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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/01 **, 2012, and ending** 11/30 **, 20**13

Name of foundation
THE ALBERT JAY MARTIN FAMILY FOUNDATION

A Employer identification number
62-6345910

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
140 CRESCENT DRIVE

B Telephone number (see instructions)
(901) 850-3008

City or town, state, and ZIP code
COLLIERVILLE, TN 38017

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 ☒ 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)* ▶ $ 2,816,940.

J Accounting method ☒ 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)	398,801.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	68.	68.		ATCH 1
	4	Dividends and interest from securities	77,325.	77,325.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	122,673.			
	b	Gross sales price for all assets on line 6a 1,441,579.				
	7	Capital gain net income (from Part IV, line 2)		122,673.		
	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) ATCH 3	-6,250.	250.		
	12	**Total** Add lines 1 through 11	592,617.	200,316.		
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)				
	c	Other professional fees (attach schedule)				
	17	Interest ATCH 4	15.	15.		
	18	Taxes (attach schedule) (see instructions) ATCH 5	4,712.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	14,320.	14,317.		
	24	**Total operating and administrative expenses** Add lines 13 through 23	19,047.	14,332.		
	25	Contributions, gifts, grants paid	1,255,227.			1,255,227.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,274,274.	14,332.		1,255,227.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-681,657.			
	b	**Net investment income** (if negative, enter -0-)		185,984.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

922-24

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	510,930.	303,060.	303,060.
	2	Savings and temporary cash investments			
	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 7	1,860,557.	1,310,676.	1,873,447.
	c	Investments - corporate bonds (attach schedule) ATCH 8	591,105.	340,057.	300,613.
	11	Investments - land, buildings and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	107,140.	272,692.	339,820.
	14	Land, buildings and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,069,732.	2,226,485.	2,816,940.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
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	3,069,732.	2,226,485.	
	28	Paid-in or capital surplus, or land, bldg and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,069,732.	2,226,485.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,069,732.	2,226,485.	

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	3,069,732.
2	Enter amount from Part I, line 27a	2	-681,657.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	28.
4	Add lines 1, 2, and 3	4	2,388,103.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	161,618.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,226,485.

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	122,673.
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))
2011	709,375.	3,438,100.	0.206328
2010	1,121,275.	3,801,105.	0.294987
2009	620,401.	1,546,903.	0.401060
2008	453,267.	1,261,590.	0.359282
2007	523,546.	1,907,011.	0.274537

2 **Total** of line 1, column (d)	2	1.536194
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	0.307239
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,048,385.
5 Multiply line 4 by line 3	5	936,583.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,860.
7 Add lines 5 and 6	7	938,443.
8 Enter qualifying distributions from Part XII, line 4	8	1,255,227.

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	1,860.
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	1,860.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,860.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,405.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	461.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,866.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	6.
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	
11	Enter the amount of line 10 to be **Credited to 2013 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?*	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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		X
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 2012 or the taxable year beginning in 2012 (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 ▶ PATTY STRINGER Telephone no ▶

Located at ▶140 CRESCENT DRIVE COLLIERVILLE, TN ZIP+4 ▶ 38017

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 2012, 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		
	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		X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)*	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 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) *Influence the outcome of any specific public election (see section 4955), or to carry on,* directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

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** X

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
ALBERT JAY MARTIN 2937 JOHNSON ROAD	TRUSTEE/BOARD MEMBER	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		

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 NONE	
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	2,685,691.
b	Average of monthly cash balances	1b	409,116.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,094,807.
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	3,094,807.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,422.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,048,385.
6	**Minimum investment return.** Enter 5% of line 5	6	152,419.

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	152,419.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,860.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,860.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	150,559.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	150,559.
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	150,559.

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	1,255,227.
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	1,255,227.
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	1,860.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,253,367.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					150,559.
2	Undistributed income if any as of the end of 2012					
a	Enter amount for 2011 only					
b	Total for prior years 20 10 20 09 20 08					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	435,990.				
b	From 2008	390,853.				
c	From 2009	543,794.				
d	From 2010	932,324.				
e	From 2011	542,119.				
f	**Total** of lines 3a through e		2,845,080.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,255,227.					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2012 distributable amount					150,559.
e	Remaining amount distributed out of corpus		1,104,668.			
5	Excess distributions carryover applied to 2012 *(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		3,949,748.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f	*Undistributed income for 2012 Subtract lines* 4d and 5 from line 1 This amount must be distributed in 2013					
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 2007 not applied on line 5 or line 7 (see instructions)		435,990.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		3,513,758.			
10	Analysis of line 9					
a	Excess from 2008	390,853.				
b	Excess from 2009	543,794.				
c	Excess from 2010	932,324.				
d	Excess from 2011	542,119.				
e	Excess from 2012	1,104,668.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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))

ALBERT JAY MARTIN

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

N/A

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

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

a The name, address, and telephone number or e-mail 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*				
ATCH 10				
Total . . . . ▶ **3a**				1,255,227.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

JSA
2E1491 1 000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
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	68.	
4 Dividends and interest from securities			14	77,325.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	122,673.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13		-6,500.		250.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-6,500.		200,316.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . . 13 193,816.

(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

Signature of officer or trustee

Date 5-22-14

Title Trustee

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

Paid Preparer Use Only

Print/Type preparer's name: Max A. Piwonka

Preparer's signature: Max A. Piwonka

Date: 4-22-2014

Check ☒ if self-employed

PTIN: P00710649

Firm's name ▶ MAX A. PIWONKA, CPA

Firm's EIN ▶ 62-1352737

Firm's address ▶ 5100 WHEELIS DRIVE, SUITE 106
MEMPHIS, TN 38117

Phone no 901-491-9863

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

2012

Name of the organization
THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number
62-6345910

Organization type (check one)

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

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

General Rule

☒ For 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 ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number 62-6345910

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	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 145,920.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 66,578.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 22,193.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
4	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 9,393.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
5	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 33,302.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
6	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 9,333.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number 62-6345910

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
7	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 5,867.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
8	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 10,916.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
9	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 10,325.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
10	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 5,063.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
11	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 53,132.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
12	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 10,877.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number 62-6345910

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
13	ALBERT JAY MARTIN 2937 JOHNSON ROAD GERMANTOWN, TN 38139	$ 15,902.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number 62-6345910

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
1	3000 UNITS PLAINS ALL-AMERICAN PIPELINE LP	$ 145,920.	01/08/2013
2	1500 SHS VALERO ENERGY	$ 66,578.	02/26/2013
3	500 SHS VALERO ENERGY	$ 22,193.	02/26/2013
4	220 SHS ABB VIE	$ 9,393.	08/22/2013
5	780 SHS ABB VIE	$ 33,302.	08/22/2013
6	35 SHS BLACKROCK INC.	$ 9,333.	08/22/2013

Name of organization THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number 62-6345910

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
7	22 SHS BLACKROCK INC.	$ 5,867.	08/22/2013
8	180 SHS COVIDIEN PLC	$ 10,916.	08/22/2013
9	328 SHS MONDELEZ	$ 10,325.	08/22/2013
10	87 SHS PHILLIPS 66	$ 5,063.	08/22/2013
11	913 SHS PHILLIPS 66	$ 53,132.	08/22/2013
12	100 SHS TIME WARNER CABLE	$ 10,877.	08/22/2013

Name of organization THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number 62-6345910

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
13	375 SHS WELLS FARGO & CO.	$ 15,902.	08/22/2013

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number 62-6345910

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
INTEREST FROM CASH ACCOUNTS	68.	68.
TOTAL	68.	68.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS FROM STOCK HOLDINGS		61,398.	61,398.
INTEREST FROM BOND HOLDNGS		15,849.	15,849.
PTP INTEREST INCOME		63.	63.
PTP DIVIDEND INCOME		15.	15.
	TOTAL	77,325.	77,325.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PTP INCOME (LOSS) ITEMS		-14,134.	
ORDINARY GAIN FROM SALE OF PTP UNITS		7,634.	
NET PTP SECTION 1231 GAIN		250.	250.
	TOTALS	-6,250.	250.

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PTP INVESTMENT INTEREST	15.	15.
TOTALS	15.	15.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX	4,700.
PTP FOREIGN TAXES	12.
TOTALS	4,712.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	14,317.	14,317.
OTHER PTP EXPENSES	3.	
TOTALS	14,320.	14,317.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
350 SHS 3M COMPANY	31,401.	46,729.
1000 SHS ABB VIE INC	29,101.	48,450.
2000 SHS AT&T CORP		
1500 SHS ALCOA		
1000 SHS ADP	53,867.	80,020.
57 SHS BLACKROCK INC.	10,392.	17,257.
400 SHS BECTON DICKINSON & CO		
1000 SHS BRISTOL MYERS	31,957.	51,380.
18100 SHS CAL DIVE INTL		
500 SHS CHEVRON TEXACO	50,466.	61,220.
2000 SHS CLAYMORE ETF TR	60,917.	65,000.
1000 SHS COCA COLA	31,733.	40,190.
450 SHS CONOCOPHILLIPS	23,969.	32,760.
180 SHS COVIDIEN PLC	6,999.	12,287.
1200 SHS CSX CORPORATION		
7000 SHS FIDUS INVESTMENT CORP	103,070.	151,970.
811 SHS FORD MOTOR COMPANY	20,063.	13,852.
825 SHS GENERAL MILLS	30,447.	41,605.
199 SHS GENERAL MOTORS		
700 SHS HEWLETT PACKARD		
2000 SHS HOME DEPOT	69,241.	161,340.
700 SHS IBM		
2400 SHS INTEL CORP	58,997.	57,216.
500 SHS JOHNSON & JOHNSON	31,569.	47,330.
1500 SHS KBR INC		
475 SHS KIMBERLY CLARK	31,361.	51,851.
500 SHS LOCKHEED MARTIN		
1000 SHS MCDONALD'S CORP	58,686.	97,370.
1000 SHS MERCK	36,255.	49,830.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1200 SHS MICROSOFT		
3100 SHS MID-AMERICA APT COMM	139,925.	186,744.
900 SHS MOTOROLA SOLUTIONS	45,898.	59,292.
50 SHS MOTORS LIQUIDATION CO	636.	2,367.
1000 SHS PHILLIPS 66	31,682.	69,610.
1000 SHS PIEDMONT NATURAL GAS		
900 SHS PREMIERE GLOBAL SVCS		
475 SHS PROCTOR & GAMBLE	30,896.	40,004.
800 SHS QUALCOMM	52,367.	58,864.
19800 SHS RF MICRO DEVICES		
700 SHS SCANA CORP		
1900 SHS SKYWORKS SOLUTIONS		
800 SHS SOUTHERN COMPANY		
2400 SHS SPECTRA ENERGY	66,108.	80,520.
1200 SHS TEXAS CAPITAL BANCSHS	49,961.	67,404.
100 SHS TIME WARNER CABLE	6,912.	13,822.
1350 SHS WAL MART STORES	75,491.	109,363.
800 SHS WASTE MANAGEMENT	31,024.	36,544.
375 SHS WELLS FARGO & CO	9,285.	16,507.
181 WTS GENERAL MOTORS - A		
181 WTS GENERAL MOTORS - B		
ACCRUED DIVIDENDS RECEIVABLE		4,749.
TOTALS	1,310,676.	1,873,447.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
50M GOLDMAN SACHS SR 3.7%	52,393.	52,241.
50M HEWLETT-PACKARD 2.125%		
50M BERKSHIRE HATHAWAY 2.45%		
50M BROWN-FORMAN CORP 2.5%		
50M MERCK 2.25%		
50M GENERAL MOTORS CORP 7.7%	38,596.	
50M LOWE'S 2.125%		
50M JP MORGAN CHASE 3.25%	49,564.	42,088.
50M JOHN DEERE CAPITAL 2.8%	49,751.	52,409.
50M BARCLAY'S BANK 3%	48,928.	50,076.
50M HARTFORD FIN SVCS 4%	50,825.	53,724.
50M GE CAPITAL CORP 4%		
50M MORGAN STANLEY 5%		
50M WELLS FARGO & CO 3%	50,000.	47,190.
ACCRUED INTEREST RECEIVABLE		2,885.
TOTALS	340,057.	300,613.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1000 UNITS KINDER MORGAN ENERGY PARTNERS LP	78,165.	81,970.
1900 UNITS LINN ENERGY LLC		
5000 UNITS PLAIN ALL-AMERICAN	194,527.	257,850.
TOTALS	272,692.	339,820.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PTP DEPLETION EXPENSES IN EXCESS OF BASIS	28.
TOTAL	28.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
FMV OF CONTRIBUTIONS RECEIVED IN EXCESS OF TAX COST (CARRYING VALUE)	161,618.
TOTAL	161,618.

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALBERT & JESSIE MARTIN SCHOLARSHIP FOUNDATION 1030A BILLY REYNOLDS ROAD YADKINVILLE, NC 27055	UNRELATED TRUSTEE 501(C)(3)	CHARITABLE CONTRIBUTION	25,000
BOYS AND GIRLS CLUB OF MEMPHIS 44 S REMBERT MEMPHIS, TN 38104	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	536,427
PORTER LEATH 868 N MANASSAS STREET MEMPHIS, TN 38107	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	10,000
VOLUNTEERS OF AMERICA 6591 SUMMER KNOLL COVE MEMPHIS, TN 38134	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	50,000
CHURCH HEALTH CENTER 1196 PEABODY AVENUE MEMPHIS, TN 38104	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	357,500
FRIENDS OF THE BOONVILLE LIBRARY P O BOX 786 BOONVILLE, NC 27011	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF RALEIGH 701 RALEIGH BLVD RALEIGH, NC 27610	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	25,000
BOY SCOUTS OF AMERICA 171 S HOLLYWOOD STREET MEMPHIS, TN 38112	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	25,000
UNITED WAY OF GREATER MEMPHIS 6775 LENOX CENTER CT #200 MEMPHIS, TN 38115	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	50,000
CALVARY RESCUE MISSION 969 S THIRD STREET MEMPHIS, TN 38106	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	5,000
AMERICAN CANCER SOCIETY 1378 UNION AVE MEMPHIS, TN 38103	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	500
HIGH COUNTRY WOMEN'S FUND P O BOX 144 BOONE, NC 28607	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	2,500

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOONVILLE COMMUNITY CEMETERY 201 BAPTIST CHURCH ROAD BOONVILLE, NC 27011	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	500
LEBONHEUR CHILDREN'S HOSPITAL 50 N DUNLAP STREET MEMPHIS, TN 38103	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	10,000
ST GEORGE'S INDEPENDENT SCHOOL 8250 POPLAR AVENUE MEMPHIS, TN 38138	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	40,000
YADKINS ART COUNCIL 226 EAST MAIN STREET YADKINVILLE, NC 27055	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	13,500
MEMPHIS UNIVERSITY SCHOOL (ROSS LYNN SOCIETY) 6191 PARK AVENUE MEMPHIS, TN 38119	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	10,000
GIRL SCOUTS 717 S WHITE STATION ROAD, #2 MEMPHIS, TN 38117	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	1,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BALMORAL BAPTIST CHURCH 2676 KIRBY ROAD MEMPHIS, TN 38119	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	10,000
MEMPHIS ATHLETIC MINISTRIES 69 N CLEVELAND MEMPHIS, TN 38104	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	25,000
ST JOHN'S UNITED METHODIST CHURCH 1207 PEABODY AVENUE MEMPHIS, TN 38104	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	20,000
BOONVILLE METHODIST CHURCH 116 N CAROLINA ST BOONVILLE, NC 27011	UNRELATED 501(C)(3)	CHARITABLE CONTRIBUTION	2,500
NEW MEMPHIS INSTITUTE 22 NORTH FRONT STREET MEMPHIS, TN 38103			14,800
A STEP AHEAD FOUNDATION 666 WEST DRIVE MEMPHIS, TN 38112			5,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YADKIN VALLEY ECON DEV DIST (YADKIN HOME PLACE) P O BOX 309 BOONVILLE, NC 27011			5,000
BOYS & GIRLS CLUB OF JACKSON 832 LEXINGTON AVENUE JACKSON, TN 38301			3,000
RIVERARTSFEST 540 SOUTH MAIN STREET MEMPHIS, TN 38103			3,000
		TOTAL CONTRIBUTIONS PAID	1,255,227.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
UNRELATED TRADE OR BUSINESS INCOME-PTP INVESTMENTS		-14,134.			
ORDINARY INCOME FROM SALE OF PTP UNITS		7,634.			
NET PTP SECTION 1231 GAIN			18	250.	
TOTALS		-6,500.		250.	

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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust: THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number: 62-6345910

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	1,249.
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 2011 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	1,249.

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	121,424.
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	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 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	121,424.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

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			1,249.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			121,424.
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			122,673.

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 $2,400	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 2012 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 2012 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)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs gov/form1041

OMB No 1545 0092

2012

Name of estate or trust
THE ALBERT JAY MARTIN FAMILY FOUNDATION

Employer identification number
62-6345910

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 1500 SHS KBR INC	08/05/2012	01/16/2013	43,684.	41,475.	2,209.
18100 SHS CAL DIVE INTERNATIONAL INC	04/17/2012	12/19/2012	29,933.	67,361.	-37,428.
1900 SHS SKYWORKS SOLUTIONS INC	10/25/2012	02/21/2013	40,814.	45,136.	-4,322.
1900 UNITS LINN ENERGY, LLC	06/22/2012	06/05/2013	62,077.	60,475.	1,602.
10000 SHS ALCATEL LUCENT	07/22/2013	09/10/2013	35,599.	21,601.	13,998.
13800 SHS ALCATEL LUCENT	07/22/2013	10/08/2013	54,999.	29,809.	25,190.

1b Total Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 1,249.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

JSA
2F1221 2 000

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 50M GE CAPITAL CORP MEDIUM TERM NOTES 4%	08/23/2010	02/26/2013	52,745.	50,000.	2,745.
50M HEWLETT PACKARD NOTES 2.125%	10/22/2010	02/26/2013	50,168.	51,098.	-930.
50M LOWE'S CO SENIOR UNSECURED NOTES 2.125%	12/31/2010	02/26/2013	51,655.	49,194.	2,461.
50M MERCK & CO SENIOR UNSECURED NOTES 2.25%	01/12/2011	02/26/2013	51,983.	50,047.	1,936.
1500 SHS VALERO	11/29/2011	03/19/2013	66,466.	32,471.	33,995.
500 SHS VALERO	12/09/2011	03/19/2013	22,155.	10,571.	11,584.
400 SHS BECTON DICKINSON & CO	02/28/2011	04/09/2013	38,179.	32,245.	5,934.
1000 SHS PIEDMONT NATURAL GAS	10/19/2011	04/09/2013	33,395.	31,390.	2,005.
50M BERKSHIRE HATHAWAY FIN CO GTD NOTES 2.45%	01/12/2011	05/02/2013	52,132.	50,456.	1,676.
50M BROWN-FORMAN CORP NOTES 2.5%	12/31/2010	05/02/2013	51,982.	50,000.	1,982.
500 SHS LOCKHEED MARTIN	11/11/2011	05/02/2013	49,964.	38,961.	11,003.
181 WTS GENERAL MOTORS - A	12/15/2000	06/05/2013	4,373.	3,685.	688.
181 WTS GENERAL MOTORS - B	12/15/2000	06/05/2013	3,008.	2,781.	227.
199 SHS GENERAL MOTORS	12/15/2000	06/05/2013	6,683.	5,740.	943.
1000 SHS AT&T CORP COMMON	01/26/2011	06/24/2013	34,045.	28,951.	5,094.
1000 SHS AT&T CORP COMMON	04/27/2012	06/24/2013	34,045.	32,696.	1,349.
1500 SHS ALCOA	04/25/2011	06/24/2013	11,462.	25,573.	-14,111.
700 SHS HEWLETT PACKARD	03/24/2011	06/24/2013	16,224.	30,323.	-14,099.
700 SHS SCANA CORP	01/26/2011	06/24/2013	33,140.	29,692.	3,448.
800 SHS SOUTHERN CO	01/12/2011	06/24/2013	33,835.	30,633.	3,202.
500 SHS IBM	10/21/2009	08/06/2013	94,939.	61,493.	33,446.
200 SHS IBM	01/12/2011	08/06/2013	37,976.	29,985.	7,991.
1200 SHS MICROSOFT CORP	01/10/2012	08/20/2013	41,239.	33,765.	7,474.
328 SHS MONDELEZ	12/16/2009	08/26/2013	9,785.	5,870.	3,915.
1200 SHS CSX CORPORATION	05/20/2011	09/15/2013	31,768.	31,158.	610.

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

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	50M MORGAN STANLEY MEDIUM TERM NOTES 5%	12/30/2010	09/30/2013	50,000.	49,818.	182.
	19800 SHS RF MICRO DEVICES INC	11/28/2011	02/21/2013	93,755.	113,766.	-20,011.
	9700 SHS PREMIERE GLOBAL SERVICES	02/17/2012	07/15/2013	117,372.	90,687.	26,685.

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b	121,424.

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)	
		1500 SHS KBR INC				P	08/05/2012	01/16/2013
		PROPERTY TYPE: SECURITIES						
43,684.		41,475.					2,209.	
		50M GE CAPITAL CORP MEDIUM TERM NOTES 4%				P	08/23/2010	02/26/2013
		PROPERTY TYPE: SECURITIES						
52,745.		50,000.					2,745.	
		50M HEWLETT PACKARD NOTES 2.125%				P	10/22/2010	02/26/2013
		PROPERTY TYPE: SECURITIES						
50,168.		51,098.					-930.	
		50M LOWE'S CO SENIOR UNSECURED NOTES 2.1				P	12/31/2010	02/26/2013
		PROPERTY TYPE: SECURITIES						
51,655.		49,194.					2,461.	
		50M MERCK & CO SENIOR UNSECURED NOTES 2.				P	01/12/2011	02/26/2013
		PROPERTY TYPE: SECURITIES						
51,983.		50,047.					1,936.	
		1500 SHS VALERO				D	11/29/2011	03/19/2013
		PROPERTY TYPE: SECURITIES						
66,466.		32,471.					33,995.	
		500 SHS VALERO				D	12/09/2011	03/19/2013
		PROPERTY TYPE: SECURITIES						
22,155.		10,571.					11,584.	
		400 SHS BECTON DICKINSON & CO				P	02/28/2011	04/09/2013
		PROPERTY TYPE: SECURITIES						
38,179.		32,245.					5,934.	
		1000 SHS PIEDMONT NATURAL GAS				P	10/19/2011	04/09/2013
		PROPERTY TYPE: SECURITIES						
33,395.		31,390.					2,005.	
		50M BERKSHIRE HATHAWAY FIN CO GTD NOTES				P	01/12/2011	05/02/2013
		PROPERTY TYPE: SECURITIES						
52,132.		50,456.					1,676.	
		50M BROWN-FORMAN CORP NOTES 2.5%				P	12/31/2010	05/02/2013
		PROPERTY TYPE: SECURITIES						
51,982.		50,000.					1,982.	
		500 SHS LOCKHEED MARTIN				P	11/11/2011	05/02/2013
		PROPERTY TYPE: SECURITIES						
49,964.		38,961.					11,003.	

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)	
		181 WTS GENERAL MOTORS - A PROPERTY TYPE: SECURITIES				P	12/15/2000	06/05/2013
4,373.		3,685.					688.	
		181 WTS GENERAL MOTORS - B PROPERTY TYPE: SECURITIES				P	12/15/2000	06/05/2013
3,008.		2,781.					227.	
		199 SHS GENERAL MOTORS PROPERTY TYPE: SECURITIES				P	12/15/2000	06/05/2013
6,683.		5,740.					943.	
		1000 SHS AT&T CORP COMMON PROPERTY TYPE: SECURITIES				P	01/26/2011	06/24/2013
34,045.		28,951.					5,094.	
		1000 SHS AT&T CORP COMMON PROPERTY TYPE: SECURITIES				P	04/27/2012	06/24/2013
34,045.		32,696.					1,349.	
		1500 SHS ALCOA PROPERTY TYPE: SECURITIES				P	04/25/2011	06/24/2013
11,462.		25,573.					-14,111.	
		700 SHS HEWLETT PACKARD PROPERTY TYPE: SECURITIES				P	03/24/2011	06/24/2013
16,224.		30,323.					-14,099.	
		700 SHS SCANA CORP PROPERTY TYPE: SECURITIES				P	01/26/2011	06/24/2013
33,140.		29,692.					3,448.	
		800 SHS SOUTHERN CO PROPERTY TYPE: SECURITIES				P	01/12/2011	06/24/2013
33,835.		30,633.					3,202.	
		500 SHS IBM PROPERTY TYPE: SECURITIES				D	10/21/2009	08/06/2013
94,939.		61,493.					33,446.	
		200 SHS IBM PROPERTY TYPE: SECURITIES				P	01/12/2011	08/06/2013
37,976.		29,985.					7,991.	
		1200 SHS MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	01/10/2012	08/20/2013
41,239.		33,765.					7,474.	

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)	
		328 SHS MONDELEZ PROPERTY TYPE: SECURITIES				D	12/16/2009	08/26/2013
9,785.		5,870.					3,915.	
		1200 SHS CSX CORPORATION PROPERTY TYPE: SECURITIES				P	05/20/2011	09/15/2013
31,768.		31,158.					610.	
		50M MORGAN STANLEY MEDIUM TERM NOTES 5%					12/30/2010	09/30/2013
50,000.		49,818.					182.	
		18100 SHS CAL DIVE INTERNATIONAL INC PROPERTY TYPE: SECURITIES				P	04/17/2012	12/19/2012
29,933.		67,361.					-37,428.	
		19800 SHS RF MICRO DEVICES INC PROPERTY TYPE: SECURITIES				P	11/28/2011	02/21/2013
93,755.		113,766.					-20,011.	
		1900 SHS SKYWORKS SOLUTIONS INC PROPERTY TYPE: SECURITIES				P	10/25/2012	02/21/2013
40,814.		45,136.					-4,322.	
		1900 UNITS LINN ENERGY, LLC PROPERTY TYPE: SECURITIES				P	06/22/2012	06/05/2013
62,077.		60,475.					1,602.	
		9700 SHS PREMIERE GLOBAL SERVICES PROPERTY TYPE: SECURITIES				P	02/17/2012	07/15/2013
117,372.		90,687.					26,685.	
		10000 SHS ALCATEL LUCENT					07/22/2013	09/10/2013
35,599.		21,601.					13,998.	
		13800 SHS ALCATEL LUCENT PROPERTY TYPE: SECURITIES				P	07/22/2013	10/08/2013
54,999.		29,809.					25,190.	
TOTAL GAIN(LOSS)							122,673.	

Form **8868**
(Rev January 2013)
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 . . . . ▶ ☒
- 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 ALBERT JAY MARTIN FAMILY FOUNDATION	Employer identification number (EIN) or 62-6345910
	Number, street, and room or suite no If a P O box, see instructions 140 CRESCENT DRIVE	Social security number (SSN)
	City town or post office state and ZIP code For a foreign address see instructions COLLIERVILLE, TN 38017	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	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 ▶ PATTY STRINGER

Telephone No ▶ 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 07/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning 12/01, 2012, and ending 11/30, 20 13

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**	$ 461.
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**	$ 0
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**	$ 461.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions