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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 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. See Specific Instructions	Name of foundation MARTHA AND ROBERT FOGELMAN FOUNDATION		A Employer identification number 58-6163005
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	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"/>
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) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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			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	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	150.	150.		0.
	b Accounting fees STMT 5	4,730.	4,730.		0.
	c Other professional fees				
	17 Interest	5.	5.		0.
	18 Taxes STMT 6	3,500.	3,500.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	28,380.	28,366.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	36,765.	36,751.		0.
	25 Contributions, gifts, grants paid	939,600.			939,600.
26 Total expenses and disbursements. Add lines 24 and 25	976,365.	36,751.		939,600.	
27 Subtract line 26 from line 12	68,692.				
a Excess of revenue over expenses and disbursements		1,004,107.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	89,002.	60,267.	60,267.
	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			
Liabilities	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.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	5,176,645.	5,245,337.	
30 Total net assets or fund balances	5,176,645.	5,245,337.		
31 Total liabilities and net assets/fund balances	5,176,645.	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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			78,750.
b			-431,284.
c			447,988.
d			832,486.
e			3,433.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	931,373.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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)		1	10,041.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	10,041.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	10,041.
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	6a	34,596.	
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	34,596.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	24,555.	
11 Enter the amount of line 10 to be credited to 2010 estimated tax	11	14,475.	
			10,080. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	

14 The books are in care of ► NITA HURDLE Telephone no ► (901) 761-0906
Located at ► 744 WHITE STATION ROAD, MEMPHIS, TN 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"/> 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"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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"/> 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"/> 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 <input type="checkbox"/> N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 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"/> 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) <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> 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 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRAN HYDE	TRUSTEE			
744 SOUTH WHITE STATION ROAD				
MEMPHIS, TN 38117	1.00	0.	0.	0.
MARTHA H. FOGELMAN	TRUSTEE/SEC.			
744 SOUTH WHITE STATION ROAD				
MEMPHIS, TN 38117	1.00	0.	0.	0.
ROBERT F. FOGELMAN, II	TRUSTEE			
744 SOUTH WHITE STATION ROAD				
MEMPHIS, TN 38117	1.00	0.	0.	0.
CATHERINE S. FOGELMAN	TRUSTEE/PRES.			
744 SOUTH WHITE STATION ROAD				
MEMPHIS, TN 38117	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

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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.

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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	4,885,520.
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 certain foreign 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.

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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				
a Enter amount for 2008 only			0.	
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.				
a Applied to 2008, 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 2009 distributable amount				230,571.
e Remaining amount distributed out of corpus	709,029.			
5 Excess distributions carryover applied to 2009 (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	950,135.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE VARIOUS	NONE	VARIOUS	VARIOUS	939,600.
Total			3a	939,600.
b <i>Approved for future payment</i> NONE				
Total			3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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	Signature of officer or trustee <i>Mark H. Foylman</i>		Date <i>7-15-10</i>	Title <i>MGR</i>
	Preparer's signature <i>Steven H. Helt, CPA</i>		Date <i>7/6/10</i>	Check if self-employed <input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed) <i>WATKINS UIBERALL, PLLC</i>			EIN <i></i>
	address, and ZIP code <i>1661 AARON BRENNER DR., STE 300 MEMPHIS, TENNESSEE 38120</i>			Phone no <i>(901) 761-2720</i>

Form **990-PF** (2009)

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.	

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.

Martha + Robert Fogelman Foundation
Contributions Paid

2009 990-PF Attachment

58-6163005

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Accrual Basis

MARTHA AND ROBERT FOGELMAN FAMILY FOUNDATION

General Ledger

As of December 31, 2009

Type	Date	Num	Name	Memo	Split	Debit	Credit	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 & COLITI	2009 CONTR	FFF First Tenn.	500.00		8,750.00
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	3009	FRIENDS OF MON	2009 CONTR	FFF First Tenn.	0.00		17,050.00
Check	6/1/2009	3010	IRIS	2009 SPECIA	FFF First Tenn.	20,000.00		37,050.00
Check	6/1/2009	3011	ArtsMemphis	09 FINAL PL	FFF First Tenn.	5,000.00		42,050.00
Check	6/1/2009	3012	MEMPHIS COLLEGE	2009 CONTR	FFF First Tenn.	7,000.00		49,050.00
Check	6/1/2009	3013	RHODES COLLEGE	2009 CONTR	FFF First Tenn.	1,000.00		50,050.00
Check	6/1/2009	3014	RISE FOUNDATION	2009 PLEDG	FFF First Tenn.	20,000.00		70,050.00
Check	6/1/2009	3015	SAN FRANCISCO F	2009 CONTR	FFF First Tenn.	5,000.00		75,050.00
Check	6/1/2009	3016	ST JUDE CHILD	2009 CONTR	FFF First Tenn.	250.00		75,300.00
Check	6/1/2009	3017	ST MARY'S SCHO	2009 CONTR	FFF First Tenn.	5,000.00		80,300.00
Check	6/1/2009	3018	URBAN ART COM	2009 CONTR	FFF First Tenn.	5,000.00		85,300.00
Check	6/1/2009	3019	VANDERBILT UNIV	2009 CONTR	FFF First Tenn.	1,000.00		86,300.00
Bill	6/1/2009	3020	UNIVERSITY OF M	WUMR GIFT	Accounts Paya	500.00		86,800.00
Bill	6/1/2009	3021	UNIVERSITY OF M	FCBE CONT	Accounts Paya	120,000.00		206,800.00
Bill	6/1/2009	3022	UNIVERSITY OF M	U OF M TIGE	Accounts Paya	16,000.00		222,800.00
Check	6/1/2009	3023	UNIVERSITY OF M	U OF M MUS	Accounts Paya	500.00		223,300.00
Check	6/1/2009	3024	COMMUNITY FOU	RFF II FUND	FFF First Tenn.	5,000.00		228,300.00
Check	6/1/2009	3025	LEADERSHIP ACA	2009 PLEDG	FFF First Tenn.	2,000.00		230,300.00
Check	6/1/2009	3026	IRIS	2009 CONTR	FFF First Tenn.	25,000.00		255,300.00
Check	6/1/2009	3027	SHEPHERD'S HAV	CONTRIBUTI	FFF First Tenn.	1,000.00		256,300.00
Check	6/1/2009	3028	Delta Waterfowl	Minnesota D	FFF First Tenn.	5,000.00		261,300.00
Check	6/1/2009	3029	Chatham Cultural Co	2009 Donat	FFF First Tenn.	100.00		261,400.00
Check	6/1/2009	3030	MAYO CLINIC	2009 DONAT	FFF First Tenn.	10,000.00		271,400.00
Check	6/1/2009	3031	University of Memphi	FCBE Dean's	FFF First Tenn.	5,000.00		276,400.00
Check	6/1/2009	3032	BAPTIST MEMORI	2009 CONTR	FFF First Tenn.	2,000.00		278,400.00
Check	6/1/2009	3033	BOY SCOUTS OF	2009 CONTR	FFF First Tenn.	250.00		278,650.00
Check	6/1/2009	3034	BOYS CLUB OF ME	2009 CONTR	FFF First Tenn.	200.00		278,850.00
Check	6/1/2009	3035	Church Health Center	2009 CONTR	FFF First Tenn.	500.00		279,350.00
Check	6/1/2009	3036	Dixon Gallery and G	2009 CONTR	FFF First Tenn.	10,000.00		289,350.00
Check	6/1/2009	3037	Ducks Unlimited	2009 CONTR	FFF First Tenn.	250.00		289,600.00
Check	6/1/2009	3038	GIRL SCOUTS OF	2009 CONTR	FFF First Tenn.	250.00		289,850.00
Check	6/1/2009	3039	Jewish Federation	2009 RENNA	FFF First Tenn.	60,000.00		349,850.00
Check	6/1/2009	3040	Memphis Jewish Co	2009 CONTR	FFF First Tenn.	20,000.00		369,850.00
Check	6/1/2009	3041	MEMPHIS ORCHE	2009 CONTR	FFF First Tenn.	2,500.00		372,350.00
Check	6/1/2009	3042	Metropolitan Inter-Fa	2009 CONTR	FFF First Tenn.	1,000.00		373,350.00
Check	6/1/2009	3043	Playhouse On The S	2009 CONTR	FFF First Tenn.	17,500.00		390,850.00
Check	6/1/2009	3044	TEACH FOR AMER	2009 CONTR	FFF First Tenn.	5,000.00		395,850.00
Check	6/1/2009	3045	THE ORPHEUM TH	2009 CONTR	FFF First Tenn.	500.00		396,350.00
Check	6/1/2009	3046	WOLF RIVER CON	2009 CONTR	FFF First Tenn.	500.00		396,850.00
Check	6/1/2009	3047	WOMEN'S FOUND	2009 CONTR	FFF First Tenn.	200.00		397,050.00
Check	6/1/2009	3048	JIM RANGE CONS	2009 CONTR	FFF First Tenn.	5,000.00		402,050.00
Check	6/1/2009	3049	Theodore Roosevelt	2009 CONTR	FFF First Tenn.	5,000.00		407,050.00

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05/12/10

Accrual Basis

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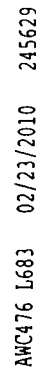
MARTHA AND ROBERT FOGELMAN FAMILY FOUNDATION

General Ledger

As of December 31, 2009

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
Total Charitable Contributions - Other								0 00
Total Charitable Contributions						939,600 00	0 00	939,600 00

JSA
9F0970 2 000



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