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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

A Employer identification number

**MARTHA AND ROBERT FOGLMAN FOUNDATION**

58-6163005

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

Room/suite

**744 SOUTH WHITE STATION ROAD**

City or town, state, and ZIP code

**MEMPHIS, TN 38117**

B Telephone number

(901)761-0906

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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 foundationE If private foundation status was terminated  
under section 507(b)(1)(A), check here ►  Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationF If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ► I Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method:  Cash  Accrual  
( Other (specify) \_\_\_\_\_)► \$ **4,884,366.** (Part I, column (d) must be on cash basis.)

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		5,200.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		1,594.	1,594.	STATEMENT 1	
5a Gross rents		104,894.	104,894.	STATEMENT 2	
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	720,982.	157,099.			
7 Capital gain net income (from Part IV, line 2)			157,099.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		44,808.	2,052.	STATEMENT 3	
12 Total. Add lines 1 through 11		313,595.	265,639.		
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	STMT 4	2,589.	2,589.	0.	
c Other professional fees					
17 Interest		893.	893.	0.	
18 Taxes	STMT 5	4,570.	4,570.	0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	55,250.	32,288.	22,944.	
24 Total operating and administrative expenses Add lines 13 through 23		63,302.	40,340.	22,944.	
25 Contributions, gifts, grants paid		430,346.		430,346.	
26 Total expenses and disbursements. Add lines 24 and 25		493,648.	40,340.	453,290.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-180,053.			
b Net investment income (if negative, enter -0-)			225,299.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	21,006.	4,489.	4,489.
	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	4,785,566.	4,575,546.
	c	Investments - corporate bonds			4,679,592.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 8	146,587.	200,285.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► )			
	16	Total assets (to be completed by all filers)		4,953,159.	4,780,320.
					4,884,366.
	17	Accounts payable and accrued expenses			
Net Assets or Fund Balances	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.
		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			
Net Assets or Fund Balances	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		4,953,159.	4,780,320.
	30	Total net assets or fund balances		4,953,159.	4,780,320.
	31	Total liabilities and net assets/fund balances		4,953,159.	4,780,320.

## 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	4,953,159.
2	Enter amount from Part I, line 27a	2	-180,053.
3	Other increases not included in line 2 (itemize) ► <b>FEDERAL EXCISE TAX REFUND</b>	3	7,214.
4	Add lines 1, 2, and 3	4	4,780,320.
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	4,780,320.

## 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>HIRTLE CALLAGHAN - SEE ATTACHED SCHEDULE</b>	P	VARIOUS	VARIOUS
b	<b>HIRTLE CALLAGHAN - SEE ATTACHED SCHEDULE</b>	P	VARIOUS	VARIOUS
c	<b>CAPITAL GAIN DIVIDENDS</b>	P	VARIOUS	VARIOUS
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>132,122.</b>		<b>115,346.</b>	<b>16,776.</b>
b	<b>520,471.</b>		<b>448,537.</b>	<b>71,934.</b>
c	<b>68,389.</b>			<b>68,389.</b>
d				
e				
	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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<b>16,776.</b>
b				<b>71,934.</b>
c				<b>68,389.</b>
d				
e				
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	<b>157,099.</b>
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	<b>N/A</b>

## 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))
2010	<b>389,275.</b>	<b>5,117,012.</b>	<b>.076075</b>
2009	<b>929,559.</b>	<b>4,812,237.</b>	<b>.193166</b>
2008	<b>365,067.</b>	<b>6,574,459.</b>	<b>.055528</b>
2007	<b>398,708.</b>	<b>6,845,837.</b>	<b>.058241</b>
2006	<b>62,250.</b>	<b>4,686,341.</b>	<b>.013283</b>
2 Total of line 1, column (d)		2	<b>.396293</b>
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	<b>.079259</b>
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	<b>5,322,915.</b>
5 Multiply line 4 by line 3		5	<b>421,889.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	<b>2,253.</b>
7 Add lines 5 and 6		7	<b>424,142.</b>
8 Enter qualifying distributions from Part XII, line 4		8	<b>453,290.</b>

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.

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

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 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

6a	1,440.
6b	
6c	
6d	
7	1,440.

8	
9	813.
10	
11	

**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?

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.*

1c Did the foundation file Form 1120-POL for this year?

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.*

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?  
*If "Yes," complete Part II, col. (c), and Part XV.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►  
TN

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
14	The books are in care of ► <b>NITA HURDLE</b> Located at ► <b>744 WHITE STATION ROAD, MEMPHIS, TN</b>	Telephone no. ► <b>(901) 761-0906</b> ZIP+4 ► <b>38117-4577</b>
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	► <b>15</b>   <b>N/A</b>
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes <b>X</b> No <b>X</b>

**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.		
1a	During the year did the foundation (either directly or indirectly):	Yes <b>X</b> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <b>X</b> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <b>X</b> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <b>X</b> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <b>X</b> 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 <b>X</b> 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 <b>X</b> 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b> ► <b> </b>
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 2011?	<b>1c</b> <b>X</b>
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <b>X</b> No
	If "Yes," list the years ► <b> </b> , <b> </b> , <b> </b> , <b> </b> , <b> </b>	
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.)	<b>N/A</b>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <b> </b> , <b> </b> , <b> </b> , <b> </b> , <b> </b>	<b>2b</b>
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 <b>X</b> No
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	<b>N/A</b>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>3b</b>
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 2011?	<b>4a</b> <b>X</b>
		<b>4b</b> <b>X</b>

## 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

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

6b

X

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?

 Yes  No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRAN HYDE 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE 1.00	0.	0.	0.
MARTHA H. FOGELMAN 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE/SEC. 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
<b>NONE</b>		

**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	<b>N/A</b>	
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	<b>N/A</b>	
2		
3		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

**Form 990-PF (2011)**

**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	5,179,533.
b	Average of monthly cash balances	1b	24,157.
c	Fair market value of all other assets	1c	200,285.
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,403,975.
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	5,403,975.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,060.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,322,915.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	266,146.

**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	266,146.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,253.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,253.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	263,893.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	263,893.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	263,893.

**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	453,290.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	453,290.
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	2,253.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	451,037.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				263,893.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	43,973.			
b From 2007	69,051.			
c From 2008	89,658.			
d From 2009	709,029.			
e From 2010	134,850.			
f Total of lines 3a through e	1,046,561.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 453,290.			0.	
a Applied to 2010, 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 2011 distributable amount			263,893.	
e Remaining amount distributed out of corpus	189,397.			
5 Excess distributions carryover applied to 2011 (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:	1,235,958.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	43,973.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,191,985.			
10 Analysis of line 9:				
a Excess from 2007	69,051.			
b Excess from 2008	89,658.			
c Excess from 2009	709,029.			
d Excess from 2010	134,850.			
e Excess from 2011	189,397.			

**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 2011, 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 (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**NONE**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a. The name, address, and telephone number of the person to whom applications should be addressed:

b. The form in which applications should be submitted and information and materials they should include:

**6 Any submission deadlines:**

d. Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors;

## Part XV Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE	NONE	VARIOUS	VARIOUS	
VARIOUS				430,346.
<b>Total</b>				► 3a 430,346.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

## 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					
4 Dividends and interest from securities					
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					
8 Gain or (loss) from sales of assets other than inventory					
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.		308,395.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	308,395.

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

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

		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:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	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.		

**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		

<b>Sign Here</b>	<p>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) is based on all information of which preparer has any knowledge.</p> <p>► <i>John H. Fogarty</i> Trustee   5/14/12 ► MGR</p> <p>Signature of officer or trustee   Date   Title</p>			<p>May the IRS discuss this return with the preparer shown below (see instr.)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	STEVEN H. LEIB, CPA	<i>Steven H. Leib, CPA</i>	5/1/12		P00207330
	Firm's name ► WATKINS UIBERALL, PLLC			Firm's EIN ► 62-1804252	
Firm's address ► 1661 AARON BRENNER DR., STE 300 MEMPHIS, TN 38120			Phone no. (901) 761-2720		

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011****Name of the organization****Employer identification number**MARTHA AND ROBERT FOGELMAN FOUNDATION58-6163005**Organization type (check one)****Filers of:** **Section:**Form 990 or 990-EZ  501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF  501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

MARTHA AND ROBERT FOGELMAN FOUNDATION

58-6163005

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT FOGELMAN 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

MARTHA AND ROBERT FOGELMAN FOUNDATION

58-6163005

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

**MARTHA AND ROBERT FOGLMAN FOUNDATION****58-6163005**

**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$*

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	AMOUNT
BOSTON VENTURES K1	1,594.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,594.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HIRTLE/DEUTSCHE 245629	104,894.	0.	104,894.
TOTAL TO FM 990-PF, PART I, LN 4	104,894.	0.	104,894.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOSTON VENTURES K-1 - ORDINARY	2,052.	2,052.	
BOSTON VENTURES K-1 - UNREALIZED GAIN	42,756.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	44,808.	2,052.	

## 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	2,589.	2,589.		0.
TO FORM 990-PF, PG 1, LN 16B	2,589.	2,589.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H	4,570.	4,570.		0.
TO FORM 990-PF, PG 1, LN 18	4,570.	4,570.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY/MGMT FEES - HC/DEUTSCHE	23,444.	23,444.		0.
DEDTNS RELATED TO P/F INC - BOSTON VENTURES K-1	3,243.	3,243.		0.
NONDEDUCTIBLE EXPENSES - BOSTON VENTURES K-1	19.	0.		0.
BANK CHARGES - CHECKING	381.	381.		0.
SEC 59(E)(2) EXPENSES - BOSTON VENTURES K1	5,220.	5,220.		0.
PROFESSIONAL SERVICES - TPI CONSULTING	22,943.	0.		22,944.
TO FORM 990-PF, PG 1, LN 23	55,250.	32,288.		22,944.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HIRTLE/DEUTSCH BANK	4,575,546.	4,679,592.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,575,546.	4,679,592.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOSTON VENTURES LP VII	FMV	200,285.	200,285.
TOTAL TO FORM 990-PF, PART II, LINE 13		200,285.	200,285.

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12:18 PM  
05/10/12  
Accrual Basis

**MARTHA AND ROBERT FOGELMAN FAMILY FOUNDATION**  
**General Ledger**  
As of December 31, 2011

Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
<b>Charitable Contributions</b>								
<b>Charitable Contributions - Other</b>								
Bill	3/1/2011	FCBE	University of Memph...	Business & S...	Accounts Pay...	4,500.00	0.00	4,500.00
Bill	6/15/2011	2011	University of Memph...	2011 CONTR...	Accounts Pay...	500.00	0.00	5,00.00
Bill	6/15/2011	2011	University of Memph...	2011 CONTR...	Accounts Pay...	120,000.00	0.00	125,00.00
Bill	6/15/2011	2011	University of Memph...	2011 CONTR...	Accounts Pay...	18,000.00	0.00	143,00.00
Bill	6/15/2011	2011	University of Memph...	2011 MUSE...	Accounts Pay...	500.00	0.00	143,500.00
Bill	9/7/2011	FOG	University of Memph...	DR GROVE...	Accounts Pay...	1,500.00	0.00	145,000.00
Deposit	11/8/2011		University of Memph...	REFUND	FFF First Ten...	689.33	0.00	144,310.67
<b>Total Charitable Contributions - Other</b>						145,000.00	0.00	144,310.67
<b>Memorials</b>								
Bill	1/13/2011	CON	POTTER LEAGUE	2011 MEMO...	Accounts Pay...	100.00	0.00	100.00
Bill	1/25/2011	MEM	Church Health Center	DALE MCDE...	Accounts Pay...	100.00	0.00	200.00
Bill	2/21/2011	MEM	Church Health Center	CHRISTOPH...	Accounts Pay...	100.00	0.00	300.00
Bill	5/4/2011	MEM	GRAHAM MEMORI...	PRESTON H...	Accounts Pay...	300.00	0.00	600.00
Check	5/24/2011	3130	Memphis Brooks M...	In Memory of...	FFF First Ten...	100.00	0.00	700.00
Bill	7/1/2011	MEM	INTERNATIONAL...	IN MEMORY...	Accounts Pay...	50.00	0.00	750.00
Bill	8/10/2011	MEM	University of Memph...	Memorial - Dr...	Accounts Pay...	200.00	0.00	950.00
Bill	8/23/2011	MEM	Church Health Center	DONALD AR...	Accounts Pay...	100.00	0.00	1,050.00
Bill	12/1/2011		BROOKS MUSEU...	2011 PUBLI...	Accounts Pay...	10,000.00	0.00	11,050.00
<b>Total Memorials</b>						11,050.00	0.00	11,050.00

12:18 PM  
05/10/12  
Accrual Basis

**MARTHA AND ROBERT FOGELMAN FAMILY FOUNDATION**  
**General Ledger**  
As of December 31, 2011

Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
<b>Yearly Contributions</b>								
Bill	1/13/2011	CON	Chatham Fire Asso	2011 CONTR.	Accounts Pay	100.00	0.00	100.00
Bill	3/16/2011	2011 CON	Anshel Sphard Beth	2011 CONTRIB.	Accounts Pay	250.00	0.00	350.00
Bill	4/13/2011	CON	ASHIEL HOUSE	2011 CONTRIB.	Accounts Pay	200.00	0.00	550.00
Bill	4/21/2011	2011 CON	FRIENDS OF MON	2011 CONTR...	Accounts Pay	500.00	0.00	1,050.00
Bill	4/21/2011	2011 CON	FRIENDS OF MON	2011 CONTR...	Accounts Pay	0.00	0.00	1,050.00
Bill	4/26/2011	2011 CON	THE CRISIS CENT	2011 CONTR...	Accounts Pay	200.00	0.00	1,250.00
Bill	6/15/2011	2011 CON	Cape Cod Healthca...	2011 CONTR...	Accounts Pay	5,000.00	0.00	6,250.00
Bill	6/15/2011	2011 CON	CHARLOTTE COU	2011 CONTR...	Accounts Pay	5,000.00	0.00	11,250.00
Bill	6/15/2011	2011 CON	CHURCH OF THE ..	2011 CONTR...	Accounts Pay	3,500.00	0.00	14,750.00
Bill	6/15/2011	2011 CON	CLEAN MEMPHIS	2011 CONTR...	Accounts Pay	5,000.00	0.00	19,750.00
Bill	6/15/2011	2011 CON	Delta Waterfowl	2011 CONTR...	Accounts Pay	0.00	0.00	19,750.00
Bill	6/15/2011	2011 CON	FACING HISTORY ..	2011 CONTR...	Accounts Pay	3,000.00	0.00	22,750.00
Bill	6/15/2011	2011 CON	FOUNDATION FO...	FRAN & GR	Accounts Pay	5,000.00	0.00	27,750.00
Bill	6/15/2011	2011 CON	HAVENVIEW MIDD	2011 CONTR...	Accounts Pay	75.00	0.00	27,825.00
Bill	6/15/2011	2011 CON	LEADERSHIP ACA ..	2011 CONTR	Accounts Pay	2,000.00	0.00	29,825.00
Bill	6/15/2011	2011 CON	MEMPHIS COLLE	2011 CONTR...	Accounts Pay	7,000.00	0.00	36,825.00
Bill	6/15/2011	2011 CON	MEMPHIS COLLE	2011 PLEDG	Accounts Pay	110,000.00	0.00	146,825.00
Bill	6/15/2011	2011 CON	ST MARY'S SCHO.	2011 CONTR...	Accounts Pay	5,000.00	0.00	151,825.00
Bill	6/15/2011	2011 CON	TEACH FOR AMER	2011 ANNUA	Accounts Pay	0.00	0.00	151,825.00
Bill	6/15/2011	C FO...	SAN FRANCISCO ...	2011 CONTR	Accounts Pay	5,000.00	0.00	156,825.00
Bill	6/15/2011	2011 CON	WKNO	2011 CONTR...	Accounts Pay	2,000.00	0.00	158,825.00
Bill	6/15/2011	2011 CON	FUN	2011 CONTR...	Accounts Pay	5,000.00	0.00	163,825.00
Bill	6/15/2011	2011 CON	CHATHAM 300	2011 CONTR...	Accounts Pay	500.00	0.00	164,325.00
Bill	9/20/2011	CON	MAYO CLINIC FOU	2011 ANNUA	Accounts Pay	10,000.00	0.00	174,325.00
Bill	9/20/2011	CON	Delta Waterfowl	2011 CONTR...	Accounts Pay	5,000.00	0.00	179,325.00
Bill	9/20/2011	CON	TEACH FOR AMER	2011 CONTR...	Accounts Pay	5,000.00	0.00	184,325.00
Bill	9/21/2011	CON	POINT OF IMPACT...	POI GOLF C...	Accounts Pay	360.00	0.00	184,685.00
Bill	9/30/2011	CON	MONOMOY COMM	KATELYN M.	Accounts Pay	1,000.00	0.00	185,685.00
Bill	10/3/2011	CON	IRIS	PERCUSSIO...	Accounts Pay	2,700.00	0.00	188,385.00
Bill	10/24/2011	CON	BIG HOLE WATER	2011 CONTR...	Accounts Pay	500.00	0.00	188,885.00
Bill	11/23/2011	CON	FRIENDS OF TRE ..	2011 CONTR...	Accounts Pay	100.00	0.00	188,985.00
Bill	12/1/2011	2011 CON	BAPTIST MEMORI	2011 BAPTIS	Accounts Pay	20,000.00	0.00	208,985.00
Bill	12/1/2011	2011 CON	BAPTIST MEMORI	2011 CONTR...	Accounts Pay	2,000.00	0.00	210,985.00
Bill	12/1/2011	2011 CON	Church Health Center	2011 CONTR...	Accounts Pay	1,000.00	0.00	211,985.00
Bill	12/1/2011	2011 CON	Dixon Gallery and ..	2011 CONTR...	Accounts Pay	10,000.00	0.00	221,985.00
Bill	12/1/2011	2011 CON	MEMPHIS COLLE	2011 GRAD...	Accounts Pay	25,000.00	0.00	246,985.00
Bill	12/1/2011	2011 CON	MEMPHIS ORCHE.	2011 CONTR...	Accounts Pay	3,000.00	0.00	249,985.00
Bill	12/1/2011	2011 CON	MEMPHIS PREP	2011 CONTR...	Accounts Pay	4,500.00	0.00	254,485.00
Bill	12/1/2011	2011 CON	Metropolitan Inter-F...	2011 CONTR...	Accounts Pay	2,000.00	0.00	256,485.00
Bill	12/1/2011	2011 CON	PLANNED PAREN..	2011 CONTR...	Accounts Pay	1,000.00	0.00	257,485.00
Bill	12/1/2011	2011 CON	Playhouse On The	2011 PLEDG	Accounts Pay	17,500.00	0.00	274,985.00
<b>Total Yearly Contributions</b>								<b>274,985.00</b>
<b>Charitable Contributions - Other</b>								<b>0.00</b>
<b>Total Charitable Contributions</b>								<b>0.00</b>
<b>Total Charitable Contributions - Other</b>								<b>0.00</b>
<b>Total Charitable Contributions</b>								<b>689.33</b>
								<b>431,035.00</b>
								<b>430,345.67</b>

## 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
1067.616 HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO	12/29/2010	02/16/2011	15,000.00	11,835.95	3,164.05
3832.427 HC CAPITAL TRUST INSTL GROWTH EQUITY PORTFOLIO	12/29/2010	02/16/2011	55,000.01	45,104.80	9,895.21
1.3 HC CAPITAL TRUST FIXED INCOME PORTFOLIO	03/01/2011	03/16/2011	11.88	11.88	
361.741 HC CAPITAL TRUST EMERGING MARKETS PORTFOLIO	12/29/2010	06/02/2011	8,182.58	7,898.45	284.13
589.65 HC CAPITAL TRUST INSTL VALUE EQUITY FD	03/16/2011	06/02/2011	7,647.76	7,357.58	290.18
.916 HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO	03/16/2011	06/02/2011	12.59	12.10	0.29
907.97 HC CAPITAL TRUST INST INTL EQUITY PORT	12/29/2010	06/02/2011	10,205.58	9,515.53	690.05
148.597 HC CAPITAL TRUST INSTL GROWTH EQUITY PORTFOLIO	03/16/2011	06/02/2011	2,065.50	1,989.71	75.79
1619.676 HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO	03/16/2011	06/07/2011	12,277.15	11,583.12	694.03
490.996 HC CAPITAL TRUST INSTL VALUE EQUITY FD	09/15/2010	06/07/2011	6,240.56	5,450.08	790.48
146.451 HC CAPITAL TRUST INSTL GROWTH EQUITY PORTFOLIO	06/15/2011	08/15/2011	1,909.72	1,990.27	-80.55
482.538 VANGUARD FIXED INCOME SEC'S FD INFLATION PROTECTED SEC'S	09/30/2011	11/15/2011	13,568.97	12,596.25	972.72
<b>Totals</b>			<b>132,122.00</b>	<b>115,346.00</b>	<b>16,776.00</b>

## 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
<b>151: RATE CAPITAL GAINS (LOSSES)</b>						
2470.36 HC CAPITAL TRUST FIXED INCOME PORTFOLIO	07/27/2009	03/16/2011		22,581.82	20,715.74	1,866.08
522.432 HC CAPITAL TRUST EMERGING MKTS PORTFOLIO	12/10/2009	06/02/2011		11,817.42	9,842.62	1,974.80
181.36 HC CAPITAL TRUST INSTL VALUE EQUITY FD	03/17/2010	06/02/2011		2,352.24	2,103.77	248.47
726.886 HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO	03/01/2010	06/02/2011		9,987.41	8,003.02	1,984.39
1316.229 HC CAPITAL TRUST INST INTL EQUITY PORT	12/30/2009	06/02/2011		14,791.41	12,682.31	2,112.10
570.822 HC CAPITAL TRUST INSTL GRATH EQUITY PORTFOLIO	02/25/2010	06/02/2011		7,934.50	6,558.80	1,375.70
2226.18 HC CAPITAL TRUST EMERGING MKTS PORTFOLIO	12/10/2009	06/07/2011		50,000.00	41,941.23	8,058.77
4976.63 HC CAPITAL TRUST FIXED INCOME OPORTUNITY PORTFOLIO	08/10/2009	06/07/2011		37,722.86	32,746.22	4,976.64
1475.959 HC CAPITAL TRUST INSTL VALUE EQUITY FD	02/24/2010	06/07/2011		18,759.44	16,206.03	2,553.41
1122.754 HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO	03/01/2010	06/07/2011		15,000.00	12,361.52	2,638.48
8912.656 HC CAPITAL TRUST INST INTL EQUITY PORT	11/20/2009	06/07/2011		100,000.00	85,873.44	14,126.56
5506.608 HC CAPITAL TRUST INSTL GRATH EQUITY PORTFOLIO	02/25/2010	06/07/2011		75,000.00	63,270.93	11,729.07
5221.647 HC CAPITAL TRUST INSTL GRATH EQUITY PORTFOLIO	02/25/2010	08/15/2011		68,090.28	59,996.72	8,093.56
3073.65 VANGUARD FIXED INCOME SEC'S FD INFLATION PROTECTED SEC'S P	09/28/2010	11/15/2011		86,431.03	76,174.20	10,256.83
<b>TOTAL 151: RATE CAPITAL GAINS (LOSSES)</b>				520,471.00	448,537.00	71,934.00
<b>Totals</b>						71,934.00

