Broad Street, Suite 100
Chattanooga, TN 37402-2626
Support for the Thrive 55 regional growth planning initiative. 350,000.00

Chattanooga Market [Code: PC] P.O. Box 810 Ooltewah, TN 37363	
Support for the WorkSpace Business Skills for Artists Workshop.	$ 1,000.00
Chattanooga Neighborhood Enterprise {Code: PC] 1500 Chestnut Street, Suite A Chattanooga, TN 37408	
Support for the East Fifth Street Housing Renovation Project.	280,000.00
Chattanooga State Technical Community College Foundation [Code: PC] 4501 Amnicola Highway Chattanooga, TN 37406, TN.	
Support to purchase equipment and tools for a new sculpture studio.	55,000.00
City of Chattanooga - Transportation Department {Code: GOV] 1250 Market Street, Suite 3030 Chattanooga, TN 37402	
Support for the schematic planning for the Northshore Riverwalk and the associated series of public spaces.	260,000.00
Support for improvements to the streetscape within the public right-of-way in the area across from the historic Chattanooga Terminal Station.	10,000.00
City of Ringgold [Code: GOV] 150 Tennessee Street Ringold, GA 30736	
Support for the Trail of Tears greenway project.	50,000.00
Support for the completion of the Dragging Canoe Memorial Canoe Launch.	23,000.00
CO.LAB [Code: PC] 55 East Main Street, Suite 105 Chattanooga, TN 37408	
Support for the October 2014 Mini Maker Faire held in Chattanooga.	40,000.00
Support for the 2014 StartUp Week and Collaborative Work Session.	34,000.00
Support for the 2015 calendar year, the final payment of a two-year pledge.	200,000.00

Community Foundation of Greater Chattanooga [Code:PC] 1270 Market Street Chattanooga, 37402	
Support for the Together We Can Scholarship Fund.	$ 2,500.00
Support for the Chattanooga Print co-op Fund.	35,000.00
Support for the Chattanooga Music Resource Fund, to help administer an economic impact study by the firm TXP.	11,000.00
Support for the Step Ahead Foundation Chattanooga during its start-up phase.	100,000.00
Support for the Pediatric Healthcare Improvement Coalition – Tennessee Valley.	62,213.00
Support for the Jazzanooga Fund and the Jazzin' for Kids program.	30,000.00
Support for the LAUNCH program's effort to provide low-wealth individuals in urban neighborhoods of Chattanooga with the tools needed for greater economic viability.	75,000.00
Support for development of the Chattanooga Design Studio resource.	25,000.00
Conservation Fund (The) [Code: PC] 100 Edgewood Avenue NE, Suite 930 Atlanta, GA 30303	
Support for trail improvements to enable better user access and enjoyment of the Pinhoti Trail in the vicinity of Fort Mountain and Chatsworth, Georgia.	7,500.00
Conservation Legacy [Code: PC] 701 Camino del Rio Durango, CO 81301	
Support for operations and activities of the Southeast Youth Corps affiliate organization in the 2015 calendar year.	40,000.00
Contemporary Performing Arts of Chattanooga [Code: PC] 1307 Dodds Avenue Chattanooga, TN 37404	
Support for the renovation of Barking Legs Theater ($60,000) and for the 2015 Chattanooga Film Festival ($35,000)	95,000.00

Crabtree Farms [Code: PC]
P.O. Box 2250
Chattanooga, TN 37409
Support for facility improvements, including furnishing and landscaping the new educational facility and the development of a new greenhouse. $ 25,000.00

Creative Discovery Museum [Code: PC]
P.O. Box 6339
Chattanooga, TN 37402
Support for Make IT, a maker space located at the museum. 75,000.00

Cumberland Trail Conference [Code: PC]
409 Thurman Avenue, Suite 102
Crossville, TN 38555
Support for general operations during the 2014 calendar year. 50,000.00

Enterprise Center, Inc. [Code: PC]
1250 Market Street, Suite 3020
Chattanooga, TN 37402
Support for the Hackanooga 2014 dinner and Demo Celebration. 3,000.00

Support for planning steps for a hands-on Rube Goldberg type installation, made by teams of local girls and installed in a public place in the downtown area. 10,000.00

Enterprise Community Partners, Inc. [Code: PC]
11000 Broken Land Parkway, Suite 700
Washington, DC 21044
Support for the National Resource Network peer activity forum November 7-8, 2014 in Chattanooga. 10,000.00

Family Promise of Greater Chattanooga {Code: PC]
1184 Baldwin Street
Chattanooga, TN 37403
Support for an ongoing effort to help bring an end to family homelessness. 35,000.00

Freshwater Illustrated [Code: PC]
P.O. Box 921
Corvallis, OR 97339
Support for a freshwater biodiversity education workshop in the fall of 2014, held in Chattanooga. 3,000.00

Friends of the Chattanooga Hamilton County Library [Code: GOV]
1001 Broad Street
Chattanooga, TN 37402

Support for a sound lab and seating for the downtown public library.	$ 90,000.00

Glass House Collective [Code: PC]
2523 Glass Street
Chattanooga, TN 37406

Support for the Neighborhood Design Conference and Planning Process, and for project implementation subject to selection of approved project.	65,000.00

green/spaces [Code: PC]
63 E. Main Street
Chattanooga, TN 37408-1317

Support for the expansion of the Net-Zero Design Competition and Demonstration Project.	205,000.00
Support for development of a plan for the Georgetown University Energy Prize Competition.	142,000.00

Land Trust for Tennessee (The) [Code: PC]
209 10th Avenue South, Suite 511
Nashville, TN 37203

Support for the Southeast-South Cumberland Land and Water Conservation Initiative.	75,000.00

Lindsay Street Music Hall [Code: PC]
P.O. Box 11339
Chattanooga, TN 37401

Support for upgrades to make the website more mobile and user friendly.	10,000.00

Lookout Mountain Conservancy [Code: PC]
P.O. Box 76
Lookout Mountain, TN 37350-0076

Support for Old Wauhatchie Pike land acquisition and planning process.	157,700.00

Matching Contributions:

To match Lyndhurst associates' 2013 personal charitable contributions.	31,525.00

Next City [Code: PC] 1315 Walnut Street, Suite 926 Philadelphia, PA 19107 Support for the Vanguard Conference held in Chattanooga in April 2014.	$ 10,000.00
Public Education Foundation [Code: PC] 100 East 10th Street, Suite 500 Chattanooga, TN 37402 Support for the production of a video and related promotational materials to showcase the powerful impact of the Middle Schools for a New Society within the Hamilton County public school system.	20,000.00
River City Company [Code: PC] 850 Market Street Chattanooga, TN 37402 Support for Project Open Spaces, the Vine Street Corridor and Public Space Planning Study, and properties acquisition in the 400 block of MLK Boulevard.	325,000.00
RiverRocks [Code: PC] 819 Broad Street Chattanooga, TN 37402 Support for RiverRocks community festival 2014, final payment of a two-year pledge.	30,000.00
Tennessee Aquarium [Code: PC] 201 Broad Street, Suite 200 Chattanooga, TN 37402 Support for the Tennessee Aquarium Conservation Institute.	100,000.00
Tennessee River Gorge Trust [Code: PC] 1214 Dartmouth Street Chattanooga, TN 37405 Support for the Climate Change Vulnerability Assessment.	60,000.00
Tennessee Watercolor Society [Code: PC] P.O. Box 4312 Johnson City, TN 37602 Support of the 34th Biennial State Exhibition.	1,000.00

Trust for Public Land – Tennessee Office [Code: PC]
202 Tremont Street
Chattanooga, TN 37405

Support for the Stringer's Ridge neighborhood connection to Spears Avenue and White Oak Park.	95,000.00
Support for the expansion of the South Chickamauga Creek Greenway.	900,000.00
Support for general operations during the 2014-2015 fiscal year.	75,000.00
Support for the Hawkins Ridge Conceptual Area Plan.	35,000.00

University of Georgia Foundation [Code: PC]
394 S. Milledge Avenue, Suite 100
Athens, GA 30602-5582

Support for the Steven Duncan Cox Scholarship Fund.	25,000.00

Urban League of Greater Chattanooga [Code: PC]
P.O. Box 11106
Chattanooga, TN 37401

Support for development of an Executive Entrepreneurship Program, in partnership with the City and BrightBridge, to help small businesses in Chattanooga to grow and prosper.	73,000.00

TOTAL 2014: $4,807,438.00

LYNDHURST GRANT COMMITMENTS - APPROVED BY BOARD
(As of December 31, 2014)

Grant Recipient	2015	2016	2017
ArtsBuild	$ 275,000.00		
Chattanooga Department of Transportation	$ 75,500.00		
Chattanooga/Hamilton County RPA	$ 45,000.00		
Chatanooga Urban League	$ 120,000.00		
Community Foundation of Greater Chattanooga	$ 1,462,787.00	$ 125,000.00	$ 50,000.00
Company Lab	$ 20,000.00		
Cornerstones	$ 10,000.00		
Glass House Collective	$ 30,000.00		
Green|spaces	$ 45,000.00		
Hamilton County Government	$ 250,000.00		
Tennessee Aquarium	$ 100,000.00	$ 200,000.00	$ 200,000.00
Total	$ 2,433,287.00	$ 325,000.00	$ 250,000.00

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	12/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,529,261.	0.	0.	0.	10,529,261.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION LITIGATION	PURCHASED	VARIOUS	12/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
209.	0.	0.	0.	209.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MISCELLANEOUS INCOME	PURCHASED	VARIOUS	12/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
425.	0.	0.	0.	425.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TELEPHONE EQUIPMENT	PURCHASED	VARIOUS	07/01/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	4,852.	0.	4,852.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DELL LATITUDE D600	PURCHASED	10/31/04	12/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	2,033.	0.	2,033.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DELL OPTIPLEX WITH MONITOR	PURCHASED	05/01/13	12/31/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,227.	0.	409.	-818.

NET GAIN OR LOSS FROM SALE OF ASSETS	10,529,077.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	10,529,077.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THROUGH LOSS	-3,434,119.	-3,434,119.	-3,434,119.
UBTI INVESTMENTS	309,351.	0.	309,351.
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,124,768.	-3,434,119.	-3,124,768.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	144,435.	0.	0.	144,435.
TO FM 990-PF, PG 1, LN 16A	144,435.	0.	0.	144,435.

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	35,000.	23,450.	0.	11,550.
TO FORM 990-PF, PG 1, LN 16B	35,000.	23,450.	0.	11,550.

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	21,736.	21,736.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	21,736.	21,736.	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
TAXES - 990-PF	85,144.	0.	0.	0.
TAXES - 990-T	17,835.	0.	0.	0.
STATE TAXES	140.	140.	0.	0.
TO FORM 990-PF, PG 1, LN 18	103,119.	140.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER MAINTENANCE	1,394.	0.	0.	1,394.
DUES AND SUBSCRIPTIONS	39,544.	0.	0.	39,544.
EMPLOYEE INSURANCE	91,194.	0.	0.	91,194.
EQUIPMENT LEASE	4,704.	0.	0.	4,704.
INSURANCE	15,657.	0.	0.	15,657.
MISCELLANEOUS EXP	3,018.	0.	0.	3,017.
OFFICE SUPPLIES	46,379.	0.	0.	46,379.
MOVING EXPENSES	152.	0.	0.	152.
PENSION PLAN EXP	5,741.	0.	0.	5,742.
PENALTIES	679.	0.	0.	679.
PRINTING AND REPRODUCTION	64.	0.	0.	64.
PAYROLL TAXES	41,242.	0.	0.	41,242.
REPAIRS & MAINTENANCE	51,308.	0.	0.	51,308.
SECT 125 PLAN EXP	275.	0.	0.	275.
STORMWATER FEE	230.	0.	0.	230.
TELEPHONE EXP	8,123.	0.	0.	8,123.
UTILITIES	7,010.	0.	0.	7,010.
TO FORM 990-PF, PG 1, LN 23	316,714.	0.	0.	316,714.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SIGULAR GUFF BRIC OPP FUND	COST	3,273,222.	4,465,509.
THE RAPTOR GLOBAL FUND LTD	COST	17,972.	39,811.
THE RAPTOR PRIVATE HOLDINGS	COST	64,644.	37,121.
PALOMA INTERNATIONAL, LTD	COST	0.	0.
TUDOR FUTURES FUND	COST	271,805.	0.
VIKING GLOBAL EQUITY III, LTD	COST	4,613,975.	8,601,956.
FLAG VENTURE PARTNERS IV	COST	635,713.	800,971.
FLAG PRIVATE EQUITY	COST	412,902.	415,527.
OCM PRINCIPAL OPPORTUNITIES	COST	0.	6,808.
COMMONFUND CAPITAL INT'L PARTNERS IV, LP	COST	890,469.	1,699,966.
COMMONFUND REALTY INVESTORS, LLC	COST	1,741,393.	7,379.
COMMONFUND CAP PRIV EQ PTS V, LP	COST	831,394.	1,680,960.
ENCAP ENERGY CAP FUND VII-B, LP	COST	3,095,805.	1,204,574.
CSSO SPV OFFSHORE FEEDER, LTD	COST	0.	0.
WCP REAL ESTATE FUND II, LP	COST	3,217,416.	3,299,084.
BLUE RIDGE OFFSHORE LP	COST	3,296,780.	5,921,709.
FIR TREE CAPITAL OPPORTUNITY FUND, LTD	COST	0.	375,502.
HBK OFFSHORE FUND II, LP	COST	0.	0.
PIMCO SHORT TERM FUND (AND TOTAL RTN RD)	COST	3,076,681.	3,045,522.
GT EMERGING MARKETS (QP) L.P.	COST	9,677,217.	10,352,655.
GT OFFSHORE FUND, LTD.	COST	33,938,365.	36,456,116.
GT SPECIAL OPPORTUNITIES III, LP	COST	3,583,954.	3,563,665.
GT INTERNATIONAL EQUITY QP FUND L.P.	COST	16,137,512.	16,764,220.
GT US QP FUND L.P.	COST	15,205,349.	18,381,816.
1607 CAPITAL BOND FUND, LP	COST	1,391,031.	1,397,937.
EAGLE MLP STRATEGY FUND	COST	5,042,458.	5,313,374.
CBL SECONDARY SPV, LP	COST	727,331.	929,537.
VANGUARD TOTAL BOND INDEX FUND	COST	3,017,467.	3,011,939.
TIGER GLOBAL PIP VIII, LP	COST	1,026,352.	1,623,864.
TIGER GLOBAL PIP VIII HOLDING	COST	25,665.	25,699.
TIGER GLOBAL PIP IX, LP	COST	175,111.	174,682.
TOTAL TO FORM 990-PF, PART II, LINE 13		115,387,983.	129,597,903.

FORM 990-PF	OTHER ASSETS		STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INCOME TAX RECEIVABLE	0.	286,560.	286,560.
TO FORM 990-PF, PART II, LINE 15	0.	286,560.	286,560.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10

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	0.	0.	0.
KATHERINE N CURRIN 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE AND SECRETARY 2.00	1,250.	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 LEBOVITZ 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	2,250.	0.	0.
BENIC M CLARK, III 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	PRESIDENT AND TREASURER 40.00	240,398.	24,426.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		255,898.	24,426.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 11
PART VII-B, LINE 5C

GRANTEE'S NAME

CRABTREE FARMS

GRANTEE'S ADDRESS

1000 EAST 30TH STREET
CHATTANOOGA, TN 37407

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
150,000.	12/20/11	47,624.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

FLEETWOOD FOUNDATION - C/O GERBER/TAYLOR ASSOCIATES

GRANTEE'S ADDRESS

ONE COMMERCE SQUARE, SUITE 1900
MEMPHIS, TN 38117

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	905,901.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

FOOTPRINT FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205
CHATTANOOGA, TN 37408

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	827,977.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

PATHFINDER FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205
CHATTANOOGA, TN 37408

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	696,790.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

RIVERVIEW FOUNDATION

GRANTEE'S ADDRESS

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

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	677,222.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

SAPPHIRE FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205
CHATTANOOGA, TN 37408

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000,000.	01/20/12	714,298.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

Expenditure Responsibility Grants - 2014

In 2014 Lyndhurst exercised expenditure responsibility for Crabtree Farms, which is classified as a private foundation. Additionally, Lyndhurst exercised expenditure responsibility for five 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 November of 2011 a grant in the amount of $150,000 was awarded to Crabtree Farms for partial support of the design and construction of a new educational facility. The first installment of $75,000 was paid to Crabtree Farms in December of 2011. The Foundation paid the second and final installment of $75,000 to Crabtree Farms for this same purpose in March of 2013. This facility includes office space, community space, refrigerated storage, tool storage, a kitchen, and dry storage space. The new structure will enable Crabtree Farms 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 staff reviewed the grant proposal, building blueprints, and construction budget. The staff also verified that proper charitable purposes would be served in making a grant for this project. Detailed grant letters and contracts were issued to Crabtree Farms in conjunction with both grant payments.

Dates of Reports By Grantee

Per the conditions of Lyndhurst's grant agreement, Crabtree Farms submitted the third of three written grant reports to the Foundation on January 13, 2015, summarizing the expenditure of the remaining balance of the $150,000 commitment. As outlined in the report, during the period of January 1, 2014, to December 31, 2014, a total of $47,623.68 was expended for excavation and foundation work; sewer hook-up; the installation of a fire hydrant; the purchase of large framing beams; and a portion of the structural framing of the building. The Foundation president met with the building contractor and Crabtree Farms staff on several occasions during the year to monitor progress on the construction site. The building was opened for use in November of 2014, and the Foundation's grant was fully expended by the close of the year. 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

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 13, 2015. As outlined in the report, during the period of January 1, 2014, through December 31, 2014, a total of $905,900.73 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, 2015. As outlined in the report, during the period of January 1, 2014, through December 31, 2014, a total of $827,977.12 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

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, 2015. As outlined in the report, during the period of January 1, 2014, through December 31, 2014, a total of $696,789.63 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, 2015. As outlined in the report, during the period of January 1, 2014, through December 31, 2014, a total of 677,221.68 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 15, 2015. As outlined in the report, during the period of January 1, 2014, through December 31, 2014, a total of $714,297.83 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