

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 Do not enter social security numbers on this form as it may be made public.
 Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation BENWOOD FOUNDATION INC		A Employer identification number 62-0476283
Number and street (or P O box number if mail is not delivered to street address) 736 MARKET STREET NO 1600	Room/suite	B Telephone number (see instructions) (423) 267-4311
City or town, state or province, country, and ZIP or foreign postal code CHATTANOOGA, TN 37402		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 102,204,032	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,359,723	1,359,723		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,071,997			
b	Gross sales price for all assets on line 6a 6,509,169				
7	Capital gain net income (from Part IV, line 2)		6,071,997		
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)	-851,767	0		
12	Total. Add lines 1 through 11	6,579,953	7,431,720		
13	Compensation of officers, directors, trustees, etc	242,946	24,295		200,651
14	Other employee salaries and wages	461,540	46,154		415,386
15	Pension plans, employee benefits	94,272	9,427		84,845
16a	Legal fees (attach schedule)	5,213	521		4,692
b	Accounting fees (attach schedule)	16,000	1,600		14,400
c	Other professional fees (attach schedule)	75,030	75,030		0
17	Interest				
18	Taxes (attach schedule) (see instructions)	142,833	45,134		97,699
19	Depreciation (attach schedule) and depletion	50,835	5,084		
20	Occupancy	124,454	12,445		112,009
21	Travel, conferences, and meetings	21,157	2,116		19,041
22	Printing and publications	584	58		526
23	Other expenses (attach schedule)	1,083,388	18,589		1,064,800
24	Total operating and administrative expenses. Add lines 13 through 23	2,318,252	240,453		2,014,049
25	Contributions, gifts, grants paid	8,781,840			8,781,840
26	Total expenses and disbursements. Add lines 24 and 25	11,100,092	240,453		10,795,889
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-4,520,139			
b	Net investment income (if negative, enter -0-)		7,191,267		
c	Adjusted net income (if negative, enter -0-)				

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	11,673	82,610	82,610
	2 Savings and temporary cash investments	1,952,838	3,927,175	3,927,175
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	5,987,531		
	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		9,553	9,553
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	6,334,391	0	0
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	99,208,867	97,667,588	97,667,588
	14 Land, buildings, and equipment basis ▶ _____ 570,880 Less accumulated depreciation (attach schedule) ▶ 489,479	123,093	81,401	81,401
15 Other assets (describe ▶ _____)	279,305	435,705	435,705	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	113,897,698	102,204,032	102,204,032	
Liabilities	17 Accounts payable and accrued expenses	22,192	759,681	
	18 Grants payable	8,736,000	6,611,770	
	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 ▶ _____)	-17,131	0	
23 Total liabilities (add lines 17 through 22)	8,741,061	7,371,451		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	105,156,637	94,832,581	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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				
30 Total net assets or fund balances (see instructions)	105,156,637	94,832,581		
31 Total liabilities and net assets/fund balances (see instructions)	113,897,698	102,204,032		

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	105,156,637
2	Enter amount from Part I, line 27a	2	-4,520,139
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,124,230
4	Add lines 1, 2, and 3	4	102,760,728
5	Decreases not included in line 2 (itemize) ▶ _____	5	7,928,147
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	94,832,581

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) (l)
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
a See Additional Data Table			
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	6,071,997
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	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
 If section 4940(d)(2) applies, leave this part blank

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	9,584,177	114,165,332	0.083950
2013	4,991,175	109,501,300	0.045581
2012	5,934,381	97,931,870	0.060597
2011	6,589,005	103,908,481	0.063412
2010	6,671,868	98,981,025	0.067406

2 Total of line 1, column (d).	2	0.320946
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.064189
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	108,542,480
5 Multiply line 4 by line 3.	5	6,967,233
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	71,913
7 Add lines 5 and 6.	7	7,039,146
8 Enter qualifying distributions from Part XII, line 4.	8	10,795,889

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-d) for credits. Includes fields for exempt foundations, tax under section 511, tax due, and overpayment. Total tax due is 19,247.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding activities. Columns include question text and Yes/No response boxes. Questions cover political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW BENWOOD ORG	13	Yes	
14 The books are in care of ► SARAH MORGAN Telephone no ► (423) 267-4311 Located at ► 736 MARKET ST STE 1600 CHATTANOOGA TN ZIP+4 ► 37402			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ►	15		<input type="checkbox"/>
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		No
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20___, 20___, 20___, 20___ 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). c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20___, 20___, 20___, 20___	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **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? Yes No **6b** **No**

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? Yes No **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
See Additional Data Table				

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
KRISTIN B HUNTLEY 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	FINANCIAL/PROGRAM OF 40 00	98,063	18,709	0
JEFF PFITZER 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	PROGRAM DIRECTOR 40 00	93,421	17,863	0
CONNIE PERRIN 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	ACCOUNTING & PROGRAM 40 00	61,093	10,262	0
LORI QUILLEN 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	PROGRAM OFFICER 40 00	60,257	10,866	0

Total number of other employees paid over \$50,000. Yes No **0**

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

3 Five highest-paid independent contractors for professional services (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. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 **0**

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	104,626,937
b	Average of monthly cash balances.	1b	5,568,474
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	110,195,411
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	110,195,411
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,652,931
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	108,542,480
6	Minimum investment return. Enter 5% of line 5.	6	5,427,124

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	5,427,124
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	71,913
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	71,913
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,355,211
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,355,211
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	5,355,211

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	10,795,889
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,795,889
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	71,913
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,723,976

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				5,355,211
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.	1,162,488			
c From 2012.	1,191,805			
d From 2013.				
e From 2014.	4,058,226			
f Total of lines 3a through e.	6,412,519			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>10,795,889</u>				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				5,355,211
e Remaining amount distributed out of corpus	5,440,678			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,853,197			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	11,853,197			
10 Analysis of line 9				
a Excess from 2011.	1,162,488			
b Excess from 2012.	1,191,805			
c Excess from 2013.				
d Excess from 2014.	4,058,226			
e Excess from 2015.	5,440,678			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 organization 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))

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

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

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

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

MS SARAH MORGAN
736 MARKET ST SUITE 1600
CHATTANOOGA, TN 37402
(423) 267-4311

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

APPLICATIONS SHOULD BE SUBMITTED IN THE FORM OF A BRIEF TWO-PAGE LETTER THE LETTER SHOULD INCLUDE A DESCRIPTION OF THE PROJECT OR PURPOSE, BUDGET INFORMATION, AN IRS LETTER OF DETERMINATION, AND A LISTING OF OFFICERS AND BOARD OF DIRECTORS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	8,781,840
b <i>Approved for future payment</i>				
Total			3b	0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

d If the answer to any of the above is "Yes," complete the schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

2016-11-0

Signature of officer or trustee

Date

Paid Preparer Use Only

Print/Type preparer's name SHELTON CHAMBERS

Preparer's Signature

Firm's name ELLIOTT DAVIS DECOSIMO LLC PLLC

Firm's address 629 MARKET STREET SUITE 100 CHATTANOOGA, TN 37402

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1607 CAPITAL BOND FUND	P		
MERCED PARTNERS II LP	P		
MIT PRIVATE EQUITY	P		
PAUL CAPITAL PARTNERS VIII-A LP	P		
SIGULER GUFF SMALL BUYOUT OPPORTUNITIES FUND	P		
TWIN HAVEN SPECIAL OPPORTUNITY	P		
GT INSTITUTIONAL FIXED INCOME	P		
GT SPECIAL OPPORTUNITIES III LP	P		
GT US QP FUND LP	P		
GT INTERNATIONAL EQUITY QP FUND LP	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,645			4,645
312,195			312,195
737,288			737,288
141,329			141,329
890,419			890,419
		425,462	-425,462
10,401			10,401
937,117			937,117
1,174,021			1,174,021
1,963,577			1,963,577

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			4,645
			312,195
			737,288
			141,329
			890,419
			-425,462
			10,401
			937,117
			1,174,021
			1,963,577

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
PALLADIAN PARTNERS VII LP	P		
GT REAL ASSETS	P		
GT EMERGING MARKETS QP FUND LP	P		
PALLADIAN PARTNERS VIII-A LP	P		
JUMP FUND	P		
CHATTANOOGA RENAISSANCE FUND II, LP	P		
SALE OF PUBLICLY TRADED SECURITIES-PIMCO FDS SHORT TERM FUND	P		
SALE OF PUBLICLY TRADED SECURITIES-VANGUARD TOTAL BOND MARKET INDEX FUND	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
67,653			67,653
8,320			8,320
250,740			250,740
1,821			1,821
		203	-203
		7,556	-7,556
		3,951	-3,951
9,643			9,643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			67,653
			8,320
			250,740
			1,821
			-203
			-7,556
			-3,951
			9,643

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ROBERT J SUDDERTH JR 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	20,000	0	0
MARTHA T ROBINSON 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	12,000	0	0
WILLIAM H CHAPIN 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	12,000	0	0
WADE HINTON 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	0	0	0
PAUL K BROCK JR 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	12,000	0	0
SEBERT BREWER 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	20,000	0	0
SARAH MORGAN 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	PRESIDENT 40 00	166,946	29,424	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ART 120 1511 WILLIAMS STREET CHATTANOOGA, TN 37405	NONE	501(C)(3)	MAKER PROGRAM WITH THE HOWARD SCHOOL	30,000
ARTS BUILD 406 FRAZIER AVE CHATTANOOGA, TN 37405	NONE	501(C)(3)	ECONOMIC IMPACT RESEARCH AND POLLING FOR TAX BASED FUNDING FOR THE ARTS OF CHATTANOOGA	30,000
ASSOCIATION FOR VISUAL ARTISTS 30 FRAZIER AVENUE CHATTANOOGA, TN 37405	NONE	501(C)(3)	4 BRIDGES ARTS FESTIVAL	50,000
BAYLOR SCHOOL 171 BAYLOR SCHOOL ROAD CHATTANOOGA, TN 37405	NONE	501(C)(3)	IN MEMORY OF SCOTT L PROBASCO JR	500
BESSIE SMITH CULTURAL CENTER AFRICAN AMERICAN MUSEUM PERFORMANCE HALL 200 EAST ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	2015 BESSIE SMITH STRUT	15,000
BIG BROTHERS BIG SISTERS OF GREATER CHATTANOOGA 2015 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	IN MEMORY OF JACK BENSON	1,000
BROWN ACADEMY 718 EAST 8TH STREET CHATTANOOGA, TN 37403	NONE	501(C)(3)	SUMMER LITERACY LAB	10,000
BROWN ACADEMY 718 EAST 8TH STREET CHATTANOOGA, TN 37403	NONE	501(C)(3)	PURCHASE BOOKS FOR GUIDED READING ROOM AND CLASSROOM LIBRARIES	5,000
CAUSEWAY 16 PATTEN PARKWAY CHATTANOOGA, TN 37402	NONE	501(C)(3)	CIVIC INNOVATION AND ENGAGEMENT HUB	600,000
CENTER FOR MINDFUL LIVING 1212 MCCALLIE AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000
CHAMBLISS CENTER FOR CHILDREN 315 GILLESPIE ROAD CHATTANOOGA, TN 37411	NONE	501(C)(3)	EXPANSION OF EARLY CHILDHOOD PROGRAM	400,000
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	501(C)(3)	HARVESTED HERE FOOD HUB	300,000
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	501(C)(3)	EXPANDED OPERATIONAL CAPACITY AND INFRASTRUCTURE	50,000
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	501(C)(3)	EDUCATIONAL PROGRAMS FOR LOCAL FARMS	5,000
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500
Total				8,781,840

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHATTANOOGA AREA REGIONAL TRANSPORTATION AUTHORITY 1617 WILCOX BLVD CHATTANOOGA, TN 37406	NONE	501(C)(3)	INCLINE RAILWAY CAR REPLACEMENT PROJECT	54,000
CHATTANOOGA CHAMBER FOUNDATION 811 BROAD STREET SUITE 100 CHATTANOOGA, TN 37402	NONE	501(C)(3)	WORKFORCE DATA MAPPING	28,000
CHATTANOOGA COMMUNITY KITCHEN PO BOX 11203 CHATTANOOGA, TN 37402	NONE	501(C)(3)	IN HONOR OF JACK RIGGER	1,500
CHATTANOOGA FILM FESTIVAL 9689 SALISBURY LANE OOLTEWAH, TN 37363	NONE	501(C)(3)	CHATTANOOGA FILM FESTIVAL	30,000
CHATTANOOGA HISTORY CENTER 2 BROAD STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	CONSULTING AGREEMENT REGARDING SUSTAINABILITY	2,100
CHATTANOOGA SPORTS COMMITTEE 736 MARKET STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	IRONMAN TRIATHLON CONTEST	50,000
CHATTANOOGA SPORTS MINISTRIES INC 609 S ORCHARD KNOB AVE CHATTANOOGA, TN 37404	NONE	501(C)(3)	OPERATION GET ACTIVE	20,000
CHATTANOOGA STATE 4501 AMNICOLA HIGHWAY CHATTANOOGA, TN 37406	NONE	501(C)(3)	2015 LATIN FESTIVAL	25,000
CHATTANOOGA THEATRE CENTER 400 RIVER STREET CHATTANOOGA, TN 37405	NONE	501(C)(3)	PROPERTY EVALUATION & STRATEGIC PLANNING CONSULTANT SEARCH	30,000
CHATTANOOGA WOODWORKING ACADEMY 1604 SOUTH MARKET STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	TO PURCHASE DRAFTING EQUIPMENT AND TOOLS TO BROADEN THE SCOPE OF TRAINING	50,000
CITY OF CHATTANOOGA 3300 AMNICOLA HWY CHATTANOOGA, TN 37406	NONE	501(C)(3)	MLK, CITY CENTER, OPEN DESIGN	400,000
CITY OF CHATTANOOGA 3300 AMNICOLA HWY CHATTANOOGA, TN 37406	NONE	501(C)(3)	PUBLIC ART FOR RIVERWALK FROM ROSS'S LANDING TO ST ELMO	280,000
CITY OF CHATTANOOGA 3300 AMNICOLA HWY CHATTANOOGA, TN 37406	NONE	501(C)(3)	EXPAND PUBLIC ART PROGRAM IN THE NEIGHBORHOODS	150,000
CITY OF CHATTANOOGA 3300 AMNICOLA HWY CHATTANOOGA, TN 37406	NONE	501(C)(3)	MURAL PROJECT ON M L KING BOULEVARD	50,000
CITY OF CHATTANOOGA 3300 AMNICOLA HWY CHATTANOOGA, TN 37406	NONE	501(C)(3)	GRANT FUNDS FOR NEIGHBORHOOD UNIVERSITY	50,000
Total				8,781,840

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CITY OF CHATTANOOGA 3300 AMNICOLA HWY CHATTANOOGA, TN 37406	NONE	501(C)(3)	ART EXHIBIT ON THE BESSIE SMITH LAWN	43,000
CO LAB 55 E MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	GIGTANKS365	250,000
CO LAB 55 E MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	EXPANDED ACCELERATOR & SPEAKER SERIES	200,000
CO LAB 55 E MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	MAKER FAIRE	26,000
CO LAB 55 E MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	CO STARTERS SUMMIT	9,000
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	NONE	501(C)(3)	ADDLESTONE LIBRARY	5,000
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	NONE	501(C)(3)	COLLEGE OF ARTS	5,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	ATELIER FUND	50,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	CHATTANOOGA MOBILE MARKET FUND	30,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	CHILLER AND EMPLOYEE PROTECTION DURING MURAL PAINTING ON THE SOUTH SIDE OF THE MURAL ON MLK	20,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	HAMILTON COUNTY READING INITIATIVE FUND	20,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	BRIDGE SCHOLARS FUND	11,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	BENWOOD/LYNDBURST FUND #2 ART IN PUBLIC SCHOOLS	10,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	CHATTANOOGA BRIDGE SCHOLARS FUND	10,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	STUDENT LEADERSHIP ACADEMY	9,200
Total ▶ 3a				8,781,840

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	SANKOFA FUND	6,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	FREEDOM FUND	5,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	TOGETHER WE CAN SCHOLARSHIP FUND	5,000
COMMUNITY FOUNDATION OF SOUTHERN NEW MEXICO 301 SOUTH CHURCH ST SUITE H LAS CRUCES, NM 88001	NONE	501(C)(3)	GRANT COUNTY COMMUNITY FOUNDATION	50,000
COUNCIL ON FOUNDATION 1828 L ST NW WASHINGTON, DC 20036	NONE	501(C)(3)	2015 MEMBERSHIP DUES	11,740
COVENANT COLLEGE 14049 SCENIC HIGHWAY LOOKOUT MOUNTAIN, GA 30750	NONE	501(C)(3)	RENOVATION OF CARTER HALL	25,000
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	TOPIARY TRAIN PROJECT	10,000
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000
DADE MIDDLE SCHOOL 250 PACE DRIVE TRENTON, GA 30752	NONE	501(C)(3)	OUTDOOR EDUCATION PROGRAMMING	2,500
DELTA SERVING TOGETHER INC PO BOX 22083 CHATTANOOGA, TN 37422	NONE	501(C)(3)	DELTA SIGMA THETA SORORITY	1,000
ENTERPRISE CENTER 1250 MARKET STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	TECH GOES HOME PILOT PROGRAM	25,000
ENTERPRISE CENTER 1250 MARKET STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	ADVANCED MANUFACTURING APPLICATION CENTER FEASIBILITY	10,000
ENTERPRISE CENTER 1250 MARKET STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	ANNENBERG INNOVATION LAB THINK & DO CHATTANOOGA	10,000
ENTERPRISE COMMUNITY PARTNERS INC 10 G STREET NE SUITE 580 WASHINGTON, DC 20002	NONE	501(C)(3)	NATIONAL RESOURCE NETWORK 2014 PEER COVENING	10,000
FREEDOM SCHOOL PARTNERS 1030 AROSA AVENUE CHARLOTTE, NC 28203	NONE	501(C)(3)	CYNTHIA GRAHAM HURD FUND FOR READING AND LITERACY	5,000
Total			▶ 3a	8,781,840

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FRESHWATERS ILLUSTRATED 566 SW 3RD STREET CORVALLIS,OR 97339	NONE	501(C)(3)	COMMUNICATING SOUTHEASTERN AQUATIC BIODIVERSITY	50,000
FRIENDS OF MOCCASIN BEND NATIONAL PARK 175 HAMM ROAD CHATTANOOGA, TN 37405	NONE	501(C)(3)	NATIONAL PARK SERVICE CENTENNIAL CHALLENGE	150,000
GIRLS INCORPORATED OF CHATTANOOGA 409 SOUTH GREENWOOD AVE CHATTANOOGA, TN 37404	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,500
GIRLS PREPARATORY SCHOOL 205 ISLAND AVENUE CHATTANOOGA, TN 37405	NONE	501(C)(3)	GPS ENTREPRENUER CONFERENCE	10,000
GLASS HOUSE COLLECTIVE 2523 GLASS STREET CHATTANOOGA, TN 37406	NONE	501(C)(3)	STUDIO EVERYTHING	20,000
GLASS HOUSE COLLECTIVE 2523 GLASS STREET CHATTANOOGA, TN 37406	NONE	501(C)(3)	RESIDENTIAL IMPROVEMENTS PROGRAM	40,000
GRANTMAKERS FOR EDUCATION 750 SW WASHINGTON ST STE 605 PORTLAND,OR 97205	NONE	501(C)(3)	2015 MEMBERSHIP DUES	1,750
GRANTS MANAGERS NETWORK 141 HOMESTEAD AVENUE METAIRIE,LA 70005	NONE	501(C)(3)	2015 MEMBERSHIP DUES	3,000
GREENSPACES 63 E MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	EMPOWER RIDGEDALE	30,000
HART GALLERY TENNESSEE 110 EAST MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000
HOWARD SCHOOL 2500 SOUTH MARKET STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	PURCHASE BAND EQUIPMENT AND UNIFORMS	1,500
JAZZANOOGA 431 EAST ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	ANIMATION OF THE MLK DISTRICT	75,000
JAZZANOOGA 431 EAST ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	JAZZANOOGA FESTIVAL	30,000
JAZZANOOGA 431 EAST ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	ANIMATION OF BESSIE SMITH HALL	25,000
LA PAZ CHATTANOOGA 1402 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	LATINO COMMUNITY SURVEY	10,000
Total ▶ 3a				8,781,840

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LAND TRUST FOR TENNESSEE 901 BROADWAY NASHVILLE, TN 37202	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000
LAUNCH CHATTANOOGA 200 WEST 38TH STREET CHATTANOOGA, TN 37410	NONE	501(C)(3)	BUILDING A DIVERSE AND INCLUSIVE ENTREPRENEURIAL COMMUNITY	75,000
LAUNCH TENNESSEE 211 7TH AVENUE N NASHVILLE, TN 37219	NONE	501(C)(3)	STEM INNOVATION TASK FORCE MEETING	2,000
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	501(C)(3)	FURTHER DEVELOPMENT AND REFINEMENT OF THE EXISTING CONCEPT PLANS	145,250
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	501(C)(3)	OPERATING SUPPORT	75,000
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	501(C)(3)	INTERN AND LEADERSHIP PROGRAM AT HOWARD SCHOOL	30,000
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	501(C)(3)	HOWARD HIGH SCHOOL PROGRAM	2,500
LULA LAKE LAND TRUST 29 MOUNT OLIVE ROAD LOOKOUT MOUNTAIN, TN 30750	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000
LULA LAKE LAND TRUST 29 MOUNT OLIVE ROAD LOOKOUT MOUNTAIN, TN 30750	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000
MCCALLIE SCHOOL 500 DODDS AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	IN MEMORY OF E Y CHAPIN III	500
METROPOLITAN MINISTRIES 1112 MCCALLIE CHATTANOOGA, TN 374042822	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	8,000
MISSION CHATTANOOGA 149 EAST ML KING BLVD CHATTANOOGA, TN 37402	NONE	501(C)(3)	INSTALLATION OF A SPRINKLER AND FIRE ALARM SYSTEM	10,000
OLIVET BAPTIST CHURCH 740 EAST ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	THE ART OF NOISE UNLOADED 2015	5,000
ORANGE GROVE CENTER 615 DERBY STREET CHATTANOOGA, TN 37404	NONE	501(C)(3)	FACILITIES IMPROVEMENT FOR RECYCLING AT THE MATERIAL RECOVERY FACILITY	250,000
PARTNERS FOR LIVABLE COMMUNITIES 1429 21ST STREET NW WASHINGTON, DC 20036	NONE	501(C)(3)	CREATING THE HEALTHY COMMUNITY USING ALL ASSETS	1,500
Total ▶ 3a				8,781,840

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PEARL GROUP PO BOX 822 CHATTANOOGA, TN 37401	NONE	501(C)(3)	LAMPLIGHTERS PROGRAM	1,000
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	501(C)(3)	1 1 TECHNOLOGY PROJECT	627,400
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	501(C)(3)	LEADERSHIP PIPELINE FOR THE HAMILTON COUNTY DEPARTMENT OF EDUCATION	300,000
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	501(C)(3)	COMPREHENSIVE REFORM EFFORT	100,000
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	501(C)(3)	IZONE SUMMER INSTITUTE MATERIALS AND DOOR PRIZES	1,600
RIVER CITY COMPANY 850 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	M L KING COMMERCIAL CORRIDOR	300,000
RIVER CITY COMPANY 850 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	DOWNTOWN RETAIL RECRUITMENT AND RETENTION	50,000
RIVER CITY COMPANY 850 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	BESSIE SMITH OUTDOOR FURNITURE, AWNINGS AND LIGHTING	24,000
RIVER CITY COMPANY 850 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	HUNTER MUSEUM-ARTS DISTRICT PROMENADE	16,000
RIVER ROCKS INC 400 EAST MAIN STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	2015 RIVERROCKS FESTIVAL	30,000
SALVATION ARMY 822 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500
SCENIC LAND SCHOOLDBA SKYUKA HALL 1200 MOUNTAIN CREEK ROAD SUITE 300 CHATTANOOGA, TN 37405	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000
SCULPTURE FIELDS AT MONTAGUE PARK 1141 E 23RD STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	COMPLETE PHASE I OF THE SCULPTURE FIELDS PARK	100,000
SHAKING RAY LEVI SOCIETY PO BOX 21534 CHATTANOOGA, TN 37424	NONE	501(C)(3)	TOP CONFERENCE	5,000
SORBA CHATTANOOGA TN CHAPTER PO BOX 5836 CHATTANOOGA, TN 37406	NONE	501(C)(3)	BUILD 6 MILES OF NEW TRAILS AT THE ENTERPRISE SOUTH NATURE PARK	35,000
Total ▶ 3a				8,781,840

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTH WINGS 35 HAYWOOD STREET SUITE 201 ASHEVILLE, NC 28801	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA SUITE 350 ATLANTA, GA 30303	NONE	501(C)(3)	2015 MEMBERSHIP DUES	9,600
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN STREET CHARLOTTESVILLE, VA 22902	NONE	501(C)(3)	OPERATING SUPPORT	100,000
STADIUM CORPORATION 1826 CARTER STREET CHATTANOOGA, TN 37408	NONE	501(C)(3)	COMMUNITY KITCHEN INCUBATOR	62,000
STEP AHEAD FOUNDATION CHATTANOOGA 736 GEORGIA AVENUE CHATTANOOGA, TN 37402	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	2,500
TECH TOWN CHATTANOOGA 325 MARKET STREET SUITE 200 CHATTANOOGA, TN 37402	NONE	501(C)(3)	MATCHING GRANT FOR STUDENTS SPONSORED BY BLACK FRATERNITIES AND SORORITIES	6,000
TENNESSEE AQUARIUM 1 BROAD STREET CHATTANOOGA, TN 37402	NONE	501(C)(3)	CREATE A PERMANENT HOME FOR THE TENNESSEE AQUARIUM CONSERVATION INSTITUTE	500,000
TENNESSEE RIVER GORGE TRUST 1214 DARTMOUTH STREET CHATTANOOGA, TN 37405	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000
THE CHARLESTON LIBRARY SOCIETY 164 KING STREET CHARLESTON, SC 29401	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	5,000
THE CHATTANOOGA GIRLS LEADERSHIP ACADEMY 1802 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	STEAM INTEGRATION MODEL	13,500
THE CHATTANOOGA GIRLS LEADERSHIP ACADEMY 1802 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	1,500
TN STATE COLLABORATIVE ON REFORMING EDUCATION 511 UNION ST STE 1850 NASHVILLE, TN 372191767	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	200,000
TOP OF GEORGIA ECONOMIC DEVELOPMENT INITIATIVE 75 5TH STREET NW SUITE 1200 ATLANTA, GA 30308	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	5,000
TRUST FOR PUBLIC LAND 101 MONTGOMERY ST STE 900 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	SOUTH CHICKAMAUGA CREEK GREENWAY	1,050,000
UNIFIED 1609 MCCALLIE AVENUE CHATTANOOGA, TN 37404	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	300,000
Total ▶ 3a				8,781,840

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNIVERSITY OF CHATTANOOGA FOUNDATION INC 615 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	HONORS COLLEGE	1,500
UNIVERSITY OF TENNESSEE AT CHATTANOOGA 615 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	501(C)(3)	SUPPORT CAIT	15,000
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	NEXTLEVEL CHATTANOOGA- AN EXECUTIVE ENTREPRENEURSHIP PROGRAM FOR EXISTING BUSINESS OWNERS	25,000
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	URBAN LEAGUE FELLOWS PILOT PROGRAM	10,000
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	MARKETING FOR JOB FAIR AND NEXTLEVEL INAUGURAL CLASS	3,200
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	501(C)(3)	URBAN LEAGUE YOUNG PROFESSIONALS FOR A SPEAKER SERIES	3,000
Total ▶ 3a				8,781,840

TY 2015 Accounting Fees Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX SERVICES	16,000	1,600		14,400

TY 2015 Investments Corporate Bonds Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME INVESTMENTS	0	0

TY 2015 Investments - Other Schedule

Name: BENWOOD FOUNDATION INC

EIN: 62-0476283

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIMITED PARTNERSHIP INTEREST	FMV	97,667,588	97,667,588

**TY 2015 Land, Etc.
Schedule****Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT & FURNITURE	331,570	286,908	44,662	44,662
LEASEHOLD IMPROVEMENTS	239,310	202,571	36,739	36,739

TY 2015 Legal Fees Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	5,213	521		4,692

TY 2015 Other Assets Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MISSION RELATED INVESTMENT	279,305	417,705	417,705
FEDERAL EXCISE TAXES PAYABLE	0	18,000	18,000

TY 2015 Other Decreases Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Amount
NET UNREALIZED LOSS ON INVESTMENTS	7,928,147

TY 2015 Other Expenses Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TECHNOLOGY EXPENSE	10,859	1,086		9,773
INSURANCE	91,407	9,141		82,266
OFFICE EXPENSE	31,892	3,188		28,704
DIRECT GAINING GROUND CHARITABLE DISTRIBUTION	897,493	0		897,493
PARKING	9,382	938		8,444
PROFESSIONAL DEVELOPMENT	200	20		180
PAYROLL COSTS	42,155	4,216		37,940

TY 2015 Other Income Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT LOSSES- LIMITED PARTNERSHIPS	-851,767		-851,767

TY 2015 Other Increases Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Amount
CHANGE IN GRANTS PAYABLE	2,124,230

TY 2015 Other Liabilities Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAXES PAYABLE	-17,131	0

TY 2015 Other Professional Fees Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FIRMS CONSULTING FEES	75,030	75,030		0

TY 2015 Taxes Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN W/H TAX	45,134	45,134		0
FEDERAL EXCISE	97,699	0		97,699