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

2011

Department of the Treasury

Internal Revenue Service

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

For calendar year 2011 or tax year beginning

OCT 1, 2011

and ending

SEP 30, 2012

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 ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 8,575,083. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))

(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

2,277,972.

N/A

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

38,982.

38,982.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

798,735.

STATEMENT 1

b Gross sales price for all assets on line 6a 3,523,824.

7 Capital gain net income (from Part IV, line 2)

1,888,696.

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

3,115,689.

1,927,678.

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

c Other professional fees

STMT 3

2,750.

1,375.

1,375.

17 Interest

18 Taxes

STMT 4

8,200.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 5

241.

221.

20.

24 Total operating and administrative expenses. Add lines 13 through 23

11,191.

1,596.

1,395.

25 Contributions, gifts, grants paid

1,168,806.

1,168,806.

26 Total expenses and disbursements. Add lines 24 and 25

1,179,997.

1,596.

1,170,201.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

1,935,692.

b Net investment income (if negative, enter -0-)

1,926,082.

c Adjusted net income (if negative, enter -0-)

N/A

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,282,098.	2,741,912.	2,741,912.
	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	4,817,279.	5,243,157.	5,463,852.
	c Investments - corporate bonds STMT 7	182,000.	232,000.	260,938.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	25,750.	25,750.	8,381.
	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)	6,407,127.	8,342,819.	8,575,083.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	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	6,407,127.	8,342,819.	
	30 Total net assets or fund balances	6,407,127.	8,342,819.	
	31 Total liabilities and net assets/fund balances	6,407,127.	8,342,819.	

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	6,407,127.
2 Enter amount from Part I, line 27a	2	1,935,692.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,342,819.
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	8,342,819.

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 3,523,824.		1,635,128.	1,888,696.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			1,888,696.

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	1,888,696.
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))
2010	931,445.	5,834,516.	.159644
2009	605,212.	5,907,628.	.102446
2008	651,440.	5,219,905.	.124799
2007	581,215.	7,597,815.	.076498
2006	453,113.	6,038,969.	.075032

2 Total of line 1, column (d)	2	.538419
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	.107684
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,836,536.
5 Multiply line 4 by line 3	5	736,186.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,261.
7 Add lines 5 and 6	7	755,447.
8 Enter qualifying distributions from Part XII, line 4	8	1,170,201.

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	19,261.
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	19,261.
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	19,261.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,200.	
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	5,200.	
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	14,061.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 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?		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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 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	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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► SCOTT IMORDE Telephone no. ► 901/937-2115			
Located at ► 1025 CHERRY ROAD, MEMPHIS, TN		ZIP+4 ► 38117		
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	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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.)	N/A	
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.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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

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?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

X

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?

N/A

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.

(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

Form 990-PF (2011)

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	622,023.
b	Average of monthly cash balances	1b	6,209,200.
c	Fair market value of all other assets	1c	109,423.
d	Total (add lines 1a, b, and c)	1d	6,940,646.
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	6,940,646.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	104,110.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,836,536.
6	Minimum investment return. Enter 5% of line 5	6	341,827.

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	341,827.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	19,261.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,261.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	322,566.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	322,566.
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	322,566.

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	1,170,201.
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	1,170,201.
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	19,261.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,150,940.

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				322,566.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	253,118.			
b From 2007	211,788.			
c From 2008	391,812.			
d From 2009	311,299.			
e From 2010	644,884.			
f Total of lines 3a through e	1,812,901.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,170,201.				
a Applied to 2010, 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 2011 distributable amount				322,566.
e Remaining amount distributed out of corpus	847,635.			
5 Excess distributions carryover applied to 2011 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,660,536.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	253,118.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,407,418.			
10 Analysis of line 9:				
a Excess from 2007	211,788.			
b Excess from 2008	391,812.			
c Excess from 2009	311,299.			
d Excess from 2010	644,884.			
e Excess from 2011	847,635.			

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	1,168,806.
Total			3a	1,168,806.
b Approved for future payment				
CHRIST UNITED METHODIST CHURCH (MEMPHIS) 4488 POPLAR AVE MEMPHIS, TN 38117	N/A	N/A	PROGRAM RELATED	80,000.
CHURCH HEALTH CENTER 1196 PEABODY AVENUE MEMPHIS, TN 38104	N/A	PUBLIC	PROGRAM RELATED	100,000.
DIXON GALLERY AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117	N/A	PUBLIC	PROGRAM RELATED	25,000.
Total			3b	SEE CONTINUATION SHEET(S) 1,092,000.

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

- | | | Yes | No |
|----------|---|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here   

Signature of officer or trustee Date Title

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	C T COURTENAY, CPA	<i>CT Courtenay, CPA</i>	1/7/2013		P01428256
	Firm's name ▶ C T COURTENAY, CPA			Firm's EIN ▶ 62-1450424	
	Firm's address ▶ P O BOX 38069 GERMANTOWN, TN 38183			Phone no. 901/767-4431	

Part XV . Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
LEBONHEUR CHILDREN'S HOSPITAL 50 NORTH DUNLAP MEMPHIS, TN 38103	N/A	PUBLIC	PROGRAM RELATED	25,000.
PRESBYTERIAN DAY SCHOOL 4025 POPLAR AVE MEMPHIS, TN 38111	N/A	PUBLIC	PROGRAM RELATED	725,000.
PLAYHOUSE ON THE SQUARE 66 SOUTH COOPER ST MEMPHIS, TN 38104	N/A	PUBLIC	PROGRAM RELATED	12,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	N/A	PUBLIC	PROGRAM RELATED	25,000.
THE BAOBAB HOME 1309 MAGNOLIA LANE BRANCHBURG, NJ 08876	N/A	PUBLIC	PROGRAM RELATED	100,000.
Total from continuation sheets				887,000.

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

R BRAD MARTIN FAMILY FOUNDATION**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 foundationCheck 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 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).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization

Employer identification number

R BRAD MARTIN FAMILY FOUNDATION**62-1548977****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
<u>1</u>	<u>R BRAD MARTIN</u> <u>1025 CHERRY ROAD</u> <u>MEMPHIS, TN 38117</u>	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>2</u>	<u>R BRAD MARTIN</u> <u>1025 CHERRY ROAD</u> <u>MEMPHIS, TN 38117</u>	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	<u>R BRAD MARTIN</u> <u>1025 CHERRY ROAD</u> <u>MEMPHIS, TN 38117</u>	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>4</u>	<u>R BRAD MARTIN</u> <u>1025 CHERRY ROAD</u> <u>MEMPHIS, TN 38117</u>	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>5</u>	<u>R BRAD MARTIN</u> <u>1025 CHERRY ROAD</u> <u>MEMPHIS, TN 38117</u>	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>6</u>	<u>R BRAD MARTIN</u> <u>1025 CHERRY ROAD</u> <u>MEMPHIS, TN 38117</u>	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

R BRAD MARTIN FAMILY FOUNDATION**62-1548977****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(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 SHS DILLARD'S, INC</u> _____ _____	\$ <u>778,700.</u>	<u>09/10/12</u>
<u>2</u>	<u>4,636 SHS LULULEMON ATHLETICA</u> _____ _____	\$ <u>227,697.</u>	<u>01/05/12</u>
<u>3</u>	<u>2,500 SHS WHOLE FOODS MARKET, INC</u> _____ _____	\$ <u>171,975.</u>	<u>12/02/11</u>
<u>4</u>	<u>20,000 SHS DILLARD'S INC</u> _____ _____	\$ <u>948,800.</u>	<u>12/02/11</u>
<u>5</u>	<u>2,500 SHS RUDDICK CORP</u> _____ _____	\$ <u>100,800.</u>	<u>12/02/11</u>
<u>6</u>	<u>500 GAYLORD ENTERTAINMENT CO BONDS</u> _____ _____	\$ <u>50,000.</u>	<u>12/02/11</u>

Employer identification number

62-1548977

Part III

Use duplicate copies of Part III if additional space is needed

123454 01-23-12

Contributions Paid
R. Brad Martin Family Foundation
Year ended September 30, 2012

Airways Middle School	2601 Ketchum Road	Memphis, TN	38114	1,000 00
American Friends of the Louvre	60 Fifth Avenue	New York, NY	10011	10,000 00
American Red Cross	PO Box 37243	Washington, DC	20013	250 00
ArtsMemphis	PO Box 1000, Dept 882	Memphis, TN	38148	10,000 00
The Baobab Home	1309 Magnolia Lane	Branchburg, NJ	08876	25,000 00
Blues City Thrift	2500 Ridgeway Road	Memphis, TN	38119	6,250 00
Memphis Botanic Garden	750 Cherry Road	Memphis, TN	38117	1,000 00
Boys & Girls Club of Greater Memphis	44 South Rembert	Memphis, TN	38104	1,000 00
The Butterfly Fund	PO Box 31434	Knoxville, TN	37930	2,500 00
Children's Hospital Boston	1 Autumn Street, #731	Boston, MA	2215	2,500 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	80,500 00
Christ Methodist Day School	411 Grove Park	Memphis, TN	38117	10,350 00
Church Health Center	1210 Peabody	Memphis, TN	38104	50,200 00
Conservation through Art	575 South Mendenhall	Memphis, TN	38117	2,000 00
Cure Search for Children's Cancer	4600 East West Highway, Suite 600	Bethesda, MD	20814	500 00
Dixon Gallery and Gardens	4339 Park Avenue	Memphis, TN	38117	14,600 00
Facing History and Ourselves	650 East Parkway South	Memphis, TN	38104	7,500 00
Families Matter	2595 Central Avenue	Memphis, TN	38104	10,000 00
Glendora United Methodist	PO Box 89	Glendora, MS	38928	100 00
Greenville-Greene County Community Food Bank	107 North Cutler Street	Greeneville, TN	37743	100 00
Hazelden Foundation	PO Box 11 BC2	Center City, MN	55012	50,000 00
L'Arche USA	1130 SW Morrison Street	Portland, OR	97205	10,000 00
Lebonheur Foundation	PO Box 41817	Memphis, TN	38174	49,500 00
Leukemia and Lymphoma Society	PO Box 4072	Pittsfield, MA	01202	250 00
Mayo Clinic	200 First Street SW	Rochester, MN	55905	99,845 61
Memphis Leadership Foundation	1548 Poplar Avenue	Memphis, TN	38104	25,000 00
Metro Inter Faith Association	910 Vance Avenue	Memphis, TN	38126	2,500 00
Museum of Biblical Art	1865 Broadway at 61st Street	New York, NY	10023	5,000 00
Playhouse on the Square	51 S Cooper Street	Memphis, TN	38104	12,000 00
Presbyterian Day School	4025 Poplar Avenue	Memphis, TN	38111	155,000 00
Prince of Wales Foundation	888 17th Street NW, Ste 201	Washington, DC	20006	25,000 00
Shelby County Drug Court Foundation	201 Poplar Avenue LL-56	Memphis, TN	38103	250 00
Shelby County Schools Education Foundation	PO Box 383273	Germantown, TN	38183	391,760 00
Shelby Farms Park Conservancy	500 North Pine Lake Drive	Memphis, TN	38134	1,000 00
St. John's United Methodist Church	1207 Peabody Avenue	Memphis, TN	38104	50,000 00
St. Jude Children's Research Hospital	501 St. Jude Place	Memphis, TN	38105	25,000 00
St. Mary's Episcopal School	60 Perkins Extended	Memphis, TN	38117	500 00
Tennessee Clean Water Network	PO Box 1521	Knoxville, TN	37901	1,000 00
Tennessee Golf Foundation	559 Warwick Willow Cove	Collierville, TN	38017	3,000 00
University of Memphis	PO Box 1000	Memphis, TN	38148	19,750 00
Voices of the South	PO Box 11222	Memphis, TN	38111	3,000 00
WKNO	7151 Cherry Farms Road	Cordova, TN	38016	500 00
Women In Need	115 West 31st Street	New York, NY	10001	1,000 00
Young Life Memphis Metro	658 Colonial Road	Memphis, TN	38117	1,600 00
				<u>1,168,805.61</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	100 CITIGROUP	P	09/11/98	05/29/12
b	95 CITIGROUP	D	06/30/94	05/29/12
c	100 CITIGROUP	P	10/25/07	05/29/12
d	200 CITIGROUP	P	10/25/07	05/29/12
e	2500 HARRIS TEETER	D	11/28/05	06/13/12
f	2000 LULULEMON ATHLETICA	D	07/27/07	06/14/12
g	4636 LULULEMON ATHLETICA	D	07/27/07	06/14/12
h	10000 SUNCOKE	P	06/27/07	08/24/12
i	5000 SUNCOKE	P	12/19/11	08/24/12
j	5000 DILLARD'S		11/16/10	09/14/12
k	20000 DILLARD'S		12/02/11	09/14/12
l	10000 DILLARD'S		10/28/08	09/14/12
m	.479 FIRST HORIZON	P	12/23/07	08/09/12
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 2,640.		20,153.	-17,513.
b 2,521.		5,199.	-2,678.
c 2,640.		40,806.	-38,166.
d 5,266.		82,918.	-77,652.
e 96,383.		51,602.	44,781.
f 129,962.		18,000.	111,962.
g 301,253.		41,724.	259,529.
h 174,211.		173,067.	1,144.
i 87,105.		55,748.	31,357.
j 388,834.		148,201.	240,633.
k 1,555,337.		948,800.	606,537.
l 777,668.		48,900.	728,768.
m 4.		10.	-6.
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-17,513.
b			-2,678.
c			-38,166.
d			-77,652.
e			44,781.
f			111,962.
g			259,529.
h			1,144.
i			31,357.
j			240,633.
k			606,537.
l			728,768.
m			-6.
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	1,888,696.
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

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 CITIGROUP				09/11/98	05/29/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,640.	20,153.	0.	0.	-17,513.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
95 CITIGROUP				06/30/94	05/29/12
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,521.	43,309.	0.	0.	-40,788.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 CITIGROUP				10/25/07	05/29/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,640.	40,806.	0.	0.	-38,166.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 CITIGROUP	5,266.	82,918.	0.	0.	-77,652.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2500 HARRIS TEETER	96,383.	100,800.	0.	0.	-4,417.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2000 LULULEMON ATHLETICA	129,962.	104,880.	0.	0.	25,082.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4636 LULULEMON ATHLETICA	301,253.	227,697.	0.	0.	73,556.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10000 SUNCOKE	174,211.	173,067.	0.	0.	1,144.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000 SUNCOKE	87,105.	55,748.	0.	0.	31,357.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000 DILLARD'S	388,834.	148,201.	0.	0.	240,633.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20000 DILLARD'S	1,555,337.	948,800.	0.	0.	606,537.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10000 DILLARD'S	777,668.	778,700.	0.	0.	-1,032.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
.479 FIRST HORIZON	4.	10.	0.	0.	-6.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	798,735.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS (SILVERLEAF)	17,165.	0.	17,165.
J P MORGAN	2,765.	0.	2,765.
MORGAN KEEGAN & COMPANY, INC	18,912.	0.	18,912.
WUNDERLICH SECURITIES	140.	0.	140.
TOTAL TO FM 990-PF, PART I, LN 4	38,982.	0.	38,982.

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	8,200.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	8,200.	0.		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/BANK CHARGES	221.	221.		0.	
TO FORM 990-PF, PG 1, LN 23	241.	221.		20.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
J P MORGAN (EQUITIES)	153,145.	153,530.		
FIDELITY INVESTMENTS (SILVERLEAF) (EQUITIES)	5,090,012.	5,310,322.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,243,157.	5,463,852.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIDELITY INVESTMENTS (SILVERLEAFE) (BONDS)	232,000.	260,938.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	232,000.	260,938.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIGER VEDA GLOBAL LP INTEREST	FMV	25,750.	8,381.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,750.	8,381.

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.

R BRAD MARTIN FAMILY FOUNDATION

62-1548977

RAWLEIGH B MARTIN	VP			
1025 CHERRY ROAD		0.50	0.	0.
MEMPHIS, TN 38117				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.
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