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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: FOOTPRINT FOUNDATION, INC.

A Employer identification number: 27-5486356

Number and street (or P O box number if mail is not delivered to street address): THE LUPTON COMPANY, 201 W. MAIN ST, STE 205

Room/suite

B Telephone number (see instructions): (423) 757-0507

City or town, state or province, country, and ZIP or foreign postal code: CHATTANOOGA, TN 37408

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ 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) ▶ $ 21,012,635.

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) (see instructions))*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	396.	396.		
	4	Dividends and interest from securities	133,051.	132,319.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,292,434.			
	b	Gross sales price for all assets on line 6a 3,097,856.				
	7	Capital gain net income (from Part IV, line 2)		1,267,827.		
	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) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	600,980.	562,311.		
	12	Total Add lines 1 through 11	2,026,861.	1,962,853.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages	76,816.			76,816.
	15	Pension plans, employee benefits	5,876.			5,876.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) [2]	53,353.	51,103.		2,250.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [3]	58,890.	4,221.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	16,978.			16,978.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	462,939.	416,264.		37,973.
	24	Total operating and administrative expenses. Add lines 13 through 23	674,852.	471,588.		139,893.
	25	Contributions, gifts, grants paid	857,300.			857,300.
	26	Total expenses and disbursements Add lines 24 and 25	1,532,152.	471,588.		997,193.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	494,709.			
	b	Net investment income (if negative, enter -0-)		1,491,265.		
	c	Adjusted net income (if negative, enter -0-)				

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

		Line	Description	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	2,024,270.	67,315.	67,315.
	3		Accounts receivable ▶			
			Less allowance for doubtful accounts ▶			
	4		Pledges receivable ▶			
			Less allowance for doubtful accounts ▶			
	5		Grants receivable			
	6		Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7		Other notes and loans receivable (attach schedule) ▶			
			Less allowance for doubtful accounts ▶			
	8		Inventories for sale or use			
	9		Prepaid expenses and deferred charges			
	10a		Investments - U S and state government obligations (attach schedule)[5]	459,023.	572,094.	566,846.
	b		Investments - corporate stock (attach schedule) ATCH 6	3,134,699.	4,015,649.	3,931,960.
	c		Investments - corporate bonds (attach schedule) ATCH 7	163,874.	520,309.	505,406.
	11		Investments - land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
	12		Investments - mortgage loans			
	13		Investments - other (attach schedule) ATCH 8	15,126,044.	16,227,252.	15,941,108.
	14		Land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
	15		Other assets (describe ▶)			
	16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	20,907,910.	21,402,619.	21,012,635.
Liabilities	17		Accounts payable and accrued expenses			
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable (attach schedule)			
	22		Other liabilities (describe ▶)			
	23		Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24		Unrestricted			
	25		Temporarily restricted			
	26		Permanently restricted			
			Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27		Capital stock, trust principal, or current funds			
	28		Paid-in or capital surplus, or land, bldg , and equipment fund			
	29		Retained earnings, accumulated income, endowment, or other funds	20,907,910.	21,402,619.	
	30		Total net assets or fund balances (see instructions)	20,907,910.	21,402,619.	
	31		Total liabilities and net assets/fund balances (see instructions)	20,907,910.	21,402,619.	

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	20,907,910.
2	Enter amount from Part I, line 27a	2	494,709.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,402,619.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,402,619.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,267,827.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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	815,016.	20,333,104.	0.040083
2013	598,780.	15,981,675.	0.037467
2012	35,056.	12,616,600.	0.002779
2011			
2010			

2	**Total** of line 1, column (d)	2	0.080329
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.020082
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	21,532,427.
5	Multiply line 4 by line 3	5	432,414.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,913.
7	Add lines 5 and 6	7	447,327.
8	Enter qualifying distributions from Part XII, line 4	8	997,193.

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	14,913.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	14,913.
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	14,913.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 28,103.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 5,308.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	33,411.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	18,498.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 15,000. **Refunded** ▶	11	3,498.

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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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,			
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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOOTPRINT FOUNDATION Telephone no ▶ 423-757-0507

Located at ▶ ATTACHMENT 9 ZIP+4 ▶ 37408

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		76,816.	0.	0.
Total number of other employees paid over $50,000 ▶				

JSA
5E1460 1 000

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 12		51,103.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOOTPRINT FOUNDATION AWARD RECOGNIZES CREATIVE & DEDICATED INDIVIDUALS WHO NURTURE MEANINGFUL CONNECTIONS TO PLACE & COMMUNITY & OFFER OPPORTUNITIES FOR PUBLIC ENGAGEMENT.	734.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

JSA
5E1465 1 000

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	5,423,336.
b	Average of monthly cash balances	1b	742,600.
c	Fair market value of all other assets (see instructions)	1c	15,694,396.
d	**Total** (add lines 1a, b, and c)	1d	21,860,332.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	21,860,332.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	327,905.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,532,427.
6	**Minimum investment return.** Enter 5% of line 5	6	1,076,621.

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	1,076,621.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	14,913.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	5,950.		
c	Add lines 2a and 2b			2c	20,863.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,055,758.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,055,758.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,055,758.

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	997,193.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	997,193.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	14,913.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	982,280.

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				1,055,758.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			918,293.	
b Total for prior years 20 13 ,20 12 ,20 11				
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				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 997,193.				
a Applied to 2014, but not more than line 2a			918,293.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount				78,900.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (*If an amount appears in column (d), the same amount must be shown in column (a)*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b	-		-	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				976,858.
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
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) NOT APPLICABLE

1a 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
2a 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))

ATTACHMENT 13

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

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
ATCH 14				
Total ▶ 3a				857,300.
b *Approved for future payment*				
Total ▶ 3b				

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	396.	
4 Dividends and interest from securities			14	133,051.	
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	525990	24,607.	18	1,267,827.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15		31,178.		569,802.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		55,785.		1,971,076.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,026,861.

(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) (See instructions)

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		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

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

▶ Alfred E. Smith Jr. | 10-28-16 | ▶ Vice President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	10/14/2016		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 8008391754	

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 3,097,856	$ 3,071,435	$ 26,421
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 1,247,446
Section 751 gain on sale of partnership - Reclass						$ (6,040)
Total included in Part IV				$ 3,097,856	$ 3,071,435	$ 1,267,827
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 24,607
Part I, Line 6a Total						$ 1,292,434

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ACCESS MIDSTREAM PARTNERS L	-68.	
K-1 INC/LOSS AMERIGAS PARTNERS LP	-386.	10.
K-1 INC/LOSS ENBRIDGE ENERGY PARTNERS LP	-901.	4.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	-4,460.	215.
K-1 INC/LOSS ENERGY TRANSFER PARTNERS LP	-2,630.	159.
K-1 INC/LOSS ENLINK MIDSTREAM PARTNERS L	-2,579.	27.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-7,420.	5.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-401.	9.
K-1 INC/LOSS EV ENERGY PARTNERS, LP	8.	
K-1 INC/LOSS GENESIS ENERGY, L.P	-1,611.	50.
K-1 INC/LOSS JTL PRIVATE EQUITY FUND, L.	60,495.	53,502.
K-1 INC/LOSS LUPTON DOMESTIC EQUITY PART	50,789.	58,833.
K-1 INC/LOSS LUPTON HEDGE FUND PARTNERSH	381,445.	308,735.
K-1 INC/LOSS LUPTON INTERNATIONAL EQUITY	139,947.	140,590.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-2,060.	2.
K-1 INC/LOSS MARKWEST ENERGY PARTNERS	-2,776.	135.
K-1 INC/LOSS ONEOK PARTNERS LP	-3,502.	
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-2,769.	8.
K-1 INC/LOSS REGENCY ENERGY PARTNERS LP	-527.	2.
K-1 INC/LOSS TALLGRASS ENERGY PARTNERS L	-255.	
K-1 INC/LOSS TARGA RESOURCES PARTNERS LP	-2,000.	25.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-5,645.	
§751 GAIN ON SALE AMERIGAS PARTNERS LP	53.	
§751 GAIN ON SALE ENBRIDGE ENERGY PARTNE	84.	
§751 GAIN ON SALE ENERGY TRANSFER EQUITY	331.	
§751 GAIN ON SALE ENERGY TRANSFER PARTNE	244.	
§751 GAIN ON SALE ENLINK MIDSTREAM PARTN	160.	
§751 GAIN ON SALE ENTERPRISE PRODUCTS PA	710.	
§751 GAIN ON SALE EQT MIDSTREAM PARTNERS	92.	
§751 GAIN ON SALE EV ENERGY PARTNERS, LP	78.	
§751 GAIN ON SALE GENESIS ENERGY, L.P	109.	
§751 GAIN ON SALE MAGELLAN MIDSTREAM PAR	144.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
§751 GAIN ON SALE MARKWEST ENERGY	640.	
§751 GAIN ON SALE ONEOK PARTNERS LP	347.	
§751 GAIN ON SALE PLAINS ALL AMERICAN PI	217.	
§751 GAIN ON SALE TARGA RESOURCES PARTNE	392.	
§751 GAIN ON SALE WILLIAMS PARTNERS LP	2,439.	
STATE TAX REFUND	2,246.	
TOTALS	600,980.	562,311.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	51,103.	51,103.	
PHILANTHROPIC CONSULTING SVCS	2,250.		2,250.
TOTALS	53,353.	51,103.	2,250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2015	21,200.	
990-PF EXTENSION FOR 2014	4,696.	
990-T 1ST EXTENSION FOR 2014	20,900.	
990-T 2ND EXTENSION FOR 2014	400.	
FOREIGN TAX PAID	4,221.	4,221.
IRS MISCELLANEOUS FEE	373.	
STATE INCOME TAX 2014	7,100.	
TOTALS	58,890.	4,221.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	35,108.		35,108.
CREDIT CARD FEES	41.		41.
BANK CHARGES	867.	867.	
FOUNDATION DUES & MEMBERSHIPS	20.		20.
K-1 EXP ENBRIDGE ENERGY PARTNE	3.	1.	
K-1 EXP ENERGY TRANSFER EQUITY	7.	7.	
K-1 EXP ENERGY TRANSFER PARTNE	85.	81.	
K-1 EXP ENLINK MIDSTREAM PARTN	4.		
K-1 EXP ENTERPRISE PRODUCTS PA	2.		
K-1 EXP EV ENERGY PARTNERS, LP	52.		
K-1 EXP GENESIS ENERGY, L.P	15.	13.	
K-1 EXP JTL PRIVATE EQUITY FUN	41,854.	41,302.	
K-1 EXP LUPTON DOMESTIC EQUITY	42,889.	42,728.	
K-1 EXP LUPTON HEDGE FUND PART	264,713.	256,905.	
K-1 EXP LUPTON INTERNATIONAL E	74,356.	74,271.	
K-1 EXP MAGELLAN MIDSTREAM PAR	4.		
K-1 EXP MARKWEST ENERGY	2.		
K-1 EXP ONEOK PARTNERS LP	1.		
K-1 EXP PLAINS ALL AMERICAN PI	97.	86.	
K-1 EXP REGENCY ENERGY PARTNER	3.		
K-1 EXP TARGA RESOURCES PARTNE	1.		
K-1 EXP WILLIAMS PARTNERS LP	11.	3.	
OFFICE SUPPLIES	1,236.		1,236.
PAYROLL PROCESSING FEES	998.		998.
STATE OR LOCAL FILING FEES	22.		22.
WEBSITE HOSTING/SUPPORT	548.		548.
TOTALS	462,939.	416,264.	37,973.

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

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BANKS - 2.00	25,686.	25,439.
FEDERAL NATIONAL MORTGAGE ASSO	9,644.	9,913.
FHLMC - K012 CL A2 - 4.186% -	6,601.	6,518.
FHLMC REMIC K-AIV CL A 2 - 3.9	6,507.	6,434.
U S T BD - 0.000% - 11/15/2018	14,034.	14,468.
US T - 1.000% - 08/31/2016	25,210.	25,051.
US T BDS - 2.500% - 02/15/2045	3,827.	3,589.
US T BDS - 3.000% - 05/15/2045	8,933.	8,959.
US T BOND - 4.375% - 05/15/204	5,843.	6,310.
US T NTS - 0.375% - 01/31/2016	20,018.	20,001.
US T NTS - 0.750% - 06/30/2017	35,026.	34,891.
US T NTS - 1.625% - 11/15/2022	24,815.	24,286.
US T NTS - 2.125% - 05/15/2025	29,576.	29,609.
US TURY NOTE - 1.375% - 09/30/	35,313.	35,110.
US OBLIGATIONS TOTAL	251,033.	250,578.
BRIDGEWATER & RARITAN NJ SCH D	35,660.	35,107.
CEDAR PARK TEX REF - 2.000% -	39,999.	39,575.
NASHUA NH GO BDS PENNICHUCK CO	31,673.	31,099.
NEW YORK N Y CITY TRANSITIONAL	37,133.	35,551.
S M EDL BLDG CORP REF-TAXABLE-	35,000.	35,053.
TEXAS ST UNIV SYS FING REV - 2	35,602.	34,775.
TEXAS TECH UNIV REVSREV FING S	35,530.	34,869.
UNIVERSITY CALIF REVS - 2.253%	35,464.	35,358.
WILLIAMSON CNTY TEX LTD - 1.17	35,000.	34,881.
STATE OBLIGATIONS TOTAL	321,061.	316,268.
US AND STATE OBLIGATIONS TOTAL	572,094.	566,846.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
A P MOLLAR MAERSK A	24,415.	14,765.
ACCENTURE PLC	50,452.	49,951.
ADT LTD	6,494.	5,870.
ALLERGAN PLC	12,259.	24,375.
ALNYLAM PHARMACEUTICALS, INC	28,189.	24,194.
AMAZON COM	6,696.	12,166.
AMC NETWORKS INC	3,208.	3,435.
AMERICAN EXPRESS CO	44,466.	38,948.
ANADARKO PETROLEUM CORP	28,517.	15,254.
ANNALY MTG MGMT INC. COM	6,273.	5,628.
ARISTA NETWORKS	22,736.	23,741.
ASHTEAD GROUP PLC	14,960.	14,628.
AUTODESK, INC	9,969.	14,440.
AVIVA PLC	19,071.	17,826.
BANCO BILBAO ARG SA	22,012.	18,112.
BANCO SANTANDER CEN	21,282.	16,816.
BAXALTA INCORPORATED	6,427.	8,196.
BAXTER INTERNATIONAL INC	7,928.	8,012.
BED BATH & BEYOND INC	7,763.	5,790.
BERKELEY GROUP HLDGS	13,400.	18,971.
BIO RAD LABS INC CL A	16,196.	16,501.
BIOGEN INC	17,177.	19,606.
BOEING CO	33,445.	50,173.
BORG WARNER INC	14,881.	14,482.
BRAMBLES LTD UNSP AD	17,494.	17,170.
BROADCOM CORPORATION	6,681.	14,050.
CHECK POINT SOFTWARE TECHNOLOG	27,336.	26,693.
CHEVRON CORP	12,074.	10,345.
CHIMERIX INC	28,583.	6,167.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CISCO SYSTEMS INC	7,105.	8,147.
CITIGROUP INC	23,932.	23,598.
CITRIX SYSTEMS INC	7,184.	9,381.
COLFAX CORPORATION	8,877.	4,366.
COLGATE-PALMOLIVE COMPANY	43,106.	51,098.
COMCAST CORP	29,121.	34,479.
COSTCO WHOLESALE CORPORATION	35,279.	35,207.
CRANE CO	62,716.	47,936.
CREE, INC	17,942.	8,401.
DIAGEO PLC ADS	49,843.	48,100.
DIAMOND OFFSHORE DRL	9,533.	6,436.
DIGITAL RLTY TR INC	19,345.	22,535.
DISCOVERY COMMUNICATIONS CL A	5,940.	5,123.
DOLBY LABORATORIES	14,475.	14,907.
DOUBLELINE CORE FIXED INCOME I	353,887.	345,661.
EBAY INC	11,132.	11,679.
ENVISION HEALTHCAR COM USD0.01	11,717.	8,181.
EXELON CORPORATION	13,972.	12,219.
EXPRESS SCRIPTS HOLDING CO	9,505.	12,237.
EXXON MOBIL CORP	15,729.	14,031.
FLUOR CORP	14,092.	8,972.
FORD MOTOR COMPANY	18,613.	15,936.
FRANKLIN RES INC	10,018.	8,100.
FREEPORT-MCMORAN COPPER & GOLD	13,787.	4,915.
GLAXOSMITHKLINE PLC	11,465.	9,684.
HEARTWARE INTERNATIONAL INC	7,230.	7,711.
HESS CORP	22,703.	21,283.
HINO MOTORS ADR	16,941.	12,915.
HOME DEPOT INC	48,969.	53,297.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HONDA MOTOR CO LTD	9,289.	9,739.
ILLINOIS TOOL WORKS	36,706.	51,437.
IMMUNOGEN, INC	4,603.	4,342.
INTEL CORP	38,537.	53,707.
INTESA SANPAOLO SPA	16,151.	16,452.
INVESCO PLC	55,309.	52,296.
IONIS PHARMACEUTICALS INC	4,458.	9,723.
JOHNSON & JOHNSON	12,701.	12,840.
JOHNSON CONTROLS INC	55,746.	45,098.
KAO CORP ADR	13,355.	13,729.
KDDI CP UNSP ADR	30,876.	34,188.
KONINKLIJKE DSM NV ADR	20,069.	18,506.
L-3 COMMUNICATIONS CORP	17,223.	20,675.
LEXICON PHARMACEUTICALS INC	15,606.	24,797.
LIBERTY BROADBAND CORPORATION	496.	517.
LIBERTY BROADBAND CORP K	1,060.	1,089.
LIBERTY INTERACTIVE CORPORATIO	7,478.	8,797.
LIBERTY MEDIA CORPORATION - SE	3,027.	3,199.
LIBERTY MEDIA CORPORATION COM	1,585.	1,649.
LIBERTY VENTURES	1,300.	2,030.
LOOMIS SAYLES SECURITIZED ASSE	188,652.	182,596.
LYONDELLBASELL INDUSTRIES NV	9,805.	10,167.
MACK CALI RLTY CORP	4,729.	5,137.
MAKITA CORP	7,967.	9,048.
MARSH AND MCLENNAN COMPANIES I	50,362.	50,848.
MCDONALD'S CORP	50,270.	53,635.
MEDIASET ESPANA COMUNICATION	18,680.	17,007.
MEDICINES COMPANY	12,124.	13,592.
MEDTRONIC PLC	70,338.	70,304.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MELLANOX TECHNOLOGIES, LTD	34,237.	31,689.
METLIFE INC	25,022.	23,334.
MICRON TECHNOLOGY	9,928.	9,331.
MICROSOFT CORP	41,992.	62,636.
NATL OILWELL VARCO	8,568.	3,751.
NEXT GROUP PLC	31,510.	30,395.
NEXTERA ENERGY, INC	35,193.	51,010.
NORDEA BANK AB SPON ADR	9,018.	7,802.
NORDSTROM INC	67,770.	56,185.
NORSK HYDRO ASA	15,737.	13,456.
NOVARTIS AG ADR	62,846.	71,842.
NOW INC	5,441.	2,689.
NUANCE COMMUNICATIONS, INC	4,761.	5,887.
NUCOR CP	13,387.	10,599.
NXP SEMICONDUCTORS	23,869.	19,883.
OCCIDENTAL PETROLEUM CORP	59,458.	46,448.
PANASONIC CORP	16,665.	13,210.
PDC ENERGY INC	26,061.	26,850.
PENTAIR INC. COM	6,928.	5,102.
PEPSICO INC	63,350.	67,245.
PNC FINANCIAL GROUP INC	38,970.	41,269.
PRAXAIR INC	24,344.	20,890.
PROCTER GAMBLE CO	47,294.	46,058.
QUALCOMM INC	9,491.	7,498.
REGULUS THERAPEUTICS INC	8,201.	7,639.
ROCKWELL AUTOMATION INC	50,620.	49,253.
SANDISK CORP	15,995.	18,618.
SAP AKTIENGESELL ADS	23,288.	27,210.
SCHLUMBERGER LTD	59,259.	45,128.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHNEIDER ELEC UNSP/ADR	29,004.	21,102.
SEAGATE TECHNOLOGY	19,429.	14,811.
SHIN-ETSU CHEMICAL C	9,315.	7,468.
SIMON PPTY GROUP INC	18,291.	20,222.
SKYWORKS SOLUTIONS, INC	23,639.	20,667.
SOUTHWESTERN ENERGY	14,054.	3,235.
STARZ	1,728.	1,977.
STATOIL ASA ADS	21,710.	19,279.
SUMITOMO MITSUI FINCL GRP	22,932.	21,685.
SUNTRUST BKS INC	4,317.	5,569.
T. ROWE PRICE ASSOCIATES	21,977.	22,019.
TAIWAN SEMICONDUCTOR MFG CO LT	41,306.	41,633.
TARGET CORPORATION	10,478.	12,707.
TE CONNECTIVITY LTD	16,371.	19,577.
TELENOR ASA	20,505.	17,670.
TEXAS INSTRUMENTS INC	45,824.	48,288.
TH K CO LTD	16,859.	11,883.
THE COCA-COLA CO	47,548.	48,287.
THE WEIR GROUP PLC	22,960.	19,062.
TOKIO MARINE HOLDINGS INC	18,274.	18,896.
TORCHMARK CORP	4,921.	5,545.
TORONTO DOMINION	51,772.	48,532.
TOYOTA MTR CORP	23,418.	21,040.
TRAVELERS COMPANIES INC	8,441.	10,722.
TWITTER INC	8,124.	7,474.
TYCO INTERNATIONAL LTD	9,673.	8,610.
UNILEVER N V N Y	29,569.	32,057.
UNION PACIFIC	54,976.	46,842.
UNITED TECHNOLOGIES CORP	49,645.	49,572.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITEDHEALTH GROUP INC	46,083.	54,937.
US BANCORP	42,146.	41,902.
V F CORP	35,943.	50,921.
VERTEX PHARMCTLS INC	4,376.	8,305.
WAL-MART STORES INC	20,061.	16,551.
WALT DISNEY HOLDINGS CO	21,858.	22,277.
WEATHERFORD INTL	24,224.	12,870.
WELLS FARGO & CO	9,619.	11,687.
WESTERN DIGITAL CORP	8,077.	7,446.
WESTROCK COMPANY	22,598.	15,465.
WHIRLPOOL CORP	38,933.	30,843.
WHOLE FOODS MARKET, INC	10,937.	11,390.
ZURICH INS GROU ADR	21,487.	18,044.
TOTALS	4,015,649.	3,931,960.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
21ST CENTY FOX AMER INC BND -	2,168.	2,152.
ABBEY NATIONAL TREASURY SERVIC	4,057.	3,993.
AFLAC INC - 3.625% - 11/15/202	4,073.	4,059.
AMERICAN EXPRESS - 2.375% - 03	25,635.	25,272.
AMGEN INC - 2.200% - 05/22/201	4,001.	3,995.
ANHEUSER BUSCH COS - 6.450% -	3,875.	3,552.
AOL TIME WARNER - 7.625% - 04/	4,058.	3,712.
APPLE INC NOTE - 2.400% - 05/0	3,738.	3,897.
AT&T INC BOND - 3.400% - 05/15	3,809.	3,844.
BANK AMER CORP FR - 2.000% - 0	4,004.	3,995.
BANK NEW YORK - 2.300% - 07/28	20,437.	20,169.
BANK NEW YORK - 3.650% - 02/04	4,095.	4,153.
BANK OF NOVA SCOTIA - 1.450% -	19,911.	19,844.
BARRICK NORTH AMERICA FIN LLC	5,147.	4,490.
BP CAP MKTS SR NT - 3.062% - 0	4,119.	3,920.
CAPITAL ONE FINL CORP - 6.150%	4,467.	4,124.
CISCO SYSTEMS INC - 5.500% - 0	4,383.	4,026.
CITIGROUP INC - 2.500% - 09/26	15,293.	15,130.
COMCAST CORP BOND - 2.850% - 0	20,447.	19,849.
CONOCPHILLIPS - 5.625% - 10/15	4,470.	4,131.
CVS HEALTH CORP SR - 2.250% -	15,256.	14,980.
DEERE JOHN CAP CORP - 1.200% -	3,984.	3,985.
DEERE JOHN CAP CORP MTNS - 2.8	26,072.	25,554.
DEUTSCHE BANK AG BOND - 2.950%	4,013.	4,006.
ENTERPRISE OPER LLC - 2.550% -	4,097.	3,835.
EQUITY RESIDENTIAL PPTYS - 5.1	4,340.	4,031.
ETP L.P - 4.650% - 06/01/2021	4,239.	3,755.
GE CAP CORP SER A - 5.625% - 0	3,422.	3,208.
GENERAL ELEC CAP CORP - 4.650%	28,226.	27,680.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HOME DEPOT - 2.625% - 06/01/20	20,263.	19,979.
INTERNATIONAL BUSINESS MACHINE	4,567.	4,677.
JOHNSON CONTROLS INC - 5.500%	15,547.	15,016.
JPMORGAN CHASE & CO MTN - 1.70	4,025.	3,981.
KINDER MORGAN INC - 3.020% - 1	3,990.	3,702.
MARATHON OIL CORP - 6.600% - 1	4,990.	3,432.
MCDONALDS CORP NT - 5.000% - 0	3,430.	3,241.
MEDTRONIC INC SR NT - 4.450% -	22,291.	21,536.
METLIFE INC - 4.368% - 09/15/2	4,321.	4,295.
MORGAN STANLEY SR NT-F - 3.750	4,013.	4,097.
MORGAN STANLEY SR NT-F - 4.750	15,945.	15,537.
NEWMONT MINING CORP NT - 3.500	4,387.	4,457.
ONEOK PARTNERS CONS - 6.150% -	4,505.	4,106.
ORACLE CORP SR GLBL NT - 2.500	3,878.	3,926.
ORACLE CORP SR NT - 2.250% - 1	25,473.	25,271.
PRUDENTIAL - 3.500% - 05/15/20	4,048.	4,017.
ROYAL BANK OF CANADA - 2.150%	4,040.	3,961.
STATOIL ASA - 1.150% - 05/15/2	3,932.	3,934.
STATOIL ASA - 3.125% - 08/17/2	26,145.	25,611.
TORONTO DOMINION BANK NOTE - 2	20,460.	20,183.
UNITEDHEALTH GROUP INC - 5.800	3,623.	3,540.
VERIZON - 3.000% - 11/01/2021	4,961.	5,014.
VERIZON COMMUNICATIONS INC - 4	16,547.	16,116.
VIACOM INC - 6.875% - 04/30/20	4,756.	3,962.
VODAFONE GROUP PLC - 6.150% -	4,635.	3,947.
WELLS FARGO CO - 4.600% - 04/0	4,412.	4,355.
WELLS FARGO CO MTN BE - 3.300%	20,660.	19,896.
XEROX - 6.350% - 05/15/2018	4,629.	4,276.
TOTALS	520,309.	505,406.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERIGAS PARTNERS LP	2,462.	2,467.
ENBRIDGE ENERGY PARTNERS LP	11,848.	8,790.
ENERGY TRANSFER EQUITY LP	47,069.	24,334.
ENERGY TRANSFER PARTNERS LP	27,624.	17,809.
ENLINK MIDSTREAM PARTNERS LP	15,514.	11,772.
ENTERPRISE PRODUCTS PARTNERS L	66,741.	52,976.
EQT MIDSTREAM PARTNERS LP	15,304.	14,866.
GENESIS ENERGY, L.P	13,800.	12,051.
JTL PRIVATE EQUITY FUND, L.P	1,778,666.	1,607,059.
LUPTON DOMESTIC EQUITY PARTNER	2,888,579.	2,951,522.
LUPTON HEDGE FUND PARTNERSHIP	7,363,010.	7,492,326.
LUPTON INTERNATIONAL EQUITY PA	3,867,420.	3,643,489.
MAGELLAN MIDSTREAM PARTNERS LP	36,139.	33,552.
MPLX LP	22,635.	18,682.
ONEOK PARTNERS LP	14,180.	11,028.
PLAINS ALL AMERICAN PIPELINE L	31,358.	14,876.
SHELL MIDSTREAM PARTNERS LP	3,873.	4,110.
TALLGRASS ENERGY PARTNERS LP	6,014.	5,563.
WESTERN GAS PARTNERS, LP	3,665.	4,088.
WILLIAMS PARTNERS LP	11,351.	9,748.
TOTALS	16,227,252.	15,941,108.

FOOTPRINT FOUNDATION, INC. 27-5486356

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
3,097,856.		3,071,435.					26,421.	
		PASSTHROUGH K1 CAPITAL GAIN						
							1,247,446.	
		SEC 751 GAIN ON SALE OF PTSHP-RECLASS						
							-6,040.	
TOTAL GAIN(LOSS)							1,267,827.	

JSA
5E1730 1 000

ATTACHMENT 9

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

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

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JESSICA MONTAGUE THE LUPTON COMPANY, 201 W. MAIN ST CHATTANOOGA, TN 37408	DIR 1.00	0.	0.	0.
JOHN P MONTAGUE THE LUPTON COMPANY, 201 W. MAIN ST CHATTANOOGA, TN 37408	DIR / SEC 1.00	0.	0.	0.
KRISTINA MONTAGUE THE LUPTON COMPANY, 201 W. MAIN ST CHATTANOOGA, TN 37408	DIR 1.00	0.	0.	0.
L THOMAS MONTAGUE THE LUPTON COMPANY, 201 W. MAIN ST CHATTANOOGA, TN 37408	DIR / TREAS 1.00	0.	0.	0.
ALFRED SMITH THE LUPTON COMPANY, 201 W. MAIN ST CHATTANOOGA, TN 37408	VP / DIR 1.00	0.	0.	0.
ALICE SMITH THE LUPTON COMPANY, 201 W. MAIN ST CHATTANOOGA, TN 37408	PRES / DIR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
LISA P FLINT 201 W. MAIN ST, STE 205 CHATTANOOGA, TN 37408	FDN ADMINISTRATOR 40.00	76,816.
	TOTAL COMPENSATION	76,816.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
REYNOLDS AND PARK WEALTH MANAGEMENT ONE UNION SQUARE, STE 100 CHATTANOOGA, TN 37402	INVESTMENT MGT	51,103.
TOTAL COMPENSATION		51,103.

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ALFRED SMITH
ALICE SMITH

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ART 120 1204 SUNSET DR SIGNAL MTN, TN 37377	N/A PC	GENERAL & UNRESTRICTED	10,000
ASSOCIATION FOR VISUAL ARTISTS 30 FRAZIER AVE CHATTANOOGA, TN 37405	N/A PC	TO SUPPORT THE AVA'S COMMUNITY FILMMAKING PROGRAM, CAPTURE	10,000
BIKE WALK TENNESSEE 903 WINDGATE ST KNOXVILLE, TN 37919	N/A PC	CHARITABLE EVENT	1,500
BIKE WALK TENNESSEE 903 WINDGATE ST KNOXVILLE, TN 37919	N/A PC	TO SUPPORT EFFORTS IN 2015 TOWARDS THE CONNECT THE DOTS INITIATIVE	50,000
CAUSEWAY INC 16 PATTEN PKWY CHATTANOOGA, TN 37402	N/A PC	GENERAL & UNRESTRICTED	2,500
CAUSEWAY INC 16 PATTEN PKWY CHATTANOOGA, TN 37402	N/A PC	IN SUPPORT OF CHA GIVES PROGRAM	10,500

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAUSEWAY INC 16 PATTEN PKWY CHATTANOOGA, TN 37402	N/A PC	OPERATIONAL SUPPORT	50,000
CENTER FOR MINDFUL LIVING 400 E MAIN ST STE 150 CHATTANOOGA, TN 37408	N/A PC	TO SUPPORT THE GRAND RE-OPENING	5,000
CHATTANOOGA AREA FOOD BANK INC 2009 CURTAIN POLE RD CHATTANOOGA, TN 37406	N/A PC	HARVESTED HERE FOOD HUB PROGRAM	30,000
CHATTANOOGA FILM FESTIVAL 9689 SALISBURY LN OOLTEWAH, TN 37363	N/A PC	IN SUPPORT OF 2015 FILM FESTIVAL AND START-UP OF CINE-RAMA	45,000.
CHATTANOOGA STATE COMMUNITY COLLEGE FOUNDATION 4501 AMNICOLA HWY CHATTANOOGA, TN 37406	N/A PC	CHARITABLE EVENT	1,000
CHATTANOOGA-HAMILTON COUNTY PUBLIC EDUCATION FUND 100 E 10TH ST STE 500 CHATTANOOGA, TN 37402	N/A PC	2015 TEACHERPRENEUR PROGRAM	50,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CITY OF CHATTANOOGA 101 E 11TH ST, RM 101 CHATTANOOGA, TN 37402	N/A GOV	PUBLIC ART CHATTANOOGA FOR PURCHASE OF WALNUT BY RONDELL CRIER	18,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST STE 200 CHATTANOOGA, TN 37402	N/A PC	CONNECTIONS TO PLACE FUND	81,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST STE 200 CHATTANOOGA, TN 37402	N/A PC	CHATTANOOGA DESIGN STUDIO	90,000
CRABTREE FARMS OF CHATTANOOGA INC PO BOX 2250 CHATTANOOGA, TN 37409	N/A PC	TO SUPPORT A STRATEGIC PLANNING EFFORT	12,000
CREATIVE DISCOVERY MUSEUM PO BOX 6339 CHATTANOOGA, TN 37401	N/A PC	TO SUPPORT AMUSEUM· KIDS EDITION	2,500
GIVING OF LIFE PO BOX 85 LOOKOUT MTN, TN 37350	N/A PC	CREATION OF A MURAL AT HOWARD SCHOOL	2,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLASS HOUSE COLLECTIVE PO BOX 5566 CHATTANOOGA, TN 37406	N/A PC	TO SUPPORT THE WORK OF PHASE II PLANS	33,300
HUMBOLDT AREA FOUNDATION 363 INDIANOLA RD BAYSIDE, CA 95524	N/A PC	FOOTPRINT FUND	59,000
LAUNCH PO BOX 903 CHATTANOOGA, TN 37401	N/A PC	HIGH SCHOOL ENTREPRENEURSHIP PROGRAM	45,000.
LITTLE THEATRE PO BOX 4023 CHATTANOOGA, TN 37405	N/A PC	TO SUPPORT OPERATIONS AT THE CHATTANOOGA THEATRE CENTRE	50,000
PLAYHOUSE ARTS 1251-9TH ST ARCATA, CA 95521	N/A PC	GENERAL & UNRESTRICTED	15,000
SLOW MONEY INC PO BOX 333 YORK HARBOR, ME 03911	N/A PC	OPERATIONAL SUPPORT	5,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERN LIT ALLIANCE 301 E 11TH ST STE 301 CHATTANOOGA, TN 37403	N/A PC	CHARITABLE EVENT	20,000
UNIFIED 1609 MCCALLIE AVE CHATTANOOGA, TN 37404	N/A PC	OPERATIONAL SUPPORT	50,000.
UNIVERSITY OF CHATTANOOGA FOUNDATION INC 615 MCCALLIE AVE CHATTANOOGA, TN 37403	N/A PC	IN SPONSORSHIP OF TEDXCHATTANOOGA	500.
YOUNG WOMENS LEADERSHIP ACADEMY FOUNDATION INC 1802 BAILEY AVE CHATTANOOGA, TN 37404	N/A PC	TO SUPPORT THE ARTS PROGRAMS AT CHATTANOOGA GIRLS LEADERSHIP ACADEMY	60,000.
ZERO WASTE HUMBOLDT PO BOX 293 ARCATA, CA 95518	N/A PC	TO SUPPORT ZERO WASTE INITIATIVES	26,000
C MILD 1210 HAMILTON AVENUE CHATTANOOGA, TN 37405	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
S MORROW 108 WOODLAWN DRIVE CHATTANOOGA, TN 37411	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500
R. SUTTLES 1815 CHAMBERLAIN AVENUE CHATTANOOGA, TN 37404	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500
		TOTAL CONTRIBUTIONS PAID	857,300

FOOTPRINT FOUNDATION, INC. 27-5486356

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	25,138.	14	567,556.	
STATE TAX REFUND			01	2,246.	
SEC 751 GAIN ON SALE OF PTSHP	525990	6,040.			
TOTALS		31,178.		569,802.	