

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
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 103,166,721	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <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	270,311	270,311		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,213,938			
	b Gross sales price for all assets on line 6a	12,465,722			
	7 Capital gain net income (from Part IV, line 2)		4,213,938		
	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)	47,759	0			
12 Total. Add lines 1 through 11	4,532,008	4,484,249			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	254,715	25,471		229,244
	14 Other employee salaries and wages	473,663	47,366		426,296
	15 Pension plans, employee benefits	150,620	15,062		135,558
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	18,158	1,816		16,342
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	92,523	37,023		0
	19 Depreciation (attach schedule) and depletion	29,388	2,939		
	20 Occupancy	123,414	12,341		111,073
	21 Travel, conferences, and meetings	31,229	3,123		28,106
	22 Printing and publications	1,067	107		960
	23 Other expenses (attach schedule)	206,419	1,003,403		190,048
	24 Total operating and administrative expenses. Add lines 13 through 23	1,381,196	1,148,651		1,137,627
	25 Contributions, gifts, grants paid	850,694			6,466,937
26 Total expenses and disbursements. Add lines 24 and 25	2,231,890	1,148,651		7,604,564	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,300,118				
b Net investment income (if negative, enter -0-)		3,335,598			
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	72,388	43,380	43,380
	2 Savings and temporary cash investments	4,854,464	1,301,375	1,301,375
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	91,786,781	101,500,461	101,500,461
	14 Land, buildings, and equipment basis ▶ _____ 587,153 Less accumulated depreciation (attach schedule) ▶ 565,648	45,420	21,505	21,505
15 Other assets (describe ▶ _____)	2,366,756	300,000	300,000	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	99,125,809	103,166,721	103,166,721	
Liabilities	17 Accounts payable and accrued expenses	159,463	63,483	
	18 Grants payable	11,125,769	5,862,040	
	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 ▶ _____)	0	10,500	
	23 Total liabilities (add lines 17 through 22)	11,285,232	5,936,023	
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	87,840,577	97,230,698	
	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)	87,840,577	97,230,698		
31 Total liabilities and net assets/fund balances (see instructions) .	99,125,809	103,166,721		

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	87,840,577
2 Enter amount from Part I, line 27a		2	2,300,118
3 Other increases not included in line 2 (itemize) ▶ _____		3	7,090,003
4 Add lines 1, 2, and 3		4	97,230,698
5 Decreases not included in line 2 (itemize) ▶ _____		5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	97,230,698

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	4,213,938
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))
2016	7,956,988	101,114,741	0 078693
2015	10,723,976	108,542,480	0 098800
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

2 Total of line 1, column (d)	2	0 367621
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 073524
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	99,120,714
5 Multiply line 4 by line 3	5	7,287,751
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33,356
7 Add lines 5 and 6	7	7,321,107
8 Enter qualifying distributions from Part XII, line 4	8	7,604,564

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

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 6,734.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes a section for states reported to.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b
	Organizations relying on a current notice regarding disaster assistance check here.			<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

Part VIII

Table 1: List all officers, directors, trustees, foundation managers and their compensation (see instructions). Columns: (a) Name and address, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account.

Table 2: Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." Columns: (a) Name and address, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account.

Table 3: Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". Columns: (a) Name and address, (b) Type of service, (c) Compensation.

Table 4: Summary of Direct Charitable Activities. Columns: Description of activity, Expenses.

Table 5: Summary of Program-Related Investments (see instructions). Columns: Description of investment, Amount.

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	0
b	Average of monthly cash balances.	1b	3,350,243
c	Fair market value of all other assets (see instructions).	1c	97,279,923
d	Total (add lines 1a, b, and c).	1d	100,630,166
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	100,630,166
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,509,452
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	99,120,714
6	Minimum investment return. Enter 5% of line 5.	6	4,956,036

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	4,956,036
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	33,356
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	33,356
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,922,680
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,922,680
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	4,922,680

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	7,604,564
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	7,604,564
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	33,356
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,571,208

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				4,922,680
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	1,191,805			
b From 2013.				
c From 2014.	4,058,226			
d From 2015.	5,440,678			
e From 2016.	2,978,873			
f Total of lines 3a through e.	13,669,582			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>7,604,564</u>				
a Applied to 2016, 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 2017 distributable amount.				4,922,680
e Remaining amount distributed out of corpus	2,681,884			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,351,466			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	1,191,805			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	15,159,661			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.	4,058,226			
c Excess from 2015.	5,440,678			
d Excess from 2016.	2,978,873			
e Excess from 2017.	2,681,884			

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 2017, 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)

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

Part XV Supplementary Information (Complete this part only if the 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	6,466,937
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include items like Program service revenue, Fees and contracts from government agencies, Membership dues, Interest on savings, Dividends and interest from securities, Net rental income, Other investment income, Gain or (loss) from sales of assets, Net income from special events, Gross profit from sales of inventory, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions).

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

Part XVII

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

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

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

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

b If "Yes," complete the following schedule

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

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

*****	2018-11-06	*****
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN	
	SHELTON CHAMBERS		2018-11-07		P01479354	
	Firm's name ▶	ELLIOTT DAVIS LLCPLLC			Firm's EIN ▶	57-0381582
	Firm's address ▶	629 MARKET STREET SUITE 100 CHATTANOOGA, TN 37402			Phone no	(423) 756-7100

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)
CHATTANOOGA RENAISSANCE FUND II, LP	P		
GT EMERGING MARKETS QP FUND LP	P		
GT INSTITUTIONAL FIXED INCOME	P		
GT INTERNATIONAL EQUITY QP FUND LP	P		
GT OFFSHORE FUND, LTD - CLASS A	P		
GT OFFSHORE FUND, LTD - CLASS B	P		
GT REAL ASSETS	P		
GT REAL ASSETS II	P		
GT SPECIAL OPPORTUNITIES III LP	P		
GT US 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)
			0
			0
			0
			0
290,000		212,563	77,437
3,290,000		2,751,217	538,783
750,000		380,356	369,644
			0
			0
2,500,000		1,269,807	1,230,193

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			0
			0
			0
			77,437
			538,783
			369,644
			0
			0
			1,230,193

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)
HEADLANDS CAPITAL	P		
JUMP FUND	P		
MERCED PARTNERS II LP	P		
MIT PRIVATE EQUITY	P		
PALLADIAN PARTNERS VII LP	P		
PALLADIAN PARTNERS VIII-A LP	P		
PAUL CAPITAL PARTNERS VIII-A LP	P		
SIGULER GUFF SMALL BUYOUT OPPORTUNITIES FUND	P		
TWIN HAVEN SPECIAL OPPORTUNITY	P		
EAGLE MLP STRATEGY	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)
41,295		33,373	7,922
			0
482,032		123,606	358,426
651,629		433,639	217,990
			0
			0
278,603		143,255	135,348
621,096		200,482	420,614
229,850		212,133	17,717
			0

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,922
			0
			358,426
			217,990
			0
			0
			135,348
			420,614
			17,717
			0

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)
AGHAP FEEDER, LLC	P		
GT ILS FUND, LP	P		
TORTOISE MLP	P		
EAGLE MLP STRATEGY	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)
			0
			0
1,250,000		1,241,353	8,647
2,081,217		1,250,000	831,217

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			0
			8,647
			831,217

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
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
WILLIAM H CHAPIN 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	12,000	0	0
MARTHA T ROBINSON 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	12,000	0	0
KERI RANDOLPH 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	0	0	0
MITCH PATEL 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	0	0	0
SARAH MORGAN 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	PRESIDENT 40 00	198,715	31,500	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 120100 CHEROKEE BLVD 121 CHATTANOOGA, TN 37405	NONE	PC	REPLENISH SUPPLIES LOST IN FIRE	5,000
ARTS BUILD406 FRAZIER AVE CHATTANOOGA, TN 37405	NONE	PC	ECONOMIC IMPACT RESEARCH AND POLLING FOR TAX BASED FUNDING FOR THE ARTS OF CHATTANOOGA	50,000
AUSTIN HATCHER FOUNDATION FOR PEDIATRIC CANCER 232 E 11TH ST STE 100 CHATTANOOGA, TN 37402	NONE	PC	EDUCATION ADVANCEMENT CENTER IN DOWNTOWN CHATTANOOGA	5,000
Total ▶ 3a				6,466,937

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>				
BATTLE ACADEMY PTA 1601 MARKET STREET CHATTANOOGA, TN 37408	NONE	PC	BATTLE SMART PASS PROGRAM	7,500
BIKE WALK TENNESSEE 903 WINDGATE ST KNOXVILLE, TN 37919	NONE	PC	CHATTANOOGA CITY CELEBRATION & CICLAVIA	5,000
BOY SCOUTS OF AMERICA 6031 LEE HWY CHATTANOOGA, TN 37421	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total				6,466,937

3a

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>				
CAUSEWAY16 PATTEN PARKWAY CHATTANOOGA, TN 37402	NONE	PC	CIVIC INNOVATION AND ENGAGEMENT HUB	450,000
CENTER FOR HEIRS' PROPERTY PRESERVATION 1535 SAM RITTENBURG BLVD D CHARLESTON, SC 29407	NONE	PC	GENERAL OPERATING SUPPORT	5,000
CENTER FOR MINDFUL LIVING 400 E MAIN ST 150 CHATTANOOGA, TN 37408	NONE	PC	INTERNATIONAL DAY OF PEACE EVENT AT COOLIDGE PARK	1,500
Total ▶ 3a				6,466,937

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>				
CENTER FOR MINDFUL LIVING 400 E MAIN ST 150 CHATTANOOGA, TN 37408	NONE	PC	CAPITAL CAMPAIGN	29,000
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA, TN 37406	NONE	PC	GENERAL OPERATING SUPPORT	1,000
CHATTANOOGA BAR FOUNDATION 801 BROAD ST CHATTANOOGA, TN 37402	NONE	PC	ADVANCEMENT OF THE CHATTANOOGA LEGAL DIVERSITY CONSORTIUM	5,000
Total 				6,466,937
3a				

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 CHAMBER FOUNDATION 811 BROAD STREET SUITE 100 CHATTANOOGA, TN 37402	NONE	PC	CHATTANOOGA 2 0 OPERATING SUPPORT	150,000
CHATTANOOGA CHAMBER FOUNDATION 811 BROAD STREET SUITE 100 CHATTANOOGA, TN 37402	NONE	PC	LEARNING EARNINGS PROGRAM	19,000
CHATTANOOGA COMMUNITY KITCHEN PO BOX 11203 CHATTANOOGA, TN 37402	NONE	PC	STRATEGIC PLAN	10,000
Total ▶ 3a				6,466,937


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 COMMUNITY KITCHEN PO BOX 11203 CHATTANOOGA, TN 37402	NONE	PC	2017 FAST DAY	2,000
CHATTANOOGA DESIGN STUDIO 719 CHERRY STREET SUITE 100 CHATTANOOGA, TN 37402	NONE	PC	GENERAL OPERATING SUPPORT	250,000
CHATTANOOGA NEIGHBORHOOD ENTERPRISE 1500 CHESTNUT STREET ST 102 CHATTANOOGA, TN 37408	NONE	PC	ARCHITECTURAL DETAILING FOR MAI BELL APARTMENTS IN HIGHLAND PARK	10,000
Total ▶ 3a				6,466,937

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 NEIGHBORHOOD ENTERPRISE 1500 CHESTNUT STREET ST 102 CHATTANOOGA, TN 37408	NONE	PC	MISSING MIDDLE HOUSING DEVELOPMENT	225,000
CHATTANOOGA NEIGHBORHOOD ENTERPRISE 1500 CHESTNUT STREET ST 102 CHATTANOOGA, TN 37408	NONE	PC	MONEY SCHOOL	5,000
CHATTANOOGA SPORTS COMMITTEE 736 MARKET STREET CHATTANOOGA, TN 37402	NONE	PC	IRONMAN TRIATHLON CONTEST	100,000
Total 3a				6,466,937

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 STATE 4501 AMNICOLA HIGHWAY CHATTANOOGA, TN 37406	NONE	PC	BRIDGES TO SUCCESS 2 0	6,000
CHATTANOOGA SYMPHONY & OPERA 701 BROAD STREET CHATTANOOGA, TN 37402	NONE	PC	SOUND BEGINNINGS PROGRAM	5,000
CHATTANOOGA THEATRE CENTER 400 RIVER STREET CHATTANOOGA, TN 37405	NONE	PC	SECOND CENTURY FUND AND EDUCATIONAL PROGRAMS	70,000
Total 				6,466,937
3a				

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>				
CITY OF CHATTANOOGA 3300 AMNICOLA HWY CHATTANOOGA, TN 37406	NONE	PC	PUBLIC ART FOR THE TENNESSEE RIVERWALK FROM ROSS'S LANDING TO THE INCLINE IN ST ELMO	6,000
COLAB55 E MAIN STREET CHATTANOOGA, TN 37408	NONE	PC	KIVA CHATTANOOGA	50,000
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	NONE	PC	ADDLESTONE LIBRARY	10,000
Total ▶ 3a				6,466,937

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>				
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	NONE	PC	INTERNATIONAL PIANO SERIES	5,000
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	NONE	PC	RUSSIAN STUDIES PROGRAM FOR SPEAKERS & STUDENT	10,000
COMMON CENTS FINANCIAL LITERACY INC PO BOX 4564 CHATTANOOGA, TN 37405	NONE	PC	PROVIDE PRACTICAL FINANCIAL EDUCATION	7,000
Total ▶ 3a				6,466,937

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	PC	DUAL ENROLLMENT SCHOLARSHIP FUND	100,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	WAYNE WHITE PROJECT	25,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	SANKOFA FUND	5,000
Total ▶ 3a				6,466,937

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	PC	PURPOSITY	7,500
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	HIDDEN FIGURES MOVIE SHOWING AND DISCUSSION PANEL	1,170
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	BRIDGE SCHOLARS FUND	2,500
Total ▶ 3a				6,466,937

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	PC	BOARD CONNECTOR WEB PLATFORM	10,500
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	ARTS FORWARD INITIATIVE	25,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	CHATTANOOGA 2 0 VENTURE FUND	1,000,000
Total ▶ 3a				6,466,937

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>				
CRABTREE FARMS OF CHATTANOOGA INC 1000 E 30TH STREET CHATTANOOGA, TN 37407	NONE	PC	CRABTREE FARMS MASTER PLAN	306,000
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT STREET CHATTANOOGA, TN 37402	NONE	PC	IN HONOR OF HENRY SCHULSON'S 20 YEAR ANNIVERSARY	2,500
ENTERPRISE COMMUNITY PARTNERS INC 10 G STREET NE SUITE 580 WASHINGTON, DC 20002	NONE	PC	APPLICATIONS AND RESEARCH PROGRAM	78,334
Total ▶				6,466,937

3a

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>				
FIRST THINGS FIRST 620 LINDSAY ST 100 CHATTANOOGA, TN 37403	NONE	PC	SUCCESS READY PROGRAM	5,000
GIRLS INCORPORATED OF CHATTANOOGA 409 SOUTH GREENWOOD AVE CHATTANOOGA, TN 37404	NONE	PC	GENERAL OPERATING SUPPORT	1,000
GLASS HOUSE COLLECTIVE 2523 GLASS STREET CHATTANOOGA, TN 37406	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total ▶ 3a				6,466,937

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>				
GRANT COUNTY COMMUNITY FOUNDATION PO BOX 1767 SILVER CITY, NM 88062	NONE	PC	IN HONOR OF SEBERT BREWER, JR	500
GRANTMAKERS FOR EDUCATION 750 SW WASHINGTON ST STE 605 PORTLAND, OR 97205	NONE	PC	2017 ORGANIZATIONAL DUES	1,750
GREENSPACES63 E MAIN STREET CHATTANOOGA, TN 37408	NONE	PC	IN HONOR OF TEN YEAR ANNIVERSARY CHALLENGE GRANT TO HELP BROADEN THE ANNUAL GIVING PROGRAM	10,000
Total ▶				6,466,937
3a				

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>				
HART GALLERY TENNESSEE 110 EAST MAIN STREET CHATTANOOGA, TN 37408	NONE	PC	GENERAL OPERATING SUPPORT	1,000
HIGHLAND PARK COMMONS 2000 UNION AVE CHATTANOOGA, TN 37404	NONE	PC	ONGOING WORK IN THE RIDGEDALE AND HIGHLAND PARK NEIGHBORHOODS	50,000
HUNTER MUSEUM OF AMERICAN ART 10 BLUFF VIEW AVE CHATTANOOGA, TN 37403	NONE	PC	FACILITIES IMPROVEMENT RESULTING FROM THE 1ST STREET PLAN AND CONSULT FOR GALLAGHER AND ASSOCIATES	4,000
Total ▶ 3a				6,466,937


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>				
LAND TRUST FOR TENNESSEE 901 BROADWAY NASHVILLE, TN 37202	NONE	PC	PRESERVATION OF THE CONNOR HOUSE ON SIGNAL MOUNTAIN	10,000
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	PC	HOWARD LEADERSHIP PROGRAM	30,000
MDC INC307 WEST MAIN STREET DURHAM, NC 27701	NONE	PC	NETWORK FOR SOUTHERN ECONOMIC MOBILITY	25,000
Total ▶ 3a				6,466,937

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>				
METRO IDEAS PROJECT 1216 E MAIN ST 102 CHATTANOOGA, TN 37408	NONE	PC	CONDUCT RESEARCH IN SUPPORT OF CHATTANOOGA'S PARTICIPATION IN THE NETWORK FOR SOUTHERN ECONOMIC MOBILITY	10,000
METRO IDEAS PROJECT 1216 E MAIN ST 102 CHATTANOOGA, TN 37408	NONE	PC	CHATTANOOGA IDEAS FORUM AND MIP FELLOWSHIP	50,000
METROPOLITAN MINISTRIES 1112 MCCALLIE CHATTANOOGA, TN 374042822	NONE	PC	GENERAL OPERATING SUPPORT	1,500
Total ▶ 3a				6,466,937

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>				
MID-SOUTH SCULPTURE ALLIANCE PO BOX 3505 CHATTANOOGA, TN 37404	NONE	PC	RIVERWALK TEMPORARY EXHIBITION OF OUTDOOR SCULPTURES	30,000
MISSION CHATTANOOGA 149 E M L KING BLVD CHATTANOOGA, TN 37402	NONE	PC	FAITH/WORK SEGMENT FOR START UP WEEK OCTOBER 2017	1,000
NORTHSIDE NEIGHBORHOOD HOUSE 211 MINOR STREET CHATTANOOGA, TN 37405	NONE	PC	RED BANK HIGH SCHOOL COMMUNITY SCHOOL	60,000
Total 				6,466,937
3a				

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Name and address (home or business)				
a <i>Paid during the year</i>				
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	PC	LEADERSHIP PIPELINE COACHING	130,000
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	PC	TEACHERPRENEUR INCUBATOR AND TEACHER POLICY FELLOWS	155,000
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	PC	STEP UP	100,000
Total ▶ 3a				6,466,937

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>				
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	PC	TEACHER OF THE YEAR AWARDS	8,000
RED BANK ELEMENTARY SCHOOL 1100 MOUNTAIN CREEK ROAD CHATTANOOGA, TN 37405	NONE	PC	A FULL TIME TEACHING ASSISTANT FOR THE FOREST KINDERGARTEN PROGRAM	30,000
REFLECTION RIDING ARBORETUM & NATURE CENTER 400 GARDEN ROAD CHATTANOOGA, TN 37419	NONE	PC	IN HONOR OF MARK MCKNIGHT, NEW EXECUTIVE DIRECTOR	1,500
Total ► 3a				6,466,937

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>				
RIVER CITY COMPANY850 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	PASSAGEWAYS 2 0 - TO CREATE 3 PERMANENT INSTALLATIONS	50,000
RIVER CITY COMPANY850 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	DOWNTOWN PARKING STUDY	75,000
RIVER CITY COMPANY850 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	ML KING COMMERICAL CORRIDOR	250,000
Total 3a				6,466,937


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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>				
RIVER CITY COMPANY 850 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	INTERACTIVE BREAKOUT SESSION AT THE PROJECT FOR PUBLIC SPACES ANNUAL CONFERENCE	5,000
SIGNAL CENTERS INC 109 N GERMANTOWN RD CHATTANOOGA, TN 37411	NONE	PC	PRELIMINARY WORK OF CHATTANOOGA 2 0 EARLY CHILDHOOD COALITION	10,000
SOUNDCORPS CHATTANOOGA 301 E 11TH ST 300 CHATTANOOGA, TN 37403	NONE	PC	MUSIC INITIATIVE	50,000
Total 3a				6,466,937

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	PC	GENERAL OPERATING SUPPORT	1,000
SOUTHEAST TENNESSEE DEVELOPMENT DISTRICT 1000 RIVERFRONT PKWY CHATTANOOGA, TN 37402	NONE	PC	NORTHSORE TO NORTH CHICK RAIL-WITH-TRAIL	17,500
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA SUITE 350 ATLANTA, GA 30303	NONE	PC	2017 ORGANIZATIONAL DUES	9,600
Total 3a			▶	6,466,937

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a <i>Paid during the year</i>				
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN STREET CHARLOTTESVILLE, VA 22902	NONE	PC	OPERATING SUPPORT	100,000
SPLASHPO BOX 3617 CHATTANOOGA, TN 37404	NONE	PC	YOUTH ARTS PROGRAM	2,500
STADIUM CORPORATION 1826 CARTER STREET CHATTANOOGA, TN 37408	NONE	PC	COMMUNITY KITCHEN INCUBATOR	55,800
Total 				6,466,937
3a				

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a <i>Paid during the year</i>				
STEP AHEAD FOUNDATION CHATTANOOGA 736 GEORGIA AVENUE CHATTANOOGA, TN 37402	NONE	PC	LIFE PLANNING SEMINAR	5,000
TENNESSEE WILDLIFE FEDERATION 300 ORLANDO AVENUE NASHVILLE, TN 37209	NONE	PC	GENERAL OPERATING SUPPORT	1,000
THE BETHLEHEM CENTER 200 W 38TH ST CHATTANOOGA, TN 37410	NONE	PC	MOBILE LAB PROJECT	5,000
Total ▶ 3a				6,466,937

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a <i>Paid during the year</i>				
THE CHATTANOOGA GIRLS LEADERSHIP ACADEMY 1802 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	PC	STEAM INTEGRATION MODEL	150,000
THE HOWARD SCHOOL 2500 MARKET ST CHATTANOOGA, TN 37408	NONE	PC	HOWARD SCHOOL TIGERS BASEBALL FACILITY BUILD OUT	2,500
TN STATE COLLABORATIVE ON REFORMING EDUCATION 511 UNION ST STE 1850 NASHVILLE, TN 372191767	NONE	PC	GENERAL OPERATING SUPPORT	200,000
Total 3a ▶				6,466,937

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Name and address (home or business)				
a <i>Paid during the year</i>				
TRUST FOR PUBLIC LAND 101 MONTGOMERY ST STE 900 SAN FRANCISCO, CA 94104	NONE	PC	STERCHI FARM TRAILHEAD MASTER PLAN	198,175
TRUST FOR PUBLIC LAND 202 TREMONT ST CHATTANOOGA, TN 37405	NONE	PC	TO PURCHASE THE CSX ABANDONED RAIL LINE CONNECTING THE RIVERWALK EXTENSION TO ALTON PARK	750,000
UNIFIED1609 MCCALLIE AVENUE CHATTANOOGA, TN 37404	NONE	PC	GENERAL OPERATING SUPPORT FOR BUILDING PUBLIC SUPPORT AND ADVOCACY FOR EXCELLENT PUBLIC EDUCATION IN HAMILTON COUNTY	600,000
Total ▶ 3a				6,466,937

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a <i>Paid during the year</i>				
UNITED WAY OF GREATER CHATTANOOGA 630 MARKET STREET CHATTANOOGA, TN 37402	NONE	PC	CHATTANOOGA BASICS	6,108
UNITED WAY OF GREATER CHATTANOOGA 630 MARKET STREET CHATTANOOGA, TN 37402	NONE	PC	CHATTANOOGA MENTORING COLLECTIVE	10,000
UNIVERSITY OF TENNESSEE AT CHATTANOOGA 615 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE	PC	TO LEAD EFFORTS TO INCREASE USE OF THE GOVERNOR'S HEALTHIERTN PLATFORM	7,500
Total ▶ 3a				6,466,937


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Name and address (home or business)				
a <i>Paid during the year</i>				
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	PC	URBAN LEAGUE YOUNG PROFESSIONALS	2,000
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	PC	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	PC	LEVITT AMP CHATTANOOGA MUSIC SERIES	25,000
Total ▶ 3a				6,466,937

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Name and address (home or business)				
a <i>Paid during the year</i>				
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	PC	INCLUSION BY DESIGN EXECUTIVE LEADERSHIP PROGRAM	32,500
WOMEN'S FUND OF GREATER CHATTANOOGA 801 N HOLTZCLAW AVENUE 125 CHATTANOOGA, TN 37404	NONE	PC	GENERAL OPERATING SUPPORT	1,000
WTCI-TV 457540 BONNYSHIRE DRIVE CHATTANOOGA, TN 37416	NONE	PC	TECHNICAL EMERGENCY	10,000
Total ▶ 3a				6,466,937

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Name and address (home or business)				
a <i>Paid during the year</i>				
WTCI-TV 457540 BONNYSHIRE DRIVE CHATTANOOGA, TN 37416	NONE	PC	GENERAL OPERATING SUPPORT	5,000
YMCA OF METROPOLITAN CHATTANOOGA 301 W 6TH STREET CHATTANOOGA, TN 37402	NONE	PC	HEALTHY CORNER STORE INITIATIVE AND MOBILE MARKET	20,000
Total 				6,466,937
3a				

TY 2017 Accounting Fees Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX SERVICES	18,158	1,816		16,342

TY 2017 Investments - Other Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIMITED PARTNERSHIP INTEREST	FMV	5,619,890	5,619,890
INVESTMENT FUNDS	FMV	95,880,571	95,880,571

**TY 2017 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	347,843	347,843	0	
LEASEHOLD IMPROVEMENTS	239,310	217,805	21,505	21,505

TY 2017 Other Assets Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MISSION RELATED INVESTMENT	628,756	0	0
FEDERAL EXCISE TAXES PAYABLE	38,000	0	0
DUE FROM INVESTMENT MANAGER	1,700,000	300,000	300,000

TY 2017 Other Expenses Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TECHNOLOGY EXPENSE	2,910	291		2,619
INSURANCE	88,685	8,869		79,816
OFFICE EXPENSE	38,062	3,806		34,256
PARKING	5,690	569		5,121
PROFESSIONAL DEVELOPMENT	3,431	343		3,088
SPEAKER SERIES	8,530	0		8,530
DIRECT CHARITABLE DISTRIBUTION	34,177	0		34,177
STRATEGIC PLANNING	24,934	2,493		22,441
MANAGEMENT FEES	0	189,490		0
INVESTMENT EXPENSES FROM K-1S	0	797,542		0

TY 2017 Other Income Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INVESTMENT FIRMS CONSULTING FEES	-3,998	0	-3,998
OTHER INCOME	8,552	0	8,552
OTHER INVESTMENT LOSSES- LIMITED PARTNERSHIPS	43,205		43,205

TY 2017 Other Increases Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Amount
NET UNREALIZED GAIN ON INVESTMENTS	7,090,003

TY 2017 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	0	10,500

TY 2017 Taxes Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE	55,500	0		0
FOREIGN W/H TAX	37,023	37,023		0