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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

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

For calendar year 2010, 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

Name of foundation <b>MARTHA AND ROBERT FOGELMAN FOUNDATION</b>		A Employer identification number <b>58-6163005</b>
Number and street (or P O box number if mail is not delivered to street address) <b>744 SOUTH WHITE STATION ROAD</b>	Room/suite	B Telephone number <b>(901) 761-0906</b>
City or town, state, and ZIP code <b>MEMPHIS, TN 38117</b>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>5,490,396.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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)
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		1,917.	1,917.		STATEMENT 1
4 Dividends and interest from securities		105,116.	105,116.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-2,044.			
b Gross sales price for all assets on line 6a		3,073,016.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		17,878.	4,504.		STATEMENT 3
12 Total. Add lines 1 through 11		122,867.	111,537.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		3,924.	3,924.		0.
c Other professional fees					
17 Interest		914.	914.		0.
18 Taxes		3,077.	3,077.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		32,331.	32,318.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		40,246.	40,233.		0.
25 Contributions, gifts, grants paid		389,275.			389,275.
26 Total expenses and disbursements. Add lines 24 and 25		429,521.	40,233.		389,275.
27 Subtract line 26 from line 12		-306,654.			
a Excess of revenue over expenses and disbursements			71,304.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

1P

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	60,267.	21,006.	21,006.
	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 7	5,068,249.	4,785,566.	5,322,803.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	116,821.	146,587.	146,587.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	5,245,337.	4,953,159.	5,490,396.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,245,337.	4,953,159.	
	30 Total net assets or fund balances	5,245,337.	4,953,159.	
	31 Total liabilities and net assets/fund balances	5,245,337.	4,953,159.	

## 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	5,245,337.
2 Enter amount from Part I, line 27a	2	-306,654.
3 Other increases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAX REFUND	3	14,476.
4 Add lines 1, 2, and 3	4	4,953,159.
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	4,953,159.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,073,016.		3,075,060.	-2,044.

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			
b			
c			
d			
e			-2,044.

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 -2,044.

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))
2009	929,559.	4,812,237.	.193166
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

2 Total of line 1, column (d) 2 .382638

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 .076528

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 5,117,012.

5 Multiply line 4 by line 3 5 391,595.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 713.

7 Add lines 5 and 6 7 392,308.

8 Enter qualifying distributions from Part XII, line 4 8 389,275.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	1,426.
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	1,426.
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	1,426.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	10,080.	
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	10,080.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	8,654.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 1,440.   Refunded <input type="checkbox"/>	11	7,214.	

**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 2010 or the taxable year beginning in 2010 (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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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) 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 2010 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 2010.) 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 2010?	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 X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,017,877.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	30,472.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	146,587.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	5,194,936.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,194,936.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	77,924.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,117,012.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	255,851.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	255,851.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,426.
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,426.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	254,425.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	254,425.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	254,425.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	389,275.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	389,275.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	389,275.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				254,425.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	36,300.			
<b>b</b> From 2006	43,973.			
<b>c</b> From 2007	69,051.			
<b>d</b> From 2008	89,658.			
<b>e</b> From 2009	709,029.			
<b>f</b> Total of lines 3a through e	948,011.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 389,275.				
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				254,425.
<b>e</b> Remaining amount distributed out of corpus	134,850.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,082,861.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	36,300.			
<b>9</b> Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	1,046,561.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	43,973.			
<b>b</b> Excess from 2007	69,051.			
<b>c</b> Excess from 2008	89,658.			
<b>d</b> Excess from 2009	709,029.			
<b>e</b> Excess from 2010	134,850.			







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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	<b>1a(1)</b>	X
	(2) Other assets	<b>1a(2)</b>	X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	X
	(4) Reimbursement arrangements	<b>1b(4)</b>	X
	(5) Loans or loan guarantees	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	X
<b>d</b>	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

Date \_\_\_\_\_

MGR

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN
------

**Paid  
Preparer  
Use Only**

STEVEN H. LEIB, CPA

1/never 1/leaf, GA 7/6/11

Firm's name ► **WATKINS UIBERALL, PLLC**

Firm's address ► 1661 AARON BRENNER DR., STE 300  
MEMPHIS, TN 38120

Phone no (901) 761-2720

Form **990-PF** (2010)

MARTHA AND ROBERT FOGELMAN FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HIRTLE CALLAGHAN - SEE ATTACHED SCHEDULE - ST	P	VARIOUS	VARIOUS
b	HIRTLE CALLAGHAN - SEE ATTACHED SCHEDULE - LT	P	VARIOUS	VARIOUS
c	UBS - CCA 5,000 SH	P	12/29/00	07/27/10
d	UBS - JDS UNIPHASE 6,250 SH	P	VARIOUS	07/27/10
e	UBS - MID AMERICA APT CMNTY 2,500 SH	P	02/09/94	07/27/10
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 634,391.		608,526.	25,865.
b 2,127,183.		2,362,130.	-234,947.
c 98,639.		4,300.	94,339.
d 69,328.		88,285.	-18,957.
e 141,837.		11,819.	130,018.
f 1,638.			1,638.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) 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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			25,865.
b			-234,947.
c			94,339.
d			-18,957.
e			130,018.
f			1,638.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-2,044.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BOSTON VENTURES K1	1,917.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,917.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HIRTLE/DEUTSCHE 245629	103,680.	1,638.	102,042.
UBS	3,074.	0.	3,074.
TOTAL TO FM 990-PF, PART I, LN 4	106,754.	1,638.	105,116.

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	3,813.	3,813.	
BOSTON VENTURES K-1 - ROYALTY INCOME	703.	703.	
BOSTON VENTURES K-1 - UNREALIZED GAIN	13,374.	0.	
BOSTON VENTURES K-1 - NET 1231	-12.	-12.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17,878.	4,504.	



FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES - ACCT	3,924.	3,924.		0.	
TO FORM 990-PF, PG 1, LN 16B	3,924.	3,924.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX W/H	3,077.	3,077.		0.	
TO FORM 990-PF, PG 1, LN 18	3,077.	3,077.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AGENCY/MGMT FEES - HC/DEUTSCHE	23,171.	23,171.		0.	
DEDTNS RELATED TO P/F INC - BOSTON VENTURES K-1	3,751.	3,751.		0.	
NONDEDUCTIBLE EXPENSES - BOSTON VENTURES K-1	13.	0.		0.	
BANK CHARGES - CHECKING	269.	269.		0.	
SEC 59(E)(2) EXPENSES - BOSTON VENTURES K1	5,127.	5,127.		0.	
TO FORM 990-PF, PG 1, LN 23	32,331.	32,318.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS	0.	0.
HIRTLE/DEUTSCH BANK	4,785,566.	5,322,803.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,785,566.	5,322,803.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOSTON VENTURES LP VII	FMV	146,587.	146,587.
TOTAL TO FORM 990-PF, PART II, LINE 13		146,587.	146,587.

**MARTHA AND ROBERT FOGELMAN FAMILY FOUNDATION**  
**General Ledger**  
As of December 31, 2010

10/13

Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
<b>Business Expenses - Other</b>								
Total Business Expenses - Other								0 00
								0 00
<b>Total Business Expenses</b>								
								0 00
								0 00
<b>Charitable Contributions</b>								
<b>Charitable Contributions - Other</b>								
Check	1/14/2010	3062	University of Memp	FCBE Etiquette	FFF First Ten	2,000 00		2,000 00
Check	1/19/2010	3065	U OF M FOUNDATI	CENTENNIA	FFF First Ten	5,000 00		7,000 00
Check	3/1/2010	3068	University of Memp	FCBE ETIQU	FFF First Ten	5,000 00		12,000 00
Check	4/22/2010	3074	University of Memp	Fogelman Pr	FFF First Ten	5,000 00		17,000 00
Bill	10/20/2010	FCBE	University of Memp	FCBE ETIQU	Accounts Pay	4,500 00		21,500 00
Total Charitable Contributions - Other						21,500 00	0 00	21,500 00
<b>Memorials</b>								
Check	3/23/2010	3069	MEMPHIS COLLE	MEMORIAL	FFF First Ten	200 00		200 00
Check	3/30/2010	3070	PIPERTON UNITE	MEMORIAL -	FFF First Ten	100 00		300 00
Bill	8/2/2010	MEM	THE BETTY H ING	BETTY INGR	Accounts Pay	100 00		400 00
Bill	8/2/2010	MEM	ST JUDE CHILDR	MEMORIAL	Accounts Pay	100 00		500 00
Bill	8/17/2010	MEM	THE PARISH OF T	IN MEMORY	Accounts Pay	100 00		600 00
Bill	11/18/2010	NOV	CHURCH OF THE	Eliza Mead F	Accounts Pay	200 00		800 00
Total Memorials						800 00	0 00	800 00
<b>Yearly Contributions</b>								
Check	1/11/2010	3061	Herb Kosten Pancr	2010 Contrib	FFF First Ten	250 00		250 00
Check	1/18/2010	3063	ST JUDE CHILDR	MEMORIAL	FFF First Ten	100 00		350 00
Check	2/4/2010	3066	Anshei Sphard Beth	2010 CONTR	FFF First Ten	200 00		550 00
Check	2/11/2010	3067	Memphis Brooks M	2010 Contrib	FFF First Ten	200 00		750 00
Check	4/16/2010	3071	HAVENVIEW MIDD	2010 CONTR	FFF First Ten	75 00		825 00
Check	4/19/2010	3072	Cape Cod HC FND	2010 Contrib	FFF First Ten	0 00		825 00
Check	4/19/2010	3073	Cape Cod Healthca	2010 Contrib	FFF First Ten	5,000 00		5,825 00
Check	5/24/2010	3093	FRIENDS OF MON	2010 CONTR	FFF First Ten	500 00		6,325 00
Check	5/24/2010	3093	FRIENDS OF MON	2010 CONTR	FFF First Ten	0 00		6,325 00
Check	5/26/2010	3095	FOUNDATION FO	FRAN AND	FFF First Ten	5,000 00		11,325 00
Check	5/26/2010	3096	COMMUNITY FOU	2010 CONTR	FFF First Ten	5,000 00		16,325 00
Check	5/26/2010	3097	SAN FRANCISCO	2010 CONTR	FFF First Ten	5,000 00		21,325 00
Bill	6/1/2010	2010	CHARLOTTE COU	2010 CONTR	Accounts Pay	5,000 00		26,325 00
Bill	6/1/2010	2010	CHURCH OF THE	2010 CONTR	Accounts Pay	1,000 00		27,325 00
Bill	6/1/2010	2010	CROHN'S & COLIT	2010 CONTR	Accounts Pay	3,500 00		30,825 00
Bill	6/1/2010	2010	FACING HISTORY	2010 CONTR	Accounts Pay	1,000 00		31,825 00
Bill	6/1/2010	2010	LEADERSHIP ACA	2010 CONTR	Accounts Pay	3,000 00		34,825 00
Bill	6/1/2010	2010	MEMPHIS COLLE	2010 CONTR	Accounts Pay	2,000 00		36,825 00
Bill	6/1/2010	2010	MEMPHIS COLLE	2010 CONTR	Accounts Pay	7,000 00		43,825 00
Bill	6/1/2010	2010	Opera Memphis	2010 CONTR	Accounts Pay	110,000 00		153,825 00
Bill	6/1/2010	2010	RHODES COLLEGE	2010 CONTR	Accounts Pay	0 00		153,825 00
Bill	6/1/2010	2010	ST JUDE CHILDR	2010 CONTR	Accounts Pay	1,000 00		154,825 00
Bill	6/1/2010	2010	ST MARY'S SCHO	2010 CONTR	Accounts Pay	250 00		155,075 00
Bill	6/1/2010	2010	THE ORPHEUM T	2010 CONTR	Accounts Pay	5,000 00		160,075 00
Bill	6/1/2010	2010			Accounts Pay	500 00		160,575 00

# MARTHA AND ROBERT FOGELMAN FAMILY FOUNDATION

## General Ledger

As of December 31, 2010

11/13

Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
Bill	6/1/2010	WMU	UNIVERSITY OF M	2010 CONTR	Accounts Pay	500.00		161,075.00
Bill	6/1/2010	WMU	UNIVERSITY OF M	2010 CONTR	Accounts Pay	0.00		161,075.00
Bill	6/1/2010	WMU	UNIVERSITY OF M	2010 CONTR	Accounts Pay	0.00		161,075.00
Bill	6/1/2010	WMU	UNIVERSITY OF M	2010 CONTR	Accounts Pay	0.00		161,075.00
Bill	6/1/2010	FCBE	UNIVERSITY OF M	2010 FCBE	Accounts Pay	120,000.00		281,075.00
Bill	6/1/2010	FCBE	UNIVERSITY OF M	2010 FCBE	Accounts Pay	0.00		281,075.00
Bill	6/1/2010	FCBE	UNIVERSITY OF M	2010 FCBE	Accounts Pay	0.00		281,075.00
Bill	6/1/2010	FCBE	UNIVERSITY OF M	2010 FCBE	Accounts Pay	0.00		281,075.00
Bill	6/1/2010	2010	UNIVERSITY OF M	2010 TIGER	Accounts Pay	17,000.00		298,075.00
Bill	6/1/2010	2010	UNIVERSITY OF M	2010 TIGER	Accounts Pay	0.00		298,075.00
Bill	6/1/2010	2010	UNIVERSITY OF M	2010 TIGER	Accounts Pay	0.00		298,075.00
Bill	6/1/2010	2010	UNIVERSITY OF M	2010 TIGER	Accounts Pay	0.00		298,075.00
Bill	6/1/2010	2010	UNIVERSITY OF M	2010 MUSE	Accounts Pay	500.00		298,575.00
Bill	6/1/2010	2010	UNIVERSITY OF M	2010 MUSE	Accounts Pay	0.00		298,575.00
Bill	6/1/2010	2010	UNIVERSITY OF M	2010 MUSE	Accounts Pay	0.00		298,575.00
Bill	6/1/2010	2010	UNIVERSITY OF M	2010 MUSE	Accounts Pay	0.00		298,575.00
Bill	6/1/2010	2010	VANDERBILT UNI	2010 CONTR	Accounts Pay	1,000.00		299,575.00
Bill	6/1/2010	2010	IRIS	2010 CONTR	Accounts Pay	50,000.00		349,575.00
Check	6/4/2010	3098	CLEAN MEMPHIS	INTERNSHIPS	FFF First Ten	5,000.00		354,575.00
Bill	7/8/2010	2010	FRIENDS OF PLEA	2010 CONTR	Accounts Pay	200.00		354,775.00
Bill	7/8/2010	2010	Chatham Cultural C	2010 CONTR	Accounts Pay	200.00		354,975.00
Bill	8/17/2010	MEM	Ducks Unlimited	IN MEMORY	Accounts Pay	50.00		355,025.00
Bill	9/8/2010	CON	SHEPHERD'S HAV	2010 CONTR	Accounts Pay	300.00		355,325.00
Bill	10/1/2010	2010	BOY SCOUTS OF	2010 CONTR	Accounts Pay	250.00		355,575.00
Bill	10/1/2010	2010	BOYS CLUB OF M	2010 CONTR	Accounts Pay	200.00		355,775.00
Bill	10/1/2010	2010	Ducks Unlimited	2010 CONTR	Accounts Pay	250.00		356,025.00
Bill	10/1/2010	2010	GIRL SCOUTS OF	2010 CONTR	Accounts Pay	250.00		356,275.00
Bill	10/1/2010	2010	WOLF RIVER CON	2010 CONTR	Accounts Pay	500.00		356,775.00
Bill	10/1/2010	2010	WOMEN'S FOUND	2010 CONTR	Accounts Pay	200.00		356,975.00
Bill	10/1/2010	2010	TEACH FOR AMER	2010 CONTR	Accounts Pay	5,000.00		361,975.00
Bill	10/1/2010	2010	Delta Waterfowl	2010 CONTR	Accounts Pay	5,000.00		366,975.00
Total Yearly Contributions						366,975.00	0.00	366,975.00
Charitable Contributions - Other								0.00
Total Charitable Contributions - Other								0.00
Total Charitable Contributions						389,275.00	0.00	389,275.00
Contract Services								0.00
Accounting Fees								0.00
Bill	10/14/2010	Invoice	Watkins Uiberall, P	2009 Form 9	Accounts Pay	3,923.00		3,923.00
Total Accounting Fees						3,923.00	0.00	3,923.00
Legal Fees								0.00
Total Legal Fees								0.00
Outside Contract Services								0.00
Total Outside Contract Services								0.00

## MARTHA &amp; ROBERT FOGELMAN FOUNDATION 245629

**Totals**



## MARTHA &amp; ROBERT FOGELIAN FOUNDATION 245629

JSA  
OF0970 2 000