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

OMB No. 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.THE ROGERS FOUNDATION
601 CHASE DRIVE
TYLER, TX 75701-9431

A Employer identification number

75-2143064

B Telephone number (see the instructions)

903-561-4041

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 40,093,629.

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)

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

60,000.

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

3 Interest on savings and temporary cash investments

734.

734.

4 Dividends and interest from securities

979,789.

979,789.

5a Gross rents

b Net rental income or (loss)

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

-135,334.

b Gross sales price for all assets on line 6a 8,697,307.

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

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11.

905,189.

980,523.

0.

13 Compensation of officers, directors, trustees, etc

145,000.

36,250.

108,750.

14 Other employee salaries and wages

15 Pension plans, employee benefits

6,503.

1,626.

4,877.

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See. St. 1

27,300.

6,825.

20,475.

c Other prof fees (attach sch) See. St. 2

158,576.

158,576.

17 Interest

18 Taxes (attach schedule)(see instr) See. Stm. 3

26,587.

19,119.

19 Depreciation (attach sch) and depletion

5,266.

5,266.

20 Occupancy

18,000.

4,500.

13,500.

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 4

6,096.

1,524.

4,572.

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

393,328.

233,686.

152,174.

25 Contributions, gifts, grants paid Part. XV

2,380,750.

2,380,750.

26 Total expenses and disbursements. Add lines 24 and 25.

2,774,078.

233,686.

0.

2,532,924.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,868,889.

b Net investment income (if negative, enter 0)

746,837.

c Adjusted net income (if negative, enter 0)

0.

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	5,889,319.	1,567,518.	1,567,518.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable	60,000.	60,000.	60,000.
	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	18,450.	10,982.	10,982.
	10a Investments — U.S. and state government obligations (attach schedule)	7,396,704.	7,785,677.	7,887,589.
	b Investments — corporate stock (attach schedule)	26,295,453.	27,053,653.	26,685,483.
	c Investments — corporate bonds (attach schedule)	2,227,727.	3,547,109.	3,691,287.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis	263,843.			
Less: accumulated depreciation (attach schedule) See Stmt. 5	74,880.	194,229.	188,963.	
15 Other assets (describe See Statement 6)	2,716.	1,807.	1,807.	
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	42,084,598.	40,215,709.	40,093,629.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET FUND ASSETS 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.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	42,084,598.	40,215,709.	
	30 Total net assets or fund balances (see the instructions)	42,084,598.	40,215,709.	
31 Total liabilities and net assets/fund balances (see the instructions)	42,084,598.	40,215,709.		

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	42,084,598.
2 Enter amount from Part I, line 27a	2	-1,868,889.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	40,215,709.
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	40,215,709.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Short Term Sales - Schedule 3		P	Various	Various
b Long-Term Sales - Schedule 3		P	Various	Various
c Other - Schedule 3		P	Various	Various
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 138,952.		132,286.	6,666.
b 8,538,049.		8,700,355.	-162,306.
c 20,306.			20,306.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			6,666.
b			-162,306.
c			20,306.
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	-135,334.
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	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	2,318,719.	42,862,104.	0.054097
2007	3,319,364.	49,103,613.	0.067599
2006	2,589,977.	46,210,329.	0.056048
2005	2,322,902.	45,228,955.	0.051359
2004	2,244,705.	44,128,188.	0.050868
2 Total of line 1, column (d).		2	0.279971
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	0.055994
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.		4	35,633,767.
5 Multiply line 4 by line 3.		5	1,995,277.
6 Enter 1% of net investment income (1% of Part I, line 27b).		6	7,468.
7 Add lines 5 and 6.		7	2,002,745.
8 Enter qualifying distributions from Part XII, line 4.		8	2,532,924.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,468.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,468.
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	7,468.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	18,450.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,450.	
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	10,982.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 10,982. Refunded	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities Continued

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes", attach schedule (see instructions)	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? Website address: <u>N/A</u>	13	X	
14. The books are in care of <u>Bryant & Welborn, LLP</u> Telephone no. <u>903-561-4041</u> Located at <u>601 Chase Drive, Tyler, TX</u> ZIP + 4 <u>75701-9431</u>			
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			N/A

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	N/A
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

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

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

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

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

5b N/A

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

N/A

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7b N/A

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

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
Robyn Rogers P.O. Box 8799 Tyler, TX 75711-8799	Pres / CEO 10.00	105,000.	0.	0.
Sheryl Rogers Palmer P.O. Box 8799 Tyler, TX 75711-8799	Vice Pres 5.00	20,000.	0.	0.
Paul W. Powell P.O. Box 8799 Tyler, TX 75711-8799	Sec / Treas 5.00	20,000.	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
Hester Capital Management, L.L.C. 1301 S. Mopac Expressway, Ste 350 Austin, TX	Investment Advisor	123,208.

Total number of others receiving over \$50,000 for professional services 0**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A ----- -----	
2 ----- -----	
All other program-related investments. See instructions.	
3 ----- -----	
Total. Add lines 1 through 3.	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	36,133,333.
b Average of monthly cash balances	1b	43,080.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	36,176,413.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	36,176,413.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	542,646.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,633,767.
6 Minimum investment return. Enter 5% of line 5	6	1,781,688.

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	1,781,688.
2a Tax on investment income for 2009 from Part VI, line 5	2a	7,468.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	7,468.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,774,220.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,774,220.
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	1,774,220.

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	2,532,924.
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	2,532,924.
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	7,468.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,525,456.

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.				1,774,220.
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	109,930.			
b From 2005	131,209.			
c From 2006	313,667.			
d From 2007	952,219.			
e From 2008	218,264.			
f Total of lines 3a through e	1,725,289.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 2,532,924.				
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.				1,774,220.
e Remaining amount distributed out of corpus	758,704.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	2,483,993.			
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.				0.
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)	109,930.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	2,374,063.			
10 Analysis of line 9:				
a Excess from 2005.	131,209.			
b Excess from 2006.	313,667.			
c Excess from 2007.	952,219.			
d Excess from 2008.	218,264.			
e Excess from 2009.	758,704.			

BAA

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 See Schedule 4	NONE		See Schedule 4	2,380,750.
Total				3a 2,380,750.
b Approved for future payment				
Total				3b

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

THE ROGERS FOUNDATION

Employer identification number

75-2143064

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule —

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

Special Rules —

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. ► \$ _____

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

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

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

Name of organization

Employer identification number

THE ROGERS FOUNDATION

75-2143064

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Rogers Children's Heritage Trust Two Houston, TX 77027	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE ROGERS FOUNDATION

75-2143064

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		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

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

Name of organization

Employer identification number

THE ROGERS FOUNDATION

75-2143064

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

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

FORM 990-PF
2009
SCHEDULE 4
THE ROGERS FOUNDATION
EIN 75-2143064

Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
AFP East Texas Chapter P.O. Box 9414 Tyler, TX 75711	None	Charitable	Donation Natl Philanthropy Day Sponsorship	\$ 500
Alzheimer's Alliance of NE Texas 3613 S. Broadway, Suite 401 Tyler, TX 75701	None	Charitable	Donation	20,000
Andrews Center 172 W. Front Street Tyler, TX 75702	None	Charitable	Donation	7,000
ARC of Tyler / Smith County 810 Vine Heights Tyler, TX 75701	None	Charitable	Donation	13,000
Baptist General Convention of Texas 333 N. Washington Dallas, TX 75246-1798	None	Religious	Donation	15,000
Baptist University of the Americas 8019 S. Pan Am Expressway San Antonio, TX 78224	None	Religious	Donation	5,000
Bethesda Health Clinic 409 W. Ferguson St. Tyler, TX 75702	None	Charitable	Donation	10,000
Boy Scouts of America 1331 E. Fifth Street Tyler, TX 75701	None	Charitable	Donation	2,500
Boys & Girls Clubs of East Texas P.O. Box 130153 Tyler, TX 75713	None	Charitable	Donation	50,000
Breckenridge Village 15062 CR 1145 Tyler, TX 75704	None	Charitable	Donation	205,000
Camp Deer Run, Inc. 1227 FM 4590 Winnsboro, TX 75494	None	Religious	Donation Capital Improvements	5,000

FORM 990-PF
2009
SCHEDULE 4
THE ROGERS FOUNDATION
EIN 75-2143064

Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Cancer Foundation for Life 12460 CR 168 Flint, TX 75762	None	Charitable	Donation	120,000
CASA for Kids of East Texas 318 E. Fifth Street Tyler, TX 75701	None	Charitable	Donation	2,000
Centrepont Ministries, Inc. P.O. Box 2464 Lindale, TX 75771	None	Religious	Donation	2,000
Children's Advocacy Center of Smith County 2210 Frankston Hwy Tyler, TX 75701	None	Charitable	Donation	1,500
Christian Homes & Family Services 13359 Hwy 155S Tyler, TX 75703	None	Charitable	Donation	1,000
Christian Women's Job Corps 235 S. Broadway Tyler, TX 75702	None	Charitable	Donation	20,000
Coaches Outreach 1720 Regal Row, Suite 152 Dallas, TX 75235	None	Charitable	Donation	5,000
Conference of Southwest Foundations 624 N. Good-Latimer Expy., Suite 100 Dallas, TX 75204	None	Charitable	Donation	1,750
Country for Our Country Military Warriors Support Foundation 8122 Datapoint, Suite 812 San Antonio, TX	None	Charitable	Donation Wounded Warrior Education Fundraiser	2,000
Cystic Fibrosis Foundation 305 S. Broadway, Suite 1000 Tyler, TX 75702	None	Charitable	Donation	5,000
Doulos Discovery Ministries, Inc. P.O. Box 3080 Burnsville, MN 55337	None	Educational	Donation Operating Funds for School	3,000

FORM 990-PF
2009
SCHEDULE 4
THE ROGERS FOUNDATION
EIN 75-2143064

Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
East Texas Chest Foundation P.O. Box 6554 Tyler, TX 75711	None	Charitable Asthma Camp	Donation	5,000
East Texas Crisis Center P.O. Box 7060 Tyler, TX 75711	None	Charitable	Donation	50,000
East Texas Leadership Forum 3131 McKinney Ave, Suite 720 Dallas, TX 75204	None	Charitable	Donation	5,000
East Texas Symphony Orchestra, Inc. P.O. Box 6323 Tyler, TX 75711-6323	None	Charitable Symphony on the Square	Donation	5,000
ETMC Foundation P.O. Box 6400 Tyler, TX 75711	None	Charitable	Donation	270,000
Fellowship of Christian Athletes P.O. Box 260559 Plano, TX 75026-0559	None	Charitable	Donation	5,000
First Baptist Church of Tyler 301 W. Ferguson Tyler, TX 75702	None	Religious	Donation	20,000
Higher Heights Baptist Church 3510 Chandler Hwy Tyler, TX 75702	None	Religious	Donation	5,000
Hospice of East Texas 3800 Paluxy, Suite 560 Tyler, TX 75703	None	Charitable	Donation	33,000
Junior Achievement 2737 S. Broadway, Suite 207 Tyler, TX 75701	None	Charitable	Donation	5,000
Junior League of Tyler, Inc. 1919 S. Donnybrook Tyler, TX 75701	None	Charitable	Donation	15,000

FORM 990-PF
2009
SCHEDULE 4
THE ROGERS FOUNDATION
EIN 75-2143064

Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
KVNE Encouragement FM P.O. Box 8525 Tyler, TX	None	Religious	Donation	10,000
Literacy Council of Tyler P. O. Box 6662 Tyler, TX 75711-6662	None	Charitable	Donation	20,000
Make-A-Wish Foundation 215 Winchester Drive, Suite 109 Tyler, TX 75701	None	Charitable	Donation	14,000
Meals on Wheels Ministry, Inc. 1915 Garden Valley Road Tyler, Texas 75702	None	Charitable	Donation	150,000
PATH 402 W. Front St. Tyler, TX 75702	None	Charitable	Donation School Supply Train	20,000
Salvation Army 717 N. Spring Avenue Tyler, TX 75702	None	Charitable	Donation	5,000
Sun Valley Center for Arts P. O. Box 656 Sun Valley, ID 83353	None	Charitable	Donation	35,000
Sun Valley Summer Symphony P. O. Box 1914 Sun Valley, ID 83353	None	Charitable	Donation	10,000
Tejas Missions, Inc. 4700 Kinsey Drive Tyler, TX 75703	None	Charitable	Donation	20,000
Texas Fellowship of Cowboy Churches P. O. Box 609 Maypearl, TX 76064	None	Religious	Donation	20,000
The Discovery Science Place 308 N. Broadway Tyler, TX 75702	None	Charitable	Donation	15,000

FORM 990-PF
2009
SCHEDULE 4
THE ROGERS FOUNDATION
EIN 75-2143064

Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Leukemia & Lymphoma Society 8111 LBJ Freeway, Suite 425 Dallas, TX 75251	None	Charitable	Donation	10,000
Trinity Lutheran Church Jim Alan Van Fund 2001 Hunter St. Tyler, TX 75701	None	Religious Van Purchase	Donation	2,000
Truett Theological Seminary Attn: Dr. Richard Scott c/o Baylor University P.O. Box 97026 Waco, TX 76715	None	Educational	Donation	20,000
Tyler Civic Theatre Center 400 Rose Park Drive Tyler, TX 75701	None	Charitable Capital Improvements	Donation	25,000
Tyler Museum of Art 1300 S. Mahon Tyler, TX 75701	None	Charitable Capital Campaign	Donation	1,060,000
Tyler Rose Museum P. O. Box 8224 Tyler, TX 75711	None	Charitable	Donation	2,500
United Way's Development Center 4000 Southpark, Suite 1200 Tyler, TX 75703	None	Charitable	Donation	10,000
Women's Symphony League P.O. Box 6823 Tyler, TX 75711	None	Charitable 2010 Symphony Ball	Donation	15,000
Young Audiences 200 E. Amherst Street Tyler, TX 75701	None	Charitable	Donation	<u>3,000</u>
Total Donations				<u>2,380,750</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545 1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only. ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	THE ROGERS FOUNDATION	75-2143064
	Number, street, and room or suite number. If a P.O. box, see instructions	
	601 CHASE DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	TYLER, TX 75701-9431	

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 ► Bryant & Welborn, LLP

Telephone No. ► 903-561-4041 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	\$ 18,450.
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	\$ 18,450.
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	\$ 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)

Client 5688

THE ROGERS FOUNDATION

75-2143064

6/11/10

11:20AM

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bryant & Welborn, LLP.	\$ 27,300.	\$ 6,825.		\$ 20,475.
Total	<u>\$ 27,300.</u>	<u>\$ 6,825.</u>	<u>\$ 0.</u>	<u>\$ 20,475.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary Fees-Southside Bank.	\$ 35,368.	\$ 35,368.		
Hester Capital Fee.....	123,208.	123,208.		
Total	<u>\$ 158,576.</u>	<u>\$ 158,576.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax.	\$ 7,468.			
Foreign Taxes withheld from Dividends	19,119.	\$ 19,119.		
Total	<u>\$ 26,587.</u>	<u>\$ 19,119.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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
Dues & Subscriptions.....	\$ 495.	\$ 124.		\$ 371.
Insurance	5,192.	1,298.		3,894.
Office Epenses	409.	102.		307.
Total	<u>\$ 6,096.</u>	<u>\$ 1,524.</u>	<u>\$ 0.</u>	<u>\$ 4,572.</u>

Client 5688

THE ROGERS FOUNDATION

75-2143064

6/11/10

11:20AM

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	\$ 263,843.	\$ 74,880.	\$ 188,963.	\$ 0.
Machinery and Equipment	0.	0.	0.	188,963.
Total	<u>\$ 263,843.</u>	<u>\$ 74,880.</u>	<u>\$ 188,963.</u>	<u>\$ 188,963.</u>

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Accrued Interest Purchased.....	\$ 1,631.	\$ 1,631.
Dividends Receivable	176.	176.
Total	<u>\$ 1,807.</u>	<u>\$ 1,807.</u>

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name:

Robyn Rogers

Care Of:

Street Address:

P.O. Box 8799

City, State, Zip Code:

Tyler, TX 75711

Telephone:

903-561-4041

Form and Content:

See attached Schedule 1

Submission Deadlines:

October 1

Restrictions on Awards:

Organizations requesting grants must be located in Texas or Idaho

2009

Federal Supporting Detail

Page 1

Client 5688

THE ROGERS FOUNDATION

75-2143064

6/11/10

11.20AM

Balance Sheet

Prepaid expenses and deferred charges

Prepaid Excise Tax ..	Total	\$ 10,982.
		<u>\$ 10,982.</u>

FMV of Assets (990-PF)

Prepaid expenses and deferred charges

Prepaid Excise Tax ...	Total	\$ 10,982.
		<u>\$ 10,982.</u>

**FROM 990-PF
2009
SCHEDULE 1
THE ROGERS FOUNDATION
EIN 75-2143064**

Part XV - Line 2b

The specific purposes for which the Foundation is organized shall be to promote education by providing funds for schools and educational programs and for scholarships and scholarship funds; and for such other educational, charitable, or religious purposes as the directors of the Corporation deem appropriate.

Contributions, Grants, Scholarships, and Scholarship Funds are only given through qualified organizations that meet the qualifications as exempt under Section 501(c)(3) of the Internal Revenue Code. Organizations must be located in Texas or Idaho.

If you are a qualifying organization under 501(c)(3) of the Internal Revenue Code and have a valid educational or charitable request, this request should be sent to the Foundation at P. O. Box 8799, Tyler, Texas 75711, with the following information:

- I. Name of your organization:
Address of your organization
Telephone number of your organization
- II. Information about applicant:
 1. Exempt status
 2. Copy of ruling or determination letter from IRS
 3. Is the applicant organized as a nonprofit organization under state law?
If so, what state?
 4. Description of applicant's purposes and activities in general.
 5. Is the applicant controlled by, related to, connected with, or sponsored by another organization? If yes, explain.
 6. List the names, addresses and titles of each member of the applicant's governing board.
- III. Use of Proposed Grant or Gift:
 1. Amount requested
 2. Describe in detail how the amount requested will be used and the benefit it will provide.
 3. Person to contact who will administer the proposed grant or gift.
Include a description of the person's experience and qualifications to administer the program.
- IV. A statement signed by an officer of the application that:
"From my own knowledge, I state the information given in this application is correct. The applicant organization has authorized me to make this application."

THE ROGERS FOUNDATION
SCHEDULE 2
2009
EIN 75-2143064

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments-U.S. and State Obligations - Page 2, Line 10a</u>			
US Treasury Notes	499,835	501,283	585,503
FNMA	2,654,936	2,669,101	2,669,200
FHLB	3,002,062	827,448	843,955
Fed Farm Credit	500,000	-	-
FHLMC	697,500	1,066,250	1,100,165
GNMA	42,371	2,721,595	2,688,766
Total Investments-U.S. & State Govt Obligations	7,396,704	7,785,677	7,887,589

Investments - Corporate Stock - Page 2, Line 10b

16,000	Accenture Ltd Bermuda	446,177	567,935	664,000
5,300	Affiliated Managers Group	451,062	247,734	356,955
16,850	Alcoa, Inc	378,632	444,238	271,622
13,000	Amdocs Ltd	425,726	425,726	370,890
	American Express Co	406,503	-	-
4,200	Apache Corp	261,209	274,478	433,314
6,000	Baker Hughes, Inc.	148,990	209,195	242,880
4,900	Barclays Bank Ipath	-	304,921	313,894
24,150	Broadridge Fincl Sol	490,853	440,894	544,824
19,533	CVS / Caremark Corp	512,780	681,555	629,158
13,450	Choice Hotels Intl	423,412	360,436	425,827
18,100	Cisco Sys Inc	320,584	347,895	433,314
11,650	Coca Cola Co	431,714	526,893	664,050
6,950	Conocophillips	95,731	277,591	354,937
11,925	Covidien Ltd	465,136	441,914	571,088
54,650	Del Monte Foods Co	801,860	514,641	619,731
	Dell, Inc.	341,269	-	-
5,000	Dentsply Intl New	104,001	56,522	175,850
8,150	Equitable Resources Inc	162,591	242,528	357,948
7,550	emerson Electric Co.	-	243,853	321,630
9,600	Exxon Mobil Corp	348,607	516,398	654,624
21,350	Fidelity Natl Informational Services	461,294	461,294	500,444
4,000	General Dynamics Corp	164,288	146,034	272,680
11,150	General Electric Co	385,214	385,214	168,700
	Grainger WW Inc	150,025	-	-
16,214	Hanesbrands, Inc	642,623	382,873	390,920
8,550	Hewlett Packard Co	304,035	275,079	440,410
5,500	Illinois Tool Wks Inc	246,759	246,759	263,945
23,150	Intel Corp	273,025	501,490	472,260
3,200	International Business Machines	289,002	289,002	418,880
10,750	Intl Flavors & Fragrances	812,923	478,845	442,255
5,300	Intrepid Potash Inc.	-	102,242	154,601
6,600	1 shares Tr MSCI South Korea Index	-	304,575	314,424

THE ROGERS FOUNDATION
SCHEDULE 2
2009
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	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments - Corporate Stock - Page 2, Line 10b - continued</u>			
13,000 1 shares Tr MSCI Hong Kong Index	-	202,930	203,580
102,100 1 shares Index MSCI EAFE	7,724,088	7,724,088	5,644,088
8,300 Joy Global Inc	201,324	241,543	428,031
10,850 Kimberly Clark Corp	642,783	681,148	691,254
22,100 Koninklijke Phillips Elec	680,212	680,212	650,624
25,200 MDU Res Group Inc	376,059	496,015	594,720
10,850 Microsoft Corp	286,811	286,811	330,708
33,900 News Corp	722,996	722,996	464,091
7,900 Nike Inc	289,317	330,615	521,953
7,550 Noble Corp	-	272,168	307,285
- Oracle Corp	99,932	-	-
6,050 Petroleo Brasileiro Sa Petrobras Com	246,364	246,364	288,464
12,000 Quest Diagnostics Inc	399,962	460,732	724,560
14,225 Republic Services Inc	258,375	258,375	402,710
- Seagate Technology	-	-	-
25,900 SK Telecom Company Ltd	469,167	590,762	421,134
- SLM Corporation	327,331	-	-
3,900 Tetra Technologies	71,553	71,553	43,212
13,700 Thermo Fisher Scientific	-	508,857	653,353
15,175 Tyco Intl Ltd	212,795	453,007	541,444
- Tyco Electronics Ltd	324,935	-	-
25,450 Viacom Inc CL B	1,010,752	1,010,752	756,628
3,650 Wellpoint, Inc.	329,897	185,250	212,758
12,350 Wesco International Inc	735,727	745,007	333,573
11,950 Western Union Co	139,048	185,714	225,258
Total Investments - Corporate Stock	<u>26,295,453</u>	<u>27,053,653</u>	<u>26,685,483</u>
<u>Investments - Corporate Bonds - Page 2, Line 10c</u>			
100,000 Astra Zenica PLC	104,150	104,150	109,235
250,000 BPCompany Guaranteed	-	249,033	255,752
200,000 Bellsouth Corp	190,200	190,200	214,198
100,000 Berkshire Hathaway	103,452	103,452	106,609
150,000 Collin Cnty Tx Build America	-	152,277	148,413
120,000 Columbia MO SP Oblig	-	121,366	117,920
275,000 Emerson Electric Co.I	-	279,150	284,421
200,000 Estee Lauder	200,134	200,134	204,598
75,000 General Electric Co. 5%	-	70,856	79,347
200,000 General Electric Co	201,942	201,942	204,372
150,000 GE Cap Corp	153,517	153,517	155,961
250,000 Hewlett Packard Co	260,963	260,963	268,203
270,000 IBM Intl Group	279,647	279,647	292,472
500,000 JPMorgan Chase & Co 5.15%	475,165	475,165	517,775
200,000 JPMorgan Chase & Co 4.65%	-	200,000	210,688

THE ROGERS FOUNDATION
SCHEDULE 2
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	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
250,000 Occidental Petroleum Corp	-	246,700	251,830
250,000 Verizon Communications	258,557	258,557	269,493
Total Investments - Corporate Bonds	2,227,727	3,547,109	3,691,287

THE ROGERS FOUNDATION
2009 FORM 990-PF
SCHEDULE 3
EIN 75-2143064

<u>(a) Description of Property Sold</u>	<u># Shares</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>	<u>(e) Sales Price</u>	<u>(g) Cost or Basis</u>	<u>(h) Gain or (Loss)</u>
Part IV: Capital Gains and Losses for Tax on Investment Income: Short Term							
GNMA #81341	55	Purchase	4/30/08	1/20/09	55	56	(1)
FNMA 5.5% M	3,613	Purchase	5/8/08	1/26/09	3,613	3,677	(64)
GNMA #81341	56	Purchase	4/30/08	2/5/09	56	57	(1)
FNMA 5.5% M	5,211	Purchase	5/8/08	2/25/09	5,211	5,304	(93)
GNMA #81341	56	Purchase	4/3/08	3/20/09	56	57	(1)
FNMA 5.5% M	3,360	Purchase	5/8/08	3/25/09	3,360	3,420	(60)
GNMA #81341	56	Purchase	4/30/08	4/20/09	56	57	(1)
FNMA 5.5% M	3,343	Purchase	5/8/08	4/27/09	3,343	3,402	(59)
GNMA #704656	1,296	Purchase	9/2/09	10/15/09	1,296	1,317	(21)
GNMA #704656	3,644	Purchase	9/2/09	11/16/09	3,644	3,701	(57)
GNMA #704656	3,538	Purchase	9/2/09	12/15/09	3,538	3,593	(55)
GNMA #4404	2,354	Purchase	6/9/09	7/20/09	2,354	2,353	1
GNMA #4404	2,284	Purchase	6/9/09	8/20/09	2,283	2,282	1
GNMA #4404	2,234	Purchase	6/9/09	9/21/09	2,234	2,233	1
GNMA #4404	3,917	Purchase	6/9/09	10/20/09	3,917	3,915	2
GNMA #4404	2,299	Purchase	6/9/09	11/20/09	2,299	2,297	2
GNMA #4404	2,254	Purchase	6/9/09	12/21/09	2,254	2,253	1
GNMA #71074	1,431	Purchase	9/2/09	10/15/09	1,431	1,414	17
GNMA #71074	1,478	Purchase	9/2/09	11/16/09	1,478	1,461	17
GNMA #71074	1,515	Purchase	9/2/09	12/15/09	1,515	1,497	18
Thermo Fisher Scientific Inc.	900	Purchase	11/3/09	12/22/09	43,592	39,706	3,886
Wellpoint Inc. Com	700	Purchase	Various	8/17/09	37,876	35,546	2,330
Wellpoint Inc. Com	250	Purchase	8/25/08	8/20/09	13,491	12,688	803
Totals - Short-Term Gain (Loss)					138,952	132,286	6,666

Part IV: Capital Gains and Losses for Tax on Investment Income: Long Term

Accenture PLC CL A	400	Purchase	5/14/07	12/22/09	16,260	14,198	2,062
Affiliated Managers Group	4,350	Purchase	4/11/02	2/5/09	196,768	203,329	(6,561)
American Express Co Com	3,850	Purchase	3/3/08	4/8/09	60,219	161,344	(101,125)
American Express Co Com	5,850	Purchase	3/3/08	4/9/09	103,614	245,159	(141,545)
Broadridge Financial Solutions	5,900	Purchase	6/12/07	8/17/09	119,403	107,713	11,690
Choice Hotels Intl Inc. Com	200	Purchase	6/20/08	9/16/09	6,400	5,360	1,040
Choice Hotels Intl Inc. Com	600	Purchase	6/20/08	9/29/09	19,176	16,079	3,097
Choice Hotels Intl Inc. Com	1,550	Purchase	6/20/08	10/14/09	49,851	41,537	8,314
Coca Cola Co.	1,400	Purchase	5/17/01	12/22/09	80,249	63,318	16,931
Covidien PLC	1,150	Purchase	4/12/99	12/22/09	54,180	42,616	11,564
Covidien PLC	2,350	Purchase	4/12/99	12/28/09	114,112	87,086	27,026
Del Monte Foods Co.	30,500	Purchase	2/25/03	6/30/09	283,935	287,219	(3,284)
Dell Inc	12,500	Purchase	3/29/06	1/20/09	123,099	341,269	(218,170)
Dentsply Intl Com	3,250	Purchase	5/24/00	7/30/09	114,510	36,739	77,771
Dentsply Intl Com	950	Purchase	5/24/00	12/22/09	33,213	10,739	22,474
Exxon Mobil Corp Com	200	Purchase	7/21/04	1/26/09	15,738	9,617	6,121
Fed Farm Credit Bank 6.75%	500,000	Purchase	9/29/99	7/7/09	500,000	500,000	-
Fed Farm Credit Bank Callable	300,000	Purchase	12/16/08	12/29/09	300,000	300,000	-
FNMA 4.5%	500,000	Purchase	1/4/05	8/13/09	500,000	503,630	(3,630)
FNMA 5.5%	3,325	Purchase	5/8/08	5/26/09	3,325	3,385	(60)
FNMA 5.5%	3,308	Purchase	5/8/08	6/25/09	3,308	3,367	(59)
FNMA 5.5%	3,291	Purchase	5/8/08	7/28/09	3,291	3,350	(59)
FNMA 5.5%	3,274	Purchase	5/8/08	8/25/09	3,274	3,332	(58)

THE ROGERS FOUNDATION
2009 FORM 990-PF
SCHEDULE 3
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<u>(a) Description of Property Sold</u>	<u># Shares</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>	<u>(e) Sales Price</u>	<u>(g) Cost or Basis</u>	<u>(h) Gain or (Loss)</u>
FNMA 5.5%	3,257	Purchase	5/8/08	9/25/09	3,257	3,315	(58)
FNMA 5.5%	3,240	Purchase	5/8/08	10/26/09	3,240	3,298	(58)
FNMA 5.5%	3,223	Purchase	5/8/08	11/25/09	3,223	3,280	(57)
FNMA 5.5%	3,206	Purchase	5/8/08	12/28/09	3,206	3,263	(57)
FHLB DEB 5.705%	500,000	Purchase	8/18/99	3/2/09	500,000	461,719	38,281
FHLB DEB 5.86%	1,000,000	Purchase	4/30/99	4/14/09	1,000,000	992,500	7,500
FHLB DEB 5.9%	500,000	Purchase	3/25/99	3/26/09	500,000	500,156	(156)
FNMA 3.125%	250,000	Purchase	8/18/04	3/16/09	250,000	243,175	6,825
FNMA 3.85%	300,000	Purchase	11/18/04	4/14/09	300,000	299,460	540
FNMA 5%	250,000	Purchase	4/3/03	4/6/09	250,000	248,500	1,500
FNMA 6.375%	1,000,000	Purchase	6/3/99	6/15/09	1,000,000	998,370	1,630
General Dynamics Corp	500	Purchase	7/19/02	12/22/09	34,028	18,254	15,772
GNMA #81341 5.5%	58	Purchase	4/30/08	5/20/09	58	59	(1)
GNMA #81341 5.5%	57	Purchase	4/30/08	6/22/09	57	58	(1)
GNMA #81341 5.5%	2,579	Purchase	4/30/08	7/20/09	2,579	2,631	(52)
GNMA #81341 5.5%	4,776	Purchase	4/30/08	8/20/09	4,776	4,872	(96)
GNMA #81341 5.5%	56	Purchase	4/30/08	9/21/09	56	57	(1)
GNMA #81341 5.5%	59	Purchase	4/30/08	10/20/09	60	61	(1)
GNMA #81341 5.5%	55	Purchase	4/30/08	11/20/09	55	56	(1)
GNMA #81341 5.5%	65	Purchase	4/30/08	12/21/09	65	67	(2)
Grainger W W Inc Com	1,900	Purchase	2/22/01	3/2/09	121,740	76,013	45,727
Grainger W W Inc Com	1,850	Purchase	2/22/01	3/3/09	118,706	74,013	44,693
Hanesbrands Inc.	11,000	Purchase	11/8/06	12/1/09	266,287	259,751	6,536
Hewlett Packard Co.	900	Purchase	5/1/02	12/22/09	47,100	28,956	18,144
Intl Flavors & Fragrances, Inc.	5,300	Purchase	3/28/08	12/1/09	217,372	236,082	(18,710)
Intl Flavors & Fragrances, Inc.	2,200	Purchase	3/28/08	12/2/09	90,525	97,996	(7,471)
Joy Global Inc	2,600	Purchase	9/27/06	6/9/09	106,873	73,626	33,247
Joy Global Inc	3,250	Purchase	9/27/06	8/7/09	138,981	94,580	44,401
Joy Global Inc	2,150	Purchase	9/27/06	9/16/09	101,310	62,568	38,742
Joy Global Inc	1,650	Purchase	9/27/06	12/22/09	87,641	48,017	39,624
Oracle Corp Com	7,500	Purchase	11/17/98	1/20/09	121,324	50,301	71,023
Oracle Corp Com	7,400	Purchase	11/17/98	1/21/09	122,555	49,630	72,925
Quest Diagnostics Inc.	450	Purchase	6/24/03	12/11/09	27,061	16,437	10,624
SLM Corporation	2,100	Purchase	12/12/07	1/20/09	25,111	59,774	(34,663)
SLM Corporation	9,400	Purchase	12/12/07	1/21/09	104,101	267,557	(163,456)
Tyco Electronics Ltd	10,375	Purchase	4/12/99	1/20/09	156,451	324,935	(168,484)
Wellpoint Inc.	884	Purchase	8/25/08	12/21/09	53,127	44,866	8,261
Wellpoint Inc.	1,216	Purchase	8/25/08	12/21/09	73,201	61,716	11,485
Totals - Long-term Gain (Loss)					8,538,049	8,700,355	(162,306)

Other Transactions - Proceeds from Class Action Legal Settlements:

Tyco Intl Ltd	1,386	-	1,386
AIG	5,420	-	5,420
Gemstar	372	-	372
Cardinal Health	13,128	-	13,128
Totals - Other Transactions	20,306	-	20,306