EXTENSION GRANTED TO NOVEMBER 15, 2016

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation
ROBERT L. & KATHRINA H. MACLELLAN
FOUNDATION

A Employer identification number
23-7159802

Number and street (or P O box number if mail is not delivered to street address) Room/suite
820 BROAD STREET 300

B Telephone number
423-755-1857

City or town, state or province, country, and ZIP or foreign postal code
CHATTANOOGA, TN 37402-2604

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) ▶$ 53,665,362.

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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	812,641.	809,310.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,743,229.			STATEMENT 2
	b Gross sales price for all assets on line 6a 26,214,675.				
	7 Capital gain net income (from Part IV, line 2)		4,743,245.		
	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	-31,489.	60,887.		STATEMENT 3
	12 Total. Add lines 1 through 11	5,524,381.	5,613,442.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2,060.	0.		0.
	16a Legal fees				
	b Accounting fees STMT 4	7,669.	1,917.		5,752.
	c Other professional fees STMT 5	684,330.	203,883.		480,447.
	17 Interest				
	18 Taxes STMT 6	143,802.	10,600.		0.
	19 Depreciation and depletion	15,485.	0.		
	20 Occupancy	19,887.	4,972.		14,915.
	21 Travel, conferences, and meetings	39,218.	3,530.		35,688.
	22 Printing and publications	365.	0.		0.
	23 Other expenses STMT 7	405,835.	283,080.		107,003.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,318,651.	507,982.		643,805.
	25 Contributions, gifts, grants paid	3,219,677.			3,219,677.
	26 Total expenses and disbursements. Add lines 24 and 25	4,538,328.	507,982.		3,863,482.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	986,053.			
	b Net investment income (if negative, enter -0-)		5,105,460.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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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	235,230.		
	2 Savings and temporary cash investments	18,388,711.	539,139.	539,139.
	3 Accounts receivable ▶ 67,658.			
	Less: allowance for doubtful accounts ▶	1,093,848.	67,658.	
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 10	3,380,045.	1,079,293.	933,115.
	b Investments - corporate stock STMT 11	19,149,221.	21,298,095.	21,076,307.
	c Investments - corporate bonds STMT 12	3,261,150.	507,501.	504,739.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	4,660,607.	29,210,246.	30,161,913.
	14 Land, buildings, and equipment: basis ▶ 497,995.			
	Less accumulated depreciation STMT 14 ▶ 47,846.	464,134.	450,149.	450,149.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	50,632,946.	53,152,081.	53,665,362.
Liabilities	17 Accounts payable and accrued expenses	254,033.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	254,033.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	50,378,913.	53,152,081.	
	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**	50,378,913.	53,152,081.	
	31 **Total liabilities and net assets/fund balances**	50,632,946.	53,152,081.	

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	50,378,913.
2	Enter amount from Part I, line 27a	2	986,053.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,787,115.
4	Add lines 1, 2, and 3	4	53,152,081.
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	53,152,081.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	26,214,691.		21,471,446.	4,743,245.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				4,743,245.

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	4,743,245.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	3,665,335.	56,483,702.	.064892
2013	2,554,337.	53,359,585.	.047870
2012	2,373,913.	48,671,357.	.048774
2011	2,111,193.	47,640,544.	.044315
2010	1,672,550.	43,414,742.	.038525

2 **Total** of line 1, column (d)	2	.244376
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	.048875
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	55,620,735.
5 Multiply line 4 by line 3	5	2,718,463.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	51,055.
7 Add lines 5 and 6	7	2,769,518.
8 Enter qualifying distributions from Part XII, line 4	8	3,863,482.

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 ▶ [X] and enter 1% of Part I, line 27b		1	51,055.
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	51,055.
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	51,055.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 103,684.		
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	103,684.
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	52,629.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 52,629. **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?	2		X
If "Yes," attach a detailed description of the activities			
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?	5		X
If "Yes," attach the statement required by General Instruction T			
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			
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 2015 or the taxable year beginning in 2015 (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) SEE STATEMENT 15	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ R H MACLELLAN, PRESIDENT & TREASURE Telephone no. ▶ (423) 755-3964
Located at ▶ 820 BROAD STREET, SUITE 300, CHATTANOOGA, TN ZIP+4 ▶ 37402

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 2015, 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. 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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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 2015 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 2015)*		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		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 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)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 16		0.	0.	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
NONE				

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 SEE STATEMENT 17	35,616.
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	24,684,493.
b	Average of monthly cash balances	1b	1,651,345.
c	Fair market value of all other assets	1c	30,131,913.
d	**Total** (add lines 1a, b, and c)	1d	56,467,751.
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	56,467,751.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	847,016.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,620,735.
6	**Minimum investment return.** Enter 5% of line 5	6	2,781,037.

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	2,781,037.
2a	Tax on investment income for 2015 from Part VI, line 5 2a 51,055.		
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	51,055.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,729,982.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,729,982.
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	2,729,982.

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	3,863,482.
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	3,863,482.
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	51,055.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,812,427.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,729,982.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			1,192,828.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 3,863,482.				
a Applied to 2014, but not more than line 2a			1,192,828.	
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 2015 distributable amount				2,670,654.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				59,328.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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:

SEE STATEMENT 18

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient 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				
CHATTANOOGA CHRISTIAN COMMUNITY FOUNDATION 736 MARKET STREET CHATTANOOGA, TN 37412		PC	GENERAL CHARITABLE FUNDING	3,219,677.
Total			▶ 3a	3,219,677.
b Approved for future payment				
CAMPUS CURSADE FOR CHIRST 100 LAKE HART DRIVE ORLANDO, FL 32832		PC	YOUTH & CHILDREN	25,000.
CHATTANOOGA STATE COMMUNITY COLLEGE 4501 AMNICOLA HIGHWAY CHATTANOOGA, TN 37406		PC	EDUCATION	35,000.
GIRLS, INC 709 S GREENWOOD AVENUE CHATTANOOGA, TN 37402		PC	YOUTH & CHILDREN	15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	922,840.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	809,310.	3,331.
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	525990	-98,796.	14	67,307.	
8 Gain or (loss) from sales of assets other than inventory	525990	-16.	18	4,743,245.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-98,812.		5,619,862.	3,331.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	5,524,381.

(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).
4	TAX EXEMPT INCOME FROM PASSTHROUGH INVESTMENTS

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 11-14-16 | Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JACQUELINE LEE	Jacqueline Lee	11/14/16		P01269296

Firm's name ▶ CHAMBLISS, BAHNER & STOPHEL, P.C. Firm's EIN ▶ 62-1674553

Firm's address ▶ 605 CHESTNUT STREET, SUITE 1700 CHATTANOOGA, TN 37450-0019 Phone no. (423)756-3000

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	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	SHORT TERM CAPITAL GAINS FROM PARTNERSHIPS	P		
d	LONG TERM CAPITAL GAINS FROM PARTNERSHIPS	P		
e	SEC. 1231 GAIN FROM PARTNERSHIPS	P		
f	BA LOW VOLITILITY HEDGE FD	P		
g	BA CREDIT OPP CL A	P		
h	MT. KEMBLE VALUE EQUITY FUND I	P		
i	ARROWPOINT INCOME OPPORTUNITY FUND	P		
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,721,440.		9,159,678.	561,762.
b	16,312,892.		12,310,282.	4,002,610.
c	26,429.			26,429.
d	34,200.			34,200.
e	-81.			-81.
f			31.	-31.
g	1,473.			1,473.
h			1,455.	-1,455.
i	118,338.			118,338.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				561,762.
b				4,002,610.
c				26,429.
d				34,200.
e				-81.
f				-31.
g				1,473.
h				-1,455.
i				118,338.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	4,743,245.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c); If (loss), enter "-0-" in Part I, line 8	3	N/A

523591
04-01-15

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSE OF REFUGE, INC 3418 SAINT ELMO AVENUE CHATTANOOGA, TN 37409		PC	SOCIAL SERVICES	22,840.
LA PAZ DE DIOS 1402 BAILEY AVENUE CHATTANOOGA, TN 37404		PC	SOCIAL SERVICES	100,000.
METROPOLITAN MINISTRIES, INC 1112 MCCALLIE AVENUE CHATTANOOGA, TN 37404		PC	SOCIAL SERVICES	40,000.
PUBLIC SCHOOL BIBLE STUDY COMMITTEE P O BOX 4228 CHATTANOOGA, TN 37405		PC	EDUCATION	225,000.
YOUNG MEN'S CHRISTIAN ASSOC OF METROPOLITAN CHATTANOOGA 301 W 6TH STREET CHATTANOOGA, TN 37402		PC	YOUTH & CHILDREN	15,000.
BETHANY CHRISTIAN SERVICES USA P.O. BOX 294 GRAND RAPIDS, MI 49501		PC	YOUTH & CHILDREN	30,000.
CHAMBLISS CENTER FOR CHILDREN 315 GILLESPIE RD CHATTANOOGA, TN 37411		PC	YOUTH & CHILDREN	250,000.
CHANNELS OF LOVE MINISTRIES, INC 1026 MCCALLIE AVE CHATTANOOGA, TN 37377		PC	SOCIAL SERVICES	10,000.
EAST CHATTANOOGA IMPROVEMENT INC P O BOX 3607 CHATTANOOGA, TN 37404		PC	COMMUNITY DEVELOPMENT	10,000.
FRONT PORCH ALLIANCE P O BOX 5242 CHATTANOOGA, TN 37406		PC	COMMUNITY DEVELOPMENT & YOUTH	100,000.
Total from continuation sheets				847,840.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAUNCH 200 W. 38TH ST. CHATTANOOGA, TN 37410		PC	COMMUNITY DEVELOPMENT	5,000.
PRISON PREVENTION MINISTRIES P O BOX 3026 CHATTANOOGA, TN 37404		PC	YOUTH & CHILDREN	40,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIDUCIARY TRUST CO INT'L	153.	0.	153.	153.	
PARTNERSHIPS INTEREST & DIVIDENDS - SCH	250,498.	0.	250,498.	250,498.	
PERSHING 1246	46,415.	0.	46,415.	46,415.	
PERSHING 1300	226,606.	0.	226,606.	226,606.	
PERSHING 1326	39,814.	0.	39,814.	39,814.	
PERSHING 1383	172,962.	0.	172,962.	172,962.	
PERSHING 2004	5,218.	0.	5,218.	5,218.	
PERSHING 6243	67,644.	0.	67,644.	67,644.	
TAX EXEMPT INTEREST	3,331.	0.	3,331.	0.	
TO PART I, LINE 4	812,641.	0.	812,641.	809,310.	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 2

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,721,440.	9,159,678.	0.	0.	561,762.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,312,892.	12,310,282.	0.	0.	4,002,610.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT TERM CAPITAL GAINS FROM PARTNERSHIPS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,429.	0.	0.	0.	26,429.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAINS FROM PARTNERSHIPS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,200.	0.	0.	0.	34,200.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1231 GAIN FROM PARTNERSHIPS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-81.	0.	0.	0.	-81.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BA LOW VOLITILITY HEDGE FD	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	31.	0.	0.	-31.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BA CREDIT OPP CL A	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,473.	0.	0.	0.	1,473.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MT. KEMBLE VALUE EQUITY FUND I	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,455.	0.	0.	-1,455.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ARROWPOINT INCOME OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118,338.	0.	0.	0.	118,338.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP FLOWTHROUGH - UBI	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-16.	0.	0.	0.	-16.

NET GAIN OR LOSS FROM SALE OF ASSETS	4,743,229.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,743,229.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME THROUGH PARTNERSHIPS	-31,103.	67,688.	
ROYALTY INCOME THROUGH PARTNERSHIPS - SCH ATTACHED	33.	33.	
OTHER INCOME THROUGH PARTNERSHIPS - SCH ATTACHED	-6,834.	-6,834.	
NON DIVIDEND DISTRIBUTIONS	6,415.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-31,489.	60,887.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	7,669.	1,917.		5,752.
TO FORM 990-PF, PG 1, LN 16B	7,669.	1,917.		5,752.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	157,290.	157,290.		0.
SECONDED SERVICES	515,530.	46,593.		468,937.
ADR INVESTMENT FEES	0.	0.		0.
CONSULTING FEES	11,510.	0.		11,510.
TO FORM 990-PF, PG 1, LN 16C	684,330.	203,883.		480,447.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD ON DIVIDENDS	10,600.	10,600.		0.
TAX ON INVESMTENT INCOME	133,202.	0.		0.
TO FORM 990-PF, PG 1, LN 18	143,802.	10,600.		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
INSURANCE	5,097.	0.		3,823.
TECHNOLOGY FEES	9,686.	0.		7,265.
TN SECRETARY OF STATE	20.	0.		15.
SUPPLIES	2,899.	0.		2,174.
OTHER EXPENSES THROUGH PARTNERSHIPS - SCH ATTACHED	283,080.	283,080.		0.
GRANT EXPENSES CONVENING SCOTLAND	35,616.	0.		35,616.
GENERAL GRANT EXPENSES	27,640.	0.		27,640.
DUES & SUBSCRIPTIONS	1,996.	0.		1,497.
PUBLIC RELATIONS	34,310.	0.		25,733.
TELEPHONE	1,968.	0.		1,476.
MISC EXPENSE	2,350.	0.		1,764.
NONDEDUCTIBLE EXPENSES	1,173.	0.		0.
TO FORM 990-PF, PG 1, LN 23	405,835.	283,080.		107,003.

FOOTNOTES STATEMENT 8

FOOTNOTE TO PART VIII, LINE 1
ROBERT L. & KATHRINA H. MACLELLAN FOUNDATION HAS NO EMPLOYEES BUT REIMBURSES THE MACLELLAN FOUNDATION, INC. FOR ITS SHARE OF DIRECT EMPLOYEE EXPENSES AS WELL AS ANY INCIDENTAL EXPENSES. SERVICES WHICH WERE GENERALLY PROVIDED BY ROBERT H. MACLELLAN, THOMAS H. MCCALLIE, III, GINA S. BOYD, JAN PURDY, AND CHARLES W. PHILLIPS WERE FOR VARYING PERCENTAGES OF TIMES. THE ONLY ABOVE MENTIONED PERSON WHO DEVOTES 100% OF HIS TIME TO ROBERT L. & KATHRINA H. MACLELLAN FOUNDATION IS ROBERT H. MACLELLAN WHO RECEIVES FROM THE MACLELLAN FOUNDATION, INC. AN ANNUAL SALARY OF $143,123 PLUS NORMAL MACLELLAN FOUNDATION, INC. BENEFITS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
TAX COST ADJUSTMENT FOR DONATED SECURITIES	1,787,115.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,787,115.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PERSHING ACCT 1383	X		1,079,293.	933,115.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,079,293.	933,115.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,079,293.	933,115.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PERSHING ACCT 1326	0.	0.
PERSHING ACCT 2004	2,448,890.	2,314,939.
PERSHING ACCT 526243	3,059,345.	3,557,983.
PERSHING ACCT 1383	0.	0.
PERSHING ACCT 1300	12,319,049.	11,943,495.
PERSHING ACCT 1246	3,470,811.	3,259,890.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,298,095.	21,076,307.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PERSHING ACCT 1383	507,501.	504,739.
TOTAL TO FORM 990-PF, PART II, LINE 10C	507,501.	504,739.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDUCIARY TRUST CO INT'L	COST	0.	0.
MASSEY QUICK FOREIGN	COST	25,289,049.	26,228,738.
MASSEY QUICK DOMESTIC	COST	3,921,197.	3,933,175.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,210,246.	30,161,913.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
820 BROAD STREET - 4TH FLOOR			
CONDO	458,748.	40,206.	418,542.
RENOVATIONS	26,878.	1,378.	25,500.
FURNITURE	7,871.	3,855.	4,016.
FURNITURE	1,144.	560.	584.
FURNITURE	771.	377.	394.
DELL OUTLET LAPTOP	1,083.	693.	390.
CABINET	1,500.	777.	723.
TOTAL TO FM 990-PF, PART II, LN 14	497,995.	47,846.	450,149.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 15

EXPLANATION

DISTRIBUTIONS TOTALING $3,219,677 WERE MADE IN 2015 TO A DONOR ADVISED FUND AT CHATTANOOGA CHRISTIAN COMMUNITY FOUNDATION (DBA THE GENEROSITY TRUST), EIN# 62-1536731. THE FOUNDATION RETAINED ADVISORY PRIVILEGES. CHATTANOOGA CHRISTIAN COMMUNITY FOUNDATION ("CCCF") IS A SECTION 509(A)(1) ORGANIZATION AS REFERRED TO IN SECTION 170(B)(1)(A)(VI). THE ENTIRE

AMOUNT WAS TREATED AS A QUALIFYING DISTRIBUTION IN PART XV, LINE 3, CONTRIBUTIONS, GIFTS, GRANTS PAID.

GRANTS TOTALING $3,238,775.76 WERE AWARDED AND DISTRIBUTED BY THIS DONOR ADVISED FUND IN 2015.

THE DONOR-ADVISED FUND AGREEMENT BETWEEN THE ROBERT L. AND KATHRINA H. MACLELLAN FOUNDATION AND CCCF INCLUDES THE FOLLOWING:

""CCCF SHALL RECEIVE, REVIEW AND CONSIDER WRITTEN RECOMMENDATIONS FROM THE COMMITTEE CONCERNING GRANTS MADE FROM THE FUND AND ANY CONDITIONS WHICH SHOULD BE PLACED UPON SUCH GRANTS. THE FINAL DECISION CONCERNING SUCH MATTERS SHALL BE MADE BY THE BOARD OF DIRECTORS OF CCCF."

""NO INCOME OR PRINCIPAL OF THE FUND SHALL BE USED FOR ANY PURPOSE OR PAID TO ANY BENEFICIARY IF SUCH USE OR PAYMENT WOULD NOT BE PERMITTED BY THE INTERNAL REVENUE CODE (THE "CODE") OR REGULATIONS THEREUNDER FOR AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE, TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE."

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT H. MACLELLAN 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	PRESIDENT & TREASURER 38.00	0.	0.	0.
LARA MUNFORD 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	DIRECTOR 1.00	0.	0.	0.
THOMAS H. MCCALLIE, III 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	SECRETARY 31.00	0.	0.	0.
ROBERT E. BOSWORTH 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	DIRECTOR 1.00	0.	0.	0.
ROBERT DIVINE 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	DIRECTOR 1.00	0.	0.	0.
DONALD J. HOLWERDA 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	DIRECTOR 1.00	0.	0.	0.

N. CARTER NEWBOLD 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	DIRECTOR 1.00	0.	0.	0.
TYLER SIIRA 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	DIRECTOR 1.00	0.	0.	0.
CHARLES W. PHILLIPS, PH.D. 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	EXECUTIVE DIRECTOR 19.00	0.	0.	0.
SEE ATTACHED STATEMENT				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 17

ACTIVITY ONE

CONVENING OF LEADERS

SCOTLAND CONVENINGS - A GATHERING OF LEADERS FROM THE EVANGELICAL CHURCH AND CHRISTIAN ORGANIZATIONS IN SCOTLAND ARE CONVENED TOGETHER TO DISCUSS CHALLENGES AND OPPORTUNITIES THAT FACE THEIR MINISTRIES. THE GOAL OF THE CONVENINGS IS TO PROVIDE A PLACE FOR DIALOGUE AND LEARNING IN ORDER TO COOPERATIVELY LOOK AT SUPPORING THE CHURCH IN SCOTLAND AS IT ADAPTS TO CHANGING CONDITIONS IN THE NATIONAL CULTURE. THE VENUE ALSO INVITES FUNDERS IN COUNTRY INTERESTED IN THE SAME ISSUES. THE PROGRAM INCLUDES RESEARCH WHICH MAY BE PUBLISHED. THIS CONVENING PROGRAM HAS A VARIETY OF MODEST GRANT INITIATIVES ASSOCIATED WITH IT, PARTICULARLY THOSE PILOT GRANTS THAT TEST NEW APPROACHES AND STRATEGIES TO ACCELERATE CHURCH IMPACT.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	35,616.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAN PURDY
820 BROAD STREET, SUITE 300
CHATTANOOGA, TN 37402-2604

TELEPHONE NUMBER

(423)-755-3202

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MUST BE SUBMITTED ONLINE AT WWW.MACLELLAN.NET WHERE INSTRUCTIONS ARE PROVIDED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

REFER TO WWW.MACLELLAN.NET FOR INFORMATION OR CALL GRANTS MANAGER AT (423) 755-3202

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	820 BROAD STREET - 4TH FLOOR CONDO	122712	SL	39.00	17	458,748.			458,748.	28,443.		11,763.
2	RENOVATIONS	021113	SL	39.00	17	26,878.			26,878.	689.		689.
3	FURNITURE	011913	200DB	7.00	17	7,871.			7,871.	2,249.		1,606.
4	FURNITURE	021213	200DB	7.00	17	1,144.			1,144.	327.		233.
5	FURNITURE	031313	200DB	7.00	17	771.			771.	220.		157.
6	DELL OUTLET LAPTOP	073013	200DB	5.00	17	1,083.			1,083.	433.		260.
7	CABINET	110315	200DB	7.00	19C	1,500.		750.	750.			777.
	* TOTAL 990-PF PG 1 DEPR					497,995.		750.	497,245.	32,361.	0.	15,485.
	CURRENT ACTIVITY											
	BEGINNING BALANCE					496,495.		0.	496,495.	32,361.		
	ACQUISITIONS					1,500.		750.	750.	0.		
	DISPOSITIONS					0.		0.	0.	0.		
	ENDING BALANCE					497,995.		750.	497,245.	32,361.		
	ENDING ACCUM DEPR									47,846.		
	ENDING BOOK VALUE									450,149.		

528102
04-01-15

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction