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

2011

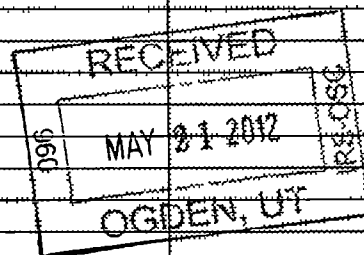
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE RODGERS FAMILY FOUNDATION, INC C/O J. RUBENSTEIN, ESQ		A Employer identification number 13-6062852
Number and street (or P.O. box number if mail is not delivered to street address) 575 MADISON AVENUE	Room/suite	B Telephone number 212-940-8800
City or town, state, and ZIP code NEW YORK, NY 10022-2585		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,013,521.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	81,462.	81,462.		STATEMENT 1
4	Dividends and interest from securities	206,814.	206,814.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	628,600.			
b	Gross sales price for all assets on line 6a	3,395,358.			
7	Capital gain net income (from Part IV, line 2)		628,600.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	916,876.	916,876.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	27,343.	6,836.	0.	20,507.
b	Accounting fees STMT 4	16,618.	8,309.	0.	8,309.
c	Other professional fees STMT 5	59,620.	20,184.	0.	39,436.
17	Interest				
18	Taxes STMT 6	5,968.	5,968.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	375.	0.	0.	375.
24	Total operating and administrative expenses. Add lines 13 through 23	109,924.	41,297.	0.	68,627.
25	Contributions, gifts, grants paid	650,000.			650,000.
26	Total expenses and disbursements. Add lines 24 and 25	759,924.	41,297.	0.	718,627.
27	Subtract line 26 from line 12	156,952.			
a	Excess of revenue over expenses and disbursements		875,579.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			0.	



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Operating and Administrative Expenses

THE RODGERS FAMILY FOUNDATION, INC
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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,909.	9,462.	9,462.
	2 Savings and temporary cash investments	446,581.	1,340,307.	1,340,307.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	209,903.	0.	0.
	b Investments - corporate stock STMT 9	6,045,689.	5,530,909.	5,993,800.
	c Investments - corporate bonds STMT 10	351,884.	351,665.	374,882.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	325,339.	310,914.	295,070.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	7,386,305.	7,543,257.	8,013,521.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	15,765,570.	15,765,570.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-8,379,265.	-8,222,313.	
30 Total net assets or fund balances	7,386,305.	7,543,257.		
31 Total liabilities and net assets/fund balances	7,386,305.	7,543,257.		

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	7,386,305.
2 Enter amount from Part I, line 27a	2	156,952.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,543,257.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,543,257.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE ATTACHED-SHORT TERM	P	VARIOUS	VARIOUS
b SEE SCHEDULE ATTACHED-LONG TERM	P	VARIOUS	VARIOUS
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 1,353,676.		1,302,313.	51,363.
b 2,041,682.		1,464,445.	577,237.
c			
d			
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			51,363.
b			577,237.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	628,600.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	975,220.	8,224,867.	.118570
2009	2,148,894.	8,801,522.	.244150
2008	1,421,131.	12,264,997.	.115869
2007	897,842.	13,686,474.	.065601
2006	1,022,529.	12,819,045.	.079766

2 Total of line 1, column (d)	2	.623956
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	.124791
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,693,831.
5 Multiply line 4 by line 3	5	1,084,912.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,756.
7 Add lines 5 and 6	7	1,093,668.
8 Enter qualifying distributions from Part XII, line 4	8	718,627.

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 instructions)

1a 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 instructions)			
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	17,512.
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	17,512.
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	17,512.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,112.	
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	7,112.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	10,400.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WISS & COMPANY, LLP Located at ► 5 BARTLES CORNER ROAD, FLEMINGTON, NJ Telephone no ► 908-782-7300 ZIP+4 ► 08822			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA RODGERS EMORY 575 MADISON AVENUE NEW YORK, NY 100222585	PRESIDENT - P/T 4.00	0.	0.	0.
MARY RODGERS GUETTEL 575 MADISON AVENUE NEW YORK, NY 100222585	VICE PRESIDENT - P/T 4.00	0.	0.	0.
JOSHUA S. RUBENSTEIN, ESQ 575 MADISON AVENUE NEW YORK, NY 100222585	TREASURER - P/T 4.00	0.	0.	0.
JASMINE M. HANIF, ESQ 575 MADISON AVENUE NEW YORK, NY 100222585	SECRETARY - P/T 4.00	0.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. 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 THE FOUNDATION DOES NOT MAINTAIN A PROGRAM OF CHARITABLE ACTIVITIES AS DEFINED IN THE INSTRUCTIONS FOR FORM 990-PF. THE FOUNDATION DOES INCUR NOMINAL EXPENSES TO AID DONEES IN CARRYING OUT CHARITABLE ACTIVITIES.	0.
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 THE FOUNDATION DOES NOT MAINTAIN ANY PROGRAM-RELATED INVESTMENTS.	0.
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	8,169,585.
b	Average of monthly cash balances	1b	656,639.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,826,224.
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	8,826,224.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	132,393.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,693,831.
6	Minimum investment return. Enter 5% of line 5	6	434,692.

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	434,692.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	17,512.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,512.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	417,180.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	417,180.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	417,180.

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	718,627.
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	718,627.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	718,627.

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

Form 990-PF (2011)

THE RODGERS FAMILY FOUNDATION, INC
C/O J. RUBENSTEIN, ESQ

Form 990-PF (2011)

13-6062852 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				417,180.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	393,095.			
b From 2007	244,292.			
c From 2008	819,619.			
d From 2009	1,715,122.			
e From 2010	572,751.			
f Total of lines 3a through e	3,744,879.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	718,627.			
a Applied to 2010, 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 2011 distributable amount				417,180.
e Remaining amount distributed out of corpus	301,447.			
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	4,046,326.			
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 2010 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	393,095.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,653,231.			
10 Analysis of line 9				
a Excess from 2007	244,292.			
b Excess from 2008	819,619.			
c Excess from 2009	1,715,122.			
d Excess from 2010	572,751.			
e Excess from 2011	301,447.			

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) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | | |
| | | | | | |

- (4) Gross investment income**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	PUBLIC & PRIVATE	TO AID DONEE ORGANIZATIONS TO CARRY OUT THEIR EXEMPT ACTIVITIES.	650,000.
Total			3a	650,000.
b Approved for future payment				
CITY PARKS FOUNDATION 830 FIFTH AVENUE NEW YORK, NY 100657001	NONE	PUBLIC	TO AID THE CITY PARK'S EXEMPT RESTORATION ACTIVITIES	200,000.
THE JEWISH MUSEUM 1109 5TH AVENUE NEW YORK, NY 10128	NONE	PUBLIC	TO AID THE JEWISH MUSEUM'S EXEMPT ACTIVITIES	200,000.
Total			3b	400,000.

Form 990-PF (2011)

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

SOURCE	AMOUNT
ACCRUED INT PAID ON CORP BOND PURCHASE	-1,285.
CITIBANK - MONEY MARKET	58.
CITIGROUP - CORP BONDS	26,347.
CITIGROUP - US TREASURY	56,342.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	81,462.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITIGROUP - MDA	411.	0.	411.
CITIGROUP - STOCK	206,403.	0.	206,403.
TOTAL TO FM 990-PF, PART I, LN 4	206,814.	0.	206,814.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	27,343.	6,836.	0.	20,507.
TO FM 990-PF, PG 1, LN 16A	27,343.	6,836.	0.	20,507.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,618.	8,309.	0.	8,309.
TO FORM 990-PF, PG 1, LN 16B	16,618.	8,309.	0.	8,309.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	52,581.	13,145.	0.	39,436.	
CUSTODIAL FEES	7,039.	7,039.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	59,620.	20,184.	0.	39,436.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID & FEES	5,968.	5,968.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	5,968.	5,968.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	375.	0.	0.	375.	
TO FORM 990-PF, PG 1, LN 23	375.	0.	0.	375.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY SECURITIES	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	5,530,909.	5,993,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,530,909.	5,993,800.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	351,665.	374,882.
TOTAL TO FORM 990-PF, PART II, LINE 10C	351,665.	374,882.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	310,914.	295,070.
TOTAL TO FORM 990-PF, PART II, LINE 13		310,914.	295,070.

Rodgers Family Foundation, Inc
Security Transactions
Year Ended December 31, 2011

Security Name	#Sha/\$Val	Date Acq	Date Sold	Proceeds	Basis	Gain/Loss	L/T-S/T
US Treas Infl In 4 39905% 1/15/11	\$200M	1/30/02	1/15/11	200,000.00	209,903.20	(9,903.20)	L/T
Johnson & Johnson	500	9/15/05	1/25/11	30,729.45	32,198.75	(1,469.30)	L/T
Plains Exploration & Production Co	890.701	12/8/99	2/2/11	31,959.07	21,172.56	10,786.51	L/T
Plains Exploration & Production Co	1,109.299	9/17/02	2/2/11	39,802.55	26,368.80	13,433.75	L/T
Plains Exploration & Production Co	1,000	9/17/02	2/11/11	37,301.78	23,770.68	13,531.10	L/T
Plains Exploration & Production Co	1,000	2/19/10	2/11/11	37,301.78	34,028.50	3,273.28	S/T
Chevron Corp	600	8/3/05	2/23/11	62,148.90	35,958.00	26,190.90	L/T
Siemens AG Sponsd ADR	300	4/5/07	3/7/11	39,483.68	33,521.01	5,962.67	L/T
Schlumberger Ltd	500	11/4/08	3/7/11	45,014.13	25,939.50	19,074.63	L/T
Pepsico Inc	500	11/25/91	3/7/11	31,685.39	7,044.58	24,640.81	L/T
Nestle SA Spon ADR	500	12/23/04	3/7/11	27,874.46	13,000.00	14,874.46	L/T
Microsoft Corp	500	2/12/01	3/7/11	12,814.75	16,187.50	(3,372.75)	L/T
Intel Corp	500	5/14/04	3/7/11	10,550.79	13,595.00	(3,044.21)	L/T
Honeywell Intl Inc	500	10/28/03	3/7/11	27,925.46	14,582.65	13,342.81	L/T
General Electric Corp	600	12/29/94	3/7/11	12,037.38	5,106.89	6,930.49	L/T
EMC Corp Mass	1,000	1/18/06	3/7/11	26,671.48	13,600.00	13,071.48	L/T
Walt Disney Company	1,000	11/8/99	3/7/11	42,451.88	27,122.17	15,329.71	L/T
Comcast Corp	1,000	3/11/96	3/7/11	25,033.01	6,800.96	18,232.05	L/T
UnitedHealth Group Inc	500	3/27/07	3/10/11	21,992.08	27,950.00	(5,957.92)	L/T
UnitedHealth Group Inc	500	8/14/07	3/10/11	21,992.07	24,109.65	(2,117.58)	L/T
EMC Corp Mass	3,000	1/18/06	3/15/11	75,990.34	40,800.00	35,190.34	L/T
Chevron Corp	500	8/3/05	5/3/11	53,230.97	29,965.00	23,265.97	L/T
Comcast Corp	443.741	3/11/96	5/3/11	11,751.85	3,017.86	8,733.99	L/T
Comcast Corp	556.259	8/6/96	5/3/11	14,731.74	6,469.42	8,262.32	L/T
Freeport McMoran Copper & Gold	1,000	9/19/08	5/3/11	53,270.97	35,514.50	17,756.47	L/T
Honeywell Intl Inc	500	11/17/03	5/3/11	30,755.40	15,205.00	15,550.40	L/T
Nestle SA Spon ADR	250	12/23/04	5/3/11	15,709.70	6,500.00	9,209.70	L/T
Nestle SA Spon ADR	250	2/25/05	5/3/11	15,709.69	6,905.00	8,804.69	L/T
Newmont Mining Corp	500	10/16/02	5/3/11	28,260.45	11,775.00	16,485.45	L/T
Pepsico Inc	500	11/25/91	5/3/11	34,684.33	7,044.58	27,639.75	L/T
SPDR Index Shs Fds S&P China ETF	1,000	8/17/10	5/3/11	80,356.45	71,952.00	8,404.45	S/T
Siemens AG Sponsd ADR	300	4/5/07	5/3/11	43,114.57	33,521.01	9,593.56	L/T
United Technologies Corp	1,000	10/9/03	5/3/11	89,662.27	41,315.00	48,347.27	L/T
UnitedHealth Group Inc	1,000	8/14/07	5/3/11	49,611.04	48,219.30	1,391.74	L/T
Weyerhaeuser Co	1,000	4/6/05	5/3/11	22,273.57	34,638.27	(12,364.70)	L/T
Medtronic Inc	1,000	3/11/02	5/20/11	42,161.19	44,990.00	(2,828.81)	L/T
EMC Corp Mass	2,000	1/18/06	6/6/11	54,524.75	27,200.00	27,324.75	L/T
EMC Corp Mass	1,000	9/4/07	6/6/11	27,262.37	19,840.00	7,422.37	L/T
Anadarko Pete Corp 5 950% 9/15/16	\$100M	8/17/10	6/9/11	112,181.00	99,720.00	12,461.00	S/T
Nextera Energy Inc	1,000	6/2/06	6/21/11	56,950.90	40,778.70	16,172.20	L/T
Adobe Systems Inc	1,000	3/16/04	7/14/11	29,361.43	17,465.00	11,896.43	L/T
ABB Ltd Spons ADR	2,000	8/17/10	7/21/11	49,883.04	39,437.40	10,445.64	S/T
EMC Corp Mass	2,000	9/4/07	8/1/11	51,643.00	39,680.00	11,963.00	L/T
Texas Instruments Inc	1,000	8/18/04	8/1/11	29,571.43	19,644.50	9,926.93	L/T
Time Warner Inc	667	10/1/96	8/1/11	23,078.42	16,969.75	6,108.67	L/T
Time Warner Inc	1,000	5/14/04	8/1/11	34,600.34	36,429.45	(1,829.11)	L/T
Time Warner Inc	333	11/11/04	8/1/11	11,521.91	12,942.05	(1,420.14)	L/T
Newmont Mining Corp	500	10/16/02	9/20/11	34,771.08	11,775.00	22,996.08	L/T
Newmont Mining Corp	1,000	11/6/02	9/22/11	64,784.35	25,890.00	38,894.35	L/T
UnitedHealth Group Inc	2,000	3/25/08	10/3/11	86,001.34	70,700.00	15,301.34	L/T
US Treas Bills 10/6/11	\$500M	4/4/11	10/6/11	499,671.39	499,671.39	-	S/T
Comcast Corp	7.724	8/6/96	10/28/11	184.75	89.83	94.92	L/T
Comcast Corp	727.721	11/14/96	10/28/11	17,406.75	16,667.96	738.79	L/T
Comcast Corp	1,130.879	11/15/96	10/28/11	27,050.11	12,074.16	14,975.95	L/T
Comcast Corp	582.176	6/15/99	10/28/11	13,925.38	31,331.91	(17,406.53)	L/T
Comcast Corp	551.500	7/25/00	10/28/11	13,191.63	13,350.90	(159.27)	L/T
Kimberly Clark Corp	1,000	7/7/09	11/1/11	68,732.68	53,307.50	15,425.18	L/T
Kimberly-Clark Corp	1,000	7/16/09	11/1/11	68,732.68	54,496.00	14,236.68	L/T
El Paso Corp	3,000	4/26/11	11/18/11	74,523.06	57,744.00	16,779.06	S/T
US Treas Bills 12/29/11	\$500M	6/27/11	12/29/11	499,759.86	499,759.86	-	S/T
Total				3,395,358.27	2,766,757.70	628,600.57	

S/T 51,363.43
L/T 577,237.14

RODGERS FAMILY FOUNDATION, INC
SCHEDULE OF SECURITIES
DECEMBER 31, 2011

1

DATE	SECURITY NAME	INV BEG \$	INV BEG SHARES	COST OR \$ VALUE	PURCHASES \$ VALUE	PURCHASES COST	SALES \$ VALUE	SALES PROCEEDS	DATE SOLD	GAIN OR LOSS	INV END SHARES	COST	MARKET VALUE
11/25/91	PEPSICO INC	1,000		14,089.16			500	31,685.39	03/07/11	24,640.81	1,000	16,671.93	66,350.00
06/16/92	PEPSICO INC	1,000		16,671.93			500	34,684.33	05/03/11	27,639.75	1,000	18,812.27	66,350.00
11/17/93	PEPSICO INC	1,000		18,812.27							1,000	20,427.56	41,984.00
12/29/94	GENERAL ELECTRIC CO	3,000		25,534.45							2,400		
03/11/96	COMCAST CORP CL A	1,443.741		9,818.82			600	12,037.38	03/07/11	6,930.49			
08/06/96	COMCAST CORP CL A	563.983		6,559.25			1,000	25,033.01	03/07/11	18,232.05			
	COMCAST CORP CL A						556.259	14,731.74	05/03/11	8,263.32			
	COMCAST CORP CL A						7,724	10,078.11	10/28/11	94.92			
10/01/96	TIME WARNER INC	667		16,969.75			667	23,078.42	08/01/11	6,108.67			
11/14/96	COMCAST CORP CL A	727.721		16,667.96			727.721	17,406.75	10/28/11	738.79			
11/15/96	COMCAST CORP CL A	1,130.879		12,074.16			1,130.879	27,050.11	10/28/11	14,975.95			
06/15/99	COMCAST CORP CL A	582.176		31,331.91			582.176	13,925.38	10/28/11	(17,408.53)			
11/08/99	WALT DISNEY CO COM	1,000		27,122.17			1,000	42,451.88	03/07/11	15,329.71			
12/08/99	PLAINS EXPLORATION & PRODUCTION CO	890.701		31,959.07			890.701	31,959.07	02/02/11	10,786.51			
07/25/00	COMCAST CORP	1,500		36,312.50			551.500	13,191.63	10/28/11	(159.27)	948.500	22,961.60	21,489.00
02/01/01	COMCAST CORP	1,500		42,917.50							1,500	42,937.50	35,565.00
11/28/01	MICROSOFT CORP	3,000		97,125.00			500	12,814.75	03/07/11	(3,372.75)	2,500	80,937.50	64,900.00
11/29/01	WALT DISNEY CO COM	1,000		20,370.74							1,000	20,370.74	37,500.00
11/30/01	MICROSOFT CORP	1,000		32,220.00							1,000	32,220.00	25,960.00
02/05/02	US TSY INFLATION INDEX NTS	\$200 M		209,903.20									
02/05/02	GENERAL ELECTRIC CO	400		18,425.00									
02/12/02	MICROSOFT CORP	1,500		56,010.00									
03/06/02	PEPSICO INC	1,000		50,960.00									
03/11/02	MEDTRONIC INC	1,000		44,990.00									
08/19/02	MEDTRONIC INC	500		20,230.00									
08/27/02	MICROSOFT CORP	600		15,849.00									
09/17/02	PLAINS EXPLORATION & PRODUCTION CO	2,109.299		50,139.48									
10/04/02	KELLOGG CO	1,000		34,570.00									
10/16/02	NEWMONT MINING CORP	1,000		23,550.00									
11/06/02	NEWMONT MINING CORP	1,000		25,890.00									
11/22/02	COMCAST CORP CL A	1,051.500		18,334.45									
12/11/02	NEWMONT MINING CORP	1,000		28,040.00									
02/28/03	GENERAL ELECTRIC CO	2,000		23,320.00									
05/11/03	Pfizer Inc	2,000		61,940.00									
06/20/03	Pfizer Inc	1,000		35,900.00									
07/11/03	CISCO SYS INC	2,000		35,460.00									
07/23/03	CISCO SYS INC	1,000		18,050.00									
07/23/03	KELLOGG CO	500		17,135.00									
07/23/03	MICROSOFT CORP	1,000		21,144.00									
07/23/03	PEPSICO INC	500		23,675.00									
10/03/03	PEPSICO INC	500		23,770.00									
10/09/03	UNITED TECHNOLOGIES CORP	2,000		82,630.00									
10/28/03	HONEYWELL INTL INC	500		14,583.65									
10/28/03	Pfizer Inc	1,000		30,990.00									
10/28/03	UNITED TECHNOLOGIES CORP	1,000		42,000.00									
11/17/03	HONEYWELL INTL INC	1,000		30,410.00									
11/24/03	GENERAL ELECTRIC CO	2,000		59,000.00									
11/28/03	MICROSOFT CORP	2,000		51,180.00									
12/05/03	MICROSOFT CORP	2,000		52,131.00									
01/12/04	COMCAST CORP CL A	1,500		34,135.00									
01/12/04	KELLOGG CO	500		18,825.00									
03/16/04	MEDTRONIC INC	500		25,150.00									
04/12/04	ADOBE SYSTEMS INC	1,000		17,465.00									
04/12/04	ADOBE SYSTEMS INC	2,000		41,290.00									
04/12/04	HONEYWELL INTL INC	1,000		34,918.00									
04/12/04	MEDTRONIC INC	1,000		48,330.00									
04/28/04	CISCO SYS INC	2,000		46,380.00									
04/28/04	INTEL CORP	3,000		82,470.00									
05/12/04	CISCO SYS INC	1,000		22,090.00									
05/14/04	INTEL CORP	1,000		27,190.00									
05/14/04	TIME WARNER INC	1,000		36,429.45									
07/28/04	INTEL CORP	1,000		23,420.00									
08/18/04	CISCO SYS INC	1,000		18,990.00									
08/18/04	WALT DISNEY CO COM	2,000		43,821.47									
08/18/04	INTEL CORP	2,000		43,980.00									
09/02/04	TEXAS INSTRUMENTS INC	1,000		19,444.50									
09/02/04	TEXAS INSTRUMENTS INC	1,000		20,130.00									
11/11/04	INTEL CORP	1,000		23,055.00									
11/11/04	TEXAS INSTRUMENTS INC	333		24,110.00									
12/06/04	CISCO SYS INC	1,000		12,942.05									
	CISCO SYS INC			19,480.00									
	BALANCE FORWARD			2,389,089.12									
								1,023,016.87		306,914.51		1,672,986.76	1,906,294.00

RODGERS FAMILY FOUNDATION, INC
SCHEDULE OF SECURITIES
DECEMBER 31, 2011

DATE	SECURITY NAME	INV. REC. \$ SHARES VALUE	COST OR \$ VALUE	PURCHASES \$ SHARES VALUE	PURCHASES COST	SALES \$ SHARES VALUE	SALES PROCEEDS	DATE SOLD	GAIN OR LOSS	INV. END \$ SHARES VALUE	COST	MARKET VALUE
12/23/04	INTEL CORP	1,000	23,440.00			500	27,874.46	03/07/11	14,874.46	1,000	23,440.00	24,250.00
12/23/04	NESTLE SA SPONSORED ADR	750	19,500.00			250	15,709.70	05/03/11	9,209.70	1,000		
02/15/05	PROCTER & GAMBLE CO	1,500	80,325.00							1,500	80,325.00	100,065.00
02/25/05	NESTLE SA SPONSORED ADR	1,250	34,525.00			250	15,709.69	05/03/11	8,804.69	1,000	27,620.00	57,710.00
02/25/05	PROCTER & GAMBLE CO	500	157,396.30			1,000	22,373.57	05/03/11	(12,364.70)	3,544	122,758.03	66,166.00
04/06/05	WEYERHAEUSER CO	4,544	54,870.00			600	62,148.90	02/23/11	26,190.90	1,000	54,870.00	66,710.00
04/07/05	PROCTER & GAMBLE CO	1,500	89,895.00			500	53,230.97	05/03/11	23,265.97	400	31,971.00	47,560.00
08/03/05	CHEVRON CORP					500	30,729.45	01/25/11	(1,469.30)	500	32,198.75	32,790.00
09/15/05	JOHNSON & JOHNSON	1,000	64,397.50							1,250	36,400.00	72,137.50
09/20/05	NESTLE SA SPONSORED ADR	1,250	36,400.00			500				1,000	35,790.00	17,910.00
11/23/05	GENERAL ELECTRIC CO	1,000	35,790.00							3,000	128,835.90	137,340.00
11/28/05	DUPONT EI DE NEMOURS & CO	3,000	128,835.90			1,000	26,671.48	03/07/11	13,071.48			
01/18/06	EMC CORP MASS COM	6,000	81,600.00			3,000	75,990.34	03/15/11	35,190.34			
	EMC CORP MASS COM			2,000			54,524.75	06/06/11	27,324.75			
03/28/06	DU PONT EI DE NEMOURS & CO	1,000	43,350.00			1,000				1,000	43,350.00	45,780.00
04/24/06	PFIZER INC	2,000	24,830.00							1,000	21,640.00	21,640.00
06/02/06	NEXTERA ENERGY INC	1,250	81,557.40			1,000	56,950.90	06/21/11	16,172.20	1,000	40,775.70	60,880.00
06/02/06	NESTLE SA SPONSORED ADR	1,000	37,925.00			1,250				1,250	37,925.00	72,137.50
06/27/06	HESS CORP	1,000	47,959.00			1,000				1,000	47,959.00	56,800.00
06/27/06	JOHNSON & JOHNSON	1,000	59,768.00			1,000				1,000	59,768.00	65,580.00
07/26/06	WEYERHAEUSER CO	1,022	30,440.00			1,022	30,440.00			1,000	30,440.00	19,081.00
07/26/06	NEXTERA ENERGY INC	1,000	43,230.00			1,000	43,230.00			1,000	43,230.00	60,880.00
07/26/06	PFIZER INC	1,000	25,240.00			1,000	25,240.00			1,000	25,240.00	21,640.00
07/26/06	UNILEVER NV NY SHS	3,000	69,990.00			3,000	69,990.00			2,000	47,660.00	68,740.00
09/12/06	UNILEVER NV NY SHS	2,000	24,440.00			1,000	24,440.00			1,000	24,440.00	21,640.00
12/04/06	PFIZER INC	1,000	59,609.00			1,000				500	59,609.00	41,755.00
01/21/07	GENERAL ELECTRIC CORP	500	34,990.00			1,000	34,990.00			1,000	34,990.00	17,910.00
03/01/07	MEDTRONIC INC	1,000	50,701.00			1,000	50,701.00			1,000	38,250.00	51,700.00
03/27/07	CHEVRON CORP	500	37,155.00			500				500	37,155.00	51,200.00
03/27/07	UNITEDHEALTH GROUP INC	1,000	27,950.00			1,000				1,000	56,997.00	56,997.00
03/27/07	HESS CORP	500	56,997.00			1,000				1,000	56,660.00	57,170.00
03/27/07	NOVARTIS AG SPONS ADR	1,000	56,660.00			1,000				1,000	11,173.67	9,561.00
04/05/07	SIEMENS AG SPONS ADR	700	78,215.69			300	39,483.68	03/07/11	5,962.67	100		
	SIEMENS AG SPONS ADR			300			43,114.57	05/03/11	9,593.56			
04/13/07	SIEMENS AG SPONS ADR	300	34,848.00			500	21,992.08	03/10/11	(5,957.92)			
04/13/07	WEYERHAEUSER CO	566	21,057.54			1,000				1,000	56,997.00	56,800.00
04/13/07	INDIA FD INC	1,700	63,144.30			300				1,000	63,144.30	32,368.00
04/13/07	NOVARTIS AG SPONS ADR	1,000	56,422.00			1,350				1,350	56,422.00	57,170.00
08/07/07	INDIA FD INC	1,350	54,431.00			300				300	32,465.01	25,704.00
08/14/07	FEDEX CORP	300	31,465.01			500				500	31,465.01	25,053.00
08/14/07	PROCTER & GAMBLE COMPANY	500	31,875.00			500				500	31,875.00	33,355.00
08/14/07	SIEMENS AG SPONS ADR	500	61,286.00			1,000				1,000	61,286.00	47,805.00
08/14/07	UNITEDHEALTH GROUP INC	1,500	72,328.95			500	21,992.07	03/10/11	(2,117.58)			
08/14/07	UNITEDHEALTH GROUP INC			2,000		1,000	49,611.04	05/03/11	1,391.74			
09/04/07	EMC CORP MASS	3,000	59,520.00			2,000	27,262.37	06/06/11	7,422.37			
	EMC CORP MASS						51,643.00	08/01/11	11,963.00			
09/04/07	FEDEX CORP	200	22,144.00			1,000				200	22,144.00	16,702.00
09/04/07	NEWMONT MINING CORP	1,000	47,893.00			1,000				1,000	47,893.00	60,010.00
02/26/08	FEDEX CORP	500	45,609.00			500				500	45,609.00	41,755.00
02/26/08	MEDTRONIC INC	1,000	50,082.00			1,000				1,000	50,082.00	38,250.00
03/25/08	GOOGLE INC	200	90,831.98			2,000				200	90,831.98	129,180.00
03/25/08	UNITEDHEALTH GROUP INC	2,000	70,700.00			2,000	86,001.34	10/03/11	15,301.34			
07/23/08	HONEYWELL INTL INC	2,000	104,936.00			1,000				2,000	104,936.00	108,700.00
09/19/08	FREEMONT MCMORAN COPPER & GOLD	1,000	35,514.50							500	15,866.00	8,125.00
10/07/08	HARTFORD FINL SVCS GROUP INC	500	15,866.00			2,000	53,270.97	05/03/11	17,756.47	2,000	30,170.00	75,580.00
10/29/08	FREEMONT MCMORAN COPPER & GOLD	2,000	30,170.00			1,000				1,000	15,909.50	36,790.00
11/04/08	FREEMONT MCMORAN COPPER & GOLD	1,000	15,909.50			1,000				1,000	61,588.60	65,580.00
11/04/08	JOHNSON & JOHNSON	1,000	61,588.60			500				1,000	51,879.00	68,310.00
11/04/08	SCHLUMBERGER LTD	1,500	77,818.50			500				500	25,931.00	34,155.00
11/14/08	SCHLUMBERGER LTD	500	25,931.00			1,000M	45,014.13	03/07/11	19,074.63	1,000M	101,167.00	110,241.00
12/01/08	AT&T CORP 6.70% DUE 11/15/13	\$100M	101,167.00			1,000				1,000	10,082.00	16,250.00
12/05/08	HARTFORD FINL SVCS GROUP INC	1,000	10,082.00			100				100	33,399.30	64,590.00
02/11/09	GOOGLE INC	100	33,399.30			500				500	46,198.00	75,995.00
03/12/09	SPDR GOLD TRUST GLD SHS	500	46,198.00			500				500	3,068.00	8,125.00
03/12/09	HARTFORD FINL SVCS GROUP INC	1,350	23,837.00			500				1,350	23,837.00	25,704.00
03/12/09	INDIA FD INC	500	45,984.00			500				500	45,984.00	75,995.00
03/18/09	SPDR GOLD TRUST GLD SHS	500	45,984.00			3,000				3,000	96,327.90	124,680.00
03/18/09	ELI LILLY & CO	\$100M	100,060.00			1,000M				1,000M	100,060.00	108,526.00
04/24/09	AMER EXPRESS CR 7.30% DUE 8/20/13	500	28,253.00			500				500M	28,253.00	41,755.00
05/01/09	WHIRLPOOL CORP 8.00% DUE 5/01/12	\$50M	50,937.50			1,000				1,000	50,937.50	51,115.50
07/07/09	KIMBERLY CLARK CORP	1,000	54,496.00			1,000				1,000		
07/16/09	KIMBERLY CLARK CORP	1,000	54,496.00									
07/24/09	ELI LILLY & CO	1,000	34,709.70							1,000	34,709.70	41,560.00
BALANCE FORWARD			6,025,769.69				2,041,681.69		577,337.14		4,561,325.14	5,136,220.50

RODGERS FAMILY FOUNDATION, INC
SCHEDULE OF SECURITIES
DECEMBER 31, 2011

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DATE	SECURITY NAME	INV. BEG. #SHS/VALUE	COST OR \$ VALUE	PURCHASES #SHS/VALUE	PURCHASES COST	SALES #SHS/VALUE	SALES PROCEEDS	DATE SOLD	GAIN OR LOSS	INV. END. #SHS/VALUE	COST	MARKET VALUE
07/24/09	NOVARTIS AG ADR	1,000	44,177.50								44,177.50	51,710.00
07/29/09	HARTFORD FINL SVCS GROUP INC	2,000	30,658.40								30,658.40	32,500.00
08/12/09	HARTFORD FINL SVCS GROUP INC	1,000	19,449.90								19,449.90	16,250.00
02/19/10	PLAINS EXPLORATION & PRODUCTION CO	1,000	34,028.50			1,000	37,301.78	02/11/11	3,273.28			
02/19/10	PROCTER & GAMBLE CO	500	31,738.10							500	31,738.10	33,355.00
02/19/10	SCHLUMBERGER LTD	500	31,848.10							500	31,848.10	34,155.00
02/19/10	SIEMENS AG SPON ADR	300	26,568.96							300	26,568.96	28,683.00
03/17/10	CHEVRON CORP	1,000	74,721.50			2,000	49,883.04	07/21/11	10,445.64			106,000.00
08/17/10	ABB LTD SPONS ADR	4,000	99,720.00			\$100M	112,181.00	06/09/11	12,461.00			37,680.00
08/17/10	ANADARKO PETE CORP 5.95% DUE 9/15/16	\$100M	19,802.34			1,000	80,356.45	05/03/11	8,404.45	600	19,802.34	11,424.00
08/17/10	INDIA FD INC	1,000	71,952.00									
08/17/10	SPDR INDEX SHS FDS S&P CHINA ETF	1,000	30,244.25							500	30,244.25	34,155.00
08/17/10	SCHLUMBERGER LTD	500	19,602.40							200	19,602.40	19,122.00
08/17/10	SIEMENS AG SPON ADR	200	19,602.40							1,000	26,699.10	28,270.00
09/24/10	ADOBE SYSTEMS INC	1,000	26,699.10							1,000	30,931.36	72,216.00
09/24/10	WEYERHAEUSER CO	3,868	30,931.36							1,000	29,778.00	34,370.00
11/16/10	UNILEVER NV NY SHS	1,000	29,778.00							3,000	151,134.00	140,130.00
12/03/10	ILLINOIS TOOL WORKS INC	3,000	151,134.00							500	12,935.00	13,980.00
12/30/10	MICROSOFT CORP (D)	500	12,935.00							500	12,370.00	12,125.00
12/30/10	INTEL CORP (D)	500	12,370.00							600	17,676.00	10,746.00
12/30/10	GENERAL ELECTRIC CO (D)	100	17,676.00							100	6,431.00	10,640.00
12/30/10	CHEVRON CORP (D)	100	6,431.00							100	5,698.00	6,671.00
12/30/10	PROCTER & GAMBLE CO (D)	100	5,698.00							2,500	117,065.00	77,950.00
01/26/11	METLIFE INC	2,500	117,065.00							1,500	117,065.00	71,175.00
02/03/11	WHIRLPOOL CORP	1,500	128,289.00							500	42,977.00	23,725.00
02/03/11	WHIRLPOOL CORP	500	42,977.00							500	42,977.00	15,590.00
02/11/11	METLIFE INC	500	23,974.00							2,500	73,724.00	75,600.00
02/11/11	AT&T INC	2,500	73,724.00							500	43,479.00	23,725.00
03/28/11	AT&T INC	\$500M	499,671.39			\$500M	499,671.39	10/06/11	-			
04/01/11	WHIRLPOOL CORP	1,500	92,637.00			3,000	74,523.06	11/18/11	16,779.06			91,485.00
04/04/11	US TREAS BILLS DUE 10/6/11	3,000	57,744.00							500	31,273.00	30,495.00
04/25/11	ANHEUSER-BUSCH INBEV SPONS ADR	500	31,273.00							\$100M	99,500.00	105,000.00
04/25/11	EL PASO CORP	\$100M	99,500.00							500	28,859.00	30,495.00
04/26/11	ANHEUSER-BUSCH INBEV SPONS ADR	500	28,859.00							5,000	82,890.00	70,050.00
06/06/11	PLAINS EXPLORATION 6.625% 5/1/21	5,000	82,890.00							7,000	57,527.40	47,880.00
06/21/11	ANHEUSER-BUSCH INBEV SPONS ADR	7,000	57,527.40							500	20,810.00	15,590.00
06/21/11	BLACKSTONE GROUP LP UT REPTG LTD PTSP	500	20,810.00							1,000	93,654.70	81,710.00
06/21/11	ING CLARION GLOBAL REAL ESTATE INCOME FD	1,000	93,654.70							2,000	33,596.00	28,020.00
06/21/11	METLIFE INC	\$500M	499,759.86			\$500M	499,759.86		-			
06/21/11	3M COMPANY	2,000	33,596.00									
06/27/11	US TREAS BILLS DUE 12/29/11											
07/21/11	BLACKSTONE GROUP LP UT REPTG LTD PTSP											
TOTAL												
			\$ 6,932,814.90	\$ 2,037,430.35		\$ 3,395,358.27			\$ 628,600.57		\$ 6,193,487.55	\$ 6,263,752.50

**RODGERS FAMILY FOUNDATION, INC
CONTRIBUTIONS PAID
YEAR ENDED DECEMBER 31, 2011**

Alliance of Resident Theatres 520 Eighth Avenue, Suite 319 New York, NY 10018	MRG	\$ 500.00
American Museum of Natural History 15 West 77th Street New York, NY 10024-5192	MRG	500.00
ASPCA P.O. Box 97288 Washington, DC 20077-7144	MRG	750.00
Bay Street Theatre P.O. Box 810 Sag Harbor, NY 11963	MRG	500.00
Caramoor Center for Music and the Arts Inc 149 Girdle Ridge Road Katonah, NY 10536	LRE	1,000.00
City Parks Foundation 830 Fifth Avenue New York, NY 10065-7001	Annual Pledge	200,000.00
Community Center of Northern Westchester 84 Bedford Road Katonah, NY 10536	LRE	5,000.00
Community Shul of Montecito and Santa Barbara P.O. Box 994 Santa Barbara, CA 93116-0994	LRE	10,000.00
Compassion & Choices P.O. Box 101810 Denver, CO 80250	LRE	25,000.00
Corporate Angel Network One Loop Road, Westchester County Airport White Plains, NY 10604	LRE	6,000.00
Death with Dignity National Center 520 SW 6th Avenue, Suite 1030 Portland, OR 97204-1512	MRG	500.00
Dream Yard Project Inc 1085 Washington Avenue Bronx, NY 10456	MRG	1,000.00
East End Hospice Inc P.O. Box 1048 Westhampton Beach, NY 11978	MRG	500.00
Friends in Deed 594 Broadway, #706 New York, NY 10012	MRG	5,000.00
Friends of the High Line P.O. Box 30968 New York, NY 10011-0109	MRG	100.00

RODGERS FAMILY FOUNDATION, INC
CONTRIBUTIONS PAID
YEAR ENDED DECEMBER 31, 2011

Hospital for Special Surgery Development Office, 842W New York, NY 10131-0060	LRE MRG	1,000.00 5,000.00
International Rescue Committee P.O. Box 98152 Washington, DC 20090-8152	MRG	1,000.00
Israel Committee of Santa Barbara 1187 Coast Village Road, Suite 1432 Montecito, CA 93108	LRE	6,000.00
Katonah Bedford Hills Volunteer Ambulance Corps P.O. Box 43 Katonah, NY 10536	LRE	1,000.00
Katonah Fire Department 65 Bedford Road Katonah, NY 10536	LRE	2,000.00
Katonah Village Library 26 Bedford Road Katonah, NY 10536	LRE	1,000.00
Lincoln Center for the Performing Arts, Inc 70 Lincoln Center Plaza, 9th Floor New York, NY 10023-6583	MRG	5,000.00
Manhattan Theatre Club 311 West 43rd Street, 8th Floor New York, NY 10109-1474	MRG	1,000.00
Music for Autism P.O. Box 84 Old Bethpage, NY 11804	LRE	25,000.00
Walter W. Naumberg Foundation 120 Claremont Avenue New York, NY 10027	MRG	100.00
New York Public Radio P.O. Box 1550 New York, NY 10116-1550	MRG	10,000.00
New York Stem Cell Foundation 162 W. 56th Street, Suite 405 New York, NY 10019	MRG	500.00
Northern Westchester Hospital Center 400 E. Main Street Mt. Kisco, NY 10549	LRE	5,000.00
Peconic Bay Medical Center Foundation 1300 Roanoke Avenue Riverhead, NY 11901-9925	MRG	500.00
Phillips Exeter Academy 20 Main Street Exeter, NH 03833-9980	MRG	5,000.00

RODGERS FAMILY FOUNDATION, INC
CONTRIBUTIONS PAID
YEAR ENDED DECEMBER 31, 2011

Playwrights Horizons 416 West 42nd Street New York, NY 10036-6809	MRG	7,500.00
Police Benevolent Assn of the Town of Bedford, Inc 307 Bedford Road Katonah, NY 10536	LRE	2,000.00
Rippowam Cisque School P.O. Box 488 Bedford, NY 10506-9989	MRG	2,000.00
Santa Barbara Hillel 781 Embarcadero Del Mar Goleta, CA 93117-4714	LRE	10,000.00
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	LRE	1,000.00
The Boston Conservatory P.O. Box 230193 Boston, MA 02123-0193	MRG	1,000.00
The Brearley School 610 East 83rd Street New York, NY 10028	LRE MRG	5,500.00 1,000.00
The Chamber Music Society of Lincoln Center 70 Lincoln Center Plaza New York, NY 10023-6582	MRG	500.00
The Jewish Museum 1109 Fifth Avenue New York, NY 10128	Annual Pledge	200,000.00
The Juilliard School 60 Lincoln Center New York, NY 10023-6588	MRG	61,272.00
The Osborne Association 809 Westchester Avenue Bronx, NY 10455-1708	MRG	500.00
The Wartburg Adult Care Community Foundation Office Wartburg Place Mount Vernon, NY 10552	LRE	1,000.00
The University of North Carolina at Chapel Hill P.O. Box 309 Chapel Hill, NC 27514-0309	MRG	500.00
Thirteen - WNET 450 West 33rd Street New York, NY 10001-2605	LRE	15,000.00
Trustees of Phillips Academy P.O. Box 55557 Boston, MA 02205-8166	MRG	1,778.00

RODGERS FAMILY FOUNDATION, INC
CONTRIBUTIONS PAID
YEAR ENDED DECEMBER 31, 2011

VNSNY Children & Family Services 107 East 70th Street New York, NY 10021	MRG	1,000.00
Westchester Coalition for the Hungry & Homeless 48 Mamaroneck Avenue, Suite #35/37 White Plains, NY 10601	LRE	500.00
WLIW21 P.O. Box 2100 New York, NY 10116-2100	MRG	500.00
WNYC Radio P.O. Box 1550 New York, NY 10116-1550	MRG	10,000.00
Wolf Conservation Center P.O. Box 421 South Salem, NY 10590	LRE	2,000 00
Total Contributions		<u>\$ 650,000.00</u>

Notary Public