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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation THOMAS A RODGERS JR FAMILY FOUNDATION	**A Employer identification number** 04-3442439
Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 2509	**B** Telephone number (see page 10 of the instructions) (508) 679-6452
City or town, state, and ZIP code FALL RIVER, MA 02722	**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 ☐
H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 25,141,552 / **J** Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _ *(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) (see page 11 of the instructions))*

		Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,117,259	993,626		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	486,009			
	b	Gross sales price for all assets on line 6a 7,858,863				
	7	Capital gain net income (from Part IV, line 2)		486,009		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	521	521		
	12	**Total.** Add lines 1 through 11	1,603,789	1,480,156		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	67,000	0		67,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	480	0		0
	b	Accounting fees (attach schedule)	17,502	0		11,640
	c	Other professional fees (attach schedule)				
	17	Interest	47	47		0
	18	Taxes (attach schedule) (see page 14 of the instructions)	34,763	2,463		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	12,000	0		12,000
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	29,075	18,644		10,401
	24	**Total operating and administrative expenses.** Add lines 13 through 23	160,867	21,154		101,041
	25	Contributions, gifts, grants paid	883,000			883,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,043,867	21,154		984,041
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	559,922			
	b	**Net investment income** (if negative, enter -0-)		1,459,002		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	987		
	2 Savings and temporary cash investments	105,196	2,851	2,851
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,759	16,576	16,576
	10a Investments—U S and state government obligations (attach schedule)	2,496,286	1,952,490	1,952,490
	b Investments—corporate stock (attach schedule)	20,046,107	19,864,019	19,864,019
	c Investments—corporate bonds (attach schedule)	2,473,847	2,255,575	2,255,575
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	873,856	1,050,041	1,050,041
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	26,004,038	25,141,552	25,141,552
Liabilities	17 Accounts payable and accrued expenses	22,468	15,259	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)	26,900	7,675	
	23 **Total liabilities** (add lines 17 through 22)	49,368	22,934	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	25,954,670	25,118,618	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	25,954,670	25,118,618	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	26,004,038	25,141,552	

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	25,954,670
2	Enter amount from Part I, line 27a	2	559,922
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	26,514,592
5	Decreases not included in line 2 (itemize) ▶	5	1,395,974
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	25,118,618

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,851,582		7,372,854	478,728
b	7,281			7,281
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				478,728
b				7,281
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	486,009
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	876,622	23,474,596	0 037343
2009	931,072	19,156,249	0 048604
2008	1,130,516	23,729,425	0 047642
2007	603,429	26,471,946	0 022795
2006	1,069,850	19,596,086	0 054595

2	**Total** of line 1, column (d).	2	0 210979
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 042196
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	26,294,309
5	Multiply line 4 by line 3.	5	1,109,515
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,590
7	Add lines 5 and 6.	7	1,124,105
8	Enter qualifying distributions from Part XII, line 4.	8	984,041

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	29,180
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	29,180
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	29,180
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 30,000		
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	30,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	820
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 820 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶RI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

Website address ▶NONE

14 The books are in care of ▶MYRON WILNER Telephone no ▶(508) 679-6451

Located at ▶PO BOX 831 111 DURFEE STREET FALL RIVER MA ZIP+4 ▶027220831

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 |

			Yes	No
16	At any time during calendar year 2011, 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		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 ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ **Yes** ☑ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
THOMAS A RODGERS III 1027 SEAPOWET AVENUE TIVERTON, RI 02878	PRESIDENT 10 00	0	0	0
MYRON WILNER 786 MADISON STREET FALL RIVER, MA 02720	TREASURER 20 00	67,000	0	0
ROBERT STOICO 907 RAYMOND CT MARCO ISLAND, FL 34145	DIRECTOR 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	26,622,825
b	Average of monthly cash balances	1b	71,905
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	26,694,730
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	26,694,730
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	400,421
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,294,309
6	**Minimum investment return.** Enter 5% of line 5	6	1,314,715

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,314,715
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 29,180		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	29,180
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,285,535
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,285,535
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,285,535

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	984,041
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	984,041
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	984,041

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,285,535
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			897,588	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 984,041				
a Applied to 2010, but not more than line 2a			897,588	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				86,453
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,199,082
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

THOMAS A RODGERS III

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

THE RODGERS FAMILY FOUNDATION
111 DURFEE STREET
FALL RIVER, MA 02722
(508) 679-6452

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

WRITTEN REQUEST STATING NATURE OF ORGANIZATION AND INTENDED USE OF FUNDS

c Any submission deadlines

NONE

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

NONE

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 Additional Data Table				
Total . . . . . . ▶ **3a**				883,000
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	1,117,259	
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			01	521	
8 Gain or (loss) from sales of assets other than inventory			18	486,009	
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)		0		1,603,789	0

13 Total. Add line 12, columns (b), (d), and (e). 13 1,603,789

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2012-04-30 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature JAMES BJORGE	Date	Check if self-employed ☐	PTIN P01213165
Firm's name ▶ MEYER REGAN & WILNER LLP		Firm's EIN ▶ 04-1617630	
Firm's address ▶ PO BOX 831 FALL RIVER, MA 027220831		Phone no (508) 679-6451	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ **Yes** ☐ **No**

Additional Data

Software ID:	
Software Version:	
EIN:	04-3442439
Name:	THOMAS A RODGERS JR FAMILY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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				
A WISH COME TRUE INC1010 WARWICK AVENUE WARWICK,RI 02888	NONE	PUBLIC CHARITY	TO GRANT A WISH IN THE GREATER FALL RIVER COMMUNITY	10,000
AMERICAN RED CROSS315 PLEASANT STREET FALL RIVER,MA 02723	NONE	PUBLIC CHARITY	OPERATING SUPPORT IN GREATER FALL RIVER AREA	10,000
BISHOP CONNOLLY HIGH SCHOOL373 ELSBREE STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
BISHOP STANG HIGH SCHOOL500 SLOCUM ROAD NORTH DARTMOUTH,MA 02747	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000
BRISTOL COMMUNITY COLLEGE 777 ELSBREE STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	CLASSROOM IMPROVEMENT PROGRAM	50,000
CARE151 ELLIS NE ATLANTA,GA 30303	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
CATHOLIC CHARITIES APPEALPO BOX 1470 FALL RIVER,MA 02722	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
CATHOLIC RELIEF SERVICES209 WEST FAYETE STREET BALTIMORE,MD 21201	NONE	PUBLIC CHARITY	OPERATING SUPPORT	50,000
CHRISTIAN APPALACHIAN PROJECTPO BOX 511 LANCASTER,KY 40444	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
CITIZENS SCHOLARSHIP FUND AMERICAN DREAM CHALLENGE 624 FLORENCE STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
FALL RIVER HISTORICAL SOCIETY451 ROCK STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	VICTORIAN FOUNTAIN	17,500
FAMILY SERVICE ASSOC OF GR F R151 ROCK STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	DEVELOPMENT OF FACILITIES IMPROVEMENT PROPOSAL-PHASE VI	50,000
GREATER FR ART ASSOCIATION 80 BELMONT STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	BUILDING REPAIRS	15,000
GREATER FR COMMUNITY FOOD PANTRY78 BRAMBIE WAY TIVERTON,RI 02878	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
GREATER FR SYMPHONY SOCIETY PO BOX 9034 FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500
HEALTHFIRST FAMILY CARE CENTER102 COUNTY STREET FALL RIVER,MA 02723	NONE	PUBLIC CHARITY	BUILDING RENOVATION PROJECT JOURNEY OF HOPE	25,000
HERALD NEWS CHRISTMAS FUND 207 POCASSET ST FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
HOSPICE OUTREACH502 BEDFORD STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT IN THE FALL RIVER AREA	10,000
JIMMY FUND375 LONGWOOD AVENUE BOSTON,MA 02215	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,500
JUNIOR ACHIEVEMENT OF SOUTHERN MA INC106 SPRING STREET NEW BEDFORD,MA 02740	NONE	PUBLIC CHARITY	OPERATING SUPPORT	15,000
LITTLE FLOWER HOME INC304 HOOPER STREET TIVERTON,RI 02878	NONE	PUBLIC CHARITY	OPERATING SUPPORT	15,000
LOWN CARDIOVASCULAR RESEARCH FOUNDATION21 LONGWOOD AVENUE BROOKLINE,MA 02446	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
MEETING STREET SCHOOL667 WATERMAN AVENUE EAST PROVIDENCE,RI 02914	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
NARRAGANSETT COUNCIL BOY SCOUTS OF AMERICAPO BOX 14777 EAST PROVIDENCE,RI 02914	NONE	PUBLIC CHARITY	SCOUT REACH PROGRAM FOR THE FALL RIVER AREA	1,500
NARROWS CENTER FOR THE ARTS 16 ANAWAN STREET FALL RIVER,MA 02721	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
NATIVITY PREPARATORY SCHOOL OF NEW BEDFORD66 SPRING STREET NEW BEDFORD,MA 02740	NONE	PUBLIC CHARITY	OPERATING SUPPORT	25,000
NAVAL WAR COLLEGE FOUNDATION686 CUSHING ROAD NEWPORT,RI 02841	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500
NEWPORT HOSPITAL11 FRIENDSHIP STREET NEWPORT,RI 02840	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
NORMAN BIRD SANCTUARY583 THIRD BEACH ROAD MIDDLETOWN,RI 02842	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500
OUR LADY OF QUADALUPE2 ACHUSHNET AVE NEW BEDFORD,MA 02744	NONE	PUBLIC CHARITY	ESOL PROGRAM	2,500

Form 990PF Part XV Line 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*				
POLICE ATHLETIC LEAGUE31 FRANKLIN STREET FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
POTTER LEAGUE FOR ANIMALSPO BOX 412 NEWPORT, RI 02840	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
PRIESTS RETIREMENT FUND1697 E MAIN ROAD PORTSMOUTH, RI 02871	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
PROJECT HOPE255 CARTER HALL LANE MILLWOOD, VA 22646	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
R I COMMUNITY FOOD BANK200 NIANTIC AVENUE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	OPERATING SUPPORT FOR OUR SISTERS PLACE	15,000
SALVATION ARMY-FALL RIVER290 BEDFORD STREET FALL RIVER, MA 02722	NONE	PUBLIC CHARITY	OPERATING SUPPORT IN THE FALL RIVER AREA	1,000
SALVE REGINA UNIVERSITY100 OCHRE POINT AVENUE NEWPORT, RI 02840	NONE	PUBLIC CHARITY	THE ACQUISITION OF THE LAFARGE WINDOWS TO BE PLACED IN THE HOME OF OUR LADY OF MERCY CHAPEL AT THE COLLEGE	100,000
SAN MIGUEL SCHOOL OF PROVIDENCE12 CARTER STREET PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
SAVE THE BAY100 BAY VIEW AVENUE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	EXPLORE THE BAY EDUCATION PROGRAM	1,000
SEAMENS CHURCH INSTITUTE OF NEWPORT18 MARKET STREET NEWPORT, RI 02840	NONE	PUBLIC CHARITY	HISTORY WITH A HEART CAMPAIGN	5,000
ST MARY'S EDUCATON FUND DIOCESE OF FALL RIVERPO BOX 1470 FALL RIVER, MA 02722	NONE	PUBLIC CHARITY	GRANT TO ST MARY'S EDUCATION FUND TO BE APPLIED TO RESIDENTS OF THE GREATER FALL RIVER AREA	35,000
ST PHILOMENA SCHOOL324 CORYS LANE PORTSMOUTH, RI 02871	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
ST VINCENT'S HOME2425 HIGHLAND AVENUE FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
STEPPINGSTONE INC466 NORTH MAIN STREET FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	TO BE USED FOR THE INSTALLATION AND CONFIGURATION OF A NEW TELEPHONE AND DATA SYSTEM	19,500
STRIVING ARTISTS THEATRE COMPANY1311 BROUGHTON DRIVE BEVERLY, MA 01915	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
THE WOMANS CENTEROUR SISTERS PLACEPO BOX 4236 FALL RIVER, MA 02723	NONE	PUBLIC CHARITY	OPERATING SUPPORT	20,000
THOMAS CHEW MEMORIAL BOYS AND GIRLS CLUB803 BEDFORD STREET FALL RIVER, MA 02723	NONE	PUBLIC CHARITY	OPERATING SUPPORT	50,000
TIVERTON LAND TRUSTPO BOX 167 TIVERTON, RI 02878	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
UNITED WAY OF GREATER FR101 ROCK STREET FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	125,000
Total . . . . ▶ **3a**				883,000

TY 2011 Accounting Fees Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & ADMINISTRATIVE	17,502	0		11,640

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491131011772

TY 2011 Investments Corporate Bonds Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN GEN FIN MEDTM SRNT BE	189,000	189,000
BANK OF AMERICA CORP 02/24/26	10,812	10,812
BANK OF AMERICA CORP 03/29/30	85,574	85,574
BANK OF AMERICA CORP 06/30/25	86,806	86,806
CINCINNATI BELL INC NEW B/E	100,375	100,375
CIT GROUP INC 05/01/15	22,691	22,691
CIT GROUP INC 05/01/16	24,410	24,410
CIT GROUP INC 05/01/17	26,174	26,174
FORD MTR CR CO	98,275	98,275
FORD MTR CR CO	103,495	103,495
FORD MTR CR CO LLC B/E DUE 04/15/15	107,500	107,500
GOLDMAN SACHS GRP INC MTN BE	48,985	48,985
LEHMAN BROS HLDGS INC MTN BE	68,163	68,163
LEHMAN BROS HLDGS INC MTN BE	8,969	8,969
MERRILL LYNCH & CO INC B/E	183,678	183,678
MORGAN STANLEY D W DISC SRMTNS 11/10/24	89,922	89,922
MORGAN STANLEY D W DISC SRMTNS 6/11/25	97,750	97,750
MORGAN STANLEY D W DISC SRMTNS 8/31/25	45,784	45,784
SLM CORP MTN BOOK	550,586	550,586
TESORO CORP B/E	205,000	205,000
VALERO ENERGY CORP B/E	101,626	101,626

TY 2011 Investments Corporate Stock Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADVANTAGE PRIMARY LIQ FD	25,800	25,800
ALCOA INC	216,250	216,250
ALPINE GLOBAL PREMIER PPTYS FD COM	109,667	109,667
ALPINE TOTAL DYNAMIC DIVID FD COM	109,500	109,500
ALPS ETF TR ALERIAN MLP	83,100	83,100
ALTRIA GROUP INC	415,100	415,100
AMEDISYS INC	21,820	21,820
AMERICAN BILTRITE INC	50,400	50,400
ANNALY CAP MGMT INC REIT	119,700	119,700
ATLANTIC POWER CORP	107,250	107,250
AVON PRODUCTS INC	131,025	131,025
BABCOCK & WILCOX CO NEW	48,280	48,280
BANCORP RHODE ISLAND INC	833,700	833,700
BLACKROCK CORPOR HIGH YLD FD	108,150	108,150
BLACKROCK CREDIT ALL INC TR II	122,875	122,875
BLACKROCK GBL EQUITY INCOME TR	92,470	92,470
BLACKROCK REAL ASSET EQUITY TR CLOSED END SBI/CBI	106,700	106,700
BOISE INC	35,600	35,600
BROOKLINE BANCORP	101,280	101,280
CAMBRIDGE BANCORP	1,013,200	1,013,200
CANADIAN PAC RY LTD	203,010	203,010
CARPENTER TECHNOLOGY CORP	77,220	77,220
CARRIZO OIL & CO INC	79,050	79,050
CEMEX SAB DE CV SPON ADR	107,800	107,800
CHEMUNG FINANCIAL CORP	317,800	317,800
CIT GROUP INC	174,350	174,350
CLEARBRIDGE ENERGY MLP FD INC	168,300	168,300
CNB FINANCIAL CORP PENNSYLVANIA	157,800	157,800
CREDIT SUISSE HIGH YLD BND FD SH BEN INT	28,800	28,800
DARLING INTERNATIONAL INC	66,450	66,450
DELTA AIR LINES INC	60,675	60,675
DIAMOND OFFSHORE DRILLING INC	110,520	110,520
DOMINION RESOURCES INC 8.375% PFD	117,480	117,480
DOUBLE EAGLE PETE CO	172,000	172,000
DOW 30SM ENHANCED PREM & INC	177,800	177,800
DOW CHEM CO	201,320	201,320
DU PONT E I DE NEMOURS & CO	91,560	91,560
EATON VANCE LTD DURATION INCOME FD	304,600	304,600
EATON VANCE RISK MNGD DIV EQTY	52,250	52,250
EATON VANCE TAX MNG GLB DV EQT	165,000	165,000
EATON VANCE TX MGD DIV EQ INCM	66,525	66,525
ECA MARCELLUS TR I COM UNIT	204,640	204,640
EDELMAN FINANCIAL GROUP INC	105,120	105,120
ENERGY INCOME & GROWTH FD	169,500	169,500
EUROSEAS LTD COM NEW	17,625	17,625
FINANCIAL INSTITUTIONS INC	516,480	516,480
FIRST TR HIGH INCOME L/S FD	114,525	114,525
FRANKLIN TEMPLETON LTD DUR INC	87,171	87,171
GABELLI UTILITES FUND	90,073	90,073
GENERAL ELECTRIC CO	286,560	286,560
GENERAL MOTORS CO	41,006	41,006
GLADSTONE CAPITAL CORP	76,300	76,300
GOLDMAN SACHS LOC EMG MK-I	85,999	85,999
H & Q HEALTHCARE FD SH BEN INT	211,650	211,650
HESS CORP	142,000	142,000
HOSPITALITY PROPERTIES REIT TRUST	160,860	160,860
HUNTSMAN CORP	160,000	160,000
INTERNATIONAL PAPER CO	59,200	59,200
INVESCO VAN KAMPEN DYNAMIC CR OP FD	253,680	253,680
ISHARES COHEN & STEERS REALTY MAJORS	165,017	165,017
ISHARES MSCI EAFE INDEX FUND	237,744	237,744
ISHARES MSCI EMERGING MARKETS INDEX	104,335	104,335
ISHARES RUSSELL 1000 VALUE	412,620	412,620
ISHARES RUSSELL 2000 INDEX FUND	114,312	114,312
ISHARES RUSSELL MIDCAP INDEX FUND	162,393	162,393
ISHARES S&P PREF STK	138,918	138,918
ISHARES TR RUSSELL 1000 GROWTH INDEX	410,309	410,309
KINDER MORGAN INC	64,340	64,340
KOHLS CORP	138,180	138,180
KRAFT FOODS INC	383,613	383,613
MARATHON OIL CORP	58,540	58,540
MARATHON PETE CORP	199,740	199,740
MARKEL CORP 7.5% SR DB 46	126,643	126,643
MAYFLOWER BANCORP INC	295,521	295,521
MCDERMOTT INTL INC	23,020	23,020
MCDONALDS CORP	100,330	100,330
MERCK & CO INC	150,800	150,800
MERITOR SAVINGS BANK	65,250	65,250
METLIFE INC	93,540	93,540
MIDDLESEX WATER COMPANY	373,200	373,200
MOSAIC CO	100,860	100,860
MUELLER WTR PRODS INC COM	30,500	30,500
NAUGATUCK VY FINL CORP	142,590	142,590
NAVIOS MARITIME HOLDINGS	53,550	53,550
NESTLE S A SPONSORED ADR	57,748	57,748
NEWPORT BANCORP INC	37,710	37,710
NUVEEN BUILD AMER BD FD COM SHS	153,975	153,975
NUVEEN MULT CURR ST GV INCM FD	60,550	60,550
NUVEEN MULTI STRAT INC GR FD 2	201,250	201,250
OLIN CORP COM PAR $1	98,250	98,250
PATRIOT COAL CORP	42,350	42,350
PEOPLES UNITED FINANCIAL INC	527,505	527,505
PFIZER INC	541,000	541,000
PHILIP MORRIS INTL INC	196,200	196,200
POSTROCK ENERGY CORP	3,273	3,273
PREMIER FINANCIAL BANCORP	158,400	158,400
PRESIDENTIAL LIFE CORP	224,775	224,775
PROSPECT CAPITAL CORPORATION	185,800	185,800
PROVIDENT ENERGY TR	145,350	145,350
REGENERON PHARMACEUTICALS	55,430	55,430
SALIENT MLP & ENERGY INDRSTRCT COM	93,200	93,200
SARA LEE CORP	94,600	94,600
SEADRILL LIMITED	165,900	165,900
SEARS ROEBUCK ACCEP CORP NT 7%	12,163	12,163
SEI DAILY INCOME TR MM PORT #32	330,180	330,180
SEI DAILY INCOME TR MM PORT #32	1,646	1,646
SI FINL GROUP INC	98,500	98,500
SPDR DJ WILSHIRE INTL REAL ESTATE	28,647	28,647
STILLWATER MINING CO	62,760	62,760
SUSQUEHANNA BANCSHARES INC	146,650	146,650
T ROWE PRICE INTL BOND FUND	87,043	87,043
THERAVANCE INC	44,200	44,200
TIDELANDS RTY TR B UNIT BEN INT	162,800	162,800
TRONOX INC	144,000	144,000
UNITED STATES STL CORP NEW	132,300	132,300
UNITIL CORP	85,140	85,140
USA TECHNOLOGIES INC COM	28,000	28,000
VALLEY NATIONAL BANCORP	98,960	98,960
VANGUARD HIGH YIELD CORP ADM	90,309	90,309
VANGUARD INFLAT PROTECTED	64,228	64,228
VANGUARD INTM TERM CORP-ADM #571	222,534	222,534
VANGUARD INTRM TRM BD IDX-SI	83,906	83,906
VANGUARD S/T BOND INDEX	52,525	52,525
VANGUARD SHORT TERM CORP BOND ETF	249,152	249,152
VANGUARD SMALL CAP VALUE ETF	12,534	12,534
WALGREEN CO	495,900	495,900
WASHINGTON TRUST BANCORP	47,720	47,720
WESTERN ASSET HIGH INCM OPP FD	30,850	30,850
WESTFIELD FINANCIAL INC NEW	36,800	36,800
WHIRLPOOL CORP	118,625	118,625
WINDSTREAM CORP	29,350	29,350
WINNEBAGO INDUSTRIES INC	73,800	73,800
XCEL ENERGY INC	69,100	69,100

TY 2011 Investments Government Obligations Schedule

Name:	THOMAS A RODGERS JR FAMILY FOUNDATION
EIN:	04-3442439
US Government Securities - End of Year Book Value:	446,825
US Government Securities - End of Year Fair Market Value:	446,825
State & Local Government Securities - End of Year Book Value:	1,505,665
State & Local Government Securities - End of Year Fair Market Value:	1,505,665

TY 2011 Investments - Other Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CALUMET SPECIALTY PRODUCTS PARTNERS	FMV	120,960	120,960
GENERAL MOTORS CO WARRANT	FMV	47,166	47,166
GENERAL MOTORS CO WARRANT	FMV	31,444	31,444
LRR ENERGY LP	FMV	58,830	58,830
MIDCON ENERGY PARTNERS LP	FMV	55,050	55,050
NAVIOS MARITIME PARTNERS	FMV	73,700	73,700
PENN VIRGINIA RESOURCE PARTNERS	FMV	632,991	632,991
VALLEY NATL BANCORP WARRANT	FMV	29,900	29,900

TY 2011 Legal Fees Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	480	0		0

TY 2011 Other Decreases Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	1,395,974

TY 2011 Other Expenses Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES, POSTAGE, ETC	6,567	0		6,567
TELEPHONE	3,169	0		3,139
DUES	695	0		695
INVESTMENT FEES	18,644	18,644		0

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TY 2011 Other Income Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME - OTHER	521	521	521

TY 2011 Other Liabilities Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL OPTIONS	26,900	7,675

TY 2011 Taxes Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	2,463	2,463		0
FEDERAL TAX	32,300	0		0