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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 , 2010, and ending

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

\$ 43,424,976.

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

3 Interest on savings and temporary cash investments

325.

325.

4 Dividends and interest from securities

890,519.

890,519.

5a Gross rents

b Net rental income or (loss)

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

-645,080.

b Gross sales price for all assets on line 6a 14,803,277.

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.

305,764.

890,844.

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

26,500.

6,625.

19,875.

c Other prof fees (attach sch) See St 2

179,657.

179,657.

17 Interest

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

29,363.

16,478.

19 Depreciation (attach sch) and depletion

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

5,919.

1,480.

4,439.

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

410,942.

246,616.

151,441.

25 Contributions, gifts, grants paid Part XV

1,054,760.

1,054,760.

26 Total expenses and disbursements. Add lines 24 and 25

1,465,702.

246,616.

0.

1,206,201.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,159,938.

b Net investment income (if negative, enter 0)

644,228.

c Adjusted net income (if negative, enter 0)

0.

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ADMINISTRATIVE EXPENSES

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,567,518.	2,823,590.	2,823,590.
	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	10,982.	97.	97.
	10a Investments — U.S. and state government obligations (attach schedule)	7,785,677.	7,817,629.	7,913,638.
	b Investments — corporate stock (attach schedule)	27,053,653.	24,436,100.	28,487,313.
	c Investments — corporate bonds (attach schedule)	3,547,109.	3,702,071.	3,924,021.
	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.	188,963.	188,963.	
15 Other assets (describe See Statement 6)	1,807.	27,321.	27,321.	
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	40,215,709.	39,055,771.	43,424,976.	
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 ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	40,215,709.	39,055,771.	
	30 Total net assets or fund balances (see the instructions)	40,215,709.	39,055,771.	
	31 Total liabilities and net assets/fund balances (see the instructions)	40,215,709.	39,055,771.	

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	40,215,709.
2 Enter amount from Part I, line 27a	2	-1,159,938.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	39,055,771.
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	39,055,771.

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 Long-Term Sales - Schedule 3		P	Various	Various
b Short 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 12,479,191.		13,305,402.	-826,211.
b 2,320,099.		2,142,955.	177,144.
c 3,987.			3,987.
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			-826,211.
b			177,144.
c			3,987.
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	-645,080.
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))
2009	2,525,456.	35,633,767.	0.070873
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

2 Total of line 1, column (d)	2	0.299976
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	0.059995
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	39,684,945.
5 Multiply line 4 by line 3	5	2,380,898.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,442.
7 Add lines 5 and 6	7	2,387,340.
8 Enter qualifying distributions from Part XII, line 4	8	1,206,201.

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.

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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 type="checkbox"/> and enter 1% of Part I, line 27b		1	12,885.
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	12,885.
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	12,885.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	22,982.	
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	22,982.	
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	10,097.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 10,097. 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 \$ 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
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(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

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

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

6b

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

If 'Yes' to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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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 78746	Investment Advisor	139,671.
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	40,240,469.
b Average of monthly cash balances	1b	48,815.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	40,289,284.
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	40,289,284.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	604,339.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,684,945.
6 Minimum investment return. Enter 5% of line 5	6	1,984,247.

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	1,984,247.
2a Tax on investment income for 2010 from Part VI, line 5	2a	12,885.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	12,885.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,971,362.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,971,362.
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	1,971,362.

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	1,206,201.
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	1,206,201.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,206,201.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,971,362.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	131,209.			
b From 2006	313,667.			
c From 2007	952,219.			
d From 2008	218,264.			
e From 2009	758,704.			
f Total of lines 3a through e	2,374,063.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,206,201.				
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				1,206,201.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	765,161.			765,161.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	1,608,902.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,608,902.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	631,934.			
c Excess from 2008	218,264.			
d Excess from 2009	758,704.			
e Excess from 2010				

BAA

Form 990-PF (2010)

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	

(4) Gross investment income .

1 Information Regarding Foundation Managers:

None

None

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

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

See Statement 7

See Statement for Line 2a

See Statement for Line 2a

See Statement for Line 2a

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	1,054,760.
Total			3a	1,054,760.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	325.	
4	Dividends and interest from securities			14	890,519.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-645,080.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e).				245,764.	
13	Total. Add line 12, columns (b), (d), and (e)				245,764.	

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

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545 0047

2010

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

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

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="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) (2010)

Employer identification number

75-2143064

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Client 5688

THE ROGERS FOUNDATION

75-2143064

7/29/11

11:38AM

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 ..	\$ 26,500.	\$ 6,625.		\$ 19,875.
Total	<u>\$ 26,500.</u>	<u>\$ 6,625.</u>	<u>\$ 0.</u>	<u>\$ 19,875.</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	\$ 39,986.	\$ 39,986.		
Hester Capital Fee.....	139,671.	139,671.		
Total	<u>\$ 179,657.</u>	<u>\$ 179,657.</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	\$ 12,885.			
Foreign Taxes withheld from Dividends	16,478.	\$ 16,478.		
Total	<u>\$ 29,363.</u>	<u>\$ 16,478.</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 Expenses	232.	58.		174.
Total	<u>\$ 5,919.</u>	<u>\$ 1,480.</u>	<u>\$ 0.</u>	<u>\$ 4,439.</u>

Client 5688

THE ROGERS FOUNDATION

75-2143064

7/29/11

11:38AM

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.	\$ 188,996.
Total	<u>\$ 263,843.</u>	<u>\$ 74,880.</u>	<u>\$ 188,963.</u>	<u>\$ 188,996.</u>

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

	Book Value	Fair Market Value
Dividends Receivable.....	\$ 400.	\$ 400.
Interest Receivable.....	3,500.	3,500.
Investment Sales Receivable.....	23,421.	23,421.
Total	<u>\$ 27,321.</u>	<u>\$ 27,321.</u>

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

Name of Grant Program: Robyn Rogers
 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

2010

Federal Supporting Detail

Page 1

Client 5688

THE ROGERS FOUNDATION

75-2143064

7/29/11

11:38AM

Balance Sheet

Prepaid expenses and deferred charges

Prepaid Excise Tax	Total	\$ 97.
		<u>\$ 97.</u>

FMV of Assets (990-PF)

Prepaid expenses and deferred charges

Prepaid Excise Tax	Total	\$ 97.
		<u>\$ 97.</u>

**FROM 990-PF
2010
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

2010

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	501,283	502,038	609,009
FNMA	2,669,101	1,331,942	1,320,757
FHLB	827,448	699,900	670,793
State County/ISD Bonds	-	837,112	801,000
FHLMC	1,066,250	1,945,500	1,948,980
GNMA	2,721,595	2,501,137	2,563,099
Total Investments-U.S. & State Govt Obligations	<u>7,785,677</u>	<u>7,817,629</u>	<u>7,913,638</u>

Investments - Corporate Stock - Page 2, Line 10b

16,000	Accenture Ltd Bermuda	567,935	567,935	775,840
17,475	Aecom Technology Grp	-	463,798	488,776
9,450	Affiliated Managers Group	247,734	500,069	937,629
16,850	Alcoa, Inc	444,238	444,238	259,321
13,000	Amdocs Ltd	425,726	425,726	357,110
4,200	Apache Corp	274,478	274,478	500,766
7,450	Baker Hughes, Inc.	209,195	283,995	425,916
4,900	Barclays Bank Ipath	304,921	304,921	380,534
24,150	Broadridge Fincl Sol	440,894	440,894	529,609
19,533	CVS / Caremark Corp	681,555	681,555	679,162
13,450	Choice Hotels Intl	360,436	-	-
21,350	Cisco Sys Inc	347,895	426,990	431,910
14,400	Coca Cola Co	526,893	678,137	947,088
6,950	Conocophillips	277,591	-	-
18,075	Covidien Ltd	441,914	678,892	825,304
18,500	Del Monte Foods Co	514,641	174,215	347,800
5,000	Dentsply Intl New	56,522	56,522	170,850
8,150	Equitabel Resources Inc.	242,528	-	-
11,750	EQT Corp	-	381,565	526,870
6,950	emerson Electric Co.	243,853	250,412	397,332
8,450	Exxon Mobil Corp	516,398	436,391	617,864
21,350	Fidelity Natil Informational Svc	461,294	-	-
4,000	General Dynamics Corp	146,034	146,034	283,840
6,100	General Electric Co	385,214	210,745	111,569
12,900	Gentex	-	230,792	381,324
17,364	Hanesbrands, Inc	382,873	411,674	441,046
11,400	Hewlett Packard Co	275,079	396,550	479,940
5,850	HSBC Holdings PLC Spon Adr	-	306,361	298,584
12,500	Illinois Tool Wks Inc	246,759	575,459	667,500
24,200	Intel Corp	501,490	522,851	508,926
3,000	International Business Machines	289,002	286,448	440,280
10,750	Intl Flavors & Fragrances	478,845	478,845	597,593
5,300	Intrepid Potash	102,242	-	-

THE ROGERS FOUNDATION

SCHEDULE 2

2010

EIN 75-2143064

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments - Corporate Stock - Page 2, Line 10b - continued</u>			
11,000 I Shares MSCI Austria Index	-	205,473	245,630
11,100 I Shares MSCI Canada Index	-	312,217	344,100
4,050 I Shares MSCI Chile Index Fd	-	218,038	322,380
24,000 I Shares MSCI Singapore	-	322,197	332,400
11,500 I Shares MSCI France Index	-	307,674	281,175
30,000 I Shares MSCI Taiwan Index	-	394,641	468,600
13,000 I shares Tr MSCI South Korea Index	304,575	594,124	795,470
20,150 I shares Tr MSCI Hong Kong Index	202,930	310,984	381,238
102,100 I Shares Index MSCI EAFE	7,724,088	-	-
8,300 Joy Global	241,543	-	-
8,600 Kimberly Clark Corp	681,148	539,896	542,144
22,722 Koninklijke Phillips Elec	680,212	680,209	697,565
8,850 McCormick & Co	-	354,463	411,791
3,225 McDonalds	-	216,991	247,551
25,200 MDU Res Group Inc	496,015	496,015	510,804
25,550 Microsoft Corp	286,811	670,744	713,101
34,900 News Corp	722,996	735,244	508,144
5,325 Nike Inc	330,615	222,851	454,862
17,300 Noble Corp	272,168	705,219	618,821
11,100 Petroleo Brasileiro Sa Petrobras Com	246,364	480,682	420,024
23,800 Powershares Golden Dragon Halter	-	568,555	634,032
12,000 Quest Diagnostics Inc	460,732	460,732	647,640
17,325 Republic Services Inc	258,375	468,217	517,325
25,900 SK Telcom Company Ltd	590,762	590,762	482,517
1,950 Tetra Technologies	71,553	35,777	26,146
13,800 Thermo Fisher Scientific	508,857	513,730	763,968
15,175 Tyco Intl Ltd	453,007	453,007	628,852
24,000 Viacom Inc CL B	1,010,752	901,710	950,640
19,000 Vodafone Grp Plc Adr	-	389,745	502,360
3,650 Wellpoint	185,250	-	-
12,350 Wesco International Inc	745,007	745,007	652,080
31,000 Western Union Co	185,714	504,704	575,670
Total Investments - Corporate Stock	<u>27,053,653</u>	<u>24,436,100</u>	<u>28,487,313</u>

Investments - Corporate Bonds - Page 2, Line 10c

100,000 Astra Zenica PLC	104,150	104,150	107,835
250,000 BPCCompany Guaranteed	249,033	-	-
200,000 Bellsouth Corp	190,200	190,200	218,338
100,000 Berkshire Hathaway	103,452	103,452	108,593
400,000 Channel View Build America	-	404,317	405,740
150,000 Collin Cnty Tx Build America	152,277	152,064	154,140
120,000 Columbia MO SP Oblig	121,366	121,257	121,327
275,000 Emerson Electric Co.I	279,150	279,150	293,810

THE ROGERS FOUNDATION
SCHEDULE 2
2010
EIN 75-2143064

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments - Corporate Bonds - Page 2, Line 10c, continued</u>			
200,000 Estee Lauder	200,134	200,134	218,548
75,000 General Electric Co. 5%	70,856	70,856	80,173
200,000 General Electric Co	201,942	201,942	216,018
150,000 GE Cap Corp	153,517	153,517	162,717
250,000 Hewlett Packard Co	260,963	260,963	262,777
270,000 IBM Intl Group	279,647	279,647	290,253
500,000 JPMorgan Chase & Co 5.15%	475,165	475,165	528,810
200,000 JPMorgan Chase & Co 4.65%	200,000	200,000	213,478
250,000 Occidental Petroleum Corp	246,700	246,700	269,642
250,000 Verizon Communications	258,557	258,557	271,822
Total Investments - Corporate Bonds	<u>3,547,109</u>	<u>3,702,071</u>	<u>3,924,021</u>

THE ROGERS FOUNDATION
EIN 75-2143064
Part IV: Capital Gains and Losses
Schedule 3
12/31/2010

(a) Description of Property Sold	# Shares	(b) How Acquired	(c) Date Sold	(d) Date Acquired	(e) Sales Price	(g) Cost or Basis	(h) Gain or Loss
<u>Long Term Capital Gain/Loss:</u>							
Choice Hotels Intl	300	Purchase	3/12/2010	6/20/2008	10,499	8,038	2,461
Choice Hotels Intl	100	Purchase	3/15/2010	6/20/2008	3,500	2,680	820
Choice Hotels Intl	444	Purchase	3/17/2010	6/20/2008	15,533	11,897	3,636
Choice Hotels Intl	600	Purchase	3/26/2010	6/20/2008	20,920	16,077	4,843
Choice Hotels Intl	100	Purchase	3/29/2010	6/20/2008	3,485	2,680	805
Choice Hotels Intl	100	Purchase	3/30/2010	6/20/2008	3,485	2,680	805
Choice Hotels Intl	400	Purchase	3/31/2010	6/20/2008	13,972	10,719	3,253
Choice Hotels Intl	1,306	Purchase	4/1/2010	6/20/2008	45,531	34,998	10,533
Choice Hotels Intl	500	Purchase	4/5/2010	6/20/2008	17,528	13,399	4,129
Choice Hotels Intl	3,000	Purchase	5/28/2010	6/20/2008	97,735	80,395	17,340
Conoco Phillips	1,800	Purchase	3/29/2010	7/20/2003	94,586	71,894	22,692
Del Monte Foods	20,500	Purchase	4/7/2010	2/25/2003	298,717	193,049	105,668
Fed Home Loan Bank	500,000	Purchase	5/17/2010	11/15/2004	500,000	498,750	1,250
Fidelity Natl Info SVCS	13,800	Purchase	5/11/2010	7/14/2006	411,205	298,167	113,038
FNMA 2.1%	1,000,000	Purchase	3/30/2010	3/11/2009	1,000,000	1,000,000	-
FNMA 5.5%	3,189	Purchase	1/25/2010	5/8/2008	3,189	3,246	(57)
FNMA 5.5%	3,173	Purchase	2/25/2010	5/8/2008	3,173	3,229	(56)
FNMA 5.5%	3,156	Purchase	3/25/2010	5/8/2008	3,156	3,213	(57)
FNMA 5.5%	3,140	Purchase	4/26/2010	5/8/2008	3,140	3,196	(56)
FNMA 5.5%	3,124	Purchase	5/25/2010	5/8/2008	3,124	3,179	(55)
General Electric Co	4,950	Purchase	3/26/2010	8/31/2004	90,487	171,014	(80,527)
General Electric Co	100	Purchase	3/29/2010	8/31/2004	1,848	3,455	(1,607)
GNMA #81341	56	Purchase	1/20/2010	4/30/2008	56	58	(2)
GNMA #81341	56	Purchase	2/22/2010	4/30/2008	56	57	(1)
GNMA #81341	56	Purchase	3/22/2010	4/30/2008	56	58	(2)
GNMA #81341	57	Purchase	4/20/2010	4/30/2008	57	58	(1)
GNMA #81341	57	Purchase	5/20/2010	4/30/2008	57	58	(1)
Ishares Index Fund	22,700	Purchase	1/8/2010	5/6/2008	1,286,231	1,717,305	(431,074)
Ishares Index Fund	19,100	Purchase	2/16/2010	5/6/2008	986,577	1,444,957	(458,380)
Ishares Index Fund	60,300	Purchase	4/21/2010	5/6/2008	3,417,885	4,561,827	(1,143,942)
Joy Global Inc.	8,300	Purchase	1/19/2010	9/27/2006	500,818	241,543	259,275
Koninklijke Phillips	-	Purchase	5/7/2010	1/22/2004	4	3	1
Nike Inc CL B	2,575	Purchase	3/23/2010	5/30/2006	191,958	107,764	84,194
Viacom Inc New CL B	6,300	Purchase	5/13/2010	1/11/2005	209,929	250,206	(40,277)
Wellpoint Inc.	3,650	Purchase	1/25/2010	8/25/2008	247,311	185,250	62,061
Govt. Natl. Mort. Assoc.	4,221	Purchase	6/21/2010	6/9/2009	4,221	4,219	3
Govt. Natl. Mort. Assoc.	67	Purchase	6/21/2010	4/30/2008	67	68	(1)
Federal Natl. Mort Assn	1,773	Purchase	6/25/2010	5/8/2008	1,774	1,805	(31)
Federal Natl. Mort Assn	120,000	Purchase	7/13/2010	7/7/2009	120,000	120,000	-
Govt. Natl. Mort. Assoc.	2,270	Purchase	7/20/2010	6/9/2009	2,270	2,269	1

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Long Term Capital Gain/Loss, cont'd:							
Govt. Natl. Mort. Assoc.	6,353	Purchase	7/20/2010	4/30/2008	6,353	6,481	(128)
Fed. Natl. Mort. Assoc.	1,576	Purchase	7/26/2010	5/8/2008	1,576	1,604	(28)
Intl Business Machines	600	Purchase	8/6/2010	2/25/2005	78,265	54,188	24,077
Republic Services Inc.	10,750	Purchase	8/6/2010	5/21/2002	346,489	195,257	151,232
Kimberly-Clark	2,250	Purchase	8/6/2010	1/29/2008	145,599	141,252	4,347
Emerson Electric	2,650	Purchase	8/6/2010	1/1/2003	134,951	85,766	49,185
Conoco Phillips	850	Purchase	8/6/2010	7/2/2003	48,901	33,950	14,951
BP Company	250,000	Purchase	8/9/2010	5/26/2009	242,500	249,033	(6,533)
Fidelity Natl Info SVCS	3,784	Purchase	8/10/2010	7/14/2006	109,736	81,758	27,978
Govt. Natl. Mort. Assoc.	3,400	Purchase	8/20/2010	6/6/2009	3,400	3,398	2
Govt. Natl. Mort. Assoc.	2,580	Purchase	8/20/2010	4/30/2008	2,580	2,631	(52)
Fed Natl. Mort. Assoc.	1,568	Purchase	8/25/2010	5/8/2008	1,568	1,596	(28)
Federal Home Loan Bank	250,000	Purchase	9/1/2010	11/30/2005	250,000	248,938	1,063
Choice Hotels Intl	3,275	Purchase	9/9/2010	6/20/2008	115,302	87,764	27,537
Fidelity Natl Info SVCS	3,766	Purchase	9/9/2010	7/14/2006	103,229	81,369	21,860
Choice Hotels Intl	2,150	Purchase	9/10/2010	6/20/2008	75,579	57,616	17,963
Choice Hotels Intl	650	Purchase	9/13/2010	6/20/2008	22,922	17,419	5,503
Choice Hotels Intl	525	Purchase	9/14/2010	6/20/2008	18,444	14,069	4,375
Intrepid Potash Inc.	750	Purchase	9/23/2010	4/23/2009	20,749	14,468	6,281
Govt. Natl. Mort. Assoc.	21,337	Purchase	9/15/2010	9/2/2009	21,337	21,671	(333)
Govt. Natl. Mort. Assoc.	4,860	Purchase	9/15/2010	9/2/2009	4,860	4,802	58
Govt. Natl. Mort. Assoc.	5,869	Purchase	9/20/2010	6/9/2009	5,869	5,865	4
Govt. Natl. Mort. Assoc.	52	Purchase	9/20/2010	4/30/2008	52	53	(1)
Fed Natl. Mort. Assoc.	1,559	Purchase	9/27/2010	5/8/2008	1,559	1,587	(28)
Intrepid Potash Inc.	1,525	Purchase	10/8/2010	4/23/2008	44,314	29,419	14,895
Intrepid Potash Inc.	2,300	Purchase	10/12/2010	4/23/2008	68,920	44,369	24,551
Intrepid Potash Inc.	725	Purchase	10/13/2010	4/23/2009	22,640	13,986	8,654
Conoco Phillips	4,300	Purchase	10/14/2010	7/2/2003	258,830	171,747	87,083
GNMA #71074	1,475	Purchase	10/15/2010	9/2/2009	1,475	1,457	18
GNMA #704656	17,279	Purchase	10/15/2010	9/2/2009	17,279	17,549	(270)
GNMA #81341	51	Purchase	10/20/2010	4/30/2008	51	52	(1)
GNMA 4404 4%	3,124	Purchase	10/20/2010	6/9/2009	3,124	3,122	2
FNMA 5.5%	1,551	Purchase	10/25/2010	5/8/2008	1,551	1,579	(28)
GNMA #704656	12,270	Purchase	11/15/2010	9/2/2009	12,270	12,462	(192)
GNMA #71074	3,212	Purchase	11/15/2010	9/2/2009	3,212	3,173	39
Del Monte Foods	7,550	Purchase	11/19/2010	2/25/2003	132,127	71,099	61,028
Del Monte Foods	8,100	Purchase	11/19/2010	2/25/2003	152,121	76,278	75,843
GNMA #81341	52	Purchase	11/22/2010	4/30/2008	52	53	(1)

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<u>Long Term Capital Gain/<Loss>, cont'd:</u>							
GNMA 4404 4%	7,403	Purchase	11/22/2010	6/9/2009	7,403	7,398	5
FNMA 5.5%	1,543	Purchase	11/26/2010	5/8/2008	1,543	1,571	(28)
Baker Hughes	1,250	Purchase	12/10/2010	9/8/2003	67,249	43,582	23,667
FHLMC 2.5%	250,000	Purchase	12/15/2010	12/9/2009	250,000	248,750	1,250
GNMA #704656	23,387	Purchase	12/15/2010	9/2/2009	23,387	23,752	(365)
GNMA #71074	4,663	Purchase	12/15/2010	9/2/2009	4,663	4,607	56
GNMA #81341	60	Purchase	12/20/2010	4/30/2008	60	62	(2)
GNMA 4404 4%	6,004	Purchase	12/20/2010	6/9/2009	6,004	6,001	3
FNMA 5.5%	1,535	Purchase	12/27/2010	5/8/2008	1,535	1,563	(28)
Tetra Technologies	1,950	Purchase	12/31/2010	12/30/2005	23,421	35,777	(12,356)
Subtotal-LT Capital Gain/<Loss>					12,479,191	13,305,402	(826,211)
<u>Short Term Capital Gain/Loss:</u>							
GNMA #704656	2,209	Purchase	1/15/2010	9/2/2009	2,209	2,244	(35)
GNMA #704656	1,331	Purchase	2/16/2010	9/2/2009	1,331	1,352	(21)
GNMA #704656	9,433	Purchase	3/15/2010	9/2/2009	9,433	9,581	(148)
GNMA #704656	8,751	Purchase	4/15/2010	9/2/2009	8,751	8,888	(137)
GNMA #704656	1,332	Purchase	5/17/2010	9/2/2009	1,332	1,353	(21)
GNMA #710747	1,455	Purchase	1/15/2010	9/2/2009	1,455	1,438	17
GNMA #710747	1,508	Purchase	2/16/2010	9/2/2009	1,508	1,490	18
GNMA #710747	1,493	Purchase	3/15/2010	9/2/2009	1,493	1,475	18
GNMA #710747	1,578	Purchase	4/15/2010	9/2/2009	1,578	1,559	19
GNMA #710747	1,483	Purchase	5/17/2010	9/2/2009	1,483	1,466	17
Exxon Mobil Corp	1,150	Purchase	4/7/2010	12/14/2009	77,613	80,007	(2,394)
GNMA 4%	4,106	Purchase	1/20/2010	6/9/2009	4,106	4,104	2
GNMA 4%	3,771	Purchase	2/22/2010	6/9/2009	3,771	3,769	2
GNMA 4%	2,259	Purchase	3/22/2010	6/9/2009	2,259	2,257	2
GNMA 4%	2,312	Purchase	4/20/2010	6/9/2009	2,312	2,310	2
GNMA 4%	4,138	Purchase	5/20/2010	6/9/2009	4,138	4,136	2
Joy Global Inc.	4,200	Purchase	4/15/2010	2/1/2010	270,560	189,346	81,214
Joy Global Inc.	650	Purchase	4/19/2010	2/14/2010	38,980	29,304	9,676
Noble Corp	1,100	Purchase	5/10/2010	1/14/2010	40,192	49,197	(9,005)
Federal Natl. Mort Assn	1,200,000	Purchase	6/18/2010	9/2/2009	1,200,000	1,199,880	120
Govt. Natl. Mort. Assoc.	5,208	Purchase	6/15/2010	9/2/2009	5,208	5,289	(81)
Govt. Natl. Mort. Assoc.	5,198	Purchase	6/15/2010	9/2/2009	5,198	5,136	62
Federal Natl. Mort Assn	80,000	Purchase	7/15/2010	9/2/2009	80,000	79,761	239
Federal Natl. Mort Assn	150,000	Purchase	7/27/2010	11/18/2009	150,000	149,813	188

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Short Term Capital Gain/<Loss>, cont'd:							
Govt. Natl. Mort. Assoc.	5,321	Purchase	7/15/2010	9/2/2009	5,321	5,405	(83)
Govt. Natl. Mort. Assoc.	3,255	Purchase	7/15/2010	9/2/2009	3,255	3,216	39
Govt. Natl. Mort. Assoc.	8,390	Purchase	8/16/2010	9/2/2009	8,390	8,521	(131)
Govt. Natl. Mort. Assoc.	14,205	Purchase	8/16/2010	9/2/2009	14,205	14,036	169
I Shares Inc MSCI Chile	1,350	Purchase	10/28/2010	2/10/2010	101,288	72,679	28,609
Intrepid Potash Inc.	1,275	Purchase	10/13/2010	1/28/2010	39,815	32,602	7,213
Intrepid Potash Inc.	1,900	Purchase	10/26/2010	1/28/2010	60,411	48,584	11,827
Intrepid Potash Inc.	1,825	Purchase	10/29/2010	1/28/2010	61,907	46,666	15,241
Gentex	4,150	Purchase	12/3/2010	8/11/2010	110,597	76,091	34,506
Subtotal - ST Capital Gain/<Loss>					2,320,099	2,142,955	177,144
Other Transactions							
Proceeds from Class Action							
Tyco Intl. Sec. Litigation Class Action			9/8/2010		120	-	
VS AIG Distribution Fund Class Action			9/28/2010		925	-	
Cardinal Health Litigation			11/16/2010		2,942	-	
					3,987	-	3,987
Totals - All					14,803,277	15,448,356	(645,080)

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<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Alzheimer's Alliance of NE Texas 3613 S. Broadway, Suite 401 Tyler, TX 75701	None	Charitable	Donation for Operations	20,000
All Saints Episcopal School 2695 SSW Loop 323 Tyler, TX 75701	None	Educational	Donation for Operations	5,000
American Bible Society 1865 Broadway New York, NY 10023-7505	None	Religious	Donation	2,000
American Heart Association Smith County Division 1125 Judson Rd, Suite 150 Longview, TX 75601	None	Charitable	Donation	1,000
Animal Shelter of Wood River Valley P.O. Box 1496 Hailey, ID 83333	None	Charitable	Donation for Operations	5,000
ARC of Tyler / Smith County 810 Vine Heights Tyler, TX 75701	None	Charitable	Donation for Operations	18,000
Azleway, Inc. 15892 CR 26 Tyler, TX 75707	None	Charitable	Donation for Operations	12,500
Baptist University of the Americas 8019 S. Pan Am Expressway San Antonio, TX 78224	None	Religious	Donation	3,000
Bethesda Health Clinic 409 W. Ferguson St. Tyler, TX 75702	None	Charitable	Donation for Operations	5,000
Blaine County Senior Council, Inc. P.O. Box 28 Hailey, ID 83333	None	Charitable	Donation for Operations	2,500
Boy Scouts of America 1331 E. Fifth Street Tyler, TX 75701	None	Charitable	Donation	5,000

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Boys & Girls Clubs P.O. Box 130153 Tyler, TX 75713	None	Charitable	Donation for Operations	10,000
Breckenridge Village 15062 CR 1145 Tyler, TX 75704	None	Charitable	Donation for Operations	205,000
Bullard Community Library P.O. Box 368 Bullard, TX 75757	None	Charitable	Donation for Capital Campaign	20,000
Bush Foundation, George W. P.O. Box 600610 Dallas, TX 75206	None	Charitable	Donation for Library Construction	50,000
Camp Tyler Foundation P.O. Box 1916 Whitehouse, TX 75791	None	Charitable	Donation	5,000
Cancer Foundation for Life 12460 CR 168 Flint, TX 75762	None	Charitable	Donation for Operations	25,000
CASA for Kids of East Texas 318 E. Fifth Street Tyler, TX 75701	None	Charitable	Donation for Operations	1,500
Centrepont Ministries, Inc. P.O. Box 2464 Lindale, TX 75771	None	Religious	Donation	1,000
Children's Advocacy Center of Smith County 2210 Frankston Hwy Tyler, TX 75701	None	Charitable	Donation for Operations	1,500
Christian Homes & Family Services 13359 Hwy 155S Tyler, TX 75703	None	Charitable	Donation for Operations	2,000
Christian Women's Job Corps 235 S. Broadway Tyler, TX 75702	None	Charitable	Donation	20,000

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Coaches Outreach 1720 Regal Row, Suite 152 Dallas, TX 75235	None	Charitable	Donation for Operations	1,000
Conference of Southwest Foundations 624 N. Good-Latimer Expy., Suite 100 Dallas, TX 75204	None	Charitable	Donation for Operations	1,750
Cumberland Academy 6001 Sutherland Drive Tyler, TX 75703	None	Educational	Donation for Playground	10,000
Cystic Fibrosis Foundation 305 S. Broadway, Suite 1000 Tyler, TX 75702	None	Charitable	Donation for Operations	7,500
East Texas Chest Foundation P.O. Box 6554 Tyler, TX 75711	None	Charitable	Donation for Asthma Camp	3,000
East Texas Crisis Center P.O. Box 7060 Tyler, TX 75711	None	Charitable	Donation for Operations	50,000
East Texas Food Bank P.O. Box 6974 Tyler, TX 75711	None	Charitable	Donation for Vehicle Purchase	5,000
East Texas Rescue Mission P.O. Box 5329 Tyler, TX 75712	None	Charitable	Donation for Kitchen Equipment	2,500
East Texas Symphony Foundation 522 S. Broadway Tyler, TX 75702	None	Charitable	Donation for Capital Project	25,000
ETMC Foundation P.O. Box 6400 Tyler, TX 75711	None	Charitable	Donation for Capital Project	250,000
Fellowship of Christian Athletes P.O. Box 260559 Plano, TX 75026-0559	None	Charitable	Donation for Operations	5,000

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First Baptist Church of Tyler 301 W. Ferguson Tyler, TX 75702	None	Religious	Donation for Kids Camp Family Center Building Fund	17,000
Girl Scouts of Northeast Texas 9126 US Hwy 271 Tyler, TX 75708	None	Charitable	Donation for School Day Program	5,000
Habitat for Humanity 822 W. Front Street Tyler, TX 75702	None	Charitable	Donation for Operations	2,010
Historic Tyler, Inc. P.O. Box 6774 Tyler, TX 75711	None	Charitable	Donation for Operations	5,500
Higher Heights Fellowship and Learning Center 3510 Chandler Hwy Tyler, TX 75701	None	Charitable	Donations for Operations	3,000
Hospice Foundation 4111 University Blvd Tyler, TX 75701	None	Charitable	Donations for Operations	10,000
Humane Society of East Texas P.O. Box 6151 Tyler, TX 75711	None	Charitable	Donation	2,000
Junior Achievement 2737 S. Broadway, Suite 207 Tyler, TX 75701	None	Charitable	Donation for Operations	2,500
Junior League of Tyler, Inc. 1919 S. Donnybrook Tyler, TX 75701	None	Charitable	Donation for Fundraiser	5,000
King's Academy Christian School 714 Shelly Drive Tyler, TX 75701	None	Educational	Donation for Operations	2,000
Komen Tyler Race for the Cure P.O. Box 6217 Tyler, TX 75711-6217	None	Charitable	Donation for Fundraiser	5,000

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KVNE Encouragement FM P.O. Box 8525 Tyler, TX	None	Religious	Donation for Operations	10,000
Literacy Council of Tyler P. O. Box 6662 Tyler, TX 75711-6662	None	Charitable	Donation	14,000
Make-A-Wish Foundation 215 Winchester Drive, Suite 109 Tyler, TX 75701	None	Charitable	Donation for Operations	12,000
Meals on Wheels Ministry, Inc. 1915 Garden Valley Road Tyler, Texas 75702	None	Charitable	Donation for Operations	25,000
Michael Gott International Box 2636 Keller, TX 76244	None	Religious	Donation	1,000
Moses Project 208 Leslie Drive Whitehouse, TX 75791	None	Religious	Donation for Operations	1,000
PATH 402 W. Front St. Tyler, TX 75702	None	Charitable	Donation for School Supply Train	23,500
Prison Fellowship Ministries P.O. Box 1550 Merrifield, VA 22116-1550	None	Religious	Donation for Operations	2,000
Salvation Army 717 N. Spring Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	5,000
St. Thomas Episcopal Church P.O. Box 1240 Ketchum, ID 83340	None	Religious	Donation	5,000
Sun Valley Center for Arts P. O. Box 656 Sun Valley, ID 83353	None	Charitable	Donation for Operations	35,000

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Sun Valley Performing Arts P.O. Box 3092 Sun Valley, ID 83353	None	Charitable	Donation for Operations	2500
Texas Baptist Mission Foundation 333 Washington Dallas, TX	None	Charitable	Donation for Haiti Relief Work	6,500
Texas Fellowship of Cowboy Churches P. O. Box 609 Maypearl, TX 76064	None	Religious	Donation for Operations	15,000
The Advocates P.O. Box 3216 Hailey, ID 83333	None	Charitable	Donation	2,500
The Discovery Science Place 308 N. Broadway Tyler, TX 75702	None	Charitable	Donation for Summer Camp	15,000
Trinity Mother Frances Health System Foundation 611 S. Fleishel Tyler, TX 75701	None	Charitable	Donation for Fundraiser	7,000
Truett Theological Seminary Attn: Dr. Richard Scott c/o Baylor University P.O. Box 97026 Waco, TX 76715	None	Educational	Donation for Scholarships	5,000
Tyler Museum of Art 1300 S. Mahon Tyler, TX 75701	None	Charitable	Donation for Operations	10,000
Tyler Rose Museum P. O. Box 8224 Tyler, TX 75711	None	Charitable	Donation	1,000
United Way's Nonprofit Development Center 4000 Southpark, Suite 1200 Tyler, TX 75703	None	Charitable	Donation for Operations	10,000

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Univeristy of Texas Health Science Center 11937 US Hwy 271 Tyler, TX 75708	None	Charitable	Donation	5,000
Young Audiences 200 E. Amherst Street Tyler, TX 75701	None	Charitable	Donation for Operations	<u>2,000</u>
Total Donations				<u>1,054,760</u>