

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

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

OMB No 1545-0052
2018
Open to Public Inspection

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

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) ▶ \$ <u>94,438,326</u>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	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	230,468	1,030,049		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,591,218			
	b Gross sales price for all assets on line 6a				
		20,537,101			
	7 Capital gain net income (from Part IV, line 2)		2,835,670		
	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)	121,797	41,871			
12 Total. Add lines 1 through 11	3,943,483	3,907,590			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	202,826	20,283		182,543
	14 Other employee salaries and wages	487,077	48,708		438,369
	15 Pension plans, employee benefits	103,398	10,340		93,058
	16a Legal fees (attach schedule)	180	18		162
	b Accounting fees (attach schedule)	18,163	1,816		16,347
	c Other professional fees (attach schedule)	14,432	14,432		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	86,756	37,996		48,760
	19 Depreciation (attach schedule) and depletion	21,983	2,198		
	20 Occupancy	133,135	13,314		119,822
	21 Travel, conferences, and meetings	8,941	894		8,047
	22 Printing and publications	1,236	124		1,112
	23 Other expenses (attach schedule)	394,822	989,767		374,641
	24 Total operating and administrative expenses. Add lines 13 through 23	1,472,949	1,139,890		1,282,861
	25 Contributions, gifts, grants paid	5,226,085			4,501,060
26 Total expenses and disbursements. Add lines 24 and 25	6,699,034	1,139,890		5,783,921	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,755,551				
b Net investment income (if negative, enter -0-)		2,767,700			
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	43,380	54,578	54,578
	2 Savings and temporary cash investments	1,301,375	6,900,273	6,900,273
	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		10,438	10,438
	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)	101,500,461	87,473,037	87,473,037
	14 Land, buildings, and equipment basis ▶ _____ 587,631 Less accumulated depreciation (attach schedule) ▶ 587,631	21,505	0	0
15 Other assets (describe ▶ _____)	300,000	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	103,166,721	94,438,326	94,438,326	
Liabilities	17 Accounts payable and accrued expenses	63,483	47,409	
	18 Grants payable	5,862,040	6,606,537	
	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 ▶ _____)	10,500	29,260	
	23 Total liabilities (add lines 17 through 22)	5,936,023	6,683,206	
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	97,230,698	87,755,120	
	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)	97,230,698	87,755,120		
31 Total liabilities and net assets/fund balances (see instructions) .	103,166,721	94,438,326		

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	97,230,698
2 Enter amount from Part I, line 27a	2	-2,755,551
3 Other increases not included in line 2 (itemize) ▶ _____	3	37,996
4 Add lines 1, 2, and 3	4	94,513,143
5 Decreases not included in line 2 (itemize) ▶ _____	5	6,758,023
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	87,755,120

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)
1 a EAGLE MLP STRATEGY	P		
b PIMCO FDS SHORT TERM FUND	P		
c GAINS/LOSSES PER AUDITED FINANCIALS	P		
d GAINS/LOSSES PER K-1S	P		
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 1,388,190		2,694,933	-1,306,743
b 2,869,920		2,858,289	11,631
c 12,148,209		12,148,209	0
d 4,130,782			4,130,782
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			-1,306,743
b			11,631
c			0
d			4,130,782
e			

2 Capital gain net income or (net capital loss)	2	2,835,670
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))
2017	7,571,208	99,120,714	0.076384
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

2 Total of line 1, column (d)	2	0.383408
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.076682
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	101,669,214
5 Multiply line 4 by line 3	5	7,796,199
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,677
7 Add lines 5 and 6	7	7,823,876
8 Enter qualifying distributions from Part XII, line 4	8	5,783,921

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 fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and credits/payments. Total amount owed is 357 and overpayment is 16,023.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and other activities. Columns for Yes/No responses.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW BENWOOD ORG
14 The books are in care of SARAH MORGAN Telephone no (423) 267-4311

Located at 736 MARKET ST STE 1600 CHATTANOOGA TN ZIP+4 37402

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -check here and enter the amount of tax-exempt interest received or accrued during the year 15

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

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... 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? 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?

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

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

Table with 5 columns: (a) Name and address, (b) Title, and average hours per week devoted to position, (c) Compensation (If not paid, enter -0-), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Includes row for 'See Additional Data Table'.

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

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title, and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Lists employees: KRISTIN B HUNTLEY, JEFF PFITZER, LORI QUILLEN, CONNIE PERRIN.

Total number of other employees paid over \$50,000. 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	5,387,750
c	Fair market value of all other assets (see instructions).	1c	97,829,726
d	Total (add lines 1a, b, and c).	1d	103,217,476
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	103,217,476
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,548,262
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	101,669,214
6	Minimum investment return. Enter 5% of line 5.	6	5,083,461

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

1	Minimum investment return from Part X, line 6.	1	5,083,461
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	55,354
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	55,354
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,028,107
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,028,107
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	5,028,107

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	5,783,921
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	5,783,921
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,783,921

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				5,028,107
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.	4,058,226			
c From 2015.	5,440,678			
d From 2016.	2,978,873			
e From 2017.	2,681,884			
f Total of lines 3a through e.	15,159,661			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>5,783,921</u>				
a Applied to 2017, 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 2018 distributable amount.				5,028,107
e Remaining amount distributed out of corpus	755,814			
5 Excess distributions carryover applied to 2018 (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	15,915,475			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	15,915,475			
10 Analysis of line 9				
a Excess from 2014.	4,058,226			
b Excess from 2015.	5,440,678			
c Excess from 2016.	2,978,873			
d Excess from 2017.	2,681,884			
e Excess from 2018.	755,814			

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 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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
b <i>Approved for future payment</i>				
Total				▶ 3b

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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

Table with 3 columns: Question/Item, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

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

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

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

Paid Preparer Use Only section containing fields for Preparer's name, Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, and Firm's EIN.

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
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	0	0	0
WILLIAM H CHAPIN 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	0	0	0
MARTHA T ROBINSON 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	202,826	51,339	0
REBECCA SUTTLES 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	0	0	0
TIM KELLY 736 MARKET STREET STE 1600 CHATTANOOGA, TN 37402	TRUSTEE 2 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
A BETTER TOMORROW INC5113 TN-58 CHATTANOOGA, TN 37416	NONE	PC	GENERAL OPERATING SUPPORT	2,000
A NOVEL IDEA FOUNDATION INC 609 RIVERBEND CT NASHVILLE, TN 37221	NONE	PC	SCHOLARSHIPS FOR URBAN AND/OR RURAL 5TH-12TH GRADE STUDENTS TO PARTICIPATE IN A ONE MONTH CREATIVE WRITING PROGRAM	3,600
BETHEL BIBLE VILLAGE3001 HAMILL RD HIXSON, TN 37343	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total				4,501,060



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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>				
BREAST CANCER SUPPORT SERVICES INC 1089 BAILEY AVE STE B7 CHATTANOOGA, TN 37404	NONE	PC	GENERAL OPERATING SUPPORT	1,000
CAUSEWAY16 PATTEN PARKWAY CHATTANOOGA, TN 37402	NONE	PC	CHALLENGE GRANT WORK FOCUSED ON THE HIGHLAND PARK NEIGHBORHOOD	55,000
CENTER FOR MINDFUL LIVING 400 E MAIN ST 150 CHATTANOOGA, TN 37408	NONE	PC	PATHS TO PEACE EVENT	1,000
Total ▶ 3a				4,501,060

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>				
CHARLES H COOLIDGE MEDAL OF HONOR HERITAGE CENTER 368 NORTHGATE MALL DR 6922 CHATTANOOGA, TN 37415	NONE	PC	CAPITAL CAMPAIGN	25,000
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	MINORITY CLERKSHIP PROGRAM/JUDICIAL INTERN	3,500
Total ▶ 3a				4,501,060

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	350,000
CHATTANOOGA CHAMBER FOUNDATION 811 BROAD STREET SUITE 100 CHATTANOOGA, TN 37402	NONE	PC	NEW LEADERSHIP AT HAMILTON COUNTY DEPARTMENT OF EDUCATION	3,500
CHATTANOOGA CHAMBER FOUNDATION 811 BROAD STREET SUITE 100 CHATTANOOGA, TN 37402	NONE	PC	VISIONING PROCESS FOR ECONOMIC PROSPERITY	10,000
Total ▶ 3a				4,501,060

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	ECONOMIC DEVELOPMENT STRATEGIC PLAN FOR CHATTANOOGA AND HAMILTON COUNTY	30,000
CHATTANOOGA CHAMBER FOUNDATION 811 BROAD STREET SUITE 100 CHATTANOOGA, TN 37402	NONE	PC	CHATTANOOGA 2 0 SPEAKER SERIES	15,000
CHATTANOOGA COMMUNITY KITCHEN PO BOX 11203 CHATTANOOGA, TN 37402	NONE	PC	GENERAL OPERATING SUPPORT	1,500
Total ▶ 3a				4,501,060

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 DESIGN STUDIO 719 CHERRY STREET SUITE 100 CHATTANOOGA, TN 37402	NONE	PC	OPERATING EXPENSES	140,000
CHATTANOOGA FOOTBALL CLUB FOUNDATION 1826 CARTER ST CHATTANOOGA, TN 37408	NONE	PC	PURCHASE EQUIPMENT TO EXPAND THE OPERATION GET ACTIVE PROGRAM INTO MORE HAMILTON COUNTY SCHOOLS	10,000
CHATTANOOGA NEIGHBORHOOD ENTERPRISE 1500 CHESTNUT STREET ST 102 CHATTANOOGA, TN 37408	NONE	PC	THE PROJECT FOR LEAN URBANISM-HIGHLAND PARK & RIDGEDALE	50,000
Total ▶ 3a				4,501,060

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 SPORTS COMMITTEE 736 MARKET STREET CHATTANOOGA, TN 37402	NONE	PC	IRONMAN AND IRONMAN 70 3 TRIATHLON	50,000
CHATTANOOGA STATE 4501 AMNICOLA HIGHWAY CHATTANOOGA, TN 37406	NONE	PC	2018 LATIN FEST AND LATINO AMERICAN SOCCER	25,000
CHATTANOOGA THEATRE CENTER 400 RIVER STREET CHATTANOOGA, TN 37405	NONE	PC	SECOND CENTURY FUND	70,000
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
CHATTANOOGA THEATRE CENTER 400 RIVER STREET CHATTANOOGA, TN 37405	NONE	PC	CHATTANOOGA FESTIVAL OF BLACK ARTS & IDEAS	5,000
CHATTANOOGA THUNDER TRACK CLUB 7400 ALLEMANDE WAY CHATTANOOGA, TN 37421	NONE	PC	GENERAL OPERATING SUPPORT	1,500
CHATTANOOGANS IN ACTION FOR LOVE EQUALITY AND BENEVOLENCE PO BOX 11202 CHATTANOOGA, TN 37401	NONE	PC	COMMUNITY BAIL FUND	13,000
Total ▶ 3a				4,501,060

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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	277,920
COLAB55 E MAIN STREET CHATTANOOGA, TN 37408	NONE	PC	GENERAL OPERATING SUPPORT	225,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	ED JOHNSON MEMORIAL FUND	6,500
Total ▶ 3a				4,501,060

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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	CAPITAL CAMPAIGN	4,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	SANKOFA FUND	3,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	MAYOR'S FUND (YOUTH COUNCIL)	1,000
Total ▶ 3a				4,501,060

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

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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	TOGETHER WE CAN SCHOLARSHIP FUND	3,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	HISTORIC AFRICAN AMERICAN CEMETERY FUND	3,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	BOARD CONNECTOR FUND	7,500
Total ▶ 3a				4,501,060

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

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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	ARTS FORWARD INITIATIVE	77,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	CHATTANOOGA 2 0 VENTURE FUND	1,000,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	STUDENT DIRECT ASSISTANCE FUND	8,000
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
CONTEMPORARY PERFORMING ARTS 1307 DODDS AVE CHATTANOOGA, TN 37404	NONE	PC	MUSICAL PERFORMANCE IN MEMORY OF CHRISTIAN RUSHING	2,000
CONTEMPORARY PERFORMING ARTS 1307 DODDS AVE CHATTANOOGA, TN 37404	NONE	PC	IN HONOR OF COPAC 25TH ANNIVERSARY	2,500
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT STREET CHATTANOOGA, TN 37402	NONE	PC	GENERAL OPERATING SUPPORT	1,500
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
DYNAMO STUDIOS 1001 BROAD STREET CHATTANOOGA, TN 37402	NONE	PC	MOBILE PRODUCTION TECH LAB PILOT PROGRAM AT EAST LAKE ACADEMY & HOWARD	25,000
EAST LAKE EXPRESSION ENGINE 2903 E 37TH ST CHATTANOOGA, TN 37407	NONE	PC	GENERAL OPERATING SUPPORT	25,000
ELLA LIBRARY PO BOX 3034 CHATTANOOGA, TN 37404	NONE	PC	BOOK FIESTA	15,000
Total				4,501,060



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

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Name and address (home or business)				
a <i>Paid during the year</i>				
ENTERPRISE CENTER 1100 MARKET ST 500 CHATTANOOGA, TN 37402	NONE	PC	CONSULTANT FOR THE OPPORTUNITY ZONE	4,000
ERLANGER HEALTH SYSTEM FOUNDATIONS 975 E 3RD ST CHATTANOOGA, TN 37403	NONE	PC	BELIEVE, THE CAMPAIGN FOR CHILDREN'S HOSPITAL	100,000
FAMILY PROMISE OF GREATER CHATTANOOGA 1184 BALDWIN ST CHATTANOOGA, TN 37403	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
GIRLS INCORPORATED OF CHATTANOOGA 409 SOUTH GREENWOOD AVE CHATTANOOGA, TN 37404	NONE	PC	GENERAL OPERATING SUPPORT	1,500
GIRLS INCORPORATED OF CHATTANOOGA 409 SOUTH GREENWOOD AVE CHATTANOOGA, TN 37404	NONE	PC	SUMMER CAMP PROGRAM	5,000
GRANTMAKERS FOR EDUCATION 750 SW WASHINGTON ST STE 605 PORTLAND, OR 97205	NONE	PC	2018 ORGANIZATIONAL DUES	1,750
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
GREENSPACES63 E MAIN STREET CHATTANOOGA, TN 37408	NONE	PC	COMMUNITY POWER (A NEIGHBORHOOD REVITALIZATION PROGRAM)	10,000
GREENSPACES63 E MAIN STREET CHATTANOOGA, TN 37408	NONE	PC	GENERAL OPERATING SUPPORT	1,000
HAMILTON COUNTY DEPARTMENT OF EDUCATION 3074 HICKORY VALLEY RD CHATTANOOGA, TN 37421	NONE	PC	DESIGN OF LEARNING MODEL FOR NEW MIDDLE SCHOOL AT HOWARD	100,000
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
HAMILTON COUNTY DEPARTMENT OF EDUCATION 3074 HICKORY VALLEY RD CHATTANOOGA, TN 37421	NONE	PC	NEWCOMER CENTER AT HOWARD SCHOOL	20,000
HART GALLERY TENNESSEE 110 EAST MAIN STREET CHATTANOOGA, TN 37408	NONE	PC	GENERAL OPERATING SUPPORT	1,000
HOPE FOR THE INNER CITY 1800 ROANOKE AVE CHATTANOOGA, TN 37406	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
HUMANE EDUCATIONAL SOCIETY 212 N HIGHLAND PARK AVE CHATTANOOGA, TN 37404	NONE	PC	GENERAL OPERATING SUPPORT	5,000
JAZZANOOGA401 E M L KING BLVD CHATTANOOGA, TN 37403	NONE	PC	LEVITT AMP MUSIC SERIES	25,000
JAZZANOOGA401 E M L KING BLVD CHATTANOOGA, TN 37403	NONE	PC	PORCHFEST	15,000
Total ▶ 3a				4,501,060

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Name and address (home or business)				
a <i>Paid during the year</i>				
JAZZANOOGA401 E M L KING BLVD CHATTANOOGA, TN 37403	NONE	PC	ARTS CONNECT	14,000
JAZZANOOGA401 E M L KING BLVD CHATTANOOGA, TN 37403	NONE	PC	ASSIST WITH STRATEGIC/BRANDING PLAN	3,000
JAZZANOOGA401 E M L KING BLVD CHATTANOOGA, TN 37403	NONE	PC	ARTISTS WORKSHOPS	6,000
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
LAUNCH CHATTANOOGA 100 CHEROKEE BLVD SUITE 201 CHATTANOOGA, TN 37405	NONE	PC	SUPPORTING ENTREPRENEURS FROM UNDERSERVED COMMUNITIES	75,000
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	PC	HOWARD LEADERSHIP PROGRAM	40,000
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total ▶ 3a				4,501,060

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Name and address (home or business)				
a <i>Paid during the year</i>				
LOVE'S ARM OUTREACH 5233 DORSEY ST CHATTANOOGA, TN 37407	NONE	PC	GENERAL OPERATING SUPPORT	1,500
LULA LAKE LAND TRUST 5000 LULA LAKE ROAD LOOKOUT MOUNTAIN, GA 30750	NONE	PC	GENERAL OPERATING SUPPORT	1,000
METRO IDEAS PROJECT 1216 E MAIN ST 102 CHATTANOOGA, TN 37408	NONE	PC	STUDY THE IMPACT OF THE NEW FEDERAL OPPORTUNITY ZONE PROGRAM AND THE FEASIBILITY OF DOING CONSULTING WORK ON OPPORTUNITY ZONE ISSUES AND POLICIES AS A SUSTAINING BUSINESS FOR THE ORGANIZATION	10,000
Total ▶ 3a				4,501,060

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
PARTNERS FOR LIVABLE COMMUNITIES 1429 21ST ST NW WASHINGTON, DC 20036	NONE	PC	NATIONAL PRESS CLUB EVENT RECOGNIZING RONDELL CRIER	3,000
PARTNERSHIP FOR FAMILIES CHILDREN & ADULTS 1800 MCCALLIE AVE CHATTANOOGA, TN 37404	NONE	PC	ASSIST WITH THE EXPANSION AND REBRANDING OF THE CENTER FOR FAMILY CONNECTION	2,000
PEARL GROUP 1800 WASHINGTON ST CHATTANOOGA, TN 37408	NONE	PC	GENERAL OPERATING SUPPORT	500
Total				4,501,060



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

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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	URBAN EDUCATION INSTITUTE FOR TEACHERS AND PRINCIPALS IN THE OPPORTUNITY ZONE	10,000
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	PC	TEACHERPRENEUR	125,000
PUBLIC EDUCATION FOUNDATION 100 EAST 10TH ST STE 500 CHATTANOOGA, TN 37402	NONE	PC	STEP UP CHATTANOOGA	105,000
Total ▶ 3a				4,501,060

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

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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	COACHING FOR PRINCIPALS	150,000
REFLECTION RIDING ARBORETUM & NATURE CENTER 400 GARDEN ROAD CHATTANOOGA, TN 37419	NONE	PC	GENERAL OPERATING SUPPORT	1,000
RIVER CITY COMPANY 850 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	BUSINESS IMPROVEMENT DISTRICT FEASIBILITY STUDY	33,500
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
RIVERMONT ELEMENTARY SCHOOL 3330 HIXSON PIKE CHATTANOOGA, TN 37415	NONE	PC	TAYLOR BYNUM SPECIAL NEEDS PLAYGROUND	4,000
RONALD MCDONALD HOUSE CHARITIES 200 CENTRAL AVE CHATTANOOGA, TN 37403	NONE	PC	GENERAL OPERATING SUPPORT	1,000
SCULPTURE FIELDS AT MONTAGUE PARK 1800 POLK ST CHATTANOOGA, TN 37408	NONE	PC	GENERAL OPERATING SUPPORT	5,000
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
SOUNDCORPS CHATTANOOGA 301 E 11TH ST 300 CHATTANOOGA, TN 37403	NONE	PC	GENERAL OPERATING SUPPORT	10,000
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	NORTHSHORE TO NORTH CHICK RAIL-WITH-TRAIL	17,500
Total ▶ 3a				4,501,060

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Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA SUITE 350 ATLANTA, GA 30303	NONE	PC	2018 ORGANIZATIONAL DUES	9,790
SOUTHERN ALLIANCE FOR CLEAN ENERGY PO BOX 1842 KNOXVILLE, TN 37901	NONE	PC	EXPAND THE RESTORE YOU RIGHTS WEBSITE PORTAL IN HAMILTON COUNTY	2,000
SOUTHERN APPALACHIAN WILDERNESS STEWARDS 225 E CHESTNUT ST ASHEVILLE, NC 28801	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total ▶ 3a				4,501,060

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
SPLASHPO BOX 3617 CHATTANOOGA, TN 37404	NONE	PC	ART SUPPLIES NEEDED FOR YOUTH PROGRAMS	5,000
STEP AHEAD FOUNDATION CHATTANOOGA 736 GEORGIA AVENUE CHATTANOOGA, TN 37402	NONE	PC	GENERAL OPERATING SUPPORT	2,500
STEP AHEAD FOUNDATION CHATTANOOGA 736 GEORGIA AVENUE CHATTANOOGA, TN 37402	NONE	PC	CAPACITY BUILDING AND EVALUATION	75,000
Total				4,501,060

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
TENNESSEE AQUARIUM1 BROAD ST CHATTANOOGA, TN 37402	NONE	PC	UNDERWATER ROBOTICS EDUCATION PROGRAM	10,000
TENNESSEE RIVER GORGE TRUST 1214 DARTMOUTH ST CHATTANOOGA, TN 37405	NONE	PC	GENERAL OPERATING SUPPORT	1,000
THE CHATTANOOGA GIRLS LEADERSHIP ACADEMY 1802 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	PC	STEAM FOCUS AT CGLA & PREP	200,000
Total ▶ 3a				4,501,060

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>				
TN STATE COLLABORATIVE ON REFORMING EDUCATION 511 UNION ST STE 1850 NASHVILLE, TN 372191767	NONE	PC	GENERAL OPERATING SUPPORT	200,000
TRUST FOR PUBLIC LAND 101 MONTGOMERY ST STE 900 SAN FRANCISCO, CA 94104	NONE	PC	EAST LAKE CONNECTIONS	75,000
UNIFIED1609 MCCALLIE AVENUE CHATTANOOGA, TN 37404	NONE	PC	GENERAL OPERATING SUPPORT	350,000
Total ▶ 3a				4,501,060

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>				
UNIFIED1609 MCCALLIE AVENUE CHATTANOOGA, TN 37404	NONE	PC	COMMUNICATIONS PLAN	7,500
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	PC	NEW LEADERSHIP POSITION	46,000
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	PC	INTERIM LEADERSHIP	3,000
Total				4,501,060

▶ **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>				
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	PC	CPD MINORITY RECRUITMENT	1,000
URBAN LEAGUE OF CHATTANOOGA 730 E ML KING BLVD CHATTANOOGA, TN 37403	NONE	PC	INCLUSION BY DESIGN EXECUTIVE LEADERSHIP PROGRAM	30,000
WTCI-TV 457540 BONNYSHIRE DRIVE CHATTANOOGA, TN 37416	NONE	PC	FEASIBILITY STUDY	10,000
Total				4,501,060

▶ 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>				
WTCI-TV 457540 BONNYSHIRE DRIVE CHATTANOOGA, TN 37416	NONE	PC	CANDIDATE FORUM FOR THE UPCOMING ELECTION FOR THE HAMILTON COUNTY BOARD OF EDUCATION	5,000
YMCA OF METROPOLITAN CHATTANOOGA 301 W 6TH STREET CHATTANOOGA, TN 37402	NONE	PC	Y-CAP PROGRAM	1,500
Total				4,501,060

▶ 3a

TY 2018 Accounting Fees Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX SERVICES	18,163	1,816		16,347

TY 2018 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	2,335,941	2,335,941
INVESTMENT FUNDS	FMV	85,137,096	85,137,096

**TY 2018 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	348,321	348,321	0	
LEASEHOLD IMPROVEMENTS	239,310	239,310	0	

TY 2018 Legal Fees Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	180	18		162

TY 2018 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
DUE FROM INVESTMENT MANAGER	300,000	0	0

TY 2018 Other Decreases Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Amount
NET UNREALIZED LOSS ON INVESTMENTS	6,650,347
UBTI NOT SHOWN ON AUDITED FINANCIALS	107,676

TY 2018 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	95,927	9,593		86,334
OFFICE EXPENSE	35,338	3,534		31,804
PARKING	7,075	708		6,368
PROFESSIONAL DEVELOPMENT	14,488	1,449		13,039
SPEAKER SERIES	13,443	0		13,443
DIRECT CHARITABLE DISTRIBUTION	179,575	0		179,575
MANAGEMENT FEES	0	212,420		0
INVESTMENT EXPENSES FROM K-1S	0	677,437		0
PAYROLL EXPENSES	46,066	4,607		41,459

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT INTEREST EXPENSE FROM K-1S	0	79,728		0

TY 2018 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
OTHER PARTNERSHIP INCOME/LOSS	14,121	41,871	14,121
OTHER INVESTMENT INCOME/LOSSES- LIMITED PARTNERSHIPS	107,676	0	107,676

TY 2018 Other Increases Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Description	Amount
FOREIGN WITHHOLDING TAX NOT ON AUDITED FINANCIALS	37,996

TY 2018 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	10,500	29,260

TY 2018 Other Professional Fees Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FIRMS CONSULTING FEES	14,432	14,432		0

TY 2018 Taxes Schedule**Name:** BENWOOD FOUNDATION INC**EIN:** 62-0476283

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE	48,760	0		48,760
FOREIGN W/H TAX	37,996	37,996		0