Form **990-PF**Department of the Treasury

EXTENDED TO NOVEMBER 15, 2016
Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2015

For calendar year 2015 or tax year beginning and ending Name of foundation A Employer identification number LYNDHURST FOUNDATION, INC 62-6044177 Number and street (or P O box number if mail is not delivered to street address) B Telephone number 517 EAST FIFTH STREET 423-756-0767 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here CHATTANOOGA, TN 37403 G Check all that apply Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization; X Section 501(c)(3) exempt private foundation E If private foundation status was terminated under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: X Cash Accrual F If the foundation is in a 60-month termination, (from Part II, col (c), line 16) Other (specify) under section 507(b)(1)(B), check here 134,624,786. (Part I, column (d) must be on cash basis) ▶\$ Part I Analysis of Revenue and Expenses (a) Revenue and (b) Net investment (c) Adjusted net (d) Disbursements (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income ıncome Contributions, gifts, grants, etc., received 2 Check X if the foundation is not required to attach Sch B Interest on savings and temporary cash investments 2,237. 2,237. 2,237. 1,593,318. 1,585,817. 1,593,318.STATEMENT 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 8,155,498 STATEMENT 6a Net gain or (loss) from sale of assets not on line 10 8,155,498. 8,155,498. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) ආ -1,603,764. 8,139,788. -1,781,304.STATEMENT -185,749. ~ 11 Other income -1,781,304. 7,969,749. Total, Add lines 1 through 11 277,465.221,972. Compensation of officers, directors, trustees, etc 55,493. 0. 454,383. 30,652. O. 423,731. 14 Other employee salaries and wages 15 Pension plans, employee benefits 59,700. Ο. Ō. 0. 16a Legal fees STMT 4 5,057 Ō. 0. 5,057. 29,000. 9,570. **b** Accounting fees STMT 19,430. O. STMT)6 15,869. 15,869 0. c Other professional fees 0. 17 Interest 18 Taxes 162,400 10. 0 230. 19 Depreciation and depletion 38,826. 0. 38,826 20 Occupancy 21 Travel, conferences, and meetings 1 40,793 0 0 40,793. 22 Printing and publications STMT 8 23 Other expenses 297,985. 0. 0. 297,985. 24 Total operating and administrative 1,381,478. expenses. Add lines 13 through 23 121,454. 38,826. 999<u>,338.</u> 4,368,487. 25 Contributions, gifts, grants paid 4,368,487. 26 Total expenses and disbursements Add lines 24 and 25 5,749,965 121,454. 38,826. 5,367,825. 27 Subtract line 26 from line 12: 2,219,784 a Excess of revenue over expenses and disbursements 8,018,334. b Net investment income (if negative, enter -0-) 0. C Adjusted net income (if negative, enter -0-)

07301109 759456 423274

LHA For Paperwork Reduction Act Notice, see instructions.

2015.04030 LYNDHURST FOUNDATION, INC

423274_1

Form **990-PF** (2015)

#4 7

3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► ROUNDING DIFFERENCES

Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

Form **990-PF** (2015)

125,831,644.

523511 11-24-15

132,433,625. 8,778,363. 5 Multiply line 4 by line 3 5 80,183. 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 8,858,546. 7 Add lines 5 and 6 7 5,367,825. 8 Enter qualifying distributions from Part XII, line 4 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.

523521 11-24-15

Form **990-PF** (2015)

See the Part VI instructions.

Form			044177		Page 4
Pa	irt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 494	8 - s	ee instru	ctio	ns)
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)	1			
b		1	16	0 <u>,</u> 3	67.
	of Part I, line 27b				
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	- 1		. .	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			<u>0.</u>
3	Add lines 1 and 2	3	16	0,3	67.
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	16	0,3	67.
6	Credits/Payments:				
a	2015 estimated tax payments and 2014 overpayment credited to 2015 6a 482,613.	- 1			
b	Exempt foreign organizations - tax withheld at source 6b	j			
C	Tax paid with application for extension of time to file (Form 8868)	j			
d	Backup withholding erroneously withheld 6d	- }			
		7	48	2,6	13.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			
9		9			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32	$\frac{1}{2}, \frac{1}{2}$	46.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax > 322,246. Refunded >	11			0.
	rt VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			Yes	No
	any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		16		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?		10		Х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. \blacktriangleright \$ 0. (2) On foundation managers. \blacktriangleright \$ 0.				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				ĺ
	managers. ▶ \$ 0.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	-	X
	If "Yes," attach a detailed description of the activities				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or		- 1 - 1		
	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?		5		X
	If "Yes," attach the statement required by General Instruction T				
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	N))		1
	remain in the governing instrument?		6	X	1
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 , DE				
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)				1
_	of each state as required by General Instruction G? If "No," attach explanation		86	X	1
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendary	ar			$\overline{}$
-	year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		x
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X
<u> </u>	1 100, autom a demodrate manife manif		Form 990	DE	

Pa	irt 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	1 1		ł
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		Х
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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address WWW.LYNDHURSTFOUNDATION.ORG			
14	The books are in care of ► FOUNDATION OFFICER - PRESIDENT Telephone no ►423-7	<u> 56-0</u>	767	
	Located at ► 517 EAST FIFTH ST, CHATTANOOGA, TN ZIP+4 ►3	7403		
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		/A	
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank,		Yes	
	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			
Pa	rt 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
18	During the year did the foundation (either directly or indirectly):	1 1		,
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1 1		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	1 1		
	a disqualified person?	1 (
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No	1 1		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No	1 1		ı
	(5) Transfer any income or assets to a disqualified person (or make any of either available	1 1	1	
	for the benefit or use of a disqualified person)? (6) Assert a payment of a disqualified person (7) (Figure 1) (Figure 1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	1 1		1
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	1 1	i	
	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 X No	j		
_	· •	1 1		
Ľ	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1 1		х
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b		
	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	1 1		
•	before the first day of the tax year beginning in 2015?	10		х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	1 10		
_	defined in section 4942(j)(3) or 4942(j)(5)):	1 1		
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	1 1		
	before 2015? Yes X No	1 1		
	If "Yes," list the years	1 1		
t	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect	1 1		
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach	1 1		
	statement - see instructions.) N/A	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.			-
	>	1 1		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?	1 1		
t	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after			
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,	} }		
	Form 4720, to determine if the foundation had excess business holdings in 2015) N/A	3b		<u></u>
48	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
t	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		<u> </u>
	Fe	orm 990)-PF	(2015)

orm 990-PE_(2015) LYNDHURST FOUNDATION, II			62-60441	77 Page 6		
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be F	Required (contin	ued)			
5a During the year did the foundation pay or incur any amount to:				ì		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?						
(2) Influence the outcome of any specific public election (see section 4955);	or to carry on, directly or indire		[1 1		
any voter registration drive?			es 🗓 No	1 1		
(3) Provide a grant to an individual for travel, study, or other similar purpose	s?	Y	es 🗓 No	} }		
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section		}	} {		
4945(d)(4)(A)? (see instructions)		X Y	es 🔲 No	1 (
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or f	for	ţ	1 1		
the prevention of cruelty to children or animals?	, , , ,		es X No	1 1		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify ur	nder the exceptions described i	in Regulations		1 1		
section 53,4945 or in a current notice regarding disaster assistance (see instr	·		ì	56 X		
Organizations relying on a current notice regarding disaster assistance check	•		▶ ┌┐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption		ined		1 1		
	EE STATEMENT 1		es 🔲 No	1 1		
and the second s]]		
If "Yes," attach the statement required by Regulations section 53 494	• •		}	- } - }		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		es X No	} {		
a personal benefit contract?	naroanal hanafit anni	¥(6b X		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal benefit contract?		<u> </u>	6b X		
If "Yes" to 6b, file Form 8870			es X No	l j		
7a At any time during the tax year, was the foundation a party to a prohibited tax		Y(
b If "Yes," did the foundation receive any proceeds or have any net income attrib				7b		
Part VIII Information About Officers, Directors, Trus Paid Employees, and Contractors	tees, Foundation Ma	inagers, Highly	y			
						
List all officers, directors, trustees, foundation managers and their		(c) Compensation	(d) Contributions to	(a) Eypongo		
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deterred	(e) Expense account, other		
(4)	to position	enter -0-)	compensation	allowances		
		1				
	1	0.00	04 405			
SEE STATEMENT 12		277,465.	24,425.	0.		
		\	1			
	_	}				
	<u> </u>	<u> </u>				
]	Ţ	}			
]	<u> </u>				
	7	1	{			
		<u> </u>				
2 Compensation of five highest-paid employees (other than those in		enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other		
(a) Name and address of each employee paid more than \$50,000	devoted to position	(c) Compensation	and deferred compensation	allowances		
MACON C. TOLEDANO - 517 EAST FIFTH	ASSOCIATE DIR	ECTOR				
STREET, CHATTANOOGA, TN 37403	40.00	204,341.	10,385.	0.		
MARGARET E. STAKELY - 517 EAST FIFTH	CONTROLLER	 				
STREET, CHATTANOOGA, TN 37403	40.00	102,175.	10,150.	0.		
SARAH C. COX - 517 EAST FIFTH	EXECUTIVE ASS		· · · · · · · · · · · · · · · · · · ·			
STREET, CHATTANOOGA, TN 37403	40.00	82,009.	8,355.	0.		
KATHLEEN E NOLTE - 517 EAST FIFTH	PROGRAM OFFIC			 		
STREET, CHATTANOOGA, TN 37403	40.00	83,608.) o.	0.		
Jan 201 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	+	1 33,000.	 			
	1		}			
Total number of other employees paid over \$50,000		 -	\	<u> </u>		
Total number of duter employees paid over 400,000				990-PF (2015)		
			rufiii	200-LL (5012)		

Form 990-PF (2015) LYNDHURST FOUNDATION, INC		5044177 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation M Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "NONE	.11	
(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 informumber of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
	·	
1 N/A		
^		
2		
	· -	
3		
<u> </u>		
4		
· · · · · · · · · · · · · · · · · · ·		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and	d 2.	Amount
1 N/A		
		
2		
All other program-related investments. See instructions.		
3		
		
Total. Add lines 1 through 3	<u> </u>	0.
		Form 990-PF (2015)

	art X		
Ŀ	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndation	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	129,683,588.
ь	Average of monthly cash balances	1b	4,766,793.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	134,450,381.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	134,450,381.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,016,756.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	132,433,625.
6	Minimum investment return. Enter 5% of line 5	6	6,621,681.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certai	n
	foreign organizations check here 🕨 🔛 and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	6,621,681.
2a	Tax on investment income for 2015 from Part VI, line 5		
b	Income tax for 2015 (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	160,367.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,461,314.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,461,314.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,461,314.
Р	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	T	
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	5,367,825.
	Program-related investments - total from Part IX-B	16	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:		
а	Suitability test (prior IRS approval required)	3a	
	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	5,367,825.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,367,825.
	Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	ualifies	for the section
	4940(e) reduction of tax in those years.		

Form **990-PF** (2015)

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,	00.700			
line 7				6,461,314.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
5 Supposed at the buttons appropriate of any to 2015:		U.		
3 Excess distributions carryover, if any, to 2015: a From 2010 6, 794, 045.				
a From 2010 6,794,045. b From 2011 10,184,010.				
c From 2012				
dFrom 2013 1,402,169.				
e From 2014				
f Total of lines 3a through e	18,380,224.			
4 Qualifying distributions for 2015 from			-	
Part XII, line 4: ►\$ 5,367,825.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior		•		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus	_			
(Election required - see instructions)	0.			5,367,825.
d Applied to 2015 distributable amount	0.			3,301,023.
e Remaining amount distributed out of corpus	1,093,489.			1,093,489.
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	1,000,400,			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,286,735.			
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	Ì			
the section 4942(a) tax has been previously		0.		
assessed		<u> </u>		
d Subtract line 6c from line 6b. Taxable amount - see instructions	t e	0.		
e Undistributed income for 2014. Subtract line				
4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2015. Subtract				
lines 4d and 5 from line 1. This amount must				•
be distributed in 2016				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election				
may be required - see instructions)	0.			
8 Excess distributions carryover from 2010	E 700 EEC			
not applied on line 5 or line 7	5,700,556.			
9 Excess distributions carryover to 2016.	11,586,179.			
Subtract lines 7 and 8 from line 6a 10 Analysis of line 9:	11,300,113.		 	
a Excess from 2011 10,184,010.				
b Excess from 2012				
c Excess from 2013 1,402,169.				
d Excess from 2014				
e Excess from 2015				
				Earm QQA_DF (2015)

523581 11-24-15

Form **990-PF** (2015)

	ST FOUNDATI		· · · · · · · · · · · · · · · · · · ·	62-60	44177 Page 10
Part XIV Private Operating F	_ 		I-A, question 9)	N/A	
1 a If the foundation has received a ruling of		• • •	}		
foundation, and the ruling is effective fo		-	▶		
b Check box to indicate whether the found		ng foundation described i		4942(j)(3) or 49	942 ₍₁₎ (5)
2 a Enter the lesser of the adjusted net	Tax year	(5) 2014	Prior 3 years	(d) 2012	(a) Total
income from Part I or the minimum	(a) 2015	(b) 2014	(c) 2013	(0) 2012	(e) Total
investment return from Part X for					
each year listed				ļ	
b 85% of line 2a		ļ		ļ <u>.</u>	
c Qualifying distributions from Part XII,		\	1		
line 4 for each year listed					
d Amounts included in line 2c not				1	
used directly for active conduct of	ļ				
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				<u> </u>	
alternative test relied upon:	ļ	ì			
a "Assets" alternative test - enter					
(1) Value of all assets			ļ <u>-</u>		
(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		ĺ	ĺ	1	
investment income (interest,					
dividends, rents, payments on securities loans (section					
512(a)(5)), or royalties)			ļ		
(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 Info	rmation (Comple	te this part only	if the foundation	had \$5,000 or me	ore in assets
at any time during t					
1 Information Regarding Foundation	on Managers:				
a List any managers of the foundation wh	=	than 2% of the total cont	ributions received by the	foundation before the clos	se of any tax
year (but only if they have contributed r	nore than \$5,000). (See s	section 507(d)(2).)			
NONE					
b List any managers of the foundation who other entity) of which the foundation ha			(or an equally large porte	on of the ownership of a p	artnership or
NONE					
2 Information Regarding Contribut	ion, Grant, Gift, Loan	, Scholarship, etc., Pr	ograms:	-	
Check here if the foundation of the foundation makes gifts, grants, etc.	only makes contributions	to preselected charitable	organizations and does i		
a The name, address, and telephone num	her or e-mail address of t	the person to whom appli	cations should be address	ssed.	
BENIC M. CLARK, III,		•	Silvaid bo dudi b		
517 EAST FIFTH STREE	T, CHATTANC	OGA, TN 374			
b The form in which applications should be SEE ATTACHED STATEME		tion and materials they sh	nould include:		
c Any submission deadlines. SEE ATTACHED STATEME	ENT.				
d Any restrictions or limitations on award	s, such as by geographic	al areas, charitable fields,	kinds of institutions, or	other factors;	
SEE ATTACHED STATEME	INT.	·	•		
523601 11-24-15					Form 000-DE (2015)

a composition of the composition				
3 Grants and Contributions Paid During the	Year or Approved for Future I	Payment I		<u> </u>
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	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
		'		
SEE ATTACHED LIST				
				4,368,487.
Total			▶ 3a	4,368,487.
b Approved for future payment				
SEE ATTACHED LIST				
SEE ATTACRED LIST				3,974,500.
· · · · · · · · · · · · · · · · · · ·				3,374,300.
		<u></u>		
		l		
		ł		
		İ		
Total			▶ 3b	3,974,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated	business income		ded by section 512, 513, or 514	(e)
zinoi groso unicumo unicos cumo mos muiculos.	(a)	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue;	Business code	Amount	sion code	Amount	function income
a					· · · · · · · · · · · · · · · · · · ·
b	·	· · - · · · · · · · · · · · · · · · · ·			
C					
d					
е					
1					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	2,237.	
4 Dividends and interest from securities	<u> </u>		14	1,593,318.	
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			18	8,155,498.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PASS-THROUGH GAINS			14	-1,629,933.	
b UBTI INVESTMENTS	900000	-177,540.			
c PASS-THROUGH					
d MISCELLANEOUS INCOME			14	26,169.	
e					
12 Subtotal. Add columns (b), (d), and (e)		-177,540.		8,147,289.	0.
13 Total. Add line 12, columns (b), (d), and (e)		·		13	7,969,749.
(See worksheet in line 13 instructions to verify calculations.)					

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

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).
	· · · · · · · · · · · · · · · · · · ·
3621 11-24-	15 Form 990-PF (

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer of trustee Print/Type preparer's name

Preparer's signature

Paid Preparer

Use Only

BECKY G. MURPHY

Firm's name ► LBMC, PC

Firm's address ▶ 605 CHESTNUT STREET, CHATTANOOGA TN 37450

523622 11-24-15

Sign

Expenditure Responsibility Grants - 2015

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

Crabtree Farms - 1000 East 30th Street, Chattanooga, Tennessee 37407

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

Purpose of Grants

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

Dates of Reports By Grantee

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

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A

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

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

Purpose of Grant

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

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

Dates of Reports By Grantee

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

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A

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

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

Purpose of Grant

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

Dates of Reports By Grantee

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

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

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

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

Purpose of Grant

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

Dates of Reports By Grantee

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

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A

<u>Riverview Foundation - 832 Georgia Avenue, Suite 410 Volunteer Building, Chattanooga,</u> Tennessee 37402

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

Purpose of Grant

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

Dates of Reports By Grantee

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

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

N/A

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

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

Purpose of Grant

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

Dates of Reports By Grantee

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

Any Diversion by Grantee

None

Date of Verification

N/A

Results of Verification

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

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

Unsolicited proposals will not be eligible for consideration.

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

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

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

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

CONTRIBUTIONS

2015	Page 1 (of 10
ArtsBuild [Code: PC]	
406 Frazier Avenue	
Chattanooga, TN 37405	
Support for façade improvements to the Dover Building	and to support
the information technology system.	\$ 60,000.00
Support for the Community Cultural Connection (CCC) gr	rant program. 25,000.00
Support for a marketing campaign that will create a con-	sistant,
unified, and realistic story about the Chattanooga arts o	ommunity. 30,000.00
Support for rent subsidy in the Arts Building basement t	
use and impact of the facility and bolster activities of its	s occupants. 15,000.00
Bessie Smith Cultural Center [Code: PC]	
200 East Martin King Boulevard	
Chattanooga, TN 37401-6126	
Support for the 2015 Bessie Smith Strut.	15,000.00
Bike Walk Tennessee [Code: PC]	
P.O. Box 120993	
Nashville, TN 37212	
Support for the inaugural U.S. Bicycle Routes and Scenic	•
Regional Summit, to be hosted in Chattanooga on April 2	20-21, 2016. 15,000.00
Chattanooga Area Food Bank [Code: PC]	
2009 Curtain Pole Road	
Chattanooga, TN 37406	
Support for the Closing The Meal Gap project.	150,000.00
Chattanooga Chamber Foundation [Code: PC]	
811 Broad Street, Suite 100	
Chattanooga, TN 37402-2626	
Support for Thrive 2055 for a design thinking crash cours	se and
challenge for eight communities across the region.	245,000.00
Chattanooga Film Festival [Code: PC]	
9689 Salisbury Lane	
Ooltewah, TN 37363	
Support for general operations in 2015.	50,000.00

CONTRIBUTIONS

2015 Page 2 [of 10] Chattanooga-Hamilton County Regional Planning Agency [Code: PC] 1250 MarKet Street, Suite 2000 Chattanooga, TN 37402 Support for a community outreach program in conjunction with the Form-Based Code initiative. \$ 45,000.00 Chattanooga History Center [Code: PC] 2 West Aquarium Way, Suite 200 Chattanooga, TN 37402 Support for consulting services through the engagement of Mr. Andrew Kean. 2,100.00 Chattanooga Neighborhood Enterprise [Code: PC] 1500 Chestnut Street, Suite A Chattanooga, TN 37408 Support for the inaugural year of CNE Money School. 10,000.00 Support for Neighborhood Planning efforts for the Highland Park and Ridgedale neighborhoods. 25,000.00 Chattanooga Symphony & Opera Association [Code: PC] 701 Broad Street Chattanooga, TN 37402 Support for Fletcher Bright Fund for Strings permanent endowment. 25,000.00 City of Chattanooga - Public Art [Code: PC] 101 East 11th Street, Suite 101 Chattanooga, TN 37402 Support for the Mural Project. Specifically, the funds are to support the mural to be painted by Meg Saligman on the AT&T building at 300 M.L. King Boulevard. 150,000.00 City of Chattanooga – Transportation Department [Code: PC] 1250 Market Street, Suite 3030 Chattanooga, TN 37402 Support for preparation of Plan documents for the Virginia Avenue Neighborhood Greenway, for the associated Overlay District Study, and for renovations to sidewalks in the 500 block of East 5th Street and along Houston Street at the Intersection with East 5th Street. 172,050.00

CONTRIBUTIONS

2015	Page 3 [of 10]
Civil War Preservation Trust [Code: PC]	
1156 15 th Street N.W., Suite 900	
Washington, DC 20005	
Support for acquisition of the 11.6 acre Veal (Browns Ferry) tract as a	
future addition to Chickamauga-Chattanooga National Military Park.	\$ 75,000.00
Climate Conservation [Code: PC]	
Center for Large Landscape Conservation	
P.O. Box 1587	
Bozeman, MT 59771	
Support for a new program coordinator position for the Practitioners'	
Network for Large Landscape Conservation.	10,000.00
CO.LAB [Code: PC]	
1100 Market Street, Suite 100	
Chattanooga, TN 37402	
Support for the 2015 Mini Market Faire held in Chattanooga.	20,000.00
Support for general operations in fiscal year 2016.	200,000.00
Community Foundation of Greater Chattanooga [Code: PC]	
1270 Market Street	
Chattanooga, TN 37402	
Support for the Chattanooga Music Resource Center for operations	
and activities of SoundCorps.	50,000.00
Support for ongoing design for development of the Chattanooga	
Design Studio over the course of 2015.	125,000.00
Support for the Bridge Scholars Fund in the 2015-2016 school year.	35,000.00
Support for the Pediatric Health Improvement Coalition of the	
Tennessee Valley and for the development of a new school-based	
pilot project in five Hamilton County public elementary schools.	127,973.00

CONTRIBUTIONS

2015 Page 4 [of 10] Consultative Group of Biological Diversity [Code: PC] Presidio Building 1016 P.O. Box 29361 San Francisco, CA 94129-0361 \$ 13,000.00 Support for membership services in 2015 and 2016. Contemporary Performing Arts of Chattanooga [Code: PC] 1307 Dodds Avenue Chattanooga, TN 37404 Support for administration, hiring a full-time executive director as manager of Barking Legs Theater, and related programs and activities. 50,000.00 Coosa River Basin Initiative [Code: PC] 408 Broad street Rome, GA 30161 Support for a mapping project of the upper Coosa River for the purpose of developing and promoting recreational water trails on the Conasauga, Coosawattee, Oostanaula, Chattooga, and Coosa Rivers. 5,000.00 Crabtree Farms [Code: PF] P.O. Box 2250 Chattanooga, TN 37409 Support for a professional property survey and landscape plan that are components of a larger master planning process. 30,000.00 Creative Discovery Museum [Code: PC] P.O. Box 6339 Chattanooga, TN 37402 Support for the expansion of the Make It space. 75,000.00 Enterprise Center, Inc. [Code: PC] 1250 Market Street, Suite 3020 Chattanooga, TN 37402 Support for an Advanced Manufacturing Application Center (AMAC) Feasibility Study. 10,000.00 Support for the Tech Goes Home CHA program over the next 2 years. 50,000.00

CONTRIBUTIONS

2015 Page 5 [of 10] Etowah Historical Commission [Code: PC] 727 Tennessee Avenue South **Etowah, TN 37331** Support for new interpretive exhibits on the 2nd floor of the historic L&N Depot and for restoration of the original L&N caboose. 20,000.00 Friends of the Chickamauga-Chattanooga National Military Park [Code: GOV] P.O. Box 748 Chattanooga, TN 37401 Support for six local community celebrations in conjunction with the National Fund Your Park Campaign in 2016. 30,000.00 Friends of the Library [Code: PC] 1001 Broad Street Chattanooga, TN 37402 Support for operations and activities of The Muse of Fire project. 25,000.00 Friends of the Sixth Cavalry Museum, Inc. [Code: PC] P.O. Box 2011 Fort Oglethorpe, GA 30742-0011 Support for the Hometown Teams local exhibit displays and associated programming. 10,000.00 Friends of the South Cumberland State Park [Code: PC] P.O. Box 816 Sewanee, TN 37375 Support for the re-route of a section of the Fiery Gizzard Trail In the vicinity of the Ravens Point overlook. 25,000.00 Georgia Land Trust [Code: PC] 226 Old Ladiga Road Piedmont, AL 36272 Support for the Thrive 2055/Ridge and Valley/Cumberland Plateau Conservation Land Project in the 2015 calendar year. 50,000.00 Girls Preparatory School [Code: PC] 205 Island Avenue Chattanooga, TN 37405 Support for the Mad Bad and Dangerous community-wide women's entrepreneurial summit 10,000.00

CONTRIBUTIONS

2015 Page 6 [of 10] Glass House Collective [Code: PC] P.O. Box 5566 Chattanooga, TN 37406 Support for implementation of projects delineated in the How to Guide and the outcome report from the workshop. \$ 30,000.00 Greater Chattanooga Sports & Events Committee [Code: PC] 736 Market Street, 18th Floor Chattanooga, TN 37402 Support for the 2015 IRON and Half-IRONMAN competition held in Chattanooga. 25,000.00 green/spaces [Code: PC] **63 East Main Street** Chattanooga, TN 37408-1317 Support for the Empower Chattanooga program and for participation in the GUEP competition. 45,000.00 H'Art Gallery Tennessee [Code: PC] 110 East Main Street Chattanooga, TN 37408-1211 Support for the expansion of art therapy classes and "Food 4 the Soul" artist supply boxes. 25,000.00 Jazzanooga [Code: PC] 108 Woodlawn Drive Chattanooga, TN 37411-3529 Support for general operations. 50,000.00 John C. Campbell Folk School [Code: PC] One Folk School Road Brasstown, NC 28902 Support for the Harrison Caldwell Memorial Fund. 2,500.00 Land Trust for Tennessee [Code: PC] P.O. Box 23473 Nashville, TN 37202 Support for operations and activities of the Southeast Office. 75,000.00

CONTRIBUTIONS

2015 Page 7 [of 10] LAUNCH [Code: PC] P.O. Box 903 Chattanooga, TN 37401 Support for general operations and capacity-building. \$ 150,000.00 Lookout Mountain Conservancy [Code: PC] P.O. Box 76 Lookout Mountain, TN 37350 Support for the Phase 1 Neighborhood Revitalization of Old Wauhatchie Pike. 102,500.00 **Matching Contributions:** To match Lyndhurst associates' 2014 personal charitable contributions. 26,614.00 National Math Foundation [Code: PC] 2610 South Salina Street Syracuse, NY 13205 Support for the 2015 Summer Institute held in Chattanooga. 5,000.00 Northwest Georgia Regional Commission [Code: PC] P.O. Box 1798 Rome, GA 30162-1798 Support for the Northwest Georgia Scenic Bikeways and Trails: Planning for Multiuse Routes feasibility study. 30,000.00 Northwest Georgia SORBA [Code: PC] 113 Sioux trail Dalton, GA 30720 Support for the expansion of the public trail system at Raisin Woods Mountain Bike Park, located in Dalton, Georgia. 15,000.00 Partners for Livable Communities [Code: PC] 1429 21st Street, NW Washington, DC 20036 Support for the 40th Anniversary Celebration and Campaign for Community Renewal. 10,000.00

CONTRIBUTIONS

2015	Page 8 [of 10]
Public Markets, Inc. [Code: PC]	
P.O. Box 810	
Ooltewah, TN 37363	
Support for a series of professional development workshops geared specifically for artists.	\$ 20,000.00
genieu specifically for artists.	J 20,000.00
River City Company [Code: PC]	
2nd Floor, Miller Plaza	
850 Market Street	
Chattanooga, TN 37402	
Support for acquisition of the Chattanooga Woodworking	
Academy building.	325,000.00
Support for planning for the Arts District Pedestrian Promenade,	
acquisition of a lot at 1st/Cherry Street, and planning coordination.	350,000.00
Support for the 3 rd Street and 4 th Street Economic Development	
Corridor Study.	250,000.00
Support for the Retail Recruitment program, for staffing and	
programming over a three-year period.	150,000.00
RiverRocks [Code: PC]	
c/o 29 Johnson Street	
Chattanooga, TN 37408	
Support for the 2015 RiverRocks event.	15,000.00
Southeast Tennessee Tourism Association [Code: PC]	
P.O. Box 4757	
Chattanooga, TN 37405	
Support for design and landscape architectural consulting	
services to be provided by Kaizen Collaborative in conjunction	
with the development of the Hiwassee River Blueway.	10,500.00
Southeastern Cave Conservancy [Code: PC]	
4311 7 th Avenue	i
Chattanooga, TN 37407-2615	
Support for land acquisition and preserve stewardship.	100,000.00

CONTRIBUTIONS

Page 9 [of 10] 2015 Southern Lit Alliance [Code: PC] 3069 South Broad Street, Suite 2 Chattanooga, TN 37408 Support for the marketing campaign for the Celebration \$ 10,000.00 of Southern Literature in April 2015. Splash [Code: PC] **1814 Wheeler Street** Chattanooga, TN 37406 10,000.00 Support for the summer and fall art program. Tech Town Foundation, Inc. [Code: PC] 325 Market Street Chattanooga, TN 37402 Support for an educational program that integrates cultural arts and technology. 85,000.00 Tennessee Aquarium [Code: PC] 201 Broad Street, Suite 200 Chattanooga, TN 37402 Support for the development of the Tennessee Aquarium 100,000.00 Conservation Institute's s new facility. Tennessee Watercolor Society [Code: PC] 9208 Heritage Drive Brentwood, TN 37027 1,250.00 **Support for the 2016 Traveling Exhibition.** University of Georgia Foundation [Code: PC] 394 South Milledge Avenue Athens, GA 30602 Support for the Georgia Downtown Renaissance Partnership at the Carl Vinson Institute of Government, to work with several NW Georgia towns within the Thrive 2055 area on the 100,000.00 implementation of strategic planning programs and partnerships.

CONTRIBUTIONS

Page 10 [of 10] 2015 University of Tennessee at Chattanooga [Code: PC] **Center for Academic and Innovative Technologies** Dept 4234, 615 McCallie Avenue Chattanooga, TN 37403-2598 Support for development and staffing of the Interdisciplinary Geospatial Technology Lab. \$ 100,000.00 Urban League of Greater Chattanooga [Code: PC] P.O. Box 11106 Chattanooga, TN 37401 Support for the NextLevel Chattanooga program and the effort to help small businesses in Chattanooga to grow and prosper. 60,000.00 WTCI TV 45 [Code: PC] 7549 Bonnyshire Drive Chattanooga, TN 37416 Support for the documentary, From the Streets to the Stage: The Journey of Frederick Davis, and for associated programming. 10,000.00 TOTAL 2015: \$4,368,487.00

LYNDHURST GRANT COMMITMENTS - APPROVED BY BOARD (As of December 31, 2015)

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

FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	ITIES S'	TATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MANAGED INVESTMENTS TAX-EXEMPT INCOME	1,585,817. 7,501.	0.	1,585,817. 7,501.	1,585,817.	1,585,817. 7,501.
TO PART I, LINE 4	1,593,318.	0.	1,593,318.	1,585,817.	1,593,318.

FORM 990-PF G	AIN OR (LOSS)	FROM SALE	OF	ASSETS	STA	TEMENT
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOL
LT GAIN FROM MANAGED INVESTMENTS				PURCHASED	VARIOUS	12/31/1
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE (SALE	OF	(E) DEPREC	. GAIN	(F) OR LOSS
8,155,467.	0	•	0.	- 	0. 8	3,155,467
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOL
CLASS ACTION LITIGATION	_		•	PURCHASED	VARIOUS	12/31/1
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	. (D) EXPENSE (SALE	OF	(E) DEPREC	. GAIN	(F) OR LOSS
31.	0	•	0.		0.	31
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOL
DISPOSAL OF DESK CHAIR	_		•	PURCHASED	09/26/05	07/01/1
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE (SALE	OF	(E) DEPREC	. GAIN	(F) OR LOSS
0.	988	•	0.	98	38.	0

DISPOSAL OF DESK CHAIR (B) GROSS COST OR SALES PRICE OTHER BASIS 0. 885. PURCHASED 12/15/08 10. (E) (F) EXPENSE OF DEPREC. GAIN OR DEPREC.	
GROSS COST OR EXPENSE OF SALES PRICE OTHER BASIS SALE DEPREC. GAIN OR I	oss
SALES PRICE OTHER BASIS SALE DEPREC. GAIN OR I	oss
0. 885. 0. 885.	
	0.
(A) MANNER DATE DESCRIPTION OF PROPERTY ACQUIRED DATE	SOLD
DISPOSAL OF ICEMAKER PURCHASED 01/31/06 04	09/15
(B) (C) (D) (E) (F) GROSS COST OR EXPENSE OF	
SALES PRICE OTHER BASIS SALE DEPREC. GAIN OR 1	oss
0. 1,099. 0. 1,099.	0.
(A) MANNER DATE DESCRIPTION OF PROPERTY ACQUIRED DATE	: SOLD
DISPOSAL OF COMPUTER PURCHASED 07/31/08 01,	28/15
(B) (C) (D) (E) (F)	
GROSS COST OR EXPENSE OF SALES PRICE OTHER BASIS SALE DEPREC. GAIN OR I	oss
0. 1,413. 0. 1,413.	0.
NET GAIN OR LOSS FROM SALE OF ASSETS 8,15	,498.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A 8,15	,498.

FORM 990-PF	OTHER	INCOME		STATEMENT 3
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THROUGH GAINS UBTI INVESTMENTS PASS-THROUGH MISCELLANEOUS IN	NCOME	-1,629,933. -177,540. 26,169.	-1,629,933. 0. 26,169.	-177,540.
TOTAL TO FORM 990-PF, PART I	, LINE 11 =	-1,781,304.	-1,603,764.	-1,781,304.
FORM 990-PF	LEGA	L FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
LEGAL FEES	5,057	. 0	. 0	5,057.
TO FM 990-PF, PG 1, LN 16A	5,057	. 0	. 0	5,057.
FORM 990-PF	ACCOUNT	ING FEES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
ACCOUNTING FEES	29,000	. 19,430	. 0	9,570.
TO FORM 990-PF, PG 1, LN 16B	29,000	19,430	. 0	9,570.
FORM 990-PF (OTHER PROFE	SSIONAL FEES		STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENTS' FEES	15,869	. 15,869	. 0	. 0.
TO FORM 990-PF, PG 1, LN 16C	15,869	. 15,869	. 0	. 0.
=				

S7	TATEMENT 7
C) USTED INCOME	(D) CHARITABLE PURPOSES
0.	230.
0.	0.
0.	0.
0.	0.
0.	230.
Sr.	PATEMENT 8
C)	(D)
USTED	CHARITABLE
INCOME	PURPOSES
0.	1,793.
0.	39,606.
0.	38,974.
0.	78,154.
0.	4,334.
0.	15,732.
0.	2,908
0.	30,472
0.	565
0.	6,227
0.	64.
0.	41,918
0.	23,854
0.	275
0.	5,961
0.	7,148.
0.	297,985.
	0.

STATEMENT 10

FORM 990-PF

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SIGULAR GUFF BRIC OPP FUND	COST	2,973,509.	4,156,881.
THE RAPTOR GLOBAL FUND LTD	COST	30,790.	39,881.
THE RAPTOR PRIVATE HOLDINGS	COST	22,973.	39,968.
TUDOR FUTURES FUND	COST	0.	0.
VIKING GLOBAL EQUITY III, LTD	COST	6,045,543.	9,313,013.
ABERDEEN FVP OFFSHORE FKA FLAG	COST		
VENTURE PARTNERS IV		500,915.	576,930.
ABERDEEN FPE OFFSHORE FKA FLAG	COST		
PRIVATE EQUITY		341,656.	275,866.
OCM PRINCIPAL OPPORTUNITIES	COST	0.	3,721.
COMMONFUND CAPITAL INT'L PARTNERS	COST		
IV, LP		742,947.	1,110,927.
COMMONFUND REALTY INVESTORS, LLC	COST	0.	0.
COMMONFUND CAP PRIV EQ PTS V, LP	COST	539,570.	1,336,864.
ENCAP ENERGY CAP FUND VII-B, LP	COST	3,088,352.	706,479.
WCP REAL ESTATE FUND II, LP	COST	2,594,127.	2,675,795.
BLUE RIDGE OFFSHORE LP	COST	3,185,492.	6,087,165.
FIR TREE CAPITAL OPPORTUNITY FUND	COST		
LTD		0.	168,039.
PIMCO SHORT TERM FUND (AND TOTAL	COST		
RTN RD)		0.	0.
GT EMERGING MARKETS (QP) L.P.	COST	9,845,725.	10,096,377.
GT OFFSHORE FUND, LTD.	COST	33,333,03/•	22,2/0,244.
GT SPECIAL OPPORTUNITIES III, LP	COST	4,247,215.	4,202,265.
GT INTERNATIONAL EQUITY QP FUND	COST	_	
L.P.		16,363,163.	
GT US QP FUND L.P.	COST	14,615,830.	16,446,796.
1607 CAPITAL BOND FUND, LP	COST	0.	0.
EAGLE MLP STRATEGY FUND	COST	8,594,597.	
CBL SECONDARY SPV, LP	COST	1,757,436.	1,964,538.
VANGUARD TOTAL BOND INDEX FUND	COST	0.	0.
GT INSTITUTIONAL FIXED INCOME FUND,	COST		
LP		6,685,441.	
PALLADIAN PARTNERS VIII-A, LP	COST	373,578.	413,281.
TIGER GLOBAL PIP VIII, LP	COST	1,181,483.	2,189,599.
TIGER GLOBAL PIP VIII HOLDING	COST	51,328.	27,155.
TIGER GLOBAL PIP IX, LP	COST	1,169,140.	1,186,941.
TOTAL TO FORM 990-PF, PART II, LINE	13	120,890,447.	129,683,589.

OTHER INVESTMENTS

FORM 990-PF	OTHER ASSETS		STAT	EMENT 11	
DESCRIPTION	BEGINNING OF YR BOOK VALUE			FAIR MARKET VALUE	
INCOME TAX RECEIVABLE	286,560	393,30	05.	393,305.	
TO FORM 990-PF, PART II, LINE 1	5 286,560	393,30	05.	393,305.	
	IST OF OFFICERS ND FOUNDATION MA		STAT	EMENT 12	
NAME AND ADDRESS	TITLE AND AVRG HRS/W		EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT	
STEPHEN A CULP 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.	
KATHERINE N CURRIN 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE AND 2.00	SECRETARY 3,750.	0.	0.	
KATHLEEN S HUNT 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	0.	0.	0.	
JAMES O KENNEDY 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.	
ALISON G LEBOVITZ 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	0.	0.	0.	
JAMES J MCGINNESS 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.	
ROBERT K MILLS 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.	
ROBERT C TAYLOR JR 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	CHAIRMAN 2.00	3,000.	0.	0.	

LYNDHURST FOUNDATION, INC			62-6	044177
MARGARET W TOWNSEND 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	TRUSTEE 2.00	3,000.	0.	0.
BENIC M CLARK, III 517 EAST FIFTH STREET CHATTANOOGA, TN 37403	PRESIDENT AND 40.00	TREASURER 255,715.	24,425.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VIII	277,465.	24,425.	0.

62-6044177

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

CRABTREE FARMS

GRANTEE'S ADDRESS

1000 EAST 30TH STREET CHATTANOOGA, TN 37407

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

55,000. 12/20/11

30,000.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

FLEETWOOD FOUNDATION - C/O GERBER/TAYLOR ASSOCIATES

GRANTEE'S ADDRESS

ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38117

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

10,000,000.

01/20/12

939,975.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

FOOTPRINT FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205 CHATTANOOGA, TN 37408

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

10,000,000.

01/20/12

997,255.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

PATHFINDER FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205 CHATTANOOGA, TN 37408

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

10,000,000.

01/20/12

1,152,408.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

RIVERVIEW FOUNDATION

GRANTEE'S ADDRESS

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

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

10,000,000.

01/20/12

991,653.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

62-6044177

GRANTEE'S NAME

SAPPHIRE FOUNDATION - C/O THE LUPTON COMPANY

GRANTEE'S ADDRESS

201 WEST MAIN STREET, SUITE 205 CHATTANOOGA, TN 37408

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

10,000,000. 01/20/12

917,173.

PURPOSE OF GRANT

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

DATES OF REPORTS BY GRANTEE

SEE ATTACHED EXPENDITURE RESPONSIBILITY GRANTS - 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION