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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

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 2010, or tax year beginning , and ending

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

Name of foundation ROGERS RISSLER FOUNDATION		A Employer identification number 20-0513833
Number and street (or P.O. box number if mail is not delivered to street address) C/O BESSEMER TRUST, 630 FIFTH AVENUE	Room/suite	B Telephone number 212 708-9216
City or town, state, and ZIP code NEW YORK, NY 10111		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 776,953.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		38.	38.		STATEMENT 1
4 Dividends and interest from securities		18,457.	18,457.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		571.			
b Gross sales price for all assets on line 6a		2,152.			
7 Capital gain net income (from Part IV, line 2)			571.		
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)					
11 Other income		357.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		19,423.	19,066.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		4,000.	0.		4,000.
c Other professional fees		255.	255.		0.
17 Interest					
18 Taxes		456.	99.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		4,711.	354.		4,000.
25 Contributions, gifts, grants paid		128,820.			128,820.
26 Total expenses and disbursements. Add lines 24 and 25		133,531.	354.		132,820.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<114,108.>			
b Net investment income (if negative, enter -0-)			18,712.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,009.		
	2 Savings and temporary cash investments		13,248.	13,248.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	412,823.	319,729.	543,903.
	c Investments - corporate bonds STMT 8	200,075.	172,168.	175,568.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	42,588.	37,241.	44,234.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	656,495.	542,386.	776,953.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	656,495.	542,386.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	656,495.	542,386.		
31 Total liabilities and net assets/fund balances	656,495.	542,386.		

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	656,495.
2 Enter amount from Part I, line 27a	2	<114,108.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	542,387.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	542,386.

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 BESSEMER	P	VARIOUS	VARIOUS
b BESSEMER	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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			<148.>
b			<1,433.>
c 2,152.			2,152.
d			
e			

(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			<148.>
b			<1,433.>
c			2,152.
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	571.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	111,298.	817,646.	.136120
2008	149,784.	943,246.	.158796
2007	73,200.	1,141,721.	.064114
2006	113,151.	987,445.	.114590
2005	96,317.	768,497.	.125332

2 Total of line 1, column (d)	2	.598952
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	.119790
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	790,413.
5 Multiply line 4 by line 3	5	94,684.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	187.
7 Add lines 5 and 6	7	94,871.
8 Enter qualifying distributions from Part XII, line 4	8	132,820.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	187.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	187.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	187.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	357.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	357.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	170.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 170. Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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, col. (c), and Part XIV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (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

N/A

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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?	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>BESSEMER TRUST</u>	Telephone no. ► <u>212-708-9216</u>		
Located at ► <u>630 FIFTH AVENUE, NEW YORK, NY</u>		ZIP+4 ► <u>10111-0333</u>		
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	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2010?		1c
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 instructions.)	N/A	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 2010 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 2010)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2010?		4b

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A
▶ ☐**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES A ROGERS	PRESIDENT/TREASURER			
C/O BESSEMER TRUST, 630 FIFTH AVENUE				
NEW YORK, NY 10111	10.00	0.	0.	0.
PATRICIA RISSLER	VICE PRESIDENT/SECRETARY			
C/O BESSEMER TRUST, 630 FIFTH AVENUE				
NEW YORK, NY 10111	10.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000**0**

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Part 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	775,178.
b	Average of monthly cash balances	1b	27,272.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	802,450.
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	802,450.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,037.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	790,413.
6	Minimum investment return. Enter 5% of line 5	6	39,521.

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	39,521.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	187.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	187.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,334.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,334.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,334.

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	132,820.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	132,820.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	187.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	132,633.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				39,334.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	60,258.			
b From 2006	69,177.			
c From 2007	17,191.			
d From 2008	109,354.			
e From 2009	70,470.			
f Total of lines 3a through e	326,450.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	132,820.			
a Applied to 2009, 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 2010 distributable amount				39,334.
e Remaining amount distributed out of corpus	93,486.			
5 Excess distributions carryover applied to 2010 (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:	419,936.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	60,258.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	359,678.			
10 Analysis of line 9:				
a Excess from 2006	69,177.			
b Excess from 2007	17,191.			
c Excess from 2008	109,354.			
d Excess from 2009	70,470.			
e Excess from 2010	93,486.			

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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 _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

MONA ENG-GOLDBERG

Firm's name ► **BESSEMER TRUST**

630 FIFTH AVENUE

Firm's address ► NEW YORK, NY 10111

Phone no.	212 708-9100
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Form **990-PF** (2010)

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST-INVESTMENT SERVICE FEES	253.	253.		0.
BESSEMER TRUST-INVESTMENT SERVICE FEES	2.	2.		0.
TO FORM 990-PF, PG 1, LN 16C	255.	255.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER-FOREIGN TAX PAID	99.	99.		0.
EXCISE TAX	357.	0.		0.
TO FORM 990-PF, PG 1, LN 18	456.	99.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	319,729.	543,903.
TOTAL TO FORM 990-PF, PART II, LINE 10B	319,729.	543,903.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	172,168.	175,568.
TOTAL TO FORM 990-PF, PART II, LINE 10C	172,168.	175,568.

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

SOURCE	AMOUNT
BESSEMER TRUST	37.
BESSEMER TRUST	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	2,820.	0.	2,820.
BESSEMER TRUST	17,789.	2,152.	15,637.
TOTAL TO FM 990-PF, PART I, LN 4	20,609.	2,152.	18,457.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2009 EXCISE TAX CREDIT	357.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	357.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEE	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	0.		4,000.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	COST	37,241.	44,234.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,241.	44,234.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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NAME OF MANAGER

JAMES A ROGERS
PATRICIA RISSLER

Bessemer Trust

Account Details

Report dated December 31, 2010

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
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ROGERS RISSLER FOUNDATION IM

CASH AND SHORT TERM

CASH AVAILABLE

999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999995	INCOME CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999996	NET CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
Total CASH AVAILABLE					\$0		\$0	0 0%	\$0	\$0	

CASH EQUIVALENTS

999990	BESSEMER SWEEP PROGRAM		11,498 590	\$1 00	\$11,498	\$1 000	\$11,498	100 0%	\$0	\$11	0 10%
Total CASH EQUIVALENTS					\$11,498		\$11,498	100 0%	\$0	\$11	0 10%
Total CASH AND SHORT TERM					\$11,498		\$11,498	100 0%	\$0	\$11	0 10%

FIXED INCOME

BOND FUNDS

861017	OLD WESTBURY FIXED INC FD	680414406	15,174 493	\$11 35	\$172,168	\$11 570	\$175,568	100 0%	\$3,399	\$5,462	3 11%
Total BOND FUNDS					\$172,168		\$175,568	100 0%	\$3,399	\$5,462	3 11%
Total FIXED INCOME					\$172,168		\$175,568	100 0%	\$3,399	\$5,462	3 11%

U.S. LARGE CAP

U.S. LARGE CAP FUNDS

861014	OLD WESTBURY US LG CAP FD	680414307	12,337 540	\$9 16	\$113,025	\$12 180	\$150,271	100 0%	\$37,245	\$690	0 46%
Total U.S. LARGE CAP FUNDS					\$113,025		\$150,271	100 0%	\$37,245	\$690	0 46%
Total U.S. LARGE CAP					\$113,025		\$150,271	100 0%	\$37,245	\$690	0 46%

NON-U.S. LARGE CAP

NON-U.S. LARGE CAP FUNDS

943344	OLD WESTBURY NON-US LC FD	680414109	8,313 278	\$7 76	\$64,480	\$10 620	\$88,287	100 0%	\$23,806	\$706	0 80%
Total NON-U.S. LARGE CAP FUNDS					\$64,480		\$88,287	100 0%	\$23,806	\$706	0 80%
Total NON-U.S. LARGE CAP					\$64,480		\$88,287	100 0%	\$23,806	\$706	0 80%

GLOBAL SMALL & MID CAP

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

Bessemer Trust

Account Details

Report dated December 31, 2010
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
ROGERS RISSLER FOUNDATION IM											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OLD WEST GL SM & MD CAP FD	680414604	6,653,022	\$10.03	\$66,747	\$15,470	\$102,922	100.0%	\$36,174	\$512	0.50%
Total GLOBAL SMALL & MID CAP FUNDS					\$66,747		\$102,922	100.0%	\$36,174	\$512	0.50%
Total GLOBAL SMALL & MID CAP					\$66,747		\$102,922	100.0%	\$36,174	\$512	0.50%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OLD WESTBURY GL OPPTIES FD	680414802	12,134,083	\$6.21	\$75,407	\$7,710	\$93,553	100.0%	\$18,146	\$4,246	4.54%
Total GLOBAL OPPORTUNITIES FUNDS					\$75,407		\$93,553	100.0%	\$18,146	\$4,246	4.54%
Total GLOBAL OPPORTUNITIES					\$75,407		\$93,553	100.0%	\$18,146	\$4,246	4.54%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OLD WESTBURY REAL RETRN FD	680414703	4,058,169	\$9.18	\$37,241	\$10,900	\$44,234	100.0%	\$6,992	\$121	0.27%
Total REAL RETURN FUNDS					\$37,241		\$44,234	100.0%	\$6,992	\$121	0.27%
Total REAL RETURN/COMMODITIES					\$37,241		\$44,234	100.0%	\$6,992	\$121	0.27%
Total					\$540,566		\$666,333		\$125,762	\$11,748	1.76%

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Bessemer reporting systems that utilize finalized market prices

Bessemer Trust

Account Details

Report dated December 31, 2010

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
ROGERS RISSLER FOUNDATION - CUSTODY											
CASH AND SHORT TERM											
CASH AVAILABLE											
999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	\$0
999995	INCOME CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	\$0
999996	NET CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	\$0
Total CASH AVAILABLE					\$0		\$0	0.0%	\$0	\$0	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		1,750 570	\$1 00	\$1,750	\$1 000	\$1,750	100 0%	\$0	\$1	0 06%
Total CASH EQUIVALENTS					\$1,750		\$1,750	100.0%	\$0	\$1	0.06%
Total CASH AND SHORT TERM					\$1,750		\$1,750	100.0%	\$0	\$1	0.06%
U.S. LARGE CAP											
INDUSTRIALS											
881939	UNITED PARCEL SERVICE CL B	911312106	1,500 000	\$0 05	\$70	\$72 580	\$108,870	100 0%	\$108,799	\$2,820	2 59%
Total INDUSTRIALS					\$70		\$108,870	100.0%	\$108,799	\$2,820	2.59%
Total U.S. LARGE CAP					\$70		\$108,870	100.0%	\$108,799	\$2,820	2.59%
Total					\$1,820		\$110,620		\$108,799	\$2,821	2.55%

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Bessemer reporting systems that utilize finalized market prices

ROGERS RISSLER FOUNDATION
TAX PERIOD ENDED 12/31/2010
EIN 20-0513833
FORM 990-PF

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year*

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/20/10	Doctors Without Borders USA Emergency Relief Fund PO Box 5030 Hagerstown, MD 21741	\$ 2,500.00
01/20/10	The Foundation for Mercy and Sharing 201 N. Mill Street Suite 201 Aspen, CO 81611-1557	\$ 2,500.00
02/05/10	Theater Guild of the Opera House 204 N George St. Charles Town, WV 25414	\$ 300.00
3/17/2010	Contemporary American Theater Festival PO Box 429 Shepherdstown, WV 25443	\$ 2,020.00
5/4/2010	Independent Fire Company PO Box 925 Charles Town, WV 25414	\$ 250.00
5/21/2010	Contemporary American Theater Festival PO Box 429 Shepherdstown, WV 25443	\$ 3,000.00
5/25/2010	Hospice of the Eastern Panhandle 122 Waverly Court Martinsburg, WV 25403	\$ 10,000.00

ROGERS RISSLER FOUNDATION
TAX PERIOD ENDED 12/31/2010
EIN 20-0513833
FORM 990-PF

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year*

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/22/2010	Kabletown United Methodist Church 3481 Kabletown Road Charles Town, WV 25414	\$ 200.00
7/22/2010	Shepard University Foundation 11767 Owings Mills Blvd. Owings Mills, MD 21117	\$ 10,000.00
7/22/2010	Blue Ridge Hospice 333 West Cork Street, Suite #405 Winchester, VA 22601	\$ 250.00
8/13/2010	Jefferson County Museum 200 East Washington St. Charles Town, WV 25414	\$ 2,000.00
9/9/2010	Friends of Happy Retreat P.O. Box 1427 Charles Town, WV 25414	\$ 15,000.00
10/20/2010	Old Opera House 204 North George Street Charles Town, WV 25414	\$ 1,000.00
11/30/2010	Animal Welfare Society of Jefferson County c/o Mr. & Mrs. Tom Trumble 2576 Warm Springs Road Shenandoah Junction, WV 25442	\$ 1,000.00

ROGERS RISSLER FOUNDATION
TAX PERIOD ENDED 12/31/2010
EIN 20-0513833
FORM 990-PF

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year*

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/21/2010	Old Opera House 204 North George Street Charles Town, WV 25414	\$ 10,000.00
12/21/2010	National Humane Educational Society P.O. Box 340 Charles Town, WV 25414-0340	\$ 500.00
12/21/2010	National Cystic Fibrosis Foundation 6931 Arlington Road Bethesda, MD 20814	\$ 250.00
12/21/2010	Maryland Public Television 11767 Owings Mills Blvd. Owings Mills, MD 21117	\$ 500.00
12/21/2010	Lupus Foundation of America 2000 L Street, N.W., Suite 710 Washington, DC 20036	\$ 500.00
12/21/2010	Kabletown United Methodist Church 3481 Kabletown Road Charles Town, WV 25414	\$ 500.00
12/21/2010	William L. Clay Sr. Scholarship P.O. Box 4693 St. Louis, MO 63105	\$ 1,000.00

ROGERS RISSLER FOUNDATION
TAX PERIOD ENDED 12/31/2010
EIN 20-0513833
FORM 990-PF

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year*

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/21/2010	House of Ruth 5 Thomas Circle, NW Washington, DC 20005	\$ 5,000.00
12/21/2010	Susan G. Komen Breast Cancer Foundation Inc. P. O. Box 650309 Dallas, TX 75265-0309	\$ 1,000.00
12/21/2010	Friends of the VI National Park PO Box 811 St. John, Virgin Islands 00831	\$ 250.00
12/21/2010	Friends of Homeless Animals P.O. Box 2575 Merrifield, VA 22116	\$ 500.00
12/21/2010	Community Ministries 238 W Washington Street Charles Town, WV 25414	\$ 500.00
12/21/2010	Coat and Shoe Fund PO Box 987 Charles Town, WV 25414	\$ 750.00
12/21/2010	Chistian Appalachian Project PO Box 55911 Lexington, KY 40555-5911	\$ 250.00

ROGERS RISSLER FOUNDATION
TAX PERIOD ENDED 12/31/2010
EIN 20-0513833
FORM 990-PF

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year*

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/21/2010	Chaminade Development Fund Chaminade High School 340 Jackson Avenue Mineola, NY 11501	\$ 5,000.00
12/21/2010	Cause For Paws PO Box 271 Harpers Ferry, WV 25425	\$ 750.00
12/21/2010	Cancer Research and Prevention Foundation 1600 Duke Street Suite 500 Alexandria, VA 22314	\$ 5,000.00
12/21/2010	Animal Care of St. John PO Box 429 St. John, VI 00831-0429	\$ 500.00
12/21/2010	University of Virginia Law School Foundation P. O. Box 400405 Charlottesville, VA 22904	\$ 25,000.00
12/21/2010	Washington Center for Politics and Journalism PO Box 15239 Washington, DC 20003-0239	\$ 500.00
12/21/2010	WBJC 6776 Reisterstown Road, Suite 202 Baltimore, MD 2121	\$ 1,000.00

ROGERS RISSLER FOUNDATION
TAX PERIOD ENDED 12/31/2010
EIN 20-0513833
FORM 990-PF

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year*

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/21/2010	William D. Ford Scholarship Next Student 19601 N. Black Canyon Hwy Phoenix, AZ 85027	\$ 500.00
12/21/2010	Jefferson County Museum 200 East Washington St. Charles Town, WV 25414	\$ 5,000.00
12/21/2010	WETA Radio 2775 S. Quincy Street Arlington, VA 22206	\$ 1,000.00
12/21/2010	Beulah Presbyterian Church 2500 McCrady Road Pittsburg, PA 15235	\$ 1,000.00
12/21/2010	The Fox Chase Cancer Center 333 Cottman Avenue Philadelphia, PA 19111-2497	\$ 5,000.00
12/21/2010	Children's Hospital 111 Michigan Avenue, NW Washington, DC 20010	\$ 1,000.00
12/21/2010	WAMU 88.5 Radio Brandywine Building 4400 Massachusetts Avenue, NW Washington, DC 20016-8082	\$ 750.00

**ROGERS RISSLER FOUNDATION
TAX PERIOD ENDED 12/31/2010
EIN 20-0513833
FORM 990-PF**

Supplemental Schedule of Information

Part XV, Line 3, Contributions Paid During the Year*

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/21/2010	WV Public Broadcasting 600 Capitol Street Charleston, WV 25301	\$ 300.00
12/21/2010	Union of Concerned Scientists National Headquarters 2 Brattle Square, Cambridge, MA 02238-9105	\$ 1,000.00
12/21/2010	Spay Today 4550 B. County Home Road Greenville, NC 27858	\$ 500.00
12/21/2010	SO OTHERS MIGHT EAT 71 'O' Street, NW Washington, DC 20001	\$ 3,000.00
12/21/2010	Philip A. Hart Memorial Scholarship Fund Lake Superior State University 650 W Easterday Ave Sault Ste Marie, MI 49783	\$ 500.00

TOTAL GRANTS \$ 128,820

Contributions are made to these organizations to assist them in carrying out those activities for which they have been granted exempt status.