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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JACK C. MASSEY FOUNDATION		A Employer identification number 62-1649826
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 615-377-8595
	City or town, state, and ZIP code BRENTWOOD TN 37027		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) ▶ \$ 35,509,672.00		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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	59,141	59,141		
	4 Dividends and interest from securities	259,486	259,486		
	5a Gross rents	72,748	72,748		
	b Net rental income or (loss)	72,748			
	6a Net gain or (loss) from sale of assets not on line 10	(878,815)			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0.00				
11 Other income (attach schedule) Partnership Loss	(44,780)	(44,780)			
12 Total. Add lines 1 through 11	(532,220.00)	346,595.00	0.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	185,876	185,876		
	14 Other employee salaries and wages	36,840	36,840		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	170,871	170,871		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	(9,029)	23,545		
	19 Depreciation (attach schedule) and depletion	6,123	6,123		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	25,763	25,763		3,450
	24 Total operating and administrative expenses. Add lines 13 through 23	416,444.00	449,018.00	0.00	3,450.00
	25 Contributions, gifts, grants paid	2,653,131			2,653,131
26 Total expenses and disbursements. Add lines 24 and 25	3,069,575.00	449,018.00	0.00	2,656,581.00	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(3,601,795.00)				
b Net investment income (if negative, enter -0-)		0.00			
c Adjusted net income (if negative, enter -0-)			0.00		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	3,963	1,856	1,856
	2 Savings and temporary cash investments	424,494	958,030	958,030
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	0	0	50,000
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	33,174,494	27,454,197	31,747,060
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	419,490	413,366	1,159,500
	15 Other assets (describe ▶ <u>Distribution receivable</u>)		1,593,226	1,593,226
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	34,022,441.00	30,420,675.00	35,509,672.00
Liabilities	17 Accounts payable and accrued expenses	327	356	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ <u>Security Deposit</u>)	10,625	10,625	
	23 Total liabilities (add lines 17 through 22)	10,952.00	10,981.00	
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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	34,011,489	30,409,694	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	34,011,489.00	30,409,694.00	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	34,022,441.00	30,420,675.00	

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	34,011,489.00
2 Enter amount from Part I, line 27a	2	(3,601,795.00)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	30,409,694.00
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	30,409,694.00

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 Publicly Traded Securities--Managed Accounts	P	Various	Various
b Mutual Fund Redemption	P	Various	Various
c Fixed Income Maturities	P	Various	Various
d Other	P	Various	Various
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 9,455,719		9,888,956	(433,237.00)
b 762,175		1,147,088	(384,913.00)
c 944,000		944,000	0.00
d 793		61,458	(60,665.00)
e			

(i) FMV 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			

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	(878,815)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2008	3,218,663	41,466,491	0.0776
2007	3,176,721	50,310,309	0.0631
2006	3,031,967	46,577,997	0.0651
2005	2,994,284	44,162,585	0.0678
2004	2,727,174	40,512,993	0.0673

2 Total of line 1, column (d)	2	0.3409
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	0.0682
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	30,704,588
5 Multiply line 4 by line 3	5	2,094,052.90
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.00
7 Add lines 5 and 6	7	2,094,052.90
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 on page 18.	8	2,656,581

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)		1	0.00
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			
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	
3 Add lines 1 and 2		3	0.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.00
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	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	25,000.00	
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	0.00	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	25,000.00	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 25,000 Refunded	11	0.00	

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 page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
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?		
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 page 19 of the instructions) Tennessee		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <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 page 20 of the 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 ► None	13	X	
14	The books are in care of ► William A. Shipp, Jr. Telephone no ► 615-377-8595 Located at ► 5123 Virginia Way, Suite B-22, Brentwood, TN ZIP+4 ► 37027			
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			

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 ► <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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
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 page 20 of the instructions.)	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 ► 20 , 20 , 20 , 20		
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 2009 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 2009)	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 2009?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? 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
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

5b

6b

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** (see page 22 of the instructions).

(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
Alyne Q. Massey Nashville, TN	Co-chair As Required	0.00	0.00	0.00
Barbara Massey Rogers Palm Beach, FL	Co-chair As Required	0.00	0.00	0.00
Clarence Edmonds Brentwood, TN	President/Dir As Required	106,265	0.00	0.00
J. Brad Reed Nashville, TN	Vice Pres/Dir As Required	79,611	0.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**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 NO PROGRAM ACTIVITIES	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0.00

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	29,583,501
b	Average of monthly cash balances	1b	312,786
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,275,884
d	Total (add lines 1a, b, and c)	1d	31,172,171.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	31,172,171.00
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	467,583
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,704,588.00
6	Minimum investment return. Enter 5% of line 5	6	1,535,229.40

Part XI Distributable Amount (see page 25 of the 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	1,535,229
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0.00
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,535,229.00
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,535,229.00
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,535,229.00

Part XII Qualifying Distributions (see page 25 of the 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	2,656,581
b	Program-related investments—total from Part IX-B	1b	
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	2,656,581.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,656,581.00

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,535,229.00
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.00	
b Total for prior years 20____, 20____, 20____		0.00		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	759,469			
b From 2005	922,318			
c From 2006	850,209			
d From 2007	724,149			
e From 2008	1,154,866			
f Total of lines 3a through e	4,411,011.00			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 2,656,581				
a Applied to 2008, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0.00		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0.00			
d Applied to 2009 distributable amount				1,535,229
e Remaining amount distributed out of corpus	1,121,352			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,532,363.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.00	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	759,469			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,772,894.00			
10 Analysis of line 9:				
a Excess from 2005	922,318			
b Excess from 2006	850,209			
c Excess from 2007	724,149			
d Excess from 2008	1,154,866			
e Excess from 2009	1,121,352			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter.					
(1) Value of all assets	THIS		SECTION		0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	NOT		APPLICABLE		0.00
b "Endowment" alternative test—enter $\frac{3}{4}$ of minimum investment return shown in Part X, line 6 for each year listed					0.00
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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 page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:

N/A

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

N/A

- c Any submission deadlines:

N/A

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

N/A

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2009)

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1	Program service revenue:					
a	_____					
b	_____					
c	_____	NOT	APPLICABLE			
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					
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					
8	Gain or (loss) from sales of assets other than inventory					
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)		0.00		0.00	0.00
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions on page 28 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


- | | | Yes | No |
|---|---|-------|----|
| 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? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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 | | |

[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

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	<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;">  </div> <div style="width: 35%; text-align: right;"> <div style="border-bottom: 1px solid black; display: inline-block; width: 80%;">8/13/10</div> </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> Signature of officer or trustee Date </div>		<div style="border-bottom: 1px solid black; display: inline-block; width: 80%;">Treasurer</div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> Title </div>	
	<div style="display: flex; align-items: center;"> <div style="writing-mode: vertical-rl; transform: rotate(180deg); font-weight: bold; margin-right: 5px;">Paid Preparer's Use Only</div> <div style="border: 1px solid black; padding: 5px; flex-grow: 1;"> Preparer's signature </div> </div>	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions)
	<div style="border: 1px solid black; padding: 5px;"> Firm's name (or yours if self-employed), address, and ZIP code </div>		<div style="border: 1px solid black; padding: 5px;"> EIN </div>	<div style="border: 1px solid black; padding: 5px;"> Phone no </div>

SCHEDULE
Jack C. Massey Foundation
Brentwood, TN
62-1649826
FORM 990PF, Year Ended December 31, 2009

PART I

	Revenue & Expenses per Books <u>Column A</u>	Net Investment Income <u>Column B</u>	<u>Column D</u>
<u>Line 16c - OTHER PROFESSIONAL FEES:</u>			
Investment Manager Fees	136,590	136,590	
Legal Fees	0	0	
Accounting Fees	34,281	34,281	
TOTALS	<u>170,871</u>	<u>170,871</u>	
 <u>Line 18 - TAXES:</u>			
Payroll Taxes	10,948	10,948	
Foreign Tax and Fees	12,597	12,597	
Federal Excise Tax	(32,574)	0	
TOTALS	<u>(9,029)</u>	<u>23,545</u>	
 <u>Line 19 - DEPRECIATION:</u>			
Equipment	2,790	2,790	
Office Condominium	3,333	3,333	
TOTALS	<u>6,123</u>	<u>6,123</u>	
 <u>Line 23 - OTHER EXPENSES:</u>			
Insurance	7,701	7,701	
Owners Association Fees	2,654	2,654	
Office Expense	9,378	9,378	3,450
Postage and Delivery	65	65	
Telephone	3,201	3,201	
Utilities	1,930	1,930	
Miscellaneous Expenses	834	834	
TOTALS	<u>25,763</u>	<u>25,763</u>	<u>3,450</u>

SCHEDULE
Jack C. Massey Foundation
Brentwood, TN
62-1649826
FORM 990PF, Year Ended December 31, 2009

PART II

	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Line 10 b - STOCKS:</u>			
Managed Funds	32,141,908	26,421,610	29,347,412
Bershire Hathaway	1,032,586	1,032,586	2,399,648
TOTALS	33,174,494	27,454,196	31,747,060
 <u>Line 10 c - BONDS:</u>			
None	0	0	0
TOTALS	0	0	0
 <u>Line 14 - LAND, BUILDINGS, and EQUIPMENT</u>			
Land	315,980	315,980	900,000
Office Condominium	130,000	130,000	250,000
Equipment	37,017	37,017	9,500
Accumulated Depreciation	(63,507)	(69,631)	0
TOTALS	419,490	413,366	1,159,500

Jack C. Massey Foundation
Form 990-PF
Calendar Year 2009
ID Number 62-1649826

Part VIII Information About Officers--Supplement

<u>Column (a)</u>	<u>Column (b)</u>	<u>Column (c)</u>	<u>Column (d)</u>	<u>Column (e)</u>
William A. Shipp, Jr.	Sec/ Treas			
Brentwood, TN	As Required	34,281	0.00	0.00

Jack C. Massey Foundation
62-1649826
2009 Contributions

No.	Organization	Date	Amt Paid	State	Type
1	Vanderbilt	1/29/2009	1,500.00	TN	Medical
2	Overbrook School	1/29/2009	5,000.00	TN	Educational
3	Currey Ingram Academy	2/3/2009	100,000.00	TN	Educational
4	Overbrook School	2/3/2009	62,500.00	TN	Educational
5	Saint Paul's Christian Academy	2/3/2009	50,000.00	TN	Educational
6	Montgomery Bell Academy	2/3/2009	6,000.00	TN	Educational
7	Cheekwood	2/3/2009	5,000.00	TN	Cultural
8	Palm Beach Community Chest	2/3/2009	10,000.00	FL	Civic
9	Society of the Four Arts	2/4/2009	25,000.00	FL	Cultural
10	Society of the Four Arts	2/4/2009	10,000.00	FL	Cultural
11	Preservation Foundation	2/4/2009	10,000.00	FL	Cultural
12	Junior League	2/4/2009	250.00	TN	Civic
13	Cheekwood	2/4/2009	5,000.00	TN	Cultural
14	Travelers Rest	2/4/2009	1,200.00	TN	Civic
15	Harpeth Hall School	2/9/2009	3,000.00	TN	Civic
16	Nashville Ballet	2/10/2009	500.00	TN	Cultural
17	Vanderbilt	2/26/2009	1,500.00	TN	Medical
18	Park Avenue Preservation Fdn	3/11/2009	10,000.00	NY	Civic
19	Vanderbilt	3/30/2009	1,500.00	TN	Medical
20	Society of the Four Arts	4/8/2009	10,000.00	FL	Cultural
21	Eve of Janus	4/14/2009	10,000.00	TN	Medical
22	Cheekwood	4/14/2009	10,000.00	TN	Cultural
23	Interfaith Alliance	4/14/2009	200.00	DC	Religious
24	Planned Parenthood	4/14/2009	1,000.00	TN	Educational
25	Fraternal Order of Police	4/30/2009	100.00	TN	Civic
26	Watkins College of Art & Design	4/30/2009	1,000.00	TN	Educational
27	Vanderbilt	4/30/2009	5,000.00	TN	Medical
28	Vanderbilt	4/30/2009	1,500.00	TN	Medical
29	Vanderbilt	5/28/2009	1,500.00	TN	Medical
30	Blair School of Music	6/8/2009	500.00	TN	Educational
31	YWCA	6/8/2009	250.00	TN	Civic
32	Belle Meade	6/8/2009	300.00	TN	Cultural
33	Vanderbilt	6/26/2009	1,500.00	TN	Medical
34	Vanderbilt	7/30/2009	1,500.00	TN	Medical
35	Vanderbilt	8/15/2009	1,000.00	TN	Educational
36	Friends of Warner Park	8/15/2009	12,500.00	TN	Civic
37	Centerstone	8/15/2009	20,000.00	TN	Medical
38	Planned Parenthood	8/15/2009	1,000.00	TN	Educational
39	Frist Center for the Visual Arts	8/15/2009	1,000.00	TN	Cultural
40	Time to Rise	8/15/2009	1,000.00	TN	Civic
41	Monroe Harding Academy	8/15/2009	250.00	TN	Educational
42	Henry Morrison Flagler Museum	8/15/2009	1,000.00	FL	Cultural
43	Tennessee Performing Arts Center	8/15/2009	200.00	TN	Cultural
44	Vanderbilt	8/28/2009	1,500.00	TN	Medical
45	Watkins College of Art & Design	8/28/2009	45,000.00	TN	Educational
46	Montgomery Bell Academy	9/29/2009	50,000.00	TN	Educational
47	Vanderbilt	9/30/2009	1,500.00	TN	Medical

Jack C. Massey Foundation
62-1649826
2009 Contributions

No.	Organization	Date	Amt Paid	State	Type
48	Childrens Home Society	10/12/2009	1,000.00	FL	Civic
49	Palm Beach Civic Association	10/12/2009	10,000.00	FL	Civic
50	Cheekwood	10/14/2009	10,000.00	TN	Cultural
51	Society of the Four Arts	10/14/2009	50,000.00	FL	Cultural
52	Vanderbilt	10/26/2009	10,000.00	TN	Medical
53	Blair House	10/26/2009	10,000.00	DC	Civic
54	Mental Health Association	10/26/2009	5,000.00	TN	Medical
55	Nashville Symphony	10/26/2009	7,000.00	TN	Cultural
56	Vanderbilt	10/26/2009	10,000.00	TN	Medical
57	Ensworth School	10/26/2009	15,000.00	TN	Educational
58	The Bridge Program	10/26/2009	250.00	TN	Educational
59	Nashville Symphony	10/26/2009	2,000.00	TN	Cultural
60	Garden Club of America	10/26/2009	250.00	NY	Cultural
61	Horticultural Society	10/26/2009	250.00	TN	Cultural
62	St Luke's	10/26/2009	75.00	TN	Religious
63	Redcliff Discovery Foundation	10/26/2009	2,500.00	UT	Educational
64	Leukemia & Lymphoma Society	10/26/2009	1,000.00	TN	Medical
65	Community Foundation	10/26/2009	250.00	TN	Civic
66	Vanderbilt	10/28/2009	1,500.00	TN	Medical
67	Hospice of Palm Beach	10/28/2009	10,000.00	FL	Medical
68	Society of the Four Arts	10/28/2009	10,000.00	FL	Cultural
69	Bal D' Hiver	11/12/2009	150.00	TN	Cultural
70	Watkins College of Art & Design	11/12/2009	1,000.00	TN	Educational
71	St. Joseph's Indian School	11/12/2009	50.00	SC	Medical
72	White Nights Foundation	11/12/2009	1,000.00	NY	Cultural
73	Special Olympics of Tennessee	11/12/2009	200.00	TN	Civic
74	Morgan Library	11/12/2009	1,000.00	NY	Educational
75	Mental Health Association	11/12/2009	15,000.00	TN	Medical
76	Vanderbilt	11/25/2009	1,500.00	TN	Medical
77	American Heart Association	11/27/2009	1,000.00	TN	Medical
78	American Red Cross	11/27/2009	150.00	TN	Civic
79	Belmont University	11/27/2009	1,500.00	TN	Educational
80	Blair School of Music	11/27/2009	1,000.00	TN	Educational
81	Court Appointed Special Advocate for Children	11/27/2009	250.00	TN	Civic
82	Hospital Albert Schweitzer	11/27/2009	1,000.00	PA	Medical
83	Make-A-Wish Foundation	11/27/2009	500.00	TN	Civic
84	RoofTop	11/27/2009	250.00	TN	Civic
85	Mary Parrish Center	11/27/2009	200.00	TN	Civic
86	Cheekwood / GCN - Howe Wild	11/27/2009	500.00	TN	Civic
87	Tennessee Historical Society	11/27/2009	100.00	TN	Cultural
88	Belmont University	12/2/2009	200,000.00	TN	Educational
89	Hanley Hazelden	12/2/2009	200,000.00	FL	Civic
90	Royal Poinciana Chapel	12/2/2009	50,000.00	FL	Religious
91	Nashville Opera	12/2/2009	33,333.00	TN	Cultural
92	Ensworth School	12/2/2009	200,000.00	TN	Educational
93	Vanderbilt	12/2/2009	50,000.00	TN	Educational

Jack C. Massey Foundation
62-1649826
2009 Contributions

No.	Organization	Date	Amt Paid	State	Type
94	Vanderbilt	12/2/2009	50,000.00	TN	Medical
95	Cumberland Heights	12/2/2009	30,000.00	TN	Medical
96	Currey Ingram Academy	12/2/2009	50,000.00	TN	Educational
97	First Presbyterian Church	12/2/2009	30,000.00	TN	Religious
98	Nashville Alliance for Public Education	12/2/2009	15,000.00	TN	Educational
99	Polk Memorial Association	12/2/2009	8,333.33	TN	Cultural
100	Oasis Center	12/2/2009	50,000.00	TN	Civic
101	Battle Ground Academy	12/2/2009	10,000.00	TN	Educational
102	Montgomery Bell Academy	12/2/2009	5,000.00	TN	Educational
103	The Hermitage	12/2/2009	5,000.00	TN	Cultural
104	Alive Hospice	12/2/2009	3,000.00	TN	Medical
105	Vanderbilt	12/2/2009	2,000.00	TN	Medical
106	United Way	12/2/2009	15,000.00	TN	Civic
107	Cumberland Heights	12/3/2009	30,000.00	TN	Medical
108	Cumberland Heights	12/3/2009	30,000.00	TN	Medical
109	Nashville Alliance For Public Education	12/3/2009	5,000.00	TN	Educational
110	Book 'Em Reading is Fundamental	12/3/2009	150.00	TN	Educational
111	Alzheimers Drug Discovery	12/9/2009	500.00	TN	Medical
112	Belle Meade Plantation	12/9/2009	250.00	TN	Cultural
113	Easter Seals	12/9/2009	250.00	TN	Medical
114	Fifty Forward	12/9/2009	1,000.00	TN	Civic
115	Fisk University	12/9/2009	2,000.00	TN	Educational
116	Girl Scouts of America	12/9/2009	200.00	TN	Civic
117	Nashville Tree Foundation	12/9/2009	100.00	TN	Civic
118	National Children's Cancer Society	12/9/2009	100.00	KS	Medical
119	National Trust for Historic Preservation	12/9/2009	150.00	DC	Civic
120	Planned Parenthood	12/9/2009	2,000.00	TN	Medical
121	Sexual Assault Center	12/9/2009	250.00	TN	Medical
122	The Hermitage	12/9/2009	2,000.00	TN	Cultural
123	Community Foundation	12/9/2009	200.00	TN	Civic
124	Travelers Rest	12/9/2009	500.00	TN	Civic
125	YWCA	12/9/2009	300.00	TN	Civic
126	Cheekwood	12/11/2009	50,000.00	TN	Civic
127	Friends of Art Preservation in Embassies	12/17/2009	2,500.00	DC	Cultural
128	First Steps Inc	12/17/2009	100.00	TN	Civic
129	Interfaith Alliance	12/17/2009	500.00	TN	Civic
130	McNeilly Center for Children	12/17/2009	240.00	TN	Civic
131	Minnie Pearl Cancer Society	12/17/2009	500.00	TN	Medical
132	Monroe Harding Academy	12/17/2009	250.00	TN	Educational
133	Nashville Ballet	12/17/2009	5,000.00	TN	Cultural
134	WDCN Nashville Public TV	12/17/2009	250.00	TN	Educational
135	In Touch Ministries	12/17/2009	10,000.00	TN	Civic
136	Belmont University	12/28/2009	600,000.00	TN	Educational
137	Harpeth Hall	12/28/2009	230,000.00	TN	Educational
138	Vanderbilt	12/30/2009	1,500.00	TN	Medical
Total			\$ 2,653,131.33		