

Form

**990****Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

**2004****Open to Public Inspection**Department of the Treasury  
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**A** For the 2004 calendar year, or tax year beginning July 1, 2004, and ending June 30 2005

**B** Check if applicable:  
☐ Address change  
☐ Name change  
☐ Initial return  
☐ Final return  
☐ Amended return  
☐ Application pending

**C** Name of organization Pencil Foundation  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
 City or town, state or country, and ZIP + 4

**D** Employer identification number 58-1475675

**E** Telephone number (615) 242-3167

**F** Accounting method: ☐ Cash ☐ Accrual  
☐ Other (specify) ▶

**G** Website: ▶ www.pencilfd.org

**H** ☐ Not applicable to section 527 organizations.  
 H(a) Is this a group return for affiliates? ☐ Yes ☒ No  
 H(b) If "Yes," enter number of affiliates ▶  
 H(c) Are all affiliates included? ☐ Yes ☒ No  
 (If "No," attach a list. See instructions.)  
 H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

**I** Group Exemption Number ▶

**J** Organization type (check only one) ▶ ☒ 501(c) (3) (insert no.) ☐ 4947(a)(1) or ☐ 527

**K** Check here ▶ ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶

**M** Check ▶ ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See page 18 of the instructions.)

<b>Revenue</b>	1	Contributions, gifts, grants, and similar amounts received:				
	a	Direct public support	1a	533,698		
	b	Indirect public support	1b	115,487		
	c	Government contributions (grants)	1c	990,575		
	d	Total (add lines 1a through 1c) (cash \$ _____ noncash \$ _____)	1d		1,639,760	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2			
	3	Membership dues and assessments	3			
	4	Interest on savings and temporary cash investments	4		6,952	
	5	Dividends and interest from securities	5			
	6a	Gross rents	6a			
	b	Less: rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7	Other investment income (describe ▶)	7				
<b>Revenue</b>	8a	Gross amount from sales of assets other than inventory		(A) Securities	8a	
	b	Less: cost or other basis and sales expenses	8b			
	c	Gain or (loss) (attach schedule)	8c			
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			
	9	Special events and activities (attach schedule). If any amount is from gaming, check here ▶ <input type="checkbox"/>				
	a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a	66,835		
	b	Less: direct expenses other than fundraising expenses	9b	80,855		
	c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c		45,980	
	10a	Gross sales of inventory, less returns and allowances	10a			
	b	Less: cost of goods sold	10b			
<b>Expenses</b>	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
	11	Other revenue (from Part VII, line 103)	11			
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		1,692,692	
	13	Program services (from line 44, column (B))	13		1,344,971	
	14	Management and general (from line 44, column (C))	14		219,879	
	15	Fundraising (from line 44, column (D))	15		72,301	
	16	Payments to affiliates (attach schedule)	16			
	17	Total expenses (add lines 16 and 44, column (A))	17		1,637,151	
	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		55,541	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		823,799	
<b>Net Assets</b>	20	Other changes in net assets or fund balances (attach explanation)	20			
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		879,340	

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 22 of the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)	22 6,650	6,650		
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25			
26	Other salaries and wages	26 1,075,962	852,229	169,706	54,027
27	Pension plan contributions	27 28,348	19,399	6,788	2,161
28	Other employee benefits	28 79,545	62,429	12,983	4,133
29	Payroll taxes	29 94,172	86,324	3,948	3,900
30	Professional fundraising fees	30 3,500			3,500
31	Accounting fees	31 10,100		10,100	
32	Legal fees	32			
33	Supplies / Equipment	33 11,972	11,972		
34	Telephone	34 25,174	25,174		
35	Postage and shipping	35 7,560	7,190		370
36	Occupancy	36 76,117	68,737	4,920	2,460
37	Equipment rental and maintenance	37 8,333	8,333		
38	Printing and publications	38 48,656	46,906		1,750
39	Travel	39 14,863	14,863		
40	Conferences, conventions, and meetings	40 12,500	12,500		
41	Interest	41			
42	Depreciation, depletion, etc. (attach schedule)	42			
43	Other expenses not covered above (itemize): a MISC	43a 12,699	12,699		
	b Internet/Technology	43b 16,112	16,112		
	c Liability Insurance	43c 11,434		11,434	
	d Program Activities	43d 43,218	43,218		
	e Professional Services	43e 50,236	50,236		
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.	44 1,637,151	1,344,971	219,879	72,301

Joint Costs. Check ☒ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☒ Yes ☐ No  
 If "Yes," enter (i) the aggregate amount of these joint costs \$ 20,660 ; (ii) the amount allocated to Program services \$ 18,910 ;  
 (iii) the amount allocated to Management and general \$ ; and (iv) the amount allocated to Fundraising \$ 1,750

**Part III Statement of Program Service Accomplishments** (See page 25 of the instructions.)

What is the organization's primary exempt purpose? <u>Linking community resources with Nashville Public Schools</u>		Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a	Jobs for TN Graduates Served: 350 Serves at-risk high school students; propels them towards graduation and a successful transition to employment or further education. (Grants and allocations \$ _____)	488,118
b	Jobs Skills Training & Employment Served: 750 Provides job placement services to Families. First participants (Grants and allocations \$ _____)	392,545
c	PENCIL Partners Served: 70,000 Links business organizations and community groups to Metro public schools to share time, talent & treasure. (Grants and allocations \$ _____ In-kind: \$407,320)	161,325
d	Reading Partners Served: 2,250 Enlists volunteers to improve the reading scores of children in grades K-4 in selected Nashville Schools. (Grants and allocations \$ _____ In-kind: \$127,940)	98,955
e	Other program services (attach schedule) (Grants and allocations \$ _____)	
f	Total of Program Service Expenses (should equal line 44, column (B), Program services).	1,344,971

**Part IV Balance Sheets** (See page 25 of the instructions.)

<b>Note:</b> Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.		(A) Beginning of year		(B) End of year
<b>45</b>	Cash—non-interest-bearing . . . . .	181,574	45	178,249
<b>46</b>	Savings and temporary cash investments . . . . .	387,075	46	525,693
<b>47a</b>	Accounts receivable . . . . .	154,618	47c	
<b>b</b>	Less: allowance for doubtful accounts . . . . .			
<b>48a</b>	Pledges receivable . . . . .	125,000	48c	132,500
<b>b</b>	Less: allowance for doubtful accounts . . . . .			
<b>49</b>	Grants receivable . . . . .		49	61,863
<b>50</b>	Receivables from officers, directors, trustees, and key employees (attach schedule) . . . . .		50	
<b>51a</b>	Other notes and loans receivable (attach schedule) . . . . .		51c	
<b>b</b>	Less: allowance for doubtful accounts . . . . .			
<b>52</b>	Inventories for sale or use . . . . .		52	
<b>53</b>	Prepaid expenses and deferred charges . . . . .	32,815	53	13,919
<b>54</b>	Investments—securities (attach schedule) . . . . . <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54	
<b>55a</b>	Investments—land, buildings, and equipment: basis . . . . .		55c	
<b>b</b>	Less: accumulated depreciation (attach schedule) . . . . .			
<b>56</b>	Investments—other (attach schedule) . . . . .		56	
<b>57a</b>	Land, buildings, and equipment: basis . . . . .		57c	
<b>b</b>	Less: accumulated depreciation (attach schedule) . . . . .			
<b>58</b>	Other assets (describe ► ) . . . . .		58	
<b>59</b>	<b>Total assets</b> (add lines 45 through 58) (must equal line 74) . . . . .	881,082	59	912,164
<b>60</b>	Accounts payable and accrued expenses . . . . .	57,283	60	32,824
<b>61</b>	Grants payable . . . . .		61	
<b>62</b>	Deferred revenue . . . . .		62	
<b>63</b>	Loans from officers, directors, trustees, and key employees (attach schedule) . . . . .		63	
<b>64a</b>	Tax-exempt bond liabilities (attach schedule) . . . . .		64a	
<b>b</b>	Mortgages and other notes payable (attach schedule) . . . . .		64b	
<b>65</b>	Other liabilities (describe ► ) . . . . .		65	
<b>66</b>	<b>Total liabilities</b> (add lines 60 through 65) . . . . .	57,283	66	32,824
<b>67</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.	679,299	67	740,890
<b>68</b>	Unrestricted . . . . .	144,500	68	138,450
<b>69</b>	Temporarily restricted . . . . .		69	
<b>70</b>	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		70	
<b>71</b>	Capital stock, trust principal, or current funds . . . . .		71	
<b>72</b>	Paid-in or capital surplus, or land, building, and equipment fund . . . . .		72	
<b>73</b>	<b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21) . . . . .	823,799	73	879,340
<b>74</b>	<b>Total liabilities and net assets / fund balances</b> (add lines 66 and 73) . . . . .	881,082	74	912,164

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

## Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)

Part IV-B	Reconciliation of Expenses per Audited Financial Statements with Expenses per Return
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<p><b>a</b> Total revenue, gains, and other support per audited financial statements ▶</p> <p><b>b</b> Amounts included on line a but not on line 12, Form 990:</p> <p>(1) Net unrealized gains on investments \$ _____</p> <p>(2) Donated services and use of facilities \$ <u>571,870</u></p> <p>(3) Recoveries of prior year grants \$ _____</p> <p>(4) Other (specify): _____ _____ \$ _____</p> <p>Add amounts on lines (1) through (4) ▶</p>	<p><b>a</b> <u>2,264,562</u></p> <p><b>b</b> <u>571,870</u></p> <p><b>c</b> <u>1,692,692</u></p>	<p><b>a</b> Total expenses and losses per audited financial statements . . ▶</p> <p><b>b</b> Amounts included on line a but not on line 17, Form 990:</p> <p>(1) Donated services and use of facilities \$ <u>571,870</u></p> <p>(2) Prior year adjustments reported on line 20, Form 990 . . . . \$ _____</p> <p>(3) Losses reported on line 20, Form 990 . . . . \$ _____</p> <p>(4) Other (specify): _____ _____ \$ _____</p> <p>Add amounts on lines (1) through (4) ▶</p> <p><b>c</b> Line a minus line b . . . . . ▶</p> <p><b>d</b> Amounts included on line 17, Form 990 but not on line a:</p> <p>(1) Investment expenses not included on line 6b, Form 990 . . . \$ _____</p> <p>(2) Other (specify): _____ _____ \$ _____</p> <p>Add amounts on lines (1) and (2) ▶</p>	<p><b>a</b> <u>2,209,021</u></p> <p><b>b</b> <u>571,870</u></p> <p><b>c</b> _____</p> <p><b>d</b> _____</p> <p><b>e</b> <u>1,637,151</u></p>
<p><b>e</b> Total revenue per line 12, Form 990 (line c plus line d) . . . . . ▶</p>	<p><b>e</b> <u>1,692,692</u></p>	<p><b>e</b> Total expenses per line 17, Form 990 (line c plus line d) . . . . . ▶</p>	<p><b>e</b> <u>1,637,151</u></p>

a	Total expenses and losses per audited financial statements . . . ▶	a	2,209,021
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities \$ 571,870		
(2)	Prior year adjustments reported on line 20, Form 990 . . . . \$		
(3)	Losses reported on line 20, Form 990 . . . . \$		
(4)	Other (specify): ..... \$		
	Add amounts on lines (1) through (4) ▶	b	571,870
c	Line a minus line b . . . . . ▶	c	
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 . . . . \$		
(2)	Other (specify): ..... \$		
	Add amounts on lines (1) and (2) ▶	d	
e	Total expenses per line 17, Form 990 (line c plus line d) . . . . . ▶	e	1,637,151

**Part V** List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see page 27 of the instructions.)

[illegible]

**75** Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? **►** ☐ Yes ☐ No  
If "Yes," attach schedule—see page 28 of the instructions.

**Part VI Other Information** (See page 28 of the instructions.)

	Yes	No
<b>76</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity.		<input checked="" type="checkbox"/>
<b>77</b> Were any changes made in the organizing or governing documents but not reported to the IRS? . . . . . If "Yes," attach a conformed copy of the changes.		<input checked="" type="checkbox"/>
<b>78a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<input checked="" type="checkbox"/>
<b>79</b> Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		<input checked="" type="checkbox"/>
<b>80a</b> Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? . . . . .		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," enter the name of the organization ▶ . . . . . . . . . . and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
<b>81a</b> Enter direct and indirect political expenditures. See line 81 instructions <b>81a</b>		
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year? . . . . .		<input checked="" type="checkbox"/>
<b>82a</b> Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? . . . . .	<input checked="" type="checkbox"/>	
<b>b</b> If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) <b>82b</b> 571,870		
<b>83a</b> Did the organization comply with the public inspection requirements for returns and exemption applications?	<input checked="" type="checkbox"/>	
<b>b</b> Did the organization comply with the disclosure requirements relating to quid pro quo contributions? . . . . .	<input checked="" type="checkbox"/>	
<b>84a</b> Did the organization solicit any contributions or gifts that were not tax deductible? . . . . .		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .		
<b>85</b> <b>501(c)(4), (5), or (6) organizations.</b> <b>a</b> Were substantially all dues nondeductible by members? . . . . .		
<b>b</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? . . . . .		
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
<b>c</b> Dues, assessments, and similar amounts from members. <b>85c</b>		
<b>d</b> Section 162(e) lobbying and political expenditures. <b>85d</b>		
<b>e</b> Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices. <b>85e</b>		
<b>f</b> Taxable amount of lobbying and political expenditures (line 85d less 85e). <b>85f</b>		
<b>g</b> Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? . . . . .		
<b>h</b> If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? . . . . .		
<b>86</b> <b>501(c)(7) orgs.</b> Enter: <b>a</b> Initiation fees and capital contributions included on line 12. <b>86a</b>		
<b>b</b> Gross receipts, included on line 12, for public use of club facilities . . . . . <b>86b</b>		
<b>87</b> <b>501(c)(12) orgs.</b> Enter: <b>a</b> Gross income from members or shareholders . . . . . <b>87a</b>		
<b>b</b> Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) <b>87b</b>		
<b>88</b> At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX . . . . .		<input checked="" type="checkbox"/>
<b>89a</b> <b>501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
<b>b</b> <b>501(c)(3) and 501(c)(4) orgs.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction . . . . .		<input checked="" type="checkbox"/>
<b>c</b> Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . . ▶		
<b>d</b> Enter: Amount of tax on line 89c, above, reimbursed by the organization . . . . . ▶		
<b>90a</b> List the states with which a copy of this return is filed ▶		
<b>b</b> Number of employees employed in the pay period that includes March 12, 2004 (See instructions.) <b>90b</b> 30		
<b>91</b> The books are in care of ▶ Laura Ross Telephone no. ▶ (615) 242-3167 Located at ▶ 421 Great Circle Rd, Nashville, TN ZIP + 4 ▶ 37228-1407		
<b>92</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here. . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . ▶ 92		

**Part VII Analysis of Income-Producing Activities** (See page 33 of the instructions.)

**Note:** Enter gross amounts unless otherwise indicated.

**93** Program service revenue:

a n/a  
b  
c  
d  
e

f Medicare/Medicaid payments . . . . .

g Fees and contracts from government agencies

**94** Membership dues and assessments . . . . .

**95** Interest on savings and temporary cash investments

**96** Dividends and interest from securities . . . . .

**97** Net rental income or (loss) from real estate:

a debt-financed property . . . . .

b not debt-financed property . . . . .

**98** Net rental income or (loss) from personal property

**99** Other investment income . . . . .

**100** Gain or (loss) from sales of assets other than inventory

**101** Net income or (loss) from special events . . . . .

**102** Gross profit or (loss) from sales of inventory

**103** Other revenue: a

b  
c  
d  
e

**104** Subtotal (add columns (B), (D), and (E)) . . . . .

**105** Total (add line 104, columns (B), (D), and (E)) . . . . .

**Note:** Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

Line No. Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

n/a

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
<u>n/a</u>	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☐ No

**Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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

Please  
Sign  
Here

Signature of officer \_\_\_\_\_ Date \_\_\_\_\_

Type or print name and title. \_\_\_\_\_

Paid  
Preparer's  
Use Only

Preparer's signature \_\_\_\_\_ Date \_\_\_\_\_ Check if self-employed ☐ Preparer's SSN or PTIN (See Gen. Inst. W) \_\_\_\_\_  
Firm's name (or yours if self-employed), address, and ZIP + 4 \_\_\_\_\_ EIN \_\_\_\_\_  
Phone no. \_\_\_\_\_

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information—(See separate instructions.)**

► **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

**2004**

Employer identification number

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 1 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
Laura Ross	Finance/HR Director 32	\$62,523	\$2549	
Jacquelyn Green	Program Director 40	\$52,052	\$5,982	
Denise Hickerson	Development Director 40	\$54,027	\$6,061	
Total number of other employees paid over \$50,000 . . . . . ►				

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
n/a		
Total number of others receiving over \$50,000 for professional services . . . . . ►		

**Part III** Statements About Activities (See page 2 of the instructions.)

- |  |    | Yes | No |
|--|----|-----|----|
| 1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)   | 1  |     | ✓  |
| Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.  |    |     |    |
| 2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.) |    |     |    |
| a Sale, exchange, or leasing of property?  | 2a |     | ✓  |
| b Lending of money or other extension of credit?   | 2b |     | ✓  |
| c Furnishing of goods, services, or facilities?  | 2c |     | ✓  |
| d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?  | 2d |     | ✓  |
| e Transfer of any part of its income or assets?  | 2e |     | ✓  |
| 3a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)  | 3a |     | ✓  |
| b Do you have a section 403(b) annuity plan for your employees? <u>401(k)</u>  | 3b |     | ✓  |
| 4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?   | 4a |     | ✓  |
| b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?  | 4b |     | ✓  |

**Part IV** Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ \_\_\_\_\_
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14
- ☐
- An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)



**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.***Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	2,422,107	2,007,576	2,570,956	2,407,214	9,407,853
<b>16</b> Membership fees received					
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	5,107	4,093	2,227	3,302	14,729
<b>19</b> Net income from unrelated business activities not included in line 18.					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf.					
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
<b>23</b> Total of lines 15 through 22	2,427,214	2,011,669	2,573,187	2,410,516	9,422,586
<b>24</b> Line 23 minus line 17	"	"	"	"	"
<b>25</b> Enter 1% of line 23	24,272	20,117	25,732	24,105	
<b>26 Organizations described on lines 10 or 11:</b>					
<b>a</b> Enter 2% of amount in column (e), line 24					26a 188,452
<b>b</b> Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 370,000
<b>c</b> Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 9,422,586
<b>d</b> Add: Amounts from column (e) for lines: 18 14,729 19 370,000 22 370,000					26d 384,729
<b>e</b> Public support (line 26c minus line 26d total)					26e 9,037,857
<b>f</b> Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 2349 %
<b>27 Organizations described on line 12:</b>					
<b>a</b> For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: (2003) (2002) (2001) (2000)					
<b>b</b> For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2003) (2002) (2001) (2000)					
<b>c</b> Add: Amounts from column (e) for lines: 15 16 17 20 21					27c
<b>d</b> Add: Line 27a total, and line 27b total					27d
<b>e</b> Public support (line 27c total minus line 27d total)					27e
<b>f</b> Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					27f
<b>g</b> Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g %
<b>h</b> Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h %
<b>28 Unusual Grants:</b> For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

**Part V Private School Questionnaire** (See page 7 of the instructions.)  
**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

	Yes	No
<b>29</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? . . . . .	<b>29</b>	
<b>30</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? . . . . .	<b>30</b>	
<b>31</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? . . . . . If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) ..... ..... .....	<b>31</b>	
<b>32</b> Does the organization maintain the following:		
<b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .	<b>32a</b>	
<b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .	<b>32b</b>	
<b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .	<b>32c</b>	
<b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? . . . . .	<b>32d</b>	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... .....		
<b>33</b> Does the organization discriminate by race in any way with respect to:		
<b>a</b> Students' rights or privileges? . . . . .	<b>33a</b>	
<b>b</b> Admissions policies? . . . . .	<b>33b</b>	
<b>c</b> Employment of faculty or administrative staff? . . . . .	<b>33c</b>	
<b>d</b> Scholarships or other financial assistance? . . . . .	<b>33d</b>	
<b>e</b> Educational policies? . . . . .	<b>33e</b>	
<b>f</b> Use of facilities? . . . . .	<b>33f</b>	
<b>g</b> Athletic programs? . . . . .	<b>33g</b>	
<b>h</b> Other extracurricular activities? . . . . .	<b>33h</b>	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... ..... .....		
<b>34a</b> Does the organization receive any financial aid or assistance from a governmental agency? . . . . .	<b>34a</b>	
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? . . . . . If you answered "Yes" to either 34a or b, please explain using an attached statement.	<b>34b</b>	
<b>35</b> Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation . . . . .	<b>35</b>	

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)  
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

 Check **a** ☐ if the organization belongs to an affiliated group. Check **b** ☐ if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) . . . . .	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	37	
38	Total lobbying expenditures (add lines 36 and 37) . . . . .	38	
39	Other exempt purpose expenditures . . . . .	39	
40	Total exempt purpose expenditures (add lines 38 and 39) . . . . .	40	
41	Lobbying nontaxable amount. Enter the amount from the following table— If the amount on line 40 is—      The lobbying nontaxable amount is— Not over \$500,000 . . . . . 20% of the amount on line 40 . . . . . Over \$500,000 but not over \$1,000,000 . . . . . \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 . . . . . \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 . . . . . \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 . . . . . \$1,000,000 . . . . .	41	
42	Grassroots nontaxable amount (enter 25% of line 41). . . . .	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36. . . . .	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38. . . . .	44	

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720.

**4-Year Averaging Period Under Section 501(h)**

 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below.  
 See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45	Lobbying nontaxable amount . . . . .				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures . . . . .				
48	Grassroots nontaxable amount . . . . .				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures . . . . .				

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers . . . . .			
b Paid staff or management (Include compensation in expenses reported on lines c through h.) . . . . .			
c Media advertisements. . . . .			
d Mailings to members, legislators, or the public . . . . .			
e Publications, or published or broadcast statements . . . . .			
f Grants to other organizations for lobbying purposes . . . . .			
g Direct contact with legislators, their staffs, government officials, or a legislative body. . . . .			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means . . . . .			
i Total lobbying expenditures (Add lines c through h.) . . . . .			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

**Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 11 of the instructions.)

**51** Did the reporting 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 organization to a noncharitable exempt organization of:

(i) Cash

(ii) Other assets

**b Other transactions:**

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

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

**(iv) Reimbursement arrangements**

**(v) Loans or loan guarantees**

**(vi) 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 organization. If the organization 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]

**52a** Is the organization 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? . . . . . ►

**b** If “Yes,” complete the following schedule:

☐ Yes    ☐ No

[illegible]

Final

Attachment  
section 1 - (9)

**LITTLE NIGHT OF MUSIC 2005**

Preliminary Report

As of 06/01/05

**Revenue:**

Corporate Sponsors	\$35,000.00	
Contributions	1,255.00	
Silent Auction	10,580.00	
Reservations	<u>20,000.00</u>	
<b>Total Revenue</b>		<b><u>\$66,835.00</u></b>

**Expenses:**

Facility	\$5,700.00	
Catering	10,006.40	
Meeting Cost	357.95	
Printing	2,457.00	
Postage	556.99	
I've Been Framed	619.66	
Tommy Lawson Photography	377.50	
Bell Meade Framers	180.00	
Imagination Specialties	112.00	
Travel Expenses	106.05	
Credit Card Cost	<u>381.04</u>	
<b>Total Expenses</b>		<b><u>20,854.59</u></b>

<b>Net Balance</b>		<b><u>\$45,980.41</u></b>
--------------------	--	---------------------------

## Attachment

### Part II

22. Grants and allocations -- \$6,650 awarded to 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> place winners in grades 3-12 for a competitive language arts program. 1<sup>st</sup> place receives \$50, 2<sup>nd</sup> place receives \$35 and 3<sup>rd</sup> place receives \$20.

1. The first part of the paper is devoted to a discussion of the general principles of the theory of the structure of the atom. It is shown that the structure of the atom is determined by the laws of quantum mechanics, which are based on the principle of the uncertainty of the position and momentum of the particles. The second part of the paper is devoted to a discussion of the structure of the nucleus. It is shown that the structure of the nucleus is determined by the laws of quantum mechanics, which are based on the principle of the uncertainty of the position and momentum of the particles. The third part of the paper is devoted to a discussion of the structure of the molecule. It is shown that the structure of the molecule is determined by the laws of quantum mechanics, which are based on the principle of the uncertainty of the position and momentum of the particles.

### ATTACHMENT – Section III

#### e. Other program services

**Reading College:** Delivers Supplemental Educational Services by hiring highly qualified Nashville Reading teachers to improve average yearly gains in reading scores at Kirkpatrick Elementary. \$33,569

Served: 72

**Math Partners:** Promotes student achievement in mathematics and links local businesses, organizations and individual volunteers with students to provide academic assistance to students in grades 5-6 whose test scores fall below the national norm.

(Served: 250) \$75,826

In-kind contribution: \$34,960

**Caterpillar Student Writers Showcase:** A writing competition for Metropolitan Nashville Public School students in grades 3-12 designed to support the Metro Language Arts curriculum. \$24,574

(Grants and allocations): \$6,650

Served: 850

**St. Thomas Science Scholars:** Selected high school sophomores attending Metro Public Schools who are interested in pursuing a medical career attend monthly sessions at St. Thomas Hospital to learn more about different aspects of medical care.

(Served: 40) \$4,095

**Sumner County Partners:** A new initiative modeled after PENCIL Partners designed to link Sumner County businesses with local schools. While funds were raised for the program in fiscal year 2004, actual program activities did not begin until July 1, 2004 (fiscal year 2005).

Served: 1,500+

\$40,475

**PENCIL:** the umbrella organization governing all programs listed; expenses are the result of costs unallowable to the various programs. \$12,708

**Choices:** Recruits and trains volunteers to deliver an interactive two-day classroom program to encourage 8<sup>th</sup> grade students to make thoughtful academic decisions to expand their career options in the future.

Served: 1,000

\$12,781

**PENCIL Box:** A new program that provides free office supplies from business and individual donors to Metro school teachers for needy students. Program did not begin until fiscal year 2006.

Served: 0 (services began in Fall of 2006)

\$0



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## **ATTACHMENT**

### **PART V – List of officers, directors, trustees and key employees**

- A. See attached roster
- B. All directors worked less than one hour per week
- C. No directors were compensated
- D. No directors had contributions to the employer benefits plan
- E. No directors received expense accounts or other allowances.

#### **Key Employees**

Connie Williams, Executive Director  
421 Great Circle Road  
Suite 100  
Nashville, TN 37228

- b. Works more than 40 hours per week
- c. Compensation: \$107,183
- d. Benefit plan contributions: \$8,186
- e. No expense account or other allowances

1774/1775

1774/1775 - 1775/1776 - 1776/1777

1777/1778 - 1778/1779

1779/1780 - 1780/1781

1781/1782 - 1782/1783

1783/1784 - 1784/1785

1785/1786 - 1786/1787

1787/1788

1788/1789

1789/1790

1790/1791

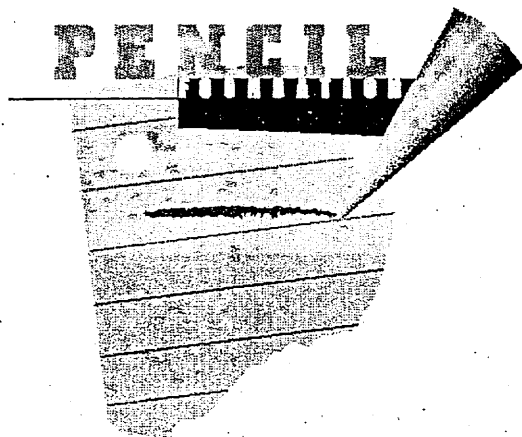
1791/1792

1792/1793

1793/1794

1794/1795

1795/1796



PENCIL FOUNDATION BOARD OF DIRECTORS 2004-2005

## CONTACT INFORMATION

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