

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

2010

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 2010, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation THE FRIST FOUNDATION		A Employer identification number 62-1134070
Number and street (or P.O. box number if mail is not delivered to street address) 3100 WEST END AVE, SUITE 1200	Room/suite	B Telephone number (615)292-3868
City or town, state, and ZIP code NASHVILLE, TN 37203		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		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) ▶ \$ 202,133,390.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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"/>

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)
Revenue	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	541,580.	541,580.		STATEMENT 2
	4 Dividends and interest from securities	23,014,324.	23,014,324.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,563,354.			STATEMENT 1
	b Gross sales price for all assets on line 6a	59,604,684.			
	7 Capital gain net income (from Part IV, line 2)		5,305,368.		
	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	-210,113.	-43,883.		STATEMENT 4	
12 Total. Add lines 1 through 11	28,909,145.	28,817,389.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	317,723.	0.		317,723.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	71,575.	0.		63,459.
	16a Legal fees				
	b Accounting fees	30,774.	0.		28,524.
	c Other professional fees				
	17 Interest	653.	0.		653.
	18 Taxes	679,548.	0.		16,839.
	19 Depreciation and depletion	23,884.	0.		
	20 Occupancy	59,384.	0.		59,384.
	21 Travel, conferences, and meetings	13,575.	0.		13,764.
	22 Printing and publications	1,524.	0.		1,524.
	23 Other expenses	940,114.	924,019.		16,130.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,138,754.	924,019.		518,000.
	25 Contributions, gifts, grants paid	6,683,610.			7,491,348.
26 Total expenses and disbursements. Add lines 24 and 25	8,822,364.	924,019.		8,009,348.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	20,086,781.				
b Net investment income (if negative, enter -0-)		27,893,370.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets 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
Assets	1 Cash - non-interest-bearing	58,922.		
	2 Savings and temporary cash investments	3,877,145.	10,140,572.	10,140,572.
	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	9,044.	5,731.	5,731.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	91,470,249.	99,735,151.	161,453,197.
	c Investments - corporate bonds STMT 10	13,124,825.	14,440,617.	14,408,993.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 11	14,606,478.	16,699,003.	15,463,258.	
14 Land, buildings, and equipment: basis ▶ 217,242.				
Less: accumulated depreciation STMT 8 ▶ 198,315.	39,248.	18,927.	18,927.	
15 Other assets (describe ▶ STATEMENT 12)	350,566.	642,712.	642,712.	
16 Total assets (to be completed by all filers)	123,536,477.	141,682,713.	202,133,390.	
Liabilities	17 Accounts payable and accrued expenses	214,564.	258,585.	
	18 Grants payable	1,007,738.	200,000.	
	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)	2,551,440.	1,374,612.	
23 Total liabilities (add lines 17 through 22)	3,773,742.	1,833,197.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	119,762,735.	139,849,516.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	119,762,735.	139,849,516.		
31 Total liabilities and net assets/fund balances	123,536,477.	141,682,713.		

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	119,762,735.
2 Enter amount from Part I, line 27a	2	20,086,781.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	139,849,516.
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	139,849,516.

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 STATEMENTS				
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 59,604,684.		54,299,316.	5,305,368.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			5,305,368.	
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 5,305,368.
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))
2009	7,535,194.	135,975,711.	.055416
2008	8,762,177.	199,497,355.	.043921
2007	7,965,369.	222,483,387.	.035802
2006	7,512,517.	200,548,937.	.037460
2005	3,046,519.	185,687,911.	.016407
2 Total of line 1, column (d)			2 .189006
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .037801
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 179,923,708.
5 Multiply line 4 by line 3			5 6,801,296.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 278,934.
7 Add lines 5 and 6			7 7,080,230.
8 Enter qualifying distributions from Part XII, line 4			8 8,009,348.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	278,934.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	278,934.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	278,934.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	462,255.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	462,255.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	183,321.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 100,000. Refunded <input checked="" type="checkbox"/>		11	83,321.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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? Website address ► WWW.FRISTFOUNDATION.ORG	13	X	
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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2010?	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 "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

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		317,723.	65,536.	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	
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	176,482,518.
b	Average of monthly cash balances	1b	5,871,329.
c	Fair market value of all other assets	1c	309,816.
d	Total (add lines 1a, b, and c)	1d	182,663,663.
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	182,663,663.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,739,955.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	179,923,708.
6	Minimum investment return. Enter 5% of line 5	6	8,996,185.

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	8,996,185.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	278,934.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	278,934.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,717,251.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,717,251.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,717,251.

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	8,009,348.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,009,348.
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	278,934.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,730,414.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				8,717,251.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	765,206.			
f Total of lines 3a through e	765,206.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	8,009,348.			
a Applied to 2009, 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 2010 distributable amount				8,009,348.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	707,903.			707,903.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	57,303.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	57,303.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	57,303.			
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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: **SEE STATEMENT 16**

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 17				
Total			▶ 3a	7,491,348.
b Approved for future payment				
SEE STATEMENT 18				
Total			▶ 3b	200,000.

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 MBI INVESTORS, LP	P	11/01/99	12/31/10
b K-1 TRN INVESTORS, LP	P	10/03/01	12/31/10
c K-1 BAIN CAPITAL FUND VIII, LP	P	01/01/04	12/31/10
d K-1 BAIN CAPITAL VIII COINVESTMENT FUND, LP	P	01/01/04	12/31/10
e K-1 BAIN CAPITAL IX COINVESTMENT FUND, LP	P	01/01/04	12/31/10
f K-1 BAIN CAPITAL ASIA FUND, LP	P	01/01/07	12/31/10
g K-1 CROW HOLDINGS REALTY PARTNERS IV-A, LP	P	01/01/07	12/31/10
h K-1 GS ANCHORAGE ILLIQUID OPPORTUNITIES ACCESS FU	P	02/08/10	12/31/10
i BLACK RIVER GLOBAL MULTI-STRATEGY LEVERAGED FUND	P	04/16/07	12/31/10
j SHEPHERD INVESTMENTS INT'L LTD	P	06/24/04	12/31/10
k SPRUCEGROVE NON-US EQUITY OFFSHORE, LP	P	05/01/09	12/31/10
l WILLIAM BLAIR NON-US EQUITY OFFSHORE, LP	P	05/01/09	12/31/10
m JP MORGAN EUROPEAN PROPERTY FUND SUB-FUND C FEED	P	01/01/07	12/31/10
n WESTRIDGE ENHANCED S&P 500 INDEX	P	06/24/07	12/31/10
o PUBLICLY-TRADED SECURITIES			

(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 24,235.			24,235.
b 128,035.		23,002.	-23,002.
c 471,905.			471,905.
d 14,410.			14,410.
e 252,168.			252,168.
f 257,986.		2,733.	-2,733.
g 1,092,622.		257,986.	0.
h 2,735,947.		1,399,631.	-307,009.
i 2,500,000.		2,175,084.	560,863.
j 2,500,000.		1,965,060.	534,940.
k 2,500,000.		1,901,924.	598,076.
l 1,683,747.		3,558,585.	-1,874,838.
m 530,730.		530,730.	0.
n 45,719,702.		40,764,627.	4,955,075.

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			24,235.
b			-23,002.
c			128,035.
d			471,905.
e			14,410.
f			252,168.
g			-2,733.
h			0.
i			-307,009.
j			560,863.
k			534,940.
l			598,076.
m			-1,874,838.
n			0.
o			4,955,075.

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
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

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 CURRENCY TRANSLATION LOSS	P	01/01/10	12/31/10
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
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 1,693,197.		1,719,954.	-26,757.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
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			-26,757.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
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	5,305,368.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 MBI INVESTORS, LP			PURCHASED	11/01/99	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
24,235.	0.	0.	0.	24,235.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 TRN INVESTORS, LP			PURCHASED	10/03/01	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	23,002.	0.	0.	-23,002.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 BAIN CAPITAL FUND VIII, LP			PURCHASED	01/01/04	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
128,035.	0.	0.	0.	128,035.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 BAIN CAPITAL VIII COINVESTMENT FUND, LP	PURCHASED	01/01/04	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
471,905.	0.	0.	0.
(F) GAIN OR LOSS			
471,905.			

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 BAIN CAPITAL IX COINVESTMENT FUND, LP	PURCHASED	01/01/04	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
14,410.	0.	0.	0.
(F) GAIN OR LOSS			
14,410.			

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 BAIN CAPITAL ASIA FUND, LP	PURCHASED	01/01/07	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
252,168.	0.	0.	0.
(F) GAIN OR LOSS			
252,168.			

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 CROW HOLDINGS REALTY PARTNERS IV-A, LP	PURCHASED	01/01/07	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	2,733.	0.	0.
(F) GAIN OR LOSS			
-2,733.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 GS ANCHORAGE ILLIQUID OPPORTUNITIES ACCESS FUND OFFSHORE HOLDINGS, L.P.	257,986.	0.	0.	PURCHASED	02/08/10	12/31/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLACK RIVER GLOBAL MULTI-STRATEGY LEVERAGED FUND	1,092,622.	1,399,631.	0.	PURCHASED	04/16/07	12/31/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHEPHERD INVESTMENTS INT'L LTD	2,735,947.	2,175,084.	0.	PURCHASED	06/24/04	12/31/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPRUCEGROVE NON-US EQUITY OFFSHORE, LP	2,500,000.	1,965,060.	0.	PURCHASED	05/01/09	12/31/10

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WILLIAM BLAIR NON-US EQUITY OFFSHORE, LP	PURCHASED	05/01/09	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
2,500,000.	1,901,924.	0.	0.
(F) GAIN OR LOSS	598,076.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN EUROPEAN PROPERTY FUND SUB-FUND C FEEDER	PURCHASED	01/01/07	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
1,683,747.	3,558,585.	0.	0.
(F) GAIN OR LOSS	-1,874,838.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WESTRIDGE ENHANCED S&P 500 INDEX	PURCHASED	06/24/07	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
530,730.	530,730.	0.	0.
(F) GAIN OR LOSS	0.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY-TRADED SECURITIES			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
45,719,702.	40,764,627.	0.	0.
(F) GAIN OR LOSS	4,955,075.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CURRENCY TRANSLATION LOSS	PURCHASED	01/01/10	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
1,693,197.	1,719,954.	0.	0.
(F) GAIN OR LOSS			
			-26,757.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	5,563,354.

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

SOURCE	AMOUNT
TEMPORARY CASH INVESTMENTS	541,580.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	541,580.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM STOCKS	22,728,773.	0.	22,728,773.
K-1 BAIN CAPITAL (CCD) IX COINVESTMENT, L.P. (DIVIDENDS)	3,984.	0.	3,984.
K-1 BAIN CAPITAL ASIA FUND, LP (DIVIDENDS)	8,883.	0.	8,883.
K-1 BAIN CAPITAL ASIA FUND, LP (INTEREST)	84,249.	0.	84,249.
K-1 BAIN CAPITAL FUND VIII COINVESTMENT FUND, LP (DIVIDENDS)	31,127.	0.	31,127.
K-1 BAIN CAPITAL FUND VIII COINVESTMENT FUND, LP (INTEREST)	9.	0.	9.
K-1 BAIN CAPITAL FUND VIII, LP (DIVIDENDS)	44,675.	0.	44,675.
K-1 BAIN CAPITAL FUND VIII, LP (INTEREST)	4.	0.	4.
K-1 BAIN CAPITAL IX COINVESTMENT FUND, LP (DIVIDENDS)	112,690.	0.	112,690.

K-1 BAIN CAPITAL IX COINVESTMENT FUND, LP (INTEREST)	13.	0.	13.
K-1 CROW HOLDINGS REALTY PARTNERS IV-A, LP (INTEREST)	89,175.	0.	89,175.
K-1 CROW HOLDINGS REALTY PARTNERS V-A, LP (DIVIDENDS)	45,696.	0.	45,696.
K-1 CROW HOLDINGS REALTY PARTNERS V-A, LP (INTEREST)	4,384.	0.	4,384.
K-1 GS ANCHORAGE ILLIQUID OPPORTUNITIES ACCESS FUND OFFSHORE HOLDINGS, LP	1.	0.	1.
K-1 JPMORGAN IIF TAX-EXEMPT LP (INTEREST)	49,230.	0.	49,230.
K-1 MBI INVESTORS, LP (INTEREST)	1,075.	0.	1,075.
K-1 RYE SELECT BROAD MARKET FUND, L.P. (DIVIDENDS)	16.	0.	16.
PURCHASED INTEREST - TAXABLE BONDS	-190,080.	0.	-190,080.
SHEPHERD INVESTMENTS INT'L LTD	420.	0.	420.
TOTAL TO FM 990-PF, PART I, LN 4	23,014,324.	0.	23,014,324.

FORM 990-PF	OTHER INCOME	STATEMENT	4
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 BAIN CAPITAL FUND VIII, LP (OTHER INVESTMENT LOSS)	-612.	-612.	
K-1 BAIN CAPITAL VIII COINVESTMENT FUND, LP (OTHER INVESTMENT LOSS)	-1,990.	-1,990.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (OTHER INVESTMENT LOSS)	-69,175.	-69,175.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (BOOK/TAX DIFFERENCE)	203,724.	0.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (OTHER INCOME)	15,180.	15,180.	
K-1 CROW HOLDINGS REALTY PARTNERS V-A LP (UNRELATED BUSINESS TAXABLE INCOME)	1,562.	0.	
K-1 CROW HOLDINGS REALTY PARTNERS V-A LP (BOOK/TAX DIFFERENCE)	14,835.	0.	
K-1 JPMORGAN IIF TAX-EXEMPT LP (OTHER INCOME)	1,737.	1,737.	
OTHER INCOME	10,977.	10,977.	
K-1 ANCHORAGE ILL OPPORT ACCESS FD OFFSHORE HLDGS LP (BOOK/TAX DIFFERENCE)	-3,608.	0.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (UNRELATED BUSINESS TAXABLE LOSS)	-382,743.	0.	
	-210,113.	-43,883.	

TOTAL TO FORM 990-PF, PART I, LINE 11

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
-------------	-----------------	--	-----------	---

	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DESCRIPTION				
ACCOUNTING FEES	30,774.	0.		28,524.
TO FORM 990-PF, PG 1, LN 16B	30,774.	0.		28,524.

FORM 990-PF	TAXES		STATEMENT	6
-------------	-------	--	-----------	---

	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DESCRIPTION				
FEDERAL EXCISE TAXES - CURRENT	278,707.	0.		0.
FEDERAL EXCISE TAXES - DEFERRED	384,002.	0.		0.
PAYROLL TAXES	16,839.	0.		16,839.
TO FORM 990-PF, PG 1, LN 18	679,548.	0.		16,839.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
-------------	----------------	--	-----------	---

	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DESCRIPTION				
DATA PROCESSING FEES	414.	0.		414.
TELEPHONE	4,301.	0.		4,230.
POSTAGE & SHIPPING	446.	0.		446.
DUES & SUBSCRIPTIONS	1,519.	0.		1,519.
REPAIRS & MAINTENANCE	4,368.	0.		4,328.
OFFICE SUPPLIES	4,143.	0.		4,289.
INSURANCE	904.	0.		904.
INVESTMENT MANAGER FEES	657,318.	657,318.		0.
LIMITED PARTNERSHIP EXPENSES	266,701.	266,701.		0.
TO FORM 990-PF, PG 1, LN 23	940,114.	924,019.		16,130.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER EQUIPMENT	66,759.	62,411.	4,348.	4,348.
FURNITURE	55,261.	51,625.	3,636.	3,636.
LEASEHOLD IMPROVEMENTS	95,222.	84,279.	10,943.	10,943.
TO 990-PF, PART II, LN 14	217,242.	198,315.	18,927.	18,927.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HCA INC COMMON STOCK - 490,000 SHS	2,619,470.	51,067,800.
OZ OVERSEAS FUND II LTD	4,808,250.	5,807,268.
SHEPHERD INVESTMENTS INT'L LTD.	1,866,897.	1,840,955.
SPRUCEGROVE NON-US EQUITY OFFSHORE, LP	2,284,940.	3,274,831.
WILLIAM BLAIR NON-US EQUITY OFFSHORE, LP	2,348,076.	3,592,247.
GOLDMAN SACHS INVESTMENT PARTNERS	6,000,000.	6,344,428.
WESTRIDGE ENHANCED S&P 500 INDEX	11,478,950.	4,726,539.
GS HIGH YIELD FUND INSTITUTIONAL SHARES	2,727,938.	2,998,454.
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	2,115,109.	2,176,511.
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES	1,090,489.	1,770,846.
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF	4,057,669.	5,495,968.
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF	6,557,385.	8,008,161.
GS HIGH YIELD FUND INSTITUTIONAL SHARES	4,766,253.	6,245,188.
ABBOTT LABORATORIES CMN	191,156.	174,387.
ACTUANT CORP CMN CLASS A	91,237.	146,570.
ADOBE SYSTEMS INC CMN	213,258.	232,820.
ADTRAN INC CMN	56,794.	59,674.
AETNA INC CMN	151,685.	163,991.
AFLAC INCORPORATED CMN	158,703.	224,817.
ALCON, INC. CMN SERIES	115,397.	145,589.
AMERICAN ELECTRIC POWER INC CMN	201,535.	219,694.
AMERICAN EXPRESS CO. CMN	143,167.	148,718.
AMERICAN PUBLIC EDUCATION INC. CMN	142,851.	154,248.
AMERICAN TOWER CORPORATION CMN CLASS A	160,375.	192,566.
AMERICAN TOWER CORPORATION CMN CLASS A	331,430.	531,840.
AMERIPRISE FINANCIAL, INC. CMN	186,175.	317,388.
ANSYS INC CMN	410,191.	573,551.
APACHE CORP. CMN	152,883.	185,403.
APPLE, INC. CMN	131,600.	238,694.
APPLE, INC. CMN	410,872.	742,533.
ARCHER DANIELS MIDLAND CO CMN	154,622.	174,524.

AVON PRODUCTS INC. CMN	265,485.	266,161.
BANK OF AMERICA CORP CMN	340,023.	378,362.
BAXTER INTERNATIONAL INC CMN	286,275.	291,369.
BAXTER INTERNATIONAL INC CMN	348,475.	330,852.
BEACON ROOFING SUPPLY, INC. CMN	234,693.	238,618.
BIOGEN IDEC INC. CMN	185,542.	266,524.
BOEING COMPANY CMN	166,071.	208,832.
BOEING COMPANY CMN	204,430.	247,335.
BROADCOM CORP CL-A CMN CLASS A	133,911.	212,655.
CAMERON INTERNATIONAL CORP CMN	121,907.	173,649.
CAPELLA EDUCATION COMPANY CMN	130,575.	125,903.
CB RICHARD ELLIS GROUP, INC. CMN CLASS A	155,481.	309,883.
CBS CORPORATION CMN CLASS B	222,617.	251,765.
CELGENE CORPORATION CMN	137,452.	136,081.
CHARLES SCHWAB CORPORATION CMN	187,872.	182,512.
CISCO SYSTEMS, INC. CMN	215,807.	207,924.
CISCO SYSTEMS, INC. CMN	369,820.	390,378.
CME GROUP INC. CMN CLASS A	399,417.	488,095.
COMCAST CORPORATION CMN CLASS A NON VOTING	185,604.	253,882.
COMCAST CORPORATION CMN CLASS A VOTING	214,179.	267,770.
COMPUTER SCIENCES CORP CMN	109,213.	110,360.
CON-WAY INC. CMN	138,004.	153,045.
CORE LABORATORIES N.V. CMN	137,704.	223,516.
CORN PRODUCTS INTL INC CMN	132,072.	195,500.
CORNING INCORPORATED CMN	178,741.	202,763.
COSTCO WHOLESALE CORPORATION CMN	301,958.	428,566.
CROWN CASTLE INTL CORP COMMON STOCK	160,325.	286,824.
CVS CAREMARK CORPORATION CMN	255,039.	254,655.
DANA HOLDING CORPORATION CMN	106,076.	116,168.
DAVITA INC CMN	143,097.	175,462.
DEALERTRACK HOLDINGS, INC. CMN	156,350.	189,039.
DELL INC CMN	149,046.	152,709.
DEVON ENERGY CORPORATION (NEW) CMN	247,560.	277,925.
DISH NETWORK CORPORATION CMN CLASS A	184,952.	222,040.
DOW CHEMICAL CO CMN	257,487.	318,390.
DRIL-QUIP, INC. CMN	57,489.	79,663.
E. I. DU PONT DE NEMOURS AND C CMN	150,966.	226,954.
ELECTRONIC ARTS CMN	97,280.	82,473.
EMC CORPORATION MASS CMN	296,802.	341,760.
ENDO PHARMACEUTICALS HLDGS INC CMN	159,613.	264,075.
ENTERGY CORPORATION CMN	193,361.	189,541.
EQUINIX INC CMN	175,029.	201,281.
EVEREST RE GROUP LTD CMN	174,779.	188,979.
EXPEDITORS INTL WASH INC CMN	334,942.	501,446.
EXXON MOBIL CORPORATION CMN	325,507.	350,245.
FASTENAL CO CMN	463,126.	688,845.
FORD MOTOR COMPANY CMN	184,695.	221,964.
FRANKLIN RESOURCES INC CMN	147,616.	221,530.
FRANKLIN RESOURCES INC CMN	186,600.	247,442.
GAMESTOP CORP CMN CLASS A	217,316.	222,508.
GENERAL ELECTRIC CO CMN	467,585.	513,291.
GENERAL MILLS INC CMN	259,909.	261,729.
GENUINE PARTS CO. CMN	168,331.	232,827.
GILEAD SCIENCES CMN	187,395.	143,837.

GOOGLE, INC. CMN CLASS A	163,926.	188,882.
HALLIBURTON COMPANY CMN	234,912.	327,661.
HARTFORD FINANCIAL SRVCS GROUP CMN	235,751.	267,099.
HEALTHCARE SVCS GROUP INC CMN	167,547.	192,702.
HONEYWELL INTL INC CMN	238,422.	372,864.
HUDSON CITY BANCORP INC CMN	98,626.	97,588.
IDEXX LABORATORIES CMN	491,153.	690,123.
II-VI INC CMN	149,753.	244,595.
INTEL CORPORATION CMN	131,748.	152,341.
INTL GAME TECHNOLOGY CMN	146,636.	158,237.
IRON MOUNTAIN INC CMN	129,573.	126,426.
JACOBS ENGINEERING GRP CMN	326,944.	371,156.
JOHNSON & JOHNSON CMN	255,020.	283,953.
JOHNSON CONTROLS INC CMN	139,314.	232,485.
JPMORGAN CHASE & CO CMN	445,459.	546,242.
K12 INC. CMN	147,441.	190,532.
KB HOME CMN	155,497.	141,132.
LABORATORY CORPORATION OF AMER CMN	227,090.	282,663.
LOWES COMPANIES INC CMN	377,341.	443,540.
MARKEL CORPORATION CMN	251,123.	302,504.
MASCO CORPORATION CMN	182,539.	158,503.
MASTERCARD INCORPORATED CMN CLASS A	294,350.	299,411.
MEMC ELECTRONIC MATERIAL COMMON STOCK	171,840.	136,021.
MERCK & CO., INC. CMN	439,783.	425,777.
METLIFE, INC. CMN	242,062.	309,747.
MICROSOFT CORPORATION CMN	263,717.	331,655.
MICROSOFT CORPORATION CMN	334,674.	401,625.
MONSANTO COMPANY CMN	195,502.	185,033.
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN	126,372.	208,811.
NEWFIELD EXPLORATION CO. CMN	211,595.	324,567.
NIKE CLASS-B CMN CLASS B	228,089.	296,664.
NORTHERN TRUST CORP CMN	211,030.	223,191.
NYSE EURONEXT CMN	191,395.	222,452.
OCCIDENTAL PETROLEUM CORP CMN	147,269.	184,330.
OCCIDENTAL PETROLEUM CORP CMN	217,497.	250,646.
OCCIDENTAL PETROLEUM CORP CMN	333,658.	463,719.
ONEOK INC CMN	149,033.	235,193.
ORACLE CORPORATION CMN	166,854.	239,602.
ORACLE CORPORATION CMN	263,274.	410,187.
P G & E CORPORATION CMN	262,789.	275,463.
PEPSICO INC CMN	243,534.	254,395.
PEPSICO INC CMN	345,053.	417,981.
PNC FINANCIAL SERVICES GROUP CMN	103,766.	108,992.
POTASH CORP OF SASKATCHEWAN INC	180,426.	241,380.
PRAXAIR, INC CMN SERIES	163,499.	183,684.
PRAXAIR, INC CMN SERIES	251,656.	311,710.
PRICE T ROWE GROUP INC CMN	257,008.	368,652.
PROCTER & GAMBLE COMPANY (THE) CMN	223,208.	272,759.
PRUDENTIAL FINANCIAL INC CMN	311,237.	352,319.
QUALCOMM INC CMN	414,500.	489,605.
QUALCOMM INC CMN	529,256.	602,392.
RANGE RESOURCES CORPORATION CMN	281,940.	262,278.
RESMED INC. CMN	303,272.	437,365.
ROCKWELL COLLINS, INC. CMN	129,359.	161,672.

ROPER INDS INC (NEW) CMN	235,084.	338,432.
SCHLUMBERGER LTD CMN	325,545.	528,555.
SCHLUMBERGER LTD CMN	448,407.	669,587.
SERVICE CORP INTERNATL CMN	51,828.	64,870.
SLM CORPORATION CMN	183,435.	261,167.
SOUTHWESTERN ENERGY CO. CMN	272,181.	268,149.
SPDR KBW BANK ETF CMN ETF	1,382,466.	1,505,630.
SPDR S&P 500 ETF TRUST SPDR	948,682.	1,345,525.
SPDR S&P 500 ETF TRUST SPDR	8,600,898.	11,279,775.
SPRINT NEXTEL CORPORATION CMN	303,608.	293,405.
ST JUDE MEDICAL INC CMN	308,014.	362,435.
STAPLES, INC. CMN	409,754.	405,807.
STERICYCLE INC CMN	249,136.	367,781.
SUNTRUST BANKS INC \$1.00 PAR CMN	174,545.	185,706.
TD AMERITRADE HOLDING CORPORAT CMN	95,180.	98,748.
TECHNE CORP CMN	271,295.	291,509.
TEVA PHARMACEUTICAL IND LTD ADS	215,134.	221,553.
TEVA PHARMACEUTICAL IND LTD ADS	213,348.	225,879.
TEVA PHARMACEUTICAL IND LTD ADS	249,524.	256,063.
TEXAS INSTRUMENTS INC. CMN	211,753.	255,288.
THE BANK OF NY MELLON CORP CMN	168,882.	176,308.
THE TRAVELERS COMPANIES, INC CMN	117,545.	162,228.
THERMO FISHER SCIENTIFIC INC CMN	165,754.	216,458.
THERMO FISHER SCIENTIFIC INC CMN	229,182.	306,750.
TJX COMPANIES INC (NEW) CMN	145,599.	164,465.
TRIMBLE NAVIGATION LTD CMN	217,428.	343,638.
TUPPERWARE BRANDS CORPORATION CMN	145,388.	177,809.
U.S. BANCORP CMN	311,672.	360,130.
ULTRA PETROLEUM CORP CMN	415,567.	432,271.
UNIT CORP CMN	101,167.	128,471.
UNITEDHEALTH GROUP INCORPORATE CMN	134,258.	156,717.
VENTAS, INC. CMN	85,690.	108,896.
VISA INC. CMN CLASS A	184,609.	173,839.
VISA INC. CMN CLASS A	299,778.	294,540.
WABTEC CORP CMN	144,270.	174,801.
WARNACO GROUP INC. CMN	148,573.	186,412.
WASTE MANAGEMENT INC CMN	175,327.	214,215.
WEATHERFORD INTERNATIONAL LTD CMN	208,060.	209,304.
WELLPOINT, INC. CMN	183,441.	235,855.
WISCONSIN ENERGY CORP(HLDG CO) CMN	165,563.	198,653.
XILINX INCORPORATED CMN	279,475.	304,290.
YAHOO INC CMN	136,836.	148,672.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>99,735,151.</u>	<u>161,453,197.</u>

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMGEN INC. 5.85% 06/01/2017 SER B SR LIEN M-W+15.00BP	322,869.	342,450.
ANHEUSER-BUSCH INBEV WORLDWIDE 4.125% 01/15/2015 USD SER B SR LIEN M-W+30.00	359,233.	368,627.
AUTOZONE, INC. 6.5% 01/15/2014 M-W+50.00BP	331,495.	333,159.
BANK OF AMERICA CORPORATION 3.7% 09/01/2015 SR LIEN	326,157.	322,195.
BANK OF NEW YORK MELLON (THE) 5.125% 08/27/2013	324,705.	328,890.
CISCO SYSTEMS, INC. 4.45% 01/15/2020 M-W+15.00BP	315,264.	314,310.
CLOROX COMPANY (THE) 5.45% 10/15/2012 SR LIEN M-W+20.00BP	320,183.	321,753.
COMCAST CORPORATION 5.9% 03/15/2016 SR LIEN M-W+20.00BP	259,524.	279,883.
CVS CAREMARK CORPORATION 3.25% 05/18/2015 SR LIEN M-W+15.00BP	301,952.	304,887.
DUKE ENERGY INDIANA, INC. 3.75% 07/15/2020 M-W+15.00BP	302,326.	292,872.
JEFFERIES GROUP INC. 8.5% 07/15/2019 SR LIEN M-W+50.00BP	337,587.	343,014.
JOHNSON & JOHNSON 2.95% 09/01/2020 SR LIEN M-W+7.50BP	196,670.	191,366.
JPMORGAN CHASE & CO. 3.4% 06/24/2015	304,441.	305,925.
LITTON INDUSTRIES INC 6.750000 04/15/2018	220,515.	234,330.
MCKESSON CORPORATION 6.5% 02/15/2014 M-W+50.00BP	312,135.	308,957.
MORGAN STANLEY MTN 6.0% 04/28/2015 USD SR LIEN	554,421.	541,500.
NEWS AMERICA INCORPORATED 5.3% 12/15/2014 USD	327,488.	331,509.
OMNICOM GROUP INC. 5.9% 04/15/2016 SR LIEN	403,311.	390,068.
TIME WARNER CABLE INC. 5.85% 05/01/2017 USD	328,149.	334,740.
TYCO INTERNATIONAL FINANCE S.A 3.375% 10/15/2015 M-W+15.00BP	351,608.	357,654.
WAL-MART STORES, INC. 3.625% 07/08/2020 SR LIEN	299,735.	291,954.
BNP PARIBAS LNK TO BEARISH EUR VS USD SER 812 SR LIEN STRUCTURED NOTE	1,400,000.	1,357,103.
EKSPORTFINANS ASA LNK TO ASIAN FX BASK V USD 0% CPN DUE 01-12 STRUCT NOTE	700,000.	697,774.
EKSPORTFINANS ASA LNK TO INR, IDR VS USD, NZD 0% CPN DUE 4/18/2011 STRUCT NOTE	1,114,834.	1,212,970.
BNP PARIBAS LINKED TO EUROSTOXX 50 DIV PTS 0% CPN DUE 12/31/2012 STRUCT NOTE	1,391,600.	1,384,439.
BNP PARIBAS LINKED TO TOPIX 0% COUPON DUE 05/17/2012 STRUCTURED NOTE	880,440.	923,918.
EKSPORTFINANS ASA LINKED TO TPX INDEX 0% DUE 04/16/2012 STRUCTURED NOTE	899,100.	898,228.
EKSPORTFINANS ASA LINKED TO TPX INDEX 0% CPN DUE 10/26/2011 STRUCTURED NOTE	1,254,875.	1,094,518.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,440,617.	14,408,993.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RYE SELECT BROAD MARKET FUND, LP	COST	4,773.	4,773.
BAIN CAPITAL FUND VIII, LP	COST	604,530.	935,037.
AEA INVESTORS	COST	947.	3,178.
BAIN CAPITAL VIII CO-INVESTMENT FUND, LP	COST	1,620,115.	2,770,835.
BAIN CAPITAL IX CO-INVESTMENT FUND, LP	COST	947,671.	847,674.
CROW HOLDINGS REALTY PARTNERS IV-A, LP	COST	4,546,730.	2,708,776.
BAIN CAPITAL ASIA FUND, LP	COST	1,772,718.	1,671,919.
JP MORGAN INFRASTRUCTURE FUND	COST	4,586,031.	3,708,312.
CROW HOLDINGS V-A	COST	596,285.	596,285.
GS ANCHORAGE ILLIQUID OPPORTUNITIES OFFSHORE HOLDINGS, LP	COST	1,875,793.	1,965,189.
GOLDMAN SACHS PRIVATE EQUITY PARTNERS II OFFSHORE, LP	COST	143,410.	251,280.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,699,003.	15,463,258.

FORM 990-PF	OTHER ASSETS	STATEMENT 12	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INCOME	338,447.	285,158.	285,158.
REFUNDABLE FEDERAL EXCISE TAX DUE FROM INVESTMENT BROKERS	12,119.	183,412.	183,412.
	0.	174,142.	174,142.
TO FORM 990-PF, PART II, LINE 15	350,566.	642,712.	642,712.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13	
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
UNAMORTIZED LEASE ALLOWANCE DUE TO INVESTMENT BROKER	9,234.	4,197.	0.
DEFERRED FEDERAL EXCISE TAXES COVERED CALL OPTION (SPY) EXP 01/22/2011	1,345,983.	1,213,147.	35,176.
COVERED CALL OPTION (SPY) EXP 02/19/2011	829,145.	19,690.	
	0.		
	0.		

COVERED CALL OPTION (SPY) EXP 03/19/2011	0.	40,948.
COVERED CALL OPTION (EFA) EXP 01/22/2011	0.	28,320.
COVERED CALL OPTION (EFA) EXP 01/22/2011	0.	9,040.
COVERED CALL OPTION (EFA) EXP 02/19/2011	0.	5,110.
COVERED CALL OPTION (EFA) EXP 03/19/2011	0.	18,984.
COVERED CALL OPTION (EFAAE) EXP 01/16/2010	29,605.	0.
COVERED CALL OPTION (EFABG) EXP 02/20/2010	7,370.	0.
COVERED CALL OPTION (EFACF) EXP 03/20/2010	87,460.	0.
COVERED CALL OPTION (EFACF) EXP 03/20/2010	10,664.	0.
COVERED CALL OPTION (RDQCL) EXP 03/31/2010	72,539.	0.
COVERED CALL OPTION (SPYBK) EXP 02/20/2010	39,671.	0.
COVERED CALL OPTION (SPYCF) EXP 03/20/2010	84,970.	0.
COVERED CALL OPTION (SPYCN) EXP 03/20/2010	34,799.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	<u>2,551,440.</u>	<u>1,374,612.</u>

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	216,300.	42,415.	0.
COLETTE EASTER 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	TREASURER 24.00	43,019.	6,003.	0.
BARBARA W. BAKER 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	SECRETARY 40.00	58,404.	17,118.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		317,723.	65,536.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE FRIST FOUNDATION
3100 WEST END AVENUE, SUITE 1200
NASHVILLE, TN 37203

TELEPHONE NUMBER

(615) 292-3868

FORM AND CONTENT OF APPLICATIONS

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 FAX (615-292-5843). DOWNLOADABLE APPLICATIONS ARE AVAILABLE AS A MICROSOFT WORD DOCUMENT AT OUR WEBSITE: WWW.FRISTFOUNDATION.ORG.

ANY SUBMISSION DEADLINES

GENERAL GRANTS ARE GIVEN THROUGHOUT THE YEAR. THERE ARE NO DEADLINES ON GENERAL GRANT APPLICATIONS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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.
-

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 16

RESTRICTIONS AND LIMITATIONS ON AWARDS

*DISEASE-SPECIFIC ORGANIZATIONS SEEKING SUPPORT FOR NATIONAL PROJECTS AND PROGRAMS.

*ORGANIZATIONS WHOSE PRINCIPAL IMPACT IS OUTSIDE MIDDLE TENNESSEE.

*RELIGIOUS ORGANIZATIONS FOR RELIGIOUS PURPOSES.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 17

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADVENTURE SCIENCE CENTER 800 FORT NEGLEY BLVD. NASHVILLE, TN 37203-4899	GENERAL SUPPORT	PUBLIC CHARITY	250.
AMERICAN RED CROSS OF NASHVILLE 2201 CHARLOTTE AVENUE NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
BELMONT UNIVERSITY 1900 BELMONT BLVD. NASHVILLE, TN 37212-3757	GENERAL SUPPORT	PUBLIC CHARITY	500.
BETHLEHEM CENTERS 1417 CHARLOTTE AVE. NASHVILLE, TN 37203-3413	GENERAL SUPPORT	PUBLIC CHARITY	25,000.
BOOKS FROM BIRTH OF MIDDLE TENNESSEE 3401 WEST END AVE., SUITE 460W NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	20,000.
BOY SCOUTS/MIDDLE TENNESSEE COUNCIL P.O. BOX 150409 NASHVILLE, TN 37215-0409	GENERAL SUPPORT	PUBLIC CHARITY	7,500.
BOY SCOUTS/MIDDLE TENNESSEE COUNCIL P.O. BOX 150409 NASHVILLE, TN 37215-0409	GENERAL SUPPORT	PUBLIC CHARITY	750.
CAMPUS FOR HUMAN DEVELOPMENT P. O. BOX 25309 NASHVILLE, TN 37202-5309	GENERAL SUPPORT	PUBLIC CHARITY	50.

CATHOLIC CHARITIES OF TENNESSEE 30 WHITE BRIDGE ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	125,000.
CENTER FOR NONPROFIT MANAGEMENT 44 VANTAGE WAY, SUITE 230 NASHVILLE, TN 37228	GENERAL SUPPORT	PUBLIC CHARITY	150,000.
CENTER FOR NONPROFIT MANAGEMENT 44 VANTAGE WAY, SUITE 230 NASHVILLE, TN 37228	GENERAL SUPPORT	PUBLIC CHARITY	250.
CENTERSTONE COMMUNITY MENTAL HEALTH CENTERS P.O. BOX 40406 NASHVILLE, TN 37204-0406	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
CHEEKWOOD 1200 FORREST PARK DRIVE NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	500.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	GENERAL SUPPORT	PUBLIC CHARITY	3,500.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	GENERAL SUPPORT	PUBLIC CHARITY	500.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	GENERAL SUPPORT	PUBLIC CHARITY	10,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	GENERAL SUPPORT	PUBLIC CHARITY	10,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	GENERAL SUPPORT	PUBLIC CHARITY	5,000.

THE FRIST FOUNDATION

62-1134070

COMMUNITY RESOURCE CENTER 218 OMOHUNDRO PLACE NASHVILLE, TN 37210	GENERAL SUPPORT	PUBLIC CHARITY	100,000.
COMMUNITY RESOURCE CENTER 218 OMOHUNDRO PLACE NASHVILLE, TN 37210	GENERAL SUPPORT	PUBLIC CHARITY	25,000.
COUNTRY MUSIC FOUNDATION 222 FIFTH AVE. S. NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	500.
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027-5515	GENERAL SUPPORT	PUBLIC CHARITY	500,000.
DIOCESE OF NASHVILLE 2400 21ST AVENUE NASHVILLE, TN 37212-5387	GENERAL SUPPORT	PUBLIC CHARITY	300.
DIOCESE OF NASHVILLE 2400 21ST AVENUE NASHVILLE, TN 37212-5387	GENERAL SUPPORT	PUBLIC CHARITY	300.
ENSWORTH SCHOOL 211 ENSWORTH PLACE NASHVILLE, TN 37205-1997	GENERAL SUPPORT	PUBLIC CHARITY	500.
ENSWORTH SCHOOL 211 ENSWORTH PLACE NASHVILLE, TN 37205-1997	GENERAL SUPPORT	PUBLIC CHARITY	20,000.
ENSWORTH SCHOOL 211 ENSWORTH PLACE NASHVILLE, TN 37205-1997	GENERAL SUPPORT	PUBLIC CHARITY	20,000.
FANNIE BATTLE DAY HOME 108 CHAPEL AVENUE NASHVILLE, TN 37206	GENERAL SUPPORT	PUBLIC CHARITY	10,000.

FIFTY FORWARD 174 RAINS AVE. NASHVILLE, TN 37203-5319	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
FRIENDS OF RADNOR LAKE P. O. BOX 40324 NASHVILLE, TN 37204-0324	GENERAL SUPPORT	PUBLIC CHARITY	2,500.
FRIENDS OF WARNER PARKS, INC. 50 VAUGHN ROAD NASHVILLE, TN 37221	GENERAL SUPPORT	PUBLIC CHARITY	2,500.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	18,448.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	1250000.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	1250000.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	1250000.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	1250000.
GIRL SCOUTS OF MIDDLE TENNESSEE 4522 GRANNY WHITE PIKE NASHVILLE, TN 37204	GENERAL SUPPORT	PUBLIC CHARITY	250.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES ST. NW, SUITE 404 WASHINGTON, DC 20036	GENERAL SUPPORT	PUBLIC CHARITY	1,000.

HANDS ON NASHVILLE 209 10TH AVE. S., SUITE 318 NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	7,500.
HANDS ON NASHVILLE 209 10TH AVE. S., SUITE 318 NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	75,000.
HANDS ON NASHVILLE 209 10TH AVE. S., SUITE 318 NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	25,000.
HEALTH ASSIST TENNESSEE P.O. BOX 281858 NASHVILLE, TN 37228-1858	GENERAL SUPPORT	PUBLIC CHARITY	15,000.
HOPE CLINIC FOR WOMEN 1810 HAYES STREET NASHVILLE, TN 37203-2504	GENERAL SUPPORT	PUBLIC CHARITY	50.
JOVENES EN CAMINO P.O. BOX 1007 SMYRNA, TN 37167	GENERAL SUPPORT	PUBLIC CHARITY	300.
JOVENES EN CAMINO P.O. BOX 1007 SMYRNA, TN 37167	GENERAL SUPPORT	PUBLIC CHARITY	300.
JOVENES EN CAMINO P.O. BOX 1007 SMYRNA, TN 37167	GENERAL SUPPORT	PUBLIC CHARITY	500.
JOVENES EN CAMINO P.O. BOX 1007 SMYRNA, TN 37167	GENERAL SUPPORT	PUBLIC CHARITY	500.
KIPP ACADEMY NASHVILLE 123 DOUGLAS AVENUE NASHVILLE, TN 37207	GENERAL SUPPORT	PUBLIC CHARITY	20,000.

THE FRIST FOUNDATION

62-1134070

LEADERSHIP NASHVILLE FOUNDATION P.O. BOX 190498 NASHVILLE, TN 37219-0498	GENERAL SUPPORT	PUBLIC CHARITY	5,000.
LEADERSHIP NASHVILLE FOUNDATION P.O. BOX 190498 NASHVILLE, TN 37219-0498	GENERAL SUPPORT	PUBLIC CHARITY	1,000.
LEGAL AID SOCIETY OF MIDDLE TENNESSEE AND THE CUMBERLANDS 300 DEADERICK ST. NASHVILLE, TN 37201	GENERAL SUPPORT	PUBLIC CHARITY	20,000.
LIPSCOMB UNIVERSITY 3901 GRANNY WHITE PIKE NASHVILLE, TN 37204-3951	GENERAL SUPPORT	PUBLIC CHARITY	500.
LIPSCOMB UNIVERSITY 3901 GRANNY WHITE PIKE NASHVILLE, TN 37204-3951	GENERAL SUPPORT	PUBLIC CHARITY	250.
MARTHA O'BRYAN CENTER 711 S. SEVENTH ST. NASHVILLE, TN 37206-3895	GENERAL SUPPORT	PUBLIC CHARITY	-40,000.
MARTHA O'BRYAN CENTER 711 S. SEVENTH ST. NASHVILLE, TN 37206-3895	GENERAL SUPPORT	PUBLIC CHARITY	125,000.
MERCY CHILDREN'S CLINIC 1113 MURFREESBORO ROAD, SUITE 319 FRANKLIN, TN 37064	GENERAL SUPPORT	PUBLIC CHARITY	7,500.
MONTGOMERY BELL ACADEMY 4001 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	6,500.
MONTGOMERY BELL ACADEMY 4001 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	750.

MT. JULIET CHURCH OF CHRIST 1940 NORTH MT. JULIET ROAD JULIET, TN 37122	MT. GENERAL SUPPORT	PUBLIC CHARITY	50.
MT. JULIET CHURCH OF CHRIST 1940 NORTH MT. JULIET ROAD JULIET, TN 37122	MT. GENERAL SUPPORT	PUBLIC CHARITY	50.
MT. JULIET CHURCH OF CHRIST 1940 NORTH MT. JULIET ROAD JULIET, TN 37122	MT. GENERAL SUPPORT	PUBLIC CHARITY	50.
NASHVILLE ALLIANCE FOR PUBLIC EDUCATION 2400 FAIRFAX AVE. NASHVILLE, TN 37212	GENERAL SUPPORT	PUBLIC CHARITY	750.
NASHVILLE AREA HABITAT FOR HUMANITY 1006 EIGHTH AVE. S. NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	7,500.
NASHVILLE CHAMBER PUBLIC BENEFIT FOUNDATION 211 COMMERCE ST., SUITE 100 NASHVILLE, TN 37201	GENERAL SUPPORT	PUBLIC CHARITY	25,000.
NASHVILLE CHILDREN'S THEATRE 25 MIDDLETON ST. NASHVILLE, TN 37210	GENERAL SUPPORT	PUBLIC CHARITY	75,000.
NASHVILLE OPERA ASSOCIATION 3622 REDMON STREET NASHVILLE, TN 37209	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
NASHVILLE PUBLIC TELEVISION COUNCIL 161 RAINS AVENUE NASHVILLE, TN 37203-5330	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
NASHVILLE RESCUE MISSION P.O. BOX 333229 NASHVILLE, TN 37203-7535	GENERAL SUPPORT	PUBLIC CHARITY	100,000.

NASHVILLE SCHOOL OF LAW 4013 ARMORY OAKS DRIVE NASHVILLE, TN 37204	GENERAL SUPPORT	PUBLIC CHARITY	500.
NASHVILLE SYMPHONY ASSOCIATION ONE SYMPHONY PLACE NASHVILLE, TN 37201-2031	GENERAL SUPPORT	PUBLIC CHARITY	10,000.
NASHVILLE SYMPHONY ASSOCIATION ONE SYMPHONY PLACE NASHVILLE, TN 37201-2031	GENERAL SUPPORT	PUBLIC CHARITY	1,000.
NASHVILLE SYMPHONY ASSOCIATION ONE SYMPHONY PLACE NASHVILLE, TN 37201-2031	GENERAL SUPPORT	PUBLIC CHARITY	5,000.
PUBLIC LIBRARY OF NASHVILLE 615 CHURCH STREET NASHVILLE, TN 37219-2314	GENERAL SUPPORT	PUBLIC CHARITY	750.
ROOFTOP FOUNDATION 3511 GALLATIN ROAD, SUITE 202 NASHVILLE, TN 37216	GENERAL SUPPORT	PUBLIC CHARITY	20,000.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	100.

SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	GENERAL SUPPORT	PUBLIC CHARITY	600.
SALVATION ARMY P.O. BOX 78625 NASHVILLE, TN 37207-8625	GENERAL SUPPORT	PUBLIC CHARITY	125,000.
SALVATION ARMY P.O. BOX 78625 NASHVILLE, TN 37207-8625	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
SALVATION ARMY P.O. BOX 78625 NASHVILLE, TN 37207-8625	GENERAL SUPPORT	PUBLIC CHARITY	750.
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	GENERAL SUPPORT	PUBLIC CHARITY	7,500.
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA THE HURT BUILDING, SUITE 350 ATLANTA, GA 30303	GENERAL SUPPORT	PUBLIC CHARITY	8,000.
ST. JAMES EPISCOPAL SCHOOL 602 S. CARANCAHUA ST. CORPUS CHRISTI, TX 78401	GENERAL SUPPORT	PUBLIC CHARITY	500.

ST. LUKE'S COMMUNITY HOUSE 5601 NEW YORK AVENUE NASHVILLE, TN 37209-1495	GENERAL SUPPORT	PUBLIC CHARITY	125,000.
STARS NASHVILLE 1704 CHARLOTTE AVENUE, SUITE 200 NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	250.
SUPREME COURT OF TENNESSEE - ADMIN OFFICE OF THE COURTS NASHVILLE CITY CTR, STE 600 511 UNION ST NASHVILLE, TN 37219	GENERAL SUPPORT	PUBLIC CHARITY	5,000.
TENNESSEE STATE MUSEUM FOUNDATION JAMES K. POLK BUILDING 505 DEADERICK STREET NASHVILLE, TN	GENERAL SUPPORT	PUBLIC CHARITY	2,500.
TENNESSEE WILDLIFE FEDERATION 300 ORLANDO AVENUE, SUITE 200 NASHVILLE, TN 37209-3257	GENERAL SUPPORT	PUBLIC CHARITY	7,500.
THE MINNIE PEARL CANCER FOUNDATION 310 25TH AVENUE NORTH, SUITE 103 NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	250.
THE SEXUAL ASSAULT CENTER 101 FRENCH LANDING DRIVE NASHVILLE, TN 37228	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
UNITED WAY OF METROPOLITAN NASHVILLE P.O. BOX 280420 NASHVILLE, TN 37228-0420	GENERAL SUPPORT	PUBLIC CHARITY	5,000.
UNITED WAY OF METROPOLITAN NASHVILLE P.O. BOX 280420 NASHVILLE, TN 37228-0420	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
VANDERBILT CENTER FOR HEALTH SERVICES STATION 17 VANDERBILT UNIVERSITY NASHVILLE, TN 37232-8180	GENERAL SUPPORT	PUBLIC CHARITY	65,000.

VANDERBILT UNIVERSITY 211 KIRKLAND HALL NASHVILLE, TN 37212-0158	GENERAL SUPPORT	PUBLIC CHARITY	4,000.
VANDERBILT UNIVERSITY 211 KIRKLAND HALL NASHVILLE, TN 37212-0158	GENERAL SUPPORT	PUBLIC CHARITY	10,000.
VANDERBILT UNIVERSITY 211 KIRKLAND HALL NASHVILLE, TN 37212-0158	GENERAL SUPPORT	PUBLIC CHARITY	1,500.
VANDERBILT UNIVERSITY 211 KIRKLAND HALL NASHVILLE, TN 37212-0158	GENERAL SUPPORT	PUBLIC CHARITY	500.
VANDERBILT UNIVERSITY GIFT PROCESSING CENTER VU STATION B #357727 NASHVILLE, TN 37235-7727	GENERAL SUPPORT	PUBLIC CHARITY	10,000.
WOODMONT CHRISTIAN CHURCH 3601 HILLSBORO ROAD NASHVILLE, TN 37215	GENERAL SUPPORT	PUBLIC CHARITY	500.
WOODMONT CHRISTIAN CHURCH 3601 HILLSBORO ROAD NASHVILLE, TN 37215	GENERAL SUPPORT	PUBLIC CHARITY	2,000.
YMCA OF MIDDLE TENNESSEE 1000 CHURCH STREET NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	10,000.
YMCA OF MIDDLE TENNESSEE 1000 CHURCH STREET NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	10,000.
YMCA OF MIDDLE TENNESSEE 1000 CHURCH STREET NASHVILLE, TN 37203	GENERAL SUPPORT	PUBLIC CHARITY	50,000.

THE FRIST FOUNDATION

62-1134070

YMCA OF MIDDLE TENNESSEE
1000 CHURCH STREET NASHVILLE,
TN 37203

GENERAL SUPPORT

PUBLIC
CHARITY

500.

YOUNG LEADERS COUNCIL
2200 HILLSBORO ROAD, SUITE 260
NASHVILLE, TN 37212

GENERAL SUPPORT

PUBLIC
CHARITY

10,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

7,491,348.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 18

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CAMPUS FOR HUMAN DEVELOPMENT P.O. BOX 25309 NASHVILLE, TN 37202-5309	CAPITAL CAMPAIGN	PUBLIC CHARITY	50,000.
GORDON JEWISH COMMUNITY CENTER 801 PERCY WARNER BLVD NASHVILLE, TN 37205	CAPITAL CAMPAIGN	PUBLIC CHARITY	50,000.
UNITED WAY OF METROPOLITAN NASHVILLE P.O. BOX 280420 NASHVILLE, TN 37228-0420	GENERAL SUPPORT	PUBLIC CHARITY	50,000.
NASHVILLE OPERA ASSOCIATION 3622 REDMON STREET NASHVILLE, TN 37209	CAPITAL CAMPAIGN	PUBLIC CHARITY	50,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			200,000.

**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**, 2010 and ending **DEC 31**, 2010

2010

Attachment
Sequence No. **118**

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

Filer's address (if you are not filing this form with your tax return)	A 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 Filer's tax year beginning JAN 1 , 2010, and ending DEC 31 , 2010
--	---

C Filer's share of liabilities: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

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

Name	EIN
Address	

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
			<input checked="" type="checkbox"/>		

F1 Name and address of foreign partnership BAIN CAPITAL ASIA FUND L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	2 EIN (if any) 98-0518907 3 Country under whose laws organized CAYMAN ISLANDS
---	--

4 Date of organization 02/23/2007	5 Principal place of business US	6 Principal business activity code number 523900	7 Principal business activity INVESTING	8a Functional currency USD	8b Exchange rate (see instr.)
--	---	---	--	---	--------------------------------------

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

1 Name, address, and identifying number of agent (if any) in the United States	2 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: E-FILED
---	---

3 Name and address of foreign partnership's agent in country of organization, if any C/O WALKERS SPV LIMITED, WALKER HOUSE MARY STREET, P.O. BOX 908GT GEORGE TOWN, GRAND CAYMAN, CAYMAN ISL	4 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 BAIN CAPITAL ASIA FUND L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199-7615
---	---

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 _____
---	---------------

Print/Type preparer's name JOHN M. MACKIE, CPA	Preparer's signature _____	Date _____	Check <input type="checkbox"/> if self-employed	PTIN P00499602
Firm's name ▶ FAULKNER MACKIE & COCHRAN, P.C.			Firm's EIN ▶ 62-1517876	
Firm's address ▶ 3100 WEST END AVENUE, STE 700 NASHVILLE, TN 37203			Phone no. (615)292-3011	

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

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 CAP ASIA INTEGRAL INV	111 HUNTINGTON AVENUE BOSTON, MA 02199-7615	98-0543782		X
BAIN CAP IDEAL STANDARD LP	MARY ST. P.O. BOX 908GT GEORGE TOWN, CAYMAN ISLAND	98-0587282		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.

Income	1 a 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 Total income (loss). Combine lines 3 through 7		8	
Deductions (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
	16 a Depreciation (if required, attach Form 4562)	16a	
	b Less depreciation reported elsewhere on return	16b	16c
	17 Depletion (Do not deduct oil and gas depletion.)		17
	18 Retirement plans, etc.		18
	19 Employee benefit programs		19
	20 Other deductions (attach statement)		20
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20		21
	22 Ordinary business income (loss) 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

2010

Name of transferor THE FRIST FOUNDATION	Filer's identifying number 62-1134070
Name of foreign partnership BAIN CAPITAL ASIA FUND L.P.	

Part I Transfers Reportable Under Section 6038B

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			272,480.				0.23004
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(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 by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ **Attach to your Income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE FRIST FOUNDATION	Identifying number (see instructions) 62-1134070
---	---

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? **Yes** **No**
- b** Did the transferor remain in existence after the transfer? **Yes** **No**
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? **Yes** **No**
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? **Yes** **No**

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAIN CAPITAL ASIA FUND, LP	98-0518907

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? **Yes** **No**
- c** Is the partner disposing of its **entire** interest in the partnership? **Yes** **No**
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? **Yes** **No**

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) BAIN CAPITAL AXLE HOLDING CAYMAN LIMITED	4 Identifying number, if any 99-9999999
--	--

5 Address (including country)
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN KY1-9005 CAYMAN ISLANDS

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? **Yes** **No**

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	09/30/2010		251,602.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .1240 %

10 Type of nonrecognition transaction (see instructions) SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ **Attach to your Income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE FRIST FOUNDATION	Identifying number (see instructions) 62-1134070
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAIN CAPITAL ASIA FUND, LP	98-0518907

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GOME ELECTRICAL APPLIANCES HOLDING, LTD	4 Identifying number, if any 99-9999999
---	--

5 Address (including country)
**RM. 6101, 61/F, THE CENTER, 99 QUEEN'S ROAD CENTRAL
 HONG KONG**

6 Country code of country of incorporation or organization
BD

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/05/2010		254,802.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0090 % (b) After .0090 %

10 Type of nonrecognition transaction (see instructions) SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your Income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE FRIST FOUNDATION	Identifying number (see instructions) 62-1134070
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
BAIN CAPITAL ASIA FUND, LP	98-0518907

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SUNAC CHINA HOLDINGS, LTD	4 Identifying number, if any 99-9999999
---	--

5 Address (including country)
2ND FLOOR OF CAYSIDE, HARBOUR DRIVE, P.O. BOX 30592
GEORGE TOWN, GRAND CAYMAN KY1-1203 CAYMAN ISLANDS

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	10/07/2010		288,964.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0300 % (b) After .0220 %

10 Type of nonrecognition transaction (see instructions) SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your Income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE FRIST FOUNDATION	Identifying number (see instructions) 62-1134070
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
JP MORGAN IIF TAX-EXEMPT LP	20-5966818

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) IIF TAX-EXEMPT CAYMAN SUB CORP.	4 Identifying number, if any 98-0517202
---	--

5 Address (including country)
P.O. BOX 5005
NEW YORK, NY 10163 OTHER COUNTRY

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash			816,977.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 4.1100 % (b) After 2.0400 %

10 Type of nonrecognition transaction (see instructions) SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ **Attach to your Income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE FRIST FOUNDATION	Identifying number (see instructions) 62-1134070
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? **Yes** **No**
- b** Did the transferor remain in existence after the transfer? **Yes** **No**
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? **Yes** **No**
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? **Yes** **No**

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? **Yes** **No**
- c** Is the partner disposing of its **entire** interest in the partnership? **Yes** **No**
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? **Yes** **No**

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GOLDMAN SACHS INVESTMENT PARTNERS OFFSHORE, LP	4 Identifying number, if any 99-9999999
--	--

5 Address (including country)
**C/O WALKERS CORPORATE SERVICES LIMITED, WALKER HOUSE, 87 MARY STREET
 GEORGE TOWN, GRAND CAYMAN KY1-9005 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? **Yes** **No**

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	08/01/2010		2,000,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .2150 % (b) After .2550 %

10 Type of nonrecognition transaction (see instructions) SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your Income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE FRIST FOUNDATION	Identifying number (see instructions) 62-1134070
---	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.
- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
GS ANCHORAGE ILLIQUID OPPORTUNITIES ACCESS FUND OFFSHORE HLDG	62-1134070

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) ANCHORAGE ILLIQUID OPPORTUNITIES OFFSHORE, LP	4 Identifying number, if any 98-0640985
---	--

5 Address (including country)
**C/O ANCHORAGE CAPITAL GROUP LLC, 610 BROADWAY, 6TH FLOOR
 NEW YORK, NY 10012 OTHER COUNTRY**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	05/06/2010		1,562,236.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After 4.1680 %

10 Type of nonrecognition transaction (see instructions) SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.