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Return of Private Foundation

2009

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

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

For calendar year 2009, or tax year beginning NOV 1, 2009, and ending OCT 31, 2010

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

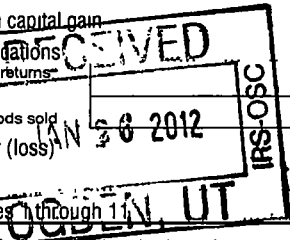
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Hohenberg Foundation, Inc.		A Employer identification number 62-0991218
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (901) 726-4413
	City or town, state, and ZIP code Memphis, TN 38104		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 65% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,922,957. (Part I, column (d) must be on cash basis.)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		76,231.	76,231.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		21,309.			
b Gross sales price for all assets on line 6a		1,009,748.			
7 Capital gain net income (from Part IV, line 2)			21,309.		
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		97,540.	97,540.		
13 Compensation of officers, directors, trustees, etc.		15,000.	1,500.		13,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		1,148.	115.		1,033.
16a Legal fees					
b Accounting fees Stmt 2		6,998.	2,374.		4,624.
c Other professional fees Stmt 3		12,960.	12,960.		0.
17 Interest					
18 Taxes Stmt 4		1,134.	965.		20.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		641.	0.		641.
24 Total operating and administrative expenses. Add lines 13 through 23		37,881.	17,914.		19,818.
25 Contributions, gifts, grants paid		88,000.			88,000.
26 Total expenses and disbursements. Add lines 24 and 25		125,881.	17,914.		107,818.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-28,341.			
b Net investment income (if negative, enter -0-)			79,626.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED FEB 01 2012

Revenue

Operating and Administrative Expenses



g.h.

h

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	10,097.	6,160.	6,160.
	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 Stmt 6	690,353.	103,923.	123,173.
	b	Investments - corporate stock Stmt 7	934,142.	1,496,168.	1,590,709.
	c	Investments - corporate bonds Stmt 8	163,204.	163,204.	202,915.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	1,797,796.	1,769,455.	1,922,957.
	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 ▶ Statement 9)	574.	574.	
	23	Total liabilities (add lines 17 through 22)	574.	574.	
		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	535,000.	535,000.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,262,222.	1,233,881.	
	30	Total net assets or fund balances	1,797,222.	1,768,881.	
	31	Total liabilities and net assets/fund balances	1,797,796.	1,769,455.	

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	1,797,222.
2	Enter amount from Part I, line 27a	2	-28,341.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,768,881.
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	1,768,881.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,009,748.		988,439.	21,309.

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			
b			
c			
d			
e			21,309.

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	21,309.
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 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	128,457.	1,759,243.	.073018
2007	136,867.	2,159,431.	.063381
2006	123,848.	2,322,723.	.053320
2005	124,102.	2,194,279.	.056557
2004	111,635.	2,168,105.	.051490

2 Total of line 1, column (d)	2	.297766
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	.059553
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,909,549.
5 Multiply line 4 by line 3	5	113,719.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	796.
7 Add lines 5 and 6	7	114,515.
8 Enter qualifying distributions from Part XII, line 4	8	107,818.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,593.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,593.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,593.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	796.	
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	796.	
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	See Statement 10	797.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

N/A

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?	13	X	

Website address ► N/A

14 The books are in care of ► Juliet Wischmeyer Telephone no. ► (901) 726-4413
 Located at ► 159 East Parkway North, Memphis, TN ZIP+4 ► 38104-3036

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?	☐ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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?	☐ 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	
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 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?		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?		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

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

6b

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

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 12		15,000.	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 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	1,928,331.
b	Average of monthly cash balances	1b	10,297.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,938,628.
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	1,938,628.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,079.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,909,549.
6	Minimum investment return. Enter 5% of line 5	6	95,477.

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	95,477.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,593.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,593.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	93,884.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	93,884.
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	93,884.

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	107,818.
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	107,818.
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	107,818.

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				93,884.
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	9,432.			
b From 2005	18,250.			
c From 2006	13,952.			
d From 2007	30,711.			
e From 2008	41,593.			
f Total of lines 3a through e	113,938.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 107,818.				
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				93,884.
e Remaining amount distributed out of corpus	13,934.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	127,872.			
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	9,432.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	118,440.			
10 Analysis of line 9:				
a Excess from 2005	18,250.			
b Excess from 2006	13,952.			
c Excess from 2007	30,711.			
d Excess from 2008	41,593.			
e Excess from 2009	13,934.			

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 2009, 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)

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)				
a Paid during the year				
See Statement 15				
Total			▶ 3a	88,000.
b Approved for future payment				
None				
Total			▶ 3b	0.

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		11-20-2012 Date	President Title
	Paid Preparer's Use Only	Preparer's signature  Scott W. Foster, CPA	Date 11/8/12	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code Foster Accountancy, Inc. 748 Charles Pl Memphis, TN 38112-1603			EIN Phone no. (901) 327-0057

Form **990-PF** (2009)

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	7 General Growth Ppty	P	01/28/10	02/03/10
b	500 General Growth Ppty	P	07/26/07	11/20/09
c	500 General Growth Ppty	P	06/06/08	01/20/09
d	Frac sh FHLMC	P	01/01/01	11/16/09
e	Frac sh Bristol Myers Squibb	P	10/30/08	12/23/09
f	Frac sh FHLMC	P	01/01/01	12/15/09
g	500 General Growth Ppty	P	06/06/08	01/07/10
h	1000 FPL Group Inc	P	03/13/03	01/25/10
i	50K US Treasury	P	11/04/08	02/24/10
j	Frac sh FHLMC	P	01/01/01	01/15/10
k	Frac sh FHLMC	P	01/01/01	02/16/10
l	Frac sh FHLMC	P	01/01/01	03/15/10
m	1500 Pfizer	P	11/17/04	04/22/10
n	Frac sh FHLMC	P	01/01/01	04/15/10
o	Frac sh FHLMC	P	01/01/01	05/17/10

(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 66.		77.	-11.
b 3,349.		23,994.	-20,645.
c 3,349.		20,096.	-16,747.
d 139.		142.	-3.
e 16.		19.	-3.
f 101.		103.	-2.
g 5,985.		20,096.	-14,111.
h 48,323.		28,601.	19,722.
i 65,470.		56,867.	8,603.
j 41.		42.	-1.
k 89.		91.	-2.
l 188.		191.	-3.
m 24,598.		42,045.	-17,447.
n 140.		143.	-3.
o 107.		109.	-2.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-11.
b			-20,645.
c			-16,747.
d			-3.
e			-3.
f			-2.
g			-14,111.
h			19,722.
i			8,603.
j			-1.
k			-2.
l			-3.
m			-17,447.
n			-3.
o			-2.

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

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

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	850 Mead Johnson	P	10/30/08	06/03/10
b	500 M&T Bank Corp	P	07/21/98	06/10/10
c	Frac sh FHLMC	P	01/01/01	06/15/10
d	Frac sh FHLMC	P	01/01/01	07/15/10
e	500 M&T Bank Corp	P	07/21/98	08/17/10
f	Frac sh FHLMC	P	01/01/01	08/16/10
g	Frac sh FHLMC	P	01/01/01	09/15/10
h	977.15 National Australia Bank	P	05/21/01	10/20/10
i	1472.85 National Australia Bank	P	05/23/01	10/20/10
j	Frac sh FHLMC	P	01/01/01	10/15/10
k	200K US Treasury	P	11/04/08	10/28/10
l	200K US Treasury	P	11/13/08	10/28/10
m	2100 Fidelity National	P	05/27/09	10/27/10
n	150K US Treasury	P	11/19/08	10/28/10
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 42,128.		27,340.	14,788.
b 39,033.		30,340.	8,693.
c 99.		101.	-2.
d 83.		85.	-2.
e 45,022.		30,340.	14,682.
f 101.		103.	-2.
g 97.		99.	-2.
h 23,546.		17,902.	5,644.
i 35,491.		27,072.	8,419.
j 111.		113.	-2.
k 234,291.		198,265.	36,026.
l 234,291.		245,433.	-11,142.
m 27,776.		34,661.	-6,885.
n 175,718.		183,969.	-8,251.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14,788.
b			8,693.
c			-2.
d			-2.
e			14,682.
f			-2.
g			-2.
h			5,644.
i			8,419.
j			-2.
k			36,026.
l			-11,142.
m			-6,885.
n			-8,251.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	21,309.
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

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Pershing LLC - Dividends	34,664.	0.	34,664.
Pershing LLC - Other Bond Interest	12,685.	0.	12,685.
Pershing LLC - US Treasury Interest	28,882.	0.	28,882.
Total to Fm 990-PF, Part I, ln 4	76,231.	0.	76,231.

Form 990-PF

Accounting Fees

Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accountant Fees - 990-PF Preparation	2,250.	0.		2,250.
Accountant Fees - Other	4,748.	2,374.		2,374.
To Form 990-PF, Pg 1, ln 16b	6,998.	2,374.		4,624.

Form 990-PF

Other Professional Fees

Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fees	12,960.	12,960.		0.
To Form 990-PF, Pg 1, ln 16c	12,960.	12,960.		0.

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	149.	0.		0.
TN Sec of State Annual Fee	20.	0.		20.
Foreign Tax W/H on Dividends	965.	965.		0.
To Form 990-PF, Pg 1, ln 18	1,134.	965.		20.

Form 990-PF

Other Expenses

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office Supplies	96.	0.		96.
Bank & Broker Service Charges	50.	0.		50.
Membership Dues - Assn of Small Foundations	495.	0.		495.
To Form 990-PF, Pg 1, ln 23	641.	0.		641.

Form 990-PF	U.S. and State/City Government Obligations	Statement	6
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Treas & Govt Agency Bonds	X		103,923.	123,173.
Total U.S. Government Obligations			103,923.	123,173.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			103,923.	123,173.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
Corporate Stocks & MM Funds	1,496,168.	1,590,709.
Total to Form 990-PF, Part II, line 10b	1,496,168.	1,590,709.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
Corporate & Foreign Govt Bonds	163,204.	202,915.
Total to Form 990-PF, Part II, line 10c	163,204.	202,915.

Form 990-PF

Other Liabilities

Statement 9

DescriptionBOY AmountEOY Amount

Withheld Taxes Payable

574.

574.

Total to Form 990-PF, Part II, line 22

574.

574.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 12
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Juliet Wischmeyer 159 East Parkway North Memphis, TN 38104-3036	President & Director 12.00	15,000.	0.	0.
Adam E Hohenberg 205 Gardenia Cove Memphis, TN 38117-2313	Sec, Treas & Director 3.00	0.	0.	0.
Laetitia Angliviel 33 bis, Villa d'Alesia Paris, 75014, FRANCE	Director 1.00	0.	0.	0.
Mary M G Hohenberg 501 Irish Ridge Rd Half Moon Bay, CA 94019	Director 1.00	0.	0.	0.
Julien J Hohenberg 3737 Woodland Dr Memphis, TN 38111	Director 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		15,000.	0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 13

Name of Manager

Juliet Wischmeyer
Adam E Hohenberg
Laetitia Angliviel
Mary M G Hohenberg
Julien J Hohenberg

Form 990-PF	Grant Application Submission Information	Statement 14
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

Juliet Wischmeyer
159 East Parkway North
Memphis, TN 38104-3036

<u>Telephone Number</u>	<u>Name of Grant Program</u>
(901) 726-4413	None

Form and Content of Applications

At this time, contributions and grants are made only to public charitable organizations as described in IRC Sections 509(a)(1), (2) and (3).

Any Submission Deadlines

None

Restrictions and Limitations on Awards

None

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 15

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
New Ballet Ensemble 2157 York Memphis, TN 38104	None Residency Program, Scholarships & Mentoring	Other Public Charity	12,000.
Memphis College of Art 1930 Poplar Ave Memphis, TN 38104	None Fund Travel Award and Tuition Scholarships	Other Public Charity	5,500.
Christian Brothers University 650 East Parkway South Memphis, TN 38104	None Fund Tuition Scholarship	Other Public Charity	5,000.
Celo Friends Meeting 455 Hannah Branch Road Burnsville, NC 28714	None Fund Camp Scholarships	Other Public Charity	6,000.
Indie Memphis PMB #632, 1910 Madison Ave Memphis, TN 38104	None No Specific Designation	Other Public Charity	12,000.
Southern Communication Volunteers Inc (WEVL Radio) PO Box 40952 Memphis, TN 38174	None No Specific Designation	Other Public Charity	2,000.
New York Studio School of Drawing, Painting and Sculpture 8 West 8th Street New York, NY 10011	None Fund Hohenberg European Travel Award	Other Public Charity	4,500.
Metropolitan Interfaith Association (MIFA) 910 Vance Memphis, TN 38126	None Fund Life Skills Project	Other Public Charity	10,000.

The Hohenberg Foundation, Inc.

62-0991218

KQED Radio 2601 Mariposa Street San Francisco, CA 94110-1426	None No Specific Designation	Other Public Charity	1,500.
Hattilloo Theatre 656 Marshall Ave Memphis, TN 38103	None Fund Camp Awareness Program	Other Public Charity	7,000.
WKNO TV-10 7151 Cherry Farms Rd Cordova, TN 38016	None No Specific Designation	Other Public Charity	500.
Friends of the Levitt Shell 1930 Poplar Ave Memphis, TN 38104	None No Specific Designation	Other Public Charity	5,000.
The Avalon Academy 808 Mahler Rd Burlingame, CA 94010	None No Specific Designation	Other Public Charity	10,000.
Bridges 477 N Fifth St Memphis, TN 38105	None Fund Future Builders Program	Other Public Charity	7,000.

Total to Form 990-PF, Part XV, line 3a

88,000.

THE HOHENBERG FOUNDATION, INC.
EIN 62-0991218
EXPLANATION FOR AMENDED FORM 990-PF
FOR THE YEAR ENDED OCTOBER 31, 2010

This amended 990-PF is being filed to correct the amount of Contribution, Gifts, Grants Paid reported on Page 1, Part I, Line 25. The amount originally reported was \$106,000 and the correct amount is \$88,000. The incorrect amount resulted from inadvertently reporting the contribution paid to Southern Communication Volunteers, Inc. (WEVL Radio) as \$20,000 instead of \$2,000.

As a result of the above error, the following additional corrections had to be made:

1. Page 2, Part II, Line 1 – Cash in columns (b) and (c) was corrected from \$-11,840 to \$6,160.
2. Page 8, Part X, Line 1a – Average of monthly cash balances was corrected from \$9,547 to \$10,297.
3. Page 1, Part I, Line 26, Column (d), Page 3, Part V, Line 8 and Page 8 Part XII, line 1a – Qualifying Distributions was corrected from \$125,022 to \$107,818.
4. Page 4, Part VI, Line 1a – The Taxpayer no longer qualified for the reduced 1% excise tax rate, so the excise tax increased from \$796 to \$1,593.

The resulting balance of tax due is \$797, plus interest of \$25, for a total amount due of \$822.