Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning OCT 1, 2015 **, and ending** SEP 30, 2016

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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 15,128,991.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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)
Revenue	1 Contributions, gifts, grants, etc., received	4,325,350.		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	96,676.	96,676.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-47,988.			STATEMENT 1
	b Gross sales price for all assets on line 6a 448,054.				
	7 Capital gain net income (from Part IV, line 2)		23,496.		
	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	4,374,038.	120,172.		
Operating and Administrative Expenses	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 3	1,200.	600.		600.
	c Other professional fees				
	17 Interest	25.	25.		0.
	18 Taxes STMT 4	-21,516.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	15,626.	0.		15,626.
	22 Printing and publications				
	23 Other expenses STMT 5	711.	636.		75.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	-3,954.	1,261.		16,301.
	25 Contributions, gifts, grants paid	1,202,598.			1,202,598.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,198,644.	1,261.		1,218,899.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,175,394.			
	b **Net investment income** (if negative, enter -0-)		118,911.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11-24-15 LHA **For Paperwork Reduction Act Notice, see instructions.**

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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	848,305.	128,363.	128,363.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 6	6,427,353.	6,004,468.	8,015,177.
	c	Investments - corporate bonds STMT 7	336,090.	330,560.	212,300.
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	1,477,296.	5,801,047.	6,673,151.
	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)	9,189,044.	12,364,438.	15,128,991.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	9,189,044.	12,364,438.	
	30	**Total net assets or fund balances**	9,189,044.	12,364,438.	
	31	**Total liabilities and net assets/fund balances**	9,189,044.	12,364,438.	

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	9,189,044.
2	Enter amount from Part I, line 27a	2	3,175,394.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,364,438.
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	12,364,438.

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	5000 SHARES COACH	P	07/31/13	09/14/16
b	5000 SHARES DELEK	P	04/06/16	04/08/16
c	2475 SHS LULULEMON ATHLETICA	D	06/12/14	06/30/16
d	PASSED THROUGH REZVEN PARTNERS	P		
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	176,137.		263,927.	-87,790.
b	71,507.		67,626.	3,881.
c	181,681.		93,005.	88,676.
d	18,729.			18,729.
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-87,790.
b				3,881.
c				88,676.
d				18,729.
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	23,496.
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))
2014	916,173.	11,360,143.	.080648
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

2	**Total** of line 1, column (d)	2	.583703
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	.116741
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	13,610,406.
5	Multiply line 4 by line 3	5	1,588,892.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,189.
7	Add lines 5 and 6	7	1,590,081.
8	Enter qualifying distributions from Part XII, line 4	8	1,218,899.

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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	2,378.
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	2,378.
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	2,378.
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	7,000.		
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	7,000.
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	4,622.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 4,622. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b 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.*	1b		X
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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 ▶ 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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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 2015 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 2015.)* 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 2015?	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** No: 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 9		0.	0.	0.

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

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,051,737.
b	Average of monthly cash balances	1b	357,918.
c	Fair market value of all other assets	1c	5,408,016.
d	**Total** (add lines 1a, b, and c)	1d	13,817,671.
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	13,817,671.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	207,265.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,610,406.
6	**Minimum investment return.** Enter 5% of line 5	6	680,520.

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	680,520.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,378.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,378.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	678,142.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	678,142.
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	678,142.

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	1,218,899.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,218,899.
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	1,218,899.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					678,142.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2015:					
a From 2010	644,884.				
b From 2011	847,635.				
c From 2012	395,149.				
d From 2013	417,437.				
e From 2014	351,645.				
f **Total** of lines 3a through e		2,656,750.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 1,218,899.					
a Applied to 2014, 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 2015 distributable amount					678,142.
e Remaining amount distributed out of corpus		540,757.			
5 Excess distributions carryover applied to 2015 (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		3,197,507.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016					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 2010 not applied on line 5 or line 7		644,884.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a		2,552,623.			
10 Analysis of line 9:					
a Excess from 2011	847,635.				
b Excess from 2012	395,149.				
c Excess from 2013	417,437.				
d Excess from 2014	351,645.				
e Excess from 2015	540,757.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

R BRAD MARTIN

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STATEMENT ATTACHED (CASH)		PUBLIC	PROGRAM RELATED	1,202,598.
Total			▶ **3a**	1,202,598.
b *Approved for future payment*				
STATEMENT ATTACHED		PUBLIC	PROGRAM RELATED	
Total			▶ **3b**	0.

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
	(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					
4 Dividends and interest from securities			14	96,676.	
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	-47,988.	
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.		48,688.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 48,688.

(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).

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	

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

b If "Yes," complete the following schedule.

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

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

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

Signature of officer or trustee	Date	Title
	1-31-2017	TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J. KENNETH MARSTON, JR., CPA		1/30/17		P00179925

Firm's name ▶ THE MARSTON GROUP, PLC

Firm's EIN ▶ 26-1180446

Firm's address ▶ 1661 INTERNATIONAL DRIVE, SUITE 250
MEMPHIS, TN 38120

Phone no. 901-761-3003

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

2015

Name of the organization

R BRAD MARTIN FAMILY FOUNDATION

Employer identification number

62-1548977

Organization type (check one).

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

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

General Rule

☒ For 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).

Name of organization: R BRAD MARTIN FAMILY FOUNDATION

Employer identification number: 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	$ 4,325,350.	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
1	1.1634 PARTNERSHIP INTEREST GREENBRIER PARTNERS, LTD	$ 4,325,350.	12/31/15

(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

R BRAD MARTIN FAMILY FOUNDATION

Employer identification number

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

(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

Contributions Paid
R. Brad Martin Family Foundation
Fiscal Year Ending 9/30/2016

Advance Memphis	PO Box 2201	Memphis, TN	38101	1,200 00
American Friends of the Louvre	305 East 47th St, 10th Fl	New York, NY	10017	10,000 00
ASPCA	PO Box 96929	Washington, DC	20077	200 00
Assisi Foundation	515 Erin Drive	Memphis, TN	38117	18,200 00
The Baobab Home	1301 Magnolia Lane	Branchburg, NJ	8876	35,000 00
Boy Scouts of America	171 South Hollywood Street	Memphis, TN	38112	27,000 00
Boys & Girls Club of Oklahoma County	PO Box 18701	Oklahoma City, OK	73154	1,000 00
Boys & Girls Club of Greater Memphis	44 S Rembert	Memphis, TN	38104	1,000 00
Briarcrest Christian School	76 S Houston Levee, Bldg SC	Eads, TN	38028	5,000 00
BRIDGES	477 N 5th Street	Memphis, TN	38105	7,500 00
Camp Fire River Bend	PO Box 459	Notre Dame, IN	46556	200 00
Center for Action and Contemplation	PO Box 12464	Albaquerque, NM	87195	5,000 00
Children's Museum of Memphis	2525 Central Avenue	Memphis, TN	38104	1,000 00
Christ Methodist Day School	411 Grove Park	Memphis, TN	38117	1,000 00
Christ United Methodist Church	4488 Poplar Avenue	Memphis, TN	38117	105,500 00
Church Health Center	1210 Peabody	Memphis, TN	38104	35,400 00
Concord Academy	4942 Walnut Grove	Memphis, TN	38117	1,000 00
Cornerstone Prep School	PO Box 22569	Memphis, TN	38122	842 32
Cystic Fibrosis Foundation	2642 East 21st, Suite 100	Tulsa, OK	74114	2,000 00
Dixon Gallery & Gardens	4339 Park Avenue	Memphis, TN	38117	26,626 00
Ducks Unlimited	One Waterfowl Way	Memphis, TN	38120	5,000 00
The Exceptional Foundation	4965 Willow Road	Memphis, TN	38117	12,000 00
Hazelton Foundation	PO Box 11 BC2	Center City, MN	55012	25,000 00
Heifer International	PO Box 8058	Little Rock, AR	72203	120 00
Henri Nouwen Society	95 St Joseph Street, Ste 21	Toronto, ON	M5SR2R9	65,000 00
HopeWorks	1930 Union Avenue	Memphis, TN	38104	50,000 00
Humane Society of Memphis & Shelby County	935 Farm Road	Memphis, TN	38134	300 00
Jacobs Ladder	158 Marne Street	Memphis, TN	38111	1,000 00
Jumpstart	505 Eighth Avenue, Ste 1100	New York, NY	10018	2,500 00
Lustgarten Foundation for Pancreatic Cancer	1111 Stewart Avenue	Bethpage, NY	11714	100 00
Madonna Learning Center	7007 Poplar Avenue	Germantown, TN	38138	15,000 00
Memphis Botanic Garden	750 Cherry Road	Memphis, TN	38117	1,750 00
Mayo Foundation	200 First Street	Rochester, MN	55905	125,000 00
Memphis Leadership Foundation	1548 Poplar Avenue	Memphis, TN	38104	15,339 98
Memphis Museums Inc	3050 Central Avenue	Memphis, TN	38111	500 00
Memphis Rock & Soul Museum	191 Beale Street, Suite 100	Memphis, TN	38103	3,000 00
Midsouth Sober Living	1950 Madison Avenue	Memphis, TN	38104	1,500 00
MIFA	PO Box 3130	Memphis, TN	38173	10,000 00
Millsaps College	1701 North State Street	Jackson, TN	39210	250 00
Mountain States Foundation	2335 Knob Creek Rd, Ste 101	Johnson City, TN	37604	15,000 00
National Civil Rights Museum	PO Box 1792	Memphis, TN	38101	1,000 00
National Wildlife Federation	1 Stationary Place	Rexburg, ID	83441	400 00
Neighborhood Christian Centers	785 Jackson Avenue	Memphis, TN	38107	100 00
One Step Initiative	PO Box 140094	Memphis, TN	38114	5,000 00
Outreach, Inc	301 Center Street	Union, IA	50258	2,295 00
Peer Power Foundation	850 Ridge Lake Blvd, Suite 1	Memphis, TN	38120	5,000 00
Porter Leath	868 N Manassas Street	Memphis, TN	38107	1,000 00
Prince of Wales Foundation	888 17th Street NW, Ste 201	Washington, DC	20006	125,000 00
Presbyterian Day School	4025 Poplar Avenue	Memphis, TN	38111	55,000 00
Ronald McDonald House	535 Alabama Avenue	Memphis, TN	38105	1,000 00
The Salvation Army	696 Jackson Avenue	Memphis, TN	38105	15,000 00
Shelby County Books from Birth	PO Box 17008	Memphis, TN	38187	10,000 00
Shelby County Drug Court Foundation	201 Poplar Avenue LL-56	Memphis, TN	38103	3,000 00
Shelby Farms Park Conservancy	500 North Pine Lake Dr	Memphis, TN	38134	300 00
Southern Reins	6070 Poplar Avenue, Ste 750	Memphis, TN	38119	625 00
St John's United Methodist Church	1207 Peabody Avenue	Memphis, TN	38104	60,000 00
St Mary's Episcopal School	60 Perkins Extended	Memphis, TN	38117	5,250 00
The 100 Black Men of Memphis	905 Ayers Street	Memphis, TN	38107	1,250 00
University of Memphis Foundation	PO Box 1000	Memphis, TN	38148	188,050 00
Vanderbilt University	2301 Vanderbilt Place	Nashville, TN	37240	2,500 00
Venture for America, Inc	40 West 29th St, Ste 301	New York, NY	10001	1,000 00
West Tennessee Veteren's Home	62 North Main Street, Ste 201	Memphis, TN	38103	50,000 00
World Relief Memphis	3340 Poplar Avenue, Ste 222	Memphis, TN	38111	35,000 00
World Widelife Fund	PO Box 96555	Washington, DC	20090	400 00
Wounded Warrior Project	PO Box 758541	Topeka, KS	66675	200 00
Young Life Memphis	658 Colonial Road	Memphis, TN	38117	1,200 00
				1,202,598 30

Pledges as of 9/30/16

	Original	Paid before	Paid to date	Unpaid				
Organization	Pledge	2016	2016	Balance	2016	2017	2018+	Comments
Briarcrest Christian School	25,000	15,000	5,000	5,000	-	5,000		5,000 paid 11/19/13
								5,000 paid 11/6/2014
								5,000 paid 10/28/2015
								5,000 paid 11/22/2016
								5,000 to be paid 11/2017
Briarcrest Christian School-2016 Ele Exp	25,000	-	5,000	20,000	-	5,000	15,000	5,000 paid 11/22/16
								5,000 to be paid 12/1/17
								5,000 to be paid 12/1/15
								5,000 to be paid 12/1/19
								5,000 to be paid 12/1/20
Christ United Methodist Church-2016	100,000	-	75,000	25,000	25,000			25,000 paid 4/21/16
								25,000 paid 6/21/16
								25,000 paid 11/22/16
								25,000 to be paid 12/16
Dixon Gallery & Gardens-2016	25,000	-	-	25,000	25,000			25,000 to be paid 12/2016
Ducks Unlimited	20,000	15,000	5,000	-	-			4,200 paid 4/11/13
								800 paid by Dan 4/11/13
								5,000 paid 5/28/14
								5,000 paid 6/16/15
								5,000 paid 6/1/16
Hazelden Foundation	100,000	75,000	25,000	-	-			25,000 paid 8/6/13
								25,000 paid 10/7/14
								25,000 paid 10/28/15
								25,000 paid by CVC 11/10/16
Mayo Campaign	500,000	250,000	-	250,000	125,000	125,000		125,000 paid 12/16/14
								125,000 paid 12/9/2015
								125,000 to be paid 12/2016
								125,000 to be paid 12/2017
MIFA	50,000	-	10,000	40,000	-	10,000	30,000	10,000 paid 6/21/16
								10,000 to be paid 6/2017
Prince of Wales Foundation-Romania	150,000	-	50,000	100,000	-	50,000	50,000	50,000 paid mid July 2016
								50,000 to be paid mid July 2017
								50,000 to be paid mid July 2018
The Way, St John's United Methodist-2016	50,000	-	50,000	-	-	-		25,000 paid 8/24/16
								25,000 paid by CVC 11/10/16
The Way food ministry, St John's-2016	10,000		5,000	5,000	5,000			5,000 paid 6/21/16
								5,000 to be matched by 1st TN

Pledges as of 9/30/16

Organization	Original Pledge	Paid before 2016	Paid to date 2016	Unpaid Balance	2016	2017	2018+	Comments
University of Memphis Athletics	1,000,000	275,000	145,000	580,000	-	145,000	435,000	70,000-unreimbursed exps during term
								60,000 paid 4/23/2014 (salary supp)
								145,000 paid 3/26/15
								145,000 paid 3/24/16
								145,000 to be paid 1st q each year
University of Mphs Opportunity Scholarship	100,000	60,000	20,000	20,000	20,000	-		$30,000 paid 8/6/14
								$30,000 paid 8/26/15
								$20,000 paid 9/21/2016
								$20,000 to be matched by 1st TN
PDS Annual Fund-2016	5,000	-	5,000	-				5,000 paid 4/21/2016
PDS Annual Fund-2017	5,000			5,000		5,000		To be paid by 7/31/17
Grand Total	2,165,000	690,000	400,000	1,075,000	200,000	345,000	530,000	

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5000 SHARES COACH		07/31/13	09/14/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
176,137.	263,927.	0.	0.	-87,790.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5000 SHARES DELEK		04/06/16	04/08/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,507.	67,626.	0.	0.	3,881.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2475 SHS LULULEMON ATHLETICA		06/12/14	06/30/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
181,681.	164,489.	0.	0.	17,192.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSED THROUGH REZVEN PARTNERS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,729.	0.	0.	0.	18,729.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-47,988.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY INVESTMENTS (SILVERLEAFE)	92,420.	0.	92,420.	92,420.	
J P MORGAN	4,256.	0.	4,256.	4,256.	
TO PART I, LINE 4	96,676.	0.	96,676.	96,676.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	1,200.	600.		600.
TO FORM 990-PF, PG 1, LN 16B	1,200.	600.		600.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX REFUND	-21,516.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-21,516.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REZVEN PARTNERS X K-1	566.	566.		0.
DUES AND FEES	145.	70.		75.
TO FORM 990-PF, PG 1, LN 23	711.	636.		75.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
J P MORGAN	153,145.	292,810.
FIDELITY INVESTMENTS (SILVERLEAFE) (EQUITIES)	5,851,323.	7,722,367.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,004,468.	8,015,177.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS (SILVERLEAFE) (BONDS)	330,560.	212,300.
TOTAL TO FORM 990-PF, PART II, LINE 10C	330,560.	212,300.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIGER VEDA GLOBAL LP INTEREST	FMV	25,750.	8,004.
SSM CO-INVESTORS	FMV	249,947.	529,000.
HCF PAINT NITE	COST	200,000.	200,000.
SOUTHEASTERN EMEA	FMV	1,000,000.	1,328,236.
GREENBRIER PARTNERS, LTD	FMV	4,325,350.	4,607,911.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,801,047.	6,673,151.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

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 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.