

**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

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**2014**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>THE FRIST FOUNDATION</b>		A Employer identification number <b>62-1134070</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>3100 WEST END AVE STE 1200</b>	Room/suite	B Telephone number <b>(615) 292-3868</b>
City or town, state or province, country, and ZIP or foreign postal code <b>NASHVILLE, TN 37203</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>338,380,249.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,008.	7,008.		STATEMENT 2
	4 Dividends and interest from securities	4,769,520.	4,769,520.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,216,637.			STATEMENT 1
	b Gross sales price for all assets on line 6a	99,022,310.			
	7 Capital gain net income (from Part IV, line 2)		24,627,306.		
	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	364,894.	364,102.		STATEMENT 4	
12 Total. Add lines 1 through 11	30,358,059.	29,767,936.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	368,432.	0.		368,432.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	76,247.	0.		74,669.
	16a Legal fees				
	b Accounting fees	48,121.	29,000.		19,121.
	c Other professional fees	1,037,214.	1,037,214.		0.
	17 Interest				
	18 Taxes	1,029,634.	0.		19,451.
	19 Depreciation and depletion	3,694.	0.		
	20 Occupancy	60,519.	0.		60,519.
	21 Travel, conferences, and meetings	19,511.	0.		19,511.
	22 Printing and publications	413.	0.		413.
	23 Other expenses	348,500.	329,044.		19,397.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,992,285.	1,395,258.		581,513.
	25 Contributions, gifts, grants paid	13,596,462.			9,919,610.
26 Total expenses and disbursements. Add lines 24 and 25	16,588,747.	1,395,258.		10,501,123.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	13,769,312.				
b Net investment income (if negative, enter -0-)		28,372,678.			
c Adjusted net income (if negative, enter -0-)			N/A		

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing .....			
	2 Savings and temporary cash investments .....	16,385,917.	13,451,012.	13,451,012.
	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 .....	10,851.	11,704.	11,704.
	10a Investments - U.S. and state government obligations .....			
	b Investments - corporate stock <span style="float: right;">STMT 10</span> .....	137,722,240.	160,968,357.	292,764,297.
	c Investments - corporate bonds <span style="float: right;">STMT 11</span> .....	9,972,325.	5,363,865.	5,439,499.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans .....			
	13 Investments - other <span style="float: right;">STMT 12</span> .....	20,342,694.	16,925,609.	20,866,622.
	14 Land, buildings, and equipment: basis ▶ <span style="float: right;">202,503.</span> Less: accumulated depreciation <span style="float: right;">STMT 9 ▶ 199,449.</span>	5,747.	3,054.	3,054.
15 Other assets (describe ▶ <span style="float: right;">STATEMENT 13</span> ) .....	688,772.	5,844,061.	5,844,061.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) .....	185,128,546.	202,567,662.	338,380,249.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	247,081.	280,963.	
	18 Grants payable .....	673,148.	4,350,000.	
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....			
	22 Other liabilities (describe ▶ <span style="float: right;">STATEMENT 14</span> ) .....	2,944,304.	2,903,374.	
23 <b>Total liabilities</b> (add lines 17 through 22) .....	3,864,533.	7,534,337.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted .....	181,264,013.	195,033,325.	
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds .....			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
29 Retained earnings, accumulated income, endowment, or other funds .....				
30 <b>Total net assets or fund balances</b> .....	181,264,013.	195,033,325.		
31 <b>Total liabilities and net assets/fund balances</b> .....	185,128,546.	202,567,662.		

**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	181,264,013.
2 Enter amount from Part I, line 27a .....	2	13,769,312.
3 Other increases not included in line 2 (itemize) ▶ .....	3	0.
4 Add lines 1, 2, and 3 .....	4	195,033,325.
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	195,033,325.

**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	<b>SEE ATTACHED STATEMENTS</b>			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	99,022,310.	74,395,004.	24,627,306.	
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			24,627,306.	
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	24,627,306.
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 the 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))
2013	8,999,845.	265,690,847.	.033873
2012	8,476,689.	212,259,040.	.039936
2011	8,000,054.	206,665,741.	.038710
2010	7,730,414.	179,923,708.	.042965
2009	7,535,194.	135,975,711.	.055416
2	Total of line 1, column (d) .....		2 .210900
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 .042180
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 .....		4 313,234,082.
5	Multiply line 4 by line 3 .....		5 13,212,214.
6	Enter 1% of net investment income (1% of Part I, line 27b) .....		6 283,727.
7	Add lines 5 and 6 .....		7 13,495,941.
8	Enter qualifying distributions from Part XII, line 4 .....		8 10,501,123.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	567,454.
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	567,454.
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	567,454.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	548,434.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	125,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	673,434.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	105,980.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 105,980.   Refunded <input checked="" type="checkbox"/>	11	0.	

**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 the 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 2014 or the taxable year beginning in 2014 (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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	SEE STATEMENT 15	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address <b>WWW.FRISTFOUNDATION.ORG</b>				
14 The books are in care of <b>THE FRIST FOUNDATION</b> Telephone no. <b>(615) 292-3868</b>				
Located at <b>3100 WEST END AVE STE 1200, NASHVILLE, TN</b> ZIP+4 <b>37203</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, 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?		Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country			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 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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 2014 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 2014.) 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 2014?	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 4945(d)(4)(A)? (see instructions)  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 **N/A**  
 Organizations relying on a current notice regarding disaster assistance check here

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

**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 16		368,432.	73,289.	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.	
3	
<b>Total.</b> 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	309,531,014.
b	Average of monthly cash balances .....	1b	8,157,337.
c	Fair market value of all other assets .....	1c	315,793.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	318,004,144.
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	318,004,144.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	4,770,062.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	313,234,082.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	15,661,704.

**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	15,661,704.
2a	Tax on investment income for 2014 from Part VI, line 5 .....	2a	567,454.
b	Income tax for 2014. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	567,454.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	15,094,250.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	15,094,250.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	15,094,250.

**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	10,501,123.
b	Program-related investments - total from Part IX-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	10,501,123.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b .....	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	10,501,123.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				15,094,250.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			7,309,003.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 10,501,123.				
a Applied to 2013, but not more than line 2a			7,309,003.	
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 2014 distributable amount				3,192,120.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				11,902,130.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; 2 b 85% of line 2a; 2 c Qualifying distributions from Part XII...; 2 d Amounts included in line 2c not used directly for active conduct of exempt activities; 2 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3 a 'Assets' alternative test; 3 b 'Endowment' alternative test; 3 c 'Support' alternative test.

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

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

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 or e-mail address of the person to whom applications should be addressed SEE STATEMENT 18

SEE STATEMENT 17

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)				
<b>a Paid during the year</b>				
AGAPE 4555 TROUSDALE DRIVE NASHVILLE, TN 37204-4513	N/A	PC	TECHNOLOGY UPGRADE	6,300.
ALIAS CHAMBER ENSEMBLE 211 UNION STREET, SUITE 406 NASHVILLE, TN 37201-1506	N/A	PC	TECHNOLOGY UPGRADE	2,000.
ALS ASSOCIATION, TENNESSEE CHAPTER P. O. BOX 40244 NASHVILLE, TN 37204-0244	N/A	PC	TECHNOLOGY UPGRADE	1,900.
ALZHEIMER'S ASSOCIATION MID SOUTH CHAPTER 4825 TROUSDALE DRIVE, SUITE 220 NASHVILLE, TN 37220	N/A	PC	TECHNOLOGY UPGRADE	2,375.
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY 1150 SEVENTEENTH STREET, N.W. WASHINGTON, DC 20036	N/A	PC	GENERAL MATCHING SUPPORT	5,000.
<b>Total</b> ..... <b>SEE CONTINUATION SHEET(S)</b> ..... ▶ <b>3a</b>				<b>9,919,610.</b>
<b>b Approved for future payment</b>				
COUNTRY MUSIC FOUNDATION 222 FIFTH AVE. S. NASHVILLE, TN 37205-1997	N/A	PC	CAPITAL SUPPORT	200,000.
NASHVILLE ZOO, INC. 3777 NOLENSVILLE PIKE NASHVILLE, TN 37211	N/A	PC	CAPITAL SUPPORT	4,000,000.
OPERATION STAND DOWN TENNESSEE 1125 12TH AVE. S. NASHVILLE, TN 37203-4709	N/A	PC	CAPITAL SUPPORT	125,000.
<b>Total</b> ..... <b>SEE CONTINUATION SHEET(S)</b> ..... ▶ <b>3b</b>				<b>4,350,000.</b>



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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage in any of the following... a Transfers from the reporting foundation... b Other transactions... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

THE FRIST FOUNDATION

**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.)
<b>1a TOTAL PUBLICLY TRADED</b>			
b SHEPHERD INVESTMENTS INTERNATIONAL LTD	P	06/24/04	12/31/14
c US HOUSING RECOVERY FUND OFFSHORE, LTD.	P	05/01/12	12/31/14
d GS DISTRESSED OPPORTUNITIES FUND II OFFSHORE, LP	P	02/03/11	12/31/14
e GS PRIVATE EQUITY PARTNERS 2000 OFFSHORE, LP	P	02/03/11	12/31/14
f GS PEP TECHNOLOGY FUND 2000 OFFSHORE, LP	P	02/03/11	12/31/14
g GS VINTAGE FUND III OFFSHORE, LP	P	12/24/12	12/31/14
h GS VINTAGE FUND IV OFFSHORE, LP	P	12/24/12	12/31/14
i CROW HOLDINGS REALTY PARTNERS V-A, LP	P	11/01/07	12/31/14
j CROW HOLDINGS REALTY PARTNERS IV-A, LP	P	01/01/07	12/31/14
k BAIN CAPITAL FUND VIII, LP	P	01/01/04	12/31/14
l BAIN CAPITAL VIII COINVESTMENT FUND	P	01/01/04	12/31/14
m BAIN CAPITAL IX COINVESTMENT FUND, LP	P	01/01/04	12/31/14
n BAIN CAPITAL (OSI) IX COINVESTMENT LP	P	01/01/04	12/31/14
o BAIN CAPITAL ASIA FUND, LP	P	01/01/07	12/31/14

(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 80,215,510.		64,043,308.	16,172,202.
b 262,529.		29,443.	233,086.
c 2,947,692.		1,994,436.	953,256.
d 300,153.		83,917.	216,236.
e 49,474.		22,899.	26,575.
f 120,275.		92,351.	27,924.
g 3,786,800.		2,207,914.	1,578,886.
h 969,180.		433,621.	535,559.
i 373,821.			373,821.
j 645,219.			645,219.
k 94,702.			94,702.
l 336,430.			336,430.
m 93,766.			93,766.
n 21,838.			21,838.
o		92,846.	-92,846.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			16,172,202.
b			233,086.
c			953,256.
d			216,236.
e			26,575.
f			27,924.
g			1,578,886.
h			535,559.
i			373,821.
j			645,219.
k			94,702.
l			336,430.
m			93,766.
n			21,838.
o			-92,846.

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	

THE FRIST FOUNDATION

**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 BAIN CAPITAL ASIA II FUND, LP	P	07/19/12	12/31/14
b MT KELLETT CAPITAL PARTNERS II ACCESS, LP	P	02/25/11	12/31/14
c GS PRIVATE EQUITY PARTNERS II OFFSHORE, LP	P	02/03/11	12/31/14
d GS PRIVATE EQUITY PARTNERS OFFSHORE, LP	P	02/03/11	12/31/14
e GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, LP	P	02/03/11	12/31/14
f GS CAPITAL PARTNERS 2000 OFFSHORE, LP	P	02/03/11	12/31/14
g GS CAPITAL PARTNERS III OFFSHORE, LP	P	02/03/11	12/31/14
h GS CAPITAL PARTNERS V OFFSHORE, LP	P	02/03/11	12/31/14
i GS ANCHORAGE ILLIQUID OPPORTUNITIES ACCESS	P	02/08/10	12/31/14
j OZ OVERSEAS FUND II, LTD.	P	06/24/04	12/31/14
k BROAD STREET REAL ESTATE CREDIT PARTNERS	P	07/24/13	12/31/14
l JPMORGAN IIF TAX-EXEMPT, LP	P	12/06/07	12/31/14
m GS PETERSHILL II OFFSHORE L.P.	P	01/23/14	12/31/14
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 22,550.			22,550.
b 187,349.			187,349.
c		37,515.	-37,515.
d		13,185.	-13,185.
e 46,745.			46,745.
f 180,641.		113,029.	67,612.
g 58,998.		26,201.	32,797.
h 637,050.			637,050.
i 513,730.		513,730.	0.
j 7,076,132.		4,645,481.	2,430,651.
k 35,515.			35,515.
l 3.			3.
m 46,208.		45,128.	1,080.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			22,550.
b			187,349.
c			-37,515.
d			-13,185.
e			46,745.
f			67,612.
g			32,797.
h			637,050.
i			0.
j			2,430,651.
k			35,515.
l			3.
m			1,080.
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	24,627,306.
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 XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN RED CROSS OF NASHVILLE 2201 CHARLOTTE AVENUE NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	27,600.
ANDREW JACKSON FOUNDATION 4580 RACHEL'S LANE HERMITAGE, TN 37076	N/A	PC	BUILD OUT NEW EXHIBIT IN VISITOR CENTER	100,000.
ANDREW JACKSON FOUNDATION 4580 RACHEL'S LANE HERMITAGE, TN 37076	N/A	PC	TECHNOLOGY UPGRADE	5,000.
ARTS & BUSINESS COUNCIL OF GREATER NASHVILLE 1900 BELMONT BLVD. NASHVILLE, TN 37212	N/A	PC	TECHNOLOGY UPGRADE	3,575.
AUTISM TENNESSEE 955 WOODLAND NASHVILLE, TN 37206	N/A	PC	TECHNOLOGY UPGRADE	2,500.
BAREFOOT REPUBLIC 226 LAKEVIEW DRIVE FRANKLIN, TN 37067	N/A	PC	TECHNOLOGY UPGRADE	3,520.
BETHLEHEM CENTERS 1417 CHARLOTTE AVE. NASHVILLE, TN 37203-3413	N/A	PC	AWARDS OF ACHIEVEMENT	25,000.
BIG BROTHERS BIG SISTERS OF MIDDLE TENNESSEE 1704 CHARLOTTE AVENUE, SUITE 130 NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	4,780.
BOOK'EM 161 RAINES AVENUE NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	800.
BOYS AND GIRLS CLUB OF MIDDLE TENNESSEE 1704 CHARLOTTE AVENUE, SUITE 200 NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	5,200.
<b>Total from continuation sheets</b>				<b>9,902,035.</b>



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRAVO CREATIVE ARTS CENTER 2227 HILLSBORO ROAD FRANKLIN, TN 37069	N/A	PC	TECHNOLOGY UPGRADE	5,000.
BRIDGES OF WILLIAMSON COUNTY P. O. BOX 1592 FRANKLIN, TN 37065	N/A	PC	TECHNOLOGY UPGRADE	1,500.
CAMPUS FOR HUMAN DEVELOPMENT 705 DREXEL STREET NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	1,320.
CENTER FOR NONPROFIT MANAGEMENT 37 PEABODY STREET, SUITE 201 NASHVILLE, TN 37210-2229	N/A	PC	GENERAL SUPPORT, MATCHGRANT FUNDING AND ADMINISTRATIVE SUPPORT	150,000.
CENTER FOR NONPROFIT MANAGEMENT 37 PEABODY STREET, SUITE 201 NASHVILLE, TN 37210-2229	N/A	PC	HELP NONPROFITS DEVELOPMENT NEW REVENUE STREAMS	25,000.
CENTER FOR REFUGEES AND IMMIGRANTS OF TENNESSEE 295 PLUS PARK BLVD., SUITE 102 NASHVILLE, TN 37217	N/A	PC	TECHNOLOGY UPGRADE	4,500.
CHARTER SCHOOL GROWTH FUND 350 INTERLOCKEN BLVD., SUITE 390 BROOMFIELD, CO 80021	N/A	PC	GENERAL MATCHING SUPPORT	30,000.
CHRISTIAN COMMUNITY SERVICES, INC. 601 BENTON AVENUE, SUITE B NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	2,350.
CHRISTIAN WOMEN'S JOB CORPS 420 MAIN STREET NASHVILLE, TN 37206	N/A	PC	TECHNOLOGY UPGRADE	780.
CITIZENS FOR AFFORDABLE HOUSING 4300 CLARKSVILLE PIKE NASHVILLE, TN 37218	N/A	PC	TECHNOLOGY UPGRADE	1,250.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	N/A	PC	SUPPORT FOR GIVING MATTERS	20,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	N/A	PC	SUPPORT FOR NASHVILLE'S AGENDA	5,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	N/A	PC	TO HELP UNDERWRITE PROMO OF "THE BIG PAYBACK."	10,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	N/A	PC	TO HELP CAPITALIZE NEW EMERGENCY FUND FOR NONPROFIT EMPLOYEES	10,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	N/A	PC	SUPPORT EFFORTS TO EXPAND SHARED SERVICES AMONG CHILDCARE ORGANIZATIONS	25,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	N/A	PC	GENERAL MATCHING SUPPORT	4,000.
COMMUNITY RESOURCE CENTER 218 OMOHUNDRO PLACE NASHVILLE, TN 37210	N/A	PC	GENERAL SUPPORT	35,000.
COMMUNITY RESOURCE CENTER 218 OMOHUNDRO PLACE NASHVILLE, TN 37210	N/A	PC	TECHNOLOGY UPGRADE	1,600.
CONEXION AMERICAS 2195 NOLENSVILLE PIKE NASHVILLE, TN 37211	N/A	PC	TECHNOLOGY UPGRADE	5,000.
COTTAGE COVE 630 BENTON AVENUE NASHVILLE, TN 37204	N/A	PC	PURCHASE AND RENOVATE BUILDING	20,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COTTAGE COVE 630 BENTON AVENUE NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	1,670.
COUNCIL ON AGING OF GREATER NASHVILLE 95 WHITE BRIDGE ROAD, SUITE 114 NASHVILLE, TN 37205-1427	N/A	PC	AWARDS OF ACHIEVEMENT	7,500.
COUNTRY MUSIC FOUNDATION 222 FIFTH AVE. S. NASHVILLE, TN 37203	N/A	PC	CAMPAIGN TO EXPAND FACILITY	200,000.
COUNTRY MUSIC FOUNDATION 222 FIFTH AVE. S. NASHVILLE, TN 37203	N/A	PC	GENERAL MATCHING SUPPORT	10,000.
CUMBERLAND RIVER COMPACT TWO VICTORY AVENUE NASHVILLE, TN 37213	N/A	PC	TECHNOLOGY UPGRADE	1,070.
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027-5515	N/A	PC	GENERAL MATCHING SUPPORT	12,500.
CYSTIC FIBROSIS FOUNDATION/TENNESSEE CHAPTER 4825 TROUSDALE DRIVE, SUITE 238 NASHVILLE, TN 37220	N/A	PC	GENERAL MATCHING SUPPORT	1,000.
CYSTIC FIBROSIS FOUNDATION/TENNESSEE CHAPTER 4825 TROUSDALE DRIVE, SUITE 238 NASHVILLE, TN 37220	N/A	PC	GENERAL MATCHING SUPPORT	5,000.
DAYSTAR COUNSELING MINISTRIES 2801 AZALEA PLACE NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	1,300.
DIOCESE OF NASHVILLE 2400 21ST AVENUE NASHVILLE, TN 37212-5387	N/A	PC	GENERAL MATCHING SUPPORT	300.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAST END PREPARATORY SCHOOL 1460 MCGAVOCK PIKE NASHVILLE, TN 37216	N/A	PC	TO PURCHASE LIBRARY BOOKS	7,500.
EAST NASHVILLE HOPE EXCHANGE 419 WOODLAND STREET NASHVILLE, TN 37206	N/A	PC	TECHNOLOGY UPGRADE	2,225.
EASTER SEAL SOCIETY OF TENNESSEE 3011 ARMORY DRIVE, SUITE 100 NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	2,210.
EATING DISORDERS COALITION OF TENNESSEE P.O. BOX 121825 NASHVILLE, TN 37212-1825	N/A	PC	TECHNOLOGY UPGRADE	5,275.
END SLAVERY TENNESSEE 50 VANTAGE WAY, SUITE 255 NASHVILLE, TN 37228	N/A	PC	TECHNOLOGY UPGRADE	2,460.
ENROLL AMERICA 1001 G STREET NW, 8TH FLOOR WASHINGTON, DC 20001	N/A	PC	EDUCATION FOR ENROLLMENT WITH AFFORDABLE CARE ACT	1,500.
ENSWORTH SCHOOL 211 ENSWORTH PLACE NASHVILLE, TN 37205-1997	N/A	PC	GENERAL MATCHING SUPPORT	7,500.
ENSWORTH SCHOOL 211 ENSWORTH PLACE NASHVILLE, TN 37205-1997	N/A	PC	GENERAL MATCHING SUPPORT	2,500.
ENSWORTH SCHOOL 211 ENSWORTH PLACE NASHVILLE, TN 37205-1997	N/A	PC	GENERAL MATCHING SUPPORT	12,668.
ENSWORTH SCHOOL 211 ENSWORTH PLACE NASHVILLE, TN 37205-1997	N/A	PC	GENERAL MATCHING SUPPORT	7,500.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAITH FAMILY MEDICAL CLINIC 326 21ST AVE. N. NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	6,700.
FAMILY & CHILDREN'S SERVICE 201 23RD AVE. N. NASHVILLE, TN 37203	N/A	PC	SUPPORT FOR ENROLLMENT WITH AFFORDABLE CARE ACT	60,000.
FAMILY & CHILDREN'S SERVICE 201 23RD AVE. N. NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	5,000.
FAMILY FOUNDATION FUND P.O. BOX 292724 NASHVILLE, TN 37229-2724	N/A	PC	GENERAL MATCHING SUPPORT	500.
FANNIE BATTLE DAY HOME 108 CHAPEL AVENUE NASHVILLE, TN 37206	N/A	PC	GENERAL SUPPORT	10,000.
FANNIE BATTLE DAY HOME 108 CHAPEL AVENUE NASHVILLE, TN 37206	N/A	PC	TECHNOLOGY UPGRADE	2,115.
FASHIONED IN HIS IMAGE TOTAL WOMEN'S CENTER 340-A WEST TRINITY LANE NASHVILLE, TN 37013	N/A	PC	TECHNOLOGY UPGRADE	2,945.
FATHER RYAN HIGH SCHOOL 700 NORWOOD DRIVE NASHVILLE, TN 37204-3500	N/A	PC	GENERAL MATCHING SUPPORT	250.
FEED AMERICA FIRST OF TENNESSEE 1105 BLUE SPRINGS ROAD FRANKLIN, TN 37069	N/A	PC	TECHNOLOGY UPGRADE	3,275.
FIFTY FORWARD 174 RAINS AVE. NASHVILLE, TN 37203-5319	N/A	PC	FACILITY UPGRADE. EQUIPMENT PURCHASE.	100,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST STEPS, INC. 1900 GRAYBAR LANE NASHVILLE, TN 37215	N/A	PC	TECHNOLOGY UPGRADE	5,450.
FRIENDS OF KELLYTOWN P.O. BOX 150732 NASHVILLE, TN 37215-0732	N/A	PC	TO ASSIST WITH LAND PURCHASE	15,000.
FRIENDS OF WARNER PARKS, INC. 50 VAUGHN ROAD NASHVILLE, TN 37221	N/A	PC	TECHNOLOGY UPGRADE	1,380.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	N/A	PC	OPERATING SUPPORT	1,261,275.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	N/A	PC	OPERATING SUPPORT	1,300,000.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	N/A	PC	OPERATING SUPPORT	1,300,000.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	N/A	PC	OPERATING SUPPORT	1,300,000.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	N/A	PC	GENERAL MATCHING SUPPORT	2,500.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	N/A	PC	GENERAL MATCHING SUPPORT	2,500.
FRIST CENTER FOR THE VISUAL ARTS, INC. 919 BROADWAY NASHVILLE, TN 37203	N/A	PC	GENERAL MATCHING SUPPORT	5,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GILDA'S CLUB OF NASHVILLE 1707 DIVISION ST. NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	5,665.
GIRL SCOUTS OF MIDDLE TENNESSEE 4522 GRANNY WHITE PIKE NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	2,160.
GLOBAL EDUCATION CENTER 4822 CHARLOTTE AVE. NASHVILLE, TN 37209-3423	N/A	PC	TECHNOLOGY UPGRADE	2,895.
GUARDIANSHIP AND TRUST CORPORATION 95 WHITE BRIDGE ROAD, SUITE 330 NASHVILLE, TN 37205	N/A	PC	TECHNOLOGY UPGRADE	5,510.
HANDS ON NASHVILLE 37 PEABODY STREET, SUITE 206 NASHVILLE, TN 37210-2229	N/A	PC	GENERAL SUPPORT	25,000.
HANDS ON NASHVILLE 37 PEABODY STREET, SUITE 206 NASHVILLE, TN 37210-2229	N/A	PC	SOFTWARE DEVELOPMENT	100,000.
HARPETH RIVER WATERSHED ASSOCIATION P.O. BOX 1127 FRANKLIN, TN 37065	N/A	PC	TECHNOLOGY UPGRADE	2,830.
HEALING ARTS PROJECT, INC. 4641 CHALMERS AVE. NASHVILLE, TN 37215	N/A	PC	TECHNOLOGY UPGRADE	800.
HEARING BRIDGES 935 EDGEHILL AVENUE NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	4,320.
HOPE CLINIC FOR WOMEN 1810 HAYES STREET NASHVILLE, TN 37203-2504	N/A	PC	BUILDING IMPROVEMENTS	20,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOPE CLINIC FOR WOMEN 1810 HAYES STREET NASHVILLE, TN 37203-2504	N/A	PC	TECHNOLOGY UPGRADE	2,090.
INTREPID COLLEGE PREPARATORY SCHOOL 5432 BELL FORGE LANE EAST ANTIOCH, TN 37013	N/A	PC	TO PURCHASE LIBRARY BOOKS	9,000.
JEFFERSON STREET UNITED MERCHANTS PARTNERSHIP 1215 NINTH AVE. N., SUITE 201 NASHVILLE, TN 37208	N/A	PC	TECHNOLOGY UPGRADE	3,500.
JOVENES EN CAMINO P.O. BOX 2883 BRENTWOOD, TN 37024	N/A	PC	GENERAL MATCHING SUPPORT	500.
JOVENES EN CAMINO P.O. BOX 2883 BRENTWOOD, TN 37024	N/A	PC	GENERAL MATCHING SUPPORT	600.
JOVENES EN CAMINO P.O. BOX 2883 BRENTWOOD, TN 37024	N/A	PC	GENERAL MATCHING SUPPORT	600.
JOVENES EN CAMINO P.O. BOX 2883 BRENTWOOD, TN 37024	N/A	PC	GENERAL MATCHING SUPPORT	700.
JUNIOR ACHIEVEMENT/MIDDLE TENNESSEE CHAPTER 120 POWELL PLACE NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	3,195.
KING'S DAUGHTERS DAY HOME 590 NORTH DUPONT ST. MADISON, TN 37115	N/A	PC	TECHNOLOGY UPGRADE	7,280.
LADIES OF CHARITY OF NASHVILLE 2212 STATE ST. NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	1,735.
<b>Total from continuation sheets</b> .....				



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAND TRUST FOR TENNESSEE, INC. 209 10TH AVE. S., SUITE 327 NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	3,400.
LAND TRUST FOR TENNESSEE, INC. 209 10TH AVE. S., SUITE 327 NASHVILLE, TN 37203	N/A	PC	GENERAL MATCHING SUPPORT	500.
LEADERSHIP NASHVILLE FOUNDATION P.O. BOX 190498 NASHVILLE, TN 37219-0498	N/A	PC	GENERAL SUPPORT	7,500.
MAKE-A-WISH OF MIDDLE TENNESSEE 8119 ISABELLA LANE, SUITE 105A NASHVILLE, TN 37027	N/A	PC	TECHNOLOGY UPGRADE	3,020.
MCNEILLY CENTER FOR CHILDREN 400 MERIDIAN ST. NASHVILLE, TN 37207	N/A	PC	TECHNOLOGY UPGRADE	2,950.
MEN OF VALOR 1420 DONELSON PIKE, SUITE B-6 NASHVILLE, TN 37217	N/A	PC	PURCHASE EQUIPMENT	10,000.
MEN OF VALOR 1420 DONELSON PIKE, SUITE B-6 NASHVILLE, TN 37217	N/A	PC	GENERAL MATCHING SUPPORT	500.
MENDING HEARTS, INC. 1003 43RD AVENUE N. NASHVILLE, TN 37209	N/A	PC	TECHNOLOGY UPGRADE	4,520.
MENTAL HEALTH AMERICA OF MIDDLE TN 295 PLUS PARK BLVD., SUITE 201 NASHVILLE, TN 37217	N/A	PC	TECHNOLOGY UPGRADE	2,700.
METRO ARTS COMMISSION P.O. BOX 196300 NASHVILLE, TN 37219-6300	N/A	PC	TECHNOLOGY UPGRADE	7,500.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONROE HARDING, INC. 1120 GLENDALE LANE NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	3,575.
MUR-CI HOMES, INC. 2984 BABY RUTH LANE ANTIOCH, TN 37013	N/A	PC	GENERAL MATCHING SUPPORT	150.
MUSICIANS ON CALL 1300 DIVISION ST., STE. 207 NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	1,200.
NASHVILLE ADULT LITERACY COUNCIL 4805 PARK AVE., SUITE 211 NASHVILLE, TN 37209	N/A	PC	TECHNOLOGY UPGRADE	6,230.
NASHVILLE CABLE 2817 WEST END AVE., SUITE 202 NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	5,000.
NASHVILLE CHAMBER PUBLIC BENEFIT FOUNDATION 211 COMMERCE ST., SUITE 100 NASHVILLE, TN 37201	N/A	PC	PARTNERSHIP 2020 SUPPORT	5,000.
NASHVILLE CHILDREN'S ALLIANCE 1264 FOSTER AVENUE NASHVILLE, TN 37210	N/A	PC	TECHNOLOGY UPGRADE	20,000.
NASHVILLE CHILDREN'S THEATRE 25 MIDDLETON ST. NASHVILLE, TN 37210	N/A	PC	TECHNOLOGY UPGRADE	5,000.
NASHVILLE CLASSICAL CHARTER SCHOOL 1310 ORDWAY PLACE NASHVILLE, TN 37206	N/A	PC	PURCHASE CLASSROOM ACCESSORIES	10,000.
NASHVILLE DOLPHINS 95 WHITE BRIDGE ROAD, SUITE 221 NASHVILLE, TN 37205	N/A	PC	TECHNOLOGY UPGRADE	2,500.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NASHVILLE FILM FESTIVAL P. O. BOX 24330 NASHVILLE, TN 37202-4330	N/A	PC	AWARDS OF ACHIEVEMENT	25,000.
NASHVILLE FOOD PROJECT 3605 HILLSBORO PIKE NASHVILLE, TN 37215	N/A	PC	TECHNOLOGY UPGRADE	1,600.
NASHVILLE INTERNATIONAL CENTER FOR EMPOWERMENT 417 WELSHWOOD DR. #100 NASHVILLE, TN 37211	N/A	PC	TECHNOLOGY UPGRADE	5,585.
NASHVILLE JAZZ WORKSHOP 1319 ADAMS ST. NASHVILLE, TN 37208	N/A	PC	TECHNOLOGY UPGRADE	1,980.
NASHVILLE OPERA ASSOCIATION 3622 REDMON STREET NASHVILLE, TN 37209	N/A	PC	AWARDS OF ACHIEVEMENT	7,500.
NASHVILLE ORGANIZED FOR ACTION AND HOPE P.O. BOX 331144 NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	5,190.
NASHVILLE PUBLIC LIBRARY FOUNDATION 615 CHURCH STREET NASHVILLE, TN 37219-2314	N/A	SO III FI	AWARDS OF ACHIEVEMENT	7,500.
NASHVILLE PUBLIC RADIO 630 MAINSTREAM DRIVE NASHVILLE, TN 37228-1204	N/A	PC	GENERAL SUPPORT	25,000.
NASHVILLE PUBLIC TELEVISION COUNCIL 161 RAINS AVENUE NASHVILLE, TN 37203-5330	N/A	PC	PRODUCE AND AIR ARTQUEST SPOTS	75,000.
NASHVILLE SAFE HAVEN FAMILY SHELTER 1234 THIRD AVE. S. NASHVILLE, TN 37210	N/A	PC	TECHNOLOGY UPGRADE	6,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NASHVILLE SHAKESPEARE FESTIVAL 161 RAINS AVENUE NASHVILLE, TN 37203	N/A	PC	EQUIPMENT PURCHASE	21,500.
NASHVILLE ZOO, INC. 3777 NOLENSVILLE PIKE NASHVILLE, TN 37211	N/A	PC	CAPITAL CAMPAIGN	2,000,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVE. NW, SUITE 220 WASHINGTON, DC 20036-4336	N/A	PC	GENERAL SUPPORT	1,000.
NATIONS MINISTRY CENTER P.O. BOX 128154 NASHVILLE, TN 37212-8154	N/A	PC	TECHNOLOGY UPGRADE	3,000.
NATIVE AMERICAN INDIAN ASSOCIATION 230 SPENCE LANE NASHVILLE, TN 37210-3623	N/A	PC	TECHNOLOGY UPGRADE	800.
NEEDLINK NASHVILLE P.O. BOX 91107 NASHVILLE, TN 37209-1107	N/A	PC	GENERAL SUPPORT	50,000.
NEIGHBORHOODS RESOURCE CENTER 1312 THIRD AVE. N. NASHVILLE, TN 37208	N/A	PC	TECHNOLOGY UPGRADE	2,200.
NEW LEVEL COMMUNITY DEVELOPMENT CORP. 1112 JEFFERSON ST. NASHVILLE, TN 37208	N/A	PC	TECHNOLOGY UPGRADE	1,200.
NURSES FOR NEWBORNS OF TENNESSEE 50 VANTAGE WAY, SUITE 101 NASHVILLE, TN 37228	N/A	PC	TECHNOLOGY UPGRADE	1,620.
OPEN TABLE NASHVILLE 210 MORTON AVE. NASHVILLE, TN 37211	N/A	PC	HOMELESS OUTREACH SUPPLIES	10,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OPEN TABLE NASHVILLE 210 MORTON AVE. NASHVILLE, TN 37211	N/A	PC	TECHNOLOGY UPGRADE	5,100.
OPERATION STAND DOWN TENNESSEE 1125 12TH AVE. S. NASHVILLE, TN 37203-4709	N/A	PC	SUPPORT OF CAMPAIGN TO PURCHASE AND RENOVATE BUILDING	125,000.
OWL'S HILL NATURE SANCTUARY 545 BEECH CREEK ROAD SOUTH BRENTWOOD, TN 37027	N/A	PC	TECHNOLOGY UPGRADE	1,370.
PASTORAL COUNSELING CENTERS 100 VINE COURT NASHVILLE, TN 37205-2052	N/A	PC	TECHNOLOGY UPGRADE	8,495.
PEARLPOINT CANCER SUPPORT 310 25TH AVENUE NORTH, SUITE 301 NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	5,600.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601 WASHINGTON, DC 20036	N/A	PC	GENERAL SUPPORT	5,000.
PRESTON TAYLOR MINISTRIES P.O. BOX 90442 NASHVILLE, TN 37209-0442	N/A	PC	TECHNOLOGY UPGRADE	2,375.
PROGRESS, INC. 319 EZELL PIKE NASHVILLE, TN 37217	N/A	PC	TECHNOLOGY UPGRADE	3,250.
PROJECT REFLECT EDUCATION PROGRAMS 3307 BRICK CHURCH PIKE NASHVILLE, TN 37207	N/A	PC	TECHNOLOGY UPGRADE	875.
PROJECT RETURN, INC. 806 FOURTH AVE. S. NASHVILLE, TN 37210	N/A	PC	PURCHASE OF 12-PASSENGER VAN	25,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROJECT TRANSFORMATION TENNESSEE 522 RUSSELL STREET NASHVILLE, TN 37206	N/A	PC	TECHNOLOGY UPGRADE	2,500.
PURPOSE PREPARATORY ACADEMY 220 VENTURE CIRCLE NASHVILLE, TN 37228	N/A	PC	UNDERWRITE GRADUATION CEREMONIES OR PROFESSIONAL DEVELOPMENT	8,700.
RALLY FOUNDATION FOR CHILDHOOD CANCER RESEARCH 4700 LEALAND LANE NASHVILLE, TN 37220	N/A	PC	GENERAL MATCHING SUPPORT	1,000.
REAL FAMILIES REAL MOMS OF EAST NASHVILLE 927 DOUGLAS AVE. NASHVILLE, TN 37206	N/A	PC	EQUIPMENT AND TECHNOLOGY	3,000.
RENEWAL HOUSE, INC. 3410 CLARKSVILLE HIGHWAY NASHVILLE, TN 37228-0356	N/A	PC	TECHNOLOGY UPGRADE	3,800.
REPUBLIC SCHOOLS NASHVILLE 3515 GALLATIN PIKE NASHVILLE, TN 37216	N/A	PC	TECHNOLOGY OR LEADERSHIP DEVELOPMENT	10,000.
RIDE FOR READING P.O. BOX 160037 NASHVILLE, TN 37216-0037	N/A	PC	TECHNOLOGY UPGRADE	3,560.
ROCHELLE CENTER 1020 SOUTHSIDE COURT NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	2,450.
ROCKETOWN OF MIDDLE TENNESSEE 601 4TH AVE. S, NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	7,500.
ROOFTOP FOUNDATION 3511 GALLATIN ROAD, SUITE 202 NASHVILLE, TN 37216	N/A	PC	GENERAL MATCHING SUPPORT	4,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SADDLE UP! 1549 OLD HILLSBORO ROAD FRANKLIN, TN 37069-9136	N/A	PC	TECHNOLOGY UPGRADE	4,000.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	N/A	PC	GENERAL MATCHING SUPPORT	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	N/A	PC	GENERAL MATCHING SUPPORT	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	N/A	PC	GENERAL MATCHING SUPPORT	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	N/A	PC	GENERAL MATCHING SUPPORT	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	N/A	PC	GENERAL MATCHING SUPPORT	600.
SAINT HENRY CHURCH 6401 HARDING ROAD NASHVILLE, TN 37205	N/A	PC	GENERAL MATCHING SUPPORT	600.
SALAMA FELLOWSHIP URBAN MINISTRIES 1205 EIGHTH AVE. S. NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	905.
SALVATION ARMY 631 DICKERSON PIKE NASHVILLE, TN 37207	N/A	PC	PROJECT TO INTEGRATE SERVICES INTO A CASE MANAGEMENT APPROACH	50,000.
SALVATION ARMY 631 DICKERSON PIKE NASHVILLE, TN 37207	N/A	PC	CAPITAL SUPPORT	100,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	N/A	PC	TECHNOLOGY UPGRADE	5,710.
SERVE & PROTECT 1201 LONGSTREET CIRCLE BRENTWOOD, TN 37027	N/A	PC	GENERAL SUPPORT	3,000.
SERVE & PROTECT 1201 LONGSTREET CIRCLE BRENTWOOD, TN 37027	N/A	PC	TECHNOLOGY UPGRADE	2,500.
SILOAM FAMILY HEALTH CENTER 820 GALE LANE NASHVILLE, TN 37204-3012	N/A	PC	TECHNOLOGY UPGRADE	4,900.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 100 PEACHTREE ST., NW, SUITE 2080 ATLANTA, GA 30303	N/A	PC	GENERAL SUPPORT	8,000.
SOUTHERN ALLIANCE FOR PEOPLE & ANIMAL WELFARE 310 KEETON AVENUE OLD HICKORY, TN 37138	N/A	PC	TECHNOLOGY UPGRADE	1,385.
SPECIAL EDUCATION ADVOCACY CENTER 4322 HARDING PIKE, SUITE 417, PMB 87 NASHVILLE, TN 37205	N/A	PC	TECHNOLOGY UPGRADE	865.
SPECIAL OLYMPICS TENNESSEE 461 CRAIGHEAD ST. NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	2,720.
SPORTS 4 ALL FOUNDATION 5827 CHARLOTTE PIKE NASHVILLE, TN 37209	N/A	PC	TECHNOLOGY UPGRADE	1,110.
SPRING HILL COLLEGE 4000 DAUPHIN STREET MOBILE, AL 36608	N/A	PC	GENERAL MATCHING SUPPORT	500.
<b>Total from continuation sheets</b> .....				



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. LUKE'S COMMUNITY HOUSE 5601 NEW YORK AVENUE NASHVILLE, TN 37209-1495	N/A	PC	TECHNOLOGY UPGRADE	2,340.
STARS NASHVILLE 1704 CHARLOTTE AVENUE, SUITE 200 NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	1,900.
STEM PREPARATORY ACADEMY 116 FOSTER AVE. NASHVILLE, TN 37210	N/A	PC	TO PURCHASE BOOKS OR EQUIPMENT	8,800.
STREET THEATRE COMPANY P.O. BOX 160979 NASHVILLE, TN 37216-0979	N/A	PC	TECHNOLOGY UPGRADE	375.
SUMNER COUNTY CASA 393 MAPLE STREET, SUITE 400 GALLATIN, TN 37066	N/A	PC	TECHNOLOGY UPGRADE	1,500.
SUPREME COURT OF TENNESSEE 511 UNION STREET NASHVILLE, TN 37219	N/A	PC	GENERAL SUPPORT FOR SCALES PROGRAM	5,000.
TEACH FOR AMERICA 220 ATHENS WAY, SUITE 300 NASHVILLE, TN 37228	N/A	PC	SUPPORT FOR TFA PROGRAM	100,000.
TENNESSEE ALLIANCE FOR LEGAL SERVICES 50 VANTAGE WAY, SUITE 250 NASHVILLE, TN 37228	N/A	PC	FUNDING FOR STATEWIDE STUDY	65,100.
TENNESSEE ALLIANCE FOR LEGAL SERVICES 50 VANTAGE WAY, SUITE 250 NASHVILLE, TN 37228	N/A	PC	TECHNOLOGY UPGRADE	6,395.
TENNESSEE ALLIANCE FOR LEGAL SERVICES 50 VANTAGE WAY, SUITE 250 NASHVILLE, TN 37228	N/A	PC	AWARDS OF ACHIEVEMENT	7,500.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TENNESSEE ASSOCIATION OF BLIND ATHLETES 300 BERKLEY DR., APT. A10 MADISON, TN 37115	N/A	PC	SUPPORT TO STRENGTHEN BOARD	1,000.
TENNESSEE BREAST CANCER COALITION 3939 OLD HICKORY BOULEVARD OLD HICKORY, TN 37138	N/A	PC	TECHNOLOGY UPGRADE	2,270.
TENNESSEE COALITION TO END DOMESTIC AND SEXUAL VIOLENCE 2 INTERNATIONAL PLAZA DR., SUITE 425 NASHVILLE, TN 37217	N/A	PC	TECHNOLOGY UPGRADE	2,695.
TENNESSEE CONFERENCE ON SOCIAL WELFARE P.O. BOX 291231 NASHVILLE, TN 37229-1231	N/A	PC	TECHNOLOGY UPGRADE	300.
TENNESSEE CRAFT P.O. BOX 120066 NASHVILLE, TN 37212-0066	N/A	PC	TECHNOLOGY UPGRADE	1,400.
TENNESSEE ENVIRONMENTAL COUNCIL ONE VANTAGE WAY, SUITE E-250 NASHVILLE, TN 37228-1587	N/A	PC	TECHNOLOGY UPGRADE	3,200.
TENNESSEE FOREIGN LANGUAGE INSTITUTE FUND 220 FRENCH LANDING DRIVE NASHVILLE, TN 37243-1002	N/A	PC	TECHNOLOGY UPGRADE	500.
TENNESSEE FOREIGN LANGUAGE INSTITUTE FUND 220 FRENCH LANDING DRIVE NASHVILLE, TN 37243-1002	N/A	PC	AWARDS OF ACHIEVEMENT	25,000.
TENNESSEE HEALTH CARE CAMPAIGN, INC. 1321 MURFREESBORO ROAD, SUITE 155 NASHVILLE, TN 37217	N/A	PC	TECHNOLOGY PURCHASES	6,885.
TENNESSEE HEALTH CARE CAMPAIGN, INC. 1321 MURFREESBORO ROAD, SUITE 155 NASHVILLE, TN 37217	N/A	PC	TECHNOLOGY UPGRADE	10,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TENNESSEE HISTORICAL SOCIETY 305 SIXTH AVENUE NORTH NASHVILLE, TN 37243-0084	N/A	PC	TECHNOLOGY UPGRADE	1,095.
TENNESSEE IMMIGRANT AND REFUGEE RIGHTS COALITION 2195 NOLENSVILLE PIKE NASHVILLE, TN 37211	N/A	PC	TECHNOLOGY UPGRADE	3,130.
TENNESSEE INDEPENDENT COLLEGES AND UNIVERSITIES ASSOCIATION 1031 17TH AVE. S. NASHVILLE, TN 37212-2201	N/A	PC	TECHNOLOGY UPGRADE	2,050.
TENNESSEE JUSTICE CENTER, INC. 301 CHARLOTTE AVENUE NASHVILLE, TN 37201	N/A	PC	SOFTWARE DEVELOPMENT	25,000.
TENNESSEE JUSTICE CENTER, INC. 301 CHARLOTTE AVENUE NASHVILLE, TN 37201	N/A	PC	TECHNOLOGY UPGRADE	5,000.
TENNESSEE PARKS AND GREENWAYS FOUNDATION 117 30TH AVE. S. NASHVILLE, TN 37212	N/A	PC	TO HELP PRESERVE THE WEST MEADE WATERFALL	10,000.
TENNESSEE PARKS AND GREENWAYS FOUNDATION 117 30TH AVE. S. NASHVILLE, TN 37212	N/A	PC	TECHNOLOGY UPGRADE	900.
TENNESSEE SCENIC RIVERS ASSOCIATION 2204 PAULA DRIVE MADISON, TN 37115	N/A	PC	TECHNOLOGY UPGRADE	2,200.
TENNESSEE STATE MUSEUM FOUNDATION JAMES K. POLK BUILDING 505 DEADERICK STREET NASHVILLE, TN 37243-1120	N/A	PC	GENERAL SUPPORT	2,500.
TENNESSEE STATE MUSEUM FOUNDATION JAMES K. POLK BUILDING 505 DEADERICK STREET NASHVILLE, TN 37243-1120	N/A	PC	TECHNOLOGY UPGRADE	1,840.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TENNESSEE STATE UNIVERSITY FOUNDATION 3500 JOHN A. MERRITT BLVD. CAMPUS BOX 9542 NASHVILLE, TN 37209-1561	N/A	PC	SUPPORT FOR THE 2015 SOCIAL EQUITY LEADERSHIP CONFERENCE	3,000.
TENNESSEE WILDLIFE FEDERATION 300 ORLANDO AVENUE, SUITE 200 NASHVILLE, TN 37209-3257	N/A	PC	TECHNOLOGY UPGRADE	4,000.
TENNESSEE WILDLIFE RESOURCES FOUNDATION 5000 LINBAR DRIVE, SUITE 265 NASHVILLE, TN 37211	N/A	PC	GENERAL MATCHING SUPPORT	500.
TENNESSEE WOMEN'S THEATER PROJECT P.O. BOX 158525 NASHVILLE, TN 37215-8525	N/A	PC	TECHNOLOGY UPGRADE	3,750.
THE ARC OF DAVIDSON COUNTY 111 NORTH WILSON BLVD. NASHVILLE, TN 37205	N/A	PC	TECHNOLOGY UPGRADE	8,700.
THE ARC OF TENNESSEE 151 ATHENS WAY, SUITE 100 NASHVILLE, TN 37228	N/A	PC	TECHNOLOGY COLLABORATION	14,800.
THE BRIDGE MINISTRY P.O. BOX 463 GOODLETTSVILLE, TN 37070	N/A	PC	TECHNOLOGY UPGRADE	7,000.
THE CONSERVANCY FOR THE PARTHENON AND CENTENNIAL PARK P.O. BOX 196340 NASHVILLE, TN 37219-6340	N/A	PC	TECHNOLOGY UPGRADE	1,990.
THE CONSERVANCY FOR THE PARTHENON AND CENTENNIAL PARK P.O. BOX 196340 NASHVILLE, TN 37219-6340	N/A	PC	AWARDS OF ACHIEVEMENT	7,500.
THE CONTRIBUTOR P.O. BOX 332023 NASHVILLE, TN 37203	N/A	PC	AWARDS OF ACHIEVEMENT	7,500.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE FAMILY CENTER 139 THOMPSON LANE NASHVILLE, TN 37211	N/A	PC	TECHNOLOGY UPGRADE	1,500.
THE HOUSING FUND, INC. 305 11TH AVENUE SOUTH NASHVILLE, TN 37203	N/A	PC	TECHNOLOGY UPGRADE	5,500.
THE NEXT DOOR P.O. BOX 23336 NASHVILLE, TN 37202-3336	N/A	PC	RELOCATION	100,000.
THE REFUGE CENTER FOR COUNSELING 103 FORREST CROSSING BLVD., SUITE 102 FRANKLIN, TN 37064	N/A	PC	TECHNOLOGY UPGRADE	2,320.
TRAVELLERS REST 636 FARRELL PARKWAY NASHVILLE, TN 37220	N/A	PC	TECHNOLOGY UPGRADE	2,785.
UNITED WAY OF METROPOLITAN NASHVILLE 250 VENTURE CIRCLE NASHVILLE, TN 37228	N/A	PC	SUPPORT FOR UNITED WAY CAMPAIGN	25,000.
UNITED WAY OF METROPOLITAN NASHVILLE 250 VENTURE CIRCLE NASHVILLE, TN 37228	N/A	PC	SUPPORT FOR UNITED WAY CAMPAIGN	25,000.
UNITED WAY OF METROPOLITAN NASHVILLE 250 VENTURE CIRCLE NASHVILLE, TN 37228	N/A	PC	GENERAL MATCHING SUPPORT	5,000.
UNITED WAY OF METROPOLITAN NASHVILLE 250 VENTURE CIRCLE NASHVILLE, TN 37228	N/A	PC	GENERAL MATCHING SUPPORT	7,332.
UNIVERSITY OF VIRGINIA OFFICE OF UNIVERSITY DEVELOPMENT P.O. BOX 68348 NASHVILLE, TN 22904-4807	N/A	PC	GENERAL MATCHING SUPPORT	10,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
URBAN GREEN LAB P.O. BOX 68348 NASHVILLE, TN 37206-8348	N/A	PC	TECHNOLOGY UPGRADE	1,040.
URBAN HOUSING SOLUTIONS 822 WOODLAND ST. NASHVILLE, TN 37206	N/A	PC	TECHNOLOGY UPGRADE	9,200.
VALOR COLLEGIATE ACADEMY 209 10TH AVE., SOUTH, SUITE 416 NASHVILLE, TN 37203	N/A	PC	MULTI-SPORT PLAYING SURFACE	10,000.
VANDERBILT BLAIR SCHOOL OF MUSIC 2400 BLAKEMORE AVENUE NASHVILLE, TN 37212-3499	N/A	PC	GENERAL MATCHING SUPPORT	5,000.
VANDERBILT COLLEGE OF ARTS AND SCIENCES 301 KIRKLAND HALL NASHVILLE, TN 37240	N/A	PC	GENERAL MATCHING SUPPORT	1,250.
VANDERBILT UNIVERSITY 211 KIRKLAND HALL NASHVILLE, TN 37212-0158	N/A	PC	SUPPORT SCHOOL OF SCIENCE AND MATH OPEN TO HIGH SCHOOL STUDENTS	5,000.
VANDERBILT UNIVERSITY GIFT PROCESSING CENTER VU STATION B #357727 NASHVILLE, TN 37235-7727	N/A	PC	GENERAL MATCHING SUPPORT	28,055.
WALDEN'S PUDDLE, INC. P.O. BOX 641 JOELTON, TN 37080-0641	N/A	PC	TECHNOLOGY UPGRADE	1,160.
WALK/BIKE NASHVILLE 1101 17TH AVE. SOUTH NASHVILLE, TN 37212	N/A	PC	TECHNOLOGY UPGRADE	3,300.
WELCOME HOME MINISTRIES P.O. BOX 100183 NASHVILLE, TN 37224	N/A	PC	TECHNOLOGY UPGRADE	1,485.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTMINSTER PRESBYTERIAN CHURCH 3900 WEST END AVE. NASHVILLE, TN 37205	N/A	PC	GENERAL MATCHING SUPPORT	1,000.
WESTMINSTER PRESBYTERIAN CHURCH 3900 WEST END AVE. NASHVILLE, TN 37205	N/A	PC	GENERAL MATCHING SUPPORT	5,000.
WOODMONT CHRISTIAN CHURCH 3601 HILLSBORO ROAD NASHVILLE, TN 37215	N/A	PC	GENERAL MATCHING SUPPORT	7,000.
WORKERS' DIGNITY PROJECT 3013 NOLENSVILLE PIKE NASHVILLE, TN 37211	N/A	PC	TECHNOLOGY UPGRADE	2,750.
WORLD RELIEF INC./NASHVILLE 1655 MURFREESBORO PIKE, SUITE G NASHVILLE, TN 37217	N/A	PC	TRAIN AND MENTOR IMMIGRANTS FOR JOBS	50,000.
YELLOWSTONE CLUB COMMUNITY FOUNDATION ONE YELLOWSTONE CLUB TRAIL 1111 RESEARCH., UNIT B BOZEMAN, MT 59718	N/A	PC	GENERAL MATCHING SUPPORT	500.
YMCA OF MIDDLE TENNESSEE 1000 CHURCH STREET NASHVILLE, TN 37203	N/A	PC	SUPPORT FOR CAMP WIDJIWAGAN	10,000.
YMCA OF MIDDLE TENNESSEE 1000 CHURCH STREET NASHVILLE, TN 37203	N/A	PC	GENERAL MATCHING SUPPORT	7,000.
YOU CAN MAKE IT HOME OWNERSHIP CENTER 660 FITZHUGH BLVD., SUITE 105 SMYRNA, TN 37167	N/A	PC	TECHNOLOGY UPGRADE	4,450.
YOU HAVE THE POWER 2814 12TH AVE. S., SUITE 211 NASHVILLE, TN 37204	N/A	PC	TECHNOLOGY UPGRADE	1,360.
<b>Total from continuation sheets</b> .....				







# Underpayment of Estimated Tax by Corporations

Department of the Treasury  
Internal Revenue Service

▶ Attach to the corporation's tax return. **FORM 990-PF**

**2014**

▶ Information about Form 2220 and its separate instructions is at [www.irs.gov/form2220](http://www.irs.gov/form2220).

Name <b>THE FRIST FOUNDATION</b>	Employer identification number <b>62-1134070</b>
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**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

<b>Part I Required Annual Payment</b>			
1 Total tax (see instructions) .....		<b>1</b>	<b>567,454.</b>
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	<b>2b</b>		
c Credit for federal tax paid on fuels (see instructions) .....	<b>2c</b>		
d Total. Add lines 2a through 2c .....	<b>2d</b>		
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....		<b>3</b>	<b>567,454.</b>
4 Enter the tax shown on the corporation's 2013 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> .....		<b>4</b>	<b>698,503.</b>
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....		<b>5</b>	<b>567,454.</b>

<b>Part II Reasons for Filing</b> - Check the boxes below that apply. If any boxes are checked, the corporation <b>must</b> file Form 2220 even if it does not owe a penalty (see instructions).	
6 <input type="checkbox"/> The corporation is using the adjusted seasonal installment method.	
7 <input checked="" type="checkbox"/> The corporation is using the annualized income installment method.	
8 <input checked="" type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.	

<b>Part III Figuring the Underpayment</b>					
		(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990-PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	<b>9</b>	<b>05/15/14</b>	<b>06/15/14</b>	<b>09/15/14</b>	<b>12/15/14</b>
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column. ....	<b>10</b>	<b>39,360.</b>	<b>244,367.</b>	<b>141,864.</b>	<b>119,747.</b>
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	<b>11</b>	<b>338,434.</b>	<b>200,000.</b>		<b>10,000.</b>
<i>Complete lines 12 through 18 of one column before going to the next column.</i>					
12 Enter amount, if any, from line 18 of the preceding column .....	<b>12</b>		<b>299,074.</b>	<b>254,707.</b>	<b>112,843.</b>
13 Add lines 11 and 12 .....	<b>13</b>		<b>499,074.</b>	<b>254,707.</b>	<b>122,843.</b>
14 Add amounts on lines 16 and 17 of the preceding column .....	<b>14</b>				
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b>	<b>338,434.</b>	<b>499,074.</b>	<b>254,707.</b>	<b>122,843.</b>
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>		<b>0.</b>	<b>0.</b>	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	<b>17</b>				
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	<b>18</b>	<b>299,074.</b>	<b>254,707.</b>	<b>112,843.</b>	

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	<b>19</b>			
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2014 and before 7/1/2014	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{365}$	<b>22</b> \$	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2014 and before 10/1/2014	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{365}$	<b>24</b> \$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2014 and before 1/1/2015	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	<b>26</b> \$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2014 and before 4/1/2015	<b>27</b>			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	<b>28</b> \$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2015 and before 7/1/2015	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	<b>30</b> \$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2015 and before 10/01/2015	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	<b>32</b> \$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2015 and before 1/1/2016	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	<b>34</b> \$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2015 and before 2/16/2016	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$	<b>36</b> \$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36	<b>37</b> \$	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	<b>38</b>			\$ 0.

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

**Schedule A** Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

**Form 1120S filers:** For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

**Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.)**

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
<b>1</b> Enter taxable income for the following periods:					
<b>a</b> Tax year beginning in 2011 .....	<b>1a</b>				
<b>b</b> Tax year beginning in 2012 .....	<b>1b</b>				
<b>c</b> Tax year beginning in 2013 .....	<b>1c</b>				
<b>2</b> Enter taxable income for each period for the tax year beginning in 2014 (see instructions for the treatment of extraordinary items).	<b>2</b>				
<b>3</b> Enter taxable income for the following periods:		First 4 months	First 6 months	First 9 months	Entire year
<b>a</b> Tax year beginning in 2011 .....	<b>3a</b>				
<b>b</b> Tax year beginning in 2012 .....	<b>3b</b>				
<b>c</b> Tax year beginning in 2013 .....	<b>3c</b>				
<b>4</b> Divide the amount in each column on line 1a by the amount in column (d) on line 3a .....	<b>4</b>				
<b>5</b> Divide the amount in each column on line 1b by the amount in column (d) on line 3b .....	<b>5</b>				
<b>6</b> Divide the amount in each column on line 1c by the amount in column (d) on line 3c .....	<b>6</b>				
<b>7</b> Add lines 4 through 6 .....	<b>7</b>				
<b>8</b> Divide line 7 by 3.0 .....	<b>8</b>				
<b>9a</b> Divide line 2 by line 8 .....	<b>9a</b>				
<b>b</b> Extraordinary items (see instructions) .....	<b>9b</b>				
<b>c</b> Add lines 9a and 9b .....	<b>9c</b>				
<b>10</b> Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ...	<b>10</b>				
<b>11a</b> Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a .....	<b>11a</b>				
<b>b</b> Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b .....	<b>11b</b>				
<b>c</b> Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c .....	<b>11c</b>				
<b>12</b> Add lines 11a through 11c .....	<b>12</b>				
<b>13</b> Divide line 12 by 3.0 .....	<b>13</b>				
<b>14</b> Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d) .....	<b>14</b>				
<b>15</b> Enter any alternative minimum tax for each payment period (see instructions) .....	<b>15</b>				
<b>16</b> Enter any other taxes for each payment period (see instr)	<b>16</b>				
<b>17</b> Add lines 14 through 16 .....	<b>17</b>				
<b>18</b> For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) .....	<b>18</b>				
<b>19</b> Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0- .....	<b>19</b>				

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**Part II - Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20	Annualization periods (see instructions)				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	1,311,980.	9,676,540.	14,804,949.	20,450,211.
22	Annualization amounts (see instructions)	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22	7,871,880.	38,706,160.	29,609,898.	27,266,880.
23b	Extraordinary items (see instructions)				
23c	Add lines 23a and 23b	7,871,880.	38,706,160.	29,609,898.	27,266,880.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	157,438.	774,123.	592,198.	545,338.
25	Enter any alternative minimum tax for each payment period (see instructions)				
26	Enter any other taxes for each payment period (see instr)				
27	Total tax. Add lines 24 through 26	157,438.	774,123.	592,198.	545,338.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	157,438.	774,123.	592,198.	545,338.
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30	39,360.	387,062.	444,149.	545,338.

**Part III - Required Installments**

<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.					
		1st installment	2nd installment	3rd installment	4th installment
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31	39,360.	387,062.	444,149.	545,338.
33	Add the amounts in all preceding columns of line 32 (see instructions)		39,360.	283,727.	425,591.
34	<b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0-	39,360.	347,702.	160,422.	119,747.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter	141,864.	141,863.	141,864.	141,863.
36	Subtract line 38 of the preceding column from line 37 of the preceding column		102,504.		
37	Add lines 35 and 36	141,864.	244,367.	141,864.	141,863.
38	<b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	39,360.	244,367.	141,864.	119,747.

Form 2220 (2014)

\*\* ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION

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

**2014**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to your tax return.**  
▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2014, and ending **DEC 31**, 2014

Attachment Sequence No. **118**

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> <b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2014, and ending <b>DEC 31</b> , 2014
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**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

<b>F1</b> Name and address of foreign partnership  <b>BAIN CAPITAL VIII COINVESTMENT FUND, L.P</b> <b>JOHN HANCOCK TOWER</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>	<b>2(a)</b> EIN (if any) <b>98-0425022</b>  <b>2(b)</b> Reference ID number <b>BAINVIIICO</b>  <b>3</b> Country under whose laws organized <b>CAYMAN ISLANDS</b>
--	---

<b>4</b> Date of organization <b>06/16/2004</b>	<b>5</b> Principal place of business	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
--	--------------------------------------	---	--	---	--------------------------------------

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

<b>1</b> Name, address, and identifying number of agent (if any) in the United States	<b>2</b> Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <b>E-FILE</b>
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<b>3</b> Name and address of foreign partnership's agent in country of organization, if any <b>MAPLES CORP SVCS LTD, UGLAND HOUSE</b> <b>SOUTH CHURCH STREET, P.O. BOX 309</b> <b>GEORGE TOWN, GRAND CAYMAN, CAYMAN ISL</b>	<b>4</b> Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different <b>BAIN CAPITAL VIII COINVEST FUND, LP</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>
--	--

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

**6** Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return ▶ \_\_\_\_\_

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

**8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ▶  Yes     No

**b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ▶  Yes     No

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____	Date _____
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Print/Type preparer's name <b>TEDRA K. ARMSTRONG, CPA</b>	Preparer's signature _____	Date _____	Check <input type="checkbox"/> if self-employed	PTIN <b>P00499556</b>
Firm's name ▶ <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b>			Firm's EIN ▶ <b>62-1517876</b>	
Firm's address ▶ <b>3100 WEST END AVENUE, STE 700 NASHVILLE, TN 37203</b>			Phone no. <b>(615) 292-3011</b>	



**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Information about Schedule O (Form 8865) and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).

OMB No. 1545-1668

**2014**

Name of transferor <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
Name of foreign partnership <b>BAIN CAPITAL VIII COINVESTMENT FU JOHN HANCOCK TOWER</b>	EIN (if any) <b>98-0425022</b>
Reference ID number (see instr) <b>BAINVIIICO</b>	

**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			29,882.				0.00522348
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

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

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**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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2014



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

**2014**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to your tax return.**  
▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2014, and ending **DEC 31**, 2014

Attachment Sequence No. **118**

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> <b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2014, and ending <b>DEC 31</b> , 2014
--	--

**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

<b>F1</b> Name and address of foreign partnership  <b>BAIN CAPITAL ASIA FUND II, L.P.</b> <b>JOHN HANCOCK TOWER</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>	<b>2(a)</b> EIN (if any) <b>98-0691286</b>  <b>2(b)</b> Reference ID number <b>BAINASIAII</b>  <b>3</b> Country under whose laws organized <b>CAYMAN ISLANDS</b>
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<b>4</b> Date of organization <b>11/18/2011</b>	<b>5</b> Principal place of business	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
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**G** Provide the following information for the foreign partnership's tax year:

<b>1</b> Name, address, and identifying number of agent (if any) in the United States	<b>2</b> Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <b>E-FILE</b>
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<b>3</b> Name and address of foreign partnership's agent in country of organization, if any <b>MAPLES CORP SVCS LTD, UGLAND HOUSE</b> <b>SOUTH CHURCH STREET, P.O. BOX 309</b> <b>GEORGE TOWN, GRAND CAYMAN, CAYMAN ISL</b>	<b>4</b> Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different <b>BAIN CAP ASIA FUND II, LP</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>
--	--

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

**6** Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return ▶ \_\_\_\_\_

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

**8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ▶  Yes     No

**b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ▶  Yes     No

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____	Date _____
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<b>Paid Preparer Use Only</b> Print/Type preparer's name <b>TEDRA K. ARMSTRONG, CPA</b>	Preparer's signature _____	Date _____	Check <input type="checkbox"/> if self-employed	PTIN <b>P00499556</b>
Firm's name ▶ <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b>			Firm's EIN ▶ <b>62-1517876</b>	
Firm's address ▶ <b>3100 WEST END AVENUE, STE 700 NASHVILLE, TN 37203</b>			Phone no. <b>(615) 292-3011</b>	



**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Information about Schedule O (Form 8865) and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).

OMB No. 1545-1668

**2014**

Name of transferor <b>THE FRIST FOUNDATION</b>		Filer's identifying number <b>62-1134070</b>	
Name of foreign partnership <b>BAIN CAPITAL ASIA FUND II, L.P. JOHN HANCOCK TOWER</b>		EIN (if any) <b>98-0691286</b>	Reference ID number (see instr) <b>BAINASIAII</b>

**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			<b>822,184.</b>				<b>0.0012797</b>
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

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

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**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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2014

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

**2014**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to your tax return.**  
▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2014, and ending **DEC 31**, 2014

Attachment Sequence No. **118**

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> <b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2014, and ending <b>DEC 31</b> , 2014
--	--

**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

<b>F1</b> Name and address of foreign partnership  <b>BAIN CAPITAL IX COINVESTMENT FUND, L.P.</b> <b>JOHN HANCOCK TOWER</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>	<b>2(a)</b> EIN (if any) <b>98-0480739</b>  <b>2(b)</b> Reference ID number <b>BAINIXCO</b>  <b>3</b> Country under whose laws organized <b>CAYMAN ISLANDS</b>
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<b>4</b> Date of organization <b>04/07/2006</b>	<b>5</b> Principal place of business	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
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**G** Provide the following information for the foreign partnership's tax year:

<b>1</b> Name, address, and identifying number of agent (if any) in the United States	<b>2</b> Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <b>E-FILE</b>
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<b>3</b> Name and address of foreign partnership's agent in country of organization, if any <b>MAPLES CORP SVCS LTD, UGLAND HOUSE</b> <b>SOUTH CHURCH STREET, P.O. BOX 309</b> <b>GEORGE TOWN, GRAND CAYMAN, CAYMAN ISL</b>	<b>4</b> Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different <b>BAIN CAPITAL IX COINVESTMENT FUND, LP</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>
--	--

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

**6** Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return ...

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

**8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b.  Yes  No

**b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)?  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 <b>TEDRA K. ARMSTRONG, CPA</b>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN <b>P00499556</b>
Firm's name <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b>			Firm's EIN <b>62-1517876</b>	
Firm's address <b>3100 WEST END AVENUE, STE 700 NASHVILLE, TN 37203</b>			Phone no. <b>(615) 292-3011</b>	



**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Information about Schedule O (Form 8865) and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).

OMB No. 1545-1668

**2014**

Name of transferor <b>THE FRIST FOUNDATION</b>		Filer's identifying number <b>62-1134070</b>
Name of foreign partnership <b>BAIN CAPITAL IX COINVESTMENT FUND JOHN HANCOCK TOWER</b>	EIN (if any) <b>98-0480739</b>	Reference ID number (see instr) <b>BAINIXCO</b>

**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	04/01/14		5,000.				0.00044865
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

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**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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2014

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

**2014**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to your tax return.**  
▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning **MAR 25**, 2014, and ending **DEC 31**, 2014

Attachment Sequence No. **118**

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/>
	<b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2014, and ending <b>DEC 31</b> , 2014

**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

**F1** Name and address of foreign partnership

**GNDI HOLDINGS I, L.P.**  
**C/O BAIN CAPITAL**  
**200 CLARENDON STREET FL 41**  
**BOSTON, MA 02116-5016**

**2(a)** EIN (if any) **98-1164156**

**2(b)** Reference ID number **GNDI**

**3** Country under whose laws organized **CAYMAN ISLANDS**

<b>4</b> Date of organization <b>03/25/2014</b>	<b>5</b> Principal place of business	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
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**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:  
 Form 1042  Form 8804  Form 1065 or 1065-B  
Service Center where Form 1065 or 1065-B is filed:  
**E-FILE**

**3** Name and address of foreign partnership's agent in country of organization, if any  
**MAPLES CORP SVCS LTD, UGLAND HOUSE**  
**SOUTH CHURCH STREET, P.O. BOX 309**  
**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  
**GNDI HOLDINGS I, L.P. C/O BAIN CAPITA**  
**200 CLARENDON STREET FL 41**  
**BOSTON, MA 02116-5016**

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

**6** Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return

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

**8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b.  Yes  No

**b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)?  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 \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>TEDRA K. ARMSTRONG, CPA</b>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN <b>P00499556</b>
	Firm's name <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b>	Firm's EIN <b>62-1517876</b>		Phone no. <b>(615) 292-3011</b>	
	Firm's address <b>3100 WEST END AVENUE, STE 700 NASHVILLE, TN 37203</b>				





**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Information about Schedule O (Form 8865) and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).

OMB No. 1545-1668

**2014**

Name of transferor <b>THE FRIST FOUNDATION</b>		Filer's identifying number <b>62-1134070</b>
Name of foreign partnership <b>GNDI HOLDINGS I, L.P. C/O BAIN CAPITAL</b>	EIN (if any) <b>98-1164156</b>	Reference ID number (see instr) <b>GNDI</b>

**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	05/19/14		135,834.				0.00093604
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

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

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**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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2014

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

**2014**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to your tax return.**  
▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2014, and ending **DEC 31**, 2014

Attachment Sequence No. **118**

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/>
	<b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2014, and ending <b>DEC 31</b> , 2014

**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

**F1** Name and address of foreign partnership

**BAIN CAPITAL FUND XI, L.P.**  
**JOHN HANCOCK TOWER**  
**200 CLARENDON STREET FL 41**  
**BOSTON, MA 02116-5016**

<b>2(a)</b> EIN (if any) <b>98-1060041</b>
<b>2(b)</b> Reference ID number <b>BAINXI</b>
<b>3</b> Country under whose laws organized <b>CAYMAN ISLANDS</b>

<b>4</b> Date of organization <b>06/26/2012</b>	<b>5</b> Principal place of business	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
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**G** Provide the following information for the foreign partnership's tax year:

<b>1</b> Name, address, and identifying number of agent (if any) in the United States	<b>2</b> Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <b>E-FILE</b>
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<b>3</b> Name and address of foreign partnership's agent in country of organization, if any <b>MAPLES CORP SVCS LTD, UGLAND HOUSE</b> <b>SOUTH CHURCH STREET, P.O. BOX 309</b> <b>GEORGE TOWN, GRAND CAYMAN, CAYMAN ISL</b>	<b>4</b> Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different <b>BAIN CAPITAL FUND XI, L.P.</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>
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**5** Were any special allocations made by the foreign partnership?  Yes  No

**6** Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return

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

**8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b.  Yes  No

**b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)?  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
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<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>TEDRA K. ARMSTRONG, CPA</b>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN <b>P00499556</b>
	Firm's name <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b>	Firm's EIN <b>62-1517876</b>		Phone no. <b>(615) 292-3011</b>	
	Firm's address <b>3100 WEST END AVENUE, STE 700 NASHVILLE, TN 37203</b>				



**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Information about Schedule O (Form 8865) and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).

OMB No. 1545-1668

**2014**

Name of transferor <b>THE FRIST FOUNDATION</b>		Filer's identifying number <b>62-1134070</b>
Name of foreign partnership <b>BAIN CAPITAL FUND XI, L.P. JOHN HANCOCK TOWER</b>	EIN (if any) <b>98-1060041</b>	Reference ID number (see instr) <b>BAINXI</b>

**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			189,166.				0.00030352
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

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**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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2014

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

**2014**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to your tax return.**  
▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2014, and ending **DEC 31**, 2014

Attachment Sequence No. **118**

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> <b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2014, and ending <b>DEC 31</b> , 2014
--	--

**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

<b>F1</b> Name and address of foreign partnership  <b>BAIN CAPITAL FUND VIII, LP</b> <b>JOHN HANCOCK TOWER</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>	<b>2(a)</b> EIN (if any) <b>98-0425021</b>  <b>2(b)</b> Reference ID number <b>BAINVIII</b>  <b>3</b> Country under whose laws organized <b>CAYMAN ISLANDS</b>
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<b>4</b> Date of organization <b>06/11/2004</b>	<b>5</b> Principal place of business	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTING</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.)
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**G** Provide the following information for the foreign partnership's tax year:

<b>1</b> Name, address, and identifying number of agent (if any) in the United States	<b>2</b> Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <b>E-FILE</b>
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<b>3</b> Name and address of foreign partnership's agent in country of organization, if any <b>MAPLES CORP SVCS LTD, UGLAND HOUSE</b> <b>SOUTH CHURCH STREET, P.O. BOX 309</b> <b>GEORGE TOWN, GRAND CAYMAN, CAYMAN ISL</b>	<b>4</b> Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different <b>BAIN CAPITAL FUND VIII, LP</b> <b>200 CLARENDON STREET FL 41</b> <b>BOSTON, MA 02116-5016</b>
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**5** Were any special allocations made by the foreign partnership? ▶  **Yes**     **No**

**6** Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return ▶ \_\_\_\_\_

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

**8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ▶  **Yes**     **No**

**b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ▶  **Yes**     **No**

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member	Date
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Print/Type preparer's name <b>Paid Preparer Use Only</b> <b>TEDRA K. ARMSTRONG, CPA</b>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN <b>P00499556</b>
Firm's name ▶ <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b>			Firm's EIN ▶ <b>62-1517876</b>	
Firm's address ▶ <b>3100 WEST END AVENUE, STE 700 NASHVILLE, TN 37203</b>			Phone no. <b>(615) 292-3011</b>	



**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Information about Schedule O (Form 8865) and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).

OMB No. 1545-1668

**2014**

Name of transferor <b>THE FRIST FOUNDATION</b>		Filer's identifying number <b>62-1134070</b>
Name of foreign partnership <b>BAIN CAPITAL FUND VIII, LP JOHN HANCOCK TOWER</b>	EIN (if any) <b>98-0425021</b>	Reference ID number (see instr) <b>BAINVIII</b>

**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			2,464.				0.00023767
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

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

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**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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2014

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

**2014**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to your tax return.**  
▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2014, and ending **DEC 31**, 2014

Attachment Sequence No. **118**

Name of person filing this return <b>THE FRIST FOUNDATION</b>	Filer's identifying number <b>62-1134070</b>
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Filer's address (if you are not filing this form with your tax return)	<b>A</b> Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> <b>B</b> Filer's tax year beginning <b>JAN 1</b> , 2014, and ending <b>DEC 31</b> , 2014
--	--

**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

**F1** Name and address of foreign partnership

**PETERSHILL II OFFSHORE L.P.**  
**C/O GSAM TAX DEPARTMENT**  
**30 HUDSON STREET, 15TH FLOOR**  
**JERSEY CITY, NJ 07302-4699**

2(a) EIN (if any) <b>98-1146440</b>
2(b) Reference ID number <b>PETERSHILL</b>
3 Country under whose laws organized <b>CAYMAN ISLANDS</b>

4 Date of organization <b>10/04/2013</b>	5 Principal place of business	6 Principal business activity code number <b>523900</b>	7 Principal business activity <b>INVESTING</b>	8a Functional currency <b>USD</b>	8b Exchange rate (see instr.)
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**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: <b>E-FILE</b>
--	---

3 Name and address of foreign partnership's agent in country of organization, if any <b>INTERTRUST CORP SVCS (CAYMAN) LT</b> <b>190 ELGIN AVE,</b> <b>GEORGE TOWN, GRAND CAYMAN, CAYMAN ISL</b>	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 <b>PETERSHILL II OFFSHORE LP</b> <b>30 HUDSON STREET, 15TH FL</b> <b>JERSEY CITY, NJ 07302-4699</b>
--	---

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

6 Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return ... ▶

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

8a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ▶  Yes  No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ▶  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 <b>TEDRA K. ARMSTRONG,</b> <b>CPA</b>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN <b>P00499556</b>
Firm's name ▶ <b>FAULKNER MACKIE &amp; COCHRAN, P.C.</b>			Firm's EIN ▶ <b>62-1517876</b>	
Firm's address ▶ <b>3100 WEST END AVENUE, STE 700</b> <b>NASHVILLE, TN 37203</b>			Phone no. <b>(615) 292-3011</b>	







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

OMB No. 1545-0026

▶ **Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).**  
 ▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment  
 Sequence No. **128**

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

Name of transferor <b>THE FRIST FOUNDATION</b>	Identifying number (see instructions) <b>62-1134070</b>
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- 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>GNDI HOLDINGS I, L.P.</b>	<b>98-1164156</b>

- 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)

Name of transferee (foreign corporation) <b>BCBH PARTICIPACOES S.A.</b>	4a Identifying number, if any
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Address (including country) <b>NO 31 - CONJ. 72 CONSOLACAO    RUA FERNANDO DE ALBUQU, SAO PAULO BRAZIL</b>	4b Reference ID number <b>BCBH</b>
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**6** Country code of country of incorporation or organization  
**BR**

**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	05/20/2014		128,863.		
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 final and temp. Regs. sec. 1.367(a)-4(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):

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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 .0300 %

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 final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 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 text entry.

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

OMB No. 1545-0026

▶ Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).  
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment  
 Sequence No. **128**

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

Name of transferor <b>THE FRIST FOUNDATION</b>	Identifying number (see instructions) <b>62-1134070</b>
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- 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) <b>BROAD STREET REAL ESTATE CREDIT PTRS II OFFSHORE FEEDER</b>	4a Identifying number, if any
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5 Address (including country) <b>PO BOX 309 UGLAND HOUSE        GRAND CAYMAN, GRAND CAYMAN KY1-1104 CAYMAN ISLANDS</b>	4b Reference ID number <b>BROADSTREET</b>
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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			800,000.		
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 final and temp. Regs. sec. 1.367(a)-4(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):

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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 .1301 % (b) After .6471 %

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 final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 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 providing details for question 17b.



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

OMB No. 1545-0026

▶ **Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).**  
 ▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment  
 Sequence No. **128**

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

Name of transferor <b>THE FRIST FOUNDATION</b>	Identifying number (see instructions) <b>62-1134070</b>
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- 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>BAIN CAPITAL ASIA FUND II, L.P.</b>	<b>98-0691286</b>

- 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)

<b>3</b> Name of transferee (foreign corporation) <b>EMCURE PHARMACEUTICALS LIMITED</b>	<b>4a</b> Identifying number, if any
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<b>5</b> Address (including country) <b>R.B. ESTATE        DAPODI, PUNE - 411 012 MAHARASHTRA INDIA</b>	<b>4b</b> Reference ID number <b>EMCURE</b>
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**6** Country code of country of incorporation or organization  
**IN**

**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	04/28/2014		159,706.		
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 final and temp. Regs. sec. 1.367(a)-4(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):

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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 .0200 %

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 final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 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)?

15a 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?

17a 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

▶ **Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).**  
 ▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment  
 Sequence No. **128**

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

Name of transferor <b>THE FRIST FOUNDATION</b>	Identifying number (see instructions) <b>62-1134070</b>
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- 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>BAIN CAPITAL ASIA FUND II, L.P.</b>	<b>98-0691286</b>

- 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)

Name of transferee (foreign corporation) <b>BAIN CAPITAL LIONBRIDGE CAYMAN LTD.</b>	4a Identifying number, if any <b>98-1192857</b>
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5 Address (including country) <b>PO BOX 309 UGLAND HOUSE    GRAND CAYMAN, GRAND CAYMAN KY1-1104 CAYMAN ISLANDS</b>	4b Reference ID number
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**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	09/17/2014		220,897.		
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 final and temp. Regs. sec. 1.367(a)-4(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):

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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 .1000 %

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 final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 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

▶ **Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).**  
 ▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment  
 Sequence No. **128**

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

Name of transferor <b>THE FRIST FOUNDATION</b>	Identifying number (see instructions) <b>62-1134070</b>
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- 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>BAIN CAPITAL ASIA FUND II, L.P.</b>	<b>98-0691286</b>

- 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)

<b>3</b> Name of transferee (foreign corporation) <b>K.K. BCJ-11</b>	<b>4a</b> Identifying number, if any
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<b>5</b> Address (including country) <b>5F, PALACE BUILDING 1-1-1 MARUNOUCHI CHIYODA-KU TOKYO, TOKYO 100-0005 JAPAN</b>	<b>4b</b> Reference ID number <b>KKBCJ11</b>
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**6** Country code of country of incorporation or organization  
**HK**

**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	01/31/2014		244,376.		
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 final and temp. Regs. sec. 1.367(a)-4(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):

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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 .1300 %

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 final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 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

▶ **Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).**  
 ▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment  
 Sequence No. **128**

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

Name of transferor <b>THE FRIST FOUNDATION</b>	Identifying number (see instructions) <b>62-1134070</b>
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- 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>BAIN CAPITAL ASIA FUND II, L.P.</b>	<b>98-0691286</b>

- 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) <b>BAIN CAPITAL ROAR PARENT PTY LIMITED</b>	4a Identifying number, if any
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5 Address (including country) <b>LEVEL 37, 2 PARK STREET    SYDNEY, NEW SOUTH WALES 2000 AUSTRALIA</b>	4b Reference ID number <b>BCROAR</b>
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6 Country code of country of incorporation or organization  
**AS**

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	05/30/2014		110,553.		
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 final and temp. Regs. sec. 1.367(a)-4(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):

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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 .1400 %

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 final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 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

▶ Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).  
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment  
 Sequence No. **128**

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

Name of transferor <b>THE FRIST FOUNDATION</b>	Identifying number (see instructions) <b>62-1134070</b>
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- 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>PETERSHILL II OFFSHORE LP</b>	<b>98-1146440</b>

- 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)

Name of transferee (foreign corporation) <b>GOWER II MASTER FUND LP</b>	4a Identifying number, if any <b>98-1169628</b>
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5 Address (including country) <b>C/O GSAM TAX DEPARTMENT, 30 HUDSON STREET, 15TH FLOOR    JERSEY CITY, NJ 07302-4699 CAYMAN ISLANDS</b>	4b Reference ID number
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**6** Country code of country of incorporation or organization  
**CJ**

**7** Foreign law characterization (see instructions)  
**PARTNERSHIP**

- 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			449,596.		
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 final and temp. Regs. sec. 1.367(a)-4(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):

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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 1.0400 %

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 final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 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

▶ **Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).**  
 ▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment  
 Sequence No. **128**

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

Name of transferor <b>THE FRIST FOUNDATION</b>	Identifying number (see instructions) <b>62-1134070</b>
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- 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>PETERSHILL II OFFSHORE LP</b>	<b>98-1146440</b>

- 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) <b>CAXTON GLOBAL INVESTMENTS LTD</b>	4a Identifying number, if any
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5 Address (including country) <b>C/O CITCO FUND SERVICES LTD, 3RD FLOOR, TELLENGANA HOUSE CORK, IRELAND</b>	4b Reference ID number <b>CAXTON</b>
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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	10/01/2014		306,967.		
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 final and temp. Regs. sec. 1.367(a)-4(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):

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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 1.0400 %

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 final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 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 providing details for question 17b.

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

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TOTAL PUBLICLY TRADED	80,215,510.	63,248,463.	0.	0.	16,967,047.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SHEPHERD INVESTMENTS INTERNATIONAL LTD	262,529.	29,443.	0.	0.	233,086.	06/24/04 12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
US HOUSING RECOVERY FUND OFFSHORE, LTD.	2,947,692.	1,994,436.	0.	0.	953,256.	05/01/12 12/31/14

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS DISTRESSED OPPORTUNITIES FUND II OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
300,153.	83,917.	0.	0.
(F) GAIN OR LOSS	216,236.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS PRIVATE EQUITY PARTNERS 2000 OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
49,474.	22,899.	0.	0.
(F) GAIN OR LOSS	26,575.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS PEP TECHNOLOGY FUND 2000 OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
120,275.	92,351.	0.	0.
(F) GAIN OR LOSS	27,924.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS VINTAGE FUND III OFFSHORE, LP	PURCHASED	12/24/12	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
3,786,800.	2,207,914.	0.	0.
(F) GAIN OR LOSS	1,578,886.		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
GS VINTAGE FUND IV OFFSHORE, LP	969,180.	433,621.	0.	PURCHASED	12/24/12	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CROW HOLDINGS REALTY PARTNERS V-A, LP	373,821.	166,214.	0.	PURCHASED	11/01/07	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CROW HOLDINGS REALTY PARTNERS IV-A, LP	645,219.	337,602.	0.	PURCHASED	01/01/07	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BAIN CAPITAL FUND VIII, LP	94,702.	0.	0.	PURCHASED	01/01/04	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAIN CAPITAL VIII COINVESTMENT FUND	336,430.	0.	0.	0.	336,430.	PURCHASED	01/01/04	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAIN CAPITAL IX COINVESTMENT FUND, LP	93,766.	0.	0.	0.	93,766.	PURCHASED	01/01/04	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAIN CAPITAL (OSI) IX COINVESTMENT LP	21,838.	0.	0.	0.	21,838.	PURCHASED	01/01/04	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAIN CAPITAL ASIA FUND, LP	0.	92,846.	0.	0.	-92,846.	PURCHASED	01/01/07	12/31/14

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAIN CAPITAL ASIA II FUND, LP	PURCHASED	07/19/12	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
22,550.	0.	0.	0.
			22,550.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MT KELLETT CAPITAL PARTNERS II ACCESS, LP	PURCHASED	02/25/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
187,349.	280,923.	0.	0.
			-93,574.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS PRIVATE EQUITY PARTNERS II OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	66,501.	0.	0.
			-66,501.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS PRIVATE EQUITY PARTNERS OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	36,612.	0.	0.
			-36,612.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
46,745.	19,398.	0.	0.
			27,347.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS CAPITAL PARTNERS 2000 OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
180,641.	0.	0.	0.
			180,641.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS CAPITAL PARTNERS III OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
58,998.	0.	0.	0.
			58,998.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS CAPITAL PARTNERS V OFFSHORE, LP	PURCHASED	02/03/11	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
637,050.	47,052.	0.	0.
			589,998.



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
GS ANCHORAGE ILLIQUID OPPORTUNITIES ACCESS	513,730.	0.	0.	PURCHASED	02/08/10	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
OZ OVERSEAS FUND II, LTD.	7,076,132.	4,645,481.	0.	PURCHASED	06/24/04	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BROAD STREET REAL ESTATE CREDIT PARTNERS	35,515.	0.	0.	PURCHASED	07/24/13	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
JPMORGAN IIF TAX-EXEMPT, LP	3.	0.	0.	PURCHASED	12/06/07	12/31/14

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GS PETERSHILL II OFFSHORE L.P.	PURCHASED	01/23/14	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
46,208.	0.	0.	0.
(F) GAIN OR LOSS	46,208.		
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			25,216,637.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TEMPORARY CASH INVESTMENTS	7,008.	7,008.	
TOTAL TO PART I, LINE 3	7,008.	7,008.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS FROM STOCKS	4,318,108.	0.	4,318,108.	4,318,108.	
INTEREST INCOME - TAXABLE BONDS	282,173.	0.	282,173.	282,173.	
K-1 BAIN CAPITAL ASIA FUND II, LP (DIVIDENDS)	1,912.	0.	1,912.	1,912.	
K-1 BAIN CAPITAL ASIA FUND II, LP (INTEREST)	955.	0.	955.	955.	
K-1 BAIN CAPITAL ASIA FUND, LP (DIVIDENDS)	18,392.	0.	18,392.	18,392.	
K-1 BAIN CAPITAL ASIA FUND, LP (INTEREST)	1,367.	0.	1,367.	1,367.	

K-1 BAIN CAPITAL FUND VIII COINVESTMENT FUND,	3.	0.	3.	3.
K-1 BAIN CAPITAL FUND VIII, LP (INTEREST)	2.	0.	2.	2.
K-1 BAIN CAPITAL FUND XI, L.P. (INTEREST)	8.	0.	8.	8.
K-1 BAIN CAPITAL IX COINVESTMENT FUND, LP	2.	0.	2.	2.
K-1 CROW HOLDINGS REALTY PARTNERS IV-A, LP	6,566.	0.	6,566.	6,566.
K-1 CROW HOLDINGS REALTY PARTNERS V-A, LP (INTEREST)	23,995.	0.	23,995.	23,995.
K-1 GLOBAL ATLANTIC FINANCIAL GROUP LIMITED	2,258.	0.	2,258.	2,258.
K-1 GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.	5,820.	0.	5,820.	5,820.
K-1 GS CAPITAL PARTNERS V OFFSHORE L.P.(DIV)	9,581.	0.	9,581.	9,581.
K-1 GS CAPITAL PARTNERS V OFFSHORE L.P.(INT)	7,855.	0.	7,855.	7,855.
K-1 GS PETERSHILL II, L.P. (INTEREST)	1,334.	0.	1,334.	1,334.
K-1 GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE,	118.	0.	118.	118.
K-1 GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE,	962.	0.	962.	962.
K-1 GS PRIVATE EQUITY PARTNERS II OFFSHORE, L.P.	1.	0.	1.	1.
K-1 JPMORGAN IIF TAX-EXEMPT LP (INTEREST)	44,490.	0.	44,490.	44,490.
K-1 MOUNT KELLETT CAPITAL PTRS II ACCESS LP (DIV)	17,084.	0.	17,084.	17,084.
K-1 MOUNT KELLETT CAPITAL PTRS II ACCESS LP (INT)	26,534.	0.	26,534.	26,534.
TO PART I, LINE 4	4,769,520.	0.	4,769,520.	4,769,520.

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 ASIA FUND, L.P. (OTHER INCOME)	2,643.	2,643.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (OTHER INVESTMENT LOSS)	-2,873.	-2,873.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (OTHER INCOME)	237,896.	237,896.	
K-1 CROW HOLDING REALTY PARTNERS IV-A LP (UNRELATED BUSINESS TAXABLE LOSS)	-48,768.	0.	
K-1 CROW HOLDINGS REALTY PARTNERS V-A LP (UNRELATED BUSINESS TAXABLE INCOME)	14,504.	0.	
K-1 CROW HOLDINGS REALTY PARTNERS V-A LP (OTHER INCOME)	2,738.	2,738.	
K-1 JPMORGAN IIF TAX-EXEMPT LP (OTHER INCOME)	70,510.	70,510.	
K-1 JPMORGAN IIF TAX-EXEMPT LP (BOOK/TAX DIFFERENCE)	-91,928.	0.	
K-1 MOUNT KELLETT CAPITAL PTRS II ACCESS FUND, LP (OTHER LOSS)	-2,001.	-2,001.	
K-1 MOUNT KELLETT CAPITAL PTRS II ACCESS (UNRELATED BUSINESS TAXABLE INCOME)	108,611.	0.	
K-1 RYE SELECT BROAD MARKET FUND, L.P. (BOOK/TAX DIFFERENCE)	1,349.	0.	
K-1 GS PRIVATE EQUITY PARTNERS II OFFSHORE, L.P. (OTHER INCOME)	3,744.	3,744.	
K-1 GS PRIVATE EQUITY PARTNERS II OFFSHORE, L.P. (BOOK/TAX DIFFERENCE)	-1,187.	0.	
K-1 GS PRIVATE EQUITY PARTNERS OFFSHORE, L.P. (BOOK/TAX DIFFERENCE)	-255.	0.	
K-1 GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, L.P. (BOOK/TAX DIFFERENCE)	17,729.	0.	
K-1 GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, L.P. (OTHER INCOME)	3,360.	3,360.	
K-1 GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, L.P. (UNRELATED BUS TAX INC)	231.	0.	
K-1 GS CAPITAL PARTNERS 2000 OFFSHORE, L.P. (OTHER INCOME)	1,622.	1,622.	
K-1 GS CAPITAL PARTNERS III OFFSHORE, L.P. (BOOK/TAX DIFFERENCE)	-47,918.	0.	

K-1 GS CAPITAL PARTNERS V OFFSHORE, L.P. (OTHER INCOME)	46,519.	46,519.
K-1 GS CAPITAL PARTNERS V OFFSHORE, L.P. (UNRELATED BUSINESS TAXABLE INC)	376.	0.
K-1 GLOBAL ATLANTIC FINANCIAL GROUP LIMITED (OTHER LOSS)	-56.	-56.
K-1 GS PETERSHILL II, L.P. (BOOK/TAX DIFFERENCE)	-5,096.	0.
K-1 GS CAPITAL PARTNERS V OFFSHORE, L.P. (BOOK/TAX DIFFERENCE)	56,126.	0.
K-1 GS PETERSHILL II, L.P. (UNRELATED BUSINESS TAXABLE LOSS)	-2,982.	0.
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>364,894.</b>	<b>364,102.</b>

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	48,121.	29,000.		19,121.
TO FORM 990-PF, PG 1, LN 16B	48,121.	29,000.		19,121.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	1,037,214.	1,037,214.		0.
TO FORM 990-PF, PG 1, LN 16C	1,037,214.	1,037,214.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES - CURRENT AND DEFERRED	1,010,183.	0.		0.
PAYROLL TAXES	19,451.	0.		19,451.
TO FORM 990-PF, PG 1, LN 18	1,029,634.	0.		19,451.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DATA PROCESSING FEES	531.	0.		518.
TELEPHONE	3,850.	0.		3,850.
POSTAGE & SHIPPING	891.	0.		891.
DUES & SUBSCRIPTIONS	1,150.	0.		1,150.
REPAIRS & MAINTENANCE	6,204.	0.		6,204.
OFFICE SUPPLIES	5,882.	0.		5,836.
INSURANCE	948.	0.		948.
LIMITED PARTNERSHIP EXPENSES	329,044.	329,044.		0.
TO FORM 990-PF, PG 1, LN 23	348,500.	329,044.		19,397.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT 9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER EQUIPMENT	53,186.	50,132.	3,054.	3,054.
FURNITURE	54,095.	54,095.	0.	
LEASEHOLD IMPROVEMENTS	95,222.	95,222.	0.	
TO 990-PF, PART II, LN 14	202,503.	199,449.	3,054.	3,054.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HCA INC COMMON STOCK	1,812,072.	112,084,878.
OZ OVERSEAS FUND II LTD	162,768.	257,850.
SHEPHERD INVESTMENTS INT'L LTD.	71,415.	171,447.
GS DISTRESSED OPPORTUNITIES FUND II OFFSHORE, L.P.	114,782.	381,812.
GS PRIVATE EQUITY PARTNERS 2000 OFFSHORE, L.P.	130,845.	131,126.
GS PRIVATE EQUITY PARTNERS TECHNOLOGY FUND 2000 OFFSHORE, L.P.	55,286.	269,822.
GS VINTAGE FUND III OFFSHORE, L.P.	3,428,231.	3,637,542.
GS VINTAGE FUND IV OFFSHORE, L.P.	3,970,402.	5,712,305.
BROAD STREET REAL ESTATE CREDIT PARTNERS II OFFSHORE FEEDER FUND, L.P.	1,000,000.	985,152.
WESTRIDGE ENHANCED S&P 500 INDEX	6,520,467.	317,820.
GS TACTICAL TILT IMPLEMENTATION FUND INST	18,456,043.	18,292,001.
ABBOTT LABORATORIES CMN	146,648.	225,010.
ABBVIE INC. CMN	115,348.	242,717.
AGCO CORP CMN	117,803.	96,864.
AGILENT TECHNOLOGIES, INC. CMN	140,913.	186,891.
AMERICAN INTL GROUP, INC. CMN	210,314.	267,840.
AMERIPRISE FINANCIAL, INC. CMN	106,964.	222,841.
AMERISOURCEBERGEN CORPORATION CMN	100,410.	132,175.
ANSYS INC CMN	119,997.	128,986.
APPLE, INC. CMN	326,192.	568,126.
APPLIED MATERIALS INC CMN	164,693.	204,593.
BANKUNITED INC CMN	164,635.	160,407.
BLACKROCK, INC. CMN	120,445.	230,626.
BOEING COMPANY CMN	205,944.	356,015.
CALIFORNIA RESOURCES CORP CMN	8,068.	5,786.
CENTURYLINK INC CMN	185,413.	216,226.
CHECK POINT SOFTWARE TECH. LTD ORDINARY SHARES	167,658.	215,832.
CIT GROUP INC. CMN CLASS	224,062.	251,442.
CITIGROUP INC. CMN	235,201.	259,890.
CITRIX SYSTEMS INC CMN	166,188.	185,594.
CME GROUP INC. CMN CLASS A	204,242.	302,031.
CVS HEALTH CORP CMN	159,113.	285,270.
DANA HOLDING CORPORATION CMN	102,184.	125,614.
DEVON ENERGY CORPORATION (NEW) CMN	169,328.	147,210.
E.I. DU PONT DE NEMOURS AND CO CMN	127,696.	214,944.
ECOLAB INC CMN	88,538.	166,918.
EXXON MOBIL CORPORATION CMN	128,719.	168,351.
FIDELITY NATL INFO SVCS INC CMN	82,233.	160,600.
GENUINE PARTS CO. CMN	94,567.	196,195.
HEXCEL CORPORATION (NEW) CMN	126,397.	131,191.
HUNTINGTON BANCSHARES INCORPOR CMN	110,859.	130,690.
INGERSOLL-RAND PLC CMN	109,418.	180,852.
INVESTORS BANCORP, INC. CMN	121,111.	126,798.
J.M. SMUCKER CO. CMN	107,754.	119,358.

JACOBS ENGINEERING GRP CMN	128,232.	111,144.
KOHL'S CORP (WISCONSIN) CMN	165,226.	207,353.
MARSH & MCLENNAN CO INC CMN	131,931.	213,448.
MASCO CORPORATION CMN	139,687.	220,021.
MC DONALDS CORP CMN	198,279.	200,705.
METLIFE, INC. CMN	176,287.	181,634.
MICROSOFT CORPORATION CMN	298,924.	496,643.
MORGAN STANLEY CMN	215,165.	263,607.
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN	176,877.	199,146.
NORTHERN TRUST CORP CMN	185,381.	194,516.
OCCIDENTAL PETROLEUM CORP CMN	223,436.	211,762.
ORACLE CORPORATION CMN	200,131.	328,596.
PEPSICO INC CMN	162,795.	211,531.
PRAXAIR, INC CMN SERIES	167,313.	244,221.
ROCK-TENN CO. CL. A CMN CLASS A	115,110.	191,233.
ROCKWELL COLLINS, INC. CMN	170,339.	229,279.
SEAGATE TECHNOLOGY PLC CMN	142,190.	212,800.
TEXAS INSTRUMENTS INC. CMN	153,458.	279,301.
THE HOME DEPOT, INC. CMN	177,157.	231,669.
TIME WARNER INC. CMN	138,282.	269,073.
TJX COMPANIES INC (NEW) CMN	106,218.	270,274.
UNITED TECHNOLOGIES CORP CMN	175,909.	205,620.
UNITEDHEALTH GROUP INCORPORATE CMN	132,751.	320,051.
VECTREN CORP CMN	127,771.	179,742.
VISA INC. CMN CLASS A	103,333.	286,847.
VISTEON CORPORATION CMN	163,251.	256,357.
WISCONSIN ENERGY CORP(HLDG CO) CMN	105,622.	187,596.
DEUTSCHE X-TRACKERS MSCI EAFE EQUITY ETF	11,710,535.	11,610,000.
ISHARES MSCI EMERGING MKTS ETF	2,476,432.	2,318,110.
ENERGY SELECT SECTOR SPDR FUND ETF	2,497,139.	2,414,380.
SPDR S&P 500 ETF TRUST	8,079,277.	14,333,332.
VANGUARD SPECIALIZED PORTFOLIO VANGUARD DIVIDEND APPRECIATION MUTUAL FUND CL	6,634,569.	9,739,200.
ISHARES MSCI EAFE ETF	6,397,979.	7,921,368.
SPDR S&P 500 ETF TRUST	10,570,122.	17,121,482.
ABERDEEN ASSET MANAGEMENT PLC ADR CMN	456,730.	452,869.
AETNA INC CMN	323,442.	343,772.
ANTHEM, INC. CMN	194,410.	229,222.
APPLE, INC. CMN	239,019.	283,345.
BOEING COMPANY CMN	396,445.	401,768.
CHECK POINT SOFTWARE TECH. LTD ORDINARY SHARES	204,852.	226,360.
CHUBB CORP CMN	318,498.	343,831.
CISCO SYSTEMS, INC. CMN	251,832.	284,214.
COLGATE-PALMOLIVE CO CMN	171,218.	169,516.
DISCOVERY COMMUNICATIONS, INC. CMN	825,417.	804,424.
DOVER CORPORATION CMN	294,193.	278,560.
EVEREST RE GROUP LTD CMN	428,697.	458,107.
FOSSIL GROUP INC. CMN	275,175.	288,810.
FRANKLIN RESOURCES INC CMN	456,800.	446,947.
INTERCONTINENTAL HOTELS GROUP SPONSORED ADR CMN	109,982.	112,661.
LVMH MOET HENNESSY LOUIS VUITTON S.A. ADR CMN	233,131.	212,808.
MASTERCARD INCORPORATED CMN CLASS A	435,268.	453,546.
MSC INDUSTRIAL DIRECT CO INC CL-A CLASS A	233,361.	230,263.
NASDAQ OMX GROUP, INC. CMN	247,654.	283,683.



ORACLE CORPORATION CMN	775,590.	841,119.
PARKER-HANNIFIN CORP. CMN	425,330.	451,970.
PRICE T ROWE GROUP INC CMN	276,564.	282,651.
SABRE CORPORATION CMN	333,018.	343,779.
STARWOOD HOTELS & RESORTS CMN	67,326.	69,963.
STATE STREET CORPORATION (NEW) CMN	304,901.	340,533.
THE BANK OF NY MELLON CORP CMN	257,902.	283,422.
TIME WARNER INC. CMN	69,068.	70,130.
UNILEVER N.V. NY SHS (NEW) ADR CMN	226,086.	225,964.
VERIZON COMMUNICATIONS INC. CMN	344,790.	339,389.
VISA INC. CMN CLASS A	353,634.	452,557.
WALT DISNEY COMPANY (THE) CMN	253,927.	287,091.
WATERS CORPORATION COMMON STOCK	113,471.	113,847.
ACE LIMITED CMN	487,576.	591,287.
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN	391,042.	408,181.
ASML HOLDING N.V. ADR CMN	474,634.	564,167.
CANADIAN NATIONAL RAILWAY CO. CMN	357,133.	452,119.
CANADIAN PACIFIC RAILWAY LTD CMN	385,542.	516,795.
CHR. HANSEN HOLDING A/S SPONSORED ADR CMN	479,053.	535,557.
COCA-COLA ENTERPRISES, INC. CMN	425,907.	454,935.
CORE LABORATORIES N.V. CMN	486,872.	357,410.
FANUC CORP UNSPONSORED ADR CMN	361,472.	362,628.
INDIVIOR PLC SPONSORED ADR CMN	14,261.	13,142.
INDUSTRIA DE DISENO TEXTIL IND ADR CMN	444,540.	432,928.
LVMH MOET HENNESSY LOUIS VUITTON S.A. ADR CMN	244,690.	211,752.
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS)	449,138.	467,440.
NOVO-NORDISK A/S ADR ADR CMN	381,937.	434,330.
NOVOZYMES AS UNSPONSORED ADR CMN	376,581.	399,720.
PERRIGO CO PLC CMN	454,945.	492,788.
RECKITT BENCKISER GROUP PLC SPONSORED ADR CMN	505,542.	472,654.
SENSATA TECHNOLOGIES HLDG N .V CMN	369,857.	503,870.
SGS S.A. ADR CMN	456,247.	405,446.
SHOPRITE HOLDINGS LTD SPONSORED ADR CMN ADR		
RATIO UNKNOWN	244,950.	223,439.
SUN ART RETAIL GROUP LTD ADR CMN	404,681.	265,998.
SVENSKA CELLULOSA AB SPON ADR SPONSORED ADR CMN		
CLASS B	400,383.	309,659.
SWATCH GROUP SA (THE) ADR CMN	226,474.	216,971.
SYSMEX CORP ADR CMN	163,790.	246,269.
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS	551,548.	728,648.
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN ADD		
ADR REL 19358779	335,912.	438,909.
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR		
REPSTG SER V SHS	250,213.	204,763.
YANDEX N.V. CMN	288,459.	183,120.
ABB LTD SPONSORED ADR CMN	165,740.	152,936.
ABERDEEN ASSET MANAGEMENT PLC ADR CMN	129,283.	119,684.
ADIDAS AG ADR CMN	95,965.	86,109.
ALLIANZ SE ADR CMN	90,617.	103,858.
AMADEUS IT HLDG S A ADR CMN	52,010.	108,415.
AMCOR LTD ADR (NEW) ADR CMN	174,236.	199,816.
AVAGO TECHNOLOGIES LTD CMN	74,891.	218,079.

BAIDU, INC. SPONSORED ADR CMN	70,332.	164,138.
BANCO BRADESCO S.A. ADR CMN SERIES	242,087.	207,409.
BRAMBLES LIMITED UNSPONSORED ADR CMN	90,581.	114,601.
BRF SA SPONSORED ADR CMN	80,410.	82,682.
BRITISH AMERICAN TOBACCO PLC SPONS ADR	186,098.	211,327.
BUNZL PLC SPONSORED ADR CMN	71,553.	134,169.
CANADIAN NATIONAL RAILWAY CO. CMN	75,843.	133,961.
CARLSBERG AS SPONSORED ADR CMN	173,625.	129,545.
CENOVUS ENERGY INC. CMN	91,007.	55,921.
CENTRICA PLC SPONSORED ADR CMN	124,361.	100,404.
CGI GROUP INC CMN CLASS A	107,883.	163,439.
CHEUNG KONG HLDGS LTD (ADR) ADR CMN	128,152.	133,576.
CIELO S A SPONSORED ADR CMN	54,464.	92,677.
CNOOC LIMITED SPONSORED ADR CMN	60,123.	41,580.
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN	83,383.	50,338.
COMPASS GROUP PLC SPONSORED ADR CMN	101,794.	161,936.
DENSO CORP ADR ADR CMN	72,983.	101,544.
DEUTSCHE BOERSE AG UNPOSNORED ADR CMN	109,981.	129,010.
DEUTSCHE POST AG SPONSORED ADR CMN	68,684.	91,960.
ENCANA CORPORATION CMN	153,745.	110,322.
ERICSSON AMERICAN ADR CMN CLASS B	140,210.	142,260.
FANUC CORP UNSPONSORED ADR CMN	144,253.	152,022.
FOMENTO ECONOMICO MEXICANO SAB DE C.V. NEW SPONS ADR REPSTG UNIT 1 SER B SH	55,529.	62,237.
GALAXY ENTMT GROUP LTD SPONSORED ADR CMN	117,226.	136,552.
GREAT WALL MTR CO LTD ADR CMN	118,886.	169,239.
GRUPO TELEVISIA, S.A. GDS REP 5 CPO'S REP 1 L SHARE, 1 A SHARE AND 1 D SHARE	95,523.	150,852.
HUTCHISON WHAMPOA (ADR) ADR CMN	209,500.	199,543.
INDUSTRIAL & COMMERCIAL BANK O ADR CMN	133,409.	140,934.
JULIUS BAER GROUP LTD. ADR CMN	102,487.	114,082.
KASIKORNBANK PUB CO LTD ADR CMN	95,188.	125,818.
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN	153,619.	119,407.
KINGFISHER PLC SPONSORED ADR CMN	121,087.	138,366.
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN	146,780.	126,369.
NOVARTIS AG-ADR SPONSORED ADR CMN	82,693.	133,708.
NOVO-NORDISK A/S ADR ADR CMN	50,937.	89,084.
PRADA S P A ADR CMN	109,927.	84,910.
PROSIEBENSAT.1 MEDIA SE UNSPONSORED ADR CMN	100,509.	103,737.
PT BANK MANDIRI (PERSERO) ADR CMN	95,890.	126,220.
PUBLICIS GROUPE S.A. SPONSORED ADR CMN	160,909.	204,596.
REED ELSEVIER GROUP PLC SPONSORED ADR CMN	111,452.	220,618.
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224.184	155,533.	246,906.
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES B SAP SE (SPON ADR)	161,900.	155,467.
SCHNEIDER ELECTRIC SE UNSPONSORED ADR (FRANCE)	206,173.	228,731.
SCHNEIDER ELECTRIC SE UNSPONS	135,304.	141,649.
SHIRE LIMITED SPONSORED ADR CMN	56,917.	101,382.
SKY PLC SPONSORED ADR CMN	243,073.	262,861.
SMITH & NEPHEW PLC ADR CMN	84,736.	131,088.
SUNCOR ENERGY INC. CMN	204,162.	190,330.
SYNGENTA AG SPONSORED ADR CMN	136,302.	133,812.
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS	129,703.	192,513.

TEVA PHARMACEUTICAL IND LTD ADS	242,206.	292,553.
TOYOTA MOTOR CORPORATION SPON ADR	145,794.	181,821.
UBS GROUP AG CMN	129,685.	116,128.
UNILEVER N.V. NY SHS (NEW) ADR CMN	91,234.	108,297.
UNITED OVERSEAS BK LTD SPONSORED ADR CMN	168,938.	173,457.
WPP PLC ADR CMN	173,630.	253,067.
YAHOO JAPAN CORPORATION UNSPONSORED ADR CMN	117,647.	120,616.
AARON RENTS INC A CMN	628,189.	715,338.
ADT CORPORATION (THE) CMN	661,970.	670,255.
AXIALL CORP CMN	618,345.	632,803.
CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP COM	549,510.	678,024.
CIT GROUP INC. CMN CLASS	457,198.	468,734.
CORNING INCORPORATED CMN	322,860.	542,294.
DEERE & COMPANY CMN	609,623.	632,561.
DEVON ENERGY CORPORATION (NEW) CMN	358,272.	385,623.
ENTEGRIS, INC. CMN	495,952.	553,407.
EXELIS INC. CMN	219,722.	312,910.
GENERAL ELECTRIC CO CMN	487,748.	563,521.
GENERAL MOTORS COMPANY CMN	477,890.	616,161.
KNOWLES CORPORATION CMN	254,534.	299,085.
LIVE NATION ENTERTAINMENT INC CMN	162,083.	436,037.
MICROSOFT CORPORATION CMN	263,440.	401,792.
MOLSON COORS BREWING CO CMN CLASS B	226,375.	342,792.
PERKINELMER INC CMN	248,199.	456,978.
PFIZER INC. CMN	552,569.	594,965.
THE BANK OF NY MELLON CORP CMN	234,491.	348,902.
THE MOSAIC COMPANY CMN	575,318.	598,015.
USG CORP (NEW) CMN	508,204.	478,629.
VCA INC. CMN	215,440.	480,384.
WPX ENERGY, INC. CMN	275,913.	180,845.
ZOETIS INC. CMN CLASS A	191,105.	249,573.
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES	5,405,279.	6,019,812.
OAKMARK INTERNATIONAL CL I OAKMARK INTERNATIONAL I MUTUAL FUND CLASS I SHARE	4,239,527.	3,792,308.
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	3,405,104.	3,312,096.
GS HIGH YIELD FUND INSTITUTIONAL SHARES	4,190,007.	4,430,501.
GS STRATEGIC INCOME FUND INSTITUTIONAL SHARES	8,707,874.	8,472,196.
GS MLP ENERGY INFRASTRUCTURE I	4,027,250.	3,907,363.
TOTAL TO FORM 990-PF, PART II, LINE 10B	160,968,357.	292,764,297.

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AFLAC INCORPORATED 3.625% 06/15/2023 USD SR LIEN	199,616.	204,844.
AMERICA MOVIL SAB DE CV 5.0% 03/30/2020 USD SER B SR LIEN	221,654.	220,548.
ANHEUSER-BUSCH COMPANIES, INC. 5.5% 01/15/2018 USD SR LIEN	222,146.	222,454.
BANK OF AMERICA CORPORATION 3.7% 09/01/2015 SER L SR LIEN	200,109.	203,490.
BLACKROCK, INC. 4.25% 05/24/2021 USD SR LIEN	212,229.	220,480.
BURLINGTON NORTHERN SANTA FE, 3.4% 09/01/2024 USD SR LIEN	199,542.	203,650.
CIGNA CORPORATION 4.0% 02/15/2022 USD SR LIEN	203,730.	210,744.
CISCO SYSTEMS, INC. 4.45% 01/15/2020 USD SR LIEN	206,095.	220,184.
CITIGROUP INC. 5.3% 01/07/2016 SR LIEN	203,312.	208,702.
CVS CAREMARK CORPORATION 2.75% 12/01/2022 USD SR LIEN	199,722.	194,796.
DIAGEO CAPITAL PLC 5.75% 10/23/2017 USD SR LIEN	222,483.	222,722.
EATON VANCE CORP 3.625% 06/15/2023 USD SR LIEN	202,232.	204,102.
FIFTH THIRD BANK FRN 11/18/2016 USD SER BKNT USLIB 3MO +51.00BP SR LIEN CPN	200,000.	200,424.
FORD MOTOR CREDIT CO LLC 2.375% 03/12/2019 USD SR LIEN	199,242.	198,608.
HEALTH CARE REIT, INC. 2.25% 03/15/2018 USD SR LIEN	199,002.	201,252.
HEWLETT-PACKARD COMPANY 5.5% 03/01/2018 SR LIEN	242,683.	248,333.
JOHNSON & JOHNSON 2.95% 09/01/2020 USD SR LIEN	196,578.	209,224.
NBCUNIVERSAL MEDIA, LLC 2.875% 01/15/2023 USD SR LIEN	202,384.	199,802.
OMNICOM GROUP INC. 5.9% 04/15/2016 SR LIEN	207,831.	211,664.
ORACLE CORPORATION 2.375% 01/15/2019 USD SR LIEN	199,736.	203,460.
TEXTRON INC 3.875% 03/01/2025 USD SR LIEN	152,318.	150,264.
THE DOW CHEMICAL COMPANY 4.25% 11/15/2020 USD SR LIEN	212,778.	213,826.
TIME WARNER CABLE INC. 6.75% 07/01/2018 USD SR LIEN	229,489.	229,376.
TIME WARNER INC. 4.0% 01/15/2022 USD SR LIEN	208,234.	209,046.
TOYOTA MOTOR CREDIT CORPORATIO MTN 3.4% 09/15/2021 USD SER B SR LIEN	205,979.	210,352.
VERIZON COMMUNICATIONS INC. 4.5% 09/15/2020 USD SR LIEN	214,741.	217,152.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,363,865.	5,439,499.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BAIN CAPITAL FUND VIII, LP	COST	400,137.	419,509.
BAIN CAPITAL VIII CO-INVESTMENT FUND, LP	COST	1,127,771.	1,010,007.
BAIN CAPITAL IX CO-INVESTMENT FUND, LP	COST	512,636.	543,830.
CROW HOLDINGS REALTY PARTNERS IV-A, LP	COST	1,592,465.	1,428,184.
BAIN CAPITAL ASIA FUND, LP	COST	1,631,181.	1,856,086.
BAIN CAPITAL ASIA II FUND, L.P.	COST	1,498,905.	1,780,098.
JPMORGAN IIF TAX-EXEMPT, LP	COST	3,337,914.	3,680,945.
CROW HOLDINGS V-A	COST	789,767.	789,767.
ANCHORAGE ILLIQUID OPPORTUNITIES OFFSHORE HOLDING, LP	COST	1,082,950.	889,732.
MOUNT KELLETT CAPITAL PARTNERS II ACCESS FUND, L.P.	COST	1,616,128.	1,615,706.
GS CAPITAL PARTNERS FUND 2000, L.P. OFFSHORE	COST	95,963.	530,009.
GS CAPITAL PARTNERS V OFFSHORE, L.P.	COST	0.	1,885,167.
GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, L.P.	COST	0.	302,179.
GLOBAL ATLANTIC FINANCIAL GROUP LIMITED	COST	1,988,829.	2,896,000.
GS PETERSHILL II OFFSHORE, L.P.	COST	930,265.	930,265.
BAIN CAPITAL FUND XI, L.P.	COST	320,698.	309,138.
RYE SELECT BROAD MARKET FUND, LP	COST	0.	0.
 TOTAL TO FORM 990-PF, PART II, LINE 13		16,925,609.	20,866,622.

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FORM 990-PF	OTHER ASSETS	STATEMENT	13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INCOME	352,076.	301,035.	301,035.
DUE FROM INVESTMENT BROKERS	336,696.	5,543,026.	5,543,026.
 TO FORM 990-PF, PART II, LINE 15	688,772.	5,844,061.	5,844,061.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
UNAMORTIZED LEASE ALLOWANCE	12,278.	10,481.	
FEDERAL EXCISE TAXES PAYABLE	314,573.	26,595.	
DEFERRED FEDERAL EXCISE TAXES	2,272,116.	2,709,876.	
COVERED CALL OPTION (SPY) EXP 03/22/2014	29,329.	0.	
COVERED CALL OPTION (SPY) EXP 01/18/2014	15,429.	0.	
COVERED CALL OPTION (SPY) EXP 02/22/2014	30,044.	0.	
COVERED CALL OPTION (SPY) EXP 03/22/2014	21,200.	0.	
COVERED CALL OPTION (SPY) EXP 02/22/2014	16,758.	0.	
COVERED CALL OPTION (SPY) EXP 03/21/2014	17,408.	0.	
COVERED CALL OPTION (SPY) EXP 01/18/2014	22,627.	0.	
COVERED CALL OPTION (SPY) EXP 03/22/2014	31,509.	0.	
COVERED CALL OPTION (SPY) EXP 03/22/2014	15,350.	0.	
COVERED CALL OPTION (SPY) EXP 01/18/2014	11,323.	0.	
COVERED CALL OPTION (SPY) EXP 02/22/2014	12,220.	0.	
COVERED CALL OPTION (HCA) EXP 01/18/2014	122,140.	0.	
COVERED CALL OPTION (EFA) @ 64 EXP 01/17/2015	0.	9,900.	
COVERED CALL OPTION (EFA) @ 65 EXP 01/17/2015	0.	7,810.	
COVERED CALL OPTION (EFA) @ 66 EXP 02/20/2015	0.	6,820.	
COVERED CALL OPTION (EFA) @ 63 EXP 02/20/2015	0.	7,480.	
COVERED CALL OPTION (EFA) @ 67 EXP 03/20/2015	0.	9,020.	
COVERED CALL OPTION (SPY) @ 203 EXP 01/17/2015	0.	18,080.	
COVERED CALL OPTION (SPY) @ 205 EXP 01/17/2015	0.	19,257.	
COVERED CALL OPTION (SPY) @ 212 EXP 02/20/2015	0.	27,488.	
COVERED CALL OPTION (SPY) @ 212 EXP 03/20/2015	0.	21,021.	
COVERED CALL OPTION (SPY) @ 214 EXP 03/20/2015	0.	29,546.	
TOTAL TO FORM 990-PF, PART II, LINE 22	2,944,304.	2,903,374.	

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FORM 990-PF      EXPLANATION CONCERNING PART VII-A, LINE 12      STATEMENT 15

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EXPLANATION

THE FOUNDATION DISTRIBUTED \$4,000 TO A DONOR-ADVISED FUND AT THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE OVER WHICH THE FOUNDATION'S PRESIDENT HAS ADVISORY PRIVILEGES. THIS DISTRIBUTION WAS TREATED AS A QUALIFYING DISTRIBUTION AND WAS MADE AS PART OF THE MATCHING GIFT PROGRAM FOR FOUNDATION OFFICERS AND DIRECTORS, WHICH ENCOURAGES THE OFFICERS AND DIRECTORS TO INVEST CHARITABLE DOLLARS IN THE LOCAL COMMUNITY AND IS IN ACCORDANCE WITH THE OVERALL PURPOSE OF THE FOUNDATION.

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FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 16  
    TRUSTEES AND FOUNDATION MANAGERS

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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.

THE FRIST FOUNDATION

62-1134070

PETER F. BIRD, JR. 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	PRESIDENT/CEO 40.00	249,996.	45,903.	0.
COLETTE EASTER 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	TREASURER 24.00	50,936.	7,190.	0.
BARBARA W. BAKER 3100 WEST END AVE., STE 1200 NASHVILLE, TN 37203	SECRETARY 40.00	67,500.	20,196.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>368,432.</u>	<u>73,289.</u>	<u>0.</u>



FORM 990-PF

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

STATEMENT 17

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE FRIST FOUNDATION  
3100 WEST END AVE STE 1200  
NASHVILLE, TN 37203

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TELEPHONE NUMBER

(615) 292-3868

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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.

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ANY SUBMISSION DEADLINES

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

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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

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FORM 990-PF

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

STATEMENT 18

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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BROADER COMMUNITY.

\*HOSPITALS OR NURSING HOMES.

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

\*ORGANIZATIONS WHOSE PRINCIPAL IMPACT IS OUTSIDE MIDDLE TENNESSEE.

\*RELIGIOUS ORGANIZATIONS FOR RELIGIOUS PURPOSES.

FORM 990-PF

OTHER REVENUE

STATEMENT 19

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
K-1 BAIN CAPITAL ASIA FUND, L.P. (OTHER INCOME)			14	2,643.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (OTHER INVESTMENT LOSS)			14	-2,873.	
K-1 CROW HOLDINGS REALTY PARTNERS IV-A LP (OTHER INCOME)			14	237,896.	
K-1 CROW HOLDING REALTY PARTNERS IV-A LP (UNRELATED BUSINESS	523000	-48,768.			
K-1 CROW HOLDINGS REALTY PARTNERS V-A LP (UNRELATED BUSINESS	523000	14,504.			
K-1 CROW HOLDINGS REALTY PARTNERS V-A LP (OTHER INCOME)			14	2,738.	
K-1 JPMORGAN IIF TAX-EXEMPT LP (OTHER INCOME)			14	70,510.	
K-1 JPMORGAN IIF TAX-EXEMPT LP (BOOK/TAX DIFFERENCE)			14	-91,928.	
K-1 MOUNT KELLETT CAPITAL PTRS II ACCESS FUND, LP (OTHER LOSS)			14	-2,001.	
K-1 MOUNT KELLETT CAPITAL PTRS II ACCESS (UNRELATED BUSINESS TAXABLE INCOME)	523000	108,611.			
K-1 RYE SELECT BROAD MARKET FUND, L.P. (BOOK/TAX DIFFERENCE)			14	1,349.	
K-1 GS PRIVATE EQUITY PARTNERS II OFFSHORE, L.P. (OTHER INCOME)			14	3,744.	
K-1 GS PRIVATE EQUITY PARTNERS II OFFSHORE, L.P. (BOOK/TAX			14	-1,187.	
K-1 GS PRIVATE EQUITY PARTNERS OFFSHORE, L.P. (BOOK/TAX DIFFERENCE)			14	-255.	
K-1 GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, L.P. (BOOK/TAX			14	17,729.	

K-1 GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, L.P. (OTHER INCOME)		14	3,360.	
K-1 GS PRIVATE EQUITY PARTNERS 1999 OFFSHORE, L.P. (UNRELATED BUS TAX	523000	231.		
K-1 GS CAPITAL PARTNERS 2000 OFFSHORE, L.P. (OTHER INCOME)		14	1,622.	
K-1 GS CAPITAL PARTNERS III OFFSHORE, L.P. (BOOK/TAX DIFFERENCE)		14	-47,918.	
K-1 GS CAPITAL PARTNERS V OFFSHORE, L.P. (OTHER INCOME)		14	46,519.	
K-1 GS CAPITAL PARTNERS V OFFSHORE, L.P. (UNRELATED BUSINESS TAXABLE INC)	523000	376.		
K-1 GLOBAL ATLANTIC FINANCIAL GROUP LIMITED (OTHER LOSS)		14	-56.	
K-1 GS PETERSHILL II, L.P. (BOOK/TAX DIFFERENCE)		14	-5,096.	
K-1 GS CAPITAL PARTNERS V OFFSHORE, L.P. (BOOK/TAX DIFFERENCE)		14	56,126.	
K-1 GS PETERSHILL II, L.P. (UNRELATED BUSINESS TAXABLE LOSS)	523000	-2,982.		
TOTAL TO FORM 990-PF, PG 12, LN 11		<u>71,972.</u>	<u>292,922.</u>	

## GENERAL EXPLANATION

STATEMENT 20

## FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART VII-A, LINE 12 - FORM 990-PF, PART VII-A, LINE 12 ATTACH

## EXPLANATION:

THE FOUNDATION DISTRIBUTED \$4,000 TO A DONOR-ADVISED FUND AT THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE OVER WHICH THE FOUNDATION'S PRESIDENT HAS ADVISORY PRIVILEGES. THIS DISTRIBUTION WAS TREATED AS A QUALIFYING DISTRIBUTION AND WAS MADE AS PART OF THE MATCHING GIFT PROGRAM FOR FOUNDATION OFFICERS AND DIRECTORS, WHICH ENCOURAGES THE OFFICERS AND DIRECTORS TO INVEST CHARITABLE DOLLARS IN THE LOCAL COMMUNITY AND IS IN ACCORDANCE WITH THE OVERALL PURPOSE OF THE FOUNDATION.

FORM 8865		AFFILIATION SCHEDULE		STATEMENT	21
NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	CK IF FOR-EIGN P'SH	
BAIN CAP INTEGRAL INV LLC	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	04-3516394			
BAIN CAP INTEGRAL INV 2006	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	20-4345223			
BAIN CAPITAL FCI CAYMAN LP	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0485609			X
BAIN CAP (CR), LP	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0624666			X
SENSATA INVESTMENT CO SCA	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0487330			X

FORM 8865		AFFILIATION SCHEDULE		STATEMENT	22
NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	CK IF FOR-EIGN P'SH	
BC STELLA HOLDINGS, LP	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-1062885			X
BC ASIA INTEGRAL INV, L.P.	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0543782			X
VENUS CAYMAN LTD	220 WEST 1ST ST. SUITE 300 LOS ANGELES, CA 90012	00-0000000			X
BAIN CAP LIONBRIDGE CO, LP	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-1195488			X
BAIN CAP LION HOLDING LTD	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-1192866			X
TERRA CAYMAN, L.P.	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-1200961			X
INTEGRAL INV SOUTH ASIA II	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-1171224			X
BAIN CAP STING CAYMAN, LP	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-1141823			X

BAIN CAP ROAR 200 CLARENDON STREET FL 41 98-1171811  
 HOLDING, LP BOSTON, MA 02116-5016 X

FORM 8865 AFFILIATION SCHEDULE STATEMENT 23

NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	CK IF FOR-EIGN P'SH
BAIN CAP INTEGRAL INV 2006	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	20-4345223		
BAIN CAP INTEGRAL INV II	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0384142		X
BAIN CAP LION HOLDINGS, LP	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0508921		X
EDGARS HOLDING LIMITED	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0534614		X
HERCULES HOLDING II, LLC	9 WEST 57TH STREET NEW YORK, NY 10019	20-5309595		
MICHAEL'S HOLDINGS, LLC	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	20-5789836		
SENSATA INVESTMENT CO SCA	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0487330		X

FORM 8865 AFFILIATION SCHEDULE STATEMENT 24

NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	CK IF FOR-EIGN P'SH
BVO HOLDINGS, LLC	200 STATE STREET BOSTON, MA 02109	47-2272036		
TOMS SHOES HOLDINGS, LLC	5404 JANDY PLACE LOS ANGELES, CA 90066	47-2208796		
BC-VCL INTEGRAL HOLDINGS,	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	47-2275255		
VIRGIN CRUISES LIMITED	65 BLEECKER STREET, 6TH FL NEW YORK, NY 10012	00-0000000		X

FORM 8865

## AFFILIATION SCHEDULE

STATEMENT 25

NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	CK IF FOR- EIGN P'SH
BAIN CAP INTEGRAL INV LLC	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	04-3516394		
BAIN CAPITAL FCI CAYMAN LP	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0485609		X
BAIN CAP (CR), LP	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0624666		X
SENSATA INVESTMENT CO SCA	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0487330		X
BAIN CAP INTEGRAL INV 2006	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	20-4345223		
BAIN CAP INTEGRAL INV II	200 CLARENDON STREET FL 41 BOSTON, MA 02116-5016	98-0384142		X