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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.RALPH B ROGERS FOUNDATION
5739 LINDENSHIRE
DALLAS, TX 75230

A Employer identification number

20-3452395

B Telephone number (see the instructions)

972-490-4500

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 ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐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
(from Part II, column (c), line 16)

\$ 10,653,873.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____
(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) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch) .

774,459.

2 ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments .

63,736.

63,736.

63,736.

4 Dividends and interest from securities .

100,146.

100,146.

100,146.

5a Gross rents .

b Net rental income or (loss) .

6a Net gain/(loss) from sale of assets not on line 10.

-405.

b Gross sales price for all assets on line 6a .

1,587,191.

7 Capital gain net income (from Part IV, line 2) .

0.

8 Net short-term capital gain .

3,635.

9 Income modifications .

10a Gross sales less returns and allowances .

b Less Cost of goods sold .

c Gross profit/(loss) (att sch) .

11 Other income (attach schedule)

SEE STATEMENT 1

2,963.

12 Total. Add lines 1 through 11.

940,899.

163,882.

167,517.

ADMINISTRATIVE EXPENSES

13 Compensation of officers, directors, trustees, etc. .

0.

14 Other employee salaries and wages .

15 Pension plans, employee benefits.

16a Legal fees (attach schedule)

520.

520.

b Accounting fees (attach sch)

4,195.

4,195.

c Other prof fees (attach sch) .

17 Interest

18 Taxes (attach schedule)(see instr)

19 Depreciation (attach sch) and depletion

20 Occupancy .

21 Travel, conferences, and meetings .

1,526.

1,526.

22 Printing and publications .

23 Other expenses (attach schedule)

SEE STATEMENT 4

5,296.

5,296.

24 Total operating and administrative expenses. Add lines 13 through 23

11,537.

11,537.

25 Contributions, gifts, grants paid PART XV.

250,000.

250,000.

26 Total expenses and disbursements. Add lines 24 and 25

261,537.

11,537.

0.

250,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements .

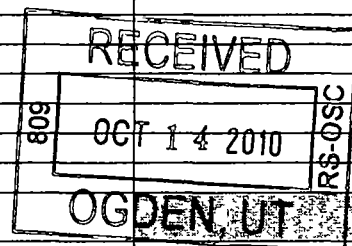
679,362.

b Net investment income (if negative, enter -0-)

152,345.

c Adjusted net income (if negative, enter -0-)

167,517.



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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|---|---|----------------|-----------------------|-------------|------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| ASSETS | 1 | Cash — non-interest-bearing | | 4,337. | 7,540. | 7,540. |
| | 2 | Savings and temporary cash investments | | 657,234. | 432,531. | 432,531. |
| | 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 (attach schedule) (see the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach sch.) ▶ | | | | |
| | | 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 (attach schedule) | | 1,777,070. | 2,003,162. | 2,050,092. |
| | b | Investments — corporate stock (attach schedule) | | 4,427,894. | 5,081,577. | 5,845,144. |
| | c | Investments — corporate bonds (attach schedule) | | | | |
| | 11 | Investments — land, buildings, and equipment: basis | | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | | | |
| 12 | Investments — mortgage loans | | | 36,441. | 36,411. | |
| 13 | Investments — other (attach schedule) | | 2,705,383. | 2,705,383. | 2,282,155. | |
| 14 | Land, buildings, and equipment: basis ▶ 16,898. | | | | | |
| | Less: accumulated depreciation (attach schedule) SEE STMT 5. ▶ 16,898. | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers — see instructions. Also, see page 1, item I) | | 9,571,918. | 10,266,634. | 10,653,873. | |
| LIABILITIES | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | 0. | 0. | |
| NET FUND ASSETS OR BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 459,885. | 459,885. | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | 9,112,033. | 9,806,749. | |
| | 30 | Total net assets or fund balances (see the instructions) | | 9,571,918. | 10,266,634. | |
| | 31 | Total liabilities and net assets/fund balances (see the instructions) | | 9,571,918. | 10,266,634. | |

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 | 9,571,918. |
| 2 | Enter amount from Part I, line 27a | 2 | 679,362. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 | 3 | 15,354. |
| 4 | Add lines 1, 2, and 3 | 4 | 10,266,634. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 10,266,634. |

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 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|--|---|-------------------------------------|
| 1 a SEE STATEMENT 7 | | | | |
| b | | | | |
| 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 | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| 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 | -405. |
| 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) (see the instructions). If (loss), enter -0- in Part I, line 8] | 3 | 3,635. |

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 the 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 (column (b) divided by column (c)) |
| 2008 | 363,592. | 7,472,624. | 0.048657 |
| 2007 | 351,250. | 8,211,137. | 0.042777 |
| 2006 | 270,250. | 6,509,454. | 0.041517 |
| 2005 | 283,000. | 5,187,603. | 0.054553 |
| 2004 | 5,500. | 873,632. | 0.006296 |
| 2 Total of line 1, column (d) | | | 2 0.193800 |
| 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 0.038760 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 9,181,809. |
| 5 Multiply line 4 by line 3 | | | 5 355,887. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 1,523. |
| 7 Add lines 5 and 6 | | | 7 357,410. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 250,000. |

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 the 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 instr.) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 3,047. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 3,047. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 3,047. |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax pmts and 2008 overpayment credited to 2009 | 6a | 16,188. | |
| 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 | 16,188. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 13,141. | |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax. 3,500. Refunded | 11 | 9,641. | |

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities Continued

| | | | |
|----|---|---|-----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)... | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?... | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: N/A | X | |
| 14 | The books are in care of: KATHERINE ROBERTS Located at: 5739 LINDENSHIRE DALLAS TX Telephone no.: 972-490-4500 ZIP + 4: 75230 | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here... N/A and enter the amount of tax-exempt interest received or accrued during the year: 15 | | N/A |

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

| File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies. | | Yes | No |
|---|---|-----|-----|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 1b | 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 the instructions)?... Organizations relying on a current notice regarding disaster assistance check here: <input type="checkbox"/> | | N/A |
| 1c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?... | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a | At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years: 20__ , 20__ , 20__ , 20__ | | |
| 2b | 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 the instructions.)... | | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here: 20__ , 20__ , 20__ , 20__ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 3b | If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) | | N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | X |
| 4b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | | X |

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Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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?

7b 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 (see instructions).

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|--|---|---|---------------------------------------|
| SEE STATEMENT 8 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). 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 ANNIE'S ORPHANS A TAX-EXEMPT ENTITY LOCATED IN DURANGO, COLORADO | 10,000. |
| 2 GLOBAL CITIZEN YEAR INC A TAX-EXEMPT ENTITY LOCATED IN CALIFORNIA | 50,000. |
| 3 MAINE COMMUNITY FOUNDATION A TAX-EXEMPT ENTITY LOCATED IN ISLEBORO, MAINE | 100,000. |
| 4 NORTH TEXAS PUBLIC BROADCASTING A TAX-EXEMPT ENTITY LOCATED IN DALLAS, TEXAS | 31,000. |

Part IX-B Summary of Program-Related Investments (see instructions)

| 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 | 8,841,793. |
| b | Average of monthly cash balances | 1b | 479,841. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 9,321,634. |
| 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 | 9,321,634. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 139,825. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 9,181,809. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 459,090. |

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 | 459,090. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 3,047. |
| b | Income tax for 2009. (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 3,047. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 456,043. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 456,043. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 456,043. |

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 | 250,000. |
| b | Program-related investments — total from Part IX-B | 1b | |
| 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 | 250,000. |
| 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 (see instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 250,000. |

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 456,043. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 0. | |
| b Total for prior years: 20 __, 20 __, 20 __ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | | | | |
| b From 2005 | 19,051. | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 | 21,613. | | | |
| f Total of lines 3a through e | 40,664. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 250,000. | | | | |
| a Applied to 2008, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required — see instructions) | 0. | | | |
| d Applied to 2009 distributable amount | | | | 250,000. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) | 40,664. | | | 40,664. |
| 6 Enter the net total of each column as indicated below: | | | | |
| 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 2008. Subtract line 4a from line 2a. Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 165,379. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 | | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

| | | | | | |
|---|----------|---------------|----------|----------|-----------|
| 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) | | | | | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | |
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | (e) Total |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a 'Assets' alternative test — enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c 'Support' alternative test — enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the organization 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:

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|----------|
| Name and address (home or business) | | | | |
| a Paid during the year SEE STATEMENT 10 | | | | |
| Total | | | 3 a | 250,000. |
| b Approved for future payment | | | | |
| Total | | | 3 b | |

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 (see the instructions) |
|---|--|---------------------------|-------------------------------|--------------------------------------|----------|---|
| | (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 | 63,736. | |
| 4 | Dividends and interest from securities | | | 14 | 100,146. | |
| 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 | 2,963. | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 18 | -8,846. | 8,441. |
| 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) | | | | 157,999. | 8,441. |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 166,440. |

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2009

Name of the organization

RALPH B ROGERS FOUNDATION

Employer identification number

20-3452395

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check 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)/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, aggregate 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 aggregate 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 their Form 990, or check the box on line H of its Form 990-EZ, or on 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).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

RALPH B ROGERS FOUNDATION

20-3452395

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|---|-----------------------------------|---|
| 1 | ROGERS SURVIVING SETTLORS TRUST 4936 BRIARWOOD PLACE DALLAS, TX 75209 | \$ 774,459. | Person <input checked="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.) |

Name of organization

RALPH B ROGERS FOUNDATION

Employer identification number

20-3452395

Part III Noncash Property (see instructions.)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| | N/A | | |
| | | | |
| | | | |
| | | \$ | |
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BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

RALPH B ROGERS FOUNDATION

Employer identification number

20-3452395

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

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

2009

FEDERAL STATEMENTS

PAGE 1

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RALPH B ROGERS FOUNDATION

20-3452395

9/28/10

09:12AM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

| | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|-----------------------------------|-----------------------------|---------------------------------|-------------------------------|
| OTHER INVESTMENT INCOME | \$ 2,963. | | |
| TOTAL | \$ 2,963. | \$ 0. | \$ 0. |

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES | \$ 190. | \$ 190. | | |
| LEGAL FEES | 330. | 330. | | |
| TOTAL | \$ 520. | \$ 520. | \$ 0. | \$ 0. |

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING | \$ 4,195. | \$ 4,195. | | |
| TOTAL | \$ 4,195. | \$ 4,195. | \$ 0. | \$ 0. |

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| 1/2 MEALS & ENT | \$ 115. | \$ 115. | | |
| FEES | 3,990. | 3,990. | | |
| FOREIGN TAXES | 504. | 504. | | |
| INVESTMENT FEES | 650. | 650. | | |
| OFFICE EXP | 26. | 26. | | |
| POSTAGE | 11. | 11. | | |
| TOTAL | \$ 5,296. | \$ 5,296. | \$ 0. | \$ 0. |

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RALPH B ROGERS FOUNDATION

20-3452395

9/28/10

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STATEMENT 5
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

| CATEGORY | BASIS | ACCUM. DEPREC. | BOOK VALUE | FAIR MARKET VALUE |
|-------------------------|-------------------|-------------------|---------------|----------------------|
| FURNITURE AND FIXTURES | \$ 1,207. | \$ 1,207. | \$ 0. | \$ 0. |
| MACHINERY AND EQUIPMENT | 9,939. | 9,939. | 0. | 0. |
| MISCELLANEOUS | 5,752. | 5,752. | 0. | 0. |
| TOTAL | \$ 16,898. | \$ 16,898. | \$ 0. | \$ 0. |

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

| | |
|-----------------|-------------------|
| OTHER INCREASES | \$ 15,354. |
| TOTAL | \$ 15,354. |

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|-----------------------------|---------------------|----------------------|------------------|
| 1 | BAIRD CALLS- SEE ATTMT | PURCHASED | VARIOUS | VARIOUS |
| 2 | SALE OF TURTLE CREEK CONDO | PURCHASED | VARIOUS | 7/24/2009 |
| 3 | 1500 ARCHER DANIELS MIDLAND | PURCHASED | VARIOUS | 2/04/2009 |
| 4 | 500 CORPORATE OFFICE PPTYS | PURCHASED | 2/19/2009 | 10/19/2009 |
| 5 | 800 KILROY REALTY CORP | PURCHASED | 6/23/2008 | 2/19/2009 |
| 6 | 1100 PARKWAY PROPERTIES | PURCHASED | 6/23/2008 | 2/19/2009 |
| 7 | 2500 WESTERN DIGITAL CORP | PURCHASED | 10/22/2008 | 7/15/2009 |
| 8 | 1200 WESTERN DIGITAL CORP | PURCHASED | 10/22/2008 | 7/17/2009 |
| 9 | 2000 ALBEMARLE CORP | PURCHASED | VARIOUS | 2/04/2009 |
| 10 | 1500 AMERICAN EXPRESS | PURCHASED | VARIOUS | 10/16/2009 |
| 11 | 45000 BROADWAY BANK | PURCHASED | 8/06/2007 | 12/29/2009 |
| 12 | 85000 CAPE FEAR BANK | PURCHASED | 8/06/2007 | 4/16/2009 |
| 13 | 2800 CORNING INC | PURCHASED | 11/07/2007 | 2/04/2009 |
| 14 | 1100 CORPORATE OFFICE PPTYS | PURCHASED | 6/23/2008 | 10/19/2009 |
| 15 | 1700 EXXON MOBIL CORP | PURCHASED | 11/04/1997 | 2/04/2009 |
| 16 | 45000 FIRST GA BKG | PURCHASED | 8/06/2007 | 3/30/2009 |
| 17 | 75000 GEORGIAN BANK | PURCHASED | 8/06/2007 | 2/17/2009 |
| 18 | 2000 MERCK & COMPANY | PURCHASED | 11/04/1997 | 6/03/2009 |
| 19 | 80000 SPIRITBANK | PURCHASED | 5/08/2008 | 11/20/2009 |

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 1 | 31,974. | | 10,820. | 21,154. | | | | \$ 21,154. |
| 2 | 710,000. | | 740,000. | -30,000. | | | | -30,000. |
| 3 | 37,826. | | 44,700. | -6,874. | | | | -6,874. |
| 4 | 18,159. | | 12,535. | 5,624. | | | | 5,624. |
| 5 | 15,399. | | 40,074. | -24,675. | | | | -24,675. |
| 6 | 14,054. | | 40,543. | -26,489. | | | | -26,489. |
| 7 | 55,741. | | 36,765. | 18,976. | | | | 18,976. |
| 8 | 26,692. | | 17,647. | 9,045. | | | | 9,045. |

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RALPH B ROGERS FOUNDATION

20-3452395

9/28/10

09:12AM

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|-------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 9 | 46,449. | | 77,420. | -30,971. | | | | \$ -30,971. |
| 10 | 44,471. | | 56,265. | -11,794. | | | | -11,794. |
| 11 | 45,000. | | 43,938. | 1,062. | | | | 1,062. |
| 12 | 85,000. | | 85,000. | 0. | | | | 0. |
| 13 | 30,355. | | 55,496. | -25,141. | | | | -25,141. |
| 14 | 39,962. | | 41,110. | -1,148. | | | | -1,148. |
| 15 | 131,831. | | 11,543. | 120,288. | | | | 120,288. |
| 16 | 45,000. | | 45,000. | 0. | | | | 0. |
| 17 | 75,000. | | 75,000. | 0. | | | | 0. |
| 18 | 54,278. | | 73,740. | -19,462. | | | | -19,462. |
| 19 | 80,000. | | 80,000. | 0. | | | | 0. |
| TOTAL | | | | | | | | \$ -405. |

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED | COMPEN- SATION | CONTRI- BUTION TO EBP & DC | EXPENSE ACCOUNT/ OTHER |
|---|--|-------------------|----------------------------------|------------------------------|
| JOHN B ROGERS 1449 ENCLAVE CIRCLE WEST PALM BEACH, FL 33411 | PRESIDENT 0 | \$ 0. | \$ 0. | \$ 0. |
| ROBERT D ROGERS 1341 W MOCKINGBIRD LN STE 700W DALLAS, TX 75247 | DIRECTOR 0 | 0. | 0. | 0. |
| RICHARD G ROGERS 5949 SHERRY LANE SUITE 501 DALLAS, TX 75225-8063 | DIRECTOR 0 | 0. | 0. | 0. |
| WILLIAM E ROGERS 2201 WOLF STREET #1201 DALLAS, TX 75201 | DIRECTOR 0 | 0. | 0. | 0. |
| KATHERINE ROBERTS 5739 LINDENSHIRE LANE DALLAS, TX 75230 | TREASURER 0 | 0. | 0. | 0. |
| MARY RHOADES 6305 ORCHID LANE DALLAS, TX 75230 | SECRETARY 0 | 0. | 0. | 0. |
| JOHN ROGERS JR 39 ALDIE STREET ALLSTON, MA 02134 | DIRECTOR 0 | 0. | 0. | 0. |

2009

FEDERAL STATEMENTS

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CLIENT RBR2

RALPH B ROGERS FOUNDATION

20-3452395

9/28/10

09:12AM

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED | COMPEN- SATION | CONTRI- BUTION TO EBP & DC | EXPENSE ACCOUNT/ OTHER |
|--|--|-------------------|----------------------------------|------------------------------|
| BUFF STRICKLAND 367 CARLTON AVENUE #2 BROOKLYN, NY 11238 | DIRECTOR 0 | \$ 0. | \$ 0. | \$ 0. |
| TOTAL | | \$ 0. | \$ 0. | \$ 0. |

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: RALPH B ROGERS FOUNDATION
CARE OF:
STREET ADDRESS: 5739 LINDENSHIRE
CITY, STATE, ZIP CODE: DALLAS, TX 75230
TELEPHONE:
FORM AND CONTENT: NO SPECIAL FORM
SUBMISSION DEADLINES: NO DEADLINE
RESTRICTIONS ON AWARDS: NONE

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|--|-----------------------|---------------------------|---------------------|-----------|
| THE HOCKADAY SCHOOL 11600 WELCH ROAD DALLAS, TX 75229 | | | CHARITABLE | \$ 7,500. |
| ST MARKS SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230 | | | CHARITABLE | 6,000. |
| ANNIES ORPHANS 1630 CR 214 DURANGO, CO 81301 | | | CHARITABLE | 10,000. |
| N TEXAS PUBLIC BROADCASTING 3000 HARRY HINES BLVD DALLAS, TX 75201 | | | CHARITABLE | 31,000. |

2009

FEDERAL STATEMENTS

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CLIENT RBR2

RALPH B ROGERS FOUNDATION

20-3452395

9/28/10

09:12AM

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|--|-----------------------|---------------------------|---------------------|-----------|
| CROHNS & COLITIS FDN OF AMER 386 PARK AVENUE SOUTH NEW YORK, NY 10016 | | | CHARITABLE | \$ 5,500. |
| GROTON SCHOOL PO BOX 991 GROTON, MA 01450 | | | CHARITABLE | 1,250. |
| MARINE CORP SCHOLARSHIP FDN 121 S SAINT ASAPH ST ALEXANDRIA, VA 22314 | | | CHARITABLE | 1,000. |
| PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08540 | | | CHARITABLE | 1,500. |
| HENRY MORRISON FLAGLER MUSEUM PO BOX 969 PALM BEACH, FL 33480 | | | CHARITABLE | 10,000. |
| DALLAS CHILDRENS ADVOCACY CENTER 3611 SWISS AVENUE DALLAS, TX 75204 | | | CHARITABLE | 250. |
| GREENHILL SCHOOL 4141 SPRING VALLEY ADDISON, TX 75001 | | | CHARITABLE | 1,000. |
| SKIDMORE COLLEGE 815 NORTH BROADWAY SARATOGA SPRINGS, NY 12866 | | | CHARITABLE | 2,000. |
| THE FAY SCHOOL 48 MAIN STREET SOUTHBOROUGH, MA 01772 | | | CHARITABLE | 250. |
| AVON OLD FARMS 500 OLD FARM ROAD AVON, CT 06001 | | | CHARITABLE | 250. |
| RECONCILIATION OUTREACH 4311 BRYAN DALLAS, TX 75204 | | | CHARITABLE | 250. |
| FRIENDS OF UT SOUTHWESTERN 5323 HARRY HINES BLVD DALLAS, TX 75390 | | | CHARITABLE | 250. |

2009

FEDERAL STATEMENTS

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CLIENT RBR2

RALPH B ROGERS FOUNDATION

20-3452395

9/28/10

09:12AM

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|--|-----------------------|---------------------------|---------------------|----------|
| EQUEST PO BOX 192747 DALLAS, TX 75219 | | | CHARITABLE | \$ 500. |
| PRESIDENTS & FELLOWS OF HARVARD COLLEGE 1350 MASSACHUSETTS AVENUE, STE 490 CAMBRIDGE, MA 02138 | | | CHARITABLE | 1,250. |
| COLBY COLLEGE MAYFLOWER HILL WATERVILLE, ME 04901 | | | CHARITABLE | 500. |
| LAKEHILL PREPARATORY SCHOOL 2720 HILLSIDE DRIVE DALLAS, TX 75214 | | | CHARITABLE | 1,500. |
| ST GABRIEL'S EPISCOPAL CHURCH 124 FRONT STREET PO BOX 545 MARION, MA 02738 | | | CHARITABLE | 2,500. |
| CENTER FOR STRATEGIC AND INTL STUDIES 1800 K ST NW STE 400 WASHINGTON, DC 20006 | | | CHARITABLE | 5,000. |
| MAINE COMMUNITY FOUNDATION 245 MAIN STREET ELLSWORTH, ME 04605 | | | CHARITABLE | 100,000. |
| THE GOOD MEN FOUNDATION 143 NEWBURY STREET SIXTH FLOOR BOSTON, MA 02116 | | | CHARITABLE | 2,500. |
| NEW AMSTERDAM MARKET BOX 902 PECK SLIP NEW YORK, NY 10272 | | | CHARITABLE | 5,000. |
| BAYLOR HEALTHCARE SYSTEM FOUNDATION 3600 GASTON AVE, BARNETT TOWER DALLAS, TX 75246 | | | CHARITABLE | 250. |
| NORTH TEXAS JUNIOR GOLF & EDUCATION FDN 2909 COLE AVENUE SUITE 305 DALLAS, TX 75204 | | | CHARITABLE | 3,000. |

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FEDERAL STATEMENTS

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CLIENT RBR2

RALPH B ROGERS FOUNDATION

20-3452395

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09:12AM

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| <u>NAME AND ADDRESS</u> | <u>DONEE RELATIONSHIP</u> | <u>FOUND- ATION STATUS</u> | <u>PURPOSE OF GRANT</u> | <u>AMOUNT</u> |
|---|-------------------------------|------------------------------------|-----------------------------|---------------|
| GLOBAL CITIZEN YEAR INC 251 RHOADE ISLAND STREET SAN FRANCISCO , CA 94103 | | | CHARITABLE | \$ 50,000. |

TOTAL \$ 250,000.

12/31/09

2009 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 1

CLIENT RBR2

RALPH B ROGERS FOUNDATION

20-3452395

9/28/10

09:12AM

| NO. | DESCRIPTION | DATE ACQUIRED | DATE SOLD | COST/ BASIS | BUS. PCT. | CUR 179 BONUS | SPECIAL DEPR. ALLOW | PRIOR 179/ BONUS/ SP. DEPR. | PRIOR DEC. BAL DEPR. | SALVAGE /BASIS REDUCT. | DEPR. BASIS | PRIOR DEPR. | METHOD | LIFE | RATE | CURRENT DEPR. |
|-----------------------------|--------------------------|------------------|--------------|----------------|--------------|---------------------|---------------------------|--------------------------------------|----------------------------|------------------------------|----------------|----------------|--------|------|------|------------------|
| FORM 990/990-PF | | | | | | | | | | | | | | | | |
| FURNITURE AND FIXTURES | | | | | | | | | | | | | | | | |
| 1 | DESK | 4/20/95 | | 1,207 | | | | | | | 1,207 | 1,207 | 200DB | HY | 7 | 0 |
| TOTAL FURNITURE AND FIXTURE | | | | | | | | | | | | | | | | |
| | | | | 1,207 | | 0 | 0 | 0 | 0 | 0 | 1,207 | 1,207 | | | | 0 |
| MACHINERY AND EQUIPMENT | | | | | | | | | | | | | | | | |
| 2 | COMPUTER | 7/16/98 | | 2,980 | | | | | | | 2,980 | 2,980 | 200DB | HY | 5 | 0 |
| TOTAL MACHINERY AND EQUIPME | | | | | | | | | | | | | | | | |
| | | | | 2,980 | | 0 | 0 | 0 | 0 | 0 | 2,980 | 2,980 | | | | 0 |
| MISCELLANEOUS | | | | | | | | | | | | | | | | |
| 3 | FULLY DEPRECIATED ASSETS | VARIOUS | | 5,752 | | | | | | | 5,752 | 5,752 | | | | 0 |
| TOTAL MISCELLANEOUS | | | | | | | | | | | | | | | | |
| | | | | 5,752 | | 0 | 0 | 0 | 0 | 0 | 5,752 | 5,752 | | | | 0 |
| TOTAL DEPRECIATION | | | | | | | | | | | | | | | | |
| | | | | 9,939 | | 0 | 0 | 0 | 0 | 0 | 9,939 | 9,939 | | | | 0 |
| GRAND TOTAL DEPRECIATION | | | | | | | | | | | | | | | | |
| | | | | 9,939 | | 0 | 0 | 0 | 0 | 0 | 9,939 | 9,939 | | | | 0 |

Form **990-W**

(Worksheet)

Department of the Treasury
Internal Revenue ServiceFOR FORM 990-PF PURPOSES
**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**
(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No. 1545-0976

2010

| | | | |
|-----|---|-----|--------|
| 1 | Unrelated business taxable income expected in the tax year | 1 | |
| 2 | Tax on the amount on line 1. See instructions for tax computation | 2 | |
| 3 | Alternative minimum tax (see instructions) | 3 | |
| 4 | Total. Add lines 2 and 3 | 4 | |
| 5 | Estimated tax credits (see instructions) | 5 | |
| 6 | Subtract line 5 from line 4 | 6 | |
| 7 | Other taxes (see instructions) | 7 | |
| 8 | Total. Add lines 6 and 7 | 8 | |
| 9 | Credit for federal tax paid on fuels (see instructions) | 9 | |
| 10a | Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions | 10a | 3,500. |
| b | Enter the tax shown on the 2009 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c | 10b | |
| c | 2010 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c | 10c | 3,500. |

| | | (a) | (b) | (c) | (d) | |
|----|---|-----|---------|---------|---------|----------|
| 11 | Installment due dates (see instructions) | 11 | 5/17/10 | 6/15/10 | 9/15/10 | 12/15/10 |
| 12 | Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization.' (see instructions) | 12 | 875. | 875. | 875. | 875. |
| 13 | 2009 Overpayment. (see instructions) | 13 | 875. | 875. | 875. | 875. |
| 14 | Payment due. (Subtract line 13 from line 12.) | 14 | 0. | 0. | 0. | 0. |

BAA For Paperwork Reduction Act Notice, see separate instructions.

Form 990-W (2010)

BALANCE SHEET AS OF 12/31/09

| | | | | |
|-------------------------------------|---------------------|---------------------|-------------------|-------------------|
| CASH | | | | |
| INWOOD NATIONAL BANK | | | 7,540 14 | |
| NOTE RECEIVABLE- MARY GREENE | | | | |
| | | | 36,440 50 | |
| MONEY MARKET FUNDS | | | | |
| RW BAIRD | | | 431,352 96 | |
| FIDELITY CASH FUND | | | 1,177 75 | |
| INVESTMENTS | COST | MARKET | G/L | |
| Collins Capital Advisors | <u>2,705,383 00</u> | <u>2,282,155 28</u> | -423,227 72 | |
| BONDS | | | | |
| PORTLAND ORE PARS TAXABLE | 400,000 00 | 400,000 00 | 0 00 | |
| EUROBANK PR | 50,000 00 | 51,164 50 | 1,164 50 | |
| INLAND COMMUNITY BANK | 85,000 00 | 87,001 75 | 2,001 75 | |
| M&I MARSHALL | 94,720 50 | 100,371 72 | 5,651 22 | |
| BPD BANK | 86,643 00 | 92,942 10 | 6,299 10 | |
| COLUMBUS BK & TR COMPANY | 80,000 00 | 79,638 40 | -361 60 | |
| CADENCE BANK | 80,000 00 | 80,904 80 | 904 80 | |
| FIRST FARMERS BANK & TRUST | 80,000 00 | 81,802 40 | 1,802 40 | |
| FIRST NATIONAL BANK OLATHE | 50,000 00 | 51,302 50 | 1,302 50 | |
| CANANDAIGUA NATL | 75,000 00 | 77,763 75 | 2,763 75 | |
| BRANCH BANKING & TRUST | 75,000 00 | 77,757 00 | 2,757 00 | |
| GENL ELECTRIC CAP CORP | 103,571 00 | 107,771 00 | 4,200 00 | |
| GOLDMAN SACHS | 48,914 00 | 53,054 50 | 4,140 50 | |
| TRANSATLANTIC HOLDINGS | 94,063 00 | 97,638 00 | 3,575 00 | |
| MERRILL LYNCH & CO | 91,567 00 | 104,729 00 | 13,162 00 | |
| TREAS PORTFOLIO RES | 33,683 17 | 33,683 17 | 0 00 | |
| BANK OF AMERICA | 95,000 00 | 95,133 95 | 133 95 | |
| GOLDMAN SACHS | 95,000 00 | 96,140 00 | 1,140 00 | |
| HSBC BANK | 95,000 00 | 91,586 93 | -3,413 07 | |
| CATHAY BANK | 95,000 00 | 94,841 35 | -158 65 | |
| NCB FSB | 95,000 00 | 94,865 10 | -134 90 | |
| | | | 0 00 | |
| TOTAL BONDS | <u>2,003,161 67</u> | <u>2,050,091 92</u> | 46,930 25 | |
| STOCK FUNDS | SHARES | COST | MARKET | |
| BLACKROCK STRAIT DIVID | 7,000 00 | <u>96,993 29</u> | <u>63,840 00</u> | -33,153 29 |
| COMMON STOCK | SHARES | COST | MARKET | G/L |
| AETNA INC NEW | 1,500 00 | 54,570 00 | 47,550 00 | -7,020 00 |
| ADP | 1,600 00 | 54,410 27 | 68,512 00 | 14,101 73 |
| CISCO | 2,450 00 | 52,185 00 | 58,653 00 | 6,468 00 |
| COCA COLA | 2,400 00 | 96,756 00 | 136,800 00 | 40,044 00 |
| | 2,187 00 | <u>111,450 00</u> | <u>124,659 00</u> | 13,209 00 |
| | 4,587 00 | | 261,459 00 | |
| DOVER CORP COMMON | 1,800 00 | 54,463 40 | 74,898 00 | 20,434 60 |
| EMERSON ELEC CO | 2,800 00 | 139,580 00 | 119,280 00 | -20,300 00 |
| EXXON CORP | 1,330 00 | 9,019 06 | 90,692 70 | 81,673 64 |
| EXXON CORP | 1,870 00 | 29,068 29 | 127,515 30 | 98,447 01 |
| EXXON CORP | 1,800 00 | 153,756 00 | 122,742 00 | -31,014 00 |
| TOTAL | <u>5,000 00</u> | <u>191,943 35</u> | <u>340,950 00</u> | <u>149,106 65</u> |
| GENERAL ELECTRIC | 3,700 00 | 21,005 21 | 55,981 00 | 34,975 79 |
| | 600 00 | 21,277 00 | 9,078 00 | -12,199 00 |
| | 2,690 00 | 73,114 00 | 40,699 70 | -32,414 30 |
| TOTAL | 6,990 00 | 115,396 21 | 105,758 70 | -9,637 51 |
| INTEL | 3,000 00 | 61,410 00 | 61,200 00 | -210 00 |
| JOHNSON & JOHNSON | 1,600 00 | <u>98,528 00</u> | <u>103,056 00</u> | 4,528 00 |
| MICROSOFT CORP | 3,600 00 | 90,540 00 | 109,728 00 | 19,188 00 |

BALANCE SHEET AS OF 12/31/09

| | | | | |
|-----------------------|------------------|----------------------|-------------------|------------|
| NOKIA CORP | 3,300 00 | 54,217 95 | 42,405 00 | -11,812 95 |
| NOVARTIS AG SPONS | 1,400 00 | 56,141 30 | 76,202 00 | 20,060 70 |
| PEPSICO INC | 1,800 00 | 116,838 00 | 109,440 00 | -7,398 00 |
| PETROLEO BRASILEIRO | 1,200 00 | 60,745 92 | 57,216 00 | -3,529 92 |
| PRUDENTIAL FIN | 1,700 00 | 97,444 00 | 84,592 00 | -12,852 00 |
| RAYMOND JAMES | 3,900 00 | 93,015 00 | 92,703 00 | -312 00 |
| RAYTHEON CO | 2,000 00 | 79,780 00 | <u>103,040 00</u> | 23,260 00 |
| STAPLES INC | 3,700 00 | <u>77,182 00</u> | <u>90,983 00</u> | 13,801 00 |
| STATOIL | 2,400 00 | 60,582 19 | 59,784 00 | -798 19 |
| TEXAS INDUSTRIES, INC | 2,312 00 | 17,669 44 | 80,896 88 | 63,227 44 |
| TEXAS INDUSTRIES, INC | 3,600 00 | 36,252 39 | 125,964 00 | 89,711 61 |
| TEXAS INDUSTRIES, INC | 4,374 00 | 50,339 03 | 153,046 26 | 102,707 23 |
| TEXAS INDUSTRIES, INC | 1,000 00 | 15,554 72 | 34,990 00 | 19,435 28 |
| TOTAL | 11,286 00 | <u>119,815 58</u> | <u>394,897 14</u> | 275,081 56 |
| 3M COMPANY | 1,300 00 | 89,726 00 | 107,471 00 | 17,745 00 |
| WALMART STORES | 2,600 00 | 116,406 00 | 138,970 00 | 22,564 00 |
| WELLS FARGO & CO | 3,000 00 | 64,710 00 | 80,970 00 | 16,260 00 |
| AIM INVESTMENT | 4,562 74 | 60,000 00 | 42,433 46 | -17,566 54 |
| | 10,332 10 | 56,000 00 | 96,088 56 | 40,088 56 |
| reinv | 508 77 | 4,512 92 | 4,731 53 | 218 61 |
| | <u>15,403 61</u> | <u>120,512 92</u> | <u>143,253 55</u> | 22,740 63 |
| BLAIR WILLIAMS FUND | 46,234 85 | 508,000 00 | 485,003 52 | -22,996 48 |
| | 19,108 28 | 120,000 00 | 200,445 86 | 80,445 86 |
| | 10,011 78 | 85,000 00 | 105,023 56 | 20,023 56 |
| | 5,605 38 | 50,000 00 | 58,800 45 | 8,800 45 |
| reinv | 929 23 | 6,646 14 | 9,747 63 | 3,101 49 |
| | <u>81,889 52</u> | <u>769,646 14</u> | <u>859,021 02</u> | 89,374 88 |
| COHEN & STEERS | 3,916 45 | 60,000 00 | 41,044 39 | -18,955 61 |
| | 8,615 39 | 56,000 00 | 90,289 23 | 34,289 23 |
| reinv | 1,138 63 | 11,682 28 | 11,932 86 | 250 58 |
| | <u>13,670 47</u> | <u>127,682 28</u> | <u>143,266 48</u> | 15,584 20 |
| JP MORGAN TRUST | 6,475 99 | 120,000 00 | 78,942 26 | -41,057 74 |
| | 8,763 69 | 56,000 00 | 106,829 42 | 50,829 42 |
| reinv | 600 15 | 5,554 93 | 7,315 78 | 1,760 85 |
| | <u>15,839 82</u> | <u>181,554 93</u> | <u>193,087 45</u> | 11,532 52 |
| LORD ASSET MGMT TR | 29,422 50 | 508,000 00 | 456,048 77 | -51,951 23 |
| | 11,278 20 | 120,000 00 | 174,812 02 | 54,812 02 |
| | 6,594 26 | 85,000 00 | 102,211 01 | 17,211 01 |
| | 3,690 04 | 50,000 00 | 57,195 57 | 7,195 57 |
| reinv | 1,339 24 | 17,242 72 | 20,758 19 | 3,515 47 |
| | <u>52,324 23</u> | <u>780,242 72</u> | <u>811,025 57</u> | 30,782 84 |
| UMB SCOUT FUNDS | 15,978 82 | 513,000 00 | 465,622 76 | -47,377 24 |
| | 6,075 95 | 120,000 00 | 177,053 15 | 57,053 15 |
| | 3,584 99 | 85,000 00 | 104,466 46 | 19,466 46 |
| | 1,984 13 | 50,000 00 | 57,817 46 | 7,817 46 |
| reinv | 1,268 77 | 29,208 71 | 36,972 07 | 7,763 36 |
| | <u>28,892 65</u> | <u>797,208 71</u> | <u>841,931 91</u> | 44,723 20 |
| STOCK TOTAL | | 5,081,577 16 | 5,845,143 83 | 763,566 67 |
| | | | | 763,566 67 |
| GRAND TOTAL | | 9,790,121 83 | 10,177,391 03 | 387,269 20 |
| | | | | 387,269 20 |

OPTION TRANSACTIONS

| Description | Note | Quantity | Date Acquired | Date Sold | Gross Proceeds | Cost Basis | Gain/(Loss) |
|----------------------|------|----------|------------------|--------------|--------------------|--------------------|--------------------|
| CALL WDC JUL 22 1/2 | ASG | -25 | 07/15/09 | 03/25/09 | \$3,669.03 | \$3,669.03 | \$0.00 |
| CALL WDC JUL 22 1/2 | ASG | -12 | 07/17/09 | 03/25/09 | \$1,761.13 | \$1,761.13 | \$0.00 |
| CALL AXP OCT 30 | ASG | -15 | 10/16/09 | 06/03/09 | \$2,068.72 | \$2,068.72 | \$0.00 |
| CALL XOM JUL 85 | | -16 | 03/06/09 | 02/04/09 | \$6,320.17 | \$1,102.81 | \$5,217.36 |
| CALL XOM OCT 80 | | -16 | 07/14/09 | 03/25/09 | \$6,002.84 | \$495.50 | \$5,507.34 |
| CALL ADP AUG 40 | | -16 | 06/26/09 | 03/26/09 | \$2,288.08 | \$207.50 | \$2,080.58 |
| CALL FHU OCT 30 | | -30 | 10/12/09 | 04/16/09 | \$3,462.62 | \$1,077.94 | \$2,384.68 |
| CALL FHU JAN 30 | | -30 | 12/22/09 | 10/12/09 | \$6,401.60 | \$437.50 | \$5,964.10 |
| Option Totals | | | | | \$31,974.19 | \$10,820.13 | \$21,154.06 |

ASG/EXC For any option which was Assigned or Exercised, the cost basis/gross proceeds of the underlying security was adjusted for the amount of the option. (Note: these items are included solely to assist in the reconciliation of the underlying security).

Form **8868**

(Rev April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545 1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only... ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

| | | |
|--|--|--------------------------------|
| Type or print File by the due date for filing your return. See instructions. | Name of Exempt Organization | Employer identification number |
| | RALPH B ROGERS FOUNDATION | 20-3452395 |
| | Number, street, and room or suite number. If a P.O. box, see instructions | |
| | 5739 LINDENSHIRE | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. | |
| | DALLAS, TX 75230 | |

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ► KATHERINE ROBERTSTelephone No. ► 972-490-4500 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box. ☐ If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 20 09 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

| | | |
|---|-------|---------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | 3a \$ | 2,433. |
| 3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b \$ | 16,188. |
| 3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | 3c \$ | 0. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.


Form 8868 (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| | | | |
|--|---|--|--------------------------------|
| Type or print File by the extended due date for filing the return. See instructions. | Name of Exempt Organization |  | Employer identification number |
| | RALPH B ROGERS FOUNDATION | | 20-3452395 |
| | Number, street, and room or suite number. If a P.O. box, see instructions. | | For IRS use only |
| | MARTIN W. COHEN & COMPANY PC 8111 LBJ FWY STE 1400 | | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | | |
| | DALLAS, TX 75251-1313 | | |

Check type of return to be filed (File a separate application for each return).

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of: **KATHERINE ROBERTS**
 Telephone No. **972-490-4500** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15**, 20 **10**.

5 For calendar year **2009**, or other tax year beginning _____, 20____, and ending _____, 20____

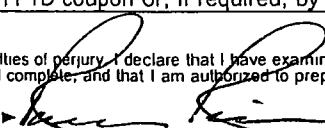
6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension: **TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

| | | |
|--|-------|---------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a \$ | 3,278. |
| 8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b \$ | 16,188. |
| 8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs. | 8c \$ | 0. |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA for Trolleyer** Date **8/13/2010**