Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
ROGERS FAMILY FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
1158 FIFTH AVENUE — 14B

City or town, state, and ZIP code
NEW YORK, NY 10029

A Employer identification number: 20-3997010

B Telephone number (see page 10 of the instructions): (212) 325-4618

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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 4,074,138.

J Accounting method: [X] 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 page 11 of 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 (attach schedule)	142,031.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	34,684.	34,684.		ATCH 1
	4 Dividends and interest from securities	9,136.	9,136.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	182,769.			
	b Gross sales price for all assets on line 6a 423,862.				
	7 Capital gain net income (from Part IV, line 2)		257,760.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	8,277.	6,410.		ATCH 3
	12 **Total.** Add lines 1 through 11	376,897.	307,990.		
Operating and 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)				
	b Accounting fees (attach schedule) ATCH 4	5,000.	2,500.	0.	2,500.
	c Other professional fees (attach schedule)				
	17 Interest ATTACHMENT 5	4,021.	4,021.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	2,582.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	35,812.	35,326.		486.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	47,415.	41,847.	0.	2,986.
	25 Contributions, gifts, grants paid	429,512.			428,685.
	26 Total expenses and disbursements Add lines 24 and 25	476,927.	41,847.	0.	431,671.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-100,030.			
	b **Net investment income** (if negative, enter -0-)		266,143.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

RECEIVED
NOV 22 2010
OGDEN, UT
IRS-OSC

SCANNED NOV 26 2010

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			
2	Savings and temporary cash investments	589,833.	1,311,155.	1,311,155.
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 page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges ATCH 8	486.	0.	0.
10 a	Investments - U S and state government obligations (attach schedule) **	2,588,210.	900,000.	900,000.
b	Investments - corporate stock (attach schedule) ATCH 10	0.	684,015.	684,174.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 11	1,000,000.	1,178,809.	1,178,809.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 12)	38.	0.	0.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,178,567.	4,073,979.	4,074,138.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ATCH 13)	319,520.	319,770.	
23	**Total liabilities** (add lines 17 through 22)	319,520.	319,770.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,859,047.	3,754,209.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,859,047.	3,754,209.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,178,567.	4,073,979.	

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	3,859,047.
2	Enter amount from Part I, line 27a	2	-100,030.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,759,017.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 14	5	4,808.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,754,209.

**ATCH 9

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
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	257,760.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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 page 18 of 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 (col (b) divided by col (c))
2008	339,484.	4,014,850.	0.084557
2007	214,819.	4,028,229.	0.053328
2006	377,845.	3,930,859.	0.096123
2005	486.	3,940,016.	0.000123
2004			

2 **Total** of line 1, column (d)	2	0.234131
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	0.058533
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,544,833.
5 Multiply line 4 by line 3	5	266,023.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,661.
7 Add lines 5 and 6	7	268,684.
8 Enter qualifying distributions from Part XII, line 4	8	431,671.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,661.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,661.
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	2,661.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,867.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,867.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,206.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 3,206. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ 0. (2) On foundation managers ▶$ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATTACHMENT 15	10	X	

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

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DORIAN A VERGOS & CO LLC Telephone no ▶ 212-307-4800

Located at ▶ 352 SEVENTH AVENUE, SUITE 1501 NEW YORK, NY ZIP + 4 ▶ 10001

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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? ☐ 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			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ ________, ________, ________, ________			
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 page 20 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ 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 page 22 of the 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 page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

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**

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 page 22 of the 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
ATTACHMENT 16		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 . . . . . . ▶

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 page 23 of the 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 . . . . ▶ 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	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,750,567.
b	Average of monthly cash balances	1b	1,848,576.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,014,901.
d	**Total** (add lines 1a, b, and c)	1d	4,614,044.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,614,044.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	69,211.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,544,833.
6	**Minimum investment return.** Enter 5% of line 5	6	227,242.

Part XI **Distributable Amount** (see page 25 of the 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	227,242.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,661.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,661.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	224,581.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	224,581.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	224,581.

Part XII **Qualifying Distributions** (see page 25 of the 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	431,671.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	431,671.
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 page 26 of the instructions)	5	2,661.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	429,010.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					224,581.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 07 ,20 06 ,20 05					
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005					
c From 2006	179,589.				
d From 2007	17,628.				
e From 2008	141,089.				
f **Total** of lines 3a through e		338,306.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 431,671.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2009 distributable amount					224,581.
e Remaining amount distributed out of corpus		207,090.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		545,396.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		545,396.			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006	179,589.				
c Excess from 2007	17,628.				
d Excess from 2008	141,089.				
e Excess from 2009	207,090.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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))

ATTACHMENT 17

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

N/A

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

Check here ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
ATTACHMENT 18				
Total ▶ **3a**				428,685.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	6,023.	
4 Dividends and interest from securities			14	37,797.	
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	6,410.	
8 Gain or (loss) from sales of assets other than inventory			18	182,769.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND				1,867.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				234,866.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 234,866.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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 page 29 of the instructions.)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 11-12-10 — Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date 11/10/10	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00085651	
Firm's name (or yours if self-employed), address, and ZIP code	DORIAN A VERGOS & COMPANY, LLC 352 7TH AVE - SUITE 1501 NEW YORK, NY 10001	EIN 13-3965068 Phone no 212-307-4800

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	**Employer identification number**
ROGERS FAMILY FOUNDATION C/O HARTLEY R ROGERS, TRUSTEE	20-3997010

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political 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) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 its 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).

Name of organization ROGERS FAMILY FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

Employer identification number 20-3997010

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HARTLEY R. ROGERS & AMY FALLS 1158 FIFTH AVENUE - APT. 14B NEW YORK, NY 10029	$ 140,781.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	HARTLEY R. ROGERS & AMY FALLS 1158 FIFTH AVENUE - APT. 14B NEW YORK, NY 10029	$ 1,250.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: ROGERS FAMILY FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

Employer identification number: 20-3997010

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
1	250 SHS OF APPLE INC 15 SHS OF BERKSHIRE HATHAWAY 350 SHS OF EXXON MOBIL 837 SHS OF INVESTMENT TECHNOLOGY GROUP	$ 140,781.	12/03/2009

(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
		$	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		THRU ADAMAS PARTNERS (ST) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
128,713.		0.					128,713.	
		THRU ADAMAS PARTNERS (LT) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
55,050.		0.					55,050.	
		250 SHS APPLE INC PROPERTY TYPE: SECURITIES				D	01/30/2006	VARIOUS
48,641.		18,988.					29,653.	
		100M DE KALB CNTY GA DEV AUTH 11/1/25 PROPERTY TYPE: SECURITIES				P	11/05/2008	11/01/2009
100,000.		100,000.						
		15 SHS BERKSHIER HATHAWAY CL B PROPERTY TYPE: SECURITIES				D	VARIOUS	VARIOUS
49,462.		27,483.					21,979.	
		350 SHS EXXON MOBIL CORP PROPERTY TYPE: SECURITIES				D	12/04/2001	VARIOUS
25,130.		13,266.					11,864.	
		837 SHS INVESTMENT TECH GRP PROPERTY TYPE: SECURITIES				D	12/03/2009	VARIOUS
15,672.		6,053.					9,619.	
		THRU ADAMAS PARTNERS (SECTION 1256 ST PO PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
353.		0.					353.	
		THRU ADAMAS PARTNERS (SECTION 1256 LT PO PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
529.		0.					529.	
TOTAL GAIN(LOSS)		....					257,760.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA CHECKING	16.	16.
BESSEMER TRUST - SWEEP INTEREST	6,007.	6,007.
BESSEMER TRUST - U.S. GOV'T INTEREST	6,160.	6,160.
BESSEMER TRUST - OTHER INTEREST	12,378.	12,378.
LESS: ACCRUED INTEREST	-38.	-38.
ADAMAS PARTNERS, L.P. - INTEREST INCOME	10,106.	10,106.
ADAMAS PARTNERS, L.P. - T/E INTEREST	55.	55.
TOTAL	34,684.	34,684.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BESSEMER TRUST - DIVIDENDS	6,642.	6,642.
ADAMAS PARTNERS, LP - DIVIDENDS	2,494.	2,494.
TOTAL	9,136.	9,136.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR EXCISE TAX OVERPAYMENT	1,867.	
ADAMAS PARTNERS, LP - ORD INCOME	-1,024.	-1,024.
ADAMAS PARTNERS, LP - RENTAL REAL ESTATE	-1,990.	-1,990.
MISCELLANEOUS INCOME	172.	172.
ADAMAS PARTNERS, LP - ROYALTIES	10.	10.
ADAMAS PARTNERS, LP - SECTION 1231 GAIN	312.	312.
ADAMAS PARTNERS, LP - OTHER PORTFOLIO	213.	213.
ADAMAS PARTNERS, LP - CANCELLATION DEBT	2,230.	2,230.
ADAMAS PARTNERS, LP - OTHER INCOME/LOSS	6,487.	6,487.
TOTALS	8,277.	6,410.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	5,000.	2,500.		2,500.
TOTALS	5,000.	2,500.	0.	2,500.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADAMAS PARTNERS LP - INV. INT.	4,021.	4,021.
TOTALS	4,021.	4,021.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX ('08 O/P)	1,867.
ADAMAS PARTNERS LP-FOREIGN TAX	533.
BESSEMER TRUST - FOREIGN TAX	182.
TOTALS	2,582.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADVISORY FEES (BESSEMER TRUST)	19,417.	19,417.	
AMORTIZATION	486.		486.
NY DEPT. OF LAW - FILING FEES	250.	250.	
AD - NY LAW JOURNAL	120.	120.	
ADAMAS PARTNERS, LP - SEC. 59	49.	49.	
ADAMAS PARTNERS, LP -PORT. DED	12,474.	12,474.	
ADAMAS PARTNERS, LP -OTHER DED	3,016.	3,016.	
TOTALS	35,812.	35,326.	486.

ROGERS FAMILY FOUNDATION 20-3997010

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
START UP ATTORNEY FEES	2,430.	2,430.
LESS: ACCUMULATED AMORTIZATION	-2,430.	-2,430.
TOTALS	0.	0.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST	0.	0.
US OBLIGATIONS TOTAL	0.	0.
BESSEMER TRUST - SEE ATTACHED	900,000.	900,000.
STATE OBLIGATIONS TOTAL	900,000.	900,000.
US AND STATE OBLIGATIONS TOTAL	900,000.	900,000.

BESSEMER TRUST

G119333

Statement dated December 31, 2009
8G9947 - THE ROGERS FAMILY FOUNDATION IM

Trade date basis

ACCOUNT HOLDINGS

Cash and short term

Cash and short term	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0.150 %	1,301,525.100	$1.00	$1,301,524	$1.000	$1,301,524	59.1%	CASH	$1,952	0.15%
FALLS CHURCH VA ECON DEV TAXABLE SER B WKLY RESET Not callable 0.350 % Due 07/01/2021 A1 /NR	100,000	100.00	100,000	100.000	100,000	4 5		350	0.35
TEXAS ST GO TAXABLE REF WEEKLY RESET Callable 2/02/2010 @100 000 0.330 % Due 12/01/2024 Aa1 /AA+	200,000	100.00	200,000	100.000	200,000	9.1		660	0.33
ANDREW W MELLON FNDTN NY TAXABLE WKLY PUT Callable 1/15/2010 @100.000 0 330 % Due 12/01/2032 Aaa /AAA	200,000	100.00	200,000	100.000	200,000	9.1		660	0.33
NEW HAMPSHIRE HLTH&ED FAC DARTMOUTH TAX WKLY PUT Callable 1/31/2010 @100.000 0.280 % Due 06/01/2041 Aa1 /AA+	200,000	100.00	200,000	100 000	200,000	9.1		560	0 28
RHODE ISLAND ST STUDENT LN ATH TAX B-5 WKLY RESET Callable 1/11/2010 @100.000 0.230 % Due 06/01/2048 Aa2 /AA-	200,000	100.00	200,000	100.000	200,000	9 1		460	0.23
Total cash and short term			$2,201,524		$2,201,524	100.0%		$4,642	
		LESS CASH	- 1,301,524		- 1,301,524				
			900,000		900,000				

FORM 990-PF, PART II, LINE 10a

PAGE 1 OF 1

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST - 8G9947	684,015.	684,174.
TOTALS	684,015.	684,174.

BESSEMER TRUST

Statement dated December 31, 2009
8G9947 - THE ROGERS FAMILY FOUNDATION IM

Trade date basis

FORM 990-PF, PART II, LINE 10b

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KOHL'S CORP *(KSS)*	120	54.61	6,553	53.930	6,471	2.7	(82)		
LOWES COS INC *(LOW)*	320	22.66	7,250	23.390	7,484	3.1	234	115	1.54
STAPLES INC *(SPLS)*	430	23.79	10,229	24.590	10,573	4.4	344	141	1.34
Total consumer discretionary			**$29,851**		**$30,655**	**12.7%**	**$804**	**$322**	**1.05%**
Consumer staples									
PROCTER & GAMBLE CO *(PG)*	170	$63.05	$10,718	$60.630	$10,307	4.3%	($411)	$299	2.90%
WAL-MART STORES INC *(WMT)*	150	54.65	8,198	53.450	8,017	3.3	(181)	163	2.04
Total consumer staples			**$18,916**		**$18,324**	**7.6%**	**($592)**	**$462**	**2.52%**
Energy									
APACHE CORP *(APA)*	70	$95.49	$6,684	$103.170	$7,221	3.0%	$537	$42	0.58%
EOG RES INC *(EOG)*	90	87.53	7,878	97.300	8,757	3 6	879	52	0.60
HESS CORP *(HES)*	130	59.64	7,753	60.500	7,865	3.3	112	52	0.66
WEATHERFORD INTL LTD	340	17.02	5,786	17.910	6,089	2.5	303		
Total energy			**$28,101**		**$29,932**	**12.4%**	**$1,831**	**$146**	**0.49%**
Financials									
AMERICAN EXPRESS *(AXP)*	220	$39.17	$8,617	$40.520	$8,914	3.7%	$297	$158	1.78%
JPMORGAN CHASE & CO *(JPM)*	190	41.73	7,929	41.670	7,917	3 3	(12)	38	0.48
MORGAN STANLEY GRP INC *(MS)*	280	30.41	8,514	29.600	8,288	3.5	(226)	56	0.68
T ROWE PRICE GROUP INC *(TROW)*	130	49.75	6,467	53.250	6,922	2.9	455	130	1 88
Total financials			**$31,527**		**$32,041**	**13.3%**	**$514**	**$382**	**1.19%**
Health care									
CELGENE CORP *(CELG)*	150	$57.25	$8,588	$55.680	$8,352	3.5%	($236)		
Consumer discretionary									
DISNEY (WALT) HOLDING CO *(DIS)*	190	$30.63	$5,819	$32.250	$6,127	2.6%	$308	$66	1.09%

PAGE 1 OF 4

BESSEMER TRUST

Statement dated December 31, 2009
8G9947 - THE ROGERS FAMILY FOUNDATION IM

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
JOHNSON & JOHNSON *(JNJ)*	80	64.60	5,168	64.410	5,152	2.1	(16)	156	3.04
PFIZER INC *(PFE)*	380	18.79	7,139	18.190	6,912	2.9	(227)	273	3 96
TEVA PHARM INDS LTD ADR	160	53.99	8,638	56.180	8,988	3.7	350	77	0 86
THERMO FISHER SCIENTIFIC *(TMO)*	110	48.28	5,311	47.690	5,245	2.2	(66)		
Total health care			$34,844		$34,649	14.4%	($195)	$506	1.46%
Industrials									
FEDEX CORP *(FDX)*	60	$86.48	$5,189	$83.450	$5,007	2.1%	($182)	$26	0.53%
ILLINOIS TOOL WORKS INC *(ITW)*	170	48.72	8,283	47.990	8,158	3.4	(125)	210	2.58
INGERSOLL-RAND PUBLIC LTD	210	35.79	7,515	35.740	7,505	3.1	(10)	58	0.78
TYCO INTL LTD NEW	210	35.66	7,488	35.680	7,492	3.1	4	168	2.24
UNION PACIFIC CORP *(UNP)*	80	64.63	5,170	63.900	5,112	2.1	(58)	86	1.69
UNITED PARCEL SERVICE CL B *(UPS)*	80	57.90	4,632	57.370	4,589	1.9	(43)	144	3.14
Total industrials			$38,277		$37,863	15.7%	($414)	$692	1.83%
Information technology									
CISCO SYSTEMS INC *(CSCO)*	440	$24.03	$10,572	$23.940	$10,533	4.4%	($39)		
EMC CORP *(EMC)*	420	16.77	7,043	17.470	7,337	3.1	294		
GOOGLE INC *(GOOG)*	10	588.20	5,882	619.980	6,199	2.6	317		
MICROSOFT CORP *(MSFT)*	270	30.06	8,115	30.480	8,229	3.4	114	140	1.71
PAYCHEX INC *(PAYX)*	230	32.05	7,371	30.640	7,047	2.9	(324)	285	4.05
Total information technology			$38,983		$39,345	16.4%	$362	$425	1.08%
Materials									
DOW CHEMICAL *(DOW)*	265	$27.84	$7,378	$27.630	$7,321	3.0%	($57)	$159	2.17%

FORM 990-PF, PART II, LINE 10b

PAGE 2 OF 4

Statement dated December 31, 2009
8G9947 - THE ROGERS FAMILY FOUNDATION IM

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
INTERNATIONAL PAPER *(IP)*	390	25.96	10,123	26.780	10,444	4.3	321	39	0 37
Total materials			$17,501		$17,765	7.4%	$264	$198	1.11%
Total u.s. large cap			$238,000		$240,574	100.0%	$2,574	$3,133	1.30%

Non-U.S. Large cap

Non-U.S. large cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WESTBURY NON-US LC FD BOOK COST 116,000	12,172.088	$9.53	$116,000	$9.300	$113,200	100.0%	($2,800)	$1,594	1.41%
Total non-u.s. large cap			$116,000		$113,200	100.0%	($2,800)	$1,594	1.41%

Global Small & Mid cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WEST GL SM & MD CAP FD BOOK COST 136,000	10,828.025	$12.56	$136,000	$12.770	$138,273	100.0%	$2,273	$1,126	0.81%
Total global small & mid cap			$136,000		$138,273	100.0%	$2,273	$1,126	0.81%

FORM 990-PF, PART II, LINE 10b

BESSEMER TRUST

Statement dated December 31, 2009
8G9947 - THE ROGERS FAMILY FOUNDATION IM

Trade date basis

Global Opportunities	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Global opportunities funds									
OLD WESTBURY GL OPPTIES FD BOOK COST 136,000	19,020.979	$7.15	$136,000	$7.070	$134,478	100.0%	($1,522)	$3,195	2.38%
Total global opportunities			$136,000		$134,478	100.0%	($1,522)	$3,195	2.38%

Real Return / Commodities	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Real return funds									
OLD WESTBURY REAL RETRN FD BOOK COST 58,000	5,846.774	$9.92	$58,000	$9.860	$57,649	100.0%	($351)	$508	0.88%
Total real return / commodities			$58,000		$57,649	100.0%	($351)	$508	0.88%

TOTAL VALUE OF ACCOUNT	$ 684,000	$ 684,174
RECONCILIATION DIFFERENCE	15	
	684,015	

PART 990-PF, PART II, LINE 10b

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ADAMAS PARTNERS, LP	1,178,809.	1,178,809.
TOTALS	1,178,809.	1,178,809.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST PAID C/F	0.	0.
TOTALS	0.	0.

FORM 990PF, PART II - OTHER LIABILITIES ATTACHMENT 13

DESCRIPTION		ENDING BOOK VALUE
DUE TO U.S. TRUST		319,520.
DUE TO DAVCO		250.
	TOTALS	319,770.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADAMAS PARTNERS LP -UNREALIZED GAIN/LOSS	4,796.
ADAMAS PARTNERS LP - NON DEDUCTIBLE EXP	12.
TOTAL	4,808.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 15

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
HARTLEY R. ROGERS & AMY FALLS 1158 FIFTH AVENUE - APT. 14B NEW YORK, NY 10029	12/03/2009	140,781.
HARTLEY R. ROGERS & AMY FALLS 1158 FIFTH AVENUE - APT. 14B NEW YORK, NY 10029	04/01/2009	1,250.
TOTAL CONTRIBUTION AMOUNTS		142,031.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HARTLEY R. ROGERS 1158 FIFTH AVENUE NEW YORK, NY 10029	TRUSTEE 1.00	0.	0.	0.
AMY FALLS 1158 FIFTH AVENUE NEW YORK, NY 10029	TRUSTEE 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HARTLEY R. ROGERS
AMY FALLS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	71,429
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	67,272
PHILLIPS ACADEMY ANDOVER 180 MAIN STREET ANDOVER, MA 01810	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	40,000
METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEW YORK, NY 10028	NONE TAX-EXEMPT	FOR THE OFGANIZATION'S CHARITABLE USE	333
RIVERKEEPER, INC 828 SOUTH BROADWAY TARRYTOWN, NY 10591	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000
NEIGHBORHOOD HOUSE 179 ROBIE STREET EAST SAINT PAUL, MN 55107	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CANTERBURY SOCIETY 985 MEMORIAL DR APT 103 CAMBRIDGE, MA 02138	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	200.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100.
DILLER-QUAILE SCHOOL OF MUSIC 24 EAST 95TH STREET NEW YORK, NY 10128	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	8,326
THE BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	150,000
THE PARISH OF ST MARY & ST JUDE PO BOX 105 NORTHEAST HARBOR, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500
THE SEED FOUNDATION 1776 MASSACHUSETTS AVENUE, N W , SUITE 600 WASHINGTON, DC 20036	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,440
ISLAND INSTITUTE 386 MAIN STREET ROCKLAND, ME 04841	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	10,000.
THE EPISCOPAL SCHOOL IN THE CITY OF NEW YORK 35 EAST 69TH STREET NEW YORK, NY 10021	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	10,000
THE SOCIETY OF THE CINCINNATI 50 SOUTH MAIN STREET PROVIDENCE, RI 02903	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	350
NATIONAL HYPERTENSION ASSOCIATION INC 324 E 30TH STREET NEW YORK, NY 10016	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100
THIRTEEN NYC 450 WEST 33RD STREET NEW YORK, NY 10001	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	375.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MYSTIC RIVER WATERSHED ASSOCIATION 20 ACADEMY STREET, SUITE 306 ARLINGTON, MA 02476	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500
NEW YORK BOTANICAL GARDEN 200TH AND KAZIMIROFF BLVD BRONX, NY 10458	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	120.
HARVARD VARSITY CLUB INC 65 N HARVARD STREET BOSTON, MA 02163	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	110
TROUT UNLIMITED'S COLDWATER CONSERVATION FUND 1300 N 17TH STREET ARLINGTON, VA 22209	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000
SAINT ANDREW'S DUNE CHURCH 12 GIN LANE SOUTHAMPTON, NY 11968	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500
OLD WESTBURY GARDENS POST OFFICE BOX 430 OLD WESTBURY, NY 11568	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	930

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCHOOL OF AMERICAN BALLET INC 70 LINCOLN CENTER PLZ FMT 5 NEW YORK, NY 10023	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,500
INTERNATIONAL RESCUE COMMITTEE 122 E 42ND STREET NEW YORK, NY 10168	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	4,250.
COLLEGE OF THE ATLANTIC 105 EDEN STREET BAR HARBOR, ME 04609	NONE TAX EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	5,000.
ORPHEUS CHAMBER ORCHESTRA INC 490 RIVERSIDE DRIVE, 11TH FLOOR NEW YORK, NY 10027	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	14,000.
NEW ENGLAND HISTORIC GENEALOGICAL SOCIETY INC 101 NEWBURY STREET BOSTON, MA 02116	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	20,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD CLUB OF NEW YORK CITY 35 WEST 44TH STREET NEW YORK, NY 10036	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	150
ADDISON GALLERY OF AMERICAN ART 180 MAIN ATREET ANDOVER, MA 01810	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVENUE NEW YORK, NY 10017	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.
ASSOCIATION OF PRESERVATION OF SUTTON ISLAND PO BOX 581 NORTHEAST HARBOR, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100
AFC FOUNDATION 801 N MUR LEN ROAD OLATHE, KS 66062	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	250
COLD SPRING HARBOR LABORATORY ASSOCIATION INC P.O BOX 100 COLD SPG HBR, NY 11724	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	9,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS IN GREATER NEW YORK 520 WEST 49TH STREET NEW YORK, NY 10019	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500
COOK FAMILY CHARITABLE TRUST P O BOX 1046 BU BOIS, PA 15801	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000
CHURCH OF THE HEAVENLY REST 2 EAST 90TH STREET NEW YORK, NY 10128	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	5,000.
		TOTAL CONTRIBUTIONS PAID	428,685

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust ROGERS FAMILY FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

Employer identification number 20-3997010

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	129,066.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	129,066.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	128,694.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	128,694.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2009**

JSA
9F1210 2 000

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			129,066.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			128,694.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			257,760.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.
Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-		22		
23	Subtract line 22 from line 17. If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (.15)			30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: ROGERS FAMILY FOUNDATION

Employer identification number: 20-3997010

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a THRU ADAMAS PARTNERS (ST)	VARIOUS	VARIOUS	128,713.	0.	128,713.
100M DE KALB CNTY GA DEV AUTH 11/1/25	11/05/2008	11/01/2009	100,000.	100,000.	
THRU ADAMAS PARTNERS (SECTION 1256 ST PORTION)	VARIOUS	VARIOUS	353.	0.	353.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 129,066.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2009**

JSA
9F1221 4 000

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a THRU ADAMAS PARTNERS (LT)	VARIOUS	VARIOUS	55,050.	0.	55,050.
250 SHS APPLE INC	01/30/2006	VARIOUS	48,641.	18,988.	29,653.
15 SHS BERKSHIER HATHAWAY CL B	VARIOUS	VARIOUS	49,462.	27,483.	21,979.
350 SHS EXXON MOBIL CORP	12/04/2001	VARIOUS	25,130.	13,266.	11,864.
837 SHS INVESTMENT TECH GRP	12/03/2009	VARIOUS	15,672.	6,053.	9,619.
THRU ADAMAS PARTNERS (SECTION 1256 LT PORTION)	VARIOUS	VARIOUS	529.	0.	529.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	128,694.

Form **8868** (Rev. April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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 From 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 ROGERS FAMILY FOUNDATION C/O HARTLEY R ROGERS, TRUSTEE	**Employer identification number** 20-3997010
	Number, street, and room or suite no. If a P.O. box, see instructions. 1158 FIFTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10029	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ DORIAN A VERGOS & CO LLC

Telephone No. ▶ 212 307-4800 FAX No. ▶ 212 307-7199

- 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 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ________, ____, and ending ________, ____ .

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**	$ 5,867.
b	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**	$ 1,867.
c	**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**	$ 4,000.

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 4-2009)

CRR# 7009 2250 0003 9174 0742

JSA 9F8054 2.000

- 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 ROGERS FAMILY FOUNDATION C/O HARTLEY R ROGERS, TRUSTEE	**Employer identification number** 20-3997010
	Number, street, and room or suite no If a P O box, see instructions 1158 FIFTH AVENUE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10029	

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

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] 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 the care of ▶ DORIAN A VERGOS & CO LLC

  Telephone No. ▶ 212 307-4800 FAX No. ▶ 212 307-7199
- 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 11/15/2010

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

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 ADDITIONAL TIME IS NEEDED TO OBTAIN INFORMATION NECESSARY TO PREPARE A COMPELTE 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	$ 5,867.
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	$ 1,867.
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 instructions.	8c	$ 4,000.

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 ▶ H. Geoff Romano Title ▶ CPA Date ▶ 10 Aug 2010

DORIAN A VERGOS & COMPANY, LLC
352 7TH AVE - SUITE 1501
NEW YORK, NY 10001

Form **8868** (Rev 4-2009)

CRR # 7009 0820 0000 1295 4502