Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: THE MELKUS FAMILY FOUNDATION

A Employer identification number: 62-1518285

Number and street (or P O box number if mail is not delivered to street address): 102 WOODMONT BLVD. Room/suite: 110

B Telephone number (see instructions): (615) 385-4666

City or town, state, and ZIP code: NASHVILLE, TN 37205

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 19,165,739.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	220,695.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,657.	15,657.		ATCH 1
	4 Dividends and interest from securities	135,333.	135,333.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	139,383.			
	b Gross sales price for all assets on line 6a 697,911.				
	7 Capital gain net income (from Part IV, line 2)		139,383.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,657.	4,657.		ATCH 3
	12 **Total.** Add lines 1 through 11	515,725.	295,030.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	1,500.	750.		
	c Other professional fees (attach schedule)				
	17 Interest ATTACHMENT 5	15,897.	15,897.		
	18 Taxes (attach schedule) (see instructions) **	12,079.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	19,557.	19,447.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	49,033.	36,094.		
	25 Contributions, gifts, grants paid	803,333.			803,333.
	26 **Total expenses and disbursements** Add lines 24 and 25	852,366.	36,094.	0	803,333.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-336,641.			
	b **Net investment income** (if negative, enter -0-)		258,936.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,925,950.	1,072,241.	1,072,241.
	2 Savings and temporary cash investments	101,024.	254,655.	254,655.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	2,152,817.	3,346,768.	12,843,378.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	2,818,128.	4,985,660.	4,985,660.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 10)		9,805.	9,805.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,997,919.	9,669,129.	19,165,739.
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 (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 11)		7,851.	
	23 **Total liabilities** (add lines 17 through 22)	0	7,851.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,997,919.	9,661,278.	
	30 **Total net assets or fund balances** (see instructions)	9,997,919.	9,661,278.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,997,919.	9,669,129.	

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	9,997,919.
2 Enter amount from Part I, line 27a	2	-336,641.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9,661,278.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,661,278.

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	SEE PART IV SCHEDULE			
b				
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				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	139,383.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	660,470.	13,185,753.	0.050090
2009	810,773.	13,084,436.	0.061965
2008	749,967.	16,329,991.	0.045926
2007	1,009,157.	19,055,075.	0.052960
2006	740,457.	16,534,532.	0.044782

2	**Total** of line 1, column (d)	2	0.255723
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051145
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,502,296.
5	Multiply line 4 by line 3	5	844,010.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,589.
7	Add lines 5 and 6	7	846,599.
8	Enter qualifying distributions from Part XII, line 4	8	803,333.

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

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,179.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,179.
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	5,179.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 6,160.		
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	6,160.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	981.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 981. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶$ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KENNETH J. MELKUS Telephone no ▶ 615-385-4666

Located at ▶ 102 WOODMONT BLVD. STE 110 NASHVILLE, TN ZIP + 4 ▶ 37205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ 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)	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KENNETH J. MELKUS 26 CASTLEWOOD COURT	PRESIDENT	0	0	0
BARBARA L. MELKUS 26 CASTLEWOOD COURT	SECRETARY	0	0	0
LAUREN E. MELKUS 26 CASTLEWOOD COURT	TREASURER	0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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	8,486,905.
b	Average of monthly cash balances	1b	3,869,784.
c	Fair market value of all other assets (see instructions)	1c	4,396,911.
d	**Total** (add lines 1a, b, and c)	1d	16,753,600.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	16,753,600.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	251,304.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,502,296.
6	**Minimum investment return.** Enter 5% of line 5	6	825,115.

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	825,115.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,179.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,179.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	819,936.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	819,936.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	819,936.

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	803,333.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	803,333.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	803,333.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				819,936.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			631,156.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 803,333.				
a Applied to 2010, but not more than line 2a			631,156.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				172,177.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				-
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				647,759.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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 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))

KENNETH J. MELKUS, BARBARA L. MELKUS, LAUREN E. MELKUS

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

N/A

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

Check here ▶ [X] 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*				
ATTACHMENT 12				
Total ▶ 3a				803,333.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	15,657.	
4 Dividends and interest from securities			14	135,333.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	4,657.	
8 Gain or (loss) from sales of assets other than inventory			18	139,383.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				295,030.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 295,030.

(See worksheet in line 13 instructions to verify calculations)

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

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) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Kenneth Melkus — Signature of officer or trustee | 8/15/12 — Date | President — Title

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

Paid Preparer Use Only				
Print/Type preparer's name: MICHAEL F. SCARLETT	Preparer's signature: MICHAEL F. SCARLETT	Date 8.13.12	Check ☒ if self-employed	PTIN P00829725
Firm's name ▶ MICHAEL F. SCARLETT, CPA, PLC			Firm's EIN ▶ 33-1001531	
Firm's address ▶ 5250 VIRGINIA WAY, SUITE 220 BRENTWOOD, TN 37027			Phone no 615-377-4877	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	Employer identification number
THE MELKUS FAMILY FOUNDATION	62-1518285

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 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

[X] For an organization 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 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions 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 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE MELKUS FAMILY FOUNDATION

Employer identification number 62-1518285

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KEN MELKUS 102 WOODMONT BLVD NASHVILLE, TN 37205	$ 220,695.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE MELKUS FAMILY FOUNDATION

Employer identification number 62-1518285

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KEN MELKUS 102 WOODMONT BLVD NASHVILLE, TN 37205	$ 2,017,200.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization THE MELKUS FAMILY FOUNDATION

Employer identification number 62-1518285

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPSTAR	3,631.	3,631.
EQUITABLE TRUST	1,325.	1,325.
PINNACLE	4,715.	4,715.
FRANKLIN SYNERGY CD	5,015.	5,015.
CORE FIXED INCOME	561.	561.
DTC OPPOR FUND	123.	123.
GARDNER LEWIS ARBITR	5.	5.
KKR AND CO	22.	22.
SHORT DURATION FIXED INCOME	260.	260.
TOTAL	15,657.	15,657.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARDENT PTS	-39,026.	-39,026.
BROWN	99,752.	99,752.
EQUITABLE TRUST	20,728.	20,728.
KKR PTS	11,180.	11,180.
GARDNER LEWIS PTS	9,658.	9,658.
DTC OPPORTUNITY FUND	21.	21.
DTC EQUITY OPP CM TR	372.	372.
GABELLI FUNDS	27,109.	27,109.
DTC INTERNATIONAL EQUITY CM TR	445.	445.
DTC SMALL MID US EQUITY TR	39.	39.
STATE STREET BANK	5,055.	5,055.
TOTAL	135,333.	135,333.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KKR PTS	162.	162.
STATE STREET BANK	668.	668.
PINNACLE	3,805.	3,805.
DTC OPPOR FUND	23.	23.
INTERNATIONAL EQUITY TRUST	-1.	-1.
TOTALS	4,657.	4,657.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	1,500.	750.		
TOTALS	1,500.	750.		

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KKR PTS		315.	315.
GARDNER LEWIS PTS		15,582.	15,582.
	TOTALS	15,897.	15,897.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL INCOME TAX	11,882.
FOREIGN TAX CREDIT	197.
TOTALS	12,079.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ANNUAL REPORT - STATE OF TENNE	20.	
FIDUCIARY FEES	19,445.	19,445.
BANK CHARGES	90.	
CREDIT SUISSE MANAGEMENT FEE	2.	2.
TOTALS	19,557.	19,447.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US PHYSICAL THERAPY	12,930.	63,960.
US ONCOLOGY	1.	1.
HEALTHSTREAM	108,187.	854,789.
EQUTABLE TRUST ACCOUNT	1,121,158.	1,125,787.
CORP OFF PPTYS TR	112,500.	112,950.
UNITED HEALTH GROUP	696,249.	9,324,410.
HEALTHSPRING INC	411,202.	545,400.
MEDCO	53,670.	111,800.
MGIC INVESTMENT CORP	493,979.	298,400.
ST JUDE MEDICAL	135,409.	185,220.
KKR & CO	139,279.	128,300.
SELECT MEDICAL HLGINGS	62,204.	84,800.
CALPINE CORP		7,561.
TOTALS	3,346,768.	12,843,378.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARDENT HEALTH SERVICES, LLC	1,245,598.	1,245,598.
GABELLI ABC FUND	1,051,692.	1,051,692.
GARDNER LEWIS FUND	2,087,464.	2,087,464.
CORE FIXED INCOME COMMON TR FD	148,377.	148,377.
DTC EQUITY OPPOR COMMON TR FD	98,387.	98,387.
INTL EQUITY COMMON TR FD	116,510.	116,510.
SHORT DUR FIXED INC COMM TR FD	98,037.	98,037.
SMALL/MID CAP US EQ COMM TR FD	38,767.	38,767.
DTC CREDIT OPPORTUNITY FUND	100,828.	100,828.
TOTALS	4,985,660.	4,985,660.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DUE FROM MELKUS PARNTERS	3,805.	3,805.
TAPESTRY	6,000.	6,000.
TOTALS	9,805.	9,805.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
BOOK/TAX DIFFERENCES FROM K-1 ENTITIES	7,851.
TOTALS	7,851.

'ORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

ιECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EE ATTACHED 'ASHVILLE, TN 37205		FURTHER EXEMPT PURPOSES OF ORGANIZATION	803,333.
		TOTAL CONTRIBUTIONS PAID	803,333.

MELKUS FAMILY FOUNDATION
General Ledger
For the Period From Jan 1, 2011 to Dec 31, 2011
Filter Criteria includes 1) IDs from 5-1000-PINN-PIN to 5-1000-PINN-PIN Report order is by ID Report is pr

Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
1/1/11			Beginning Balance			
1/12/11	Charity	GENJ	1380_Big Brothers Big Sister Of Desert	5,000 00		
1/25/11	Charity	GENJ	1382_Bighorn Golf Club Charity	1,000 00		
1/25/11	Charity	GENJ	1383_Boys And Girls Club Of Monterey County	2,000 00		
1/31/11	Charity	GENJ	1384_Student Sponsor Partners	25,000 00		
2/7/11	Charity	GENJ	1385_Grand Street Settlement	1,000 00		
3/1/11	Charity	GENJ	1386_Eisenhower Medical Center Foundation	2,500 00		
3/1/11	Charity	GENJ	1387_Martha's Village & Kitchen	5,000 00		
3/1/11	Charity	GENJ	1388_Bighorn Golf Club Charity	3,600 00		
3/5/11	Charity	GENJ	1389_Eisenhower Medical Center Foundation	2,500 00		
3/17/11	Charity	GENJ	1390_Galilee Center Inc	2,500 00		
3/21/11	Charity	GENJ	1391_Palm Springs Art Museum	5,000 00		
3/21/11	Charity	GENJ	1392_Bighorn BAM	5,000 00		
3/24/11	Charity	GENJ	1394_Harpeth Hall School	50,000 00		
3/24/11	Charity	GENJ	1393_Gordon Jewish Community Center	50,000 00		
5/10/11	Charity	GENJ	1396_Autism Speaks	5,000 00		
5/23/11	Charity	GENJ	1395_Make a Wish Foundation	2,500.00		
5/25/11	Charity	GENJ	1399_McCallum Theater	10,000 00		
5/27/11	Charity	GENJ	1398_BAM / Caddy Auction	850 00		
6/9/11	Charity	GENJ	1401_Checkers For Charity	2,000 00		
6/13/11	Charity	GENJ	1400_Chad Welch Memorial Fund	1,000 00		
6/22/11	Charity	GENJ	1403_The Minnie Pearl Cancer Foundation	5,000 00		
6/23/11	Charity	GENJ	1402_Hospice For Orange & Sullivan Counties	5,000 00		
7/5/11	Charity	GENJ	1404_Frist Center Gift	10,000 00		
7/22/11	Charity	GENJ	1406_Prius XI High School Scholarship Fund	2,500 00		
7/25/11	Charity	GENJ	1407_YWCA	25,000 00		
7/29/11	Charity	GENJ	1408_Assistance League Of Nashville	2,500 00		
8/5/11	Charity	GENJ	1410_College Of The Desert Foundation	5,000 00		
8/8/11	Charity	GENJ	1409_Peterson Foundation For Parkinson's	2,000.00		
8/8/11	Charity	GENJ	1413_Make a Wish Foundation Of Middle TN	5,000 00		
8/9/11	Charity	GENJ	1412_Moffitt Cancer Center Foundation	2,500 00		
8/12/11	Charity	GENJ	1414_Mid State Chapter Of Multiple Sclerosis	10,000 00		
8/18/11	Charity	GENJ	1415_Smile Train	5,000 00		
8/22/11	Charity	GENJ	1416_New Lease On Life	2,500.00		
8/23/11	Charity	GENJ	1417_Peconic Baykeeper	1,000 00		
8/25/11	Charity	GENJ	1411_YMCA Of Middle Tennessee	2,500 00		
9/16/11	Charity	GENJ	1418_Second Harvest Food Bank Of Middle TN	20,000 00		
9/21/11	Charity	GENJ	1419_Hope Through Healing Hands	100,000 00		
10/3/11	Charity	GENJ	1420_Metropolitan Nashville Teacher's Apartment	5,000 00		
10/11/11	Charity	GENJ	1421_Nashville Symphony	50,000 00		
10/11/11	Charity	GENJ	1424_Faith Family Med Clinic	5,000.00		
10/13/11	Charity	GENJ	1422_Room In The Inn	10,000 00		
10/18/11	Charity	GENJ	1423_Special Olympics Tennessee	1,000 00		
10/20/11	Charity	GENJ	1425_The Harpeth Hall School	5,000 00		
10/27/11	Charity	GENJ	1426_Sexual Abuse Center	25,000 00		
10/27/11	Charity	GENJ	1427_Gilda's Club Nashville	5,000.00		
10/31/11	Charity	GENJ	1428_Tennessee Golf Foundation	1,000 00		
11/4/11	Charity	GENJ	1429_Nashville Rescue Mission	5,000 00		
11/10/11	Charity	GENJ	1430_Desert Charities	22,000.00		
11/15/11	Charity	GENJ	1431_Cheekwood	1,000 00		
11/21/11	Charity	GENJ	1432_Doctors Without Borders USA	2,500 00		
11/21/11	Charity	GENJ	1434_Community Resource Center	5,000 00		
11/22/11	Charity	GENJ	1435_NASHVILLE SYMPHONY BALL	1,500 00		
11/25/11	Charity	GENJ	1433_Cardmember Service / 4798-5100-4389-1435	10,000 00		
11/29/11	Charity	GENJ	1436_Martha O'Brien Center	2,405 46		
11/29/11	Charity	GENJ	1437_United Way Of Metro Nashville	75,000 00		
12/5/11	Charity	GENJ	1438_United Way Of Metro Nashville	30,477 67		
12/5/11	Charity	GENJ	1439_Chairs Scholars Foundation	2,000 00		
12/5/11	Charity	GENJ	1442_City Harvest Inc	15,000 00		
12/5/11	Charity	GENJ	1446_Mighty Mutts Inc	4,000 00		
12/5/11	Charity	GENJ	1451_Children's Aid Society	17,500 00		
12/5/11	Charity	GENJ	1445_The Doe Fund	10,000 00		
12/5/11	Charity	GENJ	1450_National Resources Defense Council	5,000 00		
12/5/11	Charity	GENJ	1452_TORTAN	10,000 00		

MELKUS FAMILY FOUNDATION

General Ledger

For the Period From Jan 1, 2011 to Dec 31, 2011

Filter Criteria includes 1) IDs from 5-1000-PINN-PIN to 5-1000-PINN-PIN Report order is by ID Report is pr

Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
12/5/11	Charity	GENJ	1448_Snow Leopard Trust	2,500.00		
12/5/11	Charity	GENJ	1444_PetSmart Charities Inc	4,500 00		
12/5/11	Charity	GENJ	1440_Wildlife Conservation Network	5,000 00		
12/5/11	Charity	GENJ	1443_Front Range Equine Rescue	1,500 00		
12/5/11	Charity	GENJ	1447_French Bulldog Rescue Network	5,000 00		
12/5/11	Charity	GENJ	1449_Jamkhed International Foundation	15,000 00		
12/5/11	Charity	GENJ	1441_Imagine Inc	1,500 00		
12/7/11	Charity	GENJ	1453_IOCDF RESEARCH FUND	5,000 00		
12/12/11	Charity	GENJ	1454_Frist Center For Visual Arts	50,000 00		
12/19/11	Charity	GENJ	1455_Legal Aid Society Of Middle Tennessee	1,000 00		
Pinn			Change	803,333 13		803,333 13
12/31/11			**Ending Balance**			**803,333.13**

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: THE MELKUS FAMILY FOUNDATION

Employer identification number: 62-1518285

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	79,588.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	79,588.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	43,473.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	16,322.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	59,795.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			79,588.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			59,795.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			139,383.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero
Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*
- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE MELKUS FAMILY FOUNDATION

Employer identification number: 62-1518285

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a EQUITABLE TRUST STCG	VARIOUS	12/31/2011	144,863.	149,061.	-4,198.
CORE FIXED INCOME TRUST FUND	VARIOUS	12/31/2011			-17.
DTC CREDIT OPPORTUNITY FUND	VARIOUS	12/31/2011			-9.
INTERNATIONAL EQUITY TRUST FUND	VARIOUS	12/31/2011			-85.
SHORT DURATION FIXED INCOME TRUST FUND	VARIOUS	12/31/2011			-3.
SMALL MID CAP US EQUITY COMMON TRUST FUND	VARIOUS	12/31/2011			-227.
KKR PARTNERSHIP	VARIOUS	12/31/2011			42.
GARNDER LEWIS ARBITRAGE	VARIOUS	12/31/2011			84,085.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 79,588.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a EQUITABLE TRUST LTCG	VARIOUS	12/31/2011	536,726.	498,989.	37,737.
CORE FIXED INCOME TRUST FUND	VARIOUS	12/31/2011			-17.
DTC CREDIT OPPORTUNITY FUND	VARIOUS	12/31/2011			28.
DTC EQUITY OPPORTUNITY COMMON TRUST FUND	VARIOUS	12/31/2011			33.
INTERNATIONAL EQUITY TRUST FUND	VARIOUS	12/31/2011			88.
SHORT DURATION FIXED INCOME TRUST FUND	VARIOUS	12/31/2011			-67.
SMALL MID CAP US EQUITY COMMON TRUST FUND	VARIOUS	12/31/2011			18.
KKR PARTNERSHIP	VARIOUS	12/31/2011			5,653.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 43,473.

Tax Worksheet

(01/01/2011 To 12/31/2011)

Tax ID . 62-1518285
Account Name . Agent Melkus Family Foundation
Account Number: 16205
State of Domicile

Administrator John C Steele
Accountant Not Assigned

* * Schedule D * *

Shares/PV	Asset Sold	Date Acquired	How Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
1,586 798	Fairholme	06/28/2011	P	08/04/2011	Short	45,652 18	50,000 00	-4,347 82
351 247	First Eagle Gold Instl	07/20/2010	P	05/19/2011	Short	11,556.03	10,000 00	1,556 03
331 126	First Eagle Gold Instl	08/25/2010	P	05/19/2011	Short	10,894.04	10,000 00	894 04
702.642	First Eagle Gold Instl	12/02/2010	P	05/19/2011	Short	23,116 92	25,000 00	-1,883.08
611.888	First Eagle Overseas Instl	12/29/2010	P	08/05/2011	Short	14,000.00	14,061 18	-61.18
800.427	Lazard Emerging Markets Equity Instl	08/25/2010	P	08/04/2011	Short	16,136.61	15,000 00	1,136 61
1,166.045	Lazard Emerging Markets Equity Instl	12/02/2010	P	08/04/2011	Short	23,507 47	25,000 00	-1,492.53
2,797.192	First Eagle Global Instl	06/28/2005	P	08/04/2011	Long !	129,761.74	111,468.10	18,293.64
1,718.213	Fairholme	12/19/2006	P	08/04/2011	Long	49,432 99	50,000.00	-567.01
653.808	Fairholme	01/23/2008	P	08/04/2011	Long	18,810.06	20,000 00	-1,189.94
437.141	Fairholme	03/04/2008	P	08/04/2011	Long	12,576.55	13,853.01	-1,276.46
490.998	Fairholme	03/20/2008	P	08/04/2011	Long	14,126.01	15,000.00	-873.99
4,949.227	IVA Worldwide Instl	07/21/2010	P	08/04/2011	Long	81,909.70	73,941.46	7,968.24
584.454	Lazard Emerging Markets Equity Instl	05/21/2010	P	08/04/2011	Long	11,782.59	10,000.00	1,782.59
809.061	Lazard Emerging Markets Equity Instl	07/20/2010	P	08/04/2011	Long	16,310 67	15,000.00	1,310.67
1,010.607	Permanent Portfolio	12/23/2009	P	08/04/2011	Long	49,145.80	39,262.08	9,883.72
9,425.071	Vanguard Short-Term Investment Grade Adm	12/23/2009	P	08/04/2011	Long	101,790.76	100,000 00	1,790.76
4,729.545	Vanguard Short-Term Investment Grade Adm	06/03/2010	P	08/04/2011	Long	51,079.09	50,464 25	614.84
						681,589.21	648,050.08	33,539.13

! denotes Asset may qualify for Five-Year Gain Rule

How Acquired: F - Free Receipt, B - Beginning Inventory, C - Call, G - Gift, L - Payment Made (Liability), P - Purchase, R - Reinvestment, S - Spinoff, U - Undetermined

Gain/Loss Summary .

	Short Term GL
Gains From Sales :	3,586.68
Losses From Sales :	-7,784.61
Common Funds :	0.00
Short Term Gains :	3,586.68
Short Term Losses :	-7,784.61
Net Short Term G/L:	-4,197.93
Capital Gain Dist :	8,647.67

	Long Term GL
Gains From Sales :	41,644 46
Losses From Sales :	-3,907.40
Common Funds :	0.00
	0.00
Long Term Gain :	41,644.46
Long Term Losses :	-3,907.40
Net Long Term G/L :	37,737.06
Capital Gain Dist :	11,710.18

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property: Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description: Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		TOTAL CAPITAL GAIN DISTRIBUTIONS					16,322.	
		EQUITABLE TRUST STCG PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
144,863.		149,061.					-4,198.	
		EQUITABLE TRUST LTCG PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
536,726.		498,989.					37,737.	
		CORE FIXED INCOME TRUST FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							-17.	
		CORE FIXED INCOME TRUST FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							-17.	
		DTC CREDIT OPPORTUNITY FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							-9.	
		DTC CREDIT OPPORTUNITY FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							28.	
		DTC EQUITY OPPORTUNITY COMMON TRUST FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							33.	
		INTERNATIONAL EQUITY TRUST FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							-85.	
		INTERNATIONAL EQUITY TRUST FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							88.	
		SHORT DURATION FIXED INCOME TRUST FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							-3.	
		SHORT DURATION FIXED INCOME TRUST FUND PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2011
							-67.	
		SMALL MID CAP US EQUITY COMMON TRUST FUN				P	VARIOUS	12/31/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
							-227.	
		SMALL MID CAP US EQUITY COMMON TRUST FUN				P	VARIOUS	12/31/2011
		PROPERTY TYPE: SECURITIES						
							18.	
		KKR PARTNERSHIP				P	VARIOUS	12/31/2011
		PROPERTY TYPE: SECURITIES						
							42.	
		KKR PARTNERSHIP				P	VARIOUS	12/31/2011
		PROPERTY TYPE: SECURITIES						
							5,653.	
		GARNDER LEWIS ARBITRAGE				P	VARIOUS	12/31/2011
		PROPERTY TYPE: SECURITIES						
							84,085.	
TOTAL GAIN(LOSS)							139,383.	

Form **8868** (Rev January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing ***(e-file)***. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE MELKUS FAMILY FOUNDATION	Employer identification number (EIN) or [X] 62-1518285
	Number, street, and room or suite no If a P O box, see instructions 102 WOODMONT BLVD.	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions NASHVILLE, TN 37205	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KENNETH J. MELKUS

Telephone No ▶ 615 385-4666 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 5,259.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 6,160.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. *Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868*

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE MELKUS FAMILY FOUNDATION	Employer identification number (EIN) or [X] 62-1518285
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 102 WOODMONT BLVD.	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions NASHVILLE, TN 37205	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ RON COMBS
  Telephone No ▶ 615 263-5141 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 12

5 For calendar year 2011, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension THE FOUNDATION IS AWAITING THIRD PARTY INFORMATION NEEDED TO FILE AN ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 5,259.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 6,160.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ M J Newlett Title ▶ CPA Date ▶ 8.3.12

JSA