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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

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

OMB No 1545-0052

Form 990-PF

Department of the Treasury Internal Revenue Service

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.

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning and ending

Name of foundation: LYNDHURST FOUNDATION, INC. A Employer identification number: 62-6044177. B Telephone number: 423-756-0767. C if exemption application is pending, check here. D 1. Foreign organizations, check here. 2. Foreign organizations meeting the 85% test, check here and attach computation. E If private foundation status was terminated under section 507(b)(1)(A), check here. F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$134,624,786. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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| Part II Balance Sheets      |  | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       | Beginning of year | End of year  |            |
|-----------------------------|--|---|----------------|-----------------------|-------------------|--------------|------------|
|                             |  | (a) Book Value  | (b) Book Value | (c) Fair Market Value |                   |              |            |
| Assets                      | 1  | Cash - non-interest-bearing   |                |                       |                   |              |            |
|                             | 2  | Savings and temporary cash investments  |                |                       | 6,977,552.        | 3,615,681.   | 3,615,681. |
|                             | 3  | Accounts receivable ▶   |                |                       |                   |              |            |
|                             |  | Less: allowance for doubtful accounts ▶   |                |                       |                   |              |            |
|                             | 4  | Pledges receivable ▶  |                |                       |                   |              |            |
|                             |  | Less: allowance for doubtful accounts ▶   |                |                       |                   |              |            |
|                             | 5  | Grants receivable   |                |                       |                   |              |            |
|                             | 6  | Receivables due from officers, directors, trustees, and other disqualified persons              |                |                       |                   |              |            |
|                             | 7  | Other notes and loans receivable ▶  | 225,000.       |                       |                   |              |            |
|                             |  | Less: allowance for doubtful accounts ▶   | 0.             |                       | 225,000.          | 225,000.     | 225,000.   |
|                             | 8  | Inventories for sale or use   |                |                       |                   |              |            |
|                             | 9  | Prepaid expenses and deferred charges   |                |                       |                   |              |            |
|                             | 10a  | Investments - U.S. and state government obligations   |                |                       |                   |              |            |
|                             | b  | Investments - corporate stock   |                |                       |                   |              |            |
|                             | c  | Investments - corporate bonds   |                |                       |                   |              |            |
|                             | 11   | Investments - land, buildings, and equipment basis ▶  |                |                       |                   |              |            |
|                             | Less: accumulated depreciation ▶   |   |                |                       |                   |              |            |
| 12                          | Investments - mortgage loans   |   |                |                       |                   |              |            |
| 13                          | Investments - other  | STMT 10   |                | 115,387,983.          | 120,890,447.      | 129,683,589. |            |
| 14                          | Land, buildings, and equipment; basis ▶  | 1,679,110.  |                |                       |                   |              |            |
|                             | Less: accumulated depreciation ▶   | 971,899.  |                | 734,767.              | 707,211.          | 707,211.     |            |
| 15                          | Other assets (describe ▶ STATEMENT 11)   |   |                | 286,560.              | 393,305.          | 393,305.     |            |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) |   |                | 123,611,862.          | 125,831,644.      | 134,624,786. |            |
| Liabilities                 | 17   | Accounts payable and accrued expenses   |                |                       |                   |              |            |
|                             | 18   | Grants payable  |                |                       |                   |              |            |
|                             | 19   | Deferred revenue  |                |                       |                   |              |            |
|                             | 20   | Loans from officers, directors, trustees, and other disqualified persons                        |                |                       |                   |              |            |
|                             | 21   | Mortgages and other notes payable   |                |                       |                   |              |            |
|                             | 22   | Other liabilities (describe ▶)  |                |                       |                   |              |            |
| 23                          | <b>Total liabilities</b> (add lines 17 through 22)   |   |                | 0.                    | 0.                |              |            |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                              |   |                |                       |                   |              |            |
|                             | and complete lines 24 through 26 and lines 30 and 31.  |   |                |                       |                   |              |            |
|                             | 24   | Unrestricted  |                |                       |                   |              |            |
|                             | 25   | Temporarily restricted  |                |                       |                   |              |            |
|                             | 26   | Permanently restricted  |                |                       |                   |              |            |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>            |   |                |                       |                   |              |            |
|                             | and complete lines 27 through 31.  |   |                |                       |                   |              |            |
| 27                          | Capital stock, trust principal, or current funds   |   |                | 123,611,862.          | 125,831,644.      |              |            |
| 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                          | <b>Total net assets or fund balances</b>   |   |                | 123,611,862.          | 125,831,644.      |              |            |
| 31                          | <b>Total liabilities and net assets/fund balances</b>  |   |                | 123,611,862.          | 125,831,644.      |              |            |

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 | 123,611,862. |
| 2 | Enter amount from Part I, line 27a   | 2 | 2,219,784.   |
| 3 | Other increases not included in line 2 (itemize) ▶   | 3 | 0.           |
| 4 | Add lines 1, 2, and 3  | 4 | 125,831,646. |
| 5 | Decreases not included in line 2 (itemize) ▶ <b>ROUNDING DIFFERENCES</b>   | 5 | 2.           |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 125,831,644. |

**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<br>P - Purchase<br>D - Donation  | (c) Date acquired<br>(mo., day, yr.)  | (d) Date sold<br>(mo., day, yr.) |            |
|---|--|---|---|----------------------------------|------------|
| <b>1a LT GAIN FROM MANAGED INVESTMENTS</b>  |  | P   | VARIOUS   | 12/31/15                         |            |
| <b>b CLASS ACTION LITIGATION</b>  |  | P   | VARIOUS   | 12/31/15                         |            |
| c   |  |   |   |                                  |            |
| d   |  |   |   |                                  |            |
| e   |  |   |   |                                  |            |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale   | (h) Gain or (loss)<br>(e) plus (f) minus (g)  |                                  |            |
| a 8,155,467.  |  |   | 8,155,467.  |                                  |            |
| b 31.   |  |   | 31.   |                                  |            |
| 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<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |            |
| (i) F.M.V. as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any   |   |                                  |            |
| a   |  |   | 8,155,467.  |                                  |            |
| b   |  |   | 31.   |                                  |            |
| c   |  |   |   |                                  |            |
| d   |  |   |   |                                  |            |
| e   |  |   |   |                                  |            |
| 2 Capital gain net income or (net capital loss)   |  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7                 } |   | 2                                | 8,155,498. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2014  | 5,922,754.                            | 131,206,805.                              | .045141  |
| 2013  | 6,579,931.                            | 110,276,055.                              | .059668  |
| 2012  | 4,114,537.                            | 131,114,764.                              | .031381  |
| 2011  | 18,307,241.                           | 165,507,817.                              | .110613  |
| 2010  | 16,034,682.                           | 189,486,573.                              | .084622  |

|  |   |              |
|--|---|--------------|
| 2 Total of line 1, column (d)  | 2 | .331425      |
| 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 | .066285      |
| 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5   | 4 | 132,433,625. |
| 5 Multiply line 4 by line 3  | 5 | 8,778,363.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 80,183.      |
| 7 Add lines 5 and 6  | 7 | 8,858,546.   |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 5,367,825.   |

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

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

|    |   |    |          |
|----|---|----|----------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>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 <input type="checkbox"/> and enter 1% of Part I, line 27b   | 1  | 160,367. |
| 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  | 160,367. |
| 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  | 160,367. |
| 6  | Credits/Payments:   |    |          |
| a  | 2015 estimated tax payments and 2014 overpayment credited to 2015   | 6a | 482,613. |
| 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  | 482,613. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 322,246. |
| 11 | Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 322,246.   Refunded <input type="checkbox"/>   | 11 | 0.       |

**Part VII-A Statements Regarding Activities**

|    | Yes | No |
|----|-----|----|
| 1a |     | X  |
| 1b |     | X  |
| 1c |     | X  |
| d  |     |    |
| e  |     |    |
| 2  |     | X  |
| 3  |     | X  |
| 4a | X   |    |
| 4b | X   |    |
| 5  |     | X  |
| 6  | X   |    |
| 7  | X   |    |
| 8a |     |    |
| 8b | X   |    |
| 9  |     | X  |
| 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)   |     | X   |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  |     | X   |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► WWW.LYNDHURSTFOUNDATION.ORG  | X   |     |
| 14 The books are in care of ► FOUNDATION OFFICER - PRESIDENT Telephone no ► 423-756-0767<br>Located at ► 517 EAST FIFTH ST, CHATTANOOGA, TN ZIP+4 ► 37403  |     |     |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year   | 15  | N/A |
| 16 At any time during calendar year 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | 16  | X   |

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

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

|  | Yes | No |
|--|-----|----|
| 1a During the year did the foundation (either directly or indirectly):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here  | 1b  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)):<br>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► _____, _____, _____<br>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<br>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► _____, _____, _____  | 2b  |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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) N/A  | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?<br>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?  | 4a  | X  |
|  | 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)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

SEE STATEMENT 13

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?

If "Yes" to 6b, file Form 8870

5b X

6b X

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 12     |   | 277,465.                                  | 24,425.   | 0.                                    |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

| (a) Name and address of each employee paid more than \$50,000      | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|------------------|---|---------------------------------------|
| MACON C. TOLEDANO - 517 EAST FIFTH STREET, CHATTANOOGA, TN 37403   | ASSOCIATE DIRECTOR<br>40.00                               | 204,341.         | 10,385.   | 0.                                    |
| MARGARET E. STAKELY - 517 EAST FIFTH STREET, CHATTANOOGA, TN 37403 | CONTROLLER<br>40.00                                       | 102,175.         | 10,150.   | 0.                                    |
| SARAH C. COX - 517 EAST FIFTH STREET, CHATTANOOGA, TN 37403        | EXECUTIVE ASSISTANT<br>40.00                              | 82,009.          | 8,355.  | 0.                                    |
| KATHLEEN E NOLTE - 517 EAST FIFTH STREET, CHATTANOOGA, TN 37403    | PROGRAM OFFICER<br>40.00                                  | 83,608.          | 0.  | 0.                                    |
|  |   |                  |   |                                       |
|  |   |                  |   |                                       |
|  |   |                  |   |                                       |
|  |   |                  |   |                                       |
|  |   |                  |   |                                       |
| <b>Total number of other employees paid over \$50,000</b>          |   |                  |   | <b>0</b>                              |

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

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

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
| 2     |          |
|       |          |
| 3     |          |
|       |          |
| 4     |          |
|       |          |

**Part IX-B Summary of Program-Related Investments**

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

|   | Amount |
|---|--------|
| 1 N/A   |        |
|   |        |
| 2   |        |
|   |        |
| All other program-related investments. See instructions.                    |        |
| 3   |        |
|   |        |
| <b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶ 0.</span> |        |



**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 | 129,683,588. |
| b   | Average of monthly cash balances  | 1b | 4,766,793.   |
| c   | Fair market value of all other assets   | 1c |              |
| d   | <b>Total</b> (add lines 1a, b, and c)   | 1d | 134,450,381. |
| 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  | 134,450,381. |
| 4   | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 2,016,756.   |
| 5   | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 132,433,625. |
| 6   | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 6,621,681.   |

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

|    |   |    |            |
|----|---|----|------------|
| 1  | Minimum investment return from Part X, line 6   | 1  | 6,621,681. |
| 2a | Tax on investment income for 2015 from Part VI, line 5  | 2a | 160,367.   |
| b  | Income tax for 2015 (This does not include the tax from Part VI.)   | 2b |            |
| c  | Add lines 2a and 2b   | 2c | 160,367.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 6,461,314. |
| 4  | Recoveries of amounts treated as qualifying distributions   | 4  | 0.         |
| 5  | Add lines 3 and 4   | 5  | 6,461,314. |
| 6  | Deduction from distributable amount (see instructions)  | 6  | 0.         |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 6,461,314. |

**Part XII** Qualifying Distributions (see instructions)

|  |   |    |            |
|--|---|----|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: |   |    |            |
| a  | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | 1a | 5,367,825. |
| 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  | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 5,367,825. |
| 5  | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 0.         |
| 6  | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | 6  | 5,367,825. |

**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)<br>Corpus | (b)<br>Years prior to 2014 | (c)<br>2014 | (d)<br>2015 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7   |               |                            |             | 6,461,314.  |
| 2 Undistributed income, if any, as of the end of 2015  |               |                            | 0.          |             |
| a Enter amount for 2014 only   |               |                            |             |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2015:   |               |                            |             |             |
| a From 2010  | 6,794,045.    |                            |             |             |
| b From 2011  | 10,184,010.   |                            |             |             |
| c From 2012  |               |                            |             |             |
| d From 2013  | 1,402,169.    |                            |             |             |
| e From 2014  |               |                            |             |             |
| f Total of lines 3a through e  | 18,380,224.   |                            |             |             |
| 4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$  | 5,367,825.    |                            |             |             |
| a Applied to 2014, but not more than line 2a   |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| d Applied to 2015 distributable amount   |               |                            |             | 5,367,825.  |
| 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))   | 1,093,489.    |                            |             | 1,093,489.  |
| 6 Enter the net total of each column as indicated below:   | 17,286,735.   |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  |               |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| e Undistributed income for 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  |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2010 not applied on line 5 or line 7   | 5,700,556.    |                            |             |             |
| 9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a  | 11,586,179.   |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2011   | 10,184,010.   |                            |             |             |
| b Excess from 2012   |               |                            |             |             |
| c Excess from 2013   | 1,402,169.    |                            |             |             |
| 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)

|   | Prior 3 years |          |          |          | (e) Total |
|---|---------------|----------|----------|----------|-----------|
|   | (a) 2015      | (b) 2014 | (c) 2013 | (d) 2012 |           |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                     |               |          |          |          |           |
| b 85% of line 2a  |               |          |          |          |           |
| c Qualifying distributions from Part XII, line 4 for each year listed   |               |          |          |          |           |
| d Amounts included in line 2c not used directly for active conduct of exempt activities   |               |          |          |          |           |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |               |          |          |          |           |
| 3 Complete 3a, b, or c for the alternative test relied upon:  |               |          |          |          |           |
| a "Assets" alternative test - enter:  |               |          |          |          |           |
| (1) Value of all assets   |               |          |          |          |           |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i)   |               |          |          |          |           |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |               |          |          |          |           |
| c "Support" alternative test - enter:   |               |          |          |          |           |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |               |          |          |          |           |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |               |          |          |          |           |
| (3) Largest amount of support from an exempt organization   |               |          |          |          |           |
| (4) Gross investment income   |               |          |          |          |           |

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
**BENIC M. CLARK, III, (423) 756-0767**  
**517 EAST FIFTH STREET, CHATTANOOGA, TN 37403**

b The form in which applications should be submitted and information and materials they should include:  
**SEE ATTACHED STATEMENT.**

c Any submission deadlines:  
**SEE ATTACHED STATEMENT.**

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

**Part XV** Supplementary Information (continued)

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

| Recipient                            | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
|--------------------------------------|---|--------------------------------|----------------------------------|------------|
| Name and address (home or business)  |   |                                |                                  |            |
| a <i>Paid during the year</i>        |   |                                |                                  |            |
| SEE ATTACHED LIST                    |   |                                |                                  | 4,368,487. |
|                                      |   |                                |                                  |            |
|                                      |   |                                |                                  |            |
|                                      |   |                                |                                  |            |
|                                      |   |                                |                                  |            |
|                                      |   |                                |                                  |            |
|                                      |   |                                |                                  |            |
| <b>Total</b>                         |   |                                | ▶ 3a                             | 4,368,487. |
| b <i>Approved for future payment</i> |   |                                |                                  |            |
| SEE ATTACHED LIST                    |   |                                |                                  | 3,974,500. |
|                                      |   |                                |                                  |            |
|                                      |   |                                |                                  |            |
|                                      |   |                                |                                  |            |
| <b>Total</b>                         |   |                                | ▶ 3b                             | 3,974,500. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 2,237), 4 Dividends and interest from securities (14, 1,593,318), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 8,155,498), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue: a PASS-THROUGH GAINS (14, -1,629,933), b UBTI INVESTMENTS (900000, -177,540), c PASS-THROUGH, d MISCELLANEOUS INCOME (14, 26,169), e. 12 Subtotal. Add columns (b), (d), and (e) (-177,540, 8,147,289, 0). 13 Total. Add line 12, columns (b), (d), and (e) (13, 7,969,749).

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

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

Table with 2 columns: Line No. (with a downward arrow), and 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). The table contains multiple empty rows for explanation.

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

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?

|   | Yes | No |
|---|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
| <b>(1)</b> Cash   |     | X  |
| <b>(2)</b> Other assets   |     | X  |
| <b>b</b> Other transactions:  |     |    |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization   |     | X  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization   |     | X  |
| <b>(3)</b> Rental of facilities, equipment, or other assets   |     | X  |
| <b>(4)</b> Reimbursement arrangements   |     | X  |
| <b>(5)</b> Loans or loan guarantees   |     | X  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> 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   |  |
|             |                     |   |  |
|             |                     |   |  |
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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                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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.

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

Sign Here: Becky G. Murphy      11/11/2016      PRESIDENT  
 Signature of officer or trustee      Date      Title

|  |                            |                         |          |   |           |
|--|----------------------------|-------------------------|----------|---|-----------|
| <b>Paid Preparer Use Only</b>  | Print/Type preparer's name | Preparer's signature    | Date     | Check <input type="checkbox"/> if self-employed | PTIN      |
|  | BECKY G. MURPHY            | <i>Becky G. Murphy</i>  | 11/11/16 |   | P01029295 |
|  | Firm's name ▶ L BMC, PC    | Firm's EIN ▶ 62-1199757 |          |   |           |
| Firm's address ▶ 605 CHESTNUT STREET, SUITE 1100 CHATTANOOGA, TN 37450 |                            |                         |          | Phone no. (423) 756-6585                        |           |

## Expenditure Responsibility Grants - 2015

In 2015 Lyndhurst exercised expenditure responsibility for Crabtree Farms, which is classified as a private foundation. Additionally, Lyndhurst exercised expenditure responsibility for five private family foundations, each of which received an aggregate amount of \$10 million from Lyndhurst in 2012 to carry out its charitable purposes. The names of these Foundations are: Fleetwood Foundation; Footprint Foundation; Pathfinder Foundation; Riverview Foundation; and Sapphire Foundation.

### **Crabtree Farms – 1000 East 30<sup>th</sup> Street, Chattanooga, Tennessee 37407**

Date/Amount of Grant Payment(s): \$25,000 paid on December 30, 2014; \$30,000 paid on September 22, 2015.

#### Purpose of Grants

In December of 2014 a grant in the amount of \$25,000 was awarded to Crabtree Farms for landscaping of its new Evelyn Center educational facility and for the design and construction of a new greenhouse. A second grant of \$30,000 was awarded to Crabtree Farms in September of 2015 for a professional survey and development of a master plan for the entire farm property. Prior to approving these grants, the Foundation staff met with representatives from Crabtree Farm and the landscape architect to obtain detailed information about both projects. The Foundation staff also verified that proper charitable purposes would be served in awarding grants for these projects. Detailed grant letters and contracts were issued to Crabtree Farms in conjunction with both grant payments.

#### Dates of Reports By Grantee

Per the conditions of Lyndhurst's grant agreement, Crabtree Farms submitted separate written reports to the Foundation on January 14, 2015, for both grants, which highlighted the project outcomes and summarized the expenditure of grant monies. Neither of the two projects had been completed by the close of 2015, therefore, the reports also listed a detailed accounting of the expenditure of the respective grant funds; the remaining fund balances; and updated work plans for the 2016 calendar year. To the best of the Foundation's knowledge, the funds were allocated for the stated purposes as outlined in the grant letters and contracts and as verified by inspection on site.

#### Any Diversion by Grantee

None

#### Date of Verification

N/A

#### Results of Verification

N/A

### **Fleetwood Foundation – c/o Gerber/Taylor Associates, One Commerce Square, Suite 1900, Memphis, Tennessee 38117**

Date/Amount of Grant Payment(s): \$10,000,000 on January 20, 2012

#### Purpose of Grant

Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of \$10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or

for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Fleetwood Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the \$10 million.

Dates of Reports By Grantee

Per the conditions of Lyndhurst's grant agreement, Fleetwood Foundation submitted a written annual report to the Foundation on January 15, 2016. As outlined in the report, during the period of January 1, 2015, through December 31, 2015, a total of \$939,975.22 was expended by the Fleetwood Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A

**Footprint Foundation – c/o The Lupton Company, 201 West Main Street, Suite 205, Chattanooga, Tennessee 37408**

Date/Amount of Grant Payment(s): \$10,000,000 on January 20, 2012

Purpose of Grant

Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of \$10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Footprint Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the \$10 million.

Dates of Reports By Grantee

Per the conditions of Lyndhurst's grant agreement, Footprint Foundation submitted a written annual report to the Foundation on January 6, 2016. As outlined in the report, during the period of January 1, 2015, through December 31, 2015, a total of \$997,255.00 was expended by the Footprint Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A



**Pathfinder Foundation – c/o The Lupton Company, 201 West Main Street, Suite 205,  
Chattanooga, Tennessee 37408**

Date/Amount of Grant Payment(s). \$10,000,000 on January 20, 2012

**Purpose of Grant**

Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of \$10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Pathfinder Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the \$10 million.

**Dates of Reports By Grantee**

Per the conditions of Lyndhurst's grant agreement, Pathfinder Foundation submitted a written annual report to the Foundation on January 15, 2016. As outlined in the report, during the period of January 1, 2015, through December 31, 2015, a total of \$1,152,407.50 was expended by the Pathfinder Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement

**Any Diversion by Grantee**

None

**Date of Verification**

N/A

**Results of Verification**

N/A

**Riverview Foundation – 832 Georgia Avenue, Suite 410 Volunteer Building, Chattanooga,  
Tennessee 37402**

Date/Amount of Grant Payment(s): \$10,000,000 on January 20, 2012

**Purpose of Grant**

Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of \$10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Riverview Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the \$10 million.

**Dates of Reports By Grantee**

Per the conditions of Lyndhurst's grant agreement, Riverview Foundation submitted a written annual report to the Foundation on January 14, 2016. As outlined in the report, during the period of January 1, 2015, through December 31, 2015, a total of 991,653.29 was expended by the Riverview Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A

**Sapphire Foundation – c/o The Lupton Company, 201 West Main Street, Suite 205,  
Chattanooga, Tennessee 37408**

Date/Amount of Grant Payment(s): \$10,000,000 on January 20, 2012

Purpose of Grant

Pursuant to a reorganization, Lyndhurst Foundation organized five new private foundations, including the grantee, and made a distribution of \$10 million to each such grantee to pay for expenses the grantee incurs in carrying out its charitable purposes, including, but not limited to, making grants to or for the benefit of charitable organizations described in section 501(c)(3) of the Internal Revenue Code or governmental universities or other agencies described in section 170(c)(1) of the Internal Revenue Code. A detailed agreement was issued to the Sapphire Foundation outlining the arrangements made and terms and conditions of the grant prior to the distribution of the \$10 million.

Dates of Reports By Grantee

Per the conditions of Lyndhurst's grant agreement, Sapphire Foundation submitted a written annual report to the Foundation on January 15, 2016. As outlined in the report, during the period of January 1, 2015 through December 31, 2015, a total of \$917,172.85 was expended by the Sapphire Foundation to carry out its charitable purposes. To the best of Lyndhurst's knowledge, the funds were allocated for the stated purposes as outlined in the grant agreement.

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A

**Form 990-PF, Part XV, Line 2B-D**  
**Application Submission Information**

From January 1, 2012 through December 31, 2019, grants will be distributed primarily at the initiative of the Foundation through the cultivation of strategic partnerships with nonprofit organizations which have demonstrated capacity and leadership to engender positive and measurable outcomes within the foundation's declared areas of interest.

Unsolicited proposals will not be eligible for consideration.

Potential partners will be invited to submit grant proposals that: 1) describe the program of work to be undertaken; 2) indicate the desired level of funding; 3) list the results that should be achieved; and 4) define the means by which the project outcomes will be evaluated.

The narrative section of the proposal should be limited to three pages and include the following attachments:

- A description of the sponsoring organization
- A list of the board of directors and staff
- A copy of the organization's annual budget (both income and expenditures)
- An estimated project budget with line items
- A copy of the organization's tax-exempt ruling from the Internal Revenue Service.

Contact information:  
Lyndhurst Foundation  
517 East Fifth Street  
Chattanooga, TN 37403-1826  
(423) 756-0767 – Voice  
(423) 756-0770 – Fax  
[www.lyndhurstfoundation.org](http://www.lyndhurstfoundation.org)

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2015

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ArtsBuild [Code: PC]

406 Frazier Avenue

Chattanooga, TN 37405

Support for façade improvements to the Dover Building and to support the information technology system. \$ 60,000.00

Support for the Community Cultural Connection (CCC) grant program. 25,000.00

Support for a marketing campaign that will create a consistent, unified, and realistic story about the Chattanooga arts community. 30,000.00

Support for rent subsidy in the Arts Building basement to maximize the use and impact of the facility and bolster activities of its occupants. 15,000.00

Bessie Smith Cultural Center [Code: PC]

200 East Martin King Boulevard

Chattanooga, TN 37401-6126

Support for the 2015 Bessie Smith Strut. 15,000.00

Bike Walk Tennessee [Code: PC]

P.O. Box 120993

Nashville, TN 37212

Support for the inaugural U.S. Bicycle Routes and Scenic Bikeways Regional Summit, to be hosted in Chattanooga on April 20-21, 2016. 15,000.00

Chattanooga Area Food Bank [Code: PC]

2009 Curtain Pole Road

Chattanooga, TN 37406

Support for the *Closing The Meal Gap* project. 150,000.00

Chattanooga Chamber Foundation [Code: PC]

811 Broad Street, Suite 100

Chattanooga, TN 37402-2626

Support for Thrive 2055 for a design thinking crash course and challenge for eight communities across the region. 245,000.00

Chattanooga Film Festival [Code: PC]

9689 Salisbury Lane

Ooltewah, TN 37363

Support for general operations in 2015. 50,000.00

LYNDHURST FOUNDATION, INC

CONTRIBUTIONS

2015

Page 2 [of 10]

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|  |                     |
|--|---------------------|
| <b>Chattanooga-Hamilton County Regional Planning Agency [Code: PC]</b><br><b>1250 Market Street, Suite 2000</b><br><b>Chattanooga, TN 37402</b><br>Support for a community outreach program in conjunction with<br>the Form-Based Code initiative.   | <b>\$ 45,000.00</b> |
| <b>Chattanooga History Center [Code: PC]</b><br><b>2 West Aquarium Way, Suite 200</b><br><b>Chattanooga, TN 37402</b><br>Support for consulting services through the engagement of Mr.<br>Andrew Kean.   | <b>2,100.00</b>     |
| <b>Chattanooga Neighborhood Enterprise [Code: PC]</b><br><b>1500 Chestnut Street, Suite A</b><br><b>Chattanooga, TN 37408</b><br>Support for the Inaugural year of CNE Money School.   | <b>10,000.00</b>    |
| <b>Support for Neighborhood Planning efforts for the Highland Park and<br/>Ridgedale neighborhoods.</b>  | <b>25,000.00</b>    |
| <b>Chattanooga Symphony &amp; Opera Association [Code: PC]</b><br><b>701 Broad Street</b><br><b>Chattanooga, TN 37402</b><br>Support for Fletcher Bright Fund for Strings permanent endowment.   | <b>25,000.00</b>    |
| <b>City of Chattanooga – Public Art [Code: PC]</b><br><b>101 East 11<sup>th</sup> Street, Suite 101</b><br><b>Chattanooga, TN 37402</b><br>Support for the Mural Project. Specifically, the funds are to support the<br>mural to be painted by Meg Saligman on the AT&T building at 300 M.L.<br>King Boulevard.  | <b>150,000.00</b>   |
| <b>City of Chattanooga – Transportation Department [Code: PC]</b><br><b>1250 Market Street, Suite 3030</b><br><b>Chattanooga, TN 37402</b><br>Support for preparation of Plan documents for the Virginia Avenue<br>Neighborhood Greenway, for the associated Overlay District Study,<br>and for renovations to sidewalks in the 500 block of East 5 <sup>th</sup> Street<br>and along Houston Street at the intersection with East 5 <sup>th</sup> Street. | <b>172,050.00</b>   |

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Civil War Preservation Trust [Code: PC]  
1156 15<sup>th</sup> Street N.W., Suite 900  
Washington, DC 20005

Support for acquisition of the 11.6 acre Veal (Browns Ferry) tract as a  
future addition to Chickamauga-Chattanooga National Military Park. \$ 75,000.00

Climate Conservation [Code: PC]  
Center for Large Landscape Conservation  
P.O. Box 1587  
Bozeman, MT 59771

Support for a new program coordinator position for the Practitioners'  
Network for Large Landscape Conservation. 10,000.00

CO.LAB [Code: PC]  
1100 Market Street, Suite 100  
Chattanooga, TN 37402

Support for the 2015 Mini Market Faire held in Chattanooga. 20,000.00

Support for general operations in fiscal year 2016. 200,000.00

Community Foundation of Greater Chattanooga [Code: PC]  
1270 Market Street  
Chattanooga, TN 37402

Support for the Chattanooga Music Resource Center for operations  
and activities of SoundCorps. 50,000.00

Support for ongoing design for development of the Chattanooga  
Design Studio over the course of 2015. 125,000.00

Support for the Bridge Scholars Fund in the 2015-2016 school year. 35,000.00

Support for the Pediatric Health Improvement Coalition of the  
Tennessee Valley and for the development of a new school-based  
pilot project in five Hamilton County public elementary schools. 127,973.00

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Consultative Group of Biological Diversity [Code: PC]  
Presidio Building 1016  
P.O. Box 29361  
San Francisco, CA 94129-0361  
Support for membership services in 2015 and 2016. \$ 13,000.00

Contemporary Performing Arts of Chattanooga [Code: PC]  
1307 Dodds Avenue  
Chattanooga, TN 37404  
Support for administration, hiring a full-time executive director as  
manager of Barking Legs Theater, and related programs and activities. 50,000.00

Coosa River Basin Initiative [Code: PC]  
408 Broad street  
Rome, GA 30161  
Support for a mapping project of the upper Coosa River for the  
purpose of developing and promoting recreational water trails on the  
Conasauga, Coosawattee, Oostanaula, Chattooga, and Coosa Rivers. 5,000.00

Crabtree Farms [Code: PF]  
P.O. Box 2250  
Chattanooga, TN 37409  
Support for a professional property survey and landscape plan that  
are components of a larger master planning process. 30,000.00

Creative Discovery Museum [Code: PC]  
P.O. Box 6339  
Chattanooga, TN 37402  
Support for the expansion of the *Make It* space. 75,000.00

Enterprise Center, Inc. [Code: PC]  
1250 Market Street, Suite 3020  
Chattanooga, TN 37402  
Support for an Advanced Manufacturing Application Center (AMAC)  
Feasibility Study. 10,000.00  
Support for the Tech Goes Home CHA program over the next 2 years. 50,000.00

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|  |                     |
|--|---------------------|
| <b>Etowah Historical Commission [Code: PC]</b><br><b>727 Tennessee Avenue South</b><br><b>Etowah, TN 37331</b><br>Support for new interpretive exhibits on the 2nd floor of the historic L&N Depot and for restoration of the original L&N caboose.              | <b>\$ 20,000.00</b> |
| <b>Friends of the Chickamauga-Chattanooga National Military Park [Code: GOV]</b><br><b>P.O. Box 748</b><br><b>Chattanooga, TN 37401</b><br>Support for six local community celebrations in conjunction with the National <i>Fund Your Park</i> Campaign in 2016. | <b>30,000.00</b>    |
| <b>Friends of the Library [Code: PC]</b><br><b>1001 Broad Street</b><br><b>Chattanooga, TN 37402</b><br>Support for operations and activities of <i>The Muse of Fire</i> project.  | <b>25,000.00</b>    |
| <b>Friends of the Sixth Cavalry Museum, Inc. [Code: PC]</b><br><b>P.O. Box 2011</b><br><b>Fort Oglethorpe, GA 30742-0011</b><br>Support for the <i>Hometown Teams</i> local exhibit displays and associated programming.   | <b>10,000.00</b>    |
| <b>Friends of the South Cumberland State Park [Code: PC]</b><br><b>P.O. Box 816</b><br><b>Sewanee, TN 37375</b><br>Support for the re-route of a section of the Fiery Gizzard Trail In the vicinity of the Ravens Point overlook.                                | <b>25,000.00</b>    |
| <b>Georgia Land Trust [Code: PC]</b><br><b>226 Old Ladlga Road</b><br><b>Piedmont, AL 36272</b><br>Support for the Thrive 2055/Ridge and Valley/Cumberland Plateau Conservation Land Project in the 2015 calendar year.  | <b>50,000.00</b>    |
| <b>Girls Preparatory School [Code: PC]</b><br><b>205 Island Avenue</b><br><b>Chattanooga, TN 37405</b><br>Support for the Mad Bad and Dangerous community-wide women's entrepreneurial summit  | <b>10,000.00</b>    |



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|  |              |
|--|--------------|
| Glass House Collective [Code: PC]<br>P.O. Box 5566<br>Chattanooga, TN 37406<br>Support for implementation of projects delineated in the<br><i>How to Guide</i> and the outcome report from the workshop.         | \$ 30,000.00 |
| Greater Chattanooga Sports & Events Committee [Code: PC]<br>736 Market Street, 18 <sup>th</sup> Floor<br>Chattanooga, TN 37402<br>Support for the 2015 IRON and Half-IRONMAN competition<br>held in Chattanooga. | 25,000.00    |
| green/spaces [Code: PC]<br>63 East Main Street<br>Chattanooga, TN 37408-1317<br>Support for the Empower Chattanooga program and for<br>participation in the GUEP competition.                                    | 45,000.00    |
| H'Art Gallery Tennessee [Code: PC]<br>110 East Main Street<br>Chattanooga, TN 37408-1211<br>Support for the expansion of art therapy classes and "Food<br>4 the Soul" artist supply boxes.                       | 25,000.00    |
| Jazzanooga [Code: PC]<br>108 Woodlawn Drive<br>Chattanooga, TN 37411-3529<br>Support for general operations.   | 50,000.00    |
| John C. Campbell Folk School [Code: PC]<br>One Folk School Road<br>Brasstown, NC 28902<br>Support for the Harrison Caldwell Memorial Fund.   | 2,500.00     |
| Land Trust for Tennessee [Code: PC]<br>P.O. Box 23473<br>Nashville, TN 37202<br>Support for operations and activities of the Southeast Office.   | 75,000.00    |

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**LAUNCH [Code: PC]**  
**P.O. Box 903**  
**Chattanooga, TN 37401**  
Support for general operations and capacity-building. \$ 150,000.00

**Lookout Mountain Conservancy [Code: PC]**  
**P.O. Box 76**  
**Lookout Mountain, TN 37350**  
Support for the Phase 1 Neighborhood Revitalization of Old Wauhatchie Pike. 102,500.00

**Matching Contributions:**  
To match Lyndhurst associates' 2014 personal charitable contributions. 26,614.00

**National Math Foundation [Code: PC]**  
**2610 South Salina Street**  
**Syracuse, NY 13205**  
Support for the 2015 Summer Institute held in Chattanooga. 5,000.00

**Northwest Georgia Regional Commission [Code: PC]**  
**P.O. Box 1798**  
**Rome, GA 30162-1798**  
Support for the *Northwest Georgia Scenic Bikeways and Trails: Planning for Multiuse Routes* feasibility study. 30,000.00

**Northwest Georgia SORBA [Code: PC]**  
**113 Sioux trail**  
**Dalton, GA 30720**  
Support for the expansion of the public trail system at Raisin Woods Mountain Bike Park, located in Dalton, Georgia. 15,000.00

**Partners for Livable Communities [Code: PC]**  
**1429 21<sup>st</sup> Street, NW**  
**Washington, DC 20036**  
Support for the 40<sup>th</sup> Anniversary Celebration and Campaign for Community Renewal. 10,000.00

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Public Markets, Inc. [Code: PC]

P.O. Box 810

Ooltewah, TN 37363

Support for a series of professional development workshops  
geared specifically for artists.

\$ 20,000.00

River City Company [Code: PC]

2nd Floor, Miller Plaza

850 Market Street

Chattanooga, TN 37402

Support for acquisition of the Chattanooga Woodworking  
Academy building.

325,000.00

Support for planning for the Arts District Pedestrian Promenade,  
acquisition of a lot at 1<sup>st</sup>/Cherry Street, and planning coordination.

350,000.00

Support for the 3<sup>rd</sup> Street and 4<sup>th</sup> Street Economic Development  
Corridor Study.

250,000.00

Support for the Retail Recruitment program, for staffing and  
programming over a three-year period.

150,000.00

RiverRocks [Code: PC]

c/o 29 Johnson Street

Chattanooga, TN 37408

Support for the 2015 RiverRocks event.

15,000.00

Southeast Tennessee Tourism Association [Code: PC]

P.O. Box 4757

Chattanooga, TN 37405

Support for design and landscape architectural consulting  
services to be provided by Kaizen Collaborative in conjunction  
with the development of the Hiwassee River Blueway.

10,500.00

Southeastern Cave Conservancy [Code: PC]

4311 7<sup>th</sup> Avenue

Chattanooga, TN 37407-2615

Support for land acquisition and preserve stewardship.

100,000.00

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|   |                     |
|---|---------------------|
| <b>Southern Lit Alliance [Code: PC]</b><br><b>3069 South Broad Street, Suite 2</b><br><b>Chattanooga, TN 37408</b><br><b>Support for the marketing campaign for the Celebration</b><br><b>of Southern Literature in April 2015.</b>   | <b>\$ 10,000.00</b> |
| <b>Splash [Code: PC]</b><br><b>1814 Wheeler Street</b><br><b>Chattanooga, TN 37406</b><br><b>Support for the summer and fall art program.</b>   | <b>10,000.00</b>    |
| <b>Tech Town Foundation, Inc. [Code: PC]</b><br><b>325 Market Street</b><br><b>Chattanooga, TN 37402</b><br><b>Support for an educational program that integrates cultural</b><br><b>arts and technology.</b>   | <b>85,000.00</b>    |
| <b>Tennessee Aquarium [Code: PC]</b><br><b>201 Broad Street, Suite 200</b><br><b>Chattanooga, TN 37402</b><br><b>Support for the development of the Tennessee Aquarium</b><br><b>Conservation Institute's s new facility.</b>   | <b>100,000.00</b>   |
| <b>Tennessee Watercolor Society [Code: PC]</b><br><b>9208 Heritage Drive</b><br><b>Brentwood, TN 37027</b><br><b>Support for the 2016 Traveling Exhibition.</b>   | <b>1,250.00</b>     |
| <b>University of Georgia Foundation [Code: PC]</b><br><b>394 South Milledge Avenue</b><br><b>Athens, GA 30602</b><br><b>Support for the Georgia Downtown Renaissance Partnership</b><br><b>at the Carl Vinson Institute of Government, to work with</b><br><b>several NW Georgia towns within the Thrive 2055 area on the</b><br><b>implementation of strategic planning programs and partnerships.</b> | <b>100,000.00</b>   |

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University of Tennessee at Chattanooga [Code: PC]  
Center for Academic and Innovative Technologies  
Dept 4234, 615 McCallie Avenue  
Chattanooga, TN 37403-2598

Support for development and staffing of the Interdisciplinary  
Geospatial Technology Lab.

\$ 100,000.00

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

Support for the NextLevel Chattanooga program and the effort  
to help small businesses in Chattanooga to grow and prosper.

60,000.00

WTCI TV 45 [Code: PC]  
7549 Bonnyshire Drive  
Chattanooga, TN 37416

Support for the documentary, *From the Streets to the Stage:  
The Journey of Frederick Davis*, and for associated programming.

10,000.00

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TOTAL 2015: \$4,368,487.00

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**LYNDHURST GRANT COMMITMENTS - APPROVED BY BOARD**

(As of December 31, 2015)

| Grant Recipient                                  | 2016                   | 2017                   | 2018                 |
|--|------------------------|------------------------|----------------------|
| ArtsBuild  | \$ 40,000.00           | \$ 25,000.00           |                      |
| A Step Ahead Foundation                          | \$ 75,000.00           | \$ 40,000.00           |                      |
| Baylor School                                    | \$ 2,500.00            |                        |                      |
| Big Wills Arts Council                           | \$ 20,000.00           |                        |                      |
| Chambless Shelter                                | \$ 250,000.00          |                        |                      |
| Chattanooga Area Food Bank                       | \$ 100,000.00          | \$ 50,000.00           |                      |
| Chattanooga Film Festival                        | \$ 50,000.00           |                        |                      |
| Chattanooga Theater Center                       | \$ 70,000.00           | \$ 70,000.00           | \$ 70,000.00         |
| City of Chattanooga Department of Public Works   | \$ 200,000.00          |                        |                      |
| City of Chattanooga Department of Transportation | \$ 200,000.00          |                        |                      |
| City of Chattanooga Office of the Mayor          | \$ 15,000.00           |                        |                      |
| City of Ringgold                                 | \$ 25,000.00           |                        |                      |
| Community Foundation of Greater Chattanooga      | \$ 25,000.00           |                        |                      |
| Company Lab                                      | \$ 200,000.00          |                        |                      |
| Contemporary Performing Arts of Chattanooga      | \$ 35,000.00           | \$ 25,000.00           |                      |
| Friends of the Chattanooga Public Library        | \$ 15,000.00           | \$ 10,000.00           |                      |
| Friends of Moccasin Bend National Park           | \$ 100,000.00          |                        |                      |
| Georgia Land Trust                               | \$ 50,000.00           | \$ 50,000.00           |                      |
| Greater Chattanooga Sports and Events Committee  | \$ 25,000.00           | \$ 50,000.00           | \$ 25,000.00         |
| Jazzanooga                                       | \$ 50,000.00           |                        |                      |
| Land Trust for Tennessee                         | \$ 225,000.00          | \$ 50,000.00           |                      |
| Lookout Mountain Conservancy                     | \$ 102,000.00          |                        |                      |
| Mountain Goat Trail Alliance                     | \$ 30,000.00           |                        |                      |
| Pediatric Health Improvement Coalition           | \$ 128,750.00          |                        |                      |
| Tennessee Aquarium                               | \$ 200,000.00          | \$ 200,000.00          | \$ 200,000.00        |
| Tennessee Watercolor Society                     |                        | \$                     | \$ 1,250.00          |
| Trust for Public Land                            | \$ 75,000.00           | \$ 600,000.00          |                      |
| Whitfield County Government                      | \$ 100,000.00          | \$ 100,000.00          |                      |
| University of Tennessee at Chattanooga           |                        |                        |                      |
| <b>Total</b>                                     | <b>\$ 2,408,250.00</b> | <b>\$ 1,270,000.00</b> | <b>\$ 296,250.00</b> |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE              | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------|--------------|-------------------------|-----------------------|---------------------------|-------------------------|
| MANAGED INVESTMENTS | 1,585,817.   | 0.                      | 1,585,817.            | 1,585,817.                | 1,585,817.              |
| TAX-EXEMPT INCOME   | 7,501.       | 0.                      | 7,501.                | 0.                        | 7,501.                  |
| TO PART I, LINE 4   | 1,593,318.   | 0.                      | 1,593,318.            | 1,585,817.                | 1,593,318.              |

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

| (A)<br>DESCRIPTION OF PROPERTY   | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|----------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| LT GAIN FROM MANAGED INVESTMENTS | 8,155,467.                  | 0.                            | 0.                        | PURCHASED                            | VARIOUS                                 | 12/31/15  |
|                                  |                             |                               |                           |                                      |   |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| CLASS ACTION LITIGATION        | 31.                         | 0.                            | 0.                        | PURCHASED                            | VARIOUS                                 | 12/31/15  |
|                                |                             |                               |                           |                                      |   |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| DISPOSAL OF DESK CHAIR         | 0.                          | 988.                          | 0.                        | PURCHASED                            | 09/26/05                                | 07/01/15  |
|                                |                             |                               |                           |                                      |   |           |



| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | DATE<br>ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|------------------|-----------|
| DISPOSAL OF DESK CHAIR         | 0.                          | 885.                          | 0.                        | PURCHASED                            | 12/15/08         | 10/15/15  |
|                                |                             |                               |                           |                                      |                  |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | DATE<br>ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|------------------|-----------|
| DISPOSAL OF ICEMAKER           | 0.                          | 1,099.                        | 0.                        | PURCHASED                            | 01/31/06         | 04/09/15  |
|                                |                             |                               |                           |                                      |                  |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | DATE<br>ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|------------------|-----------|
| DISPOSAL OF COMPUTER           | 0.                          | 1,413.                        | 0.                        | PURCHASED                            | 07/31/08         | 01/28/15  |
|                                |                             |                               |                           |                                      |                  |           |

|                                       |  |  |  |  |  |            |
|---------------------------------------|--|--|--|--|--|------------|
| NET GAIN OR LOSS FROM SALE OF ASSETS  |  |  |  |  |  | 8,155,498. |
| CAPITAL GAINS DIVIDENDS FROM PART IV  |  |  |  |  |  | 0.         |
| TOTAL TO FORM 990-PF, PART I, LINE 6A |  |  |  |  |  | 8,155,498. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PASS-THROUGH GAINS                    | -1,629,933.                 | -1,629,933.                       | -1,629,933.                   |
| UBTI INVESTMENTS                      | -177,540.                   | 0.                                | -177,540.                     |
| PASS-THROUGH MISCELLANEOUS INCOME     | 26,169.                     | 26,169.                           | 26,169.                       |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -1,781,304.                 | -1,603,764.                       | -1,781,304.                   |

FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 5,057.                       | 0.                                | 0.                            | 5,057.                        |
| TO FM 990-PF, PG 1, LN 16A | 5,057.                       | 0.                                | 0.                            | 5,057.                        |

FORM 990-PF ACCOUNTING FEES STATEMENT 5

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 29,000.                      | 19,430.                           | 0.                            | 9,570.                        |
| TO FORM 990-PF, PG 1, LN 16B | 29,000.                      | 19,430.                           | 0.                            | 9,570.                        |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AGENTS' FEES                 | 15,869.                      | 15,869.                           | 0.                            | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 15,869.                      | 15,869.                           | 0.                            | 0.                            |

| FORM 990-PF                     | TAXES                        |                                   |                               | STATEMENT                     | 7 |
|---------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                     | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| PERSONALTY TAXES/STORMWATER FEE | 230.                         | 0.                                | 0.                            | 230.                          |   |
| TAXES - 990-PF                  | 162,150.                     | 0.                                | 0.                            | 0.                            |   |
| TAXES - 990-T                   | 10.                          | 0.                                | 0.                            | 0.                            |   |
| STATE TAXES                     | 10.                          | 10.                               | 0.                            | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18     | 162,400.                     | 10.                               | 0.                            | 230.                          |   |

| FORM 990-PF                  | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 8 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| COMPUTER MAINTENANCE         | 1,793.                       | 0.                                | 0.                            | 1,793.                        |   |
| DIRECT CHARITABLE ACTIVITIES | 39,606.                      | 0.                                | 0.                            | 39,606.                       |   |
| DUES AND SUBSCRIPTIONS       | 38,974.                      | 0.                                | 0.                            | 38,974.                       |   |
| EMPLOYEE INSURANCE           | 78,154.                      | 0.                                | 0.                            | 78,154.                       |   |
| EQUIPMENT LEASE              | 4,334.                       | 0.                                | 0.                            | 4,334.                        |   |
| INSURANCE                    | 15,732.                      | 0.                                | 0.                            | 15,732.                       |   |
| MISCELLANEOUS EXP            | 2,908.                       | 0.                                | 0.                            | 2,908.                        |   |
| OFFICE SUPPLIES              | 30,472.                      | 0.                                | 0.                            | 30,472.                       |   |
| MOVING EXPENSES              | 565.                         | 0.                                | 0.                            | 565.                          |   |
| PENSION PLAN EXP             | 6,227.                       | 0.                                | 0.                            | 6,227.                        |   |
| PRINTING AND REPRODUCTION    | 64.                          | 0.                                | 0.                            | 64.                           |   |
| PAYROLL TAXES                | 41,918.                      | 0.                                | 0.                            | 41,918.                       |   |
| REPAIRS & MAINTENANCE        | 23,854.                      | 0.                                | 0.                            | 23,854.                       |   |
| SECT 125 PLAN EXP            | 275.                         | 0.                                | 0.                            | 275.                          |   |
| TELEPHONE EXP                | 5,961.                       | 0.                                | 0.                            | 5,961.                        |   |
| UTILITIES                    | 7,148.                       | 0.                                | 0.                            | 7,148.                        |   |
| TO FORM 990-PF, PG 1, LN 23  | 297,985.                     | 0.                                | 0.                            | 297,985.                      |   |

FOOTNOTES STATEMENT 9

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

| DESCRIPTION  | VALUATION METHOD | BOOK VALUE   | FAIR MARKET VALUE |
|--|------------------|--------------|-------------------|
| SIGULAR GUFF BRIC OPP FUND                         | COST             | 2,973,509.   | 4,156,881.        |
| THE RAPTOR GLOBAL FUND LTD                         | COST             | 30,790.      | 39,881.           |
| THE RAPTOR PRIVATE HOLDINGS                        | COST             | 22,973.      | 39,968.           |
| TUDOR FUTURES FUND                                 | COST             | 0.           | 0.                |
| VIKING GLOBAL EQUITY III, LTD                      | COST             | 6,045,543.   | 9,313,013.        |
| ABERDEEN FVP OFFSHORE FKA FLAG VENTURE PARTNERS IV |                  | 500,915.     | 576,930.          |
| ABERDEEN FPE OFFSHORE FKA FLAG PRIVATE EQUITY      | COST             | 341,656.     | 275,866.          |
| OCM PRINCIPAL OPPORTUNITIES                        | COST             | 0.           | 3,721.            |
| COMMONFUND CAPITAL INT'L PARTNERS IV, LP           | COST             | 742,947.     | 1,110,927.        |
| COMMONFUND REALTY INVESTORS, LLC                   | COST             | 0.           | 0.                |
| COMMONFUND CAP PRIV EQ PTS V, LP                   | COST             | 539,570.     | 1,336,864.        |
| ENCAP ENERGY CAP FUND VII-B, LP                    | COST             | 3,088,352.   | 706,479.          |
| WCP REAL ESTATE FUND II, LP                        | COST             | 2,594,127.   | 2,675,795.        |
| BLUE RIDGE OFFSHORE LP                             | COST             | 3,185,492.   | 6,087,165.        |
| FIR TREE CAPITAL OPPORTUNITY FUND LTD              | COST             | 0.           | 168,039.          |
| PIMCO SHORT TERM FUND (AND TOTAL RTN RD)           | COST             | 0.           | 0.                |
| GT EMERGING MARKETS (QP) L.P.                      | COST             | 9,845,725.   | 10,096,377.       |
| GT OFFSHORE FUND, LTD.                             | COST             | 35,939,637.  | 35,370,924.       |
| GT SPECIAL OPPORTUNITIES III, LP                   | COST             | 4,247,215.   | 4,202,265.        |
| GT INTERNATIONAL EQUITY QP FUND L.P.               |                  | 16,363,163.  | 16,320,272.       |
| GT US QP FUND L.P.                                 | COST             | 14,615,830.  | 16,446,796.       |
| 1607 CAPITAL BOND FUND, LP                         | COST             | 0.           | 0.                |
| EAGLE MLP STRATEGY FUND                            | COST             | 8,594,597.   | 8,594,597.        |
| CBL SECONDARY SPV, LP                              | COST             | 1,757,436.   | 1,964,538.        |
| VANGUARD TOTAL BOND INDEX FUND                     | COST             | 0.           | 0.                |
| GT INSTITUTIONAL FIXED INCOME FUND, LP             | COST             | 6,685,441.   | 6,379,315.        |
| PALLADIAN PARTNERS VIII-A, LP                      | COST             | 373,578.     | 413,281.          |
| TIGER GLOBAL PIP VIII, LP                          | COST             | 1,181,483.   | 2,189,599.        |
| TIGER GLOBAL PIP VIII HOLDING                      | COST             | 51,328.      | 27,155.           |
| TIGER GLOBAL PIP IX, LP                            | COST             | 1,169,140.   | 1,186,941.        |
| TOTAL TO FORM 990-PF, PART II, LINE 13             |                  | 120,890,447. | 129,683,589.      |

| FORM 990-PF                      | OTHER ASSETS               |                        | STATEMENT 11      |
|----------------------------------|----------------------------|------------------------|-------------------|
| DESCRIPTION                      | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
| INCOME TAX RECEIVABLE            | 286,560.                   | 393,305.               | 393,305.          |
| TO FORM 990-PF, PART II, LINE 15 | 286,560.                   | 393,305.               | 393,305.          |

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS      STATEMENT 12

| NAME AND ADDRESS   | TITLE AND AVRG HRS/WK         | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|-------------------------------|---------------|---------------------------|-----------------|
| STEPHEN A CULP<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403     | TRUSTEE<br>2.00               | 3,000.        | 0.                        | 0.              |
| KATHERINE N CURRIN<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403 | TRUSTEE AND SECRETARY<br>2.00 | 3,750.        | 0.                        | 0.              |
| KATHLEEN S HUNT<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403    | TRUSTEE<br>2.00               | 0.            | 0.                        | 0.              |
| JAMES O KENNEDY<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403    | TRUSTEE<br>2.00               | 3,000.        | 0.                        | 0.              |
| ALISON G LEOVITZ<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403   | TRUSTEE<br>2.00               | 0.            | 0.                        | 0.              |
| JAMES J MCGINNESS<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403  | TRUSTEE<br>2.00               | 3,000.        | 0.                        | 0.              |
| ROBERT K MILLS<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403     | TRUSTEE<br>2.00               | 3,000.        | 0.                        | 0.              |
| ROBERT C TAYLOR JR<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403 | CHAIRMAN<br>2.00              | 3,000.        | 0.                        | 0.              |

LYNDHURST FOUNDATION, INC

62-6044177

|   |                        |                       |                |           |
|---|------------------------|-----------------------|----------------|-----------|
| MARGARET W TOWNSEND<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403 | TRUSTEE<br>2.00        | 3,000.                | 0.             | 0.        |
| BENIC M CLARK, III<br>517 EAST FIFTH STREET<br>CHATTANOOGA, TN 37403  | PRESIDENT AND<br>40.00 | TREASURER<br>255,715. | 24,425.        | 0.        |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                          |                        | <u>277,465.</u>       | <u>24,425.</u> | <u>0.</u> |

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

CRABTREE FARMS

GRANTEE'S ADDRESS

1000 EAST 30TH STREET  
CHATTANOOGA, TN 37407

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 55,000.             | 12/20/11             | 30,000.                |

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

FLEETWOOD FOUNDATION - C/O GERBER/TAYLOR ASSOCIATES

GRANTEE'S ADDRESS

ONE COMMERCE SQUARE, SUITE 1900  
MEMPHIS, TN 38117

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 10,000,000.         | 01/20/12             | 939,975.               |

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A



GRANTEE'S NAME

FOOTPRINT FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205  
CHATTANOOGA, TN 37408

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 10,000,000.         | 01/20/12             | 997,255.               |

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

PATHFINDER FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205  
CHATTANOOGA, TN 37408

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 10,000,000.         | 01/20/12             | 1,152,408.             |

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

RIVERVIEW FOUNDATION

GRANTEE'S ADDRESS

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

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 10,000,000.         | 01/20/12             | 991,653.               |

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

SAPPHIRE FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205  
CHATTANOOGA, TN 37408

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 10,000,000.         | 01/20/12             | 917,173.               |

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A