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

2008

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

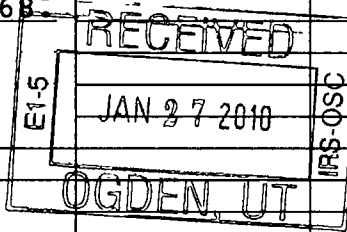
For calendar year **2008**, or tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation R BRAD MARTIN FAMILY FOUNDATION	A Employer identification number 62-1548977
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1025 CHERRY ROAD	B Telephone number 901/937-2136
	City or town, state, and ZIP code MEMPHIS, TN 38117	C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,013,563. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	372,400.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	86,117.	86,117.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-182,159.			STATEMENT 1
b Gross sales price for all assets on line 6a	621,068.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	276,358.	86,117.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,750.	1,375.		1,375.
c Other professional fees				
17 Interest				
18 Taxes	8,898.	3,422.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	25,843.	12,973.		12,870.
24 Total operating and administrative expenses. Add lines 13 through 23	37,491.	17,770.		14,245.
25 Contributions, gifts, grants paid	637,195.			637,195.
26 Total expenses and disbursements. Add lines 24 and 25	674,686.	17,770.		651,440.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-398,328.			
b Net investment income (if negative, enter -0-)		68,347.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,296,393.	1,074,329.	1,074,329.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	6,877,038.	6,506,047.	4,192,792.
	c Investments - corporate bonds STMT 7	0.	93,000.	104,454.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	500,000.	601,727.	541,988.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ ART)	100,000.	100,000.	100,000.	
16 Total assets (to be completed by all filers)	8,773,431.	8,375,103.	6,013,563.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	8,773,431.	8,375,103.		
30 Total net assets or fund balances	8,773,431.	8,375,103.		
31 Total liabilities and net assets/fund balances	8,773,431.	8,375,103.		

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	8,773,431.
2 Enter amount from Part I, line 27a	2	-398,328.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,375,103.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,375,103.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	621,068.	747,377.	-126,309.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			-126,309.	
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	-126,309.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	581,215.	7,597,815.	.076498
2006	453,113.	6,038,969.	.075032
2005	1,863,456.	1,526,202.	1.220976
2004	602,222.	1,201,733.	.501128
2003	298,022.	773,980.	.385051
2 Total of line 1, column (d)			2.258685
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			.451737
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			5,219,905.
5 Multiply line 4 by line 3			2,358,024.
6 Enter 1% of net investment income (1% of Part I, line 27b)			683.
7 Add lines 5 and 6			2,358,707.
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.			651,440.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,367.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,367.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,367.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	5,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,633.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 3,633. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>SCOTT IMORDE</u> Telephone no. ▶ <u>901/937-2115</u> Located at ▶ <u>1025 CHERRY ROAD, MEMPHIS, TN</u> ZIP+4 ▶ <u>38117</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) <u>N/A</u>	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 2008?	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)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,336,557.
b	Average of monthly cash balances	1b	862,839.
c	Fair market value of all other assets	1c	100,000.
d	Total (add lines 1a, b, and c)	1d	5,299,396.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,299,396.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,491.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,219,905.
6	Minimum investment return. Enter 5% of line 5	6	260,995.

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	260,995.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,367.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,367.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	259,628.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	259,628.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	259,628.

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	651,440.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	651,440.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	651,440.

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 XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				259,628.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	265,381.			
b From 2004	543,059.			
c From 2005	1,794,910.			
d From 2006	253,118.			
e From 2007	211,788.			
f Total of lines 3a through e	3,068,256.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$	651,440.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				259,628.
e Remaining amount distributed out of corpus	391,812.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3,460,068.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	265,381.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	3,194,687.			
10 Analysis of line 9:				
a Excess from 2004	543,059.			
b Excess from 2005	1,794,910.			
c Excess from 2006	253,118.			
d Excess from 2007	211,788.			
e Excess from 2008	391,812.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 the instructions.)

1 Information Regarding Foundation Managers:

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

R BRAD MARTIN

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
STATEMENT ATTACHED (CASH)	N/A	PUBLIC	PROGRAM RELATED	637,195.
Total				637,195.
b Approved for future payment				
Total SEE STATEMENT 10				1,015,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include items like Program service revenue, Fees and contracts from government agencies, Dividends and interest from securities, etc.

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

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (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.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... 2b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 1/19/10 Title: VP Secretary

Preparer's Use Only: Preparer's signature: [Signature] Date: 1/17/10 Check if self-employed: [X] Preparer's identifying number: [] Firm's name (or yours if self-employed), address, and ZIP code: C T COURTENAY, CPA P O BOX 38069 GERMANTOWN, TENNESSEE 38183 Phone no. 901/767-4431

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

R BRAD MARTIN FAMILY FOUNDATION

Employer identification number

62-1548977

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

R BRAD MARTIN FAMILY FOUNDATION

62-1548977

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	R BRAD MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	R BRAD MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization R · BRAD MARTIN FAMILY FOUNDATION	Employer identification number 62-1548977
--	---

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>10,000 SHARES LULULEMON ATHLETICA</u> _____ _____	\$ <u>164,900.</u>	<u>07/23/09</u>
<u>2</u>	<u>10000 SHARES LULULEMON ATHLETICA</u> _____ _____	\$ <u>207,500.</u>	<u>08/13/09</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

R BRAD MARTIN FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CIL FIRST HORIZON	P	10/23/07	10/23/07
b 50 WAL-MART OPTIONS	P	06/22/09	02/10/09
c 10000 LULULEMON	D	07/27/07	09/21/09
d 5000 LULULEMON	D	07/27/07	09/21/09
e 5000 LULULEMON	D	07/27/07	09/25/09
f 5000 LULULEMON	D	07/27/07	09/25/09
g SILVERLEAFE (DETAIL ATTACHED)			
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		21.	-21.
b 9,144.			9,144.
c 244,500.		180,000.	64,500.
d 122,349.		90,000.	32,349.
e 120,050.		90,000.	30,050.
f 120,117.		90,000.	30,117.
g		297,356.	-297,356.
h 4,908.			4,908.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-21.
b			9,144.
c			64,500.
d			32,349.
e			30,050.
f			30,117.
g			-297,356.
h			4,908.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-126,309.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

SILVERLEAF INVESTMENTS
R. BRAD MARTIN FAMILY FOUNDATION
SEPTEMBER 30, 2009

STOCK	SHARES	MARKET VALUE	DATE ACQ'D/SOLD	BOOK BASIS	NET BOOK BASIS	REALIZED GAIN (LOSS)
ABB LTD	1,300.000		3/12/2009	15,169.90	15,169.90	
ALTRIA GROUP	400.000		2/7/2008	9,166.46	9,166.46	
ASTRAZENECA	420.000		8/12/2008	20,789.31	20,789.31	
AT&T	780.000		2/7/2008	29,873.42	29,873.42	
AUSTRALIA BKG GR	740.000		2/7/2008	17,720.34	17,720.34	
BOEING	470.000		4/29/2009	18,267.50	18,267.50	
BP PLC	420.000		2/7/2008	27,015.99	27,015.99	
BRISTOL MYERS SQUIBB	1,820.000		6/27/2008	36,423.65		
BRISTOL MYERS SQUIBB	-290.000	5,847.81	6/8/2009	(5,803.77)	30,619.88	44.04
CAMPANHIA GERAIS	1,420.000		2/7/2008	23,242.68	23,242.68	
CAMPANHIA SIDERURGICA	410.000		4/4/2008	15,078.86		
CAMPANHIA SIDERURGICA	850.000		3/5/2009	10,191.00		
CAMPANHIA SIDERURGICA	510.000		3/23/2009	7,425.44	32,695.30	
CHEVRON	370.000		2/7/2008	30,388.70	30,388.70	
CHUNGHWA TELECOM	810.000		3/27/2008	21,658.81		
CHUNGHWA TELECOM	660.000		4/10/2008	17,185.29		
CHUNGHWA TELECOM	472.000		1/8/2009	7,277.56		
CHUNGHWA TELECOM	-63.000	1,029.17	3/25/2009	(813.27)	45,308.39	215.90
DEUTSCHE LUFTHANSA	1,450.000		8/9/2008	38,578.00	38,578.00	
DIAGEO	550.000		2/7/2008	44,927.88		
DIAGEO	-190.000	11,994.08	9/24/2009	(15,520.54)	29,407.34	(3,526.46)
ENERPLUS RES (stmt 29575.75)	730.000		2/7/2008	29,827.19	29,827.19	
ENI SPA ADR	410.000		3/5/2009	14,998.58	14,998.58	
FOSTERS GROUP	5,800.000		9/25/2009	29,031.94	29,031.94	
FPL GROUP	440.000		3/5/2009	19,643.09	19,643.09	
FRANCE TELECOM	380.000		2/7/2008	13,218.70	13,218.70	
GENERAL ELECTRIC	1,050.000		2/7/2008	37,262.00	37,262.00	
GENUINE PARTS	900.000		5/9/2008	38,697.02	38,697.02	
HEALTH CARE REIT	860.000		2/7/2008	37,479.23	37,479.23	
HEINZ H J	790.000		4/10/2008	37,559.23	37,559.23	
HSBC HOLDINGS	470.000		6/8/2009	20,538.45	20,538.45	
JOHNSON & JOHNSON	470.000		2/7/2008	29,913.63	29,913.63	
KIMBERLY CLARK	450.000		2/7/2008	29,732.30	29,732.30	
LILLY ELI & CO	700.000		3/5/2009	19,608.00	19,608.00	
MICROSOFT	940.000		4/24/2009	17,819.73	17,819.73	
MORGAN STANLEY	430.000		3/30/2009	10,906.99	10,906.99	
MUNICH RE GROUP	1,470.000		6/10/2009	20,147.00	20,147.00	
NINTENDO CO LTD	340.000		3/3/2008	22,631.60	22,631.60	
PETROCHINA	190.000		2/7/2008	29,587.18	29,587.18	
PHILLIP MORRIS	400.000			20,884.66	20,884.66	
RWE AG SPONS	300.000		2/7/2008	37,268.00	37,268.00	
SILICONWARE	3,979.000		2/7/2008	30,953.00		
SILICONWARE	-2,200.000	9,140.86	1/2/2009	(17,136.56)	13,816.44	(7,995.70)
SINGAPORE TELECOM	1,400.000		2/7/2008	37,724.00	37,724.00	
TAIWAN SEMICONDUCTOR	3,196.000		2/7/2008	30,902.68	30,902.68	
TRAVELERS COS INC	430.000		4/2/2009	17,031.60	17,031.60	
TSAKOS ENERGY	850.000		2/7/2008	30,063.49	30,063.49	
UNILEVER	1,100.000		2/7/2008	35,766.03	35,766.03	
UNITED OVERSEAS	900.000		2/7/2008	23,381.73	23,381.73	
VERIZON	1,200.000		2/7/2008	46,106.09	46,106.09	
VERMILLION ENERGY	850.000		3/9/2009	16,028.21	16,028.21	
VODAFONE GROUP	1,070.000		2/7/2008	37,573.56	37,573.56	
VOLVO	1,980.000		3/14/2008	29,527.03		
VOLVO	430.000		4/10/2008	6,964.50		
VOLVO	-790.000	3,259.82	2/10/2009	(11,780.99)	24,710.54	(8,521.17)
				1,198,102.10	1,198,102.10	

SILVERLEAF INVESTMENTS
R. BRAD MARTIN FAMILY FOUNDATION
SEPTEMBER 31, 2009

STOCK	SHARES	MARKET VALUE	DATE ACQ'D/SOLD	BOOK BASIS	NET BOOK BASIS	REALIZED GAIN (LOSS)
OTHER TRANSACTION:						
CIL CHUNGHWA			12/11/2009			2.04
CIL CHUNGHWA			3/26/2009			9.11
CIL TAIWANSEMI			8/14/2009			10.07
CIL CHUNGHWA			9/28/2009			16.07
ALLIED CAPITAL CORP	650.000		2/7/2008	15,057.48		
ALLIED CAPITAL CORP	-650.000	1,591.58	12/9/2008	(15,057.48)	0.00	(13,465.90)
BANK OF AMERICA	850.000		2/7/2008	37,508.05		
BANK OF AMERICA	100.000		4/15/2008	3,778.58		
BANK OF AMERICA	-950.000	6,687.85	1/22/2009	(41,286.63)	0.00	(34,598.78)
BARCLAYS	990.000		2/7/2008	37,520.78		
BARCLAYS	-990.000	3,601.51	1/26/2009	(37,520.78)	0.00	(33,919.27)
CEMEX	880.000		2/7/2008	24,076.00		
CEMEX	31.000		6/30/2008	713.71		
CEMEX	-911.000	5,284.15	2/26/2009	(24,789.71)	0.00	(19,505.56)
DOW CHEMICAL	1,150.000		2/7/2008	45,328.01		
DOW CHEMICAL	-1,150.000	8,617.99	2/26/2008	(45,328.01)	0.00	(36,710.02)
ING GROEP NV	890.000		2/7/2008	29,362.26		
ING GROEP NV	-890.000	4,713.87	2/26/2009	(29,362.26)	0.00	(24,648.39)
JP MORGAN CHASE	810.000		2/7/2008	37,508.00		
JP MORGAN CHASE	-810.000	15,977.67	2/27/2009	(37,508.00)	0.00	(21,530.33)
PETROLEO	520.000		2/7/2008	29,666.20		
PETROLEO	-520.000	13,213.49	3/5/2009	(29,666.20)	0.00	(16,452.71)
FORD MTR CO	960.000		2/7/2008	32,984.00		
FORD MTR CO	-320.000	2,968.05	4/8/2009	(10,994.67)		(8,026.62)
FORD MTR CO	-640.000	6,928.84	4/14/2009	(21,989.33)	0.00	(15,060.49)
HCP INC COM	100.000		2/7/2008	3,100.00		
HCP INC COM	1,140.000		2/7/2008	33,479.77		
HCP INC COM	-1,240.000	24,375.11	4/9/2009	(36,579.77)	0.00	(12,204.66)
GLAXOSMITHKLINE	840.000		2/7/2008	39,306.14		
GLAXOSMITHKLINE	-620.000	18,352.78	4/2/2009	(29,011.67)		(10,658.89)
GLAXOSMITHKLINE	-220.000	6,778.82	4/24/2009	(10,294.47)	0.00	(3,515.65)
US BANCORP	1,150.000		6/9/2008	37,855.19		
US BANCORP	-1,150.000	21,361.58	6/9/2009	(37,855.19)	(37,855.19)	(16,493.61)
SANDVIK	1,850.000		6/30/2008	28,441.21		
SANDVIK	-1,850.000	17,622.04	9/4/2009	(28,441.21)	0.00	(10,819.17)
						(297,356.15)

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	(G) DATE SOLD
CIL FIRST HORIZON	0.	21.	0.		10/23/07	10/23/07
						-21.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	(G) DATE SOLD
50 WAL-MART OPTIONS					06/22/09	02/10/09
	9,144.	0.	0.		0.	9,144.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	(G) DATE SOLD
10000 LULULEMON					07/27/07	09/21/09
	244,500.	213,100.	0.		0.	31,400.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000 LULULEMON	122,349.	106,550.	0.	0.	15,799.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000 LULULEMON	120,050.	93,100.	0.	0.	26,950.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000 LULULEMON	120,117.	93,100.	0.	0.	27,017.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SILVERLEAFE (DETAIL ATTACHED)	0.	297,356.	0.	0.	-297,356.

CAPITAL GAINS DIVIDENDS FROM PART IV					4,908.
TOTAL TO FORM 990-PF, PART I, LINE 6A					-182,159.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **2**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	56,348.	0.	56,348.
FIRST TENNESSEE BANK	1,708.	0.	1,708.
MORGAN KEEGAN & COMPANY, INC	32,905.	4,908.	27,997.
WUNDERLICH SECURITIES	64.	0.	64.
TOTAL TO FM 990-PF, PART I, LN 4	91,025.	4,908.	86,117.

FORM 990-PF **ACCOUNTING FEES** **STATEMENT** **3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	2,750.	1,375.		1,375.
TO FORM 990-PF, PG 1, LN 16B	2,750.	1,375.		1,375.

FORM 990-PF **TAXES** **STATEMENT** **4**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	5,476.	0.		0.
FOREIGN TAXES WITHHELD FROM INCOME	3,422.	3,422.		0.
TO FORM 990-PF, PG 1, LN 18	8,898.	3,422.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TENNESSEE ANNUAL REPORT	20.	0.		20.
BROKERAGE AND BANK CHARGES	10,699.	5,349.		5,350.
MANAGEMENT FEES	15,000.	7,500.		7,500.
MISCELLANEOUS	124.	124.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	25,843.	12,973.		12,870.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
4955 CITIGROUP	187,394.	23,982.	
1000 FEDEX	109,026.	75,220.	
8700 MGM MIRAGE	783,870.	104,748.	
5000 PFIZER	122,505.	82,750.	
5000 WAL-MART	241,694.	245,450.	
5000 WHOLE FOODS MARKET	194,624.	152,450.	
12 BERKSHIRE HATHAWAY CLASS A	1,315,440.	1,212,000.	
43781 FIRST HORIZON	974,003.	579,226.	
5000 LULULEMON ATHLETICA	103,750.	113,750.	
20000 NEW YORK TIMES	500,008.	162,400.	
25000 SAKS INCORPORATED	520,000.	170,500.	
7614 LONGLEAF PARTNERS FUND	255,631.	175,050.	
FIDELITY MANAGED ACCOUNT	1,198,102.	1,095,266.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,506,047.	4,192,792.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
HOME DEPOSIT BONDS	93,000.	104,454.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	93,000.	104,454.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIGER VEDA GLOBAL LP INTEREST	FMV	500,000.	440,261.
CERTIFICATE OF DEPOSIT	COST	101,727.	101,727.
TOTAL TO FORM 990-PF, PART II, LINE 13		601,727.	541,988.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R BRAD MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	DIR/PRES 3.00	0.	0.	0.
DINA M MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	DIR 1.00	0.	0.	0.
BRIAN J MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	DIR 0.50	0.	0.	0.
SCOTT IMORDE 4220 BELLE MEADE COVE MEMPHIS, TN 38117	DIR/SECY 1.00	0.	0.	0.
C T COURTENAY 7260 DUCKHORN DRIVE GERMANTOWN, TN 38117	DIR/TREAS 3.00	0.	0.	0.
RAWLEIGH B MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	VP 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Contributions Paid
R. Brad Martin Family Foundation
Year ended September 30, 2009

Avery Co Animal Shelter Capital Fund	PO Box 785	Linille, NC	28646	1,000.00
Birdies for St. Jude	4452 Minden Road	Memphis, TN	38117	500.00
Boy Scouts of America	1333 Old Weisgarber Road	Knoxville, TN	37909	250.00
CF Foundation	6555 Quince Road, Suite 104	Memphis, TN	38119	1,500.00
Children's Museum of Memphis	2525 Central Avenue	Memphis, TN	38104	1,000.00
Christ United Methodist Church	4488 Poplar Avenue	Memphis, TN	38117	150,000.00
Christopher & Dana Reeve Foundation	2730 Wilshire Blvd, Suite 550	Santa Monica, CA	90403	1,000.00
Church Health Center	1210 Peabody	Memphis, TN	38104	50,000.00
Dixon Gallery and Gardens	4339 Park Avenue	Memphis, TN	38117	33,500.00
Facing History and Ourselves	155 West Chickasaw Parkway	Memphis, TN	38111	1,000.00
Friends of L'Arche Atlanta	PO Box 923451	Norcross, GA	30010	10,000.00
Hazelden Foundation	PO Box 11 BC2	Center City, MN	55012	20,000.00
Jumpstart for Young Children	505 Eighth Avenue, Suite 602	New York, NY	10018	5,000.00
Lebonheur Foundation	PO Box 41817	Memphis, TN	38174	47,500.00
Lichterman Nature Center	3050 Central Avenue	Memphis, TN	38117	5,000.00
Make-A-Wish Foundation	1780 Moriah Woods Blvd, Ste 10	Memphis, TN	38117	250.00
March of Dimes	2175 Business Center Drive, Suite 7	Memphis, TN	38134	5,000.00
Mayo Foundation	PO Box 64233	Saint Paul, MN	55164	125,000.00
Memphis Area Master Gardeners	Agricenter Intl, Wing B, Box 21	Memphis, TN	38120	2,000.00
Memphis Botanic Gardens	750 Cherry Road	Memphis, TN	38117	1,000.00
Memphis Leadership Foundation	5119 Summer Avenue, Ste 101	Memphis, TN	38122	250.00
Memphis Oral School for the Deaf	7901 Poplar Avenue	Memphis, TN	38138	250.00
Memphis Zoo	2000 Prentiss Place	Memphis, TN	38112	3,000.00
Metro Inter Faith Association	910 Vance Avenue	Memphis, TN	38126	5,000.00
Mike Miller Foundation	4544 Minden Road	Memphis, TN	38117	500.00
Orphanos Foundation	PO Box 1057	Cordova, TN	38088	500.00
Pellissippi State Technical Comm College	10915 Hardin Valley Road	Knoxville, TN	37933	500.00
Presbyterian Day School	4025 Poplar Avenue	Memphis, TN	38111	5,000.00
Prince of Wales Foundation	888 17th Street NW, Ste 201	Washington, DC	20006	25,000.00
St Jude Children's Research Hospital	501 St. Jude Place	Memphis, TN	38105	3,345.00
Streets Ministries	PO Box 41281	Memphis, TN	38174	250.00
The Baobab Home	1309 Magnolia Lane	Branchburg, NJ	08876	25,000.00
The Butterfly Fund	PO Box 31434	Knoxville, TN	37930	2,500.00
The Children's Museum of the Coast	PO Box 2147	Stuart, FL	34995	5,000.00
The Salvation Army	696 Jackson Avenue	Memphis, TN	38105	2,500.00
Theatre Memphis	630 Perkins Extended	Memphis, TN	38117	2,500.00
University of Memphis	PO Box 1000	Memphis, TN	38148	87,500.00
University of Memphis Foundation	100 Billy Mac Jones Building	Memphis, TN	38152	6,100.00
Voices of the South	PO Box 11222	Memphis, TN	38111	1,000.00
Young Life Memphis Metro	658 Colonial Road	Memphis, TN	38117	1,000.00

636,195.00

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CHRIST UNITED METHODIST CHURCH (MEMPHIS) 4488 POPLAR AVE, MEMPHIS, TN 38117	N/A PROGRAM RELATED	N/A	135,000.
CHURCH HEALTH CENTER 1196 PEABODY AVENUE, MEMPHIS, TN 38104	N/A PROGRAM RELATED	PUBLIC	150,000.
HAMILTON EYE INSTITUTE 1900 UNION AVE, MEMPHIS, TN 38104	N/A PROGRAM RELATED	PUBLIC	130,000.
LEBONHEUR CHILDREN'S HOSPITAL 50 NORTH DUNLAP, MEMPHIS, TN 38103	N/A PROGRAM RELATED	PUBLIC	190,000.
MAYO FOUNDATION 200 FIRST STREET SW, ROCHESTER, MN 55905	N/A PROGRAM RELATED	PUBLIC	150,000.
PLAYHOUSE ON THE SQUARE 51 SOUTH COOPER ST, MEMPHIS, TN 38104	N/A PROGRAM RELATED	PUBLIC	10,000.
THE BAOBAB HOME 1309 MAGNOLIA LANE, BRANCBURG, NJ 08876	N/A PROGRAM RELATED	PUBLIC	75,000.
UNIVERSITY OF MEMPHIS FOUNDATION P O BOX 1000, MEMPHIS, TN 38148-0001	N/A PROGRAM RELATED	PUBLIC	175,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			1,015,000.