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

2008

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

For calendar year 2008, or tax year beginning OCT 1, 2008, and ending SEP 30, 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JOE C. DAVIS FOUNDATION		A Employer identification number 62-6125481
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 28 WHITE BRIDGE ROAD, STE. 210		B Telephone number (615) 352-2080
	City or town, state, and ZIP code NASHVILLE, TN 37205		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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) \$ 84,847,616. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,423,719.	1,423,719.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-8,390,822.			STATEMENT 1
	b Gross sales price for all assets on line 6a	43,760,296.			
	7 Capital gain net income from Part IV, line 8		0.		
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	14,094.	14,094.		STATEMENT 3	
12 Total. Add lines 1 through 11	-6,953,009.	1,437,813.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	22,539.	0.		22,539.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	6,500.	4,000.		2,500.
	c Other professional fees STMT 5	1,071,208.	1,071,208.		0.
	17 Interest				
	18 Taxes STMT 6	31,569.	29,853.		1,716.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	28.	14.		14.
	22 Printing and publications				
	23 Other expenses STMT 7	4,258.	1,000.		3,258.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,136,102.	1,106,075.		30,027.
	25 Contributions, gifts, grants paid	5,515,000.			5,515,000.
26 Total expenses and disbursements. Add lines 24 and 25	6,651,102.	1,106,075.		5,545,027.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-13,604,111.				
b Net investment income (if negative, enter -0-)		331,738.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	7,261.	4,606.	4,606.
	2 Savings and temporary cash investments	2,446,084.	5,473,282.	5,473,282.
	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	74,996.	21,683.	21,683.
	10a Investments - U.S. and state government obligations STMT 10	14,280,086.	11,796,488.	11,628,192.
	b Investments - corporate stock STMT 11	64,684,210.	47,861,125.	54,667,732.
	c Investments - corporate bonds STMT 12	1,316,993.	4,069,570.	4,056,245.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13	8,121,287.	8,084,508.	8,995,876.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	90,930,917.	77,311,262.	84,847,616.	
Liabilities	17 Accounts payable and accrued expenses	1,202.	561.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	1,202.	561.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	90,929,715.	77,310,701.	
30 Total net assets or fund balances	90,929,715.	77,310,701.		
31 Total liabilities and net assets/fund balances	90,930,917.	77,311,262.		

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	90,929,715.
2 Enter amount from Part I, line 27a	2	-13,604,111.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	77,325,604.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	14,903.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	77,310,701.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	43,760,296.	52,151,118.	-8,390,822.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-8,390,822.

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	-8,390,822.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	5,607,390.	111,539,462.	.050273
2006	5,698,291.	124,022,899.	.045945
2005	4,448,580.	110,097,037.	.040406
2004	5,005,845.	104,475,769.	.047914
2003	4,135,038.	94,456,993.	.043777

2 Total of line 1, column (d)	2	.228315
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	.045663
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	77,892,895.
5 Multiply line 4 by line 3	5	3,556,823.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,317.
7 Add lines 5 and 6	7	3,560,140.
8 Enter qualifying distributions from Part XII, line 4 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.	8	5,545,027.

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 letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,317.
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	3,317.
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	3,317.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 25,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	25,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	21,683.
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 3,320. Refunded <input checked="" type="checkbox"/>		11	18,363.

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TN</u>		
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? If "No," attach explanation	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>(615) 352-2080</u> Located at ► <u>28 WHITE BRIDGE ROAD, STE. 210, NASHVILLE, TN</u> ZIP+4 ► <u>37205</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____, _____, _____		
b 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	
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 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2008?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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?

N/A

☐ Yes ☐ No

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?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
BOND D. DELOACHE 72 ROUND POND ROAD GREENVILLE, SC 29607	CO-TRUSTEE 5.00	0.	0.	0.
WILLIAM R. DELOACHE, JR. 28 WHITE BRIDGE ROAD, STE 210 NASHVILLE, TN 37205	CO-TRUSTEE 5.00	0.	0.	0.
FRANCES ELLISON 70 ROUND POND ROAD GREENVILLE, SC 29607	CO-TRUSTEE 5.00	0.	0.	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

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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
CHIEFTAIN CAPITAL MANAGEMENT, INC 12 EAST 49TH ST., NEW YORK, NY 10017	INVESTMENT MANAGEMENT	935,686.
GARDNER RUSSO & GARDNER INVESTMENTS 223 EAST CHESTNUT ST., LANCASTER, PA 17602	INVESTMENT MANAGEMENT	96,967.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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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	74,667,034.
b	Average of monthly cash balances	1b	4,412,047.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	79,079,081.
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	79,079,081.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,186,186.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	77,892,895.
6	Minimum investment return. Enter 5% of line 5	6	3,894,645.

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	3,894,645.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	3,317.
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,317.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,891,328.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,891,328.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,891,328.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,545,027.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,545,027.
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	3,317.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,541,710.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				3,891,328.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			5,531,080.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008.				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 5,545,027.				
a Applied to 2007, but not more than line 2a			5,531,080.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				13,947.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				3,877,381.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XV	Supplementary Information (continued)
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 15				
Total				► 3a 5,515,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	1,423,719.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income				14	14,094.	
8 Gain or (loss) from sales of assets other than inventory				18	-8,390,822.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		-6,953,009.	0.
13 Total. Add line 12, columns (b), (d), and (e)						-6,953,009.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]




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

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) <i>Reimbursement arrangements</i></p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p>	<p>Yes</p>	<p>No</p>
	<p>1a(1)</p>	<p>X</p>
	<p>1a(2)</p>	<p>X</p>
	<p>1b(1)</p>	<p>X</p>
	<p>1b(2)</p>	<p>X</p>
	<p>1b(3)</p>	<p>X</p>
	<p>1b(4)</p>	<p>X</p>
	<p>1b(5)</p>	<p>X</p>
	<p>1b(6)</p>	<p>X</p>
	<p>1c</p>	<p>X</p>

[illegible]

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

b. If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
Sign Here	 Signature of officer or trustee		11-14-10 Date	TRUSTEE Title
	Preparer's signature  DAVID F. OSBORNE		Date	Check if self-employed <input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code OSBORNE & CO., PC 761 OLD HICKORY BLVD., STE 201 BRENTWOOD, TN 37027		Preparer's identifying number	
	EIN 		Phone no. 615-370-0590	

JOE C. DAVIS 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	REGIONS MORGAN KEEGAN	P	VARIOUS	VARIOUS
b	CHIEFTAIN - PERSHING	P	VARIOUS	VARIOUS
c	RUSSO - PERSHING	P	VARIOUS	VARIOUS
d	8407.08 EUROPACIFIC GROWTH FUND	P	VARIOUS	08/17/09
e	23847.377 LONGLEAF INTERNATIONAL	P	VARIOUS	08/17/09
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,831,757.		7,894,001.	-62,244.
b 33,105,047.		42,607,485.	-9,502,438.
c 1,831,006.		1,077,458.	753,548.
d 285,000.		220,568.	64,432.
e 300,000.		351,606.	-51,606.
f 407,486.			407,486.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-62,244.
b			-9,502,438.
c			753,548.
d			64,432.
e			-51,606.
f			407,486.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-8,390,822.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
REGIONS MORGAN KEEGAN				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
7,831,757.	7,894,001.	0.	0.	-62,244.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHIEFTAIN - PERSHING				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
33,105,047.	42,607,485.	0.	0.	-9,502,438.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RUSSO - PERSHING				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,831,006.	1,077,458.	0.	0.	753,548.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
8407.08 EUROPACIFIC GROWTH FUND		VARIOUS	08/17/09	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
285,000.	220,568.	0.	0.	64,432.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
23847.377 LONGLEAF INTERNATIONAL		VARIOUS	08/17/09	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300,000.	351,606.	0.	0.	-51,606.

CAPITAL GAINS DIVIDENDS FROM PART IV	407,486.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-8,390,822.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	1,356,551.	407,486.	949,065.
MONEY MARKET DIVIDENDS	4,108.	0.	4,108.
OTHER SECURITIES	466,074.	0.	466,074.
US GOVERNMENT SECURITIES	4,472.	0.	4,472.
TOTAL TO FM 990-PF, PART I, LN 4	1,831,205.	407,486.	1,423,719.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP DISTRIBUTIONS	14,094.	14,094.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,094.	14,094.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	6,500.	4,000.		2,500.
TO FORM 990-PF, PG 1, LN 16B	6,500.	4,000.		2,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	1,071,208.	1,071,208.		0.
TO FORM 990-PF, PG 1, LN 16C	1,071,208.	1,071,208.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	26,460.	26,460.		0.
PAYROLL TAXES	1,716.	0.		1,716.
EXCISE TAXES	3,317.	3,317.		0.
PROPERTY TAXES	76.	76.		0.
TO FORM 990-PF, PG 1, LN 18	31,569.	29,853.		1,716.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BOOKKEEPING/ADMINISTRATIVE FEES	2,000.	1,000.		1,000.	
OFFICE EXPENSES	2,258.	0.		2,258.	
TO FORM 990-PF, PG 1, LN 23	4,258.	1,000.		3,258.	

FOOTNOTES	STATEMENT	8
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FORM 990-PF, PART XV, LINE 2B

ORGANIZATIONS WISHING TO APPLY FOR GRANTS SHOULD SUBMIT A LETTER, PREFERABLY NO MORE THAN TWO OR THREE PAGES, WITH THE FOLLOWING INFORMATION:

- * A GENERAL DESCRIPTION OF THE SPECIFIC PROGRAM OR PROJECT TO BE FUNDED, INCLUDING THE OBJECTIVES, DURATION, AND MEASURES OF SUCCESS
- * THE AMOUNT OF FUNDING SOUGHT FROM THE FOUNDATION IN RELATION TO THE TOTAL NEEDED, INCLUDING INFORMATION ABOUT SUPPORT FROM OTHER DONORS AND, IF APPLICABLE, A PROGRAM OR PROJECT BUDGET
- * A STATEMENT THAT THE ORGANIZATION'S WWW.GIVINGMATTERS.COM PROFILE IS UP-TO-DATE

THE FOLLOWING ADDITIONAL ITEMS ARE REQUIRED ONLY IF THE IF THE ORGANIZATION'S WWW.GIVINGMATTERS.COM PROFILE IS NOT UP-TO-DATE.

- * AN OVERVIEW OF THE ORGANIZATION AND ITS PROGRAMS
- * A LIST OF THE EXECUTIVE MANAGERS AND BOARD MEMBERS OF THE ORGANIZATION
- * THE ORGANIZATION'S LATEST AUDITED FINANCIAL STATEMENTS AND IRS TAX FILING (FORM 990)
- * THE ORGANIZATION'S BUDGET FOR THE CURRENT YEAR
- * A COPY OF THE ORGANIZATION'S IRS DETERMINATION LETTER CONFIRMING ITS 501(C)(3) STATUS AND A STATEMENT INDICATING THAT SUCH STATUS HAS NOT BEEN SUBSEQUENTLY REVOKED

FORM 990-PF, PART XV, LINE 2C

MOST GRANTS, AND ALL LARGE GRANTS, ARE MADE ANNUALLY IN LATE SEPTEMBER. THE APPLICATION DEADLINE FOR SEPTEMBER GRANT AWARDS IS AUGUST 1. IN LATE MARCH OF EACH YEAR, THE FOUNDATION AWARDS A LIMITED NUMBER OF GRANTS NOT IN EXCESS OF \$25,000 EACH. THE APPLICATION DEADLINE FOR THE MARCH GRANT AWARDS IS FEBRUARY 15. ORGANIZATIONS APPLYING FOR GRANTS IN MARCH ARE NOT ELIGIBLE TO APPLY FOR ADDITIONAL GRANTS IN SEPTEMBER. GRANT REQUESTS FOR \$25,000 OR LESS MAY BE SUBMITTED FOR EITHER THE SEPTEMBER OR MARCH AWARD PERIOD, BUT GRANT REQUESTS FOR MORE THAN \$25,000 MAY ONLY BE SUBMITTED FOR THE SEPTEMBER AWARD PERIOD.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
ADJUSTMENT TO PREPAID TAXES FROM PRIOR YEARS	14,903.
TOTAL TO FORM 990-PF, PART III, LINE 5	14,903.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULES	X		7,747,630.	7,845,710.
SEE ATTACHED SCHEDULES		X	4,048,858.	3,782,482.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,747,630.	7,845,710.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,048,858.	3,782,482.
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,796,488.	11,628,192.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULES	47,861,125.	54,667,732.
TOTAL TO FORM 990-PF, PART II, LINE 10B	47,861,125.	54,667,732.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULES	4,069,570.	4,056,245.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,069,570.	4,056,245.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EUROPACIFIC GROWTH FUND	COST	3,074,188.	4,415,053.
LONGLEAF PARTNERS INTL FUND	COST	4,933,653.	4,504,156.
SULLIVAN, KY COAL RIGHTS	COST	10,000.	10,000.
NCN ANGEL FUND I, LP	COST	66,667.	66,667.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,084,508.	8,995,876.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOE C. DAVIS FOUNDATION
28 WHITE BRIDGE ROAD, STE 210
NASHVILLE, TN 37205

TELEPHONE NUMBER

(615) 352-2080

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED STATEMENT 8

ANY SUBMISSION DEADLINES

SEE ATTACHED STATEMENT 8

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY 501(C)(3) ORGANIZATIONS - PREFERENCE IS GIVEN TO CHARITABLE ORGANIZATIONS LOCATED IN THE NASHVILLE, TN AREA. THE FOUNDATION DOES NOT GENERALLY PROVIDE SIGNIFICANT FUNDING FOR THE ARTS, ENVIRONMENTAL CAUSES, OR RELIGIOUS ACTIVITIES, EXCEPT AS MAY BE INCIDENTAL TO OTHER PROGRAMS.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BELMONT UNIVERSITY, 1900 BELMONT BLVD, NASHVILLE, TN 37212	NA SCHOLARSHIPS	PUBLIC CHARITY	64,000.
BIG BROTHERS BIG SISTERS OF MIDDLE TN ONE VANTAGE WAY, C250, NASHVILLE, TN 37228	NA OPERATING SUPPORT	PUBLIC CHARITY	100,000.
BLUE MONARCH, PO BOX 1207, MONTEAGLE, TN 37356	NA OPERATING SUPPORT	PUBLIC CHARITY	5,000.
BRIDGE PROGRAM OF THE YMCA, 900 CHURCH STREET, NASHVILLE, TN 37203	NA OPERATING SUPPORT	PUBLIC CHARITY	12,000.
CASA INC, 601 WOODLAND STREET, NASHVILLE, TN 37206	NA OPERATING SUPPORT	PUBLIC CHARITY	10,000.
CHRISTIAN WOMEN'S JOB CORPS OF MIDDLE TN PO BOX 22388, NASHVILLE, TN 37202	NA OPERATING SUPPORT	PUBLIC CHARITY	15,000.
CONEXION AMERICAS, 800 18TH AVE SOUTH, STE A, NASHVILLE, TN 37203	NA BUILDING RELOCATION	PUBLIC CHARITY	250,000.
CURREY INGRAM ACADEMY, 6544 MURRAY LANE, BRENTWOOD, TN 37027	NA SCHOLARSHIPS	PUBLIC CHARITY	50,000.
DAYSTAR COUNSELING MINISTRIES INC, 2120 CRESTMOOR RD, #3012, NASHVILLE, TN 3	NA OPERATING SUPPORT	PUBLIC CHARITY	15,000.

EATING DISORDERS COALITION OF TN, NA 2120 CRESTMOOR ROAD, NASHVILLE, TN 37215	OPERATING SUPPORT	PUBLIC CHARITY	5,000.
EXCHANGE CLUB FAMILY CENTER INC, NA 139 THOMPSON LANE, NASHVILLE, TN 37211	OPERATING SUPPORT	PUBLIC CHARITY	5,000.
HANDS ON NASHVILLE, 209 10TH AVE NA SOUTH #318, NASHVILLE, TN 37203	OPERATING SUPPORT	PUBLIC CHARITY	10,000.
HARPETH HALL SCHOOL, 3801 HOBBS NA ROAD, NASHVILLE, TN 37215	DAVIS SCHOLARSHIP ENDOWMENT	PUBLIC CHARITY	500,000.
INTERFAITH DENTAL CLINIC, 1721 NA PATTERSON ST, NASHVILLE, TN 37203	OPERATING SUPPORT	PUBLIC CHARITY	7,000.
JASON FOUNDATION INC, 181 E MAIN NA STREET, STE #5, HENDERSONVILLE, TN 37075	BUILDING COSTS	PUBLIC CHARITY	10,000.
KIPP ACADEMY NASHVILLE, 123 NA DOUGLAS AVE, NASHVILLE, TN 37207	OPERATING SUPPORT	PUBLIC CHARITY	25,000.
LEAD ACADEMY, 1704 HERMAN ST, NA NASHVILLE, TN 37208	OPERATING SUPPORT	PUBLIC CHARITY	25,000.
MARTHA O'BRYAN CENTER INC, 711 S NA 7TH STREET, NASHVILLE, TN 37206	MANAGEMENT INFRASTRUCTURE DEVELOPMENT	PUBLIC CHARITY	1000000.

JOE C. DAVIS FOUNDATION

62-6125481

MATTHEW 25 NETWORK, 625 BENTON AVENUE, NASHVILLE, TN 37204	NA OPERATING SUPPORT	PUBLIC CHARITY	5,000.
MENDING HEARTS, PO BOX 280236, NASHVILLE, TN 37228	NA OPERATING SUPPORT	PUBLIC CHARITY	15,000.
MERCY CHILDREN'S CLINIC, 112 9TH AVE S, FRANKLIN, TN 37064	NA CLINIC RELOCATION	PUBLIC CHARITY	25,000.
MONTGOMERY BELL ACADEMY, 4001 HARDING RD, NASHVILLE, TN 37205	NA DAVIS SCHOLARSHIP ENDOWMENT	PUBLIC CHARITY	250,000.
MONTGOMERY BELL ACADEMY, 4001 HARDING RD, NASHVILLE, TN 37205	NA STAFF DEVELOPMENT PROGRAM	PUBLIC CHARITY	50,000.
MONTGOMERY BELL ACADEMY, 4001 HARDING RD, NASHVILLE, TN 37205	NA SCHOLARSHIP MARKETING PROGRAM	PUBLIC CHARITY	15,000.
NASHVILLE AREA HABITAT FOR HUMANITY 1001 8TH AVE S, NASHVILLE, TN 37203	NA LAND COSTS - PARK PRESERVE DEVELOPMENT	PUBLIC CHARITY	100,000.
NASHVILLE OPPORTUNITIES INDUSTRIALIZATION CENTER PO BOX 280507, NASHVILLE, TN 37228	NA OPERATING SUPPORT	PUBLIC CHARITY	25,000.
OASIS CENTER, 1704 CHARLOTTE AVE, NASHVILLE, TN 37203	NA OPERATING SUPPORT	PUBLIC CHARITY	20,000.
PHILANTHROPY ROUNDTABLE, 1150 17TH ST NW, STE 503, WASHINGTON, DC 20036	NA OPERATING SUPPORT	PUBLIC CHARITY	2,500.

PLANNED PARENTHOOD OF MIDDLE TN, 50 VANTAGE WAY #102, NASHVILLE, TN 37228	NA OPERATING SUPPORT	PUBLIC CHARITY	25,000.
PREVENT BLINDNESS TENNESSEE, 95 WHITE BRIDGE RD, STE 513, NASHVILLE, TN 3720	NA OPERATING SUPPORT	PUBLIC CHARITY	5,000.
RENEWAL HOUSE, PO BOX 280356, NASHVILLE, TN 37228	NA OPERATING SUPPORT	PUBLIC CHARITY	10,000.
SALVATION ARMY - NASHVILLE AREA COMMAND 631 DICKERSON PIKE, NASHVILLE, TN 37207	NA OPERATING SUPPORT	PUBLIC CHARITY	50,000.
SECOND HARVEST FOOD BANK OF MIDDLE TN 331 GREAT CIRCLE ROAD, NASHVILLE, TN 37228	NA OPERATING SUPPORT	PUBLIC CHARITY	40,000.
ST LUKE'S COMMUNITY HOUSE, 5601 NEW YORK AVE, NASHVILLE, TN 37209	NA OPERATING SUPPORT	PUBLIC CHARITY	10,000.
ST THOMAS HEALTH SERVICES FUND, PO BOX 281496, NASHVILLE, TN 37228	NA DISPENSARY OF HOPE PROGRAM	PUBLIC CHARITY	100,000.
STARS NASHVILLE, 1704 CHARLOTTE AVE, NASHVILLE, TN 37203	NA OPERATING SUPPORT	PUBLIC CHARITY	20,000.
TENNESSEE CENTER FOR POLICY RESEARCH 200 4TH AVENUE NORTH, NASHVILLE, TN 37219	NA OPERATING SUPPORT	PUBLIC CHARITY	5,000.

TENNESSEE CHARTER SCHOOLS ASSOCIATION 3022 VANDERBILT PLACE, NASHVILLE, TN 37212	NA OPERATING SUPPORT	PUBLIC CHARITY	50,000.
VANDERBILT UNIVERSITY MEDICAL CTR - DEPT OF UROLOGIC SERVICES 1161 21ST AVE SOUTH, NASHVILLE, TN 37232	NA UROLOGY FELLOWS PROGRAM	PUBLIC CHARITY	300,000.
VANGUARD CHARITABLE ENDOWMENT PROGRAM 95 WELLS AVENUE, STE 155, NEWTON, MA 02459	NA MISCELLANEOUS PUBLIC CHARITIES	PUBLIC CHARITY	2164500.
YMCA OF MIDDLE TN, 900 CHURCH STREET, NASHVILLE, TN 37203	NA LEADERSHIP FACILITY AT OUTDOOR CENTER	PUBLIC CHARITY	100,000.
YOUTH VILLAGES, INC, 3310 PERIMETER HILL DR, NASHVILLE, TN 37211	NA OPERATING SUPPORT	PUBLIC CHARITY	10,000.
YWCA OF NASHVILLE & MIDDLE TENNESSEE 1608 WOODMONT BLVD, NASHVILLE, TN 37215	NA OPERATING SUPPORT	PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			5,515,000.