2949133408209 9

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, 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 ▶ ☐

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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 25,103,427.

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

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).)

		(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)	4,321,561.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,698.	17,698.		
	4 Dividends and interest from securities	394,883.	394,883.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	412,204.			
	b Gross sales price for all assets on line 6a 27,521,832.				
	7 Capital gain net income (from Part IV, line 2)		392,135.		
	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	99,494.	74,094.		
	12 **Total** Add lines 1 through 11	5,245,840.	878,810.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	100,323.			100,323.
	15 Pension plans, employee benefits	21,212.			21,212.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [2]	138,637.	138,137.		500.
	17 Interest	12.			
	18 Taxes (attach schedule) (see instructions) [3]	56,471.	2.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	31,142.			31,142.
	22 Printing and publications	28.			28.
	23 Other expenses (attach schedule) ATCH 4	111,676.	63,465.		41,405.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	459,501.	201,604.		194,610.
	25 Contributions, gifts, grants paid	848,000.			848,000.
	26 Total expenses and disbursements Add lines 24 and 25	1,307,501.	201,604.		1,042,610.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,938,339.			
	b **Net investment income** (if negative, enter -0-)		677,206.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED NOV 25 2019 OGDEN, UT E1436 IRS-OSC

ENVELOPE POSTMARK DATE NOV 15 2019

SCANNED JAN 02 2019

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

			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	710,720.	806,738.	806,738.
	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) ▶ *		* 250,000.	ATCH 5
		Less allowance for doubtful accounts ▶		250,000.	250,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[6]	545,522.	1,350,419.	1,344,325.
	b	Investments - corporate stock (attach schedule) ATCH 7	9,617,222.	16,334,159.	15,200,045.
	c	Investments - corporate bonds (attach schedule) ATCH 8	348,607.	1,943,699.	1,919,461.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	11,508,092.	5,983,487.	5,582,858.
	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)	22,730,163.	26,668,502.	25,103,427.
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	22,730,163.	26,668,502.	
	30	**Total net assets or fund balances** (see instructions)	22,730,163.	26,668,502.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	22,730,163.	26,668,502.	

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	22,730,163.
2	Enter amount from Part I, line 27a	2	3,938,339.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,668,502.
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	26,668,502.

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	392,135.
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))
2017	1,022,604.	21,084,257.	0.048501
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

2	Total of line 1, column (d)	2	0.218510
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	0.043702
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	25,170,412.
5	Multiply line 4 by line 3	5	1,099,997.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,772.
7	Add lines 5 and 6	7	1,106,769.
8	Enter qualifying distributions from Part XII, line 4	8	1,042,610.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	13,544.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	13,544.
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	13,544.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 53,100.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 57,134.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	110,234.
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	96,690.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 13,600. **Refunded** ▶	11	83,090.

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 2018 or the tax year beginning in 2018? 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 ATCH 10	10	X	

JSA
8E1440 1 000

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 11 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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 2018 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 2018)	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 2018?	4b		X

JSA
8E1450 1 000

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

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

1 *List all officers, directors, trustees, and 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 12		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 13		100,323.	12,911.	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
ATCH 14		117,408.
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.	543.
2	
3	
4	

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

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

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	21,070,894.
b	Average of monthly cash balances	1b	1,698,236.
c	Fair market value of all other assets (see instructions)	1c	2,784,588.
d	**Total** (add lines 1a, b, and c)	1d	25,553,718.
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	25,553,718.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	383,306.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,170,412.
6	**Minimum investment return.** Enter 5% of line 5	6	1,258,521.

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	1,258,521.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	13,544.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,544.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,244,977.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,244,977.
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	1,244,977.

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	1,042,610.
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	1,042,610.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,042,610.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,244,977.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			997,325.	
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 1,042,610.				
a Applied to 2017, but not more than line 2a			997,325.	
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 2018 distributable amount				45,285.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				1,199,692.
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 2013 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	(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 15

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 ▶ [X] 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 16				
Total . . . . ▶ **3a**				848,000.
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	17,698.	
4 Dividends and interest from securities			14	394,883.	
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	4,287.	18	407,917.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 17		1,114.		98,380.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		5,401.		918,878.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 924,279.

(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

▶ Signature of officer or trustee — Date 11/13/19 — ▶ Title Secretary / Treasurer

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	11/12/2019		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	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2018

Name of the organization: FOOTPRINT FOUNDATION, INC.

Employer identification number: 27-5486356

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization FOOTPRINT FOUNDATION, INC.

Employer identification number 27-5486356

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALICE P. LUPTON IRREVOCABLE TRUST 201 WEST MAIN STREET, SUITE 205 CHATTANOOGA, TN 37408	$ 4,321,561.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization FOOTPRINT FOUNDATION, INC.

Employer identification number 27-5486356

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	JTL PRIVATE EQUITY FUND, L.P JTLP-F, 1 SH.	$ 215,206.	01/01/2018

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	JUMPFUND, L.P JUMPFUND, 1 SH.	$ 106,355.	06/29/2018

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization FOOTPRINT FOUNDATION, INC.

Employer identification number 27-5486356

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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			$ 15,501,729	$ 15,549,592	$ (47,863)
Passthrough K-1 Capital Gain/(Loss) - non UBI					$ 90,160
Lupton Domestic Equity Partnership LP	Purchase	2/1/2018	$ 2,158,497	$ 1,730,510	$ 427,987
Lupton Hedge Fund Partnership LP	Purchase	2/1/2018	$ 8,497,745	$ 7,891,269	$ 606,476
JTL Private Equity Fund, L P	Purchase	6/1/2018	$ 1,363,861	$ 2,032,704	$ (668,843)
Total included in Part IV			$ 27,521,832	$ 27,204,075	$ 407,917
Passthrough K-1 Capital Gain/(Loss) - UBI					$ 4,287
Part I, Line 6a Total					$ 412,204

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS BOSTON COMMON INTERNATIONAL	15,077.	15,077.
K-1 INC/LOSS JUMPFUND, L.P	92.	92.
K-1 INC/LOSS LUPTON DOMESTIC EQUITY PART	3,908.	3,844.
K-1 INC/LOSS LUPTON HEDGE FUND PARTNERSH	56,129.	54,963.
K-1 INC/LOSS RETHINK IMPACT, LP	89.	88.
FEDERAL TAX REFUND	24,169.	
SEC 965 INCOME	30.	30.
TOTALS	99,494.	74,094.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	138,137.	138,137.	
VIDEO PRODUCTION SERVICES	500.		500.
TOTALS	138,637.	138,137.	500.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2018	26,200.	
990-PF EXTENSION FOR 2017	16,769.	
990-T 1ST EXTENSION FOR 2017	9,700.	
FOREIGN TAX PAID	2.	2.
STATE INCOME TAX 2017	3,800.	
TOTALS	56,471.	2.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	35,341.		35,341.
FOUNDATION DUES & MEMBERSHIPS	20.		20.
INDEMNIFICATION INSURANCE	1,402.		1,402.
INSURANCE PREMIUMS	847.		847.
K-1 EXP BOSTON COMMON INTERNAT	1,887.	1,804.	
K-1 EXP JUMPFUND, L.P	5,625.	5,621.	
K-1 EXP LUPTON DOMESTIC EQUITY	3,462.	3,438.	
K-1 EXP LUPTON HEDGE FUND PART	53,770.	47,128.	
K-1 EXP RETHINK IMPACT, LP	5,527.	5,474.	
RECIPIENT AWARD EXPENSES	543.		543.
OFFICE SUPPLIES	200.		200.
PAYROLL PROCESSING FEES	2,943.		2,943.
POSTAGE/DELIVERY SERVICE	70.		70.
STATE OR LOCAL FILING FEES	39.		39.
TOTALS	111,676.	63,465.	41,405.

ATTACHMENT 5

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	LOW INCOME INVESTMENT FUND
ORIGINAL AMOUNT:	250,000.
INTEREST RATE:	1.7500 %
DATE OF NOTE:	01/12/2018
MATURITY DATE:	12/31/2021
REPAYMENT TERMS:	INTEREST QUARTERLY, PRINCIPAL AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	INVESTMENT
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

ENDING BALANCE DUE	250,000.
ENDING FAIR MARKET VALUE	250,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	250,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	250,000.

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

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US T - 2.375% - 05/15/2027	25,244.	24,484.
US T NOTE - 2.750% - 11/15/202	35,403.	35,394.
US T NTS - 1.375% - 05/31/2020	19,690.	19,677.
US T NTS - 1.625% - 11/15/2022	24,815.	24,202.
US T NTS - 1.650% - 05/15/2026	18,695.	18,681.
US T NTS - 2.000% - 05/31/2021	19,745.	19,781.
US T NTS - 2.000% - 11/15/2021	19,480.	19,744.
US T NTS - 2.125% - 05/15/2025	29,576.	29,194.
US T NTS - 2.250% - 02/15/2027	25,188.	24,276.
US T NTS - 2.500% - 08/15/2023	10,702.	9,997.
US TURY - 1.750% - 10/31/2020	35,092.	34,522.
US TURY - 2.250% - 11/15/2025	28,972.	29,351.
US TURY - 2.875% - 05/15/2028	19,982.	20,311.
USA NOTE - 2.250% - 08/15/2027	14,990.	14,517.
US OBLIGATIONS TOTAL	327,574.	324,131.
BRIDGEWATER & RARITAN NJ SCH D	20,377.	19,931.
CALIFORNIA ST DEP WTR RES PWR	68,252.	67,988.
CALIFORNIA ST TAXABLE GO HIGH	75,056.	74,462.
CEDAR PARK TEX REF - 2.000% -	20,000.	19,850.
CHELAN CNTY WASH PUB UTIL - 4.	89,666.	89,879.
DENVER CO CITY & CNTY - 3.293%	100,000.	100,865.
GREAT LAKES WTR AUTH - 3.152%	110,001.	110,764.
HONOLULU HI - 3.125% - 10/01/2	69,002.	69,348.
HOUSTON TEX UTIL SYS - 3.823%	59,770.	61,745.
HOUSTON TX - 3.828% - 05/15/20	77,996.	77,221.
NASHUA NH GO BDS PENNICHUCK CO	31,673.	30,800.
NEW YORK N Y CITY TRANSITIONAL	37,134.	35,565.
NEW YORK, NY - 3.428% - 02/01/	87,080.	87,303.
OREGON STATE - 2.800% - 01/01/	70,242.	70,124.
TEXAS ST UNIV SYS FING REV - 2	35,602.	34,736.
TEXAS TECH UNIV REVSREV FING S	35,530.	34,865.
UNIVERSITY CALIF REVS - 2.253%	35,464.	34,748.
STATE OBLIGATIONS TOTAL		

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

ATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
	1,022,845.	1,020,194.
US AND STATE OBLIGATIONS TOTAL	1,350,419.	1,344,325.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3M CO	35,189.	28,962.
ABBOTT LABS	49,116.	54,464.
ABBVIE INC	31,868.	29,040.
ACCENTURE PLC	18,328.	18,049.
ACTIVISION BLIZZARD INC	12,529.	8,010.
ADOBE SYSTEMS, INC	44,718.	45,700.
ADVANCED MICRO DEVICES INC	1,967.	3,563.
AECOM TECHNOLOGY CORPORATION	1,259.	1,034.
AFLAC INC	8,446.	8,793.
AGILENT TECHNOLOGIES INC	5,803.	6,274.
AKAMAI TECH COM STK	2,484.	2,138.
ALBANY INTERNATIONAL CORP	2,661.	2,435.
ALBEMARLE CP	3,184.	2,081.
ALEXANDRIA REAL ESTATE EQUITIE	7,493.	6,914.
ALEXION PHARMACEUTICALS, INC	3,554.	3,018.
ALLERGAN PLC	12,379.	9,223.
ALLIANCE DATA SYSTEM CORP	954.	600.
ALLSTATE CORP	10,355.	9,089.
ALPHABET INC CL A	72,126.	65,832.
ALPHABET INC CL C	68,132.	63,172.
ALTRIA GROUP INC	30,403.	21,188.
AMER INTERNATIONAL GROUP INC	10,845.	6,660.
AMERICAN AIRLINES GROUP INC	5,550.	3,307.
AMERICAN EXPRESS CO	20,288.	19,255.
AMERICAN STATES WATER CO	2,663.	2,682.
AMERICAN TOWER REIT INC	25,357.	26,734.
AMERICAN WATER WORKS COMPANY I	5,633.	6,263.
AMERIPRISE FINANCIAL INC	2,910.	2,087.
AMERISOURCEBERGEN CORP	2,989.	2,530.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMGEN INC	24,818.	26,280.
AMPHASTAR PHARMACEUTICALS INC	2,643.	3,184.
AMPHENOL CORPORATION	8,476.	7,616.
ANADARKO PETROLEUM CORP	2,706.	2,324.
ANALOG DEVICES INC	8,615.	8,068.
ANIXTER INTL INC	2,348.	1,684.
ANTHEM INC	12,309.	13,132.
AON PLC	7,018.	7,268.
APACHE CORPORATION	2,578.	1,759.
APERGY INC.	1,581.	1,056.
APPLE INC	149,395.	133,448.
APPLIED MATERIALS INC	12,627.	7,759.
APTAR GROUP INC	5,941.	5,456.
APTIV PLC	5,216.	3,879.
AQUA AMERICA INC	3,019.	2,769.
ASHLAND GLOBAL HOLDINGS	2,443.	2,484.
ASPEN INSURANCE HLDG	4,575.	4,283.
ASSURANT INC	2,976.	2,504.
AT&T, INC	54,967.	42,810.
AUTODESK, INC	5,089.	5,530.
AUTOMATIC DATA PROCESSING INC	14,299.	16,128.
AVALONBAY CMNTYS INC	8,890.	8,528.
AVISTA CORP	2,973.	2,464.
AVNET INC	2,752.	2,274.
BAKER HUGHES A GE COMPANY	5,679.	3,763.
BALL CP	4,832.	5,793.
BANK NEW YORK MELLON CORP COM	12,029.	10,873.
BANK OF AMERICA CORP	62,691.	51,892.
BARNES GROUP INC	2,979.	2,413.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BAXTER INTERNATIONAL INC	6,128.	5,792.
BECTON DICKINSON & CO	14,491.	13,519.
BIOGEN INC	14,275.	13,240.
BIOTELEMETRY INC	3,025.	2,747.
BLACKROCK INC	17,820.	13,356.
BOSTON PPTYS INC	2,257.	2,138.
BOSTON SCIENTIFIC	8,897.	11,379.
BRISTOL-MYERS SQUIBB CO	20,248.	17,465.
BROADCOM INC	21,513.	21,868.
BROADRIDGE FINANCIAL	3,300.	2,695.
BROWN FORMAN CORP CL B	3,734.	3,331.
CABOT CP	4,683.	3,822.
CABOT OIL & GAS CORP	3,424.	3,218.
CALIFORNIA WATER SVC	3,032.	3,098.
CALLAWAY GOLF CO	16,681.	10,940.
CALVERT EMERGING MARKETS EQUIT	2,173,911.	1,948,236.
CALVERT EQUITY PORTFOLIO	1,070,207.	1,036,402.
CALVERT SHORT DURATION INCOME	222,900.	221,213.
CALVERT ULTRA SHORT INCOME FUN	1,176,199.	1,167,474.
CAMPBELL SOUP CO	3,019.	2,408.
CAPITAL ONE FINANCIAL CORP	8,680.	7,257.
CARDINAL HEALTH INC	5,462.	3,657.
CATERPILLAR INC	43,517.	41,806.
CBRE GROUP	5,284.	4,565.
CELGENE CORP	13,400.	8,844.
CENTERPOINT ENERGY	11,864.	12,224.
CERNER CORPORATION	3,005.	2,517.
CHARLES RIV LABORATORIES INTL	2,094.	2,377.
CHARLES SCHWAB CORP	34,595.	29,279.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHIPOTLE MEX GRILL	2,262.	3,023.
CHUBB LIMITED	23,493.	20,152.
CHURCH & DWIGHT	3,177.	3,748.
CIGNA CORPORATION	15,200.	16,523.
CINTAS CRP	7,506.	7,392.
CISCO SYSTEMS INC	57,808.	60,749.
CITIGROUP INC	65,694.	48,624.
CLOROX CO	3,225.	3,545.
CME GROUP, INC	13,259.	16,178.
CMS ENERGY CP	7,242.	8,143.
CNX RESOURCES CORP	2,345.	1,736.
COGNIZANT TECHNOLOGY SOLUTIONS	8,798.	7,237.
COLGATE-PALMOLIVE COMPANY	9,166.	7,440.
COMCAST CORP	65,937.	57,545.
COMERICA INC	7,674.	5,495.
CONAGRA FOODS INC	1,789.	1,132.
CONOCOPHILLIPS	29,197.	27,621.
CONSOLIDATED EDISON INC	17,247.	16,745.
CONSTELLATION BRANDS INC	8,889.	6,272.
COOPER STANDARD HOLDINGS INC	4,667.	2,361.
CORE LABORATORIES	3,387.	1,790.
CORESITE REALTY CORPORATION	6,019.	5,408.
CORNING INC	12,296.	11,721.
COSTCO WHOLESALE CORPORATION	23,817.	23,630.
CRA QUALIFIED INVESTMENT FD	122,497.	122,966.
CSX CORP	14,444.	14,663.
CUMMINS INC	6,122.	5,479.
CVS CAREMARK CORP	19,510.	15,790.
DANAHER CORP	12,546.	13,818.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DARDEN RESTAURANTS INC	4,155.	3,895.
DAVITA HEALTHCARE PARTNERS INC	2,835.	2,213.
DEERE CO	14,135.	13,425.
DELTA AIR LINES INC	8,591.	7,884.
DENBURY RESOURCES INC	2,613.	1,902.
DENTSPLY SIRONA INC	3,270.	2,419.
DEVON ENERGY CORPORATION	10,259.	5,477.
DIGITAL RLTY TR INC	14,684.	14,278.
DISCOVER FINL SVCS COM	7,915.	6,724.
DISCOVERY INC (FORMERLY DISC C	2,910.	2,746.
DISCOVERY INC	2,676.	3,093.
DOLLAR GENERAL CORP	5,932.	6,269.
DOLLAR TREE INC	5,314.	5,058.
DOVER CORP	6,080.	5,534.
DUKE REALTY CORPORATION	4,936.	4,740.
DXC TECHNOLOGY COMPANY	4,427.	2,871.
E*TRADE FINANCIAL CORP	7,520.	6,099.
EASTMAN CHEMICAL CO	6,679.	4,898.
EATON CORP PLC	8,618.	7,415.
EBAY INC	34,450.	31,130.
ECOLAB INC	9,354.	9,725.
EDISON INTL	12,768.	11,695.
EDWARDS LIFESCIENCES	6,778.	7,812.
EL PASO ELECTRIC CO	4,663.	3,960.
ELECTRONIC ARTS	8,535.	5,682.
ELI LILLY & CO	16,462.	23,028.
EMERSON ELECTRIC CO	13,263.	11,651.
ENERSYS	2,569.	2,561.
ENSCO PLC	2,575.	1,930.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EOG RESOURCES INC	42,030.	33,053.
EQT CORPORATION	1,715.	945.
EQUINIX, INC	33,539.	26,442.
EQUITRANS MIDSTREAM CORPORATIO	1,383.	801.
EQUITY RESIDENTIAL PPTYS TR	6,772.	6,733.
ESSEX PRTY TR INC	1,849.	1,716.
ESTEE LAUDER COMPANIES INC	9,773.	8,717.
EVERSOURCE ENERGYINC	7,881.	8,520.
EXELIXIS, INC.	3,006.	2,557.
EXELON CORPORATION	29,489.	31,480.
EXPEDITORS INTL WASH INC	3,831.	3,473.
FABRINET INC	1,632.	2,668.
FACEBOOK INC	117,704.	87,306.
FASTENAL COMPANY	2,913.	3,660.
FEDEX CORPORATION	15,322.	9,841.
FIDELITY NATIONAL INFORMATION	2,425.	2,769.
FISERV INC	5,562.	5,732.
FLUOR CORP	4,864.	2,737.
FOOT LOCKER INC N.Y. COM	7,503.	8,459.
FORD MOTOR COMPANY	7,819.	5,630.
FORTINET INC	3,162.	2,958.
FORTIVE CORPORATION	13,268.	11,976.
FRANKLIN RES INC	2,900.	1,958.
FULLER H B CO	2,536.	2,176.
GALLAGHER ARTHUR J & CO	7,473.	7,960.
GARRETT MOTION INC	440.	333.
GENERAL MILLS INC	7,003.	4,712.
GENERAL MOTORS	11,396.	10,470.
GILEAD SCIENCES INC	20,860.	16,326.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS GROUP	20,765.	13,698.
GRAINGER W W INC	5,081.	5,082.
HAEMONETICS CP	2,709.	2,601.
HARTFORD FINANCIALSERVICES GRO	8,698.	6,579.
HASBRO INC	3,284.	2,600.
HCA INC	6,326.	8,463.
HEALTHEQUITY INC	2,639.	2,326.
HERITAGE FINL CORP	4,559.	4,428.
HESS CORP	5,050.	4,131.
HEWLETT PACKARD ENTERPRISE CO	6,602.	5,614.
HILTON WORLDWIDE HOLDINGS, INC	10,680.	9,334.
HOLLYFRONTIER CORP	12,845.	11,809.
HOME DEPOT INC	64,405.	57,388.
HONEYWELL INTL	50,034.	45,317.
HORMEL FOODS CP	3,510.	4,140.
HOST HOTELS & RESORTS INC	5,759.	4,334.
HP INC	2,807.	2,394.
HUMANA INC	6,299.	6,589.
HUNTINGTON BANCSHARES INC	7,595.	5,996.
ICU MEDICAL, INC	4,796.	4,363.
IDEXX CORP	5,756.	5,581.
IHS MARKIT LTD	3,397.	3,598.
ILLINOIS TOOL WORKS	8,107.	7,475.
ILLUMINA INC COM	7,535.	10,498.
INCYTE CORPORATION	4,394.	3,116.
INGERSOL-RAND PLC	7,952.	8,484.
INOGEN INC	2,603.	1,738.
INTEGER HOLDINGS CORP	3,154.	2,898.
INTEL CORP	41,906.	45,194.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERCONTINENTAL EXCHANGE, INC	11,838.	11,977.
INTERNATIONAL BUSINESS MACHINE	23,622.	17,392.
INTERNATIONAL PAPER CO	6,173.	4,359.
INTERPUBLIC GROUP OF COS	3,004.	2,847.
INTUIT	5,611.	6,890.
IQVIA HOLDINGS INC	5,004.	5,925.
IROBOT CORPORATION	2,659.	2,428.
ITRON INC	3,310.	2,365.
JABIL CIRCUIT INC	3,008.	2,752.
JOHNSON & JOHNSON	73,439.	70,332.
JOHNSON CONTROLS INTERNATIONAL	16,097.	12,394.
JONES LANG LASALLE	3,028.	2,532.
JP MORGAN CHASE	98,664.	88,346.
JUNIPER NETWORKS	1,373.	1,265.
KANSAS CITY SOUTHERN	2,669.	2,386.
KELLOGG CO	2,203.	1,881.
KEMET CORP	2,763.	2,035.
KEYCORP	5,771.	4,404.
KEYSIGHT TECHNOLOGIES INC	5,362.	6,456.
KILROY REALTY CP	3,049.	2,767.
KIMBERLY CLARK CORP	7,662.	7,634.
KINDER MORGAN INC	31,551.	26,900.
KIRBY CORPORATION	2,078.	2,156.
KLA TENCOR CORP	3,541.	2,774.
KOHLS CORP	2,489.	2,521.
KOPPERS HOLDINGS INC	3,411.	1,414.
KRAFT HEINZ CO	13,057.	9,297.
KROGER CO	2,753.	3,163.
LAM RESEARCH CORP	8,597.	6,400.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LAMAR ADVERTISING CO CL A REIT	2,607.	2,490.
LANDSTAR SYSTEM	2,036.	2,392.
LIBERTY PROPERTY TRUST SBI	2,988.	2,890.
LINCOLN NATIONAL CORP	5,114.	3,592.
LINDE PLC COM	22,012.	22,938.
LIQUIDITY SERVICES INC	24,699.	23,989.
LIVANOVA PLC	3,283.	2,470.
LOCKHEED MARTIN CORP	45,239.	37,705.
LOWES COMPANIES INC	23,689.	19,211.
LYONDELLBASELL INDUSTRIES NV	29,639.	23,035.
MACY'S INC	3,118.	2,323.
MARATHON OIL CORP COM	5,953.	4,632.
MARATHON PETROLEUM CORP	35,087.	28,797.
MARRIOTT INTERNATIONAL INC. CL	18,786.	15,958.
MARRIOTT VACATIONS WORLDWIDE C	1,658.	987.
MARSH AND MCLENNAN COMPANIES I	8,657.	9,809.
MASCO CORP	3,127.	2,368.
MASTERCARD INC	61,274.	61,877.
MCCORMICK & CO	5,376.	6,962.
MCDERMOTT INT PANAMA	2,965.	955.
MCDONALD'S CORP	27,262.	31,252.
MCKESSON CORP	9,142.	6,076.
MEDICINES COMPANY (THE)	2,889.	1,397.
MEDTRONIC PLC	30,334.	32,018.
MERCK & CO INC	34,753.	43,248.
METLIFE INC	7,950.	6,980.
METTLER-TOLEDO INTL	2,861.	2,828.
MGM RESORTS INTERNATIONAL	3,450.	2,669.
MICROCHIP TECHNOLOGY INC	2,574.	2,230.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MICRON TECHNOLOGY	12,400.	8,631.
MICROSOFT CORP	125,987.	154,183.
MINERAL TECH INC	2,969.	2,208.
MOHAWK INDS INC	6,439.	3,977.
MONDELEZ INTERNATIONAL INC	15,975.	15,091.
MOODYS CORP	6,452.	5,602.
MORGAN STANLEY	13,233.	10,150.
MOTOROLA SOLUTIONS INC	2,211.	2,416.
MSCI INC	2,779.	2,506.
NASDAQ OMX GROUP	2,793.	2,447.
NATL FUEL GAS CO	4,631.	4,606.
NETAPP, INC	8,124.	6,146.
NEW YORK TIMES CO CL A	3,067.	2,675.
NEWELL RUBBERMAID INC	4,083.	2,770.
NEWMONT MINING CORP	9,111.	7,900.
NEXTERA ENERGY, INC	39,328.	42,760.
NIELSEN HOLDINGS N.V	3,236.	3,220.
NIKE INC-CL B	22,078.	23,354.
NISOURCE INC	2,454.	2,332.
NOBLE ENERGY INC	4,741.	3,264.
NORFOLK SOUTHERN CORP	8,498.	9,720.
NORTHERN TRUST CORPORATION	5,452.	4,681.
NORTHROP GRUMMAN CORP	34,917.	28,898.
NORWEGIAN CRUISE LINE HOLDINGS	2,437.	1,950.
NUTRISYSTEM INC	28,493.	34,139.
NVIDIA CORP	49,441.	26,433.
OCCIDENTAL PETROLEUM CORP	32,209.	26,332.
OMNICOM GROUP	5,333.	5,127.
ONEOK INC	22,982.	20,069.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORACLE CORP	32,566.	28,806.
PACCAR INC	6,121.	5,371.
PACKAGING CORP AMER	2,543.	1,920.
PARKER HANNIFIN CP	11,608.	8,948.
PARNASSUS EQUITY INCOME FUND I	2,550,877.	2,360,666.
PARNASSUS MID CAP FUND	174,115.	148,905.
PAYPAL HOLDINGS, INC	19,082.	21,863.
PEPSICO INC	40,059.	37,674.
PERRIGO CO PLC	1,165.	581.
PERSPECTA INC	652.	465.
PFIZER INC	48,279.	56,789.
PHILIP MORRIS INTL	30,063.	19,494.
PHILLIPS 66	3,820.	3,704.
PIONEER NAT RES CO	17,912.	14,862.
PNC FINANCIAL GROUP INC	22,968.	17,537.
PPG INDUSTRIES INC	8,704.	7,565.
PRA HEALTH SCIENCES INC COM	2,935.	2,575.
PRINCIPAL FINANCIAL GROUP	8,694.	5,610.
PROCTER GAMBLE CO	45,613.	49,177.
PROGRESSIVE CORP OHIO	20,986.	19,185.
PROLOGIS	16,108.	15,032.
PRUDENTIAL FINCL INC	8,326.	6,524.
PUBLIC SVC ENTERPRISE GROUP IN	5,634.	6,038.
QUAKER CHEMICAL CORP	2,690.	2,488.
QUALCOMM INC	19,419.	17,414.
QUEST DIAGNOSTICS	3,256.	2,498.
RAYMOND JAMES FINANCIAL INC	8,081.	6,176.
RAYTHEON CO	21,748.	16,102.
RED HAT, INC	4,773.	6,499.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
REGENCY CENTERS CORP	2,387.	2,171.
REGENERON PHARMACEUTICALS INC	8,001.	7,470.
REPUBLIC SVCS INC	6,398.	6,344.
RESIDEO TECHNOLOGIESINC COM	1,206.	945.
RESMED INC	5,022.	5,807.
ROCKWELL AUTOMATION INC	4,865.	4,966.
ROPER INDUSTRIES	32,015.	27,452.
ROSS STORES, INC	2,651.	2,829.
ROWAN CO PLC	2,718.	1,686.
ROYAL CARRIBEAN CRUISE	5,146.	4,303.
S&P GLOBAL INC COM	8,918.	8,327.
SALESFORCE.COM	45,851.	48,761.
SCHLUMBERGER LTD	26,570.	13,386.
SEAGATE TECHNOLOGY	3,816.	2,894.
SHAKE SHACK INC	13,213.	10,492.
SHERWIN-WILLIAMS CO	8,420.	8,656.
SHUTTERFLY, INC	34,041.	23,351.
SHUTTERSTOCK INC	24,748.	23,479.
SIMON PPTY GROUP INC	9,227.	9,911.
SKYWORKS SOLUTIONS, INC	5,324.	3,485.
SNAP ON INC	5,603.	5,230.
SOUTH JERSEY INDS INC	4,562.	4,504.
SOUTHWEST AIRLINES	6,795.	5,438.
STANLEY BLACK & DECKER INC	11,674.	8,382.
STARBUCKS CORP COM	16,892.	19,449.
STATE STREET CORPORATION	8,455.	5,487.
STEEL DYNAMICS INC	7,208.	4,897.
STERIS. PLC	4,855.	5,556.
SUPERIOR ENERGY SV	2,318.	921.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SYNCHRONY FINANCIAL	5,432.	3,801.
SYNNEX CORP	4,736.	3,234.
SYSCO CORP	5,516.	5,765.
T. ROWE PRICE ASSOCIATES	5,483.	4,708.
TAKE-TWO INTERACTIVE SOFTWARE	3,813.	4,015.
TAPESTRY INC	3,525.	2,261.
TARGET CORPORATION	9,358.	8,393.
TE CONNECTIVITY LTD	24,788.	20,344.
TECH DATA CORP	3,746.	3,600.
TECHNIPFMC PLC	6,360.	4,151.
TELEFLEX INC	4,845.	4,911.
TEXAS INSTRUMENTS INC	19,558.	19,845.
TEXTRON INC	7,284.	5,979.
THE COCA-COLA CO	35,227.	38,164.
THE JM SMUCKER COMPANY	4,960.	3,740.
THE MOSAIC CO	4,937.	5,930.
THERMO FISHER SCIENTIFIC INC	20,022.	21,260.
TIAA CREF SOCIAL CHOICE BOND F	1,748,714.	1,722,506.
TIFFANY & CO	2,940.	1,771.
TJX COMPANIES INC	35,690.	32,302.
TOLL BROTHERS INC	10,659.	7,541.
TOPBUILD CORP	14,796.	10,485.
TOTAL SYSTEMS SERVICES INC	5,089.	4,796.
TOUCHSTONE SUSTAINABILITY AND	948,496.	817,074.
TRAVELERS COMPANIES INC	10,730.	10,059.
TWENTY-FIRST CENTURY FOX CL A	17,073.	18,334.
TWENTY-FIRST CENTURY FOX CL B	5,165.	6,785.
TWITTER INC	4,458.	5,001.
TYSON FOODS INC CL A	5,196.	3,791.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ULTA SALON, COSMETICS & FRAGRA	5,266.	5,876.
UNION PACIFIC	25,948.	29,305.
UNITED CONTINENTAL HOLDINGS IN	3,115.	3,349.
UNITED PARCEL SERVICE	28,196.	23,992.
UNITED RENTALS INC	5,009.	2,973.
UNITEDHEALTH GROUP INC	73,271.	75,732.
US BANCORP	18,588.	16,361.
V F CORP	5,455.	5,351.
VARIAN MEDICAL SYSTEMS INC	2,777.	2,606.
VENTAS INC	8,651.	8,789.
VERISK ANALYTICS, INC	7,696.	8,069.
VERIZON COMMUNICATIONS	43,358.	48,181.
VERTEX PHARMCTLS INC	25,729.	23,862.
VIACOM INC. CL B	2,625.	2,056.
VISA INC	72,279.	74,018.
VISHAY INTERTECH	2,437.	2,359.
WAL-MART STORES INC	41,047.	41,545.
WALDEN ASSET MANAGEMENT FUND	241,700.	234,417.
WALDEN SOCIAL EQUITY FUND	407,199.	391,999.
WALGREENS BOOTS ALLIANCE	11,725.	11,548.
WALT DISNEY HOLDINGS CO	35,307.	36,075.
WASTE MANAGEMENT INC	10,330.	10,857.
WELLCARE HEALTH PLANS INC	3,156.	2,597.
WELLS FARGO & CO	77,878.	61,332.
WELLTOWER INC.	6,737.	7,427.
WEST PHARMA SVCS INC	3,100.	2,647.
WESTERN DIGITAL CORP	5,339.	2,329.
WESTROCK COMPANY	5,519.	3,247.
WEX, INC	2,671.	1,961.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WEYERHAEUSER CO	8,001.	5,028.
WHIRLPOOL CORP	1,328.	748.
WILLIAMS SONOMA INC	26,929.	25,528.
WILLIS TOWERS WATSON PUBLIC LT	7,699.	7,745.
WOLVERINE WORLDWIDE	12,515.	12,086.
WOODWARD INC	2,651.	2,749.
WYNDHAM DESTINATIONS INC	2,177.	1,541.
WYNDHAM HOTELS & RESORTS INC C	2,744.	1,951.
XEROX CP	5,534.	3,873.
XILINX INC	1,908.	2,470.
XYLEM INC	2,049.	2,402.
YUM BRANDS INC	1,940.	2,390.
ZEBRA TECHNOLOGIES CORP	2,661.	2,388.
ZIMMER BIOMET HOLDINGS	6,277.	5,497.
ZOETIS INC	8,417.	9,238.
TOTALS	16,334,159.	15,200,045.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBVIE INC NOTE CALL - 2.300%	9,802.	9,752.
AMERICAN EXPRESS CREDIT MTN -	15,112.	14,840.
ANHEUSER BUSCH BOND - 3.300% -	14,918.	14,585.
APPLE INC - 2.850% - 02/23/202	64,116.	63,044.
AT&T INC - 3.800% - 03/01/2024	63,057.	62,277.
AT&T INC - 4.125% - 02/17/2026	10,893.	9,772.
BANK NEW YORK MELLONCORP MTN B	62,848.	62,300.
BANK OF AMERICA CORP BOND - 3.	62,663.	62,009.
BANK OF NY MELLON - 2.050% - 0	19,991.	19,521.
BP CAP MKTS AMER - 4.234% - 11	10,037.	10,290.
CISCO SYSTEMS - 2.200% - 02/28	63,463.	63,152.
CITIGROUP INC - 2.350% - 08/02	62,533.	62,173.
CITIGROUP INC - 3.200% - 10/21	9,676.	9,232.
COMCAST CORP BOND - 2.850% - 0	20,447.	19,611.
CSX CORP - 3.400% - 08/01/2024	62,907.	62,919.
CVS HEALTH CORP NOTE - 3.125%	63,212.	62,915.
CVS HEALTH CORP NOTE - 4.100%	9,972.	9,883.
DISNEY WALT CO MTNS - 1.850% -	9,556.	8,875.
GOLDMAN SACHS GROUP INC - 2.00	10,118.	9,965.
HOME DEPOT - 2.625% - 06/01/20	20,263.	19,790.
HONOLULU HAWAII CITY & CNTY -	85,479.	85,125.
INTERNATIONAL BANK FOR REC &DE	99,787.	99,155.
INTERNATIONAL BUSINESS MACHS -	54,363.	52,287.
JOHN DEERE - 2.800% - 09/08/20	64,751.	64,263.
JOHNSON &JOHNSON - 2.900% - 01	63,483.	63,258.
JPMORGAN CHASE & CO - 3.300% -	10,368.	9,534.
JPMORGAN CHASE & CO - 4.500% -	10,979.	10,304.
MARSH & MCLENNAN - 3.300% - 03	64,501.	63,282.
MEDTRONIC INC NOTE - 2.500% -	15,252.	14,923.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
METLIFE - 3.600% - 04/10/2024	63,793.	63,434.
MICROSOFT CORP NOTE - 3.300% -	63,516.	63,433.
MS GLBL - 2.375% - 07/23/2019	10,068.	9,957.
NSTAR ELEC CO - 2.375% - 10/15	14,733.	14,465.
PEPSICO INC - 1.700% - 10/06/2	62,809.	62,746.
PRAXAIR INC - 2.450% - 02/15/2	63,160.	62,783.
PROLOGIS LP - 3.750% - 11/01/2	64,546.	63,316.
PRUDENTIAL - 3.500% - 05/15/20	10,544.	10,055.
S&P GLOBAL INC - 4.400% - 02/1	63,970.	62,936.
SAN FRANCISCO CALIF BAY AREA R	59,486.	59,432.
SHELL INTERNATIONAL - 3.250% -	21,196.	19,710.
STATOIL ASA NT - 3.700% - 03/0	15,404.	15,280.
TORONTO DOMINION BANK - 2.250%	20,135.	19,890.
UNITED HEALTH GRP - 2.700% - 0	10,352.	9,963.
UNITED PARCEL SERVICE - 2.450%	63,905.	63,638.
UNITEDHEALTH GROUP INC - 1.700	10,078.	9,984.
VERIZON COMMUNICATIONS - 3.500	9,787.	9,887.
WALT DISNEY CO - 0.875% - 07/1	44,207.	44,508.
WASTE MANAGEMENT INC - 3.150%	53,445.	53,465.
WELLS FARGO &CO - 2.625% - 07/	19,542.	19,285.
WEYERHAEUSER CO - 4.625% - 09/	64,476.	62,258.
TOTALS	1,943,699.	1,919,461.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOSTON COMMON INTERNATIONAL SU	3,030,556.	2,618,162.
FUNDSMITH SUSTAINABLE EQUITY F	2,750,000.	2,750,000.
JUMPFUND, L.P	104,020.	96,329.
RETHINK IMPACT, LP	98,911.	118,367.
TOTALS	5,983,487.	5,582,858.

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						
15501729.		15549591.					-47,862.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							90,160.	
		JTL PRIVATE EQUITY FUND, L.P				P	VARIOUS	06/01/2018
1,363,861.		2,048,487.					-684,626.	
		LUPTON DOMESTIC EQUITY PARTNERSHIP LP				P	02/21/2012	02/01/2018
2,158,497.		1,730,510.					427,987.	
		LUPTON HEDGE FUND PARTNERSHIP LP				P	03/01/2012	02/01/2018
8,497,745.		7,891,269.					606,476.	
TOTAL GAIN(LOSS)							392,135.	

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 10

NAME AND ADDRESS

ALICE P. LUPTON IRREVOCABLE TRUST
201 WEST MAIN STREET, SUITE 205
CHATTANOOGA, TN 37408

57

ATTACHMENT 11

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 12

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 12 (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 13

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	100,323.	12,911.
	TOTAL COMPENSATION	100,323.	12,911.

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

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
TIEDEMANN WEALTH MANAGEMENT, LLC 520 MADISON AVE, 26TH FL NEW YORK, NY 10022	INVESTMENT MGT	117,408.
TOTAL COMPENSATION		117,408.

ATTACHMENT 15

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ALFRED SMITH
ALICE SMITH

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAUSEWAY INC 16 PATTEN PKWY CHATTANOOGA, TN 37402	N/A PC	HIGHLAND PARK COMMUNITY CHALLENGE	5,000
CENTER FOR MINDFUL LIVING 400 E MAIN ST STE 150 CHATTANOOGA, TN 37408	N/A PC	TO SUPPORT A PUBLIC EVENT FOCUSING ON PEACE, MINDFULNESS, AND SOCIAL JUSTICE	1,000
CHATTANOOGA DESIGN STUDIO 850 MARKET ST STE 206 CHATTANOOGA, TN 37402	N/A PC	TO SUPPORT PROFESSIONAL DEVELOPMENT OPPORTUNITIES FOR STAFF	2,500
CHATTANOOGA DESIGN STUDIO 850 MARKET ST STE 206 CHATTANOOGA, TN 37402	N/A PC	TO SUPPORT PROGRAMMATIC ACTIVITIES OF THE CHATTANOOGA DESIGN STUDIO INCLUDING INTERNSHIPS, DESIGN FELLOW, PLANNING, CURB, AND OTHERS	48,500
CHATTANOOGA FILM FESTIVAL 9689 SALISBURY LN OOLTEWAH, TN 37363	N/A PC	TO SECURE ARC ARTISTS TO PARTICIPATE IN THE 2018 CHATTANOOGA FILM FESTIVAL	5,000
CHATTANOOGA NEIGHBORHOOD ENTERPRISE INC 1500 CHESTNUT ST STE 102 CHATTANOOGA, TN 37408	N/A PC	FOR THE BUZZ 2018, CITY SITE VISIT COORDINATION AND LOCAL CONVENING	71,500

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHATTANOOGANS IN ACTION FOR LOVE EQUALITY AND BENE PO BOX 11203 CHATTANOOGA, TN 37401	N/A PC	TO SUPPORT THE CHATTANOOGA COMMUNITY BAIL FUND	10,000
CITY OF CHATTANOOGA 101 E 11TH ST, RM 101 CHATTANOOGA, TN 37402	N/A GOV	TO SUPPORT THE MENTORSHIP COMPONENT OF THE CITY ARTISTS	15,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1400 WILLIAMS ST CHATTANOOGA, TN 37408	N/A PC	TO SUPPORT EDUCATIONAL INITIATIVES VIA THE SMART CITY VENTURE FUND	125,000
CRABTREE FARMS OF CHATTANOOGA INC PO BOX 2250 CHATTANOOGA, TN 37409	N/A PC	TO SUPPORT OPERATIONS AND SECURE A FINANCIAL OFFICER AND GENERAL OPERATIONS	50,000
GLASS HOUSE COLLECTIVE 2513 N CHAMBERLAIN AVE CHATTANOOGA, TN 37406	N/A PC	TO SUPPORT THE PROGRAMS ORGANIZED BY RONDELL CRIER WITH STUDIO EVERYTHING AND COMMUNITY ENGAGEMENT	45,000
HUMBOLDT AREA FOUNDATION 363 INDIANOLA RD BAYSIDE, CA 95524	N/A PC	FOR PROGRAMS AND ACTIVITIES SUPPORTED BY THE FOOTPRINT FUND	100,000

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JAZZANOOGA PO BOX 406 CHATTANOOGA, TN 37401	N/A PC	TO PILOT CHA DIVERSITY WITH DATA COLLECTION, NEEDS ASSESSMENT, THE CREATION OF A DATABASE, AND A SYMPOSIA SERIES	9,000
LITTLE THEATRE PO BOX 4023 CHATTANOOGA, TN 37405	N/A PC	CHATTANOOGA FESTIVAL OF BLACK ARTS IDEAS PROJECT	1,000
LITTLE THEATRE PO BOX 4023 CHATTANOOGA, TN 37405	N/A PC	TO SUPPORT GENERAL OPERATIONS AT THE LITTLE THEATRE	50,000
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MTN, TN 37350	N/A PC	GENERAL & UNRESTRICTED	35,000
TEACH FOR AMERICA INC 25 BROADWAY, 12TH FL NEW YORK, NY 10004	N/A PC	TO EXPAND TFA NASHVILLE'S WORK WITH TWO POSITIONS FOCUSING ON ALUMNI RECRUITMENT AND THE POTENTIAL FOR A TFA CORPS IN CHATTANOOGA TN	125,000
TRUST FOR PUBLIC LAND 202 TREMONT ST CHATTANOOGA, TN 37405	N/A PC	TO SUPPORT A CHATTANOOGA CREATIVE PLACEMAKING POSITION	75,000

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIFIED 1609 MCCALLIE AVE CHATTANOOGA, TN 37404	N/A PC	GENERAL & UNRESTRICTED	52,000
M ELLSWORTH 5353 BENNETT ROAD CHATTANOOGA, TN 37412	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500
L EWING 1101 ELAINE TRAIL CHATTANOOGA, TN 37421	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500
M WALTON 1201 LOWER BROW ROAD SIGNAL MTN, TN 37377	NONE I	FOOTPRINT COMMUNITY AWARDS PROGRAM	7,500
		TOTAL CONTRIBUTIONS PAID	848,000

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

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	1,114.	14	74,181.	
FEDERAL TAX REFUND			01	24,169.	
SEC 965 INCOME			14	30.	
TOTALS		1,114.		98,380.	