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 , 2011, and ending , 20

Name of foundation ROGERS FAMILY FOUNDATION C/O HARTLEY R ROGERS, TRUSTEE	**A Employer identification number** 20-3997010
Number and street (or P O box number if mail is not delivered to street address) 1158 FIFTH AVENUE — Room/suite 14B	**B** Telephone number (see instructions) (212) 325-4618
City or town, state, and ZIP code NEW YORK, NY 10029	**C** If exemption application is pending, check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,342,838.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 instructions))*

		(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	7,657.	7,657.		ATCH 1
4	Dividends and interest from securities	55,025.	55,025.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	127,582.			
b	Gross sales price for all assets on line 6a 1,356,842.				
7	Capital gain net income (from Part IV, line 2)		127,582.		
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)	4,503.	4,444.		ATCH 3
12	**Total** Add lines 1 through 11	194,767.	194,708.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	6,800.	3,400.		3,400.
c	Other professional fees (attach schedule)				
17	Interest ATTACHMENT 5	7,566.	7,566.		
18	Taxes (attach schedule) (see instructions) **	701.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	26,848.	24,492.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	41,915.	35,458.		3,400.
25	Contributions, gifts, grants paid	513,323.			512,828.
26	**Total expenses and disbursements** Add lines 24 and 25	555,238.	35,458.	0	516,228.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-360,471.			
b	**Net investment income** (if negative, enter -0-)		159,250.		
c	**Adjusted net income** (if negative, enter -0-).				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	49,436.	306,680.	306,680.
	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 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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	2,453,356.	1,672,860.	1,648,018.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	1,292,485.	1,392,313.	1,388,140.
	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)	3,795,277.	3,371,853.	3,342,838.
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 (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 10)	4,000.	1,728.	
	23	Total liabilities (add lines 17 through 22)	4,000.	1,728.	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,791,277.	3,370,125.	
	30	Total net assets or fund balances (see instructions)	3,791,277.	3,370,125.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,795,277.	3,371,853.	

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	3,791,277.
2	Enter amount from Part I, line 27a	2	-360,471.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	-60,681.
4	Add lines 1, 2, and 3	4	3,370,125.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,370,125.

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 PART IV SCHEDULE			
b				
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
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	127,582.
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 instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	427,822.	3,787,521.	0.112956
2009	429,010.	4,544,833.	0.094395
2008	339,484.	4,014,850.	0.084557
2007	214,819.	4,028,229.	0.053328
2006	377,845.	3,930,859.	0.096123

2 **Total** of line 1, column (d)	2	0.441359
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	0.088272
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,665,187.
5 Multiply line 4 by line 3	5	323,533.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,593.
7 Add lines 5 and 6	7	325,126.
8 Enter qualifying distributions from Part XII, line 4	8	516,228.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,593.
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	
3	Add lines 1 and 2			3	1,593.
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	1,593.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,328.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,828.
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	2,235.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,235. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
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		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DORIAN A VERGOS & CO LLC Telephone no ▶ 212-307-4800

Located at ▶352 SEVENTH AVENUE, SUITE 1501 NEW YORK, NY ZIP + 4 ▶ 10001

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		X
	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 instructions)?	1b		
	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		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? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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**

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 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
ATTACHMENT 12		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	2,191,750.
b	Average of monthly cash balances	1b	153,649.
c	Fair market value of all other assets (see instructions)	1c	1,375,603.
d	**Total** (add lines 1a, b, and c)	1d	3,721,002.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,721,002.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	55,815.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,665,187.
6	**Minimum investment return.** Enter 5% of line 5	6	183,259.

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	183,259.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,593.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,593.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	181,666.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	181,666.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	181,666.

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	516,228.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	516,228.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,593.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	514,635.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					181,666.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20 09 ,20 08 ,20 07					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	179,589.				
b	From 2007	17,628.				
c	From 2008	141,089.				
d	From 2009	207,090.				
e	From 2010	240,202.				
f	**Total** of lines 3a through e		785,598.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 516,228.					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2011 distributable amount					181,666.
e	Remaining amount distributed out of corpus		334,562.			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,120,160.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		179,589.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		940,571.			
10	Analysis of line 9					
a	Excess from 2007	17,628.				
b	Excess from 2008	141,089.				
c	Excess from 2009	207,090.				
d	Excess from 2010	240,202.				
e	Excess from 2011	334,562.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 foundation had $5,000 or more in assets at any time during the year - see 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).)

ATTACHMENT 13

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

N/A

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 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

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

c Any submission deadlines:

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*				
ATTACHMENT 14				
Total . . . . ▶ **3a**				512,828.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form **990-PF** (2011)

JSA
1E1491 1 000

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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	565.	
4 Dividends and interest from securities			14	62,117.	
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			14	4,444.	
8 Gain or (loss) from sales of assets other than inventory			18	127,582.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b TAX-EXEMPT INCOME				59.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				194,767.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 194,767.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes). (See 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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date: 11/20/12

Title: TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name: Dorian A Vergos

Preparer's signature

Date: 11/15/12

Check ☐ if self-employed

PTIN: P00085651

Firm's name ▶ DORIAN A VERGOS & COMPANY, LLC

Firm's EIN ▶ 13-3965068

Firm's address ▶ 352 7TH AVE - SUITE 1501
NEW YORK, NY 10001

Phone no 212-307-4800

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BESSEMER TRUST - OTHER INTEREST	565.	565.
ADAMAS PARTNERS, L.P. - INTEREST INCOME	7,092.	7,092.
TOTAL	7,657.	7,657.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BESSEMER TRUST - DIVIDENDS		49,663.	49,663.
ADAMAS PARTNERS, LP - DIVIDENDS		5,362.	5,362.
	TOTAL	55,025.	55,025.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADAMAS PARTNERS, LP - ORD INCOME	752.	752.
ADAMAS PARTNERS, LP - RENTAL REAL ESTATE	-1,713.	-1,713.
ADAMAS PARTNERS, LP - ROYALTIES	9.	9.
ADAMAS PARTNERS, LP - SECTION 1231 GAIN	2,008.	2,008.
ADAMAS PARTNERS, LP - OTHER PORTFOLIO	254.	254.
ADAMAS PARTNERS, LP - CANCELLATION DEBT	4,993.	4,993.
ADAMAS PARTNERS, LP - OTHER INCOME/LOSS	1,787.	1,787.
FOREIGN CURRENCY GAIN/LOSS	-3,646.	-3,646.
ADAMAS PARTNERS, LP - TAX EXEMPT INT.	59.	
TOTALS	4,503.	4,444.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	6,800.	3,400.		3,400.
TOTALS	6,800.	3,400.		3,400.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADAMAS PARTNERS LP - INV. INT.	7,566.	7,566.
TOTALS	7,566.	7,566.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
ADAMAS PARTNERS LP-FOREIGN TAX	660.
BESSEMER TRUST - FOREIGN TAX	41.
TOTALS	701.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADVISORY FEES (BESSEMER TRUST)	5,986.	5,986.
NY DEPT. OF LAW - FILING FEES	250.	
MISC. EXPENSES	1,975.	
AD - NY LAW JOURNAL	125.	
ADAMAS PARTNERS, LP - SEC. 59	47.	47.
ADAMAS PARTNERS, LP -PORT. DED	13,764.	13,764.
ADAMAS PARTNERS, LP -OTHER DED	4,695.	4,695.
ADAMAS PARTNERS, LP-NONDED EXP	6.	
TOTALS	26,848.	24,492.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BESSEMER TRUST - 8G9947	1,672,860.	1,648,018.
TOTALS	1,672,860.	1,648,018.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ADAMAS PARTNERS, LP	1,281,426.	1,281,426.
STRATEGIC CURRENCY	110,887.	106,714.
TOTALS	1,392,313.	1,388,140.

ROGERS FAMILY FOUNDATION
EIN: 20-3997010
2011 FORM 990PF

FORM 990PF, PART II LINE 13 - OTHER INVESTMENTS

	ENDING BOOK VALUE	ENDING FMV
ADAMAS PARTNERS, LP	1,281,426	1,281,426
STRATEGIC CURRENCY	110,887	106,714
TOTAL	1,392,313	1,388,140

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
DUE TO DAVCO OTHER CURRENT LIABILITIES		1,728.
	TOTALS	1,728.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADAMAS PARTNERS LP -UNREALIZED GAIN/LOSS	-60,681.
TOTAL	-60,681.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					27,568.	
		BESSEMER TRUST CO. #8G9947 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
221,731.		253,053.					-31,322.	
		BESSEMER TRUST CO. #8G9947 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
180,750.		167,510.					13,240.	
		BESSEMER TRUST CO. #8G9947 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
870,700.		808,362.					62,338.	
		THRU ADAMAS PARTNERS PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
5,177.							5,177.	
		THRU ADAMAS PARTNERS PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
50,916.							50,916.	
		THRU ADAMAS PARTNERS (SECTION 1256 ST PO PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		134.					-134.	
		THRU ADAMAS PARTNERS (SECTION 1256 LT PO PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		201.					-201.	
TOTAL GAIN(LOSS)							127,582.	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HARTLEY R. ROGERS 1158 FIFTH AVENUE NEW YORK, NY 10029	TRUSTEE 1.00	0	0	0
AMY FALLS 1158 FIFTH AVENUE NEW YORK, NY 10029	TRUSTEE 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HARTLEY R. ROGERS
AMY FALLS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	78,042.
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	72,235.
PHILLIPS ACADEMY ANDOVER 180 MAIN STREET ANDOVER, MA 01810	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	20,000.
METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEW YORK, NY 10028	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,026.
RIVERKEEPER, INC. 828 SOUTH BROADWAY TARRYTOWN, NY 10591	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.
DILLER-QUAILE SCHOOL OF MUSIC 24 EAST 95TH STREET NEW YORK, NY 10128	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	9,430.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	150,000.
THE SEED FOUNDATION 1776 MASSACHUSETTS AVENUE, N.W., SUITE 600 WASHINGTON, DC 20036	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000.
THE EPISCOPAL SCHOOL IN THE CITY OF NEW YORK 35 EAST 69TH STREET NEW YORK, NY 10021	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BOULEVARD BRONX, NY 10458	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	5,520.
SAINT ANDREW'S DUNE CHURCH 12 GIN LANE SOUTHAMPTON, NY 11968	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.
OLD WESTBURY GARDENS POST OFFICE BOX 430 OLD WESTBURY, NY 11568	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	780.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL RESCUE COMMITTEE 122 E 42ND STREET NEW YORK, NY 10168	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	5,000.
THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10065	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,250.
OLD BROOKVILLE PBA HOLIDAY FUND PO BOX 344 GLEN HEAD, NY 11545	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	250.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,100.
THE BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,500.
AMERICAN MUSEUM OF NATURAL HISTORY 200 CENTRAL PARK WEST NEW YORK, NY 10024	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	163.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND TOPSHAM, ME 04086	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000.
ASSOCIATION FOR PRESERVATION OF SUTTON ISLAND CRANBERRY ISLES, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100.
MOUNT SINAI HOSPITAL ONE GUSTAVE L. LEVY PLACE, BOX 1049 NEW YORK, NY 10029	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,500.
STONE BARNS CENTER FOR FOOD & AGRICULTURE 630 BEDFORD ROAD POCANTICO HILLS, NY 10591	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	6,000.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	150.
THRU ADAMAS PARTNERS LP	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAINT JOHN'S CHURCH PO BOX 266 COLD SPRING HARBOR, NY 11724	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100,000.
CARNEGIE HALL 881 SEVENTH AVENUE NEW YORK, NY 10019	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	9,300.
THE BONE MARROW FOUNDATION 30 EAST END AVENUE SUITE 1F NEW YORK, NY 10028	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	10,000.
CAMBODIAN CHILDREN 2461 SANTA MONICA BOULEVARD #833 SANTA MONICA, CA 90404	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	6,050.
PHILLIPS EXETER ACADEMY 20 MAIN STREET EXETER, NH 03833	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	5,500.
MUSEUM OF ARTS & DESIGN 2 COLUMBUS CIRCLE NEW YORK, NY 10019	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUR CHILDREN INC. 13-07 37TH AVENUE NEW YORK, NY 11101	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	258.
PAN MASS CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100.
PARRISH ARTS MUSEUM 25 JOBS LANE SOUTHAMPTON, NY 11968	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	920.
GEORGE JACKSON ACADEMY 104 ST. MARKS PLACE NEW YORK, NY 10009	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000.
GLOBAL KIDS 137 EAST 25TH STREET, 2ND FLOOR NEW YORK, NY 10010	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	250.
HAMILTON LANE 825 3RD AVENUE #3500 NEW YORK, NY 10022	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD VARSITY CLUB 65 N. HARVARD STREET BOSTON, MA 02163	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	125.
HOLY CROSS MONASTERY 1615 ROUTE 9W WEST PARK, NY 12493	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	200.
THE LITTLE ORCHESTRA SOCIETY 330 WEST 42ND STREET, 12TH FLOOR NEW YORK, NY 10036	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	150.
NATIONAL MS SOCIETY 733 THIRD AVE. 3RD FLOOR NEW YORK, NY 10017	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.
THE NEIGHBORHOOD HOUSE PO BOX 332 NORTHEAST HARBOR, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	100.
NEW YORK CITY OPERA 75 BROAD STREET NEW YORK, NY 10004	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTH EAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	250.
ORPHEUS CHAMBER ORCHESTRA 490 RIVERSIDE DRIVE, 11TH FLOOR NEW YORK, NY 10027	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	2,500.
SAINT MARY & SAINT JUDE EPISCOPAL CHURCH PO BOX 105 NORTHEAST HARBOR, ME 04662	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	78.
NARAL PRO CHOICE 1156 15TH STREET NW WASHINGTON, DC 20005	NONE TAX-EXEMPT	FOR THE ORGANIZATION'S CHARITABLE USE	500.
		TOTAL CONTRIBUTIONS PAID	512,828.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust ROGERS FAMILY FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

Employer identification number 20-3997010

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-13,039.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-13,039.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	113,053.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	27,568.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	140,621.

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Part III Summary of Parts I and II **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-13,039.
14 **Net long-term gain or (loss):**				
a Total for year	14a			140,621.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			127,582.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-			22		
23	Subtract line 22 from line 17. If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,300			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (.15)				30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32	Add lines 30 and 31				32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
ROGERS FAMILY FOUNDATION

Employer identification number
20-3997010

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	BESSEMER TRUST CO. #8G9947	VARIOUS	VARIOUS	221,731.	253,053.	-31,322.
	BESSEMER TRUST CO. #8G9947	VARIOUS	VARIOUS	180,750.	167,510.	13,240.
	THRU ADAMAS PARTNERS	VARIOUS	VARIOUS	5,177.		5,177.
	THRU ADAMAS PARTNERS (SECTION 1256 ST PORTION)	VARIOUS	VARIOUS		134.	-134.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -13,039.

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a BESSEMER TRUST CO. #8G9947	VARIOUS	VARIOUS	870,700.	808,362.	62,338.
THRU ADAMAS PARTNERS	VARIOUS	VARIOUS	50,916.		50,916.
THRU ADAMAS PARTNERS (SECTION 1256 LT PORTION)	VARIOUS	VARIOUS		201.	-201.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 113,053.

Schedule D-1 (Form 1041) 2011

Trade date basis

ACCOUNT HOLDINGS

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0.010 %	177,706.530	$1.00	$177,705	$1.000	$177,705	58.9%		$17	0 01%
US TREASURY BILLS 0.040 % Due 05/03/2012	124,000	99.98	123,972	BOOK	123,972	41.1		48	0 04
Total cash and short term			**$301,677**		**$301,677**	**100.0%**		**$65**	

Strategic Currency

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
HK DOLLAR DEPOSIT - BNYM	354,940.370	$0.13	$45,692	$0.129	$45,680	42.8%	($12)		
NO KRONE DEPOSIT - BNYM	120,537.160	0.19	22,846	0.168	20,214	18.9	(2,632)	144	0.72
SG DOLLAR DEPOSIT - BNYM	35,031.970	0.82	28,557	0.772	27,030	25.3	(1,527)		
US DOLLAR DEPOSIT - BNYM	13,790.490	1.00	13,790	1.000	13,790	12.9	0		
Total strategic currency			**$110,885**		**$106,714**	**100.0%**	**($4,171)**	**$144**	**0.13%**

Fixed Income

Funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW FIXED INCOME FUND BOOK COST 529,631	46,041.615	$11.50	$529,478	$11.500	$529,478	100.0%	$0	$14,595	2 76%
Total fixed income			**$529,478**		**$529,478**	**100.0%**	**$0**	**$14,595**	**2.76%**

Trade date basis

Large Cap Core - U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
CARNIVAL CORP CL A *(CCL)*	125	$31.61	$3,951	$32 640	$4,080	5 7%	$129	$125	3 06%
COMCAST CORP CL A NEW *(CMCS)*	150	21.27	3,190	23.710	3,556	5.0	366	67	1.90
MACY'S INC *(M)*	30	30.30	909	32.180	965	1.3	56	12	1.24
MCGRAW-HILL COMPANIES INC *(MHP)*	45	43 29	1,948	44.970	2,023	2.8	75	45	2.22
TARGET CORP *(TGT)*	60	52.23	3,134	51.220	3,073	4.3	(61)	72	2 34
YUM BRANDS INC *(YUM)*	90	54.72	4,925	59.010	5,310	7.4	385	102	1 93
Total consumer discretionary			**$18,057**		**$19,007**	**26.5%**	**$950**	**$423**	**2.23%**
Consumer staples									
CVS/CAREMARK CORP *(CVS)*	**80**	**$37.83**	**$3,026**	**$40.780**	**$3,262**	**4.6%**	**$236**	**$52**	**1.59%**
Energy									
CONOCOPHILLIPS *(COP)*	20	$68.35	$1,367	$72.870	$1,457	2.0%	$90	$52	3.62%
MARATHON OIL CORP *(MRO)*	80	25 86	2,069	29.270	2,341	3.3	272	48	2 05
NOBLE CORPORATION	45	34.51	1,553	30.220	1,359	1.9	(194)	26	1.96
Total energy			**$4,989**		**$5,157**	**7.2%**	**$168**	**$126**	**2.44%**
Financials									
ACE LIMITED	**95**	**$52.93**	**$5,028**	**$70.120**	**$6,661**	**9.3%**	**$1,633**	**$178**	**2.68%**
Health care									
JOHNSON & JOHNSON *(JNJ)*	45	$63.11	$2,840	$65 580	$2,951	4.1%	$111	$102	3 48%
UNITEDHEALTH GROUP INC *(UNH)*	55	44.38	2,441	50.680	2,787	3.9	346	35	1.28
Total health care			**$5,281**		**$5,738**	**8.0%**	**$457**	**$137**	**2.39%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Industrials									
GENERAL DYNAMICS CORP *(GD)*	**25**	**$62.52**	**$1,563**	**$66.410**	**$1,660**	**2.3%**	**$97**	**$47**	**2.83%**
Information technology									
ACCENTURE PLC CL A	50	$54.60	$2,730	$53.230	$2,661	3.7%	($69)	$67	2.54%
INTERNATIONAL BUS MACHINES *(IBM)*	15	180.87	2,713	183.880	2,758	3.8	45	45	1.63
MICROSOFT CORP *(MSFT)*	250	27.02	6,756	25.960	6,490	9 0	(266)	200	3.08
WESTERN UNION CO *(WU)*	125	16.38	2,048	18.260	2,282	3.2	234	40	1 75
Total information technology			**$14,247**		**$14,191**	**19.8%**	**($56)**	**$352**	**2.48%**
Materials									
FREEPORT-MCMRN CPPR&GOLD *(FCX)*	65	$37.58	$2,443	$36.790	$2,391	3.3%	($52)	$65	2 72%
NEWMONT MINING CORP *(NEM)*	85	63.36	5,386	60.010	5,100	7.1	(286)	119	2.33
Total materials			**$7,829**		**$7,491**	**10.4%**	**($338)**	**$184**	**2.46%**
Telecom services									
CENTURYLINK INC *(CTL)*	**50**	**$37.24**	**$1,862**	**$37.200**	**$1,860**	**2.6%**	**($2)**	**$145**	**7.80%**
Utilities									
DETROIT ENERGY CO *(DTE)*	35	$50.49	$1,767	$54.450	$1,905	2.7%	$138	$82	4.32%
EXELON CORP *(EXC)*	55	43.18	2,375	43.370	2,385	3 3	10	115	4 84
FIRSTENERGY CORP *(FE)*	55	43.55	2,395	44 300	2,436	3.4	41	121	4.97
Total utilities			**$6,537**		**$6,726**	**9.4%**	**$189**	**$318**	**4.73%**
Total large cap core - u.s.			**$68,419**		**$71,753**	**100.0%**	**$3,334**	**$1,962**	**2.73%**

Trade date basis

Large Cap Core - Non U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
MAGNA INTL INC CL A	**45**	**$33.42**	**$1,504**	**$33.310**	**$1,498**	**1.8%**	**($6)**	**$64**	**4.32%**
Consumer staples									
AB FOODS LTD ADR	225	$17 33	$3,899	$17.204	$3,870	4.5%	($29)	$79	2.06%
AJINOMOTO INC ADR	15	119 00	1,785	120 094	1,801	2.1	16	26	1.47
IMPERIAL TOBACCO LT ADR	45	70.49	3,172	75.685	3,405	4.0	233	138	4.06
KON AHOLD ADR	200	12.68	2,535	13.507	2,701	3.2	166	69	2.58
UNILEVER NV ADR	85	32 32	2,747	34.370	2,921	3.4	174	89	3.07
Total consumer staples			**$14,138**		**$14,698**	**17.1%**	**$560**	**$401**	**2.73%**
Energy									
ENI S P.A. ADR	110	$42.08	$4,629	$41.270	$4,539	5.3%	($90)	$225	4 96%
SINOPEC/CHINA PETE&CHM ADR	25	102.08	2,552	105.050	2,626	3.1	74	79	3.01
TOTAL SA ADR	60	48.92	2,935	51.110	3,066	3.6	131	161	5.27
Total energy			**$10,116**		**$10,231**	**11.9%**	**$115**	**$465**	**4.55%**
Financials									
ALLIANZ AKTIENGES ADR	125	$9.20	$1,150	$9.595	$1,199	1.4%	$49	$60	5.03%
BARCLAYS PLC ADR	175	10.09	1,766	10.990	1,923	2.2	157	61	3.22
CHINA CONSTRUCTION ADR	275	14.02	3,856	13.957	3,838	4.5	(18)	147	3 85
MUNICH RE GROUP ADR	225	11.78	2,651	12.304	2,768	3.2	117	139	5.03
NORDEA BK SWEDEN AB ADR	375	7.65	2,870	7.768	2,913	3.4	43	122	4 21
SUMITOMO MITSUI FIN ADR	350	5.39	1,887	5 510	1,928	2.3	41	80	4.19
SUNCORP GROUP ADR	150	8 13	1,219	8.591	1,288	1 5	69	46	3 59

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
WHARF HOLDINGS ADR	250	9 75	2,437	9 039	2,259	2.6	(178)	58	2 57
Total financials			**$17,836**		**$18,116**	**21.1%**	**$280**	**$713**	**3.94%**

Health care

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MERCK KGAA ADR	40	$31.28	$1,251	$33.332	$1,333	1.6%	$82	$15	1.20%
SANOFI - ADR	80	32.95	2,636	36.540	2,923	3.4	287	105	3.62
TEVA PHARM INDS LTD ADR	75	38.56	2,892	40.360	3,027	3.5	135	58	1.95
Total health care			**$6,779**		**$7,283**	**8.5%**	**$504**	**$178**	**2.44%**

Industrials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ABERTIS INFRAESTR ADR	125	$7.41	$926	$8.010	$1,001	1.2%	$75	$81	8 18%
DEUTSCHE POST AG ADR	185	14.79	2,737	15.422	2,853	3.3	116	166	5 83
EAST JAPAN RAIL ADR	575	10.20	5,865	10.614	6,103	7.1	238	109	1.80
ITOCHU CORP ADR	95	19 46	1,849	20.327	1,931	2.3	82	50	2 62
KON PHILIP ELEC ADR	50	18.38	919	20.950	1,047	1.2	128	47	4 52
Total industrials			**$12,296**		**$12,935**	**15.1%**	**$639**	**$453**	**3.50%**

Materials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AKZO NOBEL NV ADR	20	$44.00	$880	$48.499	$969	1.1%	$89	$33	3 44%
BARRICK GOLD CORP	65	47.80	3,107	45 250	2,941	3.4	(166)	26	0 88
BHP BILLITON PLC-ADR	55	56 27	3,095	58 390	3,211	3 7	116	111	3.46
Total materials			**$7,082**		**$7,121**	**8.3%**	**$39**	**$170**	**2.39%**

Telecom services

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CHINA TELECOM ADR	95	$60.46	$5,744	$57 130	$5,427	6 3%	($317)	$93	1 72%
SK TELECOM ADR	125	14 26	1,783	13 610	1,701	2 0	(82)	91	5 35

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TELE2 AB ADR	200	9 49	1,897	9.766	1,953	2.3	56	69	3.55
Total telecom services			**$9,424**		**$9,081**	**10.6%**	**($343)**	**$253**	**2.79%**

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
GDF SUEZ ADR	35	$25.43	$890	$27.417	$959	1.1%	$69	$52	5 48%
SSE PLC ADR	45	20 04	902	20.063	902	1.1	0	52	5 77
TOKYO GAS LTD ADR	65	43.22	2,809	46.010	2,990	3.5	181	61	2 07
Total utilities			**$4,601**		**$4,851**	**5.7%**	**$250**	**$165**	**3.40%**
Total large cap core - non u.s.			**$83,776**		**$85,814**	**100.0%**	**$2,038**	**$2,862**	**3.34%**

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD BOOK COST 238,397	25,162.151	$9.41	$236,714	$8.770	$220,672	100.0%	($16,042)	$251	0 11%
Total large cap strategies			**$236,714**		**$220,672**	**100.0%**	**($16,042)**	**$251**	**0.11%**

Trade date basis

Global Small & Mid Cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 300,273	23,236.598	$12.84	$298,356	$13.470	$312,996	100.0%	$14,640	$2,207	0 71%
Total global small & mid cap			**$298,356**		**$312,996**	**100.0%**	**$14,640**	**$2,207**	**0.71%**

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 282,895	39,224.972	$7.20	$282,306	$6.780	$265,945	100 0%	($16,361)	$15,493	5 83%
Total global opportunities			**$282,306**		**$265,945**	**100.0%**	**($16,361)**	**$15,493**	**5.83%**

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 177,180	17,350.594	$10.01	$173,629	$9.300	$161,360	100.0%	($12,269)	$3,938	2.44%
Total real return / commodities			**$173,629**		**$161,360**	**100.0%**	**($12,269)**	**$3,938**	**2.44%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Total value of account			**$2,085,240**		**$2,056,409**		**($28,831)**	**$41,517**	**2.02%**
Less: Cash 12/31/11			177,705		177,705				
Less: UST Bills			123,972		123,972				
Less: Strategic Currency			110,885		106,714				
Add: Reconciliation Diff.			182		1,648,018	Corp. Stock FMV 12/31/11			
Corp. Stock Book Value 12/31/11			1,672,860						

Bessemer Trust Company N.A.
Proceeds from Broker and Barter Exchange Transactions
Account 8G9947
2011

8 - *SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS*

Report on Form 8949, Part I, with **Box A** checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information
APPLE INC / CUSIP: 037833100 / Symbol· AAPL						
04/29/11	15.000	5,250.50	03/04/11	5,385.77	-135.27	Sale
06/09/11	5.000	1,661.56	02/14/11	1,795.24	-133.68	Sale
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	25.000	*9,204.24*	*02/14/11*	*8,976.22*	*228.02*	*Sale*
	20.000	*7,363.40*	*03/11/11*	*7,001 53*	*361.87*	*Sale*
11/21/11	45.000	16,567.64	VARIOUS	15,977.75	589.89	Total of 2 lots
Security total:		23,479.70		23,158.76	320.94	
DEVON ENERGY CORP / CUSIP: 25179M103 / Symbol: DVN						
2 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	20.000	*1,813.98*	*02/01/11*	*1,785.92*	*28.06*	*Sale*
	25.000	*2,267.48*	*02/02/11*	*2,243.17*	*24.31*	*Sale*
04/29/11	45.000	4,081.46	VARIOUS	4,029.09	52.37	Total of 2 lots
06/07/11	5.000	407.84	02/01/11	446.48	-38.64	Sale
06/09/11	20.000	1,610.36	02/01/11	1,785.92	-175.56	Sale
2 tax lots for 09/22/11. Total proceeds (and cost when required) reported to the IRS.						
	20.000	*1,137.14*	*01/28/11*	*1,693 01*	*-555.87*	*Sale*
	80.000	*4,548.55*	*02/01/11*	*7,143.68*	*-2,595.13*	*Sale*
09/22/11	100.000	5,685.69	VARIOUS	8,836.69	-3,151.00	Total of 2 lots
2 tax lots for 09/23/11. Total proceeds (and cost when required) reported to the IRS.						
	20.000	*1,122.39*	*01/24/11*	*1,692.63*	*-570.24*	*Sale*
	55.000	*3,086.58*	*01/28/11*	*4,655.78*	*-1,569.20*	*Sale*
09/23/11	75.000	4,208.97	VARIOUS	6,348.41	-2,139.44	Total of 2 lots
09/26/11	55.000	3,126.36	01/24/11	4,654.75	-1,528.39	Sale
Security total:		19,120.68		26,101.34	-6,980.66	
ECOLAB INC / CUSIP: 278865100 / Symbol: ECL						
3 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*5,321.01*	*05/27/11*	*5,395.64*	*-74.63*	*Sale*
	50.000	*2,660.50*	*06/16/11*	*2,725.05*	*-64.55*	*Sale*

8 - *SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS*

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information
ECOLAB INC / CUSIP: 278865100 / Symbol: ECL (Cont'd)						
	25.000	*1,330.25*	*07/20/11*	*1,265.64*	*64.61*	*Sale*
11/21/11	175.000	9,311.76	VARIOUS	9,386.33	-74.57	Total of 3 lots
11/22/11	75.000	3,987.01	07/20/11	3,796.90	190 11	Sale
11/23/11	100.000	5,278.64	07/20/11	5,062.54	216.10	Sale
	Security total:	18,577.41		18,245.77	331.64	
GENERAL MOTORS CO / CUSIP: 37045V100 / Symbol: GM						
06/29/11	100.000	3,032.98	03/24/11	3,135.63	-102.65	Sale
2 tax lots for 06/30/11. Total proceeds (and cost when required) reported to the IRS.						
	125.000	*3,799.55*	*03/23/11*	*3,880.48*	*-80.93*	*Sale*
	150.000	*4,559.47*	*03/24/11*	*4,703.44*	*-143.97*	*Sale*
06/30/11	275.000	8,359.02	VARIOUS	8,583.92	-224.90	Total of 2 lots
07/01/11	125.000	3,815.58	03/23/11	3,880.47	-64.89	Sale
	Security total:	15,207.58		15,600.02	-392.44	
GOOGLE INC / CUSIP. 38259P508 / Symbol: GOOG						
04/29/11	10.000	5,400.31	03/18/11	5,606.06	-205.75	Sale
JOHNSON CONTROLS / CUSIP: 478366107 / Symbol: JCI						
2 tax lots for 11/21/11 Total proceeds (and cost when required) reported to the IRS.						
	125.000	*3,600.21*	*06/29/11*	*5,151.33*	*-1,551.12*	*Sale*
	100.000	*2,880.17*	*06/30/11*	*4,167.95*	*-1,287.78*	*Sale*
11/21/11	225.000	6,480.38	VARIOUS	9,319.28	-2,838.90	Total of 2 lots
11/22/11	100.000	2,875.40	07/22/11	4,004.34	-1,128.94	Sale
	Security total:	9,355.78		13,323.62	-3,967.84	
METLIFE INC COM / CUSIP· 59156R108 / Symbol: MET						
3 tax lots for 10/04/11. Total proceeds (and cost when required) reported to the IRS.						
	175.000	*4,599.33*	*07/08/11*	*7,614.49*	*-3,015.16*	*Sale*
	25.000	*657.05*	*07/11/11*	*1,063.99*	*-406.94*	*Sale*
	25.000	*657.05*	*07/14/11*	*1,051 26*	*-394.21*	*Sale*
10/04/11	225.000	5,913.43	VARIOUS	9,729.74	-3,816.31	Total of 3 lots

8 - *SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS*

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information
METLIFE INC COM / CUSIP: 59156R108 / Symbol: MET (Cont'd)						
2 tax lots for 10/05/11. Total proceeds (and cost when required) reported to the IRS.						
	75.000	*2,126.27*	*07/14/11*	*3,153.77*	*-1,027.50*	*Sale*
	75.000	*2,126.27*	*07/15/11*	*3,125.84*	*-999.57*	*Sale*
10/05/11	150.000	4,252.54	VARIOUS	6,279.61	-2,027.07	Total of 2 lots
Security total:		10,165.97		16,009.35	-5,843.38	
MORGAN STANLEY GRP INC / CUSIP: 617446448 / Symbol: MS						
2 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	150.000	*3,880.55*	*03/23/11*	*4,136.17*	*-255.62*	*Sale*
	10.000	*258.70*	*03/24/11*	*275.42*	*-16.72*	*Sale*
04/29/11	160.000	4,139.25	VARIOUS	4,411.59	-272.34	Total of 2 lots
06/07/11	10.000	225.19	03/24/11	275.42	-50.23	Sale
06/09/11	30.000	657.29	03/24/11	826.24	-168.95	Sale
Security total:		5,021.73		5,513.25	-491.52	
MOTOROLA SOLUTIONS INC / CUSIP: 620076307 / Symbol: MSI						
2 tax lots for 02/23/11. Total proceeds (and cost when required) reported to the IRS.						
	150.000	*5,593.13*	*01/04/11*	*5,753.95*	*-160.82*	*Sale*
	25.000	*932.19*	*01/05/11*	*1,001.15*	*-68.96*	*Sale*
02/23/11	175.000	6,525.32	VARIOUS	6,755.10	-229.78	Total of 2 lots
MOTOROLA MOBILITY HLDG INC / CUSIP: 620097105 / Symbol: MMI						
03/10/11	150.000	3,857.56	01/19/11	5,434.80	-1,577.24	Sale
3 tax lots for 03/11/11. Total proceeds (and cost when required) reported to the IRS.						
	175.000	*4,305.43*	*01/04/11*	*5,761.96*	*-1,456.53*	*Sale*
	25.000	*615.06*	*01/05/11*	*814.43*	*-199.37*	*Sale*
	50.000	*1,230.12*	*01/19/11*	*1,811.60*	*-581.48*	*Sale*
03/11/11	250.000	6,150 61	VARIOUS	8,387.99	-2,237.38	Total of 3 lots
Security total:		10,008.17		13,822.79	-3,814.62	
NEWS CORP CL A / CUSIP· 65248E104 / Symbol: NWSA						
04/29/11	300.000	5,402.89	03/04/11	5,359.29	43.60	Sale

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information
NEWS CORP CL A / CUSIP: 65248E104 / Symbol: NWSA (Cont'd)						
06/07/11	35.000	597.08	03/04/11	625.25	-28.17	Sale
2 tax lots for 06/09/11. Total proceeds (and cost when required) reported to the IRS.						
	65.000	*1,080.33*	*03/04/11*	*1,161.18*	*-80.85*	*Sale*
	35.000	*581.72*	*03/21/11*	*589.80*	*-8.08*	*Sale*
06/09/11	100.000	1,662.05	VARIOUS	1,750.98	-88.93	Total of 2 lots
2 tax lots for 07/06/11. Total proceeds (and cost when required) reported to the IRS.						
	265.000	*4,612.48*	*03/21/11*	*4,465.62*	*146.86*	*Sale*
	35.000	*609.19*	*03/22/11*	*586.12*	*23.07*	*Sale*
07/06/11	300.000	5,221.67	VARIOUS	5,051.74	169.93	Total of 2 lots
3 tax lots for 07/12/11. Total proceeds (and cost when required) reported to the IRS.						
	285.000	*4,383.44*	*01/24/11*	*4,503.54*	*-120.10*	*Sale*
	250.000	*3,845.13*	*02/02/11*	*3,966.65*	*-121.52*	*Sale*
	115.000	*1,768.76*	*03/22/11*	*1,925.81*	*-157.05*	*Sale*
07/12/11	650.000	9,997.33	VARIOUS	10,396.00	-398.67	Total of 3 lots
2 tax lots for 07/13/11. Total proceeds (and cost when required) reported to the IRS.						
	115.000	*1,801.68*	*01/24/11*	*1,817.22*	*-15.54*	*Sale*
	150.000	*2,350.02*	*02/01/11*	*2,339.03*	*10.99*	*Sale*
07/13/11	265.000	4,151.70	VARIOUS	4,156.25	-4.55	Total of 2 lots
	Security total:	27,032.72		27,339.51	-306.79	
OCCIDENTAL PETROLEUM / CUSIP: 674599105 / Symbol: OXY						
2 tax lots for 09/22/11. Total proceeds (and cost when required) reported to the IRS.						
	25.000	*1,800.26*	*05/24/11*	*2,559.48*	*-759.22*	*Sale*
	25.000	*1,800.26*	*06/29/11*	*2,576.94*	*-776.68*	*Sale*
09/22/11	50.000	3,600.52	VARIOUS	5,136.42	-1,535.90	Total of 2 lots
11/21/11	55.000	5,105.10	05/24/11	5,630.86	-525.76	Sale
	Security total:	8,705.62		10,767.28	-2,061.66	
PRECISION CASTPARTS CORP / CUSIP: 740189105 / Symbol: PCP						
04/29/11	20.000	3,092.54	02/11/11	2,988.24	104.30	Sale
06/09/11	5.000	756.43	02/11/11	747.06	9.37	Sale

Bessemer Trust Company N.A. **Account 8G9947**

Proceeds from Broker and Barter Exchange Transactions

2011 **(continued)**

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	 Additional information
PRECISION CASTPARTS CORP / CUSIP: 740189105 / Symbol: PCP (Cont'd)						
2 tax lots for 10/04/11. Total proceeds (and cost when required) reported to the IRS.						
	20.000	*2,870.88*	*02/11/11*	*2,988.25*	-117.37	*Sale*
	30.000	*4,306.33*	*03/11/11*	*4,312.85*	-6.52	*Sale*
10/04/11	50.000	7,177.21	VARIOUS	7,301.10	-123.89	Total of 2 lots
10/05/11	20.000	2,985.21	03/11/11	2,875.24	109.97	Sale
Security total:		14,011.39		13,911.64	99.75	
PROCTER & GAMBLE CO / CUSIP: 742718109 / Symbol: PG						
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	75.000	*4,628.00*	*04/25/11*	*4,752.49*	*-124.49*	*Sale*
	75.000	*4,628.00*	*04/26/11*	*4,792.91*	*-164.91*	*Sale*
11/21/11	150.000	9,256.00	VARIOUS	9,545.40	-289.40	Total of 2 lots
STANLEY BLACK & DECKER INC / CUSIP: 854502101 / Symbol: SWK						
09/07/11	75.000	4,416.98	06/24/11	5,244.79	-827.81	Sale
2 tax lots for 09/08/11. Total proceeds (and cost when required) reported to the IRS.						
	20.000	*1,148.12*	*06/24/11*	*1,398.61*	*-250.49*	*Sale*
	75.000	*4,305.44*	*06/29/11*	*5,229.84*	*-924.40*	*Sale*
09/08/11	95.000	5,453.56	VARIOUS	6,628.45	-1,174.89	Total of 2 lots
Security total:		9,870.54		11,873.24	-2,002.70	
TD-AMERITRADE HLDGS / CUSIP: 87236Y108 / Symbol: AMTD						
2 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	150.000	*3,250.84*	*03/07/11*	*3,380.34*	*-129.50*	*Sale*
	30.000	*650.17*	*03/08/11*	*674.61*	*-24.44*	*Sale*
04/29/11	180.000	3,901.01	VARIOUS	4,054.95	-153.94	Total of 2 lots
06/07/11	15.000	292.49	03/08/11	337.31	-44.82	Sale
06/09/11	60.000	1,144.17	03/08/11	1,349.22	-205.05	Sale
3 tax lots for 07/25/11. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*100.24*	*01/13/11*	*103.98*	*-3.74*	*Sale*
	45.000	*902.14*	*03/08/11*	*1,011.92*	*-109.78*	*Sale*

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS

Report on Form 8949, Part I, with Box A checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional information
TD-AMERITRADE HLDGS / CUSIP: 87236Y108 / Symbol: AMTD (Cont'd)						
	50.000	*1,002.38*	*03/09/11*	*1,103.70*	*-101.32*	*Sale*
07/25/11	100.000	2,004.76	VARIOUS	2,219.60	-214.84	Total of 3 lots
07/26/11	100.000	1,960.05	01/13/11	2,079.57	-119.52	Sale
2 tax lots for 07/28/11. Total proceeds (and cost when required) reported to the IRS.						
	55.000	*1,022.83*	*01/12/11*	*1,117.34*	*-94.51*	*Sale*
	45.000	*836.87*	*01/13/11*	*935.81*	*-98.94*	*Sale*
07/28/11	100.000	1,859.70	VARIOUS	2,053.15	-193.45	Total of 2 lots
2 tax lots for 07/29/11. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*92.31*	*01/11/11*	*99.62*	*-7.31*	*Sale*
	95.000	*1,753.97*	*01/12/11*	*1,929.94*	*-175.97*	*Sale*
07/29/11	100.000	1,846.28	VARIOUS	2,029.56	-183.28	Total of 2 lots
2 tax lots for 08/04/11. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*86.42*	*01/06/11*	*99.08*	*-12.66*	*Sale*
	95.000	*1,642.08*	*01/11/11*	*1,892.69*	*-250.61*	*Sale*
08/04/11	100.000	1,728.50	VARIOUS	1,991.77	-263.27	Total of 2 lots
08/05/11	100.000	1,670.07	01/06/11	1,981.59	-311.52	Sale
08/08/11	75.000	1,167.08	01/06/11	1,486.19	-319.11	Sale
08/09/11	70.000	1,048.71	01/06/11	1,387.11	-338.40	Sale
	Security total:	18,622.82		20,970.02	-2,347.20	
TEVA PHARM INDS LTD ADR / CUSIP: 881624209 / Symbol: TEVA						
06/07/11	90.000	4,497.21	04/05/11	4,564.76	-67.55	Sale
06/09/11	10.000	497.29	04/05/11	507.20	-9.91	Sale
	Security total:	4,994.50		5,071.96	-77.46	
WHIRLPOOL CORP / CUSIP: 963320106 / Symbol: WHR						
09/07/11	50.000	2,829.26	05/31/11	4,168.89	-1,339.63	Sale
2 tax lots for 09/08/11. Total proceeds (and cost when required) reported to the IRS.						
	15 000	*818.12*	*05/31/11*	*1,250.67*	*-432.55*	*Sale*
	50.000	*2,727.07*	*06/29/11*	*4,018.22*	*-1,291.15*	*Sale*
09/08/11	65.000	3,545.19	VARIOUS	5,268.89	-1,723.70	Total of 2 lots

8 - *SHORT-TERM GAINS AND LOSSES - Cost basis is reported to the IRS*

Report on Form 8949, Part I, with **Box A** checked

6 - Tax lots: COVERED

9 - Description / CUSIP/ Symbol					These columns are not reported to the IRS	
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information
	Security total:	6,374.45		9,437.78	-3,063.33	
	Totals:	221,730.69		253,052.89	-31,322.20	

8 - *SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS*

Report on Form 8949, Part I, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol			These columns are not reported to the IRS			
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information
APACHE CORP / CUSIP. 037411105 / Symbol: APA						
01/28/11	70.000	7,849.19	03/05/10	7,455.47	393.72	Sale
ARCHER-DANIELS-MIDLAND CO / CUSIP: 039483102 / Symbol: ADM						
2 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	80.000	*2,919.94*	*10/29/10*	*2,643.14*	*276.80*	*Sale*
	50.000	*1,824.96*	*11/01/10*	*1,680.58*	*144.38*	*Sale*
04/29/11	130.000	4,744.90	VARIOUS	4,323.72	421.18	Total of 2 lots
06/07/11	10.000	301.99	10/29/10	330.39	-28.40	Sale
06/09/11	35.000	1,038.08	10/29/10	1,156.37	-118.29	Sale
09/22/11	25.000	639.06	10/29/10	825.98	-186.92	Sale
	Security total:	6,724.03		6,636.46	87.57	
BOEING COMPANY / CUSIP: 097023105 / Symbol: BA						
3 tax lots for 01/19/11. Total proceeds (and cost when required) reported to the IRS.						
	75.000	*5,372.89*	*03/03/10*	*4,843.99*	*528.90*	*Sale*
	60.000	*4,298.31*	*03/05/10*	*4,042.20*	*256.11*	*Sale*
	40.000	*2,865.54*	*03/15/10*	*2,775.82*	*89.72*	*Sale*
01/19/11	175.000	12,536.74	VARIOUS	11,662.01	874.73	Total of 3 lots
01/20/11	25 000	1,779.43	03/03/10	1,614.66	164.77	Sale
	Security total:	14,316.17		13,276.67	1,039.50	

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part I, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional information
GENERAL MOTORS CO / CUSIP: 37045V100 / Symbol: GM						
04/29/11	160.000	5,158.30	11/18/10	5,611.85	-453.55	Sale
06/07/11	20 000	573.78	11/18/10	701.48	-127.70	Sale
06/09/11	45.000	1,311.27	11/18/10	1,578.34	-267.07	Sale
06/29/11	100.000	3,032 98	11/18/10	3,507.41	-474.43	Sale
	Security total:	10,076.33		11,399.08	-1,322.75	
HONEYWELL INTL INC / CUSIP: 438516106 / Symbol: HON						
2 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*305.44*	*05/14/10*	*226.05*	*79.39*	*Sale*
	75.000	*4,581.66*	*05/17/10*	*3,399 04*	*1,182.62*	*Sale*
04/29/11	80.000	4,887.10	VARIOUS	3,625.09	1,262.01	Total of 2 lots
KOHL'S CORP / CUSIP: 500255104 / Symbol: KSS						
2 tax lots for 01/06/11. Total proceeds (and cost when required) reported to the IRS.						
	40.000	*2,096.02*	*01/19/10*	*2,057.16*	*38.86*	*Sale*
	120.000	*6,288.05*	*03/05/10*	*6,523.20*	*-235.15*	*Sale*
01/06/11	160.000	8,384.07	VARIOUS	8,580.36	-196.29	Total of 2 lots
01/07/11	70.000	3,611.24	01/19/10	3,600.03	11.21	Sale
	Security total:	11,995.31		12,180.39	-185.08	
LOWES COS INC / CUSIP: 548661107 / Symbol. LOW						
01/05/11	130.000	3,196.60	01/19/10	3,005.59	191.01	Sale
01/06/11	125.000	3,041.10	01/19/10	2,889.98	151 12	Sale
01/07/11	5.000	119.74	01/19/10	115.60	4.14	Sale
	Security total:	6,357.44		6,011.17	346.27	
MASTERCARD CL A / CUSIP: 57636Q104 / Symbol: MA						
04/29/11	15.000	4,120.42	10/13/10	3,444.46	675.96	Sale
06/07/11	5.000	1,375.32	10/13/10	1,148.16	227.16	Sale
06/09/11	5.000	1,344.92	10/13/10	1,148.15	196.77	Sale
07/27/11	10.000	3,045.35	09/20/10	2,170.91	874.44	Sale
08/08/11	10.000	3,027.01	09/20/10	2,170.91	856.10	Sale
	Security total:	12,913.02		10,082.59	2,830.43	

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part I, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
MICROSOFT CORP / CUSIP: 594918104 / Symbol· MSFT						
06/07/11	75.000	1,799.59	08/05/10	1,904.51	-104.92	Sale
06/09/11	50.000	1,196.98	08/05/10	1,269.67	-72.69	Sale
	Security total:	2,996.57		3,174.18	-177.61	
MOTOROLA SOLUTIONS INC / CUSIP: 620076307 / Symbol: MSI						
02/24/11	75.000	2,814.42	09/24/10	2,649.03	165.39	Sale
4 tax lots for 02/25/11. Total proceeds (and cost when required) reported to the IRS.						
	46.429	*1,758.60*	*09/23/10*	*1,574.59*	*184.01*	*Sale*
	17.857	*676.38*	*09/24/10*	*630.72*	*45.66*	*Sale*
	28.571	*1,082.21*	*09/27/10*	*993.76*	*88.45*	*Sale*
	7.143	*270.56*	*09/28/10*	*246.32*	*24.24*	*Sale*
02/25/11	100.000	3,787.75	VARIOUS	3,445.39	342.36	Total of 4 lots
02/28/11	25.000	959.23	09/23/10	847.85	111.38	Sale
	Security total:	7,561.40		6,942.27	619.13	
MOTOROLA MOBILITY HLDG INC / CUSIP: 620097105 / Symbol: MMI						
4 tax lots for 03/14/11. Total proceeds (and cost when required) reported to the IRS						
	12.500	*307.51*	*09/23/10*	*355.26*	*-47.75*	*Sale*
	81.250	*1,998.84*	*09/24/10*	*2,404.95*	*-406.11*	*Sale*
	25.000	*615.03*	*09/27/10*	*728.70*	*-113.67*	*Sale*
	6.250	*153.76*	*09/28/10*	*180.62*	*-26.86*	*Sale*
03/14/11	125.000	3,075.14	VARIOUS	3,669.53	-594.39	Total of 4 lots
03/15/11	50.000	1,182.12	09/23/10	1,421.05	-238.93	Sale
	Security total:	4,257.26		5,090.58	-833.32	
NATIONAL OILWELL VARCO INC / CUSIP: 637071101 / Symbol: NOV						
01/06/11	50.000	3,210.28	05/03/10	2,211.99	998.29	Sale
2 tax lots for 01/07/11. Total proceeds (and cost when required) reported to the IRS.						
	55.000	*3,573.31*	*04/30/10*	*2,421.42*	*1,151.89*	*Sale*
	20.000	*1,299.38*	*05/03/10*	*884.80*	*414.58*	*Sale*
01/07/11	75.000	4,872.69	VARIOUS	3,306.22	1,566.47	Total of 2 lots
04/29/11	60 000	4,604 31	04/30/10	2,641.55	1,962.76	Sale
	Security total:	12,687 28		8,159.76	4,527.52	

8 - *SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS*

Report on Form 8949, Part I, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X						
06/07/11	1,618.705	18,000.00	05/03/11	18,161.87	-161.87	Sale
06/09/11	1,432.408	16,000.00	05/03/11	16,071.62	-71.62	Sale
	Security total:	34,000.00		34,233.49	-233.49	
PG & E CORP / CUSIP: 69331C108 / Symbol: PCG						
2 tax lots for 03/14/11 Total proceeds (and cost when required) reported to the IRS						
	75.000	*3,338.69*	*08/25/10*	*3,518.60*	*-179.91*	*Sale*
	50.000	*2,225.80*	*08/27/10*	*2,372.13*	*-146.33*	*Sale*
03/14/11	125.000	5,564.49	VARIOUS	5,890.73	-326.24	Total of 2 lots
2 tax lots for 03/15/11 Total proceeds (and cost when required) reported to the IRS.						
	50.000	*2,148.55*	*08/24/10*	*2,332.33*	*-183.78*	*Sale*
	75.000	*3,222.83*	*08/26/10*	*3,512 12*	*-289.29*	*Sale*
03/15/11	125.000	5,371.38	VARIOUS	5,844.45	-473.07	Total of 2 lots
2 tax lots for 03/16/11. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*2,132.19*	*08/23/10*	*2,314.36*	*-182.17*	*Sale*
	25.000	*1,066.09*	*08/24/10*	*1,166.17*	*-100.08*	*Sale*
03/16/11	75.000	3,198.28	VARIOUS	3,480.53	-282.25	Total of 2 lots
03/17/11	50.000	2,100.30	08/23/10	2,314.36	-214.06	Sale
	Security total:	16,234.45		17,530.07	-1,295.62	
T ROWE PRICE GROUP INC / CUSIP: 74144T108 / Symbol: TROW						
02/24/11	30.000	1,995.41	06/25/10	1,426.80	568.61	Sale
2 tax lots for 02/25/11. Total proceeds (and cost when required) reported to the IRS.						
	75.000	*5,024.73*	*06/24/10*	*3,463.50*	*1,561.23*	*Sale*
	20.000	*1,339.93*	*06/25/10*	*951.20*	*388.73*	*Sale*
02/25/11	95.000	6,364.66	VARIOUS	4,414.70	1,949.96	Total of 2 lots
	Security total:	8,360.07		5,841.50	2,518.57	
ST JUDE MEDICAL INC / CUSIP: 790849103 / Symbol: STJ						
03/23/11	50.000	2,548.67	11/11/10	1,957.83	590.84	Sale

8 - *SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS*

Report on Form 8949, Part I, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional information
ST JUDE MEDICAL INC / CUSIP: 790849103 / Symbol: STJ (Cont'd)						
2 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*2,669.94*	*11/11/10*	*1,957.82*	*712.12*	*Sale*
	40.000	*2,135.96*	*11/15/10*	*1,557.42*	*578.54*	*Sale*
04/29/11	90.000	4,805.90	VARIOUS	3,515.24	1,290.66	Total of 2 lots
06/07/11	40.000	1,940.76	11/15/10	1,557.42	383.34	Sale
2 tax lots for 06/09/11. Total proceeds (and cost when required) reported to the IRS.						
	10.000	*487.29*	*11/08/10*	*388.40*	*98.89*	*Sale*
	20.000	*974.58*	*11/15/10*	*778.71*	*195.87*	*Sale*
06/09/11	30.000	1,461.87	VARIOUS	1,167.11	294.76	Total of 2 lots
2 tax lots for 06/16/11. Total proceeds (and cost when required) reported to the IRS.						
	10.000	*478.04*	*11/05/10*	*387.98*	*90.06*	*Sale*
	90.000	*4,302.40*	*11/08/10*	*3,495.58*	*806.82*	*Sale*
06/16/11	100.000	4,780.44	VARIOUS	3,883.56	896.88	Total of 2 lots
	Security total:	15,537.64		12,081.16	3,456.48	
WAL-MART STORES INC / CUSIP: 931142103 / Symbol: WMT						
04/19/11	75.000	3,997.03	08/13/10	3,790.04	206.99	Sale
	Totals:	180,750.29		167,509.97	13,240.32	

8 - *LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS*

Report on Form 8949, Part II, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional information
AMERICAN EXPRESS / CUSIP: 025816109 / Symbol: AXP						
05/24/11	100 000	5,063.40	03/05/10	3,994.26	1,069.14	Sale
06/07/11	25.000	1,225.49	03/05/10	998.57	226.92	Sale
06/09/11	25.000	1,202.97	03/05/10	998.56	204.41	Sale

8 - *LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS*

Report on Form 8949, Part II, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
AMERICAN EXPRESS / CUSIP: 025816109 / Symbol: AXP (Cont'd)						
2 tax lots for 10/04/11. Total proceeds (and cost when required) reported to the IRS.						
	175.000	*7,333.16*	*12/03/09*	*6,854.58*	*478.58*	*Sale*
	50.000	*2,095.19*	*03/05/10*	*1,997.13*	*98.06*	*Sale*
10/04/11	225.000	9,428.35	VARIOUS	8,851.71	576.64	Total of 2 lots
10/05/11	45.000	1,945.21	12/03/09	1,762.60	182.61	Sale
	Security total:	18,865.42		16,605.70	2,259.72	
APACHE CORP / CUSIP: 037411105 / Symbol: APA						
2 tax lots for 01/28/11. Total proceeds (and cost when required) reported to the IRS.						
	70.000	*7,849.20*	*12/03/09*	*6,684.30*	*1,164.90*	*Sale*
	50.000	*5,606.57*	*01/19/10*	*5,356.00*	*250.57*	*Sale*
01/28/11	120.000	13,455.77	VARIOUS	12,040.30	1,415.47	Total of 2 lots
ARCHER-DANIELS-MIDLAND CO / CUSIP: 039483102 / Symbol: ADM						
2 tax lots for 09/22/11. Total proceeds (and cost when required) reported to the IRS.						
	75.000	*1,917.18*	*07/29/10*	*2,031.92*	*-114.74*	*Sale*
	100.000	*2,556.24*	*07/30/10*	*2,728.86*	*-172.62*	*Sale*
09/22/11	175.000	4,473.42	VARIOUS	4,760.78	-287.36	Total of 2 lots
09/23/11	75.000	1,891.30	07/29/10	2,031.92	-140.62	Sale
09/27/11	175.000	4,560.92	07/29/10	4,741.16	-180.24	Sale
	Security total:	10,925.64		11,533.86	-608.22	
CISCO SYSTEMS INC / CUSIP: 17275R102 / Symbol: CSCO						
2 tax lots for 02/10/11. Total proceeds (and cost when required) reported to the IRS.						
	440.000	*8,344.53*	*12/03/09*	*10,572.80*	*-2,228.27*	*Sale*
	340.000	*6,448.05*	*01/19/10*	*8,374.20*	*-1,926.15*	*Sale*
02/10/11	780.000	14,792.58	VARIOUS	18,947.00	-4,154.42	Total of 2 lots
DISNEY (WALT) HOLDING CO / CUSIP: 254687106 / Symbol: DIS						
04/29/11	120.000	5,153.90	03/05/10	3,966.00	1,187.90	Sale

8 - *LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS*

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
DISNEY (WALT) HOLDING CO / CUSIP: 254687106 / Symbol· DIS (Cont'd)						
2 tax lots for 06/09/11. Total proceeds (and cost when required) reported to the IRS.						
	10.000	*389.99*	*01/19/10*	*306.49*	*83.50*	*Sale*
	20.000	*779.98*	*03/05/10*	*661 00*	*118.98*	*Sale*
06/09/11	30.000	1,169.97	VARIOUS	967.49	202.48	Total of 2 lots
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	65.000	*2,237.65*	*12/03/09*	*1,990.89*	*246.76*	*Sale*
	160.000	*5,508.07*	*01/19/10*	*4,903.89*	*604.18*	*Sale*
11/21/11	225.000	7,745.72	VARIOUS	6,894.78	850.94	Total of 2 lots
11/22/11	125.000	4,237.97	12/03/09	3,828.62	409.35	Sale
	Security total:	18,307.56		15,656.89	2,650.67	
EMC CORP / CUSIP· 268648102 / Symbol: EMC						
02/14/11	300.000	8,166.26	12/03/09	5,030.73	3,135.53	Sale
04/29/11	90.000	2,535.91	03/05/10	1,589.40	946.51	Sale
2 tax lots for 05/06/11. Total proceeds (and cost when required) reported to the IRS.						
	75.000	*2,053.37*	*12/03/09*	*1,257.68*	*795.69*	*Sale*
	300.000	*8,213.48*	*03/05/10*	*5,298.00*	*2,915.48*	*Sale*
05/06/11	375.000	10,266.85	VARIOUS	6,555.68	3,711.17	Total of 2 lots
05/09/11	45.000	1,222.83	12/03/09	754.61	468.22	Sale
	Security total:	22,191.85		13,930.42	8,261.43	
GENERAL ELECTRIC CO / CUSIP: 369604103 / Symbol: GE						
3 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	205.000	*4,233.16*	*02/02/10*	*3,415.28*	*817.88*	*Sale*
	50.000	*1,032.48*	*02/03/10*	*838.38*	*194.10*	*Sale*
	105.000	*2,168.21*	*03/15/10*	*1,813.09*	*355.12*	*Sale*
04/29/11	360.000	7,433.85	VARIOUS	6,066.75	1,367.10	Total of 3 lots
06/07/11	25.000	462.24	02/02/10	416.50	45.74	Sale
06/09/11	90.000	1,671.26	02/02/10	1,499.39	171.87	Sale
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	580.000	*8,926.20*	*02/02/10*	*9,662.74*	*-736.54*	*Sale*

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

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9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
GENERAL ELECTRIC CO / CUSIP: 369604103 / Symbol: GE (Cont'd)						
	70.000	*1,077.30*	*03/05/10*	*1,139.60*	*-62.30*	*Sale*
11/21/11	650.000	10,003.50	VARIOUS	10,802.34	-798.84	Total of 2 lots
11/22/11	450.000	6,774.39	03/05/10	7,326.00	-551.61	Sale
	Security total:	26,345.24		26,110.98	234.26	
GOOGLE INC / CUSIP: 38259P508 / Symbol: GOOG						
06/07/11	5.000	2,606.89	12/03/09	2,941.35	-334.46	Sale
08/08/11	10.000	5,547.64	01/19/10	5,835.00	-287.36	Sale
10/04/11	20.000	9,798.77	03/05/10	11,242.00	-1,443.23	Sale
	Security total:	17,953.30		20,018.35	-2,065.05	
HESS CORP / CUSIP: 42809H107 / Symbol: HES						
2 tax lots for 03/10/11. Total proceeds (and cost when required) reported to the IRS.						
	90.000	*7,145.73*	*01/19/10*	*5,638.50*	*1,507.23*	*Sale*
	35.000	*2,778.89*	*03/05/10*	*2,139.20*	*639.69*	*Sale*
03/10/11	125.000	9,924.62	VARIOUS	7,777.70	2,146.92	Total of 2 lots
03/11/11	50.000	3,973.12	03/05/10	3,056.00	917.12	Sale
04/29/11	30.000	2,537.65	03/05/10	1,833.60	704.05	Sale
2 tax lots for 05/02/11. Total proceeds (and cost when required) reported to the IRS.						
	70.000	*5,940.71*	*12/03/09*	*4,174.74*	*1,765.97*	*Sale*
	5.000	*424.34*	*03/05/10*	*305.60*	*118.74*	*Sale*
05/02/11	75 000	6,365.05	VARIOUS	4,480.34	1,884.71	Total of 2 lots
05/03/11	60.000	4,842.36	12/03/09	3,578.34	1,264.02	Sale
	Security total:	27,642.80		20,725.98	6,916.82	
HONEYWELL INTL INC / CUSIP: 438516106 / Symbol: HON						
06/07/11	5.000	286.04	05/14/10	226.05	59.99	Sale
06/09/11	25.000	1,402.47	05/14/10	1,130.26	272.21	Sale
2 tax lots for 09/22/11. Total proceeds (and cost when required) reported to the IRS.						
	40.000	*1,689.52*	*05/14/10*	*1,808.42*	*-118.90*	*Sale*
	110.000	*4,646.19*	*05/19/10*	*4,830.92*	*-184.73*	*Sale*
09/22/11	150.000	6,335.71	VARIOUS	6,639.34	-303.63	Total of 2 lots

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9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	These columns are not reported to the IRS. Date of acquisition	Cost or other basis	Gain or loss	Additional Information
HONEYWELL INTL INC / CUSIP: 438516106 / Symbol: HON (Cont'd)						
2 tax lots for 09/23/11. Total proceeds (and cost when required) reported to the IRS.						
	40.000	*1,695.69*	*05/19/10*	*1,756.70*	*-61.01*	*Sale*
	60.000	*2,543.53*	*06/09/10*	*2,464.08*	*79.45*	*Sale*
09/23/11	100.000	4,239.22	VARIOUS	4,220.78	18.44	Total of 2 lots
09/26/11	40.000	1,713.25	06/09/10	1,642.72	70.53	Sale
Security total:		13,976.69		13,859.15	117.54	
INTERNATIONAL PAPER / CUSIP: 460146103 / Symbol: IP						
04/29/11	130.000	3,915.52	12/03/09	3,374.62	540.90	Sale
06/07/11	55.000	1,644.46	12/03/09	1,427.72	216.74	Sale
06/09/11	40.000	1,152.37	12/03/09	1,038.34	114.03	Sale
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	140.000	*3,805.02*	*12/03/09*	*3,634.21*	*170.81*	*Sale*
	60.000	*1,630.72*	*03/05/10*	*1,517.40*	*113.32*	*Sale*
11/21/11	200.000	5,435.74	VARIOUS	5,151.61	284.13	Total of 2 lots
11/22/11	75.000	2,004.71	03/05/10	1,896.75	107.96	Sale
11/23/11	150.000	3,857.50	03/05/10	3,793.50	64.00	Sale
2 tax lots for 11/25/11. Total proceeds (and cost when required) reported to the IRS.						
	35.000	*910.77*	*03/05/10*	*885.15*	*25.62*	*Sale*
	60.000	*1,561.32*	*03/05/10*	*1,517.40*	*43.92*	*Sale*
11/25/11	95.000	2,472.09	VARIOUS	2,402.55	69.54	Total of 2 lots
Security total:		20,482.39		19,085.09	1,397.30	
JPMORGAN CHASE & CO / CUSIP: 46625H100 / Symbol: JPM						
04/29/11	120.000	5,498 29	01/19/10	5,216.40	281 89	Sale
06/07/11	10.000	411.69	01/19/10	434.70	-23.01	Sale
2 tax lots for 06/09/11. Total proceeds (and cost when required) reported to the IRS.						
	10.000	*407.09*	*01/19/10*	*434.70*	*-27.61*	*Sale*
	20.000	*814.18*	*03/05/10*	*852 20*	*-38.02*	*Sale*
06/09/11	30.000	1,221.27	VARIOUS	1,286.90	-65.63	Total of 2 lots

Bessemer Trust Company N.A. **Proceeds from Broker and Barter Exchange Transactions** **Account 8G9947**

2011 **(continued)**

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Report on Form 8949, Part II, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
JPMORGAN CHASE & CO / CUSIP: 46625H100 / Symbol: JPM (Cont'd)						
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	80.000	*2,398.88*	*12/03/09*	*3,339.90*	*-941.02*	*Sale*
	170.000	*5,097.62*	*03/05/10*	*7,243.70*	*-2,146 08*	*Sale*
11/21/11	250.000	7,496.50	VARIOUS	10,583.60	-3,087.10	Total of 2 lots
2 tax lots for 11/22/11. Total proceeds (and cost when required) reported to the IRS.						
	60.000	*1,781.95*	*12/03/09*	*2,504.92*	*-722.97*	*Sale*
	15.000	*445.49*	*12/23/09*	*625.27*	*-179.78*	*Sale*
11/22/11	75.000	2,227.44	VARIOUS	3,130.19	-902.75	Total of 2 lots
11/23/11	35.000	1,003.66	12/23/09	1,458.96	-455.30	Sale
	Security total:	17,858.85		22,110.75	-4,251.90	
KOHL'S CORP / CUSIP: 500255104 / Symbol: KSS						
01/06/11	90.000	4,716.03	12/03/09	4,914.80	-198.77	Sale
KRAFT FOODS INC / CUSIP: 50075N104 / Symbol: KFT						
04/29/11	150.000	5,018.90	04/15/10	4,642.88	376.02	Sale
06/07/11	15.000	512 09	04/15/10	464.29	47.80	Sale
06/09/11	40.000	1,359.97	04/15/10	1,238.10	121.87	Sale
2 tax lots for 08/04/11. Total proceeds (and cost when required) reported to the IRS.						
	150.000	*5,246.35*	*04/14/10*	*4,614.69*	*631.66*	*Sale*
	75.000	*2,623.17*	*04/15/10*	*2,321.43*	*301.74*	*Sale*
08/04/11	225.000	7,869.52	VARIOUS	6,936.12	933.40	Total of 2 lots
11/21/11	250.000	8,579.24	04/14/10	7,691.15	888.09	Sale
	Security total:	23,339.72		20,972.54	2,367.18	
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW						
01/04/11	250.000	6,153.95	12/03/09	5,664.65	489.30	Sale
01/05/11	70.000	1,721.24	12/03/09	1,586.10	135.14	Sale
	Security total:	7,875.19		7,250.75	624.44	
MASTERCARD CL A / CUSIP· 57636Q104 / Symbol: MA						
10/04/11	35.000	10,489.50	09/21/10	7,590.37	2,899.13	Sale

Bessemer Trust Company N.A. Account 8G9947

Proceeds from Broker and Barter Exchange Transactions
(continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS
Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
MICROSOFT CORP / CUSIP: 594918104 / Symbol: MSFT						
2 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*130.35*	*12/03/09*	*150.29*	*-19.94*	*Sale*
	185.000	*4,822.85*	*01/19/10*	*5,695.87*	*-873.02*	*Sale*
04/29/11	190.000	4,953.20	VARIOUS	5,846.16	-892.96	Total of 2 lots
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	265.000	*6,627.31*	*12/03/09*	*7,965.56*	*-1,338.25*	*Sale*
	135.000	*3,376.18*	*03/05/10*	*3,868.95*	*-492.77*	*Sale*
11/21/11	400.000	10,003.49	VARIOUS	11,834.51	-1,831.02	Total of 2 lots
	Security total:	14,956.69		17,680.67	-2,723.98	
MORGAN STANLEY GRP INC / CUSIP: 617446448 / Symbol: MS						
06/09/11	30.000	657.28	01/19/10	918.86	-261.58	Sale
2 tax lots for 08/03/11. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*2,089.86*	*12/03/09*	*3,040.89*	*-951.03*	*Sale*
	150.000	*3,134.79*	*01/19/10*	*4,594.27*	*-1,459.48*	*Sale*
08/03/11	250.000	5,224.65	VARIOUS	7,635.16	-2,410.51	Total of 2 lots
08/04/11	50.000	1,014.12	12/03/09	1,520.44	-506.32	Sale
2 tax lots for 08/08/11 Total proceeds (and cost when required) reported to the IRS.						
	130.000	*2,263.10*	*12/03/09*	*3,953.16*	*-1,690.06*	*Sale*
	45.000	*783.38*	*03/05/10*	*1,335.15*	*-551.77*	*Sale*
08/08/11	175.000	3,046.48	VARIOUS	5,288.31	-2,241.83	Total of 2 lots
08/10/11	235.000	4,013.32	03/05/10	6,972.45	-2,959.13	Sale
	Security total:	13,955 85		22,335.22	-8,379.37	
NATIONAL OILWELL VARCO INC / CUSIP: 637071101 / Symbol· NOV						
06/07/11	130.000	9,290.97	04/30/10	5,723.35	3,567.62	Sale
06/09/11	10.000	720.48	04/30/10	440.26	280.22	Sale
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	95.000	*6,246.83*	*04/30/10*	*4,182.45*	*2,064.38*	*Sale*
	5.000	*328.78*	*05/04/10*	*217.86*	*110.92*	*Sale*
11/21/11	100.000	6,575 61	VARIOUS	4,400.31	2,175.30	Total of 2 lots

Bessemer Trust Company N.A. | Account 8G9947

Proceeds from Broker and Barter Exchange Transactions (continued)

2011

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional information
NATIONAL OILWELL VARCO INC / CUSIP: 637071101 / Symbol: NOV (Cont'd)						
11/22/11	45.000	2,907.59	05/04/10	1,960.71	946.88	Sale
	Security total:	19,494.65		12,524.63	6,970.02	
OW LARGE CAP STRATEGIES FD / CUSIP: 680414109 / Symbol: OWLS X						
05/03/11	6,504 770	75,000.00	01/19/10	62,575.89	12,424.11	Sale
06/07/11	1,097.896	12,000.00	01/19/10	10,561.76	1,438.24	Sale
06/09/11	2,115.915	23,000.00	01/19/10	20,355.10	2,644.90	Sale
	Security total:	110,000.00		93,492.75	16,507.25	
OW FIXED INCOME FUND / CUSIP: 680414406 / Symbol: OWFI X						
2 tax lots for 05/03/11. Total proceeds (and cost when required) reported to the IRS.						
	4,310.563	*50,174.95*	*01/12/10*	*49,571.47*	*603.48*	*Sale*
	414.523	*4,825.05*	*01/19/10*	*4,775.30*	*49.75*	*Sale*
05/03/11	4,725.086	55,000.00	VARIOUS	54,346.77	653.23	Total of 2 lots
06/07/11	6,361.323	75,000.00	01/12/10	73,155.22	1,844.78	Sale
06/09/11	4,156.064	49,000.00	01/12/10	47,794.74	1,205.26	Sale
	Security total:	179,000.00		175,296.73	3,703.27	
OW GLOBAL SML & MID CAP FD / CUSIP: 680414604 / Symbol: OWSM X						
05/03/11	493.754	8,300.00	01/19/10	6,487.93	1,812.07	Sale
06/07/11	1,659.496	27,000.00	01/19/10	21,805.78	5,194.22	Sale
06/09/11	1,850.709	30,000.00	01/19/10	24,318.31	5,681.69	Sale
	Security total:	65,300.00		52,612.02	12,687.98	
OW GLOBAL OPPORTUNITIES FD / CUSIP: 680414802 / Symbol: OWGO X						
06/07/11	3,685.504	30,000.00	01/19/10	26,719.90	3,280.10	Sale
06/09/11	3,078.818	25,000.00	01/19/10	22,321.43	2,678.57	Sale
	Security total:	55,000.00		49,041.33	5,958.67	
PFIZER INC / CUSIP: 717081103 / Symbol: PFE						
2 tax lots for 04/29/11. Total proceeds (and cost when required) reported to the IRS.						
	195.000	*4,053.97*	*12/03/09*	*3,663.88*	*390.09*	*Sale*
	15.000	*311.84*	*01/12/10*	*283.08*	*28.76*	*Sale*
04/29/11	210.000	4,365.81	VARIOUS	3,946.96	418.85	Total of 2 lots

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
PFIZER INC / CUSIP: 717081103 / Symbol: PFE (Cont'd)						
06/07/11	20.000	417.79	12/03/09	375.78	42.01	Sale
06/09/11	70.000	1,444.78	12/03/09	1,315.24	129.54	Sale
3 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	95.000	*1,807.71*	*12/03/09*	*1,784.96*	*22.75*	*Sale*
	430.000	*8,182.27*	*03/05/10*	*7,443.30*	*738.97*	*Sale*
	175 000	*3,329.99*	*08/05/10*	*2,846.71*	*483.28*	*Sale*
11/21/11	700.000	13,319.97	VARIOUS	12,074.97	1,245.00	Total of 3 lots
11/22/11	125.000	2,361.99	08/05/10	2,033.36	328.63	Sale
	Security total:	21,910.34		19,746.31	2,164.03	
T ROWE PRICE GROUP INC / CUSIP: 74144T108 / Symbol: TROW						
2 tax lots for 02/01/11. Total proceeds (and cost when required) reported to the IRS.						
	60.000	*4,034.32*	*12/03/09*	*2,984.90*	*1,049.42*	*Sale*
	40.000	*2,689.55*	*01/19/10*	*2,144.36*	*545.19*	*Sale*
02/01/11	100.000	6,723.87	VARIOUS	5,129.26	1,594.61	Total of 2 lots
02/23/11	50.000	3,299.80	12/03/09	2,487.42	812.38	Sale
02/24/11	20.000	1,330.28	12/03/09	994.97	335.31	Sale
	Security total:	11,353.95		8,611.65	2,742.30	
PROCTER & GAMBLE CO / CUSIP: 742718109 / Symbol: PG						
2 tax lots for 06/07/11. Total proceeds (and cost when required) reported to the IRS.						
	45.000	*2,934.84*	*12/03/09*	*2,837.20*	*97.64*	*Sale*
	30.000	*1,956.56*	*01/19/10*	*1,831.50*	*125.06*	*Sale*
06/07/11	75.000	4,891 40	VARIOUS	4,668.70	222.70	Total of 2 lots
06/09/11	20.000	1,297.77	01/19/10	1,221.00	76.77	Sale
11/21/11	25.000	1,542.67	01/19/10	1,526.25	16.42	Sale
2 tax lots for 11/22/11. Total proceeds (and cost when required) reported to the IRS.						
	25.000	*1,544.91*	*01/19/10*	*1,526.25*	*18.66*	*Sale*
	50.000	*3,089.83*	*01/19/10*	*3,052.50*	*37.33*	*Sale*
11/22/11	75.000	4,634.74	VARIOUS	4,578.75	55.99	Total of 2 lots
	Security total:	12,366.58		11,994.70	371.88	

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol				These columns are not reported to the IRS		
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information
QUALCOMM INC / CUSIP: 747525103 / Symbol: QCOM						
04/29/11	80.000	4,610.31	04/14/10	3,406.22	1,204.09	Sale
06/07/11	25.000	1,421 97	04/14/10	1,064.44	357.53	Sale
06/09/11	15.000	840.73	04/14/10	638.67	202.06	Sale
06/29/11	100.000	5,542.83	04/14/10	4,257.77	1,285.06	Sale
11/21/11	125.000	6,772.92	04/22/10	4,942.71	1,830.21	Sale
	Security total:	19,188.76		14,309.81	4,878.95	
ST JUDE MEDICAL INC / CUSIP: 790849103 / Symbol: STJ						
2 tax lots for 11/21/11. Total proceeds (and cost when required) reported to the IRS.						
	40.000	*1,427.70*	*11/05/10*	*1,551.93*	*-124.23*	*Sale*
	35.000	*1,249.23*	*11/12/10*	*1,355.35*	*-106.12*	*Sale*
11/21/11	75.000	2,676.93	VARIOUS	2,907.28	-230.35	Total of 2 lots
2 tax lots for 12/16/11. Total proceeds (and cost when required) reported to the IRS.						
	60.000	*1,972.47*	*11/04/10*	*2,287.13*	*-314.66*	*Sale*
	15.000	*493.12*	*11/12/10*	*580.86*	*-87.74*	*Sale*
12/16/11	75.000	2,465.59	VARIOUS	2,867.99	-402.40	Total of 2 lots
12/19/11	75.000	2,445 62	11/04/10	2,858.91	-413.29	Sale
12/20/11	40 000	1,306.93	11/04/10	1,524.75	-217.82	Sale
	Security total:	8,895.07		10,158.93	-1,263.86	
TEVA PHARM INDS LTD ADR / CUSIP: 881624209 / Symbol: TEVA						
06/09/11	15.000	745.93	03/05/10	923.55	-177.62	Sale
2 tax lots for 08/04/11. Total proceeds (and cost when required) reported to the IRS						
	60.000	*2,492.46*	*01/19/10*	*3,527.40*	*-1,034.94*	*Sale*
	90.000	*3,738.69*	*03/05/10*	*5,541.30*	*-1,802.61*	*Sale*
08/04/11	150.000	6,231 15	VARIOUS	9,068.70	-2,837.55	Total of 2 lots
2 tax lots for 09/22/11. Total proceeds (and cost when required) reported to the IRS.						
	110.000	*3,897.47*	*12/03/09*	*5,938.78*	*-2,041.31*	*Sale*
	40.000	*1,417.26*	*01/19/10*	*2,351.60*	*-934.34*	*Sale*
09/22/11	150.000	5,314 73	VARIOUS	8,290.38	-2,975.65	Total of 2 lots
09/23/11	50.000	1,764.64	12/03/09	2,699.44	-934.80	Sale
	Security total:	14,056.45		20,982.07	-6,925.62	

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with **Box B** checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information
WAL-MART STORES INC / CUSIP: 931142103 / Symbol: WMT						
03/23/11	125.000	6,438.05	03/05/10	6,761.25	-323.20	Sale
2 tax lots for 04/18/11. Total proceeds (and cost when required) reported to the IRS.						
	115.000	*6,129.33*	*01/19/10*	*6,198.50*	*-69.17*	*Sale*
	10.000	*532.99*	*03/05/10*	*540.90*	*-7.91*	*Sale*
04/18/11	125.000	6,662.32	VARIOUS	6,739.40	-77.08	Total of 2 lots
04/19/11	25.000	1,332.34	01/19/10	1,347.50	-15.16	Sale
Security total:		14,432.71		14,848.15	-415.44	
INGERSOLL-RAND PUBLIC LTD / CUSIP: G47791101 / Symbol: IR						
2 tax lots for 01/20/11. Total proceeds (and cost when required) reported to the IRS.						
	15.000	*683.72*	*12/03/09*	*532.64*	*151.08*	*Sale*
	135.000	*6,153.45*	*01/19/10*	*4,960.44*	*1,193.01*	*Sale*
01/20/11	150.000	6,837.17	VARIOUS	5,493.08	1,344.09	Total of 2 lots
01/21/11	50.000	2,287.19	12/03/09	1,775.45	511.74	Sale
04/29/11	70.000	3,538.43	12/03/09	2,480.74	1,057.69	Sale
06/07/11	30.000	1,386.27	12/03/09	1,063.17	323.10	Sale
06/09/11	20.000	897.98	12/03/09	708.78	189.20	Sale
2 tax lots for 07/22/11. Total proceeds (and cost when required) reported to the IRS.						
	25.000	*1,008.75*	*12/03/09*	*882.98*	*125.77*	*Sale*
	50.000	*2,017.49*	*03/15/10*	*1,732.85*	*284.64*	*Sale*
07/22/11	75.000	3,026.24	VARIOUS	2,615.83	410.41	Total of 2 lots
07/25/11	100.000	3,989.06	03/05/10	3,334.00	655.06	Sale
07/26/11	100.000	3,954.42	03/05/10	3,334.00	620.42	Sale
Security total:		25,916.76		20,805.05	5,111.71	
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE						
04/29/11	55.000	3,701.27	04/28/10	2,943.45	757.82	Sale
06/07/11	10.000	677.28	04/28/10	535.17	142.11	Sale
2 tax lots for 06/09/11. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*330.99*	*04/27/10*	*262.26*	*68.73*	*Sale*
	15.000	*992.98*	*04/28/10*	*802.76*	*190.22*	*Sale*
06/09/11	20.000	1,323.97	VARIOUS	1,065.02	258.95	Total of 2 lots

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

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9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	Date of acquisition	These columns are not reported to the IRS Cost or other basis	Gain or loss	Additional Information
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE (Cont'd)						
11/21/11	100.000	6,652.14	08/13/10	5,357.49	1,294.65	Sale
11/22/11	50.000	3,299.07	08/16/10	2,668.14	630.93	Sale
	Security total:	15,653.73		12,569.27	3,084.46	
	Totals:	870,700.07		808,362.22	62,337.85	

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing ***(e-file)***. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.
ROGERS FAMILY FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

Employer identification number (EIN) or
☒ 20-3997010

Number, street, and room or suite no. If a P.O. box, see instructions.
1158 FIFTH AVENUE

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NEW YORK, NY 10029

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DORIAN A VERGOS & CO LLC

Telephone No. ▶ 212 307-4800 FAX No. ▶ 212 307-7199

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2011 or

▶ ☐ tax year beginning ________, 20____, and ending ________, 20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 3,828.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 2,328.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 1,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions.

Name of exempt organization or other filer, see instructions.
ROGERS FAMILY FOUNDATION
C/O HARTLEY R ROGERS, TRUSTEE

Employer identification number (EIN) or
☒ 20-3997010

Number, street, and room or suite no. If a P.O. box, see instructions.
1158 FIFTH AVENUE

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NEW YORK, NY 10029

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ DORIAN A VERGOS & CO LLC
  Telephone No. ▶ 212 307-4800 FAX No. ▶ 212 307-7199
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO OBTAIN INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 1,562.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 3,828.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Accountant Date ▶ 8/9/12