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

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

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) 5123 VIRGINIA WAY, SUITE B-22	Room/suite	B Telephone number (see 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"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 35,443,186.00	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 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	64,711	64,711		
	4 Dividends and interest from securities	746,996	746,996		
	5a Gross rents	77,216	77,216		
	b Net rental income or (loss)	77,216			
	6a Net gain or (loss) from sale of assets not on line 10	4,606,365			
	b Gross sales price for all assets on line 6a	16,075,601			
	7 Capital gain net income (from Part IV, line 2)		4,606,365.00		
	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	(42,005)	(42,005)			
12 Total. Add lines 1 through 11	5,453,283.00	5,453,283.00	0.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	188,209	188,209		
	14 Other employee salaries and wages	51,240	51,240		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	114,697	114,697		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	109,576	19,576		
	19 Depreciation (attach schedule) and depletion	4,425	4,425		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,800	17,225		3,575
	24 Total operating and administrative expenses. Add lines 13 through 23	488,947.00	395,372.00	0.00	3,575.00
	25 Contributions, gifts, grants paid	2,015,596.00			2,015,596.00
26 Total expenses and disbursements. Add lines 24 and 25	2,504,543.00	395,372.00	0.00	2,019,171.00	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,948,740.00				
b Net investment income (if negative, enter -0-)		5,057,911.00			
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	7,605	2,399	2,399
	2 Savings and temporary cash investments	1,419,792	4,874,235	4,398,758
	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 (attach schedule) (see 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)	27,604,340	27,107,839	29,889,529
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	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) ▶	408,942	404,517	1,152,500
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	29,440,679.00	32,388,990.00	35,443,186.00
	17 Accounts payable and accrued expenses	1,142	713	
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)	11,767.00	11,338.00	
	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.			
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	29,428,912	32,377,652	
	30 Total net assets or fund balances (see instructions)	29,428,912.00	32,377,652.00	
	31 Total liabilities and net assets/fund balances (see instructions)	29,440,679.00	32,388,990.00	

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	29,428,912.00
2	Enter amount from Part I, line 27a	2	2,948,740.00
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,377,652.00
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	32,377,652.00

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	Sale of Mutual Fund shares	P	Various	Various
c	From Partnership	P		
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 14,182,981		10,144,773	4,038,208.00
b 1,824,970		1,324,463	500,507.00
c 67,650			67,650.00
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

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	4,606,365
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 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.

(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))
2010	2,171,658	36,429,015	0.0596
2009	2,656,581	30,704,588	0.0865
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

2	Total of line 1, column (d)	2	0.3519
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	.0704
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	37,032,760
5	Multiply line 4 by line 3	5	2,607,106.30
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	50,579
7	Add lines 5 and 6	7	2,657,685.30
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	2,019,171.00

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	101,158
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	101,158.00
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	101,158.00
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	101,054.00
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	101,054.00
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	104.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.00
11	Enter the amount of line 10 to be. Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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
4b 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 instructions) <input type="checkbox"/> <u>Tennessee</u>		
8b 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 <i>General Instruction G</i> ? <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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► None				
14	The books are in care of ► William A. Shipp, Jr., Treasurer	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 ► <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ►	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ► <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 2011? ► <input type="checkbox"/>	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 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 2011 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 2011.)	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 2011?	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 instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ 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** ☒

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? **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 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	Co-chair			
Nashville, TN	As Required	0.00	0.00	0.00
Barbara Massey Rogers	Co-chair			
Palm Beach, FL	As Required	0.00	0.00	0.00
Clarence Edmonds	President/Dir			
Brentwood, TN	As Required	106,265	0.00	0.00
J. Brad Reed	Vice Pres/Dir			
Nashville, TN	As Required	81,944	0.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 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 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 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 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	33,680,594
b	Average of monthly cash balances	1b	4,371,282
c	Fair market value of all other assets (see instructions)	1c	1,152,542
d	Total (add lines 1a, b, and c)	1d	39,204,418.00
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	39,204,418.00
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	2,171,658
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,032,760.00
6	Minimum investment return. Enter 5% of line 5	6	1,851,638.00

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	1,851,638
2a	Tax on investment income for 2011 from Part VI, line 5	2a	101,158
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	101,158.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,750,480.00
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,750,480.00
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,750,480.00

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	2,019,171
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	2,019,171.00
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 instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,019,171.00

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,750,480.00
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.00	
b Total for prior years: 20____, 20____, 20____		0.00		
3 Excess distributions carryover, if any, to 2011				
a From 2006	850,209			
b From 2007	724,149			
c From 2008	1,154,866			
d From 2009	1,121,352			
e From 2010	374,153			
f Total of lines 3a through e	4,224,729.00			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,019,171				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,750,480
e Remaining amount distributed out of corpus	268,691			
5 Excess distributions carryover applied to 2011 (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	4,493,420.00			
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 instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	850,209			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,643,211.00			
10 Analysis of line 9				
a Excess from 2007	724,149			
b Excess from 2008	1,154,866			
c Excess from 2009	1,121,352			
d Excess from 2010	374,153			
e Excess from 2011	268,691			

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling N/A

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0.00
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 ^{2/3} 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 instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

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

Form **990-PF** (2011)

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a		NOT	APPLICABLE			
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					
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)					13 0.00

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

**Sign
Here**

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) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

08-15-12
Date

Treasurer
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

SCHEDULE
Jack C. Massey Foundation
Brentwood, TN
62-1649826
FORM 990PF, Year Ended December 31, 2011

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	80,265	80,265	
Legal Fees	132	132	
Accounting Fees	34,300	34,300	
Real Estate Related Fees	0	0	
TOTALS	<u>114,697</u>	<u>114,697</u>	
 <u>Line 18 - TAXES:</u>			
Payroll Taxes	12,049	12,049	
Foreign Tax and Fees	7,526	7,526	
Federal Excise Tax	90,000	0	
TOTALS	<u>109,576</u>	<u>19,576</u>	
 <u>Line 19 - DEPRECIATION:</u>			
Equipment	1,092	1,092	
Office Condominium	3,333	3,333	
TOTALS	<u>4,425</u>	<u>4,425</u>	
 <u>Line 23 - OTHER EXPENSES:</u>			
Bank Charges & Fees	15	15	
Insurance	7,289	7,289	
Owners Association Fees	2,999	2,999	
Office Expense	5,931	5,931	
Postage and Delivery	108	108	
Real Estate Maintenance	0	0	
Telephone	2,224	2,224	
Utilities	2,234	2,234	
Allocated to Column D	0	(3,575)	(3,575)
TOTALS	<u>20,800</u>	<u>17,224</u>	<u>(3,575)</u>

SCHEDULE
Jack C. Massey Foundation
Brentwood, TN
62-1649826
FORM 990PF, Year Ended December 31, 2011

PART II

	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
<u>Line 10 b - STOCKS:</u>			
Managed Funds	26,571,753	26,075,252	27,108,549
Bershire Hathaway	1,032,586	1,032,586	2,780,980
TOTALS	<u>27,604,339</u>	<u>27,107,839</u>	<u>29,889,529</u>
<u>Line 14 - LAND, BUILDINGS, and EQUIPMENT</u>			
Land	315,980	315,980	900,000
Office Condominium	130,000	130,000	250,000
Equipment	15,742	15,742	2,500
Accumulated Depreciation	<u>(52,780)</u>	<u>(57,205)</u>	<u>0</u>
TOTALS	<u>408,942</u>	<u>404,517</u>	<u>1,152,500</u>

Jack C Massey Foundation
Form 990-PF
Calendar Year 2011
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	34,300	0 00	0.00

Part X Minimum Investment Return--Line 4 Cash Deemed Held for Charitable Activities

The Foundation deems it prudent to maintain cash & temporary investments at a minimum of one year of estimated charitable grants The amount on line 4 is based on the prior year amount shown on Part I, Line 26(d)

JACK C. MASSEY FOUNDATION 62-1649826

2011 CONTRIBUTIONS

#	Organization	Date	State	Type	Amount
1	Centerstone	1/25/2011	TN	Medical	20,000.00
2	Nashville Ballet	1/25/2011	TN	Cultural	250.00
3	Physicians for Peace	1/25/2011	FL	Medical	250.00
4	Preservation Foundation	1/25/2011	FL	Cultural	10,000.00
5	Society of the Four Arts	1/25/2011	FL	Cultural	25,000 00
6	Society of the Four Arts	1/25/2011	FL	Cultural	10,000.00
7	The Hermitage	1/25/2011	TN	Civic	5,000.00
8	Vanderbilt	1/25/2011	TN	Medical	10,000 00
9	Vanderbilt	1/28/2011	TN	Medical	1,500.00
10	Arts & Business Council	2/10/2011	TN	Civic	125.00
11	Court Appointed Special Advocate for	2/10/2011	TN	Civic	5,000.00
12	Cumberland Heights	2/10/2011	TN	Medical	1,000.00
13	Harpeth Hall School	2/10/2011	TN	Educational	3,000.00
14	Hope for Depression Research Foundation	2/10/2011	NY	Medical	2,500 00
15	Immanuel Baptist Church	2/10/2011	TN	Religious	5,000.00
16	Nashville Tree Foundation	2/10/2011	TN	Civic	500.00
17	Cheekwood	2/10/2011	TN	Civic	4,000.00
18	Community Foundation	2/10/2011	TN	Civic	1,000 00
19	Travelers Rest	2/10/2011	TN	Civic	1,000.00
20	Franklin Road Academy	2/10/2011	TN	Educational	10,000.00
21	American Ireland Fund	2/10/2011	NY	Civic	1,500 00
22	Blair House	2/11/2011	DC	Cultural	300.00
23	Hanley Hazelden	2/14/2011	FL	Civic	5,000.00
24	The Hermitage	2/14/2011	TN	Civic	500.00
25	Vanderbilt	2/25/2011	TN	Medical	1,500.00
26	Alzheimer's Drug Discovery Foundation	3/4/2011	TN	Medical	1,000.00
27	Central Park Conservancy	3/4/2011	NY	Civic	2,500.00
28	Court Appointed Special Advocate for	3/4/2011	TN	Civic	1,000.00
29	Easter Seals	3/4/2011	TN	Medical	4,000.00
30	Fifty Forward	3/4/2011	TN	Civic	1,000.00
31	Second Harvest Food Bank	3/4/2011	TN	Civic	5,000.00
32	The Community Coalition	3/4/2011	PA	Civic	150.00
33	The Tennessee State Museum	3/4/2011	TN	Cultural	200.00
34	Saint Thomas Hospital	3/10/2011	TN	Medical	250.00
35	Temple Arts Festival	3/10/2011	TN	Religious	100.00
36	United Way	3/10/2011	FL	Civic	1,000.00
37	The Citizens Association	3/14/2011	FL	Civic	6,000.00
38	Dr. Alfred S Callahan, III	3/31/2011	TN	Medical	15,000.00
39	Vanderbilt	3/31/2011	TN	Medical	1,500.00
40	Fraternal Order of Police	3/31/2011	TN	Civic	100.00
41	Preservaton Foundation	4/6/2011	FL	Cultural	2,500.00
42	Cheekwood	4/6/2011	TN	Cultural	500.00
43	Cheekwood	4/6/2011	TN	Cultural	15,000 00
44	Eve of Janus	4/6/2011	TN	Civic	10,000.00
45	Frist Center for the Visual Arts	4/6/2011	TN	Cultural	1,000.00
46	Hospital Albert Schweitzer Haiti	4/6/2011	PA	Medical	2,500.00
47	Planned Parenthood	4/6/2011	TN	Educational	1,000 00
48	United Way	4/6/2011	FL	Civic	500 00
49	Volunteer State Horseman's Society	4/6/2011	TN	Cultural	3,000.00
50	Rehabilitation Center for Children & Adults	4/14/2011	FL	Medical	10,000.00
51	Vanderbilt	4/28/2011	TN	Medical	1,500.00

JACK C. MASSEY FOUNDATION 62-1649826

2011 CONTRIBUTIONS

52	Arthritis Foundation	5/14/2011	TN	Medical	350.00
53	Juvenile Diabetes Research Fdn	5/14/2011	TN	Medical	100.00
54	Nashville Public Library Foundation	5/14/2011	TN	Educational	1,500.00
55	W N P T	5/14/2011	TN	Educational	100.00
56	National Children's Cancer Society	5/14/2011	KS	Medical	200.00
57	Southern Poverty Law Center	5/14/2011	AL	Civic	225.00
58	Cheekwood	5/27/2011	TN	Cultural	5,000.00
59	Proclaiming Justice to the Nations	5/27/2011	TN	Civic	30,000.00
60	Vanderbilt	5/27/2011	TN	Medical	1,500.00
61	American Red Cross	6/16/2011	TN	Medical	10,000.00
62	Frist Center for the Visual Arts	6/16/2011	TN	Cultural	5,000.00
63	Habitat for Humanity	6/16/2011	GA	Civic	100.00
64	Monroe Harding Academy	6/16/2011	TN	Educational	450.00
65	Sexual Assault Center	6/16/2011	TN	Medical	500.00
66	Planned Parenthood	6/16/2011	TN	Educational	1,000.00
67	Vanderbilt	6/16/2011	TN	Educational	1,000.00
68	Vanderbilt	6/16/2011	TN	Educational	1,000.00
69	Palm Beach Civic Association	6/20/2011	FL	Civic	5,000.00
70	Alfred S. Callahan, III, MD	6/30/2011	TN	Medical	15,000.00
71	Vanerbilt	6/30/2011	TN	Medical	1,500.00
72	Society of the Four Arts	7/6/2011	FL	Cultural	10,000.00
73	Saddle Up	7/14/2011	TN	Medical	750.00
74	Tennessee Historical Society	7/14/2011	TN	Cultural	100.00
75	Frist Center for the Visual Arts	7/14/2011	TN	Cultural	200.00
76	Abe's Garden	7/15/2011	TN	Medical	1,000.00
77	Fifty Forward	7/15/2011	TN	Civic	845.00
78	Interfaith Alliance	7/15/2011	DC	Religious	250.00
79	Multiple Sclerosis Society	7/15/2011	TN	Medical	5,000.00
80	Vanderbilt	7/29/2011	TN	Medical	1,500.00
81	Cumberland Heights	7/29/2011	TN	Medical	100.00
82	High Hopes, Inc	7/29/2011	TN	Civic	100.00
83	Polk Memorial Association	7/29/2011	TN	Civic	200.00
84	Mental Health Association	7/29/2011	TN	Medical	10,000.00
85	Planned Parenthood	7/29/2011	TN	Educational	500.00
86	Preservation Foundation	7/29/2011	FL	Cultural	2,500.00
87	Time to Rise	7/29/2011	TN	Civic	1,000.00
88	Friends of Warner Park	7/29/2011	TN	Civic	2,500.00
89	Friends of the Galilean	7/29/2011	FL	Religious	25,000.00
90	Friends of the Galilean	7/29/2011	FL	Religious	7,000.00
91	Frist Center for the Visual Arts	8/16/2011	TN	Cultural	2,000.00
92	Dallas Teological Seminary Foundation	8/17/2011	TX	Religious	25,000.00
93	Vanderbilt	8/30/2011	TN	Medical	1,500.00
94	Friends of Warner Park	9/13/2011	TN	Civic	1,000.00
95	Hanley Hazeldon	9/13/2011	FL	Civic	10,000.00
96	Proclaiming Justice to the Nations	9/22/2011	TN	Civic	30,000.00
97	Alfred S. Callahan, III, MD	9/29/2011	TN	Medical	15,000.00
98	Vanderbilt	9/29/2011	TN	Medical	1,500.00
99	Hospice Foundation of Palm Beach	10/18/2011	FL	Medical	10,000.00
100	Cheekwood	10/20/2011	TN	Cultural	10,000.00
101	Vanderbilt	10/27/2011	TN	Medical	1,500.00
102	Society of the Four Arts	11/1/2011	FL	Cultural	50,000.00
103	Blair House	11/2/2011	DC	Cultural	5,000.00

JACK C. MASSEY FOUNDATION 62-1649826
2011 CONTRIBUTIONS

104	Palm Beach Community Foundation	11/2/2011	FL	Civic	250.00
105	Ensworth School	11/2/2011	TN	Educational	15,000.00
106	Leukemia & Lymphoma Society	11/2/2011	TN	Medical	1,000.00
107	Massachusetts General Hospital	11/2/2011	MA	Medical	10,000.00
108	Nashville Sypmphony	11/2/2011	TN	Cultural	7,000.00
109	Vanderbilt	11/2/2011	TN	Educational	10,000.00
110	Vanderbilt	11/2/2011	TN	Medical	10,000.00
111	Belmont University	11/10/2011	TN	Educational	25,000.00
112	Fellowship of Christians & Jews	11/10/2011	FL	Religious	10,000.00
113	In Touch Ministries	11/10/2011	GA	Religious	50,000.00
114	Institute for Ethnomedicine	11/10/2011	UT	Medical	25,000.00
115	Overbrook School	11/10/2011	TN	Educational	62,500.00
116	Saint Paul's Christian Academy	11/10/2011	TN	Educational	50,000.00
117	United Way	11/10/2011	FL	Civic	10,000.00
118	Dallas Theological Seminary	11/11/2011	TX	Educational	75,000.00
119	Royal Poinciana Chapel	11/23/2011	FL	Religious	50,000.00
120	Vanderbilt	11/29/2011	TN	Medical	1,500.00
121	Alive Hospice	12/5/2011	TN	Medical	1,000.00
122	Battle Ground Academy	12/5/2011	TN	Educational	10,000.00
123	Cheekwood	12/5/2011	TN	Cultural	50,000.00
124	Currey Ingram Academy	12/5/2011	TN	Educational	50,000.00
125	First Presbyterian Church	12/5/2011	TN	Religious	30,000.00
126	Garden Club of Nashville	12/5/2011	TN	Cultural	16,667.00
127	Polk Memorial Association	12/5/2011	TN	Civic	5,000.00
128	Nashville Opera	12/5/2011	TN	Cultural	33,334.00
129	Metro Public Education Foundation	12/5/2011	TN	Educaitonal	5,000.00
130	Nashville Symphony	12/5/2011	TN	Cultural	25,000.00
131	National Society of Colonial Dames	12/5/2011	DC	Cultural	50.00
132	Oasis Center	12/5/2011	TN	Civic	50,000.00
133	United Way	12/5/2011	TN	Civic	15,000.00
134	Vanderbilt	12/5/2011	TN	Educational	50,000.00
135	Friends of Warner Park	12/5/2011	TN	Cultural	30,000.00
136	Second Harvest Food Bank	12/8/2011	TN	Civic	5,000.00
137	Father Ryan School	12/20/2011	TN	Educational	10,000.00
138	Franklin Road Academy	12/20/2011	TN	Educational	10,000.00
139	Alfred S. Callahan, III, MD	12/20/2011	TN	Medical	5,000.00
140	Belmont University	12/28/2011	TN	Educational	625,000.00
141	Vanderbilt	12/29/2011	TN	Medical	1,500.00
142	Belmont University	12/30/2011	TN	Educational	50,000.00
143	The Joshua Fund	12/30/2011	CO	Civic	5,000.00
TOTAL GIVEN IN 2011					2,015,596.00