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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

ENVELOPE POSTMARK DATE NOV 15 2018

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation FOOTPRINT FOUNDATION, INC.	**A** Employer identification number 27-5486356
Number and street (or P O box number if mail is not delivered to street address) THE LUPTON COMPANY, 201 W. MAIN ST — Room/suite STE 205	**B** Telephone number (see instructions) (423) 757-0507
City or town, state or province, country, and ZIP or foreign postal code CHATTANOOGA, TN 37408	**C** If exemption application is pending, check here ▶ ☐

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G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

04

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 22,804,111.

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,772.	2,772.		
	4	Dividends and interest from securities	167,569.	167,569.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,393,423.			
	b	Gross sales price for all assets on line 6a 8,404,133.				
	7	Capital gain net income (from Part IV, line 2)		2,389,270.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	683,272.	600,347.		
	12	**Total.** Add lines 1 through 11	3,247,036.	3,159,958.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages	96,000.			96,000.
	15	Pension plans, employee benefits	20,539.			20,539.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) [2]	46,105.	43,805.		2,300.
	17	Interest	252.	134.		118.
	18	Taxes (attach schedule) (see instructions) [3]	60,823.	3,223.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	24,602.			24,602.
	22	Printing and publications	2,517.			2,517.
	23	Other expenses (attach schedule) ATCH 4	484,989.	429,022.		38,166.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	735,827.	476,184.		184,242.
	25	Contributions, gifts, grants paid	865,200.			865,200.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,601,027.	476,184.		1,049,442.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	1,646,009.			
	b	**Net investment income** (if negative, enter -0-)		2,683,774.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	257,948.	710,720.	710,720.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[5]	523,372.	545,522.	538,980.
	b	Investments - corporate stock (attach schedule) ATCH 6	3,190,689.	9,617,222.	9,819,440.
	c	Investments - corporate bonds (attach schedule) ATCH 7	508,806.	348,607.	342,878.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	16,603,339.	11,508,092.	11,392,093.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	21,084,154.	22,730,163.	22,804,111.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	21,084,154.	22,730,163.	
	30	Total net assets or fund balances (see instructions)	21,084,154.	22,730,163.	
	31	Total liabilities and net assets/fund balances (see instructions)	21,084,154.	22,730,163.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	21,084,154.
2	Enter amount from Part I, line 27a	2	1,646,009.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	22,730,163.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,730,163.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,389,270.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	996,357.	21,271,589.	0.046840
2015	982,280.	21,532,427.	0.045619
2014	815,016.	20,333,104.	0.040083
2013	598,780.	15,981,675.	0.037467
2012	35,056.	12,616,600.	0.002779

2	Total of line 1, column (d)	2	0.172788
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.034558
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	21,084,257.
5	Multiply line 4 by line 3	5	728,630.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	26,838.
7	Add lines 5 and 6	7	755,468.
8	Enter qualifying distributions from Part XII, line 4	8	1,049,442.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	26,838.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		SEE TRANSITION TAX STATEMENT
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	26,838.
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	26,838.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 46,200.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 16,769.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	62,969.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	36,131.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 26,900. **Refunded** ▶	11	9,231.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ TN,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

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

Located at ▶ ATTACHMENT 9 ZIP+4 ▶ 37408

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

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

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year, did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017)		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions [ ] Yes [X] 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 [X] No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ [ ]			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? [ ] Yes [ ] No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		96,000.	11,865.	0.
Total number of other employees paid over $50,000 ▶				

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOOTPRINT FOUNDATION AWARD RECOGNIZES CREATIVE & DEDICATED INDIVIDUALS WHO NURTURE MEANIGFUL CONNECTIONS TO PLACE & COMMUNITY & OFFER OPPURTUNITIES FOR PUBLIC ENGAGEMENT.	69.
2 PLANT BASED IMPACT INVESTING WORKSHOP IS A CONVENING ACTIVITY THAT WILL BRING TOGETHER LOCAL STAKEHOLDERS, PHILANTHROPY, AND CURRENT/POTENTIAL GRANTEES TO LEARN TOGETHER.	1,800.
3	
4	

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

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

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	7,302,806.
b	Average of monthly cash balances	1b	815,366.
c	Fair market value of all other assets (see instructions)	1c	13,287,165.
d	**Total** (add lines 1a, b, and c)	1d	21,405,337.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	21,405,337.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	321,080.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,084,257.
6	**Minimum investment return.** Enter 5% of line 5	6	1,054,213.

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

1	Minimum investment return from Part X, line 6			1	1,054,213.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	26,838.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	8,066.		
c	Add lines 2a and 2b			2c	34,904.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,019,309.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,019,309.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,019,309.

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	1,049,442.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,049,442.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	26,838.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,022,604.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,019,309.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,027,458.	
b Total for prior years 20 15 ,20 14 ,20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,049,442.				
a Applied to 2016, but not more than line 2a			1,027,458.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				21,984.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				997,325.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 13				
Total . . . . ▶ **3a**				865,200.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,772.	
4 Dividends and interest from securities			14	167,569.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	4,153.	18	2,389,270.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14		76,216.		607,056.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		80,369.		3,166,667.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,247,036.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Alfred G Smith Jr | 11-14-18 | ▶ Vice Pres.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/12/2018		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212, LAKE SUCCESS, NY 11042 — Phone no 800-839-1754

JSA
7E1493 1 000

Footprint Foundation, Inc
Taxable Year Ending December 31, 2017

27-5486356

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

Name	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities			$ 5,156,710	$ 4,163,807	$ 992,903
Passthrough K-1 Capital Gain/(Loss) - non UBI					$ 1,136,809
Section 751 gain on sale of partnership - Reclass					$ (47,673)
Lupton International Equity Partnership LP	Purchase	8/1/2017	$ 3,247,423	$ 2,940,192	$ 307,231
Total included in Part IV			$ 8,404,133	$ 7,103,999	$ 2,389,270
Passthrough K-1 Capital Gain/(Loss) - UBI					$ 4,153
Part I, Line 6a Total					$ 2,393,423

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ANTERO MIDSTREAM PARTNERS L	-47.	
K-1 INC/LOSS BUCKEYE PARTNERS, LP	-146.	4.
K-1 INC/LOSS ENBRIDGE ENERGY PARTNERS LP	-313.	-1.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	-391.	14.
K-1 INC/LOSS ENERGY TRANSFER PARTNERS, L	-406.	176.
K-1 INC/LOSS ENLINK MIDSTREAM PARTNERS L	-462.	6.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-1,823.	4.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-203.	8.
K-1 INC/LOSS GENESIS ENERGY, L.P	-543.	14.
K-1 INC/LOSS JTL PRIVATE EQUITY FUND, L	95,227.	77,303.
K-1 INC/LOSS LUPTON DOMESTIC EQUITY PART	37,551.	37,847.
K-1 INC/LOSS LUPTON HEDGE FUND PARTNERSH	374,606.	351,231.
K-1 INC/LOSS LUPTON INTERNATIONAL EQUITY	94,973.	94,975.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-540.	
K-1 INC/LOSS MPLX LP	-1,265.	-4.
K-1 INC/LOSS ONEOK PARTNERS LP	-400.	
K-1 INC/LOSS PHILLIPS 66 PARTNERS LP	-64.	11.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-1,067.	4.
K-1 INC/LOSS RETHINK IMPACT, LP	151.	151.
K-1 INC/LOSS SHELL MIDSTREAM PARTNERS LP	-228.	19.
K-1 INC/LOSS SUNOCO LOGISTICS PARTNERS L	-49.	10.
K-1 INC/LOSS TALLGRASS ENERGY PARTNERS L	-270.	-2.
K-1 INC/LOSS WESTERN GAS PARTNERS, LP	38.	415.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-396.	
FEDERAL TAX REFUND	3,504.	
SEC 751 GAIN ON SALE ANTERO MIDSTREAM PA	169.	
SEC 751 GAIN ON SALE BUCKEYE PARTNERS, L	863.	
SEC 751 GAIN ON SALE ENBRIDGE ENERGY PAR	1,139.	
SEC 751 GAIN ON SALE ENERGY TRANSFER EQU	234.	
SEC 751 GAIN ON SALE ENERGY TRANSFER PAR	8,306.	
SEC 751 GAIN ON SALE ENLINK MIDSTREAM PA	2,904.	
SEC 751 GAIN ON SALE ENTERPRISE PRODUCTS	9,610.	

ATTACHMENT 1 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEC 751 GAIN ON SALE EQT MIDSTREAM PARTN	2,752.	
SEC 751 GAIN ON SALE GENESIS ENERGY, L.P	3,922.	
SEC 751 GAIN ON SALE MAGELLAN MIDSTREAM	3,424.	
SEC 751 GAIN ON SALE MPLX LP	5,973.	
SEC 751 GAIN ON SALE ONEOK PARTNERS LP	107.	
SEC 751 GAIN ON SALE PHILLIPS 66 PARTNER	440.	
SEC 751 GAIN ON SALE PLAINS ALL AMERICAN	1,961.	
SEC 751 GAIN ON SALE SHELL MIDSTREAM PAR	991.	
SEC 751 GAIN ON SALE SUNOCO LOGISTICS PA	15.	
SEC 751 GAIN ON SALE TALLGRASS ENERGY PA	1,178.	
SEC 751 GAIN ON SALE WESTERN GAS PARTNER	1,133.	
SEC 751 GAIN ON SALE WILLIAMS PARTNERS L	2,552.	
SECTION 965 INCOME	38,162.	38,162.
TOTALS	683,272.	600,347.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	43,805.	43,805.	
PHILANTHROPIC-PLANT BASED DCA	1,800.		1,800.
PHOTOGRAPHY SERVICES	500.		500.
TOTALS	46,105.	43,805.	2,300.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2017	39,400.	
990-T EXTENSION FOR 2016	12,700.	
FOREIGN TAX PAID	3,223.	3,223.
STATE INCOME TAX 2016	5,500.	
TOTALS	60,823.	3,223.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	32,180.		32,180.
BANK CHARGES	1,261.	1,261.	
FOUNDATION DUES & MEMBERSHIPS	216.		216.
INDEMNIFICATION INSURANCE	2,200.		2,200.
K-1 EXP ENERGY TRANSFER PARTNE	81.	77.	
K-1 EXP ENTERPRISE PRODUCTS PA	1.		
K-1 EXP GENESIS ENERGY, L.P	8.	7.	
K-1 EXP JTL PRIVATE EQUITY FUN	104,327.	100,693.	
K-1 EXP LUPTON DOMESTIC EQUITY	32,686.	32,679.	
K-1 EXP LUPTON HEDGE FUND PART	260,464.	246,326.	
K-1 EXP LUPTON INTERNATIONAL E	42,576.	42,576.	
K-1 EXP MAGELLAN MIDSTREAM PAR	1.		
K-1 EXP MPLX LP	8.		
K-1 EXP PLAINS ALL AMERICAN PI	14.	13.	
K-1 EXP RETHINK IMPACT, LP	5,393.	5,387.	
K-1 EXP SUNOCO LOGISTICS PARTN	3.	3.	
SPEAKER APPRECIATION EXPENSES	274.		274.
PAYROLL PROCESSING FEES	2,587.		2,587.
POSTAGE/DELIVERY SERVICE	34.		34.
STATE OR LOCAL FILING FEES	20.		20.
WEBSITE HOSTING/SUPPORT	560.		560.
CREDIT CARD LATE FEES	95.		95.
TOTALS	484,989.	429,022.	38,166.

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

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BANKS - 2.00	25,686.	25,042.
US T - 2.375% - 05/15/2027	25,244.	24,933.
US T NTS - 1.625% - 11/15/2022	24,815.	24,363.
US T NTS - 1.650% - 05/15/2026	32,717.	32,966.
US T NTS - 2.125% - 05/15/2025	29,576.	29,542.
US T NTS - 2.250% - 02/15/2027	25,188.	24,672.
US T NTS - 2.500% - 08/15/2023	10,702.	10,137.
US TURY - 1.750% - 10/31/2020	20,229.	19,887.
US TURY NOTE - 1.375% - 09/30/	35,313.	34,907.
USA NOTE - 2.250% - 08/15/2027	14,990.	14,789.
US OBLIGATIONS TOTAL	244,460.	241,238.
BRIDGEWATER & RARITAN NJ SCH D	35,660.	35,017.
CEDAR PARK TEX REF - 2.000% -	20,000.	19,827.
NASHUA NH GO BDS PENNICHUCK CO	31,673.	31,369.
NEW YORK N Y CITY TRANSITIONAL	37,133.	36,282.
S M EDL BLDG CORP REF-TAXABLE-	35,000.	34,966.
TEXAS ST UNIV SYS FING REV - 2	35,602.	35,186.
TEXAS TECH UNIV REVSREV FING S	35,530.	35,052.
UNIVERSITY CALIF REVS - 2.253%	35,464.	35,067.
WILLIAMSON CNTY TEX LTD - 1.17	35,000.	34,976.
STATE OBLIGATIONS TOTAL	301,062.	297,742.
US AND STATE OBLIGATIONS TOTAL	545,522.	538,980.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3M CO	8,073.	8,944.
ABBOTT LABS	4,373.	4,908.
ABBVIE INC	6,143.	8,027.
ACCENTURE PLC	3,259.	4,746.
ACTIVISION BLIZZARD INC	3,263.	3,356.
ADOBE SYSTEMS, INC	4,498.	5,257.
ADVANCED MICRO DEVICES INC	811.	607.
AECOM TECHNOLOGY CORPORATION	1,259.	1,449.
AETNA INC	3,427.	3,969.
AGILENT TECHNOLOGIES INC	2,317.	2,545.
ALBEMARLE CP	3,184.	3,453.
ALCOA INC	1,063.	1,185.
ALIGN TECHNOLOGY, INC	2,001.	2,666.
ALLERGAN PLC	4,234.	2,781.
ALLIANCE DATA SYSTEM CORP	954.	1,014.
ALLIANZGI GLOBAL WATER FUND CL	828,355.	860,216.
ALLSTATE CORP	3,569.	4,188.
ALPHABET INC CL A	17,666.	18,961.
ALPHABET INC CL C	18,166.	19,882.
ALTRIA GROUP INC	8,095.	7,855.
AMAZON COM	19,334.	19,881.
AMER INTERNATIONAL GROUP INC	3,533.	3,277.
AMERICAN AIRLINES GROUP INC	1,623.	1,613.
AMERICAN EXPRESS CO	4,182.	4,866.
AMERICAN TOWER REIT INC	4,771.	4,993.
AMERIPRISE FINANCIAL INC	2,910.	3,389.
AMERISOURCEBERGEN CORP	1,471.	1,469.
AMGEN INC	6,635.	6,434.
AMPHENOL CORPORATION	6,724.	7,639.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ANALOG DEVICES INC	2,830.	3,116.
ANDEAVOR	6,512.	7,775.
ANTHEM INC	2,098.	2,475.
AON PLC	2,777.	2,680.
APPLIED MATERIALS INC	3,103.	3,323.
APTIV PLC	1,393.	1,527.
ARROW ELECTRONICS INC	5,879.	6,111.
AT&T, INC	10,919.	11,625.
AUTODESK, INC	2,452.	2,306.
AUTOMATIC DATA PROCESSING INC	3,100.	3,516.
AVALONBAY CMNTYS INC	3,042.	2,855.
AVANGRID INC	2,748.	3,085.
AVNET INC	4,301.	4,319.
BAKER HUGHES A GE COMPANY	3,253.	2,943.
BALL CP	2,418.	2,157.
BANK NEW YORK MELLON CORP COM	3,396.	3,393.
BANK OF AMERICA CORP	14,187.	17,535.
BARD C R INC	1,931.	1,987.
BAXTER INTERNATIONAL INC	2,269.	2,327.
BECTON DICKINSON & CO	3,050.	3,211.
BIOGEN INC	4,241.	4,779.
BIOMARIN PHARMACEUTICAL INC	1,492.	1,516.
BLACKROCK INC	2,991.	3,596.
BOSTON COMMON INTERNATIONAL	2,568,878.	2,690,388.
BOSTON PPTYS INC	2,257.	2,471.
BOSTON SCIENTIFIC	2,856.	2,553.
BRISTOL-MYERS SQUIBB CO	5,853.	6,434.
CABOT OIL & GAS CORP	1,471.	1,630.
CAPITAL ONE FINANCIAL CORP	2,835.	3,485.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CARDINAL HEALTH INC	1,701.	1,348.
CATERPILLAR INC	5,918.	8,509.
CELGENE CORP	7,639.	5,949.
CERNER CORPORATION	1,571.	1,617.
CHARLES RIV LABORATORIES INTL	2,094.	2,298.
CHARLES SCHWAB CORP	3,245.	3,955.
CHUBB LIMITED	8,342.	8,329.
CIGNA	2,617.	3,046.
CISCO SYSTEMS INC	8,793.	10,571.
CITIGROUP INC	12,688.	14,212.
CME GROUP, INC	2,532.	3,067.
CMS ENERGY CP	3,122.	3,169.
COGNIZANT TECHNOLOGY SOLUTIONS	2,519.	2,557.
COLGATE-PALMOLIVE COMPANY	3,264.	3,773.
COMCAST CORP	14,492.	14,698.
COMMSCOPE HOLDING COMPANY INC	987.	1,059.
CONAGRA FOODS INC	1,789.	1,997.
CONOCOPHILLIPS	2,680.	3,403.
CONSOLIDATED EDISON INC	3,791.	3,908.
CORNING INC	3,044.	3,071.
COSTCO WHOLESALE CORPORATION	3,624.	4,467.
CROWN CASTLE INTL	2,334.	2,664.
CSX CORP	3,561.	3,851.
CUMMINS INC	2,138.	2,296.
CVS CAREMARK CORP	4,425.	3,698.
DANAHER CORP	3,245.	3,620.
DEERE CO	2,889.	3,600.
DELPHI AUTOMOTIVE PLC	283.	315.
DELTA AIR LINES INC	1,849.	1,960.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DEVON ENERGY CORPORATION	3,327.	4,306.
DIGITAL RLTY TR INC	1,906.	1,936.
DISCOVER FINL SVCS COM	1,657.	2,077.
DOLLAR GENERAL CORP	1,570.	2,046.
DTE ENERGY CO COM	3,443.	3,503.
DUKE REALTY CORPORATION	1,987.	1,932.
DXC TECHNOLOGY COMPANY	1,258.	1,518.
E*TRADE FINANCIAL CORP	1,703.	2,132.
EASTMAN CHEMICAL CO	1,799.	1,945.
EATON CORP PLC	2,785.	2,765.
EBAY INC	8,127.	8,001.
ECOLAB INC	2,119.	2,147.
EDISON INTL	3,687.	2,972.
EDWARDS LIFESCIENCES	1,911.	1,803.
ELECTRONIC ARTS	2,351.	2,206.
ELI LILLY & CO	4,238.	4,223.
EMERSON ELECTRIC CO	2,894.	3,345.
EOG RESOURCES INC	4,550.	5,180.
EQT CORPORATION	3,098.	2,846.
EQUINIX, INC	3,533.	3,626.
EQUITY RESIDENTIAL PPTYS TR	2,485.	2,359.
ESSEX PRTY TR INC	1,849.	1,690.
EVERSOURCE ENERGYINC	4,135.	4,233.
EXELIXIS, INC.	995.	1,125.
EXELON CORPORATION	2,820.	2,956.
EXPRESS SCRIPTS HOLDING CO	2,443.	2,911.
FACEBOOK INC	22,760.	24,350.
FASTENAL COMPANY	2,913.	3,828.
FEDEX CORPORATION	2,754.	3,244.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIDELITY NATIONAL INFORMATION	2,425.	2,540.
FIRST REPUBLIC BANK	1,907.	1,646.
FLIR SYSTEMS INC	2,279.	2,238.
FOOT LOCKER INC N.Y. COM	6,762.	8,720.
FORD MOTOR COMPANY	2,586.	2,760.
FRANKLIN RES INC	2,900.	2,860.
GALLAGHER ARTHUR J & CO	2,389.	2,594.
GENERAL MILLS INC	3,142.	3,439.
GENERAL MOTORS	3,750.	4,222.
GGP, INC	1,820.	1,801.
GILEAD SCIENCES INC	5,360.	5,230.
GOLDMAN SACHS GROUP	6,882.	7,898.
HARTFORD FINANCIALSERVICES GRO	2,044.	2,139.
HASBRO INC	1,034.	818.
HCA INC	2,058.	2,108.
HESS CORP	1,051.	1,092.
HEWLETT PACKARD ENTERPRISE CO	2,298.	2,398.
HEXCEL CP DELAWARE	658.	680.
HILTON WORLDWIDE HOLDINGS, INC	1,426.	1,837.
HOME DEPOT INC	7,657.	11,372.
HONEYWELL INTL	11,092.	12,576.
HOWARD HUGHES CORPORATION	1,613.	1,707.
HP INC	4,149.	4,643.
HUMANA INC	1,887.	1,985.
IDEX CP	4,203.	4,883.
IHS MARKIT LTD	3,397.	3,386.
ILLINOIS TOOL WORKS	1,370.	2,670.
ILLUMINA INC COM	1,548.	1,966.
INCYTE CORPORATION	1,944.	1,421.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTEL CORP	7,405.	11,955.
INTERCONTINENTAL EXCHANGE, INC	2,897.	3,105.
INTERNATIONAL BUSINESS MACHINE	7,687.	8,131.
INTERNATIONAL PAPER CO	2,049.	2,086.
INTERPUBLIC GROUP OF COS	1,755.	1,391.
INTUIT	1,624.	1,893.
INVITATION HOMES INC.	3,953.	3,960.
JABIL CIRCUIT INC	3,785.	3,334.
JOHNSON & JOHNSON	19,917.	21,097.
JOHNSON CONTROLS INTERNATIONAL	2,382.	2,058.
JP MORGAN CHASE	20,126.	23,633.
JUNIPER NETWORKS	1,373.	1,340.
KELLOGG CO	2,203.	2,243.
KEYCORP	1,910.	2,098.
KEYSIGHT TECHNOLOGIES INC	2,006.	1,997.
KIMBERLY CLARK CORP	2,598.	2,534.
KINDER MORGAN INC	8,852.	8,457.
KIRBY CORPORATION	2,078.	2,138.
LABORATORY CORP AMER HLDGS	1,873.	1,914.
LAM RESEARCH CORP	3,315.	3,865.
LANDSTAR SYSTEM	2,036.	2,603.
LAS VEGAS SANDS CORP	1,554.	1,737.
LENNAR CORP CL B	1,763.	2,067.
LOCKHEED MARTIN CORP	6,244.	6,742.
LOWES COMPANIES INC	2,902.	3,718.
LYONDELLBASELL INDUSTRIES NV	4,249.	5,406.
MARATHON OIL CORP COM	771.	948.
MARATHON PETROLEUM CORP	5,965.	7,390.
MARRIOTT INTERNATIONAL INC. CL	3,347.	4,343.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MARSH AND MCLENNAN COMPANIES I	2,746.	4,070.
MASTERCARD INC	6,295.	7,417.
MCCORMICK & CO	2,404.	2,650.
MCDONALD'S CORP	6,422.	9,122.
MCKESSON CORP	1,816.	1,715.
MEDTRONIC PLC	9,908.	10,094.
MERCK & CO INC	8,560.	7,653.
METLIFE INC	2,397.	2,477.
MGM RESORTS INTERNATIONAL	2,354.	2,404.
MICROCHIP TECHNOLOGY INC	2,574.	2,724.
MICRON TECHNOLOGY	2,304.	2,961.
MICROSOFT CORP	18,062.	35,498.
MOHAWK INDS INC	1,698.	1,931.
MONDELEZ INTERNATIONAL INC	5,113.	5,008.
MORGAN STANLEY	3,628.	4,093.
MURPHY USA INC	2,569.	2,813.
NABORS INDUSTRIES LTD	1,369.	1,216.
NATIONAL INSTRUMENTS CORPORATI	5,956.	6,120.
NETAPP, INC	2,835.	3,817.
NEWELL RUBBERMAID INC	2,071.	1,205.
NEWMONT MINING CORP	2,415.	2,514.
NEXTERA ENERGY, INC	4,426.	7,029.
NIELSEN HOLDINGS N.V	1,829.	1,711.
NIKE INC-CL B	5,846.	6,255.
NISOURCE INC	2,454.	2,362.
NORFOLK SOUTHERN CORP	2,252.	2,753.
NORTHERN TRUST CORPORATION	2,188.	2,497.
NORTHROP GRUMMAN CORP	2,912.	3,376.
NUCOR CP	2,277.	2,416.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NVIDIA CORP	6,723.	7,740.
O'REILLY AUTOMOTIVE INC	1,510.	1,924.
OCCIDENTAL PETROLEUM CORP	9,140.	9,870.
OMNICOM GROUP	2,068.	1,821.
ON SEMICONDUCTOR	975.	1,298.
ONEOK INC	5,747.	5,826.
ORACLE CORP	7,465.	6,903.
OWENS CORNING	3,505.	4,781.
PACCAR INC	2,399.	2,488.
PARKER HANNIFIN CP	729.	798.
PATTERSON-UTI ENERGY INC	3,038.	3,382.
PAX WORLD SMALL CAP FD INSTL	351,876.	383,747.
PAYPAL HOLDINGS, INC	4,108.	5,080.
PEPSICO INC	7,597.	9,354.
PERRIGO CO PLC	1,165.	1,307.
PFIZER INC	9,760.	10,540.
PHILIP MORRIS INTL	11,432.	10,142.
PIONEER NAT RES CO	1,633.	1,729.
PNC FINANCIAL GROUP INC	4,316.	4,906.
PPG INDUSTRIES INC	3,441.	3,855.
PRAXAIR INC	5,614.	7,115.
PRINCIPAL FINANCIAL GROUP	1,845.	1,976.
PROCTER GAMBLE CO	14,485.	14,885.
PROLOGIS	2,663.	2,903.
PRUDENTIAL FINCL INC	3,665.	3,794.
PUBLIC SVC ENTERPRISE GROUP IN	2,446.	2,833.
QUALCOMM INC	4,048.	4,802.
RAYMOND JAMES FINANCIAL INC	2,068.	2,233.
RAYTHEON CO	3,207.	3,569.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RED HAT, INC	1,484.	1,802.
REGAL BELOITE CP	678.	689.
REGENCY CENTERS CORP	2,387.	2,560.
REGENERON PHARMACEUTICALS INC	3,998.	3,008.
ROCKWELL AUTOMATION INC	1,125.	2,356.
ROCKWELL COLLINS INC	3,072.	3,391.
ROYAL CARRIBEAN CRUISE	1,614.	1,670.
S&P GLOBAL INC COM	2,418.	2,710.
SALESFORCE.COM	5,147.	5,725.
SCHLUMBERGER LTD	6,769.	6,806.
SCOTTS CO. CLASS A	1,505.	1,712.
SENSATA TECHNOLOGIES HOLDINGS	4,013.	4,651.
SERVICE NOW	1,538.	1,825.
SHERWIN-WILLIAMS CO	1,754.	2,050.
SIMON PPTY GROUP INC	2,898.	3,091.
SKYWORKS SOLUTIONS, INC	1,615.	1,424.
SNAP ON INC	3,731.	4,358.
SOUTHWEST AIRLINES	1,812.	1,964.
SPIRIT AEROSYSTEMS HOLDINGS CL	1,534.	1,658.
STANLEY BLACK & DECKER INC	2,347.	2,715.
STARBUCKS CORP COM	6,588.	6,777.
STATE STREET CORPORATION	2,272.	2,440.
SYMANTEC CORP	1,153.	1,038.
T-MOBILE US INC	1,837.	1,905.
T. ROWE PRICE ASSOCIATES	1,541.	1,994.
TARGET CORPORATION	1,637.	1,958.
TELEDYNE TECH INC	724.	725.
TESLA MOTORS INC	4,380.	4,048.
TEXAS INSTRUMENTS INC	3,156.	6,371.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TEXTRON INC	1,799.	2,094.
THE COCA-COLA CO	12,330.	13,030.
THE MOSAIC CO	1,295.	1,360.
THERMO FISHER SCIENTIFIC INC	4,902.	5,127.
TIAA CREF SOCIAL CHOICE BOND F	859,529.	860,102.
TIME WARNER INC	4,772.	4,391.
TJX COMPANIES INC	2,575.	2,829.
TOLL BROTHERS INC	1,426.	1,633.
TOUCHSTONE SUSTAINABILITY AND	3,349,896.	3,210,372.
TRAVELERS COMPANIES INC	2,741.	2,984.
TWITTER INC	1,109.	1,297.
ULTA SALON, COSMETICS & FRAGRA	1,279.	1,118.
UNION PACIFIC	3,447.	6,303.
UNITED CONTINENTAL HOLDINGS IN	1,153.	1,078.
UNITED PARCEL SERVICE	3,377.	3,575.
UNITED TECHNOLOGIES CORP	4,105.	5,358.
UNITEDHEALTH GROUP INC	10,162.	11,684.
US BANCORP	4,933.	5,037.
USD CYRUSONE INC	2,124.	2,143.
V F CORP	2,219.	2,664.
VAIL RESORTS INC	2,757.	2,762.
VENTAS INC	2,052.	1,800.
VERIZON COMMUNICATIONS	11,412.	13,391.
VIACOM INC. CL B	1,041.	893.
VISA INC	9,811.	11,402.
WAL-MART STORES INC	11,245.	14,319.
WALDEN SOCIAL EQUITY FUND	474,586.	501,402.
WALGREENS BOOTS ALLIANCE	3,990.	3,631.
WALT DISNEY HOLDINGS CO	12,173.	12,364.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WASTE MANAGEMENT INC	3,225.	3,711.
WATERS CORP	1,473.	1,546.
WAYFAIR INC	659.	803.
WELLS FARGO & CO	15,843.	17,776.
WELLTOWER INC	2,580.	2,232.
WESTERN DIGITAL CORP	3,473.	3,022.
WEYERHAEUSER CO	1,666.	1,728.
WHIRLPOOL CORP	1,328.	1,180.
WILLIAMS SONOMA INC	6,411.	6,566.
WILLIS TOWERS WATSON PUBLIC LT	1,915.	1,959.
WORKDAY INC	1,554.	1,526.
XEROX CP	3,043.	3,061.
XILINX INC	1,908.	1,955.
XYLEM INC	2,049.	2,455.
YUM BRANDS INC	1,940.	2,122.
ZIMMER BIOMET HOLDINGS	2,072.	1,931.
ZOETIS INC	1,820.	2,089.
TOTALS	9,617,222.	9,819,440.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN EXPRESS CREDIT MTN -	15,112.	14,950.
ANHEUSER BUSCH BOND - 3.300% -	14,918.	15,349.
AT&T INC - 4.125% - 02/17/2026	10,893.	10,229.
BANK OF NY MELLON - 2.050% - 0	19,991.	19,757.
CITIGROUP INC - 2.500% - 09/26	15,293.	15,043.
COMCAST CORP BOND - 2.850% - 0	20,447.	20,160.
CVS HEALTH CORP BOND - 2.800%	10,330.	10,041.
DISNEY WALT CO MTNS - 1.850% -	9,556.	9,158.
GENERAL ELEC CAP CORP - 4.650%	28,226.	26,915.
GOLDMAN SACHS GROUP INC - 2.00	10,118.	9,970.
HOME DEPOT - 2.625% - 06/01/20	20,263.	20,112.
JPMORGAN CHASE & CO - 3.300% -	10,368.	10,079.
JPMORGAN CHASE & CO - 4.500% -	10,979.	10,701.
LOWES COS INC NOTE CALL - 2.50	14,282.	14,420.
MEDTRONIC INC - 2.500% - 03/15	15,252.	15,089.
MS GLBL - 2.375% - 07/23/2019	10,068.	10,011.
NSTAR ELEC CO - 2.375% - 10/15	14,733.	14,756.
ORACLE CORP SR NT - 2.250% - 1	25,473.	25,112.
PRUDENTIAL - 3.500% - 05/15/20	10,544.	10,387.
SHELL INTERNATIONAL - 3.250% -	21,196.	20,548.
TORONTO DOMINION BANK - 2.250%	20,135.	20,012.
UNITED HEALTH GRP - 2.700% - 0	10,352.	10,115.
UNITEDHEALTH GROUP INC - 1.700	10,078.	9,964.
TOTALS	348,607.	342,878.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JTL PRIVATE EQUITY FUND, L.P	1,902,092.	965,546.
LUPTON DOMESTIC EQUITY PARTNER	1,707,268.	2,073,593.
LUPTON HEDGE FUND PARTNERSHIP	7,829,590.	8,286,391.
RETHINK IMPACT, LP	69,142.	66,563.
TOTALS	11,508,092.	11,392,093.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
5,156,710.		4,163,807.					992,903.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							1,136,809.	
		SEC 751 GAIN ON SALE OF PTSHP RECLASS						
							-47,673.	
		LUPTON INTERNATIONAL EQUITY PARTNERSHIP				P	02/21/2012	08/01/2017
3,247,423.		2,940,192.					307,231.	
TOTAL GAIN(LOSS)							2,389,270.	

ATTACHMENT 9

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

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

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JESSICA MONTAGUE THE LUPTON COMPANY, 201 W. MAIN ST STE 205 CHATTANOOGA, TN 37408	DIR 1.00	0.	0.	0.
JOHN P MONTAGUE THE LUPTON COMPANY, 201 W. MAIN ST STE 205 CHATTANOOGA, TN 37408	DIR, SEC 1.00	0.	0.	0.
KRISTINA MONTAGUE THE LUPTON COMPANY, 201 W. MAIN ST STE 205 CHATTANOOGA, TN 37408	DIR 1.00	0.	0.	0.
L THOMAS MONTAGUE THE LUPTON COMPANY, 201 W. MAIN ST STE 205 CHATTANOOGA, TN 37408	DIR, TREAS 1.00	0.	0.	0.
ALFRED SMITH THE LUPTON COMPANY, 201 W. MAIN ST STE 205 CHATTANOOGA, TN 37408	DIR, VP 1.00	0.	0.	0.

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALICE SMITH THE LUPTON COMPANY, 201 W. MAIN ST STE 205 CHATTANOOGA, TN 37408	DIR, PRES 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
LISA P FLINT 201 W. MAIN ST, STE 205 CHATTANOOGA, TN 37408	FDN ADMINISTRATOR 40.00	96,000.	11,865.
	TOTAL COMPENSATION	96,000.	11,865.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ALFRED SMITH
ALICE SMITH

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIKE WALK TENNESSEE 903 WINDGATE ST KNOXVILLE, TN 37919	N/A PC	TO SUPPORT THE PLANNING OF A CHATTANOOGA CICLOVIA EVENT AND EFFORTS TO COMPLETE US BIKE ROUTE FROM CHATTANOOGA TO KNOXVILLE AND NASHVILLE	20,000
BUSINESS ALLIANCE FOR LOCAL LIVING ECONOMIES 2323 BROADWAY OAKLAND, CA 94612	N/A PC	TO SUPPORT THE BALLE LOCAL ECONOMY FELLOWS TRAVEL FUND	1,500
BUSINESS ALLIANCE FOR LOCAL LIVING ECONOMIES 2323 BROADWAY OAKLAND, CA 94612	N/A PC	TO SUPPORT A CHATTANOOGA-BASED WORKSHOP RE. PBII AND LOCALISM IN 2018 PROGRAM	20,000
CAUSEWAY INC 16 PATTEN PKWY CHATTANOOGA, TN 37402	N/A PC	TO SUPPORT GIVING TUESDAY WITH SMALL GRANTS TO AREA NONPROFITS	15,000
CENTER FOR MINDFUL LIVING 400 E MAIN ST STE 150 CHATTANOOGA, TN 37408	N/A PC	CHARITABLE EVENT	2,500
CHATTANOOGA FILM FESTIVAL 9689 SALISBURY LN OOLTEWAH, TN 37363	N/A PC	TO SUPPORT THE PILOT OF FANCY MAMA FILMMAKER-IN-RESIDENCE PROGRAM	15,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHATTANOOGA FILM FESTIVAL 9689 SALISBURY LN OOLTEWAH, TN 37363	N/A PC	CHARITABLE EVENT	25,000
CHATTANOOGA FILM SOCIETY 4904 BAL HARBOR CIR CHATTANOOGA, TN 37416	N/A PC	TO SUPPORT THE FILM COMPONENT OF THE ED JOHNSON PROJECT	25,000
CHATTANOOGA NEIGHBORHOOD ENTERPRISE INC 1500 CHESTNUT ST STE 102 CHATTANOOGA, TN 37408	N/A PC	FIRST INSTALLMENT FOR THE BUZZ LOCAL, CITY SITE VISIT COORDINATION AND LOCAL CONVENING	35,000
CHATTANOOGA-HAMILTON COUNTY PUBLIC EDUCATION FUND 100 E 10TH ST STE 500 CHATTANOOGA, TN 37402	N/A PC	TO SUPPORT A CLASSROOM ENGAGEMENT /INNOVATION FUND FOR CHIEF ACADEMIC OFFICER	150,000
CHATTANOOGA-HAMILTON COUNTY PUBLIC EDUCATION FUND 100 E 10TH ST STE 500 CHATTANOOGA, TN 37402	N/A PC	TO SUPPORT STIPENDS FOR THE 2017 TEACHERPRENEUR PROGRAM	50,000
CITY OF CHATTANOOGA 101 E 11TH ST, RM 101 CHATTANOOGA, TN 37402	N/A GOV	TO SUPPORT PUBLIC ART CHATTANOOGA'S STRATEGIC PLANNING PROCESS	20,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLAB 1100 MARKET ST STE 100 CHATTANOOGA, TN 37402	N/A PC	TO SUPPORT THE LAUNCH OF KIVA CHATTANOOGA PROJECT	50,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST STE 200 CHATTANOOGA, TN 37402	N/A PC	TO SUPPORT THE ART COMPONENT OF THE ED JOHNSON MEMORIAL PROJECT	25,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST STE 200 CHATTANOOGA, TN 37402	N/A PC	TO SPONSOR PUBLIC SCREENING AND PANEL DISCUSSION RE HIDDEN FIGURES	700
CONSERVATION LEGACY 701 CAMINO DEL RIO STE 101 DURANGO, CO 81301	N/A PC	SE CONSERVATION CORPS STRATEGIC PLANNING EFFORTS	14,700
GLASS HOUSE COLLECTIVE PO BOX 5566 CHATTANOOGA, TN 37406	N/A PC	GENERAL & UNRESTRICTED	33,300
GREENSPACES 63 E MAIN ST CHATTANOOGA, TN 37408	N/A PC	GENERAL & UNRESTRICTED	25,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREENSPACES 63 E MAIN ST CHATTANOOGA, TN 37408	N/A PC	TO SUPPORT THE GREENLIGHT PROGRAM AND MEASURE WHAT MATTERS	10,000
GREENSPACES 63 E MAIN ST CHATTANOOGA, TN 37408	N/A PC	FOR COORDINATION OF CITY POWER, A COLLECTIVE IMPACT MODEL TO ADDRESS NEEDS OF OUR URBAN NEIGHBORHOODS AND THEIR CONNECTION TO DOWNTOWN	20,000
HUMBOLDT AREA FOUNDATION 363 INDIANOLA RD BAYSIDE, CA 95524	N/A PC	TO SUPPORT THE FOOTPRINT FUND	36,000
HUMBOLDT AREA FOUNDATION 363 INDIANOLA RD BAYSIDE, CA 95524	N/A PC	TO SUPPORT EFFORTS OF EQUITY ALLIANCE PROGRAM	25,000
LAUNCH PO BOX 903 CHATTANOOGA, TN 37401	N/A PC	HIGH SCHOOL ENTREPRENEURSHIP PROGRAM	20,000
LITTLE THEATRE PO BOX 4023 CHATTANOOGA, TN 37405	N/A PC	TO SUPPORT GENERAL OPERATIONS AT THE CHATTANOOGA THEATRE CENTER	50,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MTN, TN 37350	N/A PC	GENERAL & UNRESTRICTED	35,000.
PLAYHOUSE ARTS 1251-9TH ST ARCATA, CA 95521	N/A PC	TO SUPPORT THE FOLLOWING ARCATA PLAYHOUSE PROGRAMMING A WOMAN'S PLACE IS IN HER HOME, GOLDEN STATE CREAMERY, PLAYHOUSE ARTISTS IN SCHOOLS	14,000
SAVE THE REDWOODS LEAGUE 111 SUTTER ST 11TH FL SAN FRANCISCO, CA 94104	N/A PC	PLANNING OF NEW REDWOODS CENTER IN ORICK, CA PROJECT	25,000
UNIFIED 1609 MCCALLIE AVE CHATTANOOGA, TN 37404	N/A PC	GENERAL & UNRESTRICTED	45,000
YOUNG WOMENS LEADERSHIP ACADEMY FOUNDATION INC 1802 BAILEY AVE CHATTANOOGA, TN 37404	N/A PC	GENERAL & UNRESTRICTED	35,000
R GOLSON 8469 SHAWN RIDGE DRIVE HARRISON, TN 37341	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
B KELLY 1714 ASHMORE AVE CHATTANOOGA, TN 37415	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500
B. HARRIS 1903 TUNNEL BLVD CHATTANOOGA, TN 37406	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500
		TOTAL CONTRIBUTIONS PAID	865,200

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	28,543.	14	565,390.	
FEDERAL TAX REFUND			01	3,504.	
SEC 751 GAIN ON SALE OF PTSHP	525990	47,673.			
SECTION 965 INCOME TAX				38,162.	
TOTALS		76,216.		607,056.	