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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

MARTHA AND ROBERT FOGLMAN FOUNDATION

A Employer identification number

58-6163005

Number and street (or P O box number if mail is not delivered to street address)

744 SOUTH WHITE STATION ROAD

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 ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash AccrualE 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 ► (from Part II, col. (c), line 16) Other (specify) *► \$ 5,490,396.* (Part I, column (d) must be on cash basis.)

		(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
Revenue	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.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	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				
	b Net investment income (if negative, enter -0-)		71,304.		
	c Adjusted net income (if negative, enter -0-)			N/A	

023501
12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions

Form 990-PF (2010)

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	STMT 7		
	b	Investments - corporate stock		5,068,249.	4,785,566.
	c	Investments - corporate bonds			5,322,803.
	11	Investments - land, buildings, and equipment basis ►			
		Less: accumulated depreciation ►			
	12	Investments - mortgage loans	STMT 8		
	13	Investments - other		116,821.	146,587.
	14	Land, buildings, and equipment basis ►			146,587.
		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.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► _____)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <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) ► <u>FEDERAL EXCISE TAX REFUND</u>	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) 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					-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)	1 2 3 4 5	1,426. 0. 1,426. 0. 1,426.
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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	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 ►	11	7,214.

Part VII-A Statements Regarding Activities

- 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a 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. 1b X
- c Did the foundation file Form 1120-POL for this year? 1c X
- d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ 0. (2) On foundation managers ► \$ _____ 0.
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0.
- 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities. 2 X
- 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* 3 X
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year? 4a X
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T. 4b 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? 5 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 XIV. 6 X
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 7 X
TN
- b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b X
- 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 X
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► NITA HURDLE Located at ► 744 WHITE STATION ROAD, MEMPHIS, TN	Telephone no ► (901) 761-0906 ZIP+4 ► 38117-4577
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A
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 X No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 X No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	<input type="checkbox"/> Yes X No	
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 X 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

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 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

X

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

If "Yes" to 6b, file Form 8870.

Yes No

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

7b

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

N/A

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

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

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

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

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

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



0

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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	5,017,877.
b	Average of monthly cash balances	1b	30,472.
c	Fair market value of all other assets	1c	146,587.
d	Total (add lines 1a, b, and c)	1d	5,194,936.
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	5,194,936.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,924.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,117,012.
6	Minimum investment return Enter 5% of line 5	6	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)

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

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	389,275.
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	389,275.
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	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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				254,425.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	36,300.			
b From 2006	43,973.			
c From 2007	69,051.			
d From 2008	89,658.			
e From 2009	709,029.			
f Total of lines 3a through e	948,011.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$	389,275.			
a Applied to 2009, 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 2010 distributable amount				254,425.
e Remaining amount distributed out of corpus	134,850.			
5 Excess distributions carryover applied to 2010 (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:	1,082,861.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	36,300.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	1,046,561.			
10 Analysis of line 9				
a Excess from 2006	43,973.			
b Excess from 2007	69,051.			
c Excess from 2008	89,658.			
d Excess from 2009	709,029.			
e Excess from 2010	134,850.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE VARIOUS	NONE	VARIOUS	VARIOUS	389,275.
Total			► 3a	389,275.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

023611 12-07-10

Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	1,917.	
4 Dividends and interest from securities				14	105,116.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income				14	17,878.	
8 Gain or (loss) from sales of assets other than inventory				18	-2,044.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)			0.		122,867.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13		122,867.
(See worksheet in line 12 instructions to verify calculations.)						

Relationship of Activities to the Accomplishment of Exempt Purposes

023621
12-07-10

MARTHA AND ROBERT FOGLMAN 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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")		
(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			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	

023591
05-01-10

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 SEC 59(E)(2) EXPENSES - BOSTON VENTURES K1	269.	269.		0.
TO FORM 990-PF, PG 1, LN 23	5,127.	5,127.		0.
	32,331.	32,318.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS HIRTLE/DEUTSCH BANK	0. 4,785,566.	0. 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

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
Business Expenses - Other								0.00
Total Business Expenses								0.00
Charitable Contributions								0.00
Charitable Contributions - Other								0.00
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 Chantable Contributions - Other						21,500.00		21,500.00
Memorials								0.00
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	400.00		400.00
Bill	8/2/2010	MEM	ST JUDE CHILDRL	MEMORIAL	Accounts Pay	500.00		500.00
Bill	8/17/2010	MEM	THE PARISH OF T	IN MEMORY	Accounts Pay	600.00		600.00
Bill	11/18/2010	NOV	CHURCH OF THE	Eliza Mead F	Accounts Pay	800.00		800.00
Total Memorials						800.00		800.00
Yearly Contributions								0.00
Check	1/11/2010	3061	Herb Kosten Pancr	2010 Contrib	FFF First Ten	250.00		250.00
Check	1/18/2010	3063	ST JUDE CHILDRL	MEMORIAL	FFF First Ten	100.00		350.00
Check	2/4/2010	3066	Anshel Spahrd 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	CHRISTIAN BROTH	2010 CONTR	Accounts Pay	1,000.00		27,325.00
Bill	6/1/2010	2010	CHURCH OF THE	2010 CONTR	Accounts Pay	3,500.00		30,825.00
Bill	6/1/2010	2010	CROHNS & COLIT	2010 CONTR	Accounts Pay	1,000.00		31,825.00
Bill	6/1/2010	2010	FACING HISTORY	2010 CONTR	Accounts Pay	3,000.00		34,825.00
Bill	6/1/2010	2010	LEADERSHIP ACA	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	MEMPHIS COLLE	2010 CONTR	Accounts Pay	110,000.00		153,825.00
Bill	6/1/2010	2010	Opera Memphis	2010 CONTR	Accounts Pay	0.00		153,825.00
Bill	6/1/2010	2010	RHODES COLLEG	2010 CONTR	Accounts Pay	1,000.00		154,825.00
Bill	6/1/2010	2010	ST JUDE CHILDRL	2010 CONTR	Accounts Pay	250.00		155,075.00
Bill	6/1/2010	2010	ST MARYS SCHO	2010 CONTR	Accounts Pay	5,000.00		160,075.00
Bill	6/1/2010	2010	THE ORPHEUM T	2010 CONTR	Accounts Pay	500.00		160,575.00

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

13

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
3401.361 HIRTLE CALLAGHAN TR FIXED INCOME PORTFOLIO	02/01/2010	02/18/2010	30,000.01	29,565.84	434.17
3280.481 HIRTLE CALLAGHAN EMERGING MKTS PORTFOLIO	12/30/2009	02/18/2010	60,000.00	61,805.66	-1,805.63
14431.324 HIRTLE CALLAGHAN TR VALUE PORTFOLIO	12/30/2009	02/24/2010	154,992.41	142,973.65	12,018.76
901.516 HIRTLE CALLAGHAN TR GROWTH PORTFOLIO	12/30/2009	02/25/2010	10,232.20	8,725.89	1,506.31
7539.241 HIRTLE CALLAGHAN TR SMALL CAP PORTFOLIO	12/30/2009	03/01/2010	83,610.18	76,144.31	7,465.87
33174.578 HIRTLE CALLAGHAN TR FIXED INCOME PORTFOLIO	03/01/2010	03/03/2010	30,000.00	29,118.46	881.52
2414.163 HIRTLE CALLAGHAN EMERGING MKTS PORTFOLIO	12/10/2009	03/03/2010	45,000.00	45,482.83	-482.83
2348.643 HC CAPITAL TRUST EMERGING MKTS PORTFOLIO	12/19/2009	03/10/2010	45,000.00	44,248.43	751.57
33176.378 HC CAPITAL TRUST FIXED INCOME PORTFOLIO	09/08/2009	03/10/2010	30,000.00	29,121.61	875.39
21177.7 HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO	03/01/2010	03/10/2010	25,000.00	23,976.49	1,023.52
26316.05 HC CAPITAL TRUST EMERGING MKTS PORTFOLIO	12/10/2009	05/10/2010	50,000.00	49,474.78	325.22
7571.959 HC CAPITAL TRUST EMERGING MKTS PORTFOLIO	12/10/2009	09/09/2010	15,000.00	14,279.35	720.05
16399.215 HC CAPITAL TRUSTCORE FIXED INCOME PORTFOLIO	09/01/2010	09/09/2010	19,675.87	18,876.02	799.85
26413.824 HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO	06/16/2010	09/09/2010	18,691.83	17,716.89	974.94
5412.884 HC CAPITAL TRUST FIXED INCOME PORTFOLIO	09/01/2010	09/09/2010	5,010.83	4,933.02	77.81
194.175 VANGUARD FIXED INCOME SEC'S FD INFLATION PROTECTED SEC'S	06/29/2010	09/09/2010	5,000.00	4,842.92	157.08
560.71 HC CAPITAL TRUSTCORE FIXED INCOME PORTFOLIO	12/01/2010	12/06/2010	5,072.19	5,116.07	-43.88
228.366 HC CAPITAL TRUST FIXED INCOME PORTFOLIO	12/01/2010	12/06/2010	2,105.54	2,123.42	-17.88
Totals					
			634,391.00	608,526.00	25,865.00



Schedule D Detail of Long-term Capital Gains and Losses

	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)						
2297 794	HIRTLE CALLAGHAN TR SMALL CAP PORTFOLIO	09/11/2008	02/18/2010	25,000.01	28,295.99	-3,295.98
57196 732	HIRTLE CALLAGHAN TR VALUE PORTFOLIO	12/30/2008	02/24/2010	614,292.91	807,180.58	-192,897.67
83474 942	HIRTLE CALLAGHAN TR GROWTH PORTFOLIO	12/30/2008	02/25/2010	347,440.61	1,006,062.51	-588,621.90
10438 079	HIRTLE CALLAGHAN TR SMALL CAP PORTFOLIO	12/30/2008	03/01/2010	115,758.30	121,180.63	-5,422.33
272 6	HC CAPITAL TRUSTCORE FIXED INCOME PORTFOLIO	09/08/2009	09/09/2010	2,924.14	2,682.38	141.76
892 244	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO	08/10/2009	09/09/2010	6,308.16	5,870.97	437.19
1894 813	HC CAPITAL TRUST FIXED INCOME PORTFOLIO	09/08/2009	09/09/2010	17,489.19	16,277.10	1,212.09
19267 948	HC CAPITAL TRUSTCORE FIXED INCOME PORTFOLIO	09/08/2009	12/06/2010	195,184.32	187,849.29	7,335.03
22004 877	HC CAPITAL TRUST FIXED INCOME PORTFOLIO	08/24/2009	12/06/2010	202,884.97	186,730.88	16,154.09
TOTAL 15% RATE CAPITAL GAINS (LOSSES)						
				2,127,183.00	2,362,130.00	-234,948.00
Totals						
				2,127,183.00	2,362,130.00	-234,948.00