



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

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

For calendar year 2009, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type.		Name of foundation MARTHA AND ROBERT FOGLMAN FOUNDATION		A Employer identification number 58-6163005
See Specific Instructions		Number and street (or P O box number if mail is not delivered to street address) 744 SOUTH WHITE STATION ROAD		B Telephone number (901) 761-0906
City or town, state, and ZIP code MEMPHIS, TN 38117				C If exemption application is pending, check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,261,399.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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
Revenue				(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments		1,607.	1,607.	STATEMENT 1
4 Dividends and interest from securities		104,512.	104,512.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		931,373.		
b Gross sales price for all assets on line 6a 4,132,404.				
7 Capital gain net income (from Part IV, line 2)			931,373.	
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		7,565.	3,366.	STATEMENT 3
12 Total Add lines 1 through 11		1,045,057.	1,040,858.	
Operating and Administrative Expenses		0.	0.	0.
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees		STMT 4	150.	150.
b Accounting fees		STMT 5	4,730.	4,730.
c Other professional fees				
17 Interest			5.	0.
18 Taxes		STMT 6	3,500.	3,500.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses		STMT 1	28,380.	28,366.
24 Total operating and administrative expenses. Add lines 13 through 23		RECEIVED AUG 11 2010 FOSC	36,765.	36,751.
25 Contributions, gifts, grants paid			939,600.	939,600.
26 Total expenses and disbursements		RECDEN, UT	976,365.	36,751.
27 Subtract line 26 from line 12			68,692.	
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)			1,004,107.	
c Adjusted net income (if negative, enter -0-)				N/A

Assets	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
			89,002.	60,267.	60,267.
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
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 8	4,975,969.	5,068,249.	5,084,311.
c	Investments - corporate bonds				
11	Investments - land, buildings and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 9	111,674.	116,821.	116,821.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		5,176,645.	5,245,337.	5,261,399.
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.	0.
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	29	Capital stock, trust principal, or current funds	0.	0.	0.
	30	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	0.
	31	Retained earnings, accumulated income, endowment, or other funds	5,176,645.	5,245,337.	5,245,337.
	32	Total net assets or fund balances	5,176,645.	5,245,337.	5,245,337.
	33	Total liabilities and net assets/fund balances	5,176,645.	5,245,337.	5,245,337.

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	5,176,645.
2	Enter amount from Part I, line 27a	2	68,692.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	5,245,337.
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	5,245,337.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE ATTACHED SCHEDULE - ST			P	VARIOUS	/ /09
b SEE ATTACHED SCHEDULE - LT			P	VARIOUS	/ /09
c CCA - 25,000 SHS - LT			P	12/20/00	/ /09
d MMA - 25,000 SHS - LT			P	02/09/94	/ /09
e CAPITAL GAINS DIVIDENDS					
(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 680,308.		601,558.	78,750.		
b 1,959,472.		2,390,756.	-431,284.		
c 475,644.		27,656.	447,988.		
d 1,013,547.		181,061.	832,486.		
e 3,433.			3,433.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			78,750.		
b			-431,284.		
c			447,988.		
d			832,486.		
e			3,433.		
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	931,373.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	365,067.	6,574,459.	.055528
2007	398,708.	6,845,837.	.058241
2006	62,250.	4,686,341.	.013283
2005	164,049.	2,628,163.	.062420
2004	2,124.	265,992.	.007985

2 Total of line 1, column (d)

2 .197457

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 .039491

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 4,812,237.

5 Multiply line 4 by line 3

5 190,040.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 10,041.

7 Add lines 5 and 6

7 200,081.

8 Enter qualifying distributions from Part XII, line 4

8 939,600.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 ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> 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) 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments a 2009 estimated tax payments and 2008 overpayment credited to 2009 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	1	10,041.
2	0.			
3	10,041.			
4	0.			
5	10,041.			
6a	34,596.			
6b				
6c				
6d				
7	34,596.			
8				
9				
10	24,555.			
11	14,475.			

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
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? <i>If "Yes," attach the statement required by General Instruction T</i>		
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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		
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		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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)	<input checked="" type="checkbox"/> 11	<input type="checkbox"/> X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► NITA HURDLE Located at ► 744 WHITE STATION ROAD, MEMPHIS, TN	Telephone no ► (901) 761-0906 ZIP+4 ► 38117-4577	
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

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	<input checked="" type="checkbox"/> 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If "Yes," did it have excess business holdings in 2009 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 2009)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2009?	4a	<input checked="" type="checkbox"/> X
		4b	<input checked="" type="checkbox"/> X

Form 990-PF (2009)

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

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?

If "Yes" to 6b, file Form 8870

 Yes No

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
FRAN HYDE 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE 1.00	0.	0.	0.
MARTHA H. FOGELMAN 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE/SEC.	0.	0.	0.
ROBERT F. FOGELMAN, II 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE 1.00	0.	0.	0.
CATHERINE S. FOGELMAN 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE/PRES. 1.00	0.	0.	0.

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

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

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

►

0

Form 990-PF (2009)

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.

1	N/A	Expenses
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

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3	▶	0.

Form 990-PF (2009)

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	4,716,275.
b Average of monthly cash balances	1b	52,424.
c Fair market value of all other assets	1c	116,821.
d Total (add lines 1a, b, and c)	1d	4,895,520.
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	4,885,520.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,283.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,812,237.
6 Minimum investment return. Enter 5% of line 5	6	240,612.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6		1	240,612.
2a Tax on investment income for 2009 from Part VI, line 5	2a	10,041.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	10,041.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	230,571.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	230,571.	
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	230,571.	

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	939,600.	
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	939,600.	
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	10,041.	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	929,559.	

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				230,571.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	2,124.			
b From 2005	36,300.			
c From 2006	43,973.			
d From 2007	69,051.			
e From 2008	89,658.			
f Total of lines 3a through e	241,106.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 939,600.			0.	
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				230,571.
e Remaining amount distributed out of corpus	709,029.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below	950,135.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	2,124.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	948,011.			
10 Analysis of line 9				
a Excess from 2005	36,300.			
b Excess from 2006	43,973.			
c Excess from 2007	69,051.			
d Excess from 2008	89,658.			
e Excess from 2009	709,029.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE	NONE	VARIOUS	VARIOUS	939,600.
VARIOUS				
Total			► 3a	939,600.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

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		
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	1,607.
4 Dividends and interest from securities			14	104,512.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income			14	7,565.
8 Gain or (loss) from sales of assets other than inventory			18	931,373.
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.		1,045,057.
13 Total. Add line 12, columns (b), (d), and (e)			13	1,045,057.
(See worksheet in line 13 instructions to verify calculations)				

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

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

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

- (2) Other assets
 - Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Mark S. Feylman
Signature of officer or trustee

17-14-10
Date

MGR
Title

Sign Here		Date	Time	
Paid Preparer's Use Only	Preparer's signature	Date 7/6/10		Check if self- employed
	WATKINS UBERALL, PLLC 1661 AARON BRENNER DR., STE 300 MEMPHIS, TENNESSEE 38120		<input type="checkbox"/>	Preparer's identifying number
	Firm's name (or yours if self-employed) address, and ZIP code		EIN	<input type="checkbox"/>
			Phone no	(901) 761-2720

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BOSTON VENTURES K1	1,602.
SMITHBARNEY	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,607.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HIRTLE/DEUTSCHE 245629	72,711.	0.	72,711.
HIRTLE/DEUTSCHE 245630	30,776.	2,997.	27,779.
SMITHBARNEY	1,114.	109.	1,005.
UBS	3,344.	327.	3,017.
TOTAL TO FM 990-PF, PART I, LN 4	107,945.	3,433.	104,512.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOSTON VENTURES K-1 - ORDINARY	2,444.	2,444.	
BOSTON VENTURES K-1 - ROYALTY			
INCOME	1,205.	1,205.	
BOSTON VENTURES K-1 - UNREALIZED			
GAIN	4,199.	0.	
BOSTON VENTURES K-1 - NET 1231	-283.	-283.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,565.	3,366.	

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - LEGAL	150.	150.		0.
TO FM 990-PF, PG 1, LN 16A	150.	150.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - ACCT	4,730.	4,730.		0.
TO FORM 990-PF, PG 1, LN 16B	4,730.	4,730.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H	3,500.	3,500.		0.
TO FORM 990-PF, PG 1, LN 18	3,500.	3,500.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY/MGMT FEES - HC/DEUTSCHE	18,355.	18,355.		0.
DEDTNS RELATED TO P/F INC - BOSTON VENTURES K-1	4,088.	4,088.		0.
NONDEDUCTIBLE EXPENSES - BOSTON VENTURES K-1	14.	0.		0.
BANK CHARGES - CHECKING	256.	256.		0.

MARTHA AND ROBERT FOGLMAN FOUNDATION

58-6163005

SEC 59(E)(2) EXPENSES -

BOSTON VENTURES K1	5,667.	5,667.	0.
TO FORM 990-PF, PG 1, LN 23	28,380.	28,366.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SMITHBARNEY/UBS	106,781.	295,851.
HIRTLE/DEUTSCH BANK	4,961,468.	4,788,460.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,068,249.	5,084,311.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOSTON VENTURES LP VII	FMV	116,821.	116,821.
TOTAL TO FORM 990-PF, PART II, LINE 13		116,821.	116,821.

✓ 1/3

Martha & Robert Fogelman Foundation
Contributions Paid

2009 990-PF Attachment
58-6163005

Charitable Contributions - Other	0.00	0.00	0.00
Check	10/6/2009	3032	Southern Public Def
Check	10/15/2009	3034	Memphis Jewish F &
Check	10/19/2009	3035	BARON HIRSCH S
Total Charitable Contributions - Other			
Memorials			
Check	1/8/2009	1156	Opera Memphis
Check	2/17/2009	1157	Huntsville Museum o
Check	2/25/2009	1158	STREET'S MINISTR
Check	2/25/2009	1159	BROOK'S MUSEUM
Check	2/27/2009	1160	CAPE COD MUSEU
Check	7/20/2009	3025	Memphis Jewish Co
Check	8/1/2009	3027	Memphis Jewish Co
Check	10/6/2009	3030	St. Albert The Great
Check	11/10/2009	3036	Arkansas Hospice In
Check	12/1/2009	3045	BROOK'S MUSEUM
Check	12/1/2009	3055	Jewish Federation E
Check	12/9/2009	3056	THE FIRST UNITA
Total Memorials			
Yearly Contributions			
Check	4/13/2009	1161	Arabia Spheard Beth
Check	4/16/2009	1162	HAVENVIEW MIDD
Check	6/1/2009	3001	CHARLOTTE COU
Total Yearly Contributions			

MARTHA AND ROBERT FOGELMAN FAMILY FOUNDATION
General Ledger
As of December 31, 2009

Type	Date	Num	Name	Memo	Split	Credit	Debit	Balance
Check	6/1/2009	3002	CHRISTIAN BROT	2009 CONTR	FFF First Tenn.	1,000.00		6,250.00
Check	6/1/2009	3003	CHURCH OF THE	2009 CONTR	FFF First Tenn.	3,000.00		9,250.00
Check	6/1/2009	3004	COMMUNITY FOU	2009 RII FUN	FFF First Tenn.	0.00		9,250.00
Check	6/1/2009	3005	CROHN'S & COLIT	2009 CONTR	FFF First Tenn.	500.00		9,750.00
Check	6/1/2009	3006	FACING HISTORY	2009 CONTR	FFF First Tenn.	2,000.00		11,750.00
Check	6/1/2009	3007	FOUNDATION FOR	2009 CONTR	FFF First Tenn.	5,000.00		16,750.00
Check	6/1/2009	3008	FRIENDS OF MON	2009 CONTR	FFF First Tenn.	300.00		17,050.00
Check	6/1/2009	3008	FRIENDS OF MON	2009 CONTR	FFF First Tenn.	0.00		17,050.00
Check	6/1/2009	3009	IRIS	2009 SPECIA	FFF First Tenn.	20,000.00		37,050.00
Check	6/1/2009	3010	ArtMemphis	09 FINAL PL	FFF First Tenn.	5,000.00		42,050.00
Check	6/1/2009	3011	MEMPHIS COLLEG	2009 CONTR	FFF First Tenn.	7,000.00		49,050.00
Check	6/1/2009	3012	RHODES COLLEGE	2009 ANNUA	FFF First Tenn.	1,000.00		50,050.00
Check	6/1/2009	3013	RISE FOUNDATION	2009 PLEDG	FFF First Tenn.	20,000.00		70,050.00
Check	6/1/2009	3014	SAN FRANCISCO F	2009 CONTR	FFF First Tenn.	5,000.00		75,050.00
Check	6/1/2009	3015	ST. JUDE CHILD'R	2009 CONTR	FFF First Tenn.	250.00		75,300.00
Check	6/1/2009	3016	ST. MARY'S SCHO	2009 CONTR	FFF First Tenn.	5,000.00		80,300.00
Check	6/1/2009	3017	URBAN ART COM	2009 PLEDG	FFF First Tenn.	5,000.00		85,300.00
Check	6/1/2009	3018	VANDERBILT UNIV	2009 CONTR	FFF First Tenn.	1,000.00		86,300.00
Bill	6/1/2009		UNIVERSITY OF M	WUMR GIFT	Accounts Paya	500.00		86,800.00
Bill	6/1/2009		UNIVERSITY OF M	FCBE CONT	Accounts Paya	120,000.00		206,800.00
Bill	6/1/2009		UNIVERSITY OF M	U OF M TIGE	Accounts Paya	16,000.00		222,800.00
Check	6/1/2009		UNIVERSITY OF M	U OF M MUS	Accounts Paya	500.00		223,300.00
Check	6/1/2009		COMMUNITY FOU	RFF II FUND	FFF First Tenn.	5,000.00		228,300.00
Check	6/1/2009		LEADERSHIP ACA	2009 PLEDG	FFF First Tenn.	2,000.00		230,300.00
Check	6/1/2009	3023	IRIS	2009 CONTR	FFF First Tenn.	25,000.00		255,300.00
Check	8/7/2009	3026	SHEPHERD'S HAV	CONTRIBUTI	FFF First Tenn.	1,000.00		256,300.00
Check	9/8/2009	3028	Delta Waterdow	Memphis D	FFF First Tenn.	5,000.00		261,300.00
Check	10/6/2009	3030	Chatham Cultural Co	2009 DONAT	FFF First Tenn.	100.00		261,400.00
Check	10/8/2009	3033	MAYO CLINIC	FCBE Dan's	FFF First Tenn.	10,000.00		271,400.00
Check	11/1/2009	3054	University of Memphis	2009 CONTR	FFF First Tenn.	5,000.00		276,400.00
Check	12/1/2009	3031	BAPTIST MEMORI	BOY SCOUTS OF	FFF First Tenn.	2,000.00		278,400.00
Check	12/1/2009	3038	BOY SCOUTS OF	BOYS CLUB OF ME	FFF First Tenn.	250.00		278,650.00
Check	12/1/2009	3039	Delta Waterdow	Church Health Center	FFF First Tenn.	200.00		278,850.00
Check	12/1/2009	3041	Chatham Cultural Co	Dixon Valley and G	FFF First Tenn.	500.00		279,350.00
Check	12/1/2009	3042	MAYO CLINIC	Ducks Unlimited	FFF First Tenn.	10,000.00		289,350.00
Check	12/1/2009	3043	University of Memphis	GIRL SCOUTS OF	FFF First Tenn.	250.00		289,600.00
Check	12/1/2009	3044	BAPTIST MEMORI	Jewish Federation	FFF First Tenn.	60,000.00		349,600.00
Check	12/1/2009	3045	BOY SCOUTS OF	Memphis Jewish Co	FFF First Tenn.	20,000.00		369,800.00
Check	12/1/2009	3046	BOYS CLUB OF ME	MEMPHIS ORCHE	FFF First Tenn.	2,500.00		372,350.00
Check	12/1/2009	3047	Church Health Center	Metropolitan InterFa	FFF First Tenn.	1,000.00		373,350.00
Check	12/1/2009	3048	Dixon Valley and G	Playhouse On The S	FFF First Tenn.	17,500.00		390,850.00
Check	12/1/2009	3049	Ducks Unlimited	TEACH FOR AMER	FFF First Tenn.	5,000.00		395,850.00
Check	12/1/2009	3050	GIRL SCOUTS OF	THE ORPHHEUM TH	FFF First Tenn.	500.00		396,350.00
Check	12/1/2009	3051	Jewish Federation	WOLF RIVER CON	FFF First Tenn.	200.00		396,550.00
Check	12/1/2009	3052	Memphis Jewish Co	WOMEN'S FOUND	FFF First Tenn.	5,000.00		397,050.00
Check	12/1/2009	3053	MEMPHIS ORCHE	JIM RANGE CONS	FFF First Tenn.	5,000.00		402,050.00
Check	12/1/2009	3054	Metropolitan InterFa	Theodore Roosevelt	FFF First Tenn.	5,000.00		407,050.00
Check	12/1/2009	3055	Playhouse On The S	2009 CONTR	FFF First Tenn.			
Check	12/1/2009	3056	TEACH FOR AMER	2009 CONTR	FFF First Tenn.			
Check	12/1/2009	3057	THE ORPHHEUM TH	2009 CONTR	FFF First Tenn.			
Check	12/1/2009	3058	WOLF RIVER CON	2009 CONTR	FFF First Tenn.			
Check	12/1/2009		WOMEN'S FOUND	2009 CONTR	FFF First Tenn.			
Check	12/1/2009		JIM RANGE CONS	2009 CONTR	FFF First Tenn.			
Check	12/1/2009		Theodore Roosevelt	2009 CONTR	FFF First Tenn.			

3/3

MARTHA AND ROBERT FOGELMAN FAMILY FOUNDATION

General Ledger

As of December 31, 2009

3:23 PM
05/12/10
Accrual Basis

Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
Total Yearly Contributions						407,050.00	0.00	407,050.00
Charitable Contributions - Other						0.00	0.00	0.00
Total Charitable Contributions - Other						0.00	0.00	0.00
Total Charitable Contributions						939,600.00	0.00	939,600.00

Schedule D Detail of Long-term Capital Gains and Losses

	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)						
	1076.426 HIRTEL CALLAGHAN TR GROWTH PORTFOLIO	05/15/2008	05/26/2009	10,000.00	14,044.86	-4,044.86
	9950.249 HIRTEL CALLAGHAN TR GROWTH PORTFOLIO	05/22/2008	07/27/2009	100,000.00	128,649.16	-28,649.16
	6075.334 SSGA FDS EMERGING MKTS FD	05/15/2008	07/27/2009	100,000.00	170,779.55	-70,779.55
	5920.663 SSGA FDS EMERGING MKTS FD	03/24/2008	08/10/2009	100,000.00	155,986.48	-55,986.48
	4752.852 HIRTEL CALLAGHAN TR GROWTH PORTFOLIO	05/22/2008	10/05/2009	50,000.00	60,551.34	-10,551.34
	5485.464 SSGA FDS EMERGING MKTS FD	07/31/2008	10/05/2009	100,000.00	139,097.61	-39,097.61
	79701.1 HIRTEL CALLAGHAN TR INTL EQUITY PORTFOLIO	10/10/2008	11/20/2009	767,920.10	973,076.50	-205,156.40
	1749.781 HIRTEL CALLAGHAN TR GROWTH PORTFOLIO	05/22/2008	12/10/2009	20,000.00	22,292.21	-2,292.21
	9661.836 HIRTEL CALLAGHAN TR SMALL CAP PORTFOLIO	07/31/2008	12/10/2009	100,000.00	127,778.43	-27,778.43
	32460.318 SSGA FDS EMERGING MKTS FD	10/22/2008	12/10/2009	611,552.39	598,500.14	13,052.25
	TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1,959,472.00	2,390,756.00	-431,284.00
Totals						
				1,959,472.00	2,390,756.00	-431,284.00

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1714.286 HIRTLE CALLAGHAN TR FIXED INCOME PORTFOLIO	10/01/2009	10/05/2009	15,000.00	14,917.14	82.86
1005.025 HIRTLE CALLAGHAN TR FIXED INCOME II PORTFOLIO	10/01/2009	10/05/2009	10,000.00	9,932.15	67.85
756.43 HIRTLE CALLAGHAN TR HIGH YIELD BD PORTFOLIO	09/22/2009	10/05/2009	5,000.00	5,007.57	-7.57
65019.594 HIRTLE CALLAGHAN TR INTL EQUITY PORTFOLIO	12/23/2008	11/20/2009	626,656.49	548,232.83	78,423.66
284.091 HIRTLE CALLAGHAN TR FIXED INCOME PORTFOLIO	12/01/2009	12/10/2009	2,500.00	2,504.01	-4.01
250.752 HIRTLE CALLAGHAN TR FIXED INCOME II PORTFOLIO	12/01/2009	12/10/2009	2,500.00	2,488.95	11.05
730.934 HIRTLE CALLAGHAN TR HIGH YIELD BD PORTFOLIO	09/22/2009	12/10/2009	5,000.00	4,839.18	160.82
724.579 SSGA FDS EMERGING MKTS FD	10/28/2009	12/10/2009	13,651.07	13,636.58	14.49
Totals			680,308.00	601,558.00	78,749.00