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

2009

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

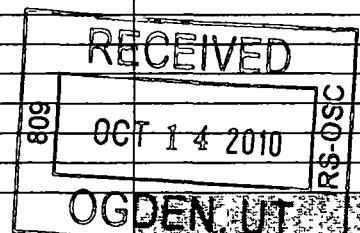
A	Employer identification number 20-3452395
B	Telephone number (see the instructions) 972-490-4500
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
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REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	774,459.		
	2 Ck ► <input type="checkbox"/> 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.	0.	
	7 Capital gain net income (from Part IV, line 2)			3,635.
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit/(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) . . . SEE ST 2	520.	520.	
	b Accounting fees (attach sch) . . . SEE ST 3	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.
	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.

2010
JULY 12
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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.		
Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
NET FUND ASSETS	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	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 V 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)
1a 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 VI 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.)		
1	3,047.	
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	
2	0.	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
3	3,047.	
4	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.	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

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?	Yes X	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes X	No
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?	Yes X	No
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	Yes X	No
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	Yes X	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes X	No
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes X	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	Yes X	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
<ul style="list-style-type: none"> • 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, column (c), and Part XV	Yes X	No
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..	Yes X	No
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	Yes X	No
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes X	No

Part VII-A Statements Regarding Activities Continued

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► KATHERINE ROBERTS	Telephone no. ► 972-490-4500
	Located at ► 5739 LINDENSHIRE DALLAS TX	ZIP + 4 ► 75230
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here	N/A ► <input type="checkbox"/>
	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.

1a During the year did the foundation (either directly or indirectly).

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

	Yes	No
1a		
1b	N/A	
1c	X	
2		
2a		
2b	N/A	
3a		
3b	N/A	
4a		
4b	X	

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 the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No

If 'Yes,' list the years ► 20__, 20__, 20__, 20__.

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 the instructions.)

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? Yes No

b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?

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?**5b** N/A**6b** X**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		

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.

1	<u>ANNIE'S ORPHANS</u> A TAX-EXEMPT ENTITY LOCATED IN DURANGO, COLORADO	10,000.
2	<u>GLOBAL CITIZEN YEAR INC</u> A TAX-EXEMPT ENTITY LOCATED IN CALIFORNIA	50,000.
3	<u>MAINE COMMUNITY FOUNDATION</u> A TAX-EXEMPT ENTITY LOCATED IN ISLEBORO, MAINE	100,000.
4	<u>NORTH TEXAS PUBLIC BROADCASTING</u> 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.

1	N/A	
2		

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3 . . .

BAA Form 990-PF (2009)

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	8,841,793.
b	Average of monthly cash balances	479,841.
c	Fair market value of all other assets (see instructions)	
d	Total (add lines 1a, b, and c)	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 1	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.			0.	
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	40,664.		40,664.	
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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

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

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 XVII 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 STATEMENT 10				
Total				► 3a 250,000.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

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.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)
N/A	

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

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

Schedule of Contributors

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

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 (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

RALPH B ROGERS FOUNDATION

Employer identification number

20-3452395

Part II 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="" 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

RALPH B ROGERS FOUNDATION

Employer identification number

20-3452395

Part II 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	\$	
(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
		\$	

BAA

Name of organization

RALPH B ROGERS FOUNDATION

Employer identification number

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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**

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RALPH B ROGERS FOUNDATION

20-3452395

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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

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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**

**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 BK	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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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. 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.

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RALPH B ROGERS FOUNDATION

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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.	

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RALPH B ROGERS FOUNDATION

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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>
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.

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RALPH B ROGERS FOUNDATION

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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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RALPH B ROGERS FOUNDATION

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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 \$ <u>250,000.</u>

RALPH B ROGERS FOUNDATION

Form **990-W**

(Worksheet)

Department of the Treasury
Internal Revenue Service

FOR 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.)

20-3452395

OMB No. 1545-0976

2010

1	1
2	2
3	3
4	4
5	5
6	6
7	7
8	8
9	9
10a	3,500.
10b	
10c	3,500.

1 Unrelated business taxable income expected in the tax year

2 Tax on the amount on line 1. See instructions for tax computation

3 Alternative minimum tax (see instructions)

4 Total. Add lines 2 and 3

5 Estimated tax credits (see instructions)

6 Subtract line 5 from line 4

7 Other taxes (see instructions)

8 Total. Add lines 6 and 7

9 Credit for federal tax paid on fuels (see instructions)

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

10b 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

10c 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

	(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)**

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 STOCK	<u>5,000,000 00</u>	<u>519,843 35</u>	<u>534,950 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	3,800 00	93,015 00	92,703 00	-312 00
RAYTHEON CO	2,000 00	<u>79,780 00</u>	<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 0 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).

Application for Extension of Time To File an
Exempt Organization Return

► 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 ► **X**
- 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	Name of Exempt Organization RALPH B ROGERS FOUNDATION	Employer identification number 20-3452395
File by the due date for filing your return. See instructions	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 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 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.

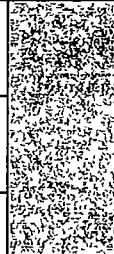
Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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 ►
- 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 RALPH B ROGERS FOUNDATION	 Employer identification number 20-3452395 For IRS use only
	Number, street, and room or suite number. If a P O box, see instructions. 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.

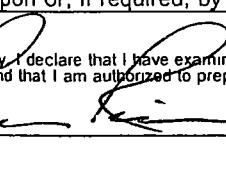
- The books are in care of. ► **KATHERINE ROBERTS**
Telephone No. ► **972-490-4500** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If 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.
b 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.
c 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 Rogers**

Date ► **8/13/2010**