

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

**2008**

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE FRIST FOUNDATION</b> Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>3100 WEST END AVE, SUITE 1200</b> City or town, state, and ZIP code <b>NASHVILLE, TN 37203</b>	A Employer identification number <b>62-1134070</b> B Telephone number <b>(615) 292-3868</b>
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		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>141,235,935.</b> (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	73,175.	73,175.		STATEMENT 2
	4 Dividends and interest from securities	2,565,252.	2,565,252.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<22,833,135.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	28,267,130.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income	<741,009.>	<26,433.>		STATEMENT 4	
12 Total. Add lines 1 through 11	<20,935,717.>	2,611,994.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	303,913.	0.		303,913.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	66,501.	0.		63,219.
	16a Legal fees STMT 5	15,197.	0.		15,197.
	b Accounting fees STMT 6	38,386.	0.		38,386.
	c Other professional fees				
	17 Interest	604.	0.		604.
	18 Taxes STMT 7	<971,445.>	0.		15,905.
	19 Depreciation and depletion	23,354.	0.		
	20 Occupancy	54,687.	0.		54,687.
	21 Travel, conferences, and meetings	10,608.	0.		11,211.
	22 Printing and publications	663.	0.		663.
	23 Other expenses STMT 8	837,779.	821,750.		15,934.
	24 Total operating and administrative expenses. Add lines 13 through 23	380,247.	821,750.		519,719.
	25 Contributions, gifts, grants paid	9,058,087.			8,260,360.
26 Total expenses and disbursements. Add lines 24 and 25	9,438,334.	821,750.		8,780,079.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<30,374,051.>				
b Net investment income (if negative, enter -0-)		1,790,244.			
c Adjusted net income (if negative, enter -0-)			N/A		

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>Assets</b>	1	Cash - non-interest-bearing		<116,758.>	<93,148.>	<93,148.>
	2	Savings and temporary cash investments		2,118,568.	2,089,372.	2,091,368.
	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				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		11,104.	13,153.	13,153.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 9	100,833,978.	73,440,987.	73,695,714.
	c	Investments - corporate bonds	STMT 10	0.	10,000,000.	6,421,500.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	77,725,630.	64,502,977.	58,689,447.	
14	Land, buildings, and equipment: basis	218,069.				
	Less: accumulated depreciation	154,673.	71,381.	63,396.	63,396.	
15	Other assets (describe)	STATEMENT 12)	149,861.	354,505.	354,505.	
16	<b>Total assets</b> (to be completed by all filers)		180,793,764.	150,371,242.	141,235,935.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses		144,667.	126,379.	
	18	Grants payable		1,330,907.	2,128,634.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)	STATEMENT 13)	1,109,207.	281,297.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		2,584,781.	2,536,310.	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted		178,208,983.	147,834,932.	
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>					
	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	<b>Total net assets or fund balances</b>		178,208,983.	147,834,932.		
31	<b>Total liabilities and net assets/fund balances</b>		180,793,764.	150,371,242.		

**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	178,208,983.
2	Enter amount from Part I, line 27a	2	<30,374,051.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	147,834,932.
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	147,834,932.

**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				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 28,267,130.		51,099,691.	<22,832,561.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
b				
c				
d				
e			<22,832,561.>	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	<22,832,561.>	
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). If (loss), enter -0- in Part I, line 8.		3	N/A	

**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))
2007	7,965,369.	222,483,387.	.035802
2006	7,512,517.	200,548,937.	.037460
2005	3,046,519.	185,687,911.	.016407
2004	7,461,581.	162,947,813.	.045791
2003	10,157,569.	132,548,468.	.076633
2 Total of line 1, column (d)			.212093
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			.042419
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			199,497,355.
5 Multiply line 4 by line 3			8,462,478.
6 Enter 1% of net investment income (1% of Part I, line 27b)			17,902.
7 Add lines 5 and 6			8,480,380.
8 Enter qualifying distributions from Part XII, line 4			8,780,079.

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 sub-rows 6a-6d for credits and payments. Total tax due is 19,654.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, tax on political expenditures, and substantial contributors.

**Part VII-A Statements Regarding Activities** (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).....	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? .....	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .....	13	X	

Website address ▶ **WWW.FRISTFOUNDATION.ORG**

14 The books are in care of ▶ **THE FRIST FOUNDATION** Telephone no.▶ **(615) 292-3868**  
 Located at ▶ **3100 WEST END AVE., SUITE 1200, NASHVILLE, TN** ZIP+4 ▶ **37203**

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 | N/A

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

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

		Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ..... <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b		X
<b>c</b> 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 2008?.....	1c		X
<b>2</b> 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)):			
<b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement - see instructions.) ..... N/A	2b		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i> ) ..... N/A	3b		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?.....	4a		X
<b>b</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 2008?.....	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

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

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

Organizations relying on a current notice regarding disaster assistance check here  **N/A**

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If you answered "Yes" to 6b, also file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	5b		
6b			X
7b			

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		303,913.	63,943.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**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. 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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	198,539,915.
b	Average of monthly cash balances .....	1b	3,584,075.
c	Fair market value of all other assets .....	1c	411,396.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	202,535,386.
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	202,535,386.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	3,038,031.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	199,497,355.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	9,974,868.

**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	9,974,868.
2a	Tax on investment income for 2008 from Part VI, line 5 .....	2a	17,902.
b	Income tax for 2008. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	17,902.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	9,956,966.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	9,956,966.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	9,956,966.

**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	8,780,079.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	8,780,079.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b .....	5	17,902.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	8,762,177.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				9,956,966.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	3,532,926.			
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	3,532,926.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	8,780,079.			
a Applied to 2007, 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 2008 distributable amount				8,780,079.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,176,887.			1,176,887.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,356,039.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr...			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	2,356,039.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 the 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).)

NONE

**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.

NONE

**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 of the person to whom applications should be addressed:

THE FRIST FOUNDATION, (615) 292-3868  
3100 WEST END AVENUE, STE 1200, NASHVILLE, TN 37203

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

SEE ATTACHED GUIDELINES - STATEMENT 18

**c** Any submission deadlines:

SEE ATTACHED GUIDELINES - STATEMENT 18

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

SEE ATTACHED GUIDELINES - STATEMENT 18

**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)				
<b>a Paid during the year</b>				
REGULAR GRANTS -  SEE LIST AT STMT 20 AND STMT 19				8,260,360.
<b>Total</b> .....				<b>▶ 3a</b> 8,260,360.
<b>b Approved for future payment</b>				
REGULAR GRANTS -  SEE STMT 21				2,128,634.
<b>Total</b> .....				<b>▶ 3b</b> 2,128,634.





**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	K-1 BAIN CAPITAL VIII COINVESTMENT FUND, LP	P	VARIOUS	VARIOUS
b	K-1 BAIN CAPITAL FUND VIII, LP	P	VARIOUS	VARIOUS
c	K-1 DE SHAW US LARGE CAP CORE ENHANCED FUND, LLC	P	VARIOUS	VARIOUS
d	PUBLICLY-TRADED SECURITIES		VARIOUS	VARIOUS
e	K-1 MBI INVESTORS, LP	P	VARIOUS	VARIOUS
f	K-1 RYE SELECT BROAD MARKET FUND, LP	P	VARIOUS	VARIOUS
g	SHEPHERD INVESTMENTS INT'L LTD	P	VARIOUS	VARIOUS
h	CURRENCY TRANSLATION LOSS	P	VARIOUS	VARIOUS
i	K-1 JPMORGAN IIF TAX EXEMPT LP	P	VARIOUS	VARIOUS
j	K-1 CROW HOLDINGS REALTY PARTNERS IV-A, LP	P	VARIOUS	VARIOUS
k	K-1 INVESCO INSTITUTIONAL EQUITY TRUST - ENHANCED	P	VARIOUS	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

	(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	121.			121.
b	16,230.		6,685.	9,545.
c			8,356,705.	<8,356,705.>
d	23,221,194.		26,548,611.	<3,327,417.>
e	205,125.			205,125.
f			11,627,431.	<11,627,431.>
g	140,828.		152,154.	<11,326.>
h	3,773,757.		3,856,123.	<82,366.>
i	3,065.			3,065.
j	115,810.			115,810.
k			551,982.	<551,982.>
l	791,000.			791,000.
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			121.
b			9,545.
c			<8,356,705.>
d			<3,327,417.>
e			205,125.
f			<11,627,431.>
g			<11,326.>
h			<82,366.>
i			3,065.
j			115,810.
k			<551,982.>
l			791,000.
m			
n			
o			

2	Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<22,832,561.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

**Return of U.S. Persons With Respect to  
Certain Foreign Partnerships**

▶ **Attach to your tax return. See separate instructions.**

Information furnished for the foreign partnership's tax year

beginning **JAN 1**, 2008, and ending **DEC 31**, 2008

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> <b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2008, and ending <b>DEC 31</b> , 2008
--	---

**C** Filer's share of liabilities: Nonrecourse \$ **0** • Qualified nonrecourse financing \$ **0** • Other \$ **0** •

**D** If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name <b>N/A</b>	EIN
Address <b>N/A</b>	

**E** Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
<b>N/A</b>					

<b>F1</b> Name and address of foreign partnership <b>STEREO HOLDINGS (CAYMAN) A-II, L.P.</b>  <b>111 HUNTINGTON AVENUE BOSTON, MA 02199-7615</b>	<b>2</b> EIN (if any)  <b>98-0591795</b>  <b>3</b> Country under whose laws organized <b>CAYMAN ISLANDS</b>
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<b>4</b> Date of organization <b>09/18/2008</b>	<b>5</b> Principal place of business <b>US</b>	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
--	---	---	--	---	--------------------------------------

**G** Provide the following information for the foreign partnership's tax year:

<b>1</b> Name, address, and identifying number of agent (if any) in the United States	<b>2</b> Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <b>E-FILED</b>
---	---

<b>3</b> Name and address of foreign partnership's agent in country of organization, if any <b>C/O WALKERS SPV LIMITED, WALKER HOUSE MARY STREET, P.O. BOX 908GT GEORGE TOWN, GRAND CAYMAN, CAYMAN IS</b>	<b>4</b> Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different <b>STEREO HOLDINGS (CAYMAN) A-II, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199-7615</b>
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**5** Were any special allocations made by the foreign partnership? ..... ▶  Yes  No

**6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities, attached to this return (see instructions) ..... ▶

**7** How is this partnership classified under the law of the country in which it is organized? ..... ▶ **EXEMPTED LTD PSHIP**

**8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)?... ▶  Yes  No

**9** Does this partnership meet **both** of the following requirements?  
 • The partnership's total receipts for the tax year were less than \$250,000 and  
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million  
 If "Yes," **do not** complete Schedules L, M-1, and M-2. } ..... ▶  Yes  No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member \_\_\_\_\_ Date \_\_\_\_\_

Paid Preparer Sign and Complete Only if Form is Filed Separately.	Preparer's signature <b>FAULKNER MACKIE &amp; COCHRAN, P.C. 3100 WEST END AVENUE, STE 700 NASHVILLE, TN 37203</b>	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN <b>P00499602</b>
	EIN ▶ <b>62-1517876</b>			Phone no. <b>(615)292-3011</b>

**Schedule A**

**Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

**a**  Owns a direct interest **b**  Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner
N/A				

**Schedule A-1**

**Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
N/A			

Does the partnership have any other foreign person as a direct partner?  Yes  No

**Schedule A-2**

**Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
N/A				

**Schedule B**

**Income Statement - Trade or Business Income**

**Caution:** Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

<b>Income</b>	<b>1a</b> Gross receipts or sales	<b>1a</b>	
	<b>b</b> Less returns and allowances	<b>1b</b>	<b>1c</b>
	<b>2</b> Cost of goods sold		<b>2</b>
	<b>3</b> Gross profit. Subtract line 2 from line 1c		<b>3</b>
	<b>4</b> Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)		<b>4</b>
	<b>5</b> Net farm profit (loss) (attach Schedule F (Form 1040))		<b>5</b>
	<b>6</b> Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)		<b>6</b>
	<b>7</b> Other income (loss) (attach statement)		<b>7</b>
<b>8 Total income (loss).</b> Combine lines 3 through 7		<b>8</b>	
<b>Deductions</b> (see instructions for limitations)	<b>9</b> Salaries and wages (other than to partners) (less employment credits)		<b>9</b>
	<b>10</b> Guaranteed payments to partners		<b>10</b>
	<b>11</b> Repairs and maintenance		<b>11</b>
	<b>12</b> Bad debts		<b>12</b>
	<b>13</b> Rent		<b>13</b>
	<b>14</b> Taxes and licenses		<b>14</b>
	<b>15</b> Interest		<b>15</b>
	<b>16a</b> Depreciation (if required, attach Form 4562)	<b>16a</b>	
	<b>b</b> Less depreciation reported elsewhere on return	<b>16b</b>	<b>16c</b>
	<b>17</b> Depletion ( <b>Do not</b> deduct oil and gas depletion.)		<b>17</b>
	<b>18</b> Retirement plans, etc.		<b>18</b>
	<b>19</b> Employee benefit programs		<b>19</b>
	<b>20</b> Other deductions (attach statement)		<b>20</b>
	<b>21 Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 20		<b>21</b>
<b>22 Ordinary business income (loss)</b> from trade or business activities. Subtract line 21 from line 8		<b>22</b>	

**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

**Transfer of Property to a Foreign Partnership**  
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

**2008**

Name of transferor <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
Name of foreign partnership <b>STEREO HOLDINGS (CAYMAN) A-II, L.P.</b>	

<b>Part I Transfers Reportable Under Section 6038B</b>							
Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	09/18/08		255,849.				0.780329
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

**Supplemental Information Required To Be Reported** (see instructions):

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<b>Part II Dispositions Reportable Under Section 6038B</b>							
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? .....  Yes  No

**Return of U.S. Persons With Respect to  
 Certain Foreign Partnerships**

**2008**

▶ **Attach to your tax return. See separate instructions.**

Information furnished for the foreign partnership's tax year

beginning **JAN 1**, 2008, and ending **DEC 31**, 2008

Attachment  
 Sequence No. **118**

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> <b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2008, and ending <b>DEC 31</b> , 2008
--	---

**C** Filer's share of liabilities: Nonrecourse \$ **0** • Qualified nonrecourse financing \$ **0** • Other \$ **0** •

**D** If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name <b>N/A</b>	EIN
Address <b>N/A</b>	

**E** Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
<b>N/A</b>					

<b>F1</b> Name and address of foreign partnership <b>BAIN CAPITAL FUND VIII, L.P.</b>  <b>111 HUNTINGTON AVENUE</b> <b>BOSTON, MA 02199-7615</b>	<b>2</b> EIN (if any)  <b>98-0425021</b>  <b>3</b> Country under whose laws organized <b>CAYMAN ISLANDS</b>
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<b>4</b> Date of organization <b>06/11/2004</b>	<b>5</b> Principal place of business <b>US</b>	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
--	---	---	--	---	--------------------------------------

**G** Provide the following information for the foreign partnership's tax year:

<b>1</b> Name, address, and identifying number of agent (if any) in the United States	<b>2</b> Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <b>E-FILED</b>
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<b>3</b> Name and address of foreign partnership's agent in country of organization, if any <b>C/O WALKERS SPV LIMITED, WALKER HOUSE</b> <b>MARY STREET, P.O. BOX 908GT</b> <b>GEORGE TOWN, GRAND CAYMAN, CAYMAN IS</b>	<b>4</b> Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different <b>BAIN CAPITAL FUND VIII, L.P.</b> <b>111 HUNTINGTON AVENUE</b> <b>BOSTON, MA 02199-7615</b>
--	--

**5** Were any special allocations made by the foreign partnership? ▶  Yes  No

**6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities, attached to this return (see instructions) ▶

**7** How is this partnership classified under the law of the country in which it is organized? ▶ **EXEMPTED LTD PSHIP**

**8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)?... ▶  Yes  No

**9** Does this partnership meet **both** of the following requirements?  
 • The partnership's total receipts for the tax year were less than \$250,000 and  
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million } ▶  Yes  No

If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member \_\_\_\_\_ Date \_\_\_\_\_

Paid Preparer Sign and Complete Only if Form is Filed Separately.	Preparer's signature <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b> <b>3100 WEST END AVENUE, STE 700</b> <b>NASHVILLE, TN 37203</b>	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN <b>P00499602</b>
	EIN ▶ <b>62-1517876</b>			Phone no. <b>(615)292-3011</b>

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a [X] Owns a direct interest b [ ] Owns a constructive interest

Table with 5 columns: Name, Address, Identifying number (if any), Check if foreign person, Check if direct partner. Row 1: N/A

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Table with 4 columns: Name, Address, Identifying number (if any), Check if foreign person. Row 1: N/A

Does the partnership have any other foreign person as a direct partner? [X] Yes [ ] No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Table with 5 columns: Name, Address, EIN (if any), Total ordinary income or loss, Check if foreign partnership. Row 1: STATEMENT 16

Schedule B

Income Statement - Trade or Business Income

Caution: Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Main income statement table with 22 rows. Columns include descriptions, sub-columns 1a, 1b, 16a, 16b, and 1c, and a final column for totals. Rows include Gross receipts, Deductions, and Ordinary business income.

**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

**Transfer of Property to a Foreign Partnership**  
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

**2008**

Name of transferor <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
Name of foreign partnership <b>BAIN CAPITAL FUND VIII, L.P.</b>	

<b>Part I Transfers Reportable Under Section 6038B</b>							
Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	Various		25,000.				0.026630
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

**Supplemental Information Required To Be Reported** (see instructions):

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<b>Part II Dispositions Reportable Under Section 6038B</b>							
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? .....  Yes  No

**Return of U.S. Persons With Respect to  
Certain Foreign Partnerships**

▶ **Attach to your tax return. See separate instructions.**

Information furnished for the foreign partnership's tax year

beginning **JAN 1**, 2008, and ending **DEC 31**, 2008

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
--	---

Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> <b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2008, and ending <b>DEC 31</b> , 2008
--	---

**C** Filer's share of liabilities: Nonrecourse \$ **0** • Qualified nonrecourse financing \$ **0** • Other \$ **0** •

**D** If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name <b>N/A</b>	EIN
Address <b>N/A</b>	

**E** Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
<b>N/A</b>					

<b>F1</b> Name and address of foreign partnership <b>BAIN CAPITAL (CCD) IX COINVESTMENT, L.P.</b>  <b>111 HUNTINGTON AVENUE</b> <b>BOSTON, MA 02199-7615</b>	<b>2</b> EIN (if any)  <b>46-0520809</b>  <b>3</b> Country under whose laws organized <b>CAYMAN ISLANDS</b>
--	--

<b>4</b> Date of organization <b>08/27/2008</b>	<b>5</b> Principal place of business <b>US</b>	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
--	---	---	--	---	--------------------------------------

**G** Provide the following information for the foreign partnership's tax year:

<b>1</b> Name, address, and identifying number of agent (if any) in the United States	<b>2</b> Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <b>E-FILED</b>
---	---

<b>3</b> Name and address of foreign partnership's agent in country of organization, if any <b>C/O WALKERS SPV LIMITED, WALKER HOUSE</b> <b>MARY STREET, P.O. BOX 908GT</b> <b>GEORGE TOWN, GRAND CAYMAN, CAYMAN IS</b>	<b>4</b> Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different <b>BAIN CAPITAL (CCD) IX COINVESTMENT</b> <b>111 HUNTINGTON AVENUE</b> <b>BOSTON, MA 02199-7615</b>
--	--

**5** Were any special allocations made by the foreign partnership? ..... ▶  Yes  No

**6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities, attached to this return (see instructions) ..... ▶

**7** How is this partnership classified under the law of the country in which it is organized? ..... ▶ **EXEMPTED LTD PSHIP**

**8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)?... ▶  Yes  No

**9** Does this partnership meet **both** of the following requirements?  
 • The partnership's total receipts for the tax year were less than \$250,000 and  
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million } ..... ▶  Yes  No

If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member \_\_\_\_\_ Date \_\_\_\_\_

Paid Preparer Sign and Complete Only if Form is Filed Separately.	Preparer's signature <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b> <b>3100 WEST END AVENUE, STE 700</b> <b>NASHVILLE, TN 37203</b>	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN <b>P00499602</b> EIN ▶ <b>62-1517876</b> Phone no. <b>(615)292-3011</b>
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**Schedule A**

**Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

**a**  Owns a direct interest **b**  Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner
N/A				

**Schedule A-1**

**Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
N/A			

Does the partnership have any other foreign person as a direct partner?  Yes  No

**Schedule A-2**

**Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
BAIN CAPITAL (CCD), L.P	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	98-0592026		X

**Schedule B**

**Income Statement - Trade or Business Income**

**Caution:** Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

<b>Income</b>	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 <b>Total income (loss).</b> Combine lines 3 through 7			8	
<b>Deductions</b> (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion ( <b>Do not</b> deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 <b>Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 20			21
22 <b>Ordinary business income (loss)</b> from trade or business activities. Subtract line 21 from line 8			22	

**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

**Transfer of Property to a Foreign Partnership**  
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

**2008**

Name of transferor <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
Name of foreign partnership <b>BAIN CAPITAL (CCD) IX COINVESTMENT, L.P.</b>	

<b>Part I Transfers Reportable Under Section 6038B</b>							
Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	08/27/08		25,312.				0.071631
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

**Supplemental Information Required To Be Reported** (see instructions):

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<b>Part II Dispositions Reportable Under Section 6038B</b>							
(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? .....  Yes  No

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
K-1 BAIN CAPITAL VIII COINVESTMENT FUND, LP	121.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
K-1 BAIN CAPITAL FUND VIII, LP	16,230.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
K-1 DE SHAW US LARGE CAP CORE ENHANCED FUND, LLC	0.	8,356,705.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY-TRADED SECURITIES	23,221,194.	26,555,870.	0.	0.	<3,334,676.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
K-1 MBI INVESTORS, LP	205,125.	0.	0.	0.	205,125.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
K-1 RYE SELECT BROAD MARKET FUND, LP	0.	11,627,431.	0.	0.	<11,627,431.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHEPHERD INVESTMENTS INT'L LTD	140,828.	152,154.	0.	0.	<11,326.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
CURRENCY TRANSLATION LOSS	3,773,757.	3,856,123.	0.	0.		<82,366.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
K-1 JPMORGAN IIF TAX EXEMPT LP	3,065.	0.	0.	0.		3,065.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
K-1 CROW HOLDINGS REALTY PARTNERS IV-A, LP	115,810.	0.	0.	0.		115,810.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
K-1 INVESCO INSTITUTIONAL EQUITY TRUST - ENHANCED INDEX FUND	0.	551,982.	0.	0.		<551,982.>

CAPITAL GAINS DIVIDENDS FROM PART IV						791,000.
TOTAL TO FORM 990-PF, PART I, LINE 6A						<22,833,135.>

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**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2**


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SOURCE	AMOUNT
TEMPORARY CASH INVESTMENTS	73,175.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	73,175.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM STOCKS	2,433,153.	791,000.	1,642,153.
K-1 BAIN CAPITAL ASIA FUND, L.P. (INTEREST)	1,672.	0.	1,672.
K-1 BAIN CAPITAL IX COINVESTMENT FUND L.P. (DIVIDEND)	14.	0.	14.
K-1 BAIN CAPITAL IX COINVESTMENT FUND L.P. (INTEREST)	1,025.	0.	1,025.
K-1 BAIN CAPITAL VIII COINVESTMENT FUND L.P. (INTEREST)	290.	0.	290.
K-1 BAIN CAPITAL VIII FUND L.P. (DIVIDEND)	447.	0.	447.
K-1 BAIN CAPITAL VIII FUND L.P. (INTEREST)	125.	0.	125.
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (INTEREST)	81,919.	0.	81,919.
K-1 DE SHAW U.S. LARGE CAP CORE ENHANCED FUND, LLC (DIVIDENDS)	507,245.	0.	507,245.
K-1 DE SHAW U.S. LARGE CAP CORE ENHANCED FUND, LLC (INTEREST)	957.	0.	957.
K-1 INVESCO INSTITUTIONAL EQUITY TRUST ENHANCED INDEX FUND (DIVIDEND)	200,035.	0.	200,035.
K-1 INVESCO INSTITUTIONAL EQUITY TRUST ENHANCED INDEX FUND (INTEREST)	2,372.	0.	2,372.
K-1 JPMORGAN IIF TAX-EXEMPT LP (DIVIDEND)	80,365.	0.	80,365.
K-1 JPMORGAN IIF TAX-EXEMPT LP (INTEREST)	40,277.	0.	40,277.
K-1 MBI INVESTORS LP (INTEREST)	31.	0.	31.
K-1 RYE SELECT BROAD MARKET FUND, L.P. (INTEREST)	6,325.	0.	6,325.
TOTAL TO FM 990-PF, PART I, LN 4	3,356,252.	791,000.	2,565,252.

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FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LENDING INCOME	63,672.	63,672.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (UNRELATED BUSINESS TAXABLE LOSS)	<59,425.>	0.	
K-1 RYE SELECT BROAD MARKET FUND, L.P. (BOOK/TAX DIFFERENCE)	<314,477.>	0.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (BOOK/TAX DIFFERENCE)	<518.>	0.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (OTHER INVESTMENT LOSS)	<29,506.>	<29,506.>	
K-1 DE SHAW U.S. LARGE CAP CORE ENHANCED FUND LLC (OTHER INVESTMENT LOSS)	<70,175.>	<70,175.>	
K-1 DE SHAW U.S. LARGE CAP CORE ENHANCED FUND LLC (BOOK/TAX DIFFERENCE)	<63,617.>	0.	
K-1 INVESCO (OTHER INVESTMENT INCOME)	1,576.	1,576.	
K-1 INVESCO (BOOK/TAX DIFFERENCE)	<276,539.>	0.	
OTHER INCOME	8,000.	8,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<741,009.>	<26,433.>	

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	15,197.	0.		15,197.
TO FM 990-PF, PG 1, LN 16A	15,197.	0.		15,197.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	38,386.	0.		38,386.
TO FORM 990-PF, PG 1, LN 16B	38,386.	0.		38,386.

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FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES - CURRENT AND DEFERRED	<987,350.>	0.		0.
PAYROLL TAXES	15,905.	0.		15,905.
TO FORM 990-PF, PG 1, LN 18	<971,445.>	0.		15,905.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DATA PROCESSING FEES	491.	0.		491.
TELEPHONE	3,992.	0.		3,992.
POSTAGE & SHIPPING	1,057.	0.		1,077.
DUES & SUBSCRIPTIONS	1,350.	0.		1,680.
REPAIRS & MAINTENANCE	4,492.	0.		4,532.
OFFICE SUPPLIES	3,564.	0.		3,079.
INSURANCE	904.	0.		904.
INVESTMENT MANAGER FEES	325,851.	325,851.		0.
BANK SERVICE CHARGES	33,835.	33,835.		0.
LIMITED PARTNERSHIP EXPENSES	462,064.	462,064.		0.
MISCELLANEOUS	179.	0.		179.
TO FORM 990-PF, PG 1, LN 23	837,779.	821,750.		15,934.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK & STOCK FUNDS - SEE PAGE 3 OF 3 OF STMT 15 ATTACHED	70,677,540.	48,422,764.
PREFERRED STOCK - SEE PAGE 3 OF 3 OF STMT 15 ATTACHED	143,977.	199,650.
HCA INC COMMON STOCK - 490,000 SHS	2,619,470.	25,073,300.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>73,440,987.</b>	<b>73,695,714.</b>

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FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HSBC MEDIUM TERM NOTE, \$10,000,000 PAR	10,000,000.	6,421,500.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10C</b>	<b>10,000,000.</b>	<b>6,421,500.</b>

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RYE SELECT BROAD MARKET FUND, LP	COST	20,123.	20,123.
BAIN CAPITAL FUND VIII, LP	COST	724,978.	789,999.
BLACK RIVER GLOBAL MULTI-STRATEGY LEVERAGED FUND LTD	COST	11,296,346.	6,845,139.
OZ OVERSEAS FUND II LTD	COST	10,950,428.	12,841,097.
AEA INVESTORS	COST	28,458.	31,779.
SHEPHERD INVESTMENTS INT'L LTD.	COST	5,497,997.	5,738,816.
BAIN CAPITAL VIII CO-INVESTMENT FUND, LP	COST	1,893,150.	2,086,384.
BAIN CAPITAL IX CO-INVESTMENT FUND, LP	COST	940,076.	486,882.
CROW HOLDINGS REALTY PARTNERS IV-A, LP	COST	4,528,042.	4,391,039.
JP MORGAN EUROPEAN PROPERTY FUND SUB-FUND C FEEDER	COST	4,486,723.	3,641,914.
DE SHAW U.S. LARGE CAP CORE ENHANCED FUND, LLC	COST	13,207,874.	13,207,874.
BAIN CAPITAL ASIA FUND, LP	COST	685,948.	307,416.
INVESCO INSTITUTIONAL EQUITY TRUST	COST	5,350,233.	4,040,142.

THE FRIST FOUNDATION

62-1134070

JP MORGAN INFRASTRUCTURE FUND	COST	4,892,601.	3,765,891.
FOREIGN CURRENCY HEDGE	COST	0.	494,952.
TOTAL TO FORM 990-PF, PART II, LINE 13		64,502,977.	58,689,447.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INCOME	142,073.	334,847.	334,847.
REFUNDABLE FEDERAL EXCISE TAX	7,788.	19,658.	19,658.
TOTAL TO FORM 990-PF, PART II, LINE 15	149,861.	354,505.	354,505.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAXES	1,005,480.	0.
UNAMORTIZED LEASE ALLOWANCE DUE TO INVESTMENT BROKER	19,308.	14,271.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,109,207.	281,297.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS F. FRIST, JR. 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	CHAIRMAN 1.00	0.	0.	0.
FRANK F. DROWOTA, III 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	DIRECTOR 1.00	0.	0.	0.
PATRICIA C. FRIST 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	DIRECTOR 1.00	0.	0.	0.
KENNETH L. ROBERTS 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	PRESIDENT EMERITUS 1.00	0.	0.	0.
THOMAS F. FRIST, III 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	DIRECTOR 1.00	0.	0.	0.
WILLIAM R. FRIST 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	DIRECTOR 1.00	0.	0.	0.
PATRICIA FRIST ELCAN 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	DIRECTOR 1.00	0.	0.	0.
PETER F. BIRD, JR. 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	PRESIDENT/CEO 40.00	210,000.	41,745.	0.
COLETTE EASTER 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	TREASURER 24.00	38,917.	5,452.	0.
BARBARA W. BAKER 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	SECRETARY 40.00	54,996.	16,746.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		303,913.	63,943.	0.

**The Frist Foundation**  
**Form 990-PF -- Part II -- Line 10**  
**Tax Period Ending December 31, 2008**  
**Corporate Stock Detail Schedule**

FEIN: 62-1134070

STATEMENT 15

Description	Shares Held	Market Value	Adjusted Basis	Unrealized Gain (Loss)
ALUMINA LTD NPV	44,514.00	43,138.87	203,173.74	(160,034.87)
NATL AUSTRALIA BK NPV	10,361.00	150,758.39	217,667.86	(66,909.47)
TELEKOM AUSTRIA(TA NPV(BR)	10,070.00	144,177.37	275,147.38	(130,970.01)
ADR EMBRAER-EMPRESA BRASILEIRA DE AERONAU	5,460.00	88,506.60	158,126.84	(69,620.24)
NORTEL NETWORKS CORP NEW COM NEW STK	346.00	89.96	2,484.28	(2,394.32)
CHINA TELECOM CORP 'H' CNY1	336,000.00	125,292.25	121,852.39	3,439.86
VESTAS WIND SYSTEM DKK1	1,806.00	102,363.55	14,952.17	87,411.38
UPM-KYMMENE CORP NPV	5,550.00	69,433.00	56,409.37	13,023.63
STORA ENSO OYJ NPV SER'R'(SEK QUOTE)	18,911.00	145,277.00	197,724.37	(52,447.37)
ACCOR EUR3	1,850.00	90,288.61	67,525.98	22,762.63
AXA EUR2.29	9,182.00	202,236.69	153,531.52	48,705.17
FRANCE TELECOM EUR4	13,240.00	367,349.06	327,317.79	40,031.27
GDF SUEZ EUR1	2,352.00	115,491.47	45,704.01	69,787.46
MICHELIN (CGDE) EUR2(REGD)	2,770.00	144,660.97	119,960.57	24,700.40
SANOFI-AVENTIS EUR2	4,435.00	279,885.17	288,916.79	(9,031.62)
SUEZ ENVIRONNEMENT EUR4	620.00	10,385.06	4,753.84	5,631.22
TOTAL EUR2.5	5,794.00	313,379.18	207,175.88	106,203.30
VIVENDI SA EUR5.50	6,210.00	200,828.37	250,805.25	(49,976.88)
BAYER MOTOREN WERK EUR1	5,950.00	178,731.93	274,188.60	(95,456.67)
CELESIO AG NPV(REGD)	4,820.00	129,980.79	228,537.87	(98,557.08)
DEUTSCHE POST AG NPV(REGD)	11,760.00	194,692.62	182,631.11	12,061.51
E.ON AG COM STK	7,227.00	285,705.14	120,301.85	165,403.29
MERCK KGAA NPV	1,970.00	176,654.08	235,718.22	(59,064.14)
MUENCHENER RUECKVE NPV(REGD)	840.00	129,608.26	96,568.67	33,039.59
ADR INFINEON TECHNOLOGIES AG SPONSORED ADR A	10,880.00	15,232.00	115,883.59	(100,651.59)
ADR SAP AG SPONSORED ADR	5,510.00	199,572.20	248,846.74	(49,274.54)
ADR SIEMENS AG COM DM50 (NEW)	3,400.00	257,550.00	260,055.38	(2,505.38)
CHEUNG KONG(HLDGS) HKD0.50	14,400.00	136,192.61	88,542.67	47,649.94
HSBC HLDGS ORD USD0.50(HONGKONG REG)	11,600.00	110,309.41	155,077.52	(44,768.11)
HUTCHISON WHAMPOA HKD0.25	14,000.00	70,178.83	89,979.33	(19,800.50)
ADR ICICI BK LTD	2,790.00	53,707.50	50,045.07	3,662.43
ADR SATYAM COMPUTER SVCS LTD AMERN DEPOS	3,140.00	28,385.60	39,062.54	(10,676.94)
#REORG ARTIO N/C WITH CUSIP CHANGE MFO ARTIO I	405,846.24	9,971,642.11	11,985,139.11	(2,013,497.00)
CRH ORD EURO0.32(DUBLIN LISTING)	2,830.00	70,219.07	66,460.87	3,758.20
CHECK PT SOFTWARE TECHNOLOGIES ORDILS.01	9,130.00	173,378.70	162,940.00	10,438.70
ENI SPA EUR1	9,520.00	221,525.03	93,411.53	128,113.50
INTESA SANPAOLO EURO.52	35,530.00	125,323.26	261,091.50	(135,768.24)
UNICREDIT SPA EURO.50	35,520.00	86,158.63	200,664.42	(114,505.79)
EBARA CORP NPV	28,000.00	63,320.46	127,771.05	(64,450.59)
FUJIFILM HOLDINGS CORP NPV	6,600.00	141,974.63	214,612.70	(72,638.07)
KONICA MINOLTA HLD NPV	10,000.00	75,234.42	88,463.15	(13,228.73)
MABUCHI MOTOR CO NPV	1,700.00	69,200.22	100,124.21	(30,923.99)
NGK SPARK PLUG CO NPV	8,000.00	63,276.34	136,857.62	(73,581.28)
NINTENDO CO LTD NPV	700.00	260,617.76	49,745.84	210,871.92
OLYMPUS CORP NPV	7,000.00	135,212.36	190,677.50	(55,465.14)
PROMISE CO NPV	6,250.00	155,129.62	194,324.26	(39,194.64)
SONY CORP NPV	4,460.00	94,562.82	92,286.60	2,276.22
TAKEDA PHARMACEUTICAL CO NPV	3,900.00	199,624.93	181,283.94	18,340.99
ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED	9,900.00	61,479.00	119,151.83	(57,672.83)
ADR TOYOTA MTR CORP ADR FOR 2 COM	1,740.00	113,865.60	173,949.00	(60,083.40)
SAMSUNG ELECTRONIC KRW5000	630.00	225,580.56	97,638.21	127,942.35
ADR KB FINL GROUP INC SPONSORED ADR REPSTG 1	4,850.00	127,070.00	159,029.54	(31,959.54)
ADR KT CORP SPONSORED ADR	6,713.00	98,479.71	164,500.80	(66,021.09)
ADR SK TELECOM LTD SPONSORED ADR	4,000.00	72,720.00	81,678.82	(8,958.82)
ADR TELEFONOS DE MEXICO S A SPONSORED ADR RE	3,510.00	73,499.40	9,896.80	63,602.60

**The Frist Foundation**  
**Form 990-PF -- Part II -- Line 10**  
**Tax Period Ending December 31, 2008**  
**Corporate Stock Detail Schedule**

FEIN: 62-1134070

STATEMENT 15

Description	Shares Held	Market Value	Adjusted Basis	Unrealized Gain (Loss)
ADR TELMEX INTERNACIONAL S A B DE C V SPONSO	3,510.00	39,873.60	6,971.62	32,901.98
ING GROEP NV CVA EURO.24	9,864.00	100,504.95	215,875.14	(115,370.19)
PHILIPS ELEC(KON) EURO.20	9,673.00	185,957.53	118,594.11	67,363.42
RANDSTAD HLDGS NV EURO.10	3,010.00	60,877.93	129,558.60	(68,680.67)
REED ELSEVIER NV EURO.07	10,734.00	125,633.11	145,791.76	(20,158.65)
SBM OFFSHORE NV EURO.25	8,760.00	113,841.26	124,286.61	(10,445.35)
WOLTERS KLUWER EURO.12	4,705.00	88,554.11	103,201.11	(14,647.00)
TELENOR ASA ORD NOK6	26,440.00	174,829.27	187,418.01	(12,588.74)
BCO ESPIRITO SANTO EUR5(REGD)	14,410.00	134,004.85	142,191.89	(8,187.04)
PORTUGAL TELECOM SGPS EURO.03	18,000.00	151,876.86	112,026.36	39,850.50
DBS GROUP HLDGS NPV	23,570.00	137,747.28	175,184.19	(37,436.91)
SINGAPORE TELECOMMUNICATIONS NEW COM	147,000.00	260,176.99	258,876.53	1,300.46
VENTURE CORP LTD NPV	16,000.00	48,641.33	131,497.73	(82,856.40)
BANCO SANTANDER EURO.50(REGD)	9,714.00	91,144.88	80,632.05	10,512.83
ADR REPSOL YPF S A SPONSORED ADR	6,422.00	138,137.22	44,857.67	93,279.55
ADR TELEFONICA S A SPONSORED	6,879.00	463,575.81	241,973.88	221,601.93
ATLAS COPCO AB SER'A'NPV	16,500.00	139,274.40	42,956.96	96,317.44
LOOMIS AB SER'B'NPV	1,685.00	10,440.76	9,903.93	536.83
SECURITAS SER'B'NPV	8,430.00	68,491.52	49,150.15	19,341.37
ADR ERICSSON L M TEL CO ADR CL B SEK 10 NEW ERIC	11,120.00	86,847.20	124,118.66	(37,271.46)
ADECCO SA CHF1(REGD)	2,500.00	84,041.90	117,949.29	(33,907.39)
LONZA GROUP AG CHF1(REGD)	2,120.00	194,302.63	131,757.05	62,545.58
NESTLE SA COMSTK	8,450.00	330,267.30	192,322.00	137,945.30
NOVARTIS AG CHF0.50(REGD)	5,700.00	282,228.59	312,952.38	(30,723.79)
SWISS REINSURANCE AG CHF0.1(REGD)	3,417.00	161,483.63	176,656.40	(15,172.77)
#REORG/CHUNGHWA TELE CO LTD MAND EXCH TOCHI	7,128.00	111,196.80	77,488.99	33,707.81
ADR TAIWAN SEMICONDUCTOR MFG CO LTD SPONS	15,330.00	121,107.00	126,551.92	(5,444.92)
PVTPL ADR COMPAL ELECTRONICS INC GLOBAL DEPOS	30,719.00	80,732.60	137,711.71	(56,979.11)
AVIVA ORD GBPO.25	22,560.00	126,499.00	302,992.38	(176,493.38)
BAE SYSTEMS ORD GBPO.025	34,325.00	185,929.03	117,468.55	68,460.48
BRITISH SKY BROADC ORD GBPO.50	24,780.00	171,011.74	221,994.56	(50,982.82)
CADBURY PLC GBPO.10	12,473.00	108,584.66	51,430.54	57,154.12
COMPASS GROUP ORD GBPO.10	47,270.00	233,790.81	189,884.97	43,905.84
G4S PLC ORD 25P	68,120.00	200,776.04	221,771.89	(20,995.85)
GLAXOSMITHKLINE ORD GBPO.25	13,190.00	243,591.59	289,079.81	(45,488.22)
KINGFISHER ORD GBPO.157142857	57,234.00	111,089.05	260,871.10	(149,782.05)
NATIONAL GRID ORD GBPO.11395	9,077.00	89,265.13	60,009.58	29,255.55
OLD MUTUAL PLC ORD GBPO.10	93,120.00	73,635.81	326,668.78	(253,032.97)
PEARSON ORD GBPO.25	17,020.00	156,855.94	205,763.13	(48,907.19)
RENTOKIL INITIAL ORD GBPO.01	74,560.00	47,167.40	252,583.99	(205,416.59)
ROLLS ROYCE GROUP GBPO.20 (C SHS REDEEM)	1,671,784.00	2,403.60	0	2,403.60
ROLLS ROYCE GROUP ORD GBPO.20	29,227.00	140,980.86	121,043.93	19,936.93
ROYAL BK SCOT GRP ORD GBPO.25	44,240.00	31,421.39	334,207.63	(302,786.24)
ROYAL DUTCH SHELL 'B'ORD EURO.07	12,237.00	303,668.07	293,831.84	9,836.23
SMITHS GROUP ORD GBPO.375	7,666.00	97,542.86	89,981.12	7,561.74
UNILEVER PLC ORD GBPO.031111	12,928.00	293,492.40	213,515.60	79,976.80
WOLSELEY ORD GBPO.25	12,290.00	67,852.60	151,976.96	(84,124.36)
YELL GROUP ORD GBPO.01	21,640.00	13,222.99	217,467.08	(204,244.09)
ADR BP P L C SPONSORED ADR SPONSORED ADR	6,330.00	295,864.20	308,694.89	(12,830.69)
ADR VODAFONE GROUP PLC NEW SPONSORED ADRNEI	12,538.00	256,276.72	332,946.86	(76,670.14)
ACE LTD COM STK	4,080.00	215,913.60	139,160.70	76,752.90
CF WESTRIDGE CAP MNGNT ENHANCEMENT FDS ENH/	8,701.96	5,181,320.00	12,009,767.39	(6,828,447.39)
INVESCO LTD COM STK USD0.10	4,670.00	67,434.80	49,372.80	18,062.00
MFB NTGI COM DAILY S&P500 EQTY INDEX-LENC	936,852.18	6,930,832.42	11,606,059.77	(4,675,227.35)
MFB NTGI-QM COM DAILY RUSSELL 1000 GROWTH	86,982.33	4,965,299.32	7,669,323.52	(2,704,024.20)

**The Frist Foundation**  
**Form 990-PF -- Part II -- Line 10**  
**Tax Period Ending December 31, 2008**  
**Corporate Stock Detail Schedule**

FEIN: 62-1134070

STATEMENT 15

<b>Description</b>	<b>Shares Held</b>	<b>Market Value</b>	<b>Adjusted Basis</b>	<b>Unrealized Gain (Loss)</b>
MFB NTGI-QM COM DAILY RUSSELL 2000 EQTY INDEX	64,257.34	6,561,574.01	11,070,845.01	(4,509,271.00)
DBS GROUP HLDGS NPV Sub Rights	11,785.00	24,539.30	-	24,539.30
<b>Total Common Stock</b>		<b>48,422,763.82</b>	<b>70,677,539.57</b>	<b>(22,254,775.75)</b>
#REORG/COMPANHIA VALE DO RIO DOCE SPONS ADR I	10,640.00	113,316.00	19,959.39	93,356.61
ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSO	4,230.00	86,334.30	124,017.30	(37,683.00)
<b>Total Preferred Stock</b>		<b>199,650.30</b>	<b>143,976.69</b>	<b>55,673.61</b>

FORM 8865

## AFFILIATION SCHEDULE

STATEMENT 16

NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	CK IF FOR-EIGN P'SH
BAIN CAP INTEGRAL INV LLC	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	04-3516394		
BAIN CAP INTEGRAL INV A LP	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	66-0648675		X
BAIN CAP INTEGRAL INV L LP	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	66-0648673		X
BAIN DOLLARAMA LUXCO HLDGS	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	66-0648671		X
BAIN CAP INTEGRAL INV 2006	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	20-4345223		
BAIN CAPITAL FCI CAYMAN A	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	98-0485605		X
BAIN CAP FCI CAYMAN PEC LP	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	98-0485606		X
BAIN CAPITAL FCI CAYMAN	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	98-0485609		X
FIDJI LUXCO (BC) SCA	5 PARC D'ACTIVITE SYRDALL MUNSBACH, FC L-5365 LUXE			X
BAIN CAP INTEGRAL INV II	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	98-0384142		X
SENSATA INVESTMENT CO SCA	5 PARC D'ACTIVITE SYRDALL MUNSBACH, FC L-5365 LUXE	98-0487330		X

**THE FRIST FOUNDATION**

**EIN: 62-1134070**

**FORM 990-PF-- Part II-- Line 14  
Tax Period Ending December 31,2008**

**STATEMENT 17**

**DEPRECIATION DETAIL**

	<u>Date Placed Into Service</u>	<u>Depreciation Method</u>	<u>Life</u>	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Current Year Deduction</u>
Computer Equipment	Various	SL	3 Yrs.	\$ 67,396	\$ 55,138	\$ 4,962
Furniture	Various	SL	7-10 Yrs.	55,451	42,659	4,691
Leasehold Improvements	Various	SL	6-7 Yrs.	95,222	56,876	13,701
				<u>\$ 218,069</u>	<u>\$ 154,673</u>	<u>\$ 23,354</u>
<b>Total Fixed Assets</b>				<u>\$ 218,069</u>		
<b>Total Accumulated Depreciation</b>					<u>\$ 154,673</u>	
<b>Total Depreciation Expense, Page 1, Line 19</b>						<u>\$ 23,354</u>

**ATTACHMENT TO FORM 990-PF  
PART XV, QUESTION 2  
Tax Period Ending December 31, 2008**

**STATEMENT 18**

**Information Regarding Contribution, Grant, Loan Scholarship, Etc. Programs**

**GENERAL**

Aside from its own initiatives, the Foundation in 2009 will focus exclusively on agencies serving Nashville's most vulnerable populations. In general, support will go to organizations with strong track records that serve significant numbers of individuals. Grantees must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code and not private foundations as described in Section 509(a).

In general, the Foundation does not make grants to support operations or programs. Exceptions may be made if support is needed as part of a realistic plan to achieve operational stability that is not dependent on short-term grants. Emergency operating support will be granted only if an agency has a compelling long-term plan for survival. Otherwise, grants generally will fall into the following categories:

**Strengthening Agency Infrastructure**

These grants provide support for technology and capital projects -- as long as those expenses are integral to ensuring the agency's survival or long-term viability. Capital requests will be considered only if an agency's basic operating budget is on solid footing. In general, it's a good idea to discuss the needs with the Foundation staff before submitting a grant application.

**Management**

Management grants typically cover consulting expenses. They may include but are not limited to strategic planning, board development, market studies, human resource management, financial management, development of strategies for fundraising or revenue generation, and expenses directly associated with administrative collaborations or mergers. In some cases, the Foundation may seek to partner with other funders to support projects on a larger scale than it could do alone.

**EXCLUSIONS**

For legal reasons, the Foundation does not support individuals or their projects, private foundations, political activities, advertising or sponsorships. As a matter of policy, the Foundation does not ordinarily support:

- Recurring expenses for operations, programs or salaries, except as described earlier.
- Projects, programs or organizations that serve a limited audience or a relatively small number of people.
- Endowments or scholarships.
- Social or fundraising events.
- Biomedical or clinical research.
- Schools below the college level, except for projects intended to serve the broader community.
- Hospitals or nursing homes.
- Disease-specific organizations seeking support for national projects and programs.
- Organizations whose principal impact is outside Middle Tennessee.
- Religious organizations for religious purposes.

**ATTACHMENT TO FORM 990-PF  
PART XV, QUESTION 2  
Tax Period Ending December 31, 2008**

**STATEMENT 18**

**Information Regarding Contribution, Grant, Loan Scholarship, Etc. Programs -- Continued**

**HOW TO APPLY FOR A GRANT**

The application process at The Frist Foundation typically begins with a phone conversation. The foundation staff is happy to discuss and organization's needs and the advisability of submitting an application, based on The Frist Foundation's guidelines, the organization's situation, and where we are in the budget cycle.

General grants are given throughout the year. While there are no deadlines on general grant applications, larger grants are typically approved at board meetings taking place in January, April, July and October. Depending on the timing of submission of a grant application, it could take as long as three months for grant approval. These grants can range from \$1,000 to \$250,000, with a typical grant ranging from \$3,000 to \$20,000.

The Frist Foundation Awards of Achievement are distributed each fall following an evaluation process administered by the Center for Nonprofit Management.

Applicants may either complete an application online or download an application to submit via regular mail or by fax. Downloadable applications are available as a Microsoft Word document at our website: [www.fristfoundation.org](http://www.fristfoundation.org).

Applications may be submitted to:

The Frist Foundation  
3100 West End Avenue, Suite 1200  
Nashville, Tennessee 37203  
Fax: (615) 292-5843

**THE FRIST FOUNDATION**

**FORM 990-PF-- Part 1-- Line 25  
Tax Period Ending December 31, 2008**

**EIN: 62-1134070**

**STATEMENT 19**

**ACCRUAL TO CASH RECONCILIATION OF GRANT EXPENSE**

Accrual Basis (Per Books)	
Regular Grant Expense	\$ 9,058,087
Add: 12/31/07 Grants Payable	1,330,907
Less: 12/31/08 Grants Payable	<u>(2,128,634)</u>
Total Cash Basis Grants Paid	<u>\$ 8,260,360</u>

**The Frist Foundation**  
**Form 990-PF -- Part XV -- Lina 3a**  
**Tax Period Ending December 31, 2008**  
**Grants and Contributions Paid During the Year**

**EIN : 62-1134070**  
**STATEMENT 20**

<b>Name</b>	<b>Address</b>	<b>Foundation Status of Recipient</b>	<b>Purpose of Grant or Contribution</b>	<b>Amount</b>
21st Drug Court, Inc.	P.O. Box 757 Franklin, TN 37065	Public Charity	General Support	150
Adventure Science Center	800 Fort Negley Blvd. Nashville, TN 37203-4899	Public Charity	General Support	8,100
Affordable Housing Resources, Inc.	1011 Cherry Avenue Nashville, TN 37203	Public Charity	General Support	8,675
AGAPE	4555 Trousdale Drive Nashville, TN 37204	Public Charity	General Support	1,000
Alive Hospice, Inc.	1718 Patterson St. Nashville, TN 37203	Public Charity	General Support	46,750
American Assn of Refugee & Immigrant Women	442 Metroplex Drive, Bldg. D, Suite 100 Nashville, TN 37211	Public Charity	General Support	1,200
American Parkinson Disease Assn. Middle TN Chapter	420 Hillsboro Road, Suite 317 Nashville, TN 37215	Public Charity	General Support	975
American Red Cross of Nashville	P.O. Box 23917 Nashville, TN 37202-3917	Public Charity	General Support	50,000
American Roots Music Education	919 Lawrence Ave. Nashville, TN 37204	Public Charity	General Support	725
Autism Society of Middle Tennessee	480 Craighead St., Suite 200 Nashville, TN 37204	Public Charity	General Support	1,765
Belmont Mansion Association	1900 Belmont Blvd. Nashville, TN 37212-3757	Public Charity	General Support	2,500
Belmont Mansion Association	1900 Belmont Blvd. Nashville, TN 37212	Public Charity	General Support	47,000
Belmont University	1900 Belmont Blvd. Nashville, TN 37212-3757	Public Charity	General Support	500
Belmont University	1900 Belmont Blvd. Nashville, TN 37212-3757	Public Charity	General Support	10,000
Big Brothers Big Sisters of Middle Tennessee	One Vantage Way, C-250 Nashville, TN 37228	Public Charity	General Support	7,500
Book 'EM	412 Metroplex Dr. Nashville, TN 37211	Public Charity	General Support	3,000
Books from Birth of Middle Tennessee	2200 Children's Way, Suite 2410 Nashville, TN 37232-9900	Public Charity	General Support	1,500
Boy Scouts/Middle Tennessee Council	P.O. Box 150409 Nashville, TN 37215-0409	Public Charity	General Support	1,000
Boy Scouts/Middle Tennessee Council	P.O. Box 150409 Nashville, TN 37215-0409	Public Charity	General Support	10,000
Camp Marymount	2400 21st Avenue Nashville, TN 37212-5387	Public Charity	General Support	4,650
CASA	601 Woodland Street Nashville, TN 37206-4211	Public Charity	General Support	5,525
CASA	601 Woodland Street Nashville, TN 37206-4211	Public Charity	General Support	4,350
Catholic Charities of Tennessee	30 White Bridge Road Nashville, TN 37205	Public Charity	General Support	20,000
Catholic Charities of Tennessee	30 White Bridge Road Nashville, TN 37205	Public Charity	General Support	100,000

**The Frist Foundation**  
**Form 990-PF -- Part XV -- Lina 3a**  
**Tax Period Ending December 31, 2008**  
**Grants and Contributions Paid During the Year**

**EIN : 62-1134070**  
**STATEMENT 20**

Center for Nonprofit Management	44 Vantage Way, Suite 230 Nashville, TN 37228	Public Charity	General Support	150,000
Centerstone Community Mental Health Centers	P.O. Box 40406 Nashville, TN 37204-0406	Public Charity	General Support	50,000
Cheekwood	1200 Forrest Park Drive Nashville, TN 37205	Public Charity	General Support	750
Christian Women's Job Corps	P.O. Box 22388 Nashville, TN 37202-2388	Public Charity	General Support	2,275
Citizens For Affordable Housing	295 Plus Park Blvd., Suite 105, Terrace I Nashville, TN 37217	Public Charity	General Support	640
Community Foundation of Middle Tennessee	3833 Cleghorn Ave., Suite 400 Nashville, TN 37215-2519	Public Charity	General Support	20,000
Community Foundation of Middle Tennessee	3833 Cleghorn Ave., Suite 400 Nashville, TN 37215-2519	Public Charity	General Support	500
Community Foundation of Middle Tennessee	3833 Cleghorn Ave., Suite 400 Nashville, TN 37215-2519	Public Charity	General Support	50,000
Community Foundation of Middle Tennessee	3833 Cleghorn Ave., Suite 400 Nashville, TN 37215-2519	Public Charity	General Support	10,000
Community Foundation of Middle Tennessee	3833 Cleghorn Ave., Suite 400 Nashville, TN 37215-2519	Public Charity	General Support	15,000
Community Outreach Ministries	P.O. Box 1529 Franklin, TN 37065-1529	Public Charity	General Support	150
Community Resource Center	412 Metroplex Drive Nashville, TN 37211	Public Charity	General Support	9,605
Community Resource Center	412 Metroplex Drive Nashville, TN 37211	Public Charity	General Support	25,000
CommunityNashville	210 25th Ave. N., Suite 1005 Nashville, TN 37203	Public Charity	General Support	10,000
CommunityNashville	210 25th Ave. N., Suite 1005 Nashville, TN 37203	Public Charity	General Support	6,000
Comprehensive Care Center	345 24th Ave. N., Suite 103 Nashville, TN 37203	Public Charity	General Support	6,250
Conexion Americas	800 18th Ave. S., Suite A Nashville, TN 37203	Public Charity	General Support	7,500
Council on Aging of Greater Nashville	95 White Bridge Road, Suite 114 Nashville, TN 37205-1427	Public Charity	General Support	10,000
Council on Aging of Greater Nashville	95 White Bridge Road, Suite 114 Nashville, TN 37205-1427	Public Charity	General Support	5,615
Country Music Foundation	222 Fifth Ave. S. Nashville, TN 37203	Public Charity	General Support	500
Creative Artists of Tennessee	3900 Clifton Avenue, Room 130 Nashville, TN 37209	Public Charity	General Support	1,600
Daystar Counseling Ministries	2801 Azalea Place Nashville, TN 37204	Public Charity	General Support	1,100

**The Frist Foundation**  
**Form 990-PF -- Part XV -- Lina 3a**  
**Tax Period Ending December 31, 2008**  
**Grants and Contributions Paid During the Year**

**EIN : 62-1134070**  
**STATEMENT 20**

Developmental Learning Center	3808 Clarksville Highway Nashville, TN 37218	Public Charity	General Support	3,500
Dismas Inc.	1513 16th Ave. S. Nashville, TN 37212	Public Charity	General Support	3,000
Dominion Financial Management	P.O. Box 1512 Smyrna, TN 37167-1512	Public Charity	General Support	3,000
Down Syndrome Association of Middle Tennessee	111 N. Wilson Blvd. Nashville, TN 37205	Public Charity	General Support	2,600
East Nashville Cooperative Ministry	807 Main Street Nashville, TN 37206	Public Charity	General Support	2,000
Easter Seal Society of Tennessee	2001 Woodmont Blvd. Nashville, TN 37215	Public Charity	General Support	10,000
Ensworth School	211 Ensworth Place Nashville, TN 37205-1997	Public Charity	General Support	5,000
Exchange Club Family Center	139 Thompson Lane Nashville, TN 37211	Public Charity	General Support	1,000
Exchange Club Family Center	139 Thompson Lane Nashville, TN 37211	Public Charity	General Support	4,150
Faith Family Medical Clinic of Nashville	326 21st Ave. N. Nashville, TN 37203	Public Charity	General Support	8,375
Family Foundation Fund	P. O. Box 292724 Nashville, TN 37229-2724	Public Charity	General Support	2,350
Fannie Battle Day Home	911 Shelby Avenue Nashville, TN 37206	Public Charity	General Support	10,000
Fannie Battle Day Home	911 Shelby Avenue Nashville, TN 37206	Public Charity	General Support	3,600
Fifty Forward	174 Rains Ave. Nashville, TN 37203-5319	Public Charity	General Support	7,000
Fifty Forward	174 Rains Ave. Nashville, TN 37203-5319	Public Charity	General Support	50,000
Foundation Center/Atlanta Office	50 Hurt Plaza, Suite 150 Atlanta, GA 30303-2914	Public Charity	General Support	1,000
Friends of Centennial Park and the Parthenon	Metro Parks Centennial Park Office Nashville, TN 37201	Public Charity	General Support	25,000
Friends of Radnor Lake	P. O. Box 40324 Nashville, TN 37204-0324	Public Charity	General Support	1,650
Friends of Radnor Lake	P. O. Box 40324 Nashville, TN 37204-0324	Public Charity	General Support	1,000
Friends of Warner Parks, Inc.	50 Vaughn Road Nashville, TN 37221	Public Charity	General Support	1,000
Frist Center for the Visual Arts, Inc.	919 Broadway Nashville, TN 37203	Public Charity	General Support	5,000
Frist Center for the Visual Arts, Inc.	919 Broadway Nashville, TN 37203	Public Charity	General Support	1,379,125
Frist Center for the Visual Arts, Inc.	919 Broadway Nashville, TN 37203	Public Charity	General Support	1,379,125
Frist Center for the Visual Arts, Inc.	919 Broadway Nashville, TN 37203	Public Charity	General Support	1,379,125
Frist Center for the Visual Arts, Inc.	919 Broadway Nashville, TN 37203	Public Charity	General Support	1,379,125

Tax Period Ending December 31, 2008

Grants and Contributions Paid During the Year

Gate Communications	330 Mallory Station Road, Suite 10 Franklin, TN 37067	Public Charity	General Support	5,735
Gate Communications	330 Mallory Station Road, Suite 10 Franklin, TN 37067	Public Charity	General Support	1,200
Girl Scouts of Middle Tennessee	4522 Granny White Pike Nashville, TN 37204	Public Charity	General Support	500
Girl Scouts of Middle Tennessee	4522 Granny White Pike Nashville, TN 37204	Public Charity	General Support	7,500
Girl Scouts of Middle Tennessee	P.O. Box 40466 Nashville, TN 37204-0466	Public Charity	General Support	10,000
Girl Scouts of Middle Tennessee	P.O. Box 40466 Nashville, TN 37204-0466	Public Charity	General Support	7,500
Gordon Jewish Community Center	801 Percy Warner Blvd. Nashville, TN 37205	Public Charity	General Support	25,000
Grace M. Eaton Day Home	1708 Pearl Street Nashville, TN 37203	Public Charity	General Support	8,500
Guardianship and Trust Corporation	501 Union Street, Suite 404 Nashville, TN 37219	Public Charity	General Support	5,300
Hands on Nashville	209 10th Ave. S., Suite 318 Nashville, TN 37203	Public Charity	General Support	50,000
Hands on Nashville	209 10th Ave. S., Suite 318 Nashville, TN 37203	Public Charity	General Support	25,000
Hands on Nashville	209 10th Ave. S., Suite 318 Nashville, TN 37203	Public Charity	General Support	8,000
Harpeth Hills Church of Christ	1949 Old Hickory Blvd. Brentwood, TN 37027	Public Charity	General Support	200
Harpeth Hills Church of Christ	1949 Old Hickory Blvd. Brentwood, TN 37027	Public Charity	General Support	150
Harpeth Youth Soccer Association	P. O. Box 210958 Nashville, TN 37221-0958	Public Charity	General Support	5,000
High Hopes, Inc.	1647 Mallory Lane, Suite 103 Brentwood, TN 37027	Public Charity	General Support	1,550
Homework Hotline	4805 Park Avenue Nashville, TN 37209	Public Charity	General Support	10,000
Hope Clinic for Women	1810 Hayes Street Nashville, TN 37203-2504	Public Charity	General Support	7,750
Hospital Hospitality House	214 Reidhurst Ave. Nashville, TN 37203	Public Charity	General Support	3,900
Humanities Tennessee	306 Gay Street, Suite 306 Nashville, TN 37201	Public Charity	General Support	2,655
Humanities Tennessee	306 Gay Street, Suite 306 Nashville, TN 37201	Public Charity	General Support	10,000
Interfaith Dental Clinic	1721 Patterson St. Nashville, TN 37203	Public Charity	General Support	3,200
Jefferson Street United Merchants Partnership	1215 Ninth Ave. N., Suite 201 Nashville, TN 37208	Public Charity	General Support	900
Jovenes en Camino	4956 Stillwood Drive Nashville, TN 37220	Public Charity	General Support	250
Jovenes en Camino	4956 Stillwood Drive Nashville, TN 37220	Public Charity	General Support	150

**The Frist Foundation**  
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**Tax Period Ending December 31, 2008**  
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**EIN : 62-1134070**  
**STATEMENT 20**

Jovenes en Camino	4956 Stillwood Drive Nashville, TN 37220	Public Charity	General Support	150
Jovenes en Camino	4956 Stillwood Drive Nashville, TN 37220	Public Charity	General Support	150
Jovenes en Camino	4956 Stillwood Drive Nashville, TN 37220	Public Charity	General Support	150
Jovenes en Camino	4956 Stillwood Drive Nashville, TN 37220	Public Charity	General Support	150
Junior Achievement/Middle Tennessee Chapter	120 Powell Place Nashville, TN 37204	Public Charity	General Support	5,000
King's Daughters Day Home	900 19th Ave. S., Suite 204 Nashville, TN 37212	Public Charity	General Support	3,950
Leadership Nashville Foundation	P.O. Box 190498 Nashville, TN 37219	Public Charity	General Support	500
Leadership Nashville Foundation	P.O. Box 190498 Nashville, TN 37219	Public Charity	General Support	7,500
League for the Deaf and Hard of Hearing	415 Fourth Ave. S Nashville, TN 37201	Public Charity	General Support	5,500
Legal Aid Society of Middle Tennessee and the Cumberlands	300 Deaderick St. Nashville, TN 37201	Public Charity	General Support	5,000
Legal Aid Society of Middle Tennessee and the Cumberlands	300 Deaderick St. Nashville, TN 37201	Public Charity	General Support	1,800
Legal Aid Society of Middle Tennessee and the Cumberlands	300 Deaderick St. Nashville, TN 37201	Public Charity	General Support	5,950
Lipscomb University	3901 Granny White Pike Nashville, TN 37204-3951	Public Charity	General Support	200
Magdalene, Inc.	P.O. Box 6330-B Nashville, TN 37235	Public Charity	General Support	7,000
March of Dimes/Tennessee Chapter	1101 Kermit Dr., Suite 201 Nashville, TN 37217-5106	Public Charity	General Support	2,000
Martha O'Bryan Center	711 S. Seventh St. Nashville, TN 37206-3895	Public Charity	General Support	10,000
Matthew 25, Inc.	625 Benton Avenue, Box 120 Nashville, TN 37204	Public Charity	General Support	3,500
McNeilly Center for Children	4119 Gallatin Pike Nashville, TN 37216	Public Charity	General Support	6,800
Mental Health Association of Middle Tennessee	2416 21st Ave. S., Suite 201 Nashville, TN 37212	Public Charity	General Support	2,150
Middle Tennessee Mental Health and Substance Abuse Coalition	P.O. Box 23584 Nashville, TN 37202	Public Charity	General Support	1,300
Montgomery Bell Academy	4001 Harding Road Nashville, TN 37205	Public Charity	General Support	750
Montgomery Bell Academy	4001 Harding Road Nashville, TN 37205	Public Charity	General Support	4,500
Montgomery Bell Academy	4001 Harding Road Nashville, TN 37205	Public Charity	General Support	2,000

## Tax Period Ending December 31, 2008

## Grants and Contributions Paid During the Year

Montgomery Bell Academy	4001 Harding Road Nashville, TN 37205	Public Charity	General Support	1,000
NAAEYC	2021 21st Ave. S., Suite 440 Nashville, TN 37212	Public Charity	General Support	1,500
Nashville Adult Literacy Council	4805 Park Ave., Suite 211 Nashville, TN 37209	Public Charity	General Support	20,000
Nashville Adult Literacy Council	4805 Park Ave., Suite 211 Nashville, TN 37209	Public Charity	General Support	6,950
Nashville Alliance for Public Education	1531 Ninth Ave. N. Nashville, TN 37208	Public Charity	General Support	10,000
Nashville Alliance for Public Education	1531 Ninth Ave. N. Nashville, TN 37208	Public Charity	General Support	25,000
Nashville Aquatic Club	P.O. Box 128318 Nashville, TN 37212	Public Charity	General Support	20,000
Nashville Area Habitat for Humanity	1006 Eighth Ave. S. Nashville, TN 37203	Public Charity	General Support	10,000
Nashville Ballet	3630 Redmon St. Nashville, TN 37209-4827	Public Charity	General Support	30,000
Nashville CARES	700 Craighead Avenue Suite 200 Nashville, TN 37204	Public Charity	General Support	10,000
Nashville Chamber Public Benefit Foundation	211 Commerce St., Suite 100 Nashville, TN 37201	Public Charity	General Support	10,000
Nashville Chamber Public Benefit Foundation	211 Commerce St., Suite 100 Nashville, TN 37201	Public Charity	General Support	25,000
Nashville Children's Alliance	1264 Foster Avenue Nashville, TN 37210	Public Charity	General Support	6,500
Nashville Children's Theatre	724 Second Ave. S. Nashville, TN 37210	Public Charity	General Support	5,000
Nashville Children's Theatre	724 Second Ave. S. Nashville, TN 37210	Public Charity	General Support	100,000
Nashville Civic Design Center	138 Second Ave. N., Suite 106 Nashville, TN 37201	Public Charity	General Support	3,875
Nashville Conflict Resolution Center	P.O. Box 110801 Nashville, TN 37222	Public Charity	General Support	1,400
Nashville Film Festival	P.O. Box 24330 Nashville, TN 37202-4330	Public Charity	General Support	3,725
Nashville Film Festival	P.O. Box 24330 Nashville, TN 37202-4330	Public Charity	General Support	5,000
Nashville Homeless Power Project	1016 18th Ave. S. Nashville, TN 37212	Public Charity	General Support	2,525
Nashville Jazz Workshop	1319 Adams St. Nashville, TN 37208	Public Charity	General Support	4,000
Nashville Opera Association	3628 Trousdale Drive, Suite D Nashville, TN 37204	Public Charity	General Support	50,000
Nashville Public Television Council	161 Rains Avenue Nashville, TN 37203-5330	Public Charity	General Support	50,000
Nashville Rescue Mission	P.O. Box 333229 Nashville, TN 37203-7535	Public Charity	General Support	8,350
Nashville Safe Haven Family Shelter	1234 Third Ave. S. Nashville, TN 37210	Public Charity	General Support	3,500

## Tax Period Ending December 31, 2008

## Grants and Contributions Paid During the Year

Nashville SEES	1300 Division St., Suite 102 Nashville, TN 37203	Public Charity	General Support	1,850
Nashville Shakespeare Festival	161 Rains Avenue Nashville, TN 37203	Public Charity	General Support	8,000
Nashville Shakespeare Festival	1604 Eighth Ave. S., Suite 310 Nashville, TN 37203	Public Charity	General Support	575
Nashville Shakespeare Festival	1604 Eighth Ave. S., Suite 310 Nashville, TN 37203	Public Charity	General Support	1,900
Nashville Symphony Association	One Symphony Place Nashville, TN 37201-2031	Public Charity	General Support	750
Nashville Zoo, Inc.	3777 Nolensville Road Nashville, TN 37211	Public Charity	General Support	500
Nashville Zoo, Inc.	3777 Nolensville Road Nashville, TN 37211	Public Charity	General Support	250,000
National Kidney Foundation of Middle Tennessee	2120 Crestmoor Road Nashville, TN 37215-2613	Public Charity	General Support	6,000
Nations Ministry Center	P.O. Box 128154 Nashville, TN 37212	Public Charity	General Support	1,200
Native American Indian Association	230 Spence Lane Nashville, TN 37210-3623	Public Charity	General Support	650
Neighborhoods Resource Center	P.O. Box 100941 Nashville, TN 37224-0941	Public Charity	General Support	5,000
Neighborhoods Resource Center	P.O. Box 100941 Nashville, TN 37224-0941	Public Charity	General Support	70,000
Nurses for Newborns Foundation of Tennessee	50 Vantage Way, Suite 101 Nashville, TN 37228	Public Charity	General Support	5,100
Oasis Center	P.O. Box 121648 Nashville, TN 37212-1648	Public Charity	General Support	10,000
Oasis Center	P.O. Box 121648 Nashville, TN 37212-1648	Public Charity	General Support	100,000
Operation Stand Down Nashville	1101 Edgehill Ave., Suite 1000 Nashville, TN 37203-4951	Public Charity	General Support	7,500
Orchestra Nashville	PO Box 120214 Nashville, TN 37212	Public Charity	General Support	40,000
Our Kids, Inc.	4021 Aberdeen Avenue Nashville, TN 37205	Public Charity	General Support	7,500
Parents Reaching Out, Inc.	P.O. Box 121806 Nashville, TN 37212-1806	Public Charity	General Support	1,225
Park Center	801 12th Ave. S. Nashville, TN 37203	Public Charity	General Support	5,425
Pastoral Counseling Centers	100 Vine Court Nashville, TN 37205-2052	Public Charity	General Support	6,375
PENCIL Foundation	421 Great Circle Road, Suite 100 Nashville, TN 37228	Public Charity	General Support	4,000
People's Branch Theatre	P.O. Box 24412 Nashville, TN 37202-4412	Public Charity	General Support	1,600
Preston Taylor Ministries	P.O. Box 90442 Nashville, TN 37209-0442	Public Charity	General Support	1,500
Progress, Inc.	319 Ezell Pike Nashville, TN 37217	Public Charity	General Support	5,500

**The Frist Foundation**  
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**Grants and Contributions Paid During the Year**

**EIN : 62-1134070**  
**STATEMENT 20**

Project for Neighborhood Aftercare	2807 Bransford Avenue, Suite C Nashville, TN 37204	Public Charity	General Support	2,600
Project for Neighborhood Aftercare	2807 Bransford Avenue, Suite C Nashville, TN 37204	Public Charity	General Support	4,320
Public Library of Nashville	615 Church Street Nashville, TN 37219-2314	Public Charity	General Support	750
Reconciliation Ministries	702 51st Ave. N. Nashville, TN 37209	Public Charity	General Support	7,150
ReConstruct	8161 Highway 100, Suite 183 Nashville, TN 37221	Public Charity	General Support	4,100
Renewal House, Inc.	P.O. Box 280356 Nashville, TN 37228-0356	Public Charity	General Support	1,650
Ronald McDonald House Charities of Nashville	2144 Fairfax Avenue Nashville, TN 37212	Public Charity	General Support	2,445
Rooftop Foundation	P.O. Box 150204 Nashville, TN 37215-0204	Public Charity	General Support	5,000
Saddle Up!	1549 Old Hillsboro Road Franklin, TN 37069-9136	Public Charity	General Support	4,600
Saint Henry Church	6401 Harding Road Nashville, TN 37205	Public Charity	General Support	500
Saint Henry Church	6401 Harding Road Nashville, TN 37205	Public Charity	General Support	500
Saint Henry Church	6401 Harding Road Nashville, TN 37205	Public Charity	General Support	500
Saint Henry Church	6401 Harding Road Nashville, TN 37205	Public Charity	General Support	500
Saint Henry Church	6401 Harding Road Nashville, TN 37205	Public Charity	General Support	500
Saint Henry Church	6401 Harding Road Nashville, TN 37205	Public Charity	General Support	500
Saint Henry Church	6401 Harding Road Nashville, TN 37205	Public Charity	General Support	500
Salvation Army	631 Dickerson Road Nashville, TN 37207	Public Charity	General Support	500
Salvation Army	P.O. Box 78625 Nashville, TN 37207-8625	Public Charity	General Support	25,000
Scarritt-Bennett Center	1008 19th Ave. S. Nashville, TN 37212-2166	Public Charity	General Support	20,000
Siloam Family Health Center	820 Gale Lane Nashville, TN 37204-3012	Public Charity	General Support	7,500
Southeastern Council of Foundations	50 Hurt Plaza The Hurt Building, Suite 350 Atlanta, GA 30303	Public Charity	General Support	2,500
Southeastern Council of Foundations	50 Hurt Plaza The Hurt Building, Suite 350 Atlanta, GA 30303	Public Charity	General Support	7,000
Special Olympics Tennessee	1900 12th Ave. S., Suite B Nashville, TN 37203	Public Charity	General Support	775
Special Olympics Tennessee	1900 12th Ave. S., Suite B Nashville, TN 37203	Public Charity	General Support	10,000
Spring Hill College	4000 Dauphin Street Mobile, AL 36608	Public Charity	General Support	500

**The Frist Foundation**  
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**Grants and Contributions Paid During the Year**

**EIN : 62-1134070**  
**STATEMENT 20**

St. James Episcopal School	602 S. Carancahua St. Corpus Christi, TX 78401	Public Charity	General Support	500
STARS Nashville	2416 Hillsboro Rd., Suite 200 Nashville, TN 37212	Public Charity	General Support	500
STARS Nashville	2416 Hillsboro Rd., Suite 200 Nashville, TN 37212	Public Charity	General Support	5,000
Supreme Court of Tennessee	Supreme Court Building Nashville, TN 37219	Public Charity	General Support	5,000
Tennessee Breast Cancer Coalition	P.O. Box 158014 Nashville, TN 37215-8014	Public Charity	General Support	2,200
Tennessee Environmental Council	One Vantage Way, Suite D-105 Nashville, TN 37228	Public Charity	General Support	7,000
Tennessee Foreign Language Institute Fund	404 James Robertson Pkwy. Suite 1510, Parkway Towers Nashville, TN 37219	Public Charity	General Support	5,950
Tennessee Hemophilia and Bleeding Disorders Foundation	203 Jefferson St. Smyrna, TN 37167	Public Charity	General Support	1,225
Tennessee History for Kids	511 Union St., Suite 1850 Nashville, TN 37219	Public Charity	General Support	10,000
Tennessee Independent Colleges and Universities Association	1031 17th Ave. S. Nashville, TN 37212-2201	Public Charity	General Support	750
Tennessee Justice Center, Inc.	301 Charlotte Avenue Nashville, TN 37201	Public Charity	General Support	6,800
Tennessee Repertory Theatre	161 Rains Avenue Nashville, TN 37203	Public Charity	General Support	2,250
Tennessee State Museum Foundation	505 Deaderick Street Nashville, TN 37243-1120	Public Charity	General Support	2,000
Tennessee Wildlife Federation	300 Orlando Avenue, Suite 200 Nashville, TN 37209-3257	Public Charity	General Support	7,855
Tennessee Women's Theater Project	P.O. Box 158525 Nashville, TN 37215-8525	Public Charity	General Support	3,000
The Arc of Davidson County	111 North Wilson Blvd. Nashville, TN 37205	Public Charity	General Support	8,550
The Bridge Inc.	YMCA Youth Development Center 921 Church Street Nashville, TN 37203	Public Charity	General Support	750
The Housing Fund, Inc.	305 11th Avenue South Nashville, TN 37203	Public Charity	General Support	7,500
The Humane Association of Wilson County	P.O. Box 2130 Lebanon, TN 37087	Public Charity	General Support	7,500
The Jason Foundation Inc.	181 E. Main St. Jefferson Building, Suite 5 Hendersonville, TN 37075	Public Charity	General Support	8,500
The Minnie Pearl Cancer Foundation	2410 Patterson Street, Suite 110 Nashville, TN 37203	Public Charity	General Support	500

**The Frist Foundation**  
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**Tax Period Ending December 31, 2008**  
**Grants and Contributions Paid During the Year**

**EIN : 62-1134070**  
**STATEMENT 20**

The Sexual Assault Center	25 Lindsley Avenue Nashville, TN 37210	Public Charity	General Support	50,000
Time to Rise Inc.	4001 Harding Road Nashville, TN 37205	Public Charity	General Support	500
Travellers Rest	636 Farrell Parkway Nashville, TN 37220	Public Charity	General Support	3,400
Trust for the Future	3004-A Poston Avenue Nashville, TN 37203	Public Charity	General Support	3,525
Trust for the Future	3004-A Poston Avenue Nashville, TN 37203	Public Charity	General Support	5,000
United Way of Metropolitan Nashville	P.O. Box 280420 Nashville, TN 37228-0420	Public Charity	General Support	20,000
United Way of Metropolitan Nashville	P.O. Box 280420 Nashville, TN 37228-0420	Public Charity	General Support	5,000
United Way of Metropolitan Nashville	P.O. Box 280420 Nashville, TN 37228-0420	Public Charity	General Support	25,000
United Way of Metropolitan Nashville	P.O. Box 280420 Nashville, TN 37228-0420	Public Charity	General Support	50,000
University of Virginia	Office of University Development P.O. Box 400807 Charlottesville, VA 22904-4807	Public Charity	General Support	10,000
Urban Housing Solutions	411 Murfreesboro Road Nashville, TN 37210	Public Charity	General Support	25,000
Vanderbilt Bill Wilkerson Center	South Tower, 6th Floor 1215 21st Avenue South Nashville, TN 37212	Public Charity	General Support	1,000
Vanderbilt Center for Health Services	Station 17 Vanderbilt University Nashville, TN 37232-8180	Public Charity	General Support	3,875
Vanderbilt Susan Gray School	21st Avenue & Edgehill Box 66 George Peabody College Nashville, TN 37203	Public Charity	General Support	5,850
Vanderbilt University	211 Kirkland Hall 2201 West End Avenue Nashville, TN 37240	Public Charity	General Support	10,000
Wayne Reed Christian Childcare Center	11-B Lindsley Ave. Nashville, TN 37210-2038	Public Charity	General Support	6,050
Westminster Presbyterian Church	3900 West End Avenue Nashville, TN 37205	Public Charity	General Support	15,000
Westminster Presbyterian Church	3900 West End Avenue Nashville, TN 37205	Public Charity	General Support	1,250
Westminster Presbyterian Church	3900 West End Avenue Nashville, TN 37205	Public Charity	General Support	500
Woodmont Christian Church	3601 Hillsboro Road Nashville, TN 37215	Public Charity	General Support	4,000
Y-CAP	1021 Russell Street Nashville, TN 37206	Public Charity	General Support	10,000

**The Frist Foundation**  
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**STATEMENT 20**

YMCA of Middle Tennessee	900 Church Street Nashville, TN 37203	Public Charity	General Support	5,000
YMCA of Middle Tennessee	900 Church Street Nashville, TN 37203	Public Charity	General Support	500
YMCA of Middle Tennessee	900 Church Street Nashville, TN 37203	Public Charity	General Support	15,000
YMCA of Middle Tennessee	P.O. Box 331089 Nashville, TN 37203	Public Charity	General Support	1,000
YMCA of Middle Tennessee	P.O. Box 331089 Nashville, TN 37203	Public Charity	General Support	7,500
YMCA of Middle Tennessee	900 Church Street Nashville, TN 37203	Public Charity	General Support	10,000
YMCA of Middle Tennessee	900 Church Street Nashville, TN 37203	Public Charity	General Support	50,000
You Have the Power	2814 12th Ave. S., Suite 211 Nashville, TN 37204	Public Charity	General Support	1,200
Young Leaders Council	2200 Hillsboro Road, Suite 260 Nashville, TN 37212	Public Charity	General Support	10,000
Youth Encouragement Services	521 McIver Street Nashville, TN 37211	Public Charity	General Support	25,000
YWCA of Nashville/Middle TN	1608 Woodmont Blvd. Nashville, TN 37215-1599	Public Charity	General Support	10,000
YWCA of Nashville/Middle TN	1608 Woodmont Blvd. Nashville, TN 37215-1599	Public Charity	General Support	50,000
<b>Total Grants Paid during the Year</b>				<b>8,260,360</b>

**THE FRIST FOUNDATION**  
**Form 990-PF-- Part XV-- Line 3b**  
**Tax Period Ending December 31, 2008**

**FEIN: 62-1134070**

**Grants and Contributions Approved for Future Payment**

<b>Recipient's Name and Address</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Currey Ingram Academy Nashville, TN	Public Charity	Toward construction of a practice gym and fitness center	\$ 1,000,000
United Way of Metropolitan Nashville Nashville, TN	Public Charity	Support for the 2008 United Way campaign.	50,000
United Neighborhood Health Services Nashville, TN	Public Charity	Toward a \$1.8 million campaign to retire debt on the new Southside Clinic.	100,000
YWCA of Nashville/Middle TN Nashville, TN	Public Charity	To help retire longstanding debt on the domestic violence shelter.	50,000
Centerstone Community Mental Health Centers Nashville, TN	Public Charity	Toward a \$15 million campaign for a new Dede Wallace campus, research and endowment.	100,000
Fifty Forward Nashville, TN	Public Charity	To renovate the Donelson Senior Center including its community theater facility.	100,000
Nashville Public Television Council Nashville, TN	Public Charity	Toward a \$15 million campaign to strengthen programming and technology.	100,000
The Sexual Assault Center Nashville, TN	Public Charity	Support for a \$5 million capital campaign to purchase a larger and safer facility.	100,000
Nashville Opera Association Nashville, TN	Public Charity	To help build out in Sylvan Park for admin. offices, rehearsal space and special events.	150,000
Nashville Children's Theatre Nashville, TN	Public Charity	Support for a \$6.3 million campaign to build a new theater by the Howard Office Complex.	150,000
Oasis Center Nashville, TN	Public Charity	Toward a \$8.5 million campaign to buy and renovate a building at 17th and Charlotte.	100,000
Nashville Chamber Public Benefit Foundation Nashville, TN	Public Charity	Support for Partnership 2010's economic development efforts.	50,000
YMCA of Middle Tennessee Nashville, TN	Public Charity	To expand the Joe C. Davis Outdoor Center	100,000
			<hr/>
Total Cash Settlement Value			2,150,000
Less: Discount to Present Value			<u>(21,366)</u>
Total Grants Approved for Future Payment			<u><u>\$ 2,128,634</u></u>