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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

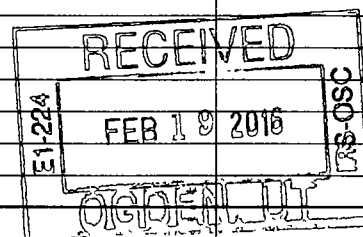
Open to Public Inspection

For calendar year 2014 or tax year beginning OCT 1, 2014, and ending SEP 30, 2015

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) 1025 CHERRY ROAD	Room/suite	B Telephone number 901/937-2136
City or town, state or province, country, and ZIP or foreign postal code MEMPHIS, TN 38117		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 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 foundation		E 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) \$ 10,172,363. (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		597,599.		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		116,838.	116,838.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		58,502.			
b Gross sales price for all assets on line 6a 242,648.					
7 Capital gain net income (from Part IV, line 2)			58,502.		
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		772,939.	175,340.		
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 STMT 2		1,000.	500.		500.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		48,222.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		1,770.	879.		891.
24 Total operating and administrative expenses. Add lines 13 through 23		50,992.	1,379.		1,391.
25 Contributions, gifts, grants paid		914,782.			914,782.
26 Total expenses and disbursements. Add lines 24 and 25		965,774.	1,379.		916,173.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-192,835.			
b Net investment income (if negative, enter -0-)			173,961.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,143,154.	848,305.	848,305.
	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 5	5,605,975.	6,427,353.	7,533,355.
	c	Investments - corporate bonds STMT 6	182,000.	336,090.	226,186.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	350,750.	1,477,296.	1,464,517.
	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 - see the instructions. Also, see page 1, item I)	9,381,879.	9,189,044.	10,172,363.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
Net Assets or Fund Balances	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.	
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds	9,381,879.	9,189,044.	
	30	Total net assets or fund balances	9,381,879.	9,189,044.	
	31	Total liabilities and net assets/fund balances	9,381,879.	9,189,044.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,381,879.
2	Enter amount from Part I, line 27a	2	-192,835.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,189,044.
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	9,189,044.

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 242,648.		184,146.	58,502.

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			58,502.

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	58,502.
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 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))
2013	934,948.	10,989,611.	.085076
2012	856,691.	9,520,527.	.089984
2011	1,150,940.	6,836,536.	.168351
2010	931,445.	5,834,516.	.159644
2009	605,212.	5,907,628.	.102446

2 Total of line 1, column (d)	2	.605501
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	.121100
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,360,143.
5 Multiply line 4 by line 3	5	1,375,713.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,740.
7 Add lines 5 and 6	7	1,377,453.
8 Enter qualifying distributions from Part XII, line 4	8	916,173.

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	3,479.
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	3,479.
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	3,479.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	32,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	32,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	28,521.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax 7,000. Refunded	11	21,521.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
1c 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 2014, 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	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►				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	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? ☐ Yes ☒ No	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No		
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	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 2014 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 2014.) N/A	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 2014?	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 4945(d)(4)(A)? (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)?

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

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?

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 8		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,711,208.
b	Average of monthly cash balances	1b	1,945,744.
c	Fair market value of all other assets	1c	876,188.
d	Total (add lines 1a, b, and c)	1d	11,533,140.
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	11,533,140.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	172,997.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,360,143.
6	Minimum investment return. Enter 5% of line 5	6	568,007.

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	568,007.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,479.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,479.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	564,528.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	564,528.
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	564,528.

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	916,173.
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	916,173.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	916,173.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				564,528.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	311,299.			
b From 2010	644,884.			
c From 2011	847,635.			
d From 2012	395,149.			
e From 2013	417,437.			
f Total of lines 3a through e	2,616,404.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	916,173.			
a Applied to 2013, 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 2014 distributable amount				564,528.
e Remaining amount distributed out of corpus	351,645.			
5 Excess distributions carryover applied to 2014 (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	2,968,049.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	311,299.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	2,656,750.			
10 Analysis of line 9:				
a Excess from 2010	644,884.			
b Excess from 2011	847,635.			
c Excess from 2012	395,149.			
d Excess from 2013	417,437.			
e Excess from 2014	351,645.			

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)		PUBLIC	PROGRAM RELATED	914,782.
Total			▶ 3a	914,782.
b Approved for future payment				
STATEMENT ATTACHED		PUBLIC	PROGRAM RELATED	1,640,000.
Total			▶ 3b	1,640,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion 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							
4 Dividends and interest from securities				14	116,838.		
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	58,502.		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		175,340.	0.	
13 Total. Add line 12, columns (b), (d), and (e)							
(See worksheet in line 13 instructions to verify calculations.)							

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

[illegible]

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	357 SEVENTY-SEVEN ENERGY	P	06/08/12	12/08/14
b	714 SEVENTY-SEVEN ENERGY	P	06/11/12	12/08/04
c	714 SEVENTY-SEVEN ENERGY	P	11/08/13	12/08/14
d	714 SEVENTY-SEVEN ENERGY	P	11/26/12	12/08/14
e	20000 J C PENNEY	P	10/13/14	01/09/15
f	REZVEN PARTNERS X K-1	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,953.		5,167.	-3,214.
b 3,905.		10,313.	-6,408.
c 3,870.		14,988.	-11,118.
d 3,865.		9,900.	-6,035.
e 158,427.		143,778.	14,649.
f 70,628.			70,628.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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			-3,214.
b			-6,408.
c			-11,118.
d			-6,035.
e			14,649.
f			70,628.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	58,502.
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

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.
► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

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 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules☐

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990-PF, Part I, line 2, 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) (2014)

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
1	R BRAD MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	\$ 597,599.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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>554 SHARES RYMAN HOSPITALITY</u>	\$ <u>27,683.</u>	<u>11/17/14</u>
<u>1</u>	<u>2049 SHARES WASTE MANAGEMENT</u>	\$ <u>100,852.</u>	<u>12/08/14</u>
<u>1</u>	<u>2607 DILLARDS</u>	\$ <u>304,576.</u>	<u>12/08/14</u>
<u>1</u>	<u>2475 SHARES LULULEMON ATHLETICA</u>	\$ <u>164,488.</u>	<u>06/22/15</u>
		\$	
		\$	

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

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Contributions Paid
R. Brad Martin Family Foundation
Year ended September 30, 2015

American Friends of the Louvre	305 East 47th Street, 10th Fl	New York, NY	10017	10,000.00
ArtsMemphis	PO Box 1000, Dept 882	Memphis, TN	38148	5,000.00
Aurora Foundation	5101 Wheelis Dr, Suite 320	Memphis, TN	38117	10,000.00
The Baobob Home	1309 Magnolia Lane	Branchburg, NJ	08876	25,000.00
Bar-kays Foundation	1910 Madison Avenue #100	Memphis, TN	38104	500.00
Memphis Botanic Garden	750 Cherry Road	Memphis, TN	38117	1,000.00
Boy Scouts of America-Chickasaw Council	171 South Hollywood Street	Memphis, TN	38112	2,000.00
Boys & Girls Club of Greater Memphis	44 South Rembert	Memphis, TN	38104	1,500.00
Briarcrest Christian School	76 S Houston Levee, Bldg SC	Eads, TN	38028	5,000.00
Center for Action and Contemplation	PO Box 12464	Albuquerque, NM	87195	6,000.00
Cornerstone Prep School	PO Box 22569	Memphis, TN	38122	6,500.00
Cystic Fibrosis Foundation	2642 E 21st Street, Suite 100	Tulsa, OK	74112	1,000.00
Children's Museum of Memphis	2525 Central Avenue	Memphis, TN	38104	1,000.00
Christ United Methodist Church	4488 Poplar Avenue	Memphis, TN	38117	108,000.00
Church Health Center	1210 Peabody	Memphis, TN	38104	31,100.00
City Meals on Wheels	355 Lexington Avenue	New York, NY	10017	1,000.00
DeNeuville Learning Center	190 S Cooper Street	Memphis, TN	38104	500.00
Dixon Gallery and Gardens	4339 Park Avenue	Memphis, TN	38117	25,000.00
Ducks Unlimited	One Waterfowl Way	Memphis, TN	38120	5,000.00
Facing History and Ourselves	6410 Poplar Avenue, Suite 900	Memphis, TN	38119	10,000.00
Germantown Performing Arts	1801 Exeter Road	Germantown, TN	38138	1,500.00
Grace House of Memphis	4600 Brookfield Corporate Dr	Chantilly, VA	20151	5,000.00
Hazelton Foundation	PO Box 11 BC2	Center City, MN	55012	35,000.00
K.I.D.S/ Fashion Delivers	266 W 37th St, 22nd Floor	New York, NY	10018	2,500.00
L'Arche USA	1130 SW Morrison Street	Portland, OR	97205	10,000.00
Latino Memphis	6041 Mt. Moriah Extended, Ste 16	Memphis, TN	38115	3,000.00
Lebonheur Foundation	PO Box 41817	Memphis, TN	38174	3,500.00
Love Worth Finding	PO Box 38300	Germantown, TN	38138	100.00
Madonna Learning Center	7007 Poplar Avenue	Germantown, TN	38138	15,000.00
Marquette Catholic Schools	300 Ensign Road	Bellevue, IA	52031	1,000.00
Mayo Foundation	200 First Street, SW	Rochester, MN	55905	125,000.00
Melrose High School	2870 Deaderick Avenue	Memphis, TN	38114	400.00
Memphis Leadership Foundation	1548 Poplar Avenue	Memphis, TN	38104	5,000.00
Memphis Museums Inc	3050 Central Avenue	Memphis, TN	38111	500.00
Metro Inter Faith Association	910 Vance Avenue	Memphis, TN	38126	5,100.00
Missionaries of Charity	700 North 7th Street	Memphis, TN	38107	100.00
Neediest Kids of All	312 Elm Street	Cincinnati, OH	45202	100.00
Outreach, Inc	301 Center Street	Union, IA	50258	5,832.00
Playhouse on the Square	51 S Cooper Street	Memphis, TN	38104	1,000.00
Presbyterian Day School	4025 Poplar Avenue	Memphis, TN	38111	86,000.00
Prince of Wales Foundation	888 17th Street NW, Ste 201	Washington, DC	20006	25,000.00
Reach Out Recovery Center	1470 Elvis Presley Blvd	Memphis, TN	38106	25,000.00
The Salvation Army	696 Jackson Avenue	Memphis, TN	38105	20,000.00
Shelby County Drug Court Foundation	201 Poplar LL-56	Memphis, TN	38103	9,500.00
St. John's United Methodist Church	1207 Peabody Avenue	Memphis, TN	38104	15,700.00
St. Jude Children's Research Hospital	501 St. Jude Place	Memphis, TN	38105	250.00
St. Mary's Episcopal School	60 Perkins Extended	Memphis, TN	38117	5,000.00
Tennessee Residence Foundation	312 Rosa L Parks Avenue	Nashville, TN	37243	2,500.00
Tennessee Wildlife Federation	56 Willowridge Circle	Jackson, TN	38305	10,000.00
Theatre Memphis	630 Perkins Extended	Memphis, TN	38117	30,000.00
Union University	1050 Union University Drive	Jackson, TN	38305	26,000.00
University of Memphis	PO Box 1000	Memphis, TN	38148	175,100.00
Vanderbilt University	2301 Vanderbilt Place	Nashville, TN	37240	2,500.00
Winchester Elementary School	3587 Boeingshire Drive	Memphis, TN	38116	2,000.00
WKNO	7151 Cherry Farms Road	Cordova, TN	38016	500.00
Younglife Memphis	658 Colonial Road	Memphis, TN	38117	5,000.00

914,782.00

Pledge Balances
R. Brad Martin Family Foundation
Year ended September 30, 2015

Briarcrest Christian School	76 S Houston Levee, Bldg SC	Eads, TN	38028	15,000.00
Christ United Methodist Church	4488 Poplar Avenue	Memphis, TN	38117	50,000.00
Ducks Unlimited	One Waterfowl Way	Memphis, TN	38120	5,000.00
Hazelton Foundation	PO Box 11 BC2	Center City, MN	55012	50,000.00
Mayo Foundation	200 First Street, SW	Rochester, MN	55905	375,000.00
Presbyterian Day School	4025 Poplar Avenue	Memphis, TN	38111	330,000.00
St. John's United Methodist Church	1207 Peabody Avenue	Memphis, TN	38104	50,000.00
University of Memphis	PO Box 1000	Memphis, TN	38148	765,000.00
				1,640,000.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY INVESTMENTS (SILVERLEAFE)	107,460.	0.	107,460.	107,460.	
J P MORGAN	3,756.	0.	3,756.	3,756.	
REZVEN PARTNERS X K-1	5,622.	0.	5,622.	5,622.	
TO PART I, LINE 4	116,838.	0.	116,838.	116,838.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	1,000.	500.		500.
TO FORM 990-PF, PG 1, LN 16B	1,000.	500.		500.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	48,222.	0.		0.
TO FORM 990-PF, PG 1, LN 18	48,222.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REZVEN PARTNERS X K-1	326.	326.		0.	
SSM CO-INVESTORS 2012 LLC					
K-1	53.	53.		0.	
DUES AND FEES	270.	0.		270.	
OFFICE SUPPLIES	1,121.	500.		621.	
TO FORM 990-PF, PG 1, LN 23	1,770.	879.		891.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
J P MORGAN	153,145.	237,330.		
FIDELITY INVESTMENTS (SILVERLEAFE) (EQUITIES)	6,274,208.	7,296,025.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,427,353.	7,533,355.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIDELITY INVESTMENTS (SILVERLEAFE) (BONDS)	336,090.	226,186.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	336,090.	226,186.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
TIGER VEDA GLOBAL LP INTEREST	FMV	25,750.	12,971.	
SSM CO-INVESTORS	COST	249,947.	249,947.	
REZVEN PARTNERS X	COST	1,599.	1,599.	
HCF PAINT NITE	COST	200,000.	200,000.	
SOUTHEASTERN EMEA	COST	1,000,000.	1,000,000.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,477,296.	1,464,517.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

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 3.00	0.	0.	0.
DINA M MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	DIR/PRES 1.00	0.	0.	0.
BRIAN J MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	DIR 1.00	0.	0.	0.
SCOTT IMORDE 4220 BELLE MEADE COVE MEMPHIS, TN 38117	DIR/VP 2.00	0.	0.	0.
C T COURTENAY 7260 DUCKHORN DRIVE GERMANTOWN, TN 38117	DIR/TREAS 3.00	0.	0.	0.
RAWLEIGH B MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	VP 1.00	0.	0.	0.
MARIKA BLADES-MARTIN 1025 CHERRY ROAD MEMPHIS, TN 38117	DIR 1.00	0.	0.	0.
RACHEL K WOHLFARTH 1025 CHERRY ROAD MEMPHIS, TN 38117	SECY 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.