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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending**THE ROGERS FOUNDATION**
2335 OAK ALLEY
TYLER, TX 75703**A** Employer identification number
75-2143064**B** Telephone number (see the instructions)
903-561-4041**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, column (c), line 16)
\$ 41,150,114.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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 (att sch)

60,000.

2 Cl ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

242.

242.

4 Dividends and interest from securities

1,073,268.

1,073,268.

5a Gross rents
b Net rental income or (loss)6a Net gain/(loss) from sale of assets not on line 10
b Gross sales price for all assets on line 6a 9,476,626.

140,409.

140,409.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances
b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

1,273,919.

1,213,919.

0.

13 Compensation of officers, directors, trustees, etc

145,000.

36,250.

108,750.

14 Other employee salaries and wages

15 Pension plans, employee benefits

6,503.

1,626.

4,877.

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 1

27,050.

6,763.

20,287.

c Other prof fees (attach sch) See St 2

192,477.

192,477.

17 Interest

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

43,031.

24,101.

19 Depreciation (attach sch) and depletion

20 Occupancy

18,000.

4,500.

13,500.

21 Travel, conferences, and meetings

215.

54.

161.

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 4

6,639.

1,660.

4,979.

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

438,915.

267,431.

152,554.

25 Contributions, gifts, grants paid Part XV.

1,467,500.

1,467,500.

26 Total expenses and disbursements. Add lines 24 and 25

1,906,415.

267,431.

0.

1,620,054.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-632,496.

b Net investment income (if negative, enter -0-)

946,488.

c Adjusted net income (if negative, enter -0-)

0.

925,26 17

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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	2,823,590.	2,591,593.	2,591,593.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable	60,000.	60,000.	60,000.
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	97.	16,167.	16,167.
	10a Investments — U.S. and state government obligations (attach schedule)	7,817,629.	8,926,137.	9,413,187.
	b Investments — corporate stock (attach schedule)	24,436,100.	23,258,937.	25,326,602.
	c Investments — corporate bonds (attach schedule)	3,702,071.	3,357,296.	3,529,450.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis	263,843.			
Less: accumulated depreciation (attach schedule) See Stmt 5	74,880.	188,963.	188,963.	
15 Other assets (describe See Statement 6)	27,321.	24,152.	24,152.	
16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item i)	39,055,771.	38,423,245.	41,150,114.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	39,055,771.	38,423,245.	
	30 Total net assets or fund balances (see instructions)	39,055,771.	38,423,245.	
	31 Total liabilities and net assets/fund balances (see instructions)	39,055,771.	38,423,245.	

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	39,055,771.
2 Enter amount from Part I, line 27a	2	-632,496.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	38,423,275.
5 Decreases not included in line 2 (itemize) See Statement 7	5	30.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	38,423,245.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a See Statement 8			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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**

140,409.

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 (column (b) divided by column (c))
2010	1,206,201.	39,684,945.	0.030394
2009	2,525,456.	35,633,767.	0.070873
2008	2,318,719.	42,862,104.	0.054097
2007	3,319,364.	49,103,613.	0.067599
2006	2,589,977.	46,210,329.	0.056048

2 Total of line 1, column (d)**2**

0.279011

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**

0.055802

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5**4**

42,092,566.

5 Multiply line 4 by line 3**5**

2,348,849.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

9,465.

7 Add lines 5 and 6**7**

2,358,314.

8 Enter qualifying distributions from Part XII, line 4**8**

1,620,054.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	18,930.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	18,930.
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	18,930.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	35,097.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	45,097.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,167.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 26,167. Refunded	11	0.	

Part VII Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>Bryant & Welborn, LLP</u> Telephone no <u>903-561-4041</u> Located at <u>2335 Oak Alley Tyler TX</u> ZIP + 4 <u>75703</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year.	N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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?		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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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 N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

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

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

N/A

7b

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Robyn Rogers P.O. Box 8799 Tyler, TX 75711-8799	Pres / CEO 10.00	105,000.	0.	0.
Sheryl Rogers Palmer P.O. Box 8799 Tyler, TX 75711-8799	Vice Pres 5.00	20,000.	0.	0.
Paul W. Powell P.O. Box 8799 Tyler, TX 75711-8799	Sec / Treas 5.00	20,000.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Hester Capital Management, L.L.C. 1301 S. Mopac Expressway, Ste 350 Austin, TX 78746	Investment Advisor	149,369.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	42,683,748.
b Average of monthly cash balances	1b	49,822.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	42,733,570.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets.	2	0.
3 Subtract line 2 from line 1d	3	42,733,570.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	641,004.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,092,566.
6 Minimum investment return. Enter 5% of line 5	6	2,104,628.

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	2,104,628.
2a Tax on investment income for 2011 from Part VI, line 5	2a	18,930.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	18,930.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,085,698.
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4	5	2,085,698.
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	2,085,698.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	1,620,054.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,620,054.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,620,054.

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				2,085,698.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	631,934.			
c From 2008	218,264.			
d From 2009	758,704.			
e From 2010				
f Total of lines 3a through e	1,608,902.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,620,054.				
a Applied to 2010, but not more than line 2a.			0.	
b Applied to undistributed income of prior years (Election required — see instructions).		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				1,620,054.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	465,644.			465,644.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,143,258.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,143,258.			
10 Analysis of line 9:				
a Excess from 2007	166,290.			
b Excess from 2008	218,264.			
c Excess from 2009	758,704.			
d Excess from 2010				
e Excess from 2011				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Schedule 3	NONE		See Schedule 3	1,467,500.
Total				▶ 3a 1,467,500.
b Approved for future payment				
Total				▶ 3b

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Schedule 3

Part XV - Line 3 Trans and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Alzheimer's Alliance of NE Texas 3613 S. Broadway, Suite 401 Tyler, TX 75701	None	Charitable	Donation for Operations	\$ 5,500
All Saints Episcopal School 2695 SSW Loop 323 Tyler, TX 75701	None	Educational	Donation for Founders' Day Event	5,000
American Bible Society 1865 Broadway New York, NY 10023-7505	None	Religious	Donation	1,000
American Heart Association Smith County Division 1125 Judson Rd., STE. 150 Longview, TX 75601	None	Charitable	Donation	9,000
ARC of Tyler / Smith County 810 Vine Heights Tyler, TX 75701	None	Charitable	Donation for Operations	20,000
Baptist Student Ministry P.O. Box 131145 Tyler, TX 75713	None	Religious	Donation for Operations	5,000
Baylor Alumni Association P.O. Box 97116 Waco, TX 76798-7116	None	Education	Donation	5,000
Bethesda Health Clinic 409 W. Ferguson St. Tyler, TX 75702	None	Charitable	Donation for Operations	70,000
Boys & Girls Clubs of East Texas P.O. Box 130153 Tyler, TX 75713	None	Charitable	Donation for Summer Camp Program	25,000
Breckenridge Village 15062 CR 1145 Tyler, TX 75704	None	Charitable	Donation for Operations	210,000
Bush Foundation, George W. P. O. Box 600610	None	Charitable	Donation for Library Construction	100,000

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Part XV - Line 3 Trans and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Dallas, TX 75206				
Camp Tyler Foundation P.O. Box 1916 Whitehouse, TX 75791	None	Charitable	Donation	15,000
Cancer Foundation for Life 12460 CR 168 Flint, TX 75762	None	Charitable	Donation for Operations	50,000
Centrepont Ministries, Inc. P O. Box 2464 Lindale, TX 75771	None	Religious	Donation	2,000
Children's Advocacy Center of Smith County 2210 Frankston Hwy Tyler, TX 75701	None	Charitable	Donation for Operations	2,000
Christian Women's Job Corps 235 S. Broadway Tyler, TX 75702	None	Charitable	Donation	20,000
Coaches Outreach 1720 Regal Row, Suite 152 Dallas, TX 75235	None	Charitable	Donation for Operations	2,000
Conference of Southwest Foundations 624 N. Good-Latimer Expy., Suite 100 Dallas, TX 75204	None	Charitable	Donation for Operations	2,000
Cumberland Academy 6001 Sutherland Drive Tyler, TX 75703	None	Educational	Donation for Playground	10,000
Cystic Fibrosis Foundation 305 S. Broadway, Suite 1000 Tyler, TX 75702	None	Charitable	Donation for Operations	2,000
East Texas Area Council of Boy Scouts 1331 E. Fifth St.	None	Charitable	Donation	2,500

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Part XV - Line 3 Trans and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Tyler, TX				
East Texas Chest Foundation P.O. Box 6554 Tyler, TX 75711	None	Charitable	Donation for Asthma Camp	5,000
East Texas Crisis Center P.O. Box 7060 Tyler, TX 75711	None	Charitable	Donation	40,000
East Texas Food Bank P.O. Box 6974 Tyler, TX 75711	None	Charitable	Donation for	5,000
ETMC Foundation P.O. Box 6400 Tyler, TX 75711	None	Charitable	Donation for Capital Project	260,000
Fellowship of Christian Athletes P.O. Box 260559 Plano, TX 75026-0559	None	Charitable	Donation for Operations	10,000
First Baptist Church of Tyler 301 W. Ferguson Tyler, TX 75702	None	Religious	Donation	10,000
Habitat for Humanity 822 W. Front Street Tyler, TX 75702	None	Charitable	Donation for Operations	11,000
Higher Heights Baptist Church 3510 Chandler Hwy Tyler, TX 75701	None	Charitable	Donation for Operations	1,000
Hospice of East Texas Foundation 3800 Paluxy, Suite 560 Tyler, TX 75703	None	Charitable	Donation	11,000
Junior Achievement 2737 S. Broadway, Suite 207 Tyler, TX 75701	None	Charitable	Donation for Operations	5,000
Junior League of Tyler, Inc	None	Charitable	Donation for	5,000

The Rogers Foundation
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Part XV - Line 3 Trans and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
1919 S. Donnybrook Tyler, TX 75701			Fundraiser	
Ketchum Sun Valley Rotary Club P.O. Box 1331 Ketchum, ID	None	Charitable	Donation for Fundraiser	1,000
Komen Tyler Race for the Cure P.O. Box 6217 Tyler, TX 75711-6217	None	Charitable	Donation for Fundraiser	2,000
KVNE Encouragement FM P.O. Box 8525 Tyler, TX	None	Religious	Donation for Operations	10,000
Literacy Council of Tyler P. O. Box 6662 Tyler, TX 75711-6662	None	Charitable	Donation	15,000
MADD East Texas 215 Winchester Drive, Suite 100 Tyler, TX 75701	None	Charitable	Donation	3,000
March of Dimes 3800 Paluxy #115 Tyler, TX 75703	None	Charitable	Donation for Operations	5,000
Meals on Wheels Ministry, Inc. 1915 Garden Valley Road Tyler, Texas 75702	None	Charitable	Donation for Operations	75,000
Moses Project 208 Leslie Drive Whitehouse, TX 75791	None	Religious	Donation for Operations	1,000
Northeast Texas Cowboy Church P. O. Box 755 Hawkins, Tx 75765	None	Religious	Donation for Operations	5,000
Prison Fellowship Ministries P.O. Box 1550 Merrifield, VA 22116-1550	None	Religious	Donation for Operations	500

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Part XV - Line 3 Trans and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
PATH 402 W. Front St. Tyler, TX 75702	None	Charitable	Donation for School Supply Train	30,000
Rose City Top Ladies P. O. Box 4459 Tyler, TX 75712-4459	None	Charitable	Donation	1,000
Salvation Army 717 N. Spring Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	6,500
Samaritan Counseling Center of Tyler 100 E. Ferguson, Suite 60 Tyler, TX 75702				10,000
San Marcos Baptist Academy 2801 Ranch Rd. 12 San Marcos, TX 78666	None	Religious	Donation	5,000
Shine Your Light Community Campaign 315 N. Broadway, Suite 210 Tyler, TX 75702	None	Charitable	Donation	10,000
Smith County Historical Society 125 S. College Tyler, TX 75702	None	Charitable	Donation	5,000
St. Paul Children's Foundation 132 S. Horace Avenue Tyler, TX 75702	None	Charitable	Donation Operations	25,000
Sun Valley Center for Arts P. O. Box 656 Sun Valley, ID 83353	None	Charitable	Donation for Operations	35,000
Sun Valley Summer Symphony P. O. Box 1914 Sun Valley, ID 83353	None	Charitable	Donation Operations	70,000
The Discovery Science Place 308 N. Broadway	None	Charitable	Donation for Summer Camp	15,000

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Part XV - Line 3 Trans and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Tyler, TX 75702				
The Park of East Texas 2112 W. Front St. Tyler, TX 75702	None	Charitable	Donation	10,000
Trinity Mother Frances Health System Foundation 611 S. Fleishel Tyler, TX 75701	None	Charitable	Donation for Fundraiser	5,000
Tyler Day Nursery 2901 W. Gentry Parkway Tyler, TX 75702	None	Charitable	Donation	2,000
Tyler Museum of Art 1300 S. Mahon Tyler, TX 75701	None	Charitable	Donation for Operations	150,000
Tyler Rose Museum P. O. Box 8224 Tyler, TX 75711	None	Charitable	Donation	10,000
Tyler Woman's Building, Inc. 911 S. Broadway Tyler, TX 75701	None	Charitable	Donation	10,500
University of the Americas 8019 S. Pan Am Expressway San Antonio, TX 78224	None	Education	Donation	7,500
Women's Symphony League P.O. Box 6823 Tyler, TX 75711	None	Charitable	Donation for Fundraiser	2,500
Wounded Warriors 4899 Belfort Road, Suite 300 Jacksonville, FL 32256	None	Charitable	Donation	5,000
Young Life 120 S. Broadway Tyler, TX 75702	None	Charitable	Donation for Operations	<u>9,000</u>

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Part XV - Line 3 Trans and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Total Donations				<u>1,467,500</u>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	242.	
4	Dividends and interest from securities			14	1,073,268.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	140,409.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,213,919.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,213,919.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

THE ROGERS FOUNDATION

Employer identification number

75-2143064

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE ROGERS FOUNDATION

75-2143064

Part II Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Rogers Grandchildren's Heritage Trust Houston, TX 77027	\$ 60,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE ROGERS FOUNDATION

75-2143064

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE ROGERS FOUNDATION

Employer identification number

75-2143064

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10)**organizations that total more than \$1,000 for the year.** Complete cols (a) through (e) and the following line entryFor organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Client 5688

THE ROGERS FOUNDATION

75-2143064

11/14/12

02:39PM

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bryant & Welborn, LLP	\$ 27,050.	\$ 6,763.		\$ 20,287.
Total	<u>\$ 27,050.</u>	<u>\$ 6,763.</u>	<u>\$ 0.</u>	<u>\$ 20,287.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary Fees-Southside Bank	\$ 43,108.	\$ 43,108.		
Hester Capital Fee	149,369.	149,369.		
Total	<u>\$ 192,477.</u>	<u>\$ 192,477.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 18,930.			
Foreign Taxes withheld from Dividends	24,101.	\$ 24,101.		
Total	<u>\$ 43,031.</u>	<u>\$ 24,101.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues & Subscriptions..	\$ 695.	\$ 174.		\$ 521.
Insurance	5,192.	1,298.		3,894.
Office Expenses	752.	188.		564.
Total	<u>\$ 6,639.</u>	<u>\$ 1,660.</u>	<u>\$ 0.</u>	<u>\$ 4,979.</u>

Client 5688

THE ROGERS FOUNDATION

75-2143064

11/14/12

02:39PM

Statement 5
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 263,843.	\$ 74,880.	\$ 188,963.	\$ 188,963.
Total	<u>\$ 263,843.</u>	<u>\$ 74,880.</u>	<u>\$ 188,963.</u>	<u>\$ 188,963.</u>

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

	Book Value	Fair Market Value
Dividends Receivable	\$ 8,488.	\$ 8,488.
Interest Receivable	2,138.	2,138.
Purchased Interest	13,526.	13,526.
Total	<u>\$ 24,152.</u>	<u>\$ 24,152.</u>

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

50% of Meals		\$ 30.
Total		<u>\$ 30.</u>

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	7500 ALCOA INC.	Purchased	3/15/2011	10/04/2011
2	1350 HEWLETT-PACKARD COMPANY	Purchased	2/28/2011	10/28/2011
3	1800 PATROLEO BRAILEIRO SA PETROBRAS COM	Purchased	2/17/2011	10/04/2011
4	4650 THERMO FISHER SCIENTIFIC INC	Purchased	Various	5/19/2011
5	1600 THERMO FISHER SCIENTIFIC INC	Purchased	2/17/2009	10/04/2011
6	2600 TYCO INTERNATIONAL LTD	Purchased	4/12/1999	1/07/2011
7	1250 TYCO INTERNATIONAL LTD	Purchased	4/12/1999	10/26/2011
8	1200 TYCO INTERNATIONAL LTD	Purchased	4/12/1999	10/28/2011
9	9650 VIACOM INCL CL B NEW	Purchased	1/11/2005	3/30/2011
10	1150 VIACOM INCL CL B NEW	Purchased	1/11/2005	4/08/2011
11	550000 FED NATL MORT ASSOC MULTI STEP	Purchased	4/26/2011	6/21/2011
12	2800 HEWLETT-PACKARD COMPANY	Purchased	Various	10/28/2011
13	50 HEWLETT-PACKARD COMPANY	Purchased	12/21/2010	11/18/2011
14	1835 ACCENTURE PLC CL A	Purchased	5/14/2007	9/21/2011
15	2350 ACCENTURE PLC CL A	Purchased	5/14/2007	9/28/2011
16	465 ACCENTURE PLC CL A	Purchased	5/14/2007	10/07/2011
17	16850 ALCOA INC.	Purchased	Various	10/04/2011
18	1300 BAKER HUGHES INC	Purchased	2/05/2010	6/03/2011

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THE ROGERS FOUNDATION

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
19	1000 BARCLAYS BANK IPATH MSCI INDIA INDEX ETF	Purchased	12/21/2009	6/29/2011
20	125 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	2/17/2011
21	1875 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	2/18/2011
22	625 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	2/28/2011
23	2775 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	3/03/2011
24	475 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	4/29/2011
25	2125 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	5/02/2011
26	2250 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	5/04/2011
27	3550 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	6/21/2011
28	10350 BROADBRIDGE FINANCIAL SOLUTIONS	Purchased	6/12/2007	6/27/2011
29	800 COCA COLA CO.	Purchased	3/25/2010	5/04/2011
30	18500 DEL MONTE FOODS CO	Purchased	1/11/2011	2/25/2003
31	5500 EQT CORP	Purchased	4/09/2003	7/28/2011
32	1200 EQT CORP	Purchased	8/03/2010	10/21/2011
33	100000 FED HOME LOAN BANK STEP COUPON COLLABLE	Purchased	7/30/2010	10/31/2011
34	500000 FED HOME LOAN MORT CORP 4.5%	Purchased	11/09/2004	11/15/2011
35	200000 FED HOME LOAN MORT CORP FSA INSD 4%	Purchased	3/26/2004	4/08/2011
36	500000 FED HOME LOAN MORT CORP STEP COUP CALLAB	Purchased	7/29/2010	8/16/2011
37	750000 FED HOME LOAN MORT CORP STEP COUP CALLAB	Purchased	8/06/2010	8/25/2011
38	1527.22 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	1/25/2011
39	1519.26 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	2/25/2011
40	1511.36 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	3/25/2011
41	1503.48 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	4/25/2011
42	1495.65 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	5/25/2011
43	1487.85 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	6/27/2011
44	1480.10 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	7/25/2011
45	1472.39 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	8/25/2011
46	1464.73 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	9/26/2011
47	1457.08 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	10/25/2011
48	1449.94 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	11/25/2011
49	1441.94 FED NATL MORT ASSN REMIC	Purchased	5/08/2008	12/27/2011
50	200000 FED NATL MORT ASSOC MULTI STEP CPN CLBL	Purchased	6/10/2010	6/29/2011
51	200000 FED NATL MORT ASSOC MULTI STEP CPN CLBL	Purchased	6/14/2010	6/30/2011
52	640000 FED NATL MORT ASSOC MULTI STEP CPN CLBL	Purchased	9/21/2010	9/30/2011
53	7862.46 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	1/20/2011
54	6506.45 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	2/22/2011
55	4588.22 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	3/21/2011
56	2357.02 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	4/20/2011
57	6806.08 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	5/20/2011
58	4144.22 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	6/20/2011
59	6302.46 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	7/20/2011
60	7508.39 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	8/22/2011
61	4644.77 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	9/20/2011
62	4974.79 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	10/20/2011
63	7498.55 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	11/21/2011
64	6034.47 GNMA II 004404 4% 24 DUE 4/20/24	Purchased	6/09/2009	12/20/2011
65	53.90 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	1/20/2011
66	51.77 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	2/22/2011
67	51.40 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	3/21/2011

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
68	51.85 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	4/20/2011
69	51.03 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	5/20/2011
70	61.06 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	6/20/2011
71	52.40 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	7/20/2011
72	60.72 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	8/22/2011
73	60.02 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	9/20/2011
74	57.92 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	10/20/2011
75	68.14 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	11/21/2011
76	59.74 GNMA II 081341 FLT 2035 DUE 5/20/35	Purchased	4/30/2008	12/20/2011
77	20158.12 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	1/18/2011
78	16723.15 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	2/15/2011
79	10739.38 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	3/15/2011
80	7547.69 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	4/15/2011
81	9486.02 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	5/15/2011
82	11869.92 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	6/15/2011
83	5325.55 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	7/15/2011
84	6930.54 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	8/15/2011
85	12371.44 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	9/15/2011
86	14468.72 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	10/17/2011
87	16414.47 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	11/15/2011
88	11243.19 GNMA PL 704656 4.5%39 DUE 8/15/39	Purchased	9/02/2009	12/15/2011
89	1507.16 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	1/18/2011
90	1544.15 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	2/15/2011
91	3088.53 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	3/15/2011
92	3006.13 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	4/15/2011
93	1568.52 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	5/16/2011
94	8686.98 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	6/15/2011
95	12764.97 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	7/15/2011
96	13376.55 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	8/15/2011
97	10432.48 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	9/15/2011
98	10793.79 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	10/17/2011
99	1860.01 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	11/15/2011
100	3468.99 GNMA PL 710747 4%39 DUE 8/18/39	Purchased	9/02/2009	12/15/2011
101	2550 HEWLETT-PACKARD COMPANY	Purchased	5/01/2002	11/18/2011
102	400 INTL BUSINESS MACHINES	Purchased	4/13/2010	12/05/2011
103	2950 INTL FLAVORS & FRAGRANCES	Purchased	3/28/2008	4/08/2011
104	1150 KIMBERLY-CLARK CORP	Purchased	1/29/2008	9/26/2011
105	.4340 KONINKLIJKE PHILIPS ELECTRONICS	Purchased	1/22/2004	5/09/2011
106	23593 KONINKLIJKE PHILIPS ELECTRONICS	Purchased	1/22/2004	10/04/2011
107	500 NIKE INC CLASS B	Purchased	5/30/2006	10/31/2011
108	11100 PETROLEO BRAILEIRO SA PETROBRAS COM	Purchased	Various	10/04/2011
109	900 QUEST DIAGNOSTICS INC COM	Purchased	9/17/2009	5/04/2011
110	11100 QUEST DIAGNOSTICS INC COM	Purchased	Various	6/07/2011
111	12000 SK TELECOM LTD	Purchased	5/31/2007	7/07/2011
112	13900 SK TELECOM LTD	Purchased	5/31/2007	8/05/2011
113	340 TETRA TECHNOLOGIES INC.	Purchased	1/03/2011	12/30/2005
114	1610 TETRA TECHNOLOGIES INC.	Purchased	2/11/2011	12/30/2005

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	65,670.		120,821.	-55,151.				\$ -55,151.
2	37,614.		58,914.	-21,300.				-21,300.
3	38,152.		67,829.	-29,677.				-29,677.
4	303,910.		181,137.	122,773.				122,773.

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
5	79,329.		58,158.	21,171.				\$ 21,171.
6	111,899.		78,797.	33,102.				33,102.
7	56,368.		37,883.	18,485.				18,485.
8	56,297.		36,368.	19,929.				19,929.
9	453,088.		383,252.	69,836.				69,836.
10	54,366.		45,672.	8,694.				8,694.
11	550,000.		551,843.	-1,843.				-1,843.
12	78,014.		119,370.	-41,356.				-41,356.
13	1,410.		2,101.	-691.				-691.
14	100,737.		65,135.	35,602.				35,602.
15	129,831.		83,415.	46,416.				46,416.
16	25,973.		16,506.	9,467.				9,467.
17	147,537.		444,238.	-296,701.				-296,701.
18	98,248.		56,999.	41,249.				41,249.
19	68,818.		62,229.	6,589.				6,589.
20	2,915.		2,282.	633.				633.
21	43,728.		34,231.	9,497.				9,497.
22	14,575.		11,410.	3,165.				3,165.
23	64,844.		50,662.	14,182.				14,182.
24	11,063.		8,672.	2,391.				2,391.
25	49,476.		38,795.	10,681.				10,681.
26	51,576.		41,077.	10,499.				10,499.
27	81,886.		64,811.	17,075.				17,075.
28	242,633.		188,955.	53,678.				53,678.
29	53,981.		43,998.	9,983.				9,983.
30	348,057.		174,215.	173,842.				173,842.
31	351,618.		163,669.	187,949.				187,949.
32	80,738.		46,346.	34,392.				34,392.
33	100,000.		99,900.	100.				100.
34	500,000.		497,500.	2,500.				2,500.
35	200,000.		200,000.	0.				0.
36	500,000.		499,500.	500.				500.
37	750,000.		748,500.	1,500.				1,500.
38	1,528.		1,554.	-26.				-26.
39	1,519.		1,546.	-27.				-27.
40	1,511.		1,538.	-27.				-27.
41	1,503.		1,530.	-27.				-27.
42	1,496.		1,522.	-26.				-26.
43	1,488.		1,514.	-26.				-26.
44	1,480.		1,506.	-26.				-26.
45	1,472.		1,499.	-27.				-27.
46	1,465.		1,491.	-26.				-26.
47	1,457.		1,483.	-26.				-26.
48	1,449.		1,475.	-26.				-26.
49	1,442.		1,468.	-26.				-26.
50	200,000.		199,900.	100.				100.
51	200,000.		200,000.	0.				0.
52	640,000.		640,000.	0.				0.
53	7,863.		7,858.	5.				5.
54	6,506.		6,502.	4.				4.
55	4,588.		4,585.	3.				3.
56	2,357.		2,356.	1.				1.
57	6,806.		6,802.	4.				4.

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
58	4,144.		4,142.	2.				\$ 2.
59	6,302.		6,299.	3.				3.
60	7,508.		7,504.	4.				4.
61	4,645.		4,642.	3.				3.
62	4,975.		4,972.	3.				3.
63	7,499.		7,494.	5.				5.
64	6,034.		6,031.	3.				3.
65	54.		55.	-1.				-1.
66	52.		53.	-1.				-1.
67	51.		52.	-1.				-1.
68	52.		53.	-1.				-1.
69	51.		52.	-1.				-1.
70	61.		62.	-1.				-1.
71	52.		53.	-1.				-1.
72	61.		62.	-1.				-1.
73	60.		61.	-1.				-1.
74	58.		59.	-1.				-1.
75	68.		70.	-2.				-2.
76	60.		61.	-1.				-1.
77	20,158.		20,473.	-315.				-315.
78	16,723.		16,984.	-261.				-261.
79	10,739.		10,907.	-168.				-168.
80	7,548.		7,666.	-118.				-118.
81	9,486.		9,634.	-148.				-148.
82	11,870.		12,055.	-185.				-185.
83	5,326.		5,409.	-83.				-83.
84	6,931.		7,039.	-108.				-108.
85	12,371.		12,565.	-194.				-194.
86	14,469.		14,695.	-226.				-226.
87	16,414.		16,671.	-257.				-257.
88	11,243.		11,419.	-176.				-176.
89	1,507.		1,489.	18.				18.
90	1,544.		1,526.	18.				18.
91	3,089.		3,052.	37.				37.
92	3,006.		2,970.	36.				36.
93	1,569.		1,550.	19.				19.
94	8,687.		8,584.	103.				103.
95	12,765.		12,613.	152.				152.
96	13,377.		13,218.	159.				159.
97	10,432.		10,309.	123.				123.
98	10,794.		10,666.	128.				128.
99	1,860.		1,838.	22.				22.
100	3,469.		3,428.	41.				41.
101	71,895.		82,041.	-10,146.				-10,146.
102	77,231.		51,634.	25,597.				25,597.
103	187,069.		131,404.	55,665.				55,665.
104	81,121.		72,195.	8,926.				8,926.
105	13.		13.	0.				0.
106	399,134.		680,196.	-281,062.				-281,062.
107	48,598.		20,925.	27,673.				27,673.
108	235,272.		480,682.	-245,410.				-245,410.
109	50,588.		46,324.	4,264.				4,264.
110	644,167.		414,408.	229,759.				229,759.

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
111	203,030.		273,712.	-70,682.				\$ -70,682.
112	207,284.		317,050.	-109,766.				-109,766.
113	4,102.		6,238.	-2,136.				-2,136.
114	19,677.		29,539.	-9,862.				-9,862.
							Total	\$ 140,409.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Robyn Rogers
Care Of:
Street Address: 2335 Oak Alley
City, State, Zip Code: Tyler, TX 75703
Telephone: 903-561-4041
Form and Content: See attached Schedule 1
Submission Deadlines: October 1
Restrictions on Awards: Organizations requesting grants must be located in Texas or Idaho

2011**Federal Supporting Detail****Page 1****Client 5688****THE ROGERS FOUNDATION****75-2143064**

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Operating & Administrative Exp. (990-PF)
Travel, conferences, etc.Conference - Travel Expenses
Conference - Meals @ 50%\$ 184.
31.Total \$ 215.**Balance Sheet**
Prepaid expenses and deferred charges

Prepaid Excise Tax

Total \$ 16,167.
16,167.**FMV of Assets (990-PF)**
Prepaid expenses and deferred charges

Prepaid Excise Tax

Total \$ 16,167.
16,167.

**FROM 990-PF
2011
SCHEDULE 1
THE ROGERS FOUNDATION
EIN 75-2143064**

Part XV - Line 2b

The specific purposes for which the Foundation is organized shall be to promote education by providing funds for schools and educational programs and for scholarships and scholarship funds; and for such other educational, charitable, or religious purposes as the directors of the Corporation deem appropriate.

Contributions, Grants, Scholarships, and Scholarship Funds are only given through qualified organizations that meet the qualifications as exempt under Section 501(c)(3) of the Internal Revenue Code. Organizations must be located in Texas or Idaho.

If you are a qualifying organization under 501(c)(3) of the Internal Revenue Code and have a valid educational or charitable request, this request should be sent to the Foundation at P. O. Box 8799, Tyler, Texas 75711, with the following information:

- I. Name of your organization:
Address of your organization
Telephone number of your organization
- II. Information about applicant:
 1. Exempt status
 2. Copy of ruling or determination letter from IRS
 3. Is the applicant organized as a nonprofit organization under state law?
If so, what state?
 4. Description of applicant's purposes and activities in general.
 5. Is the applicant controlled by, related to, connected with, or sponsored by another organization? If yes, explain.
 6. List the names, addresses and titles of each member of the applicant's governing board.
- III. Use of Proposed Grant or Gift:
 1. Amount requested
 2. Describe in detail how the amount requested will be used and the benefit it will provide.
 3. Person to contact who will administer the proposed grant or gift.
Include a description of the person's experience and qualifications to administer the program
- IV. A statement signed by an officer of the application that:
"From my own knowledge, I state the information given in this application is correct. The applicant organization has authorized me to make this application."

THE ROGERS FOUNDATION
SCHEDULE 2
2011
EIN 75-2143064

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments-U S and State Obligations - Page 2, Line 10a</u>			
582,110 US Treasury Notes	502,038	533,894	641,957
1,273,496 FNMA	1,331,942	1,275,069	1,282,389
800,000 FHLB	699,900	-	-
600,000 FHLMC	1,945,500	800,000	801,258
2,208,269 GNMA	2,501,137	2,214,500	2,398,490
100,000 Carroll Tx ISD Build America	-	106,814	117,057
400,000 Channel View Build America	404,317	404,063	440,508
150,000 Collin Cnty Tx Build America	152,064	151,822	168,794
120,000 Columbia MO SP Oblig	121,257	121,147	131,424
300,000 Eagle Mtn & Saginaw Tx Ind	-	320,970	321,438
150,000 Houston Tx ISD Build America	158,687	158,296	165,846
300,000 Irving Tx ISD Build America	-	317,335	327,075
250,000 Lubbock Tx	253,425	253,172	276,850
425,000 Malakoff ISD	425,000	425,000	448,388
350,000 Montgomery Cnty Tx	-	371,549	360,588
400,000 Pine Tree ISD	-	425,096	428,704
250,000 Round Rock ISD	-	264,794	278,472
200,000 San Antonio Tx ISD Build America	-	212,874	228,340
150,000 Univ of Texas Revs Build America	-	159,813	161,277
400,000 Univ of Texas Revs	-	409,929	434,332
Total Investments-U.S. & State Govt Obligations	<u>8,495,267</u>	<u>8,926,137</u>	<u>9,413,187</u>

Investments - Corporate Stock - Page 2, Line 10b

11,350 Accenture Ltd Bermuda	567,935	402,879	604,160
24,225 Aecom Technology Grp	463,798	628,462	498,308
9,450 Affiliated Managers Group	500,069	500,069	906,728
- Alcoa, Inc	444,238	-	-
13,000 Amdocs Ltd	425,726	425,726	370,890
4,200 Apache Corp	274,478	274,478	380,436
7,250 Baker Hughes, Inc.	283,995	287,124	352,640
3,900 Barclays Bank Ipath	304,921	242,692	181,818
- Broadridge Fincl Sol	440,894	-	-
19,533 CVS / Caremark Corp	681,555	681,555	796,556
25,200 Cisco Sys Inc	426,990	492,937	455,616
13,600 Coca Cola Co	678,137	634,139	951,592
6,600 Con-Way, Inc.	-	255,532	192,456
18,075 Covidien Ltd	678,892	678,892	813,556
- Del Monte Foods Co	174,215	-	-
5,000 Dentsply Intl New	56,522	56,522	174,950
5,050 EQT Corp	381,565	171,550	276,690

THE ROGERS FOUNDATION
SCHEDULE 2
2011
EIN 75-2143064

		Beginning of Year	End of Year	
		Book Value	Book Value	FMV
<u>Investments - Corporate Stock - Page 2, Line 10b - continued</u>				
6,950	Emerson Electric Co.	250,412	250,412	323,801
14,030	Express, Inc.	-	258,050	279,758
8,450	Exxon Mobil Corp	436,391	436,391	716,222
8,550	General Dynamics Corp	146,034	484,330	567,805
24,500	General Electric Co	210,745	574,610	438,795
18,250	Gentex	230,792	373,159	540,017
17,364	Hanesbrands, Inc	411,674	411,674	379,577
6,000	Hewlett Packard Co	396,550	193,038	154,560
7,150	HSBC Holdings PLC Spon Adr	306,361	377,685	272,415
12,500	Illinois Tool Wks Inc	575,459	575,459	583,875
13,700	Ingram Micro Inc	-	241,628	249,203
24,200	Intel Corp	522,851	522,851	586,850
2,600	International Business Machines	286,448	234,814	478,088
7,800	Intl Flavors & Fragrances	478,845	347,441	408,876
20,000	I Shares MSCI Austria Index	205,473	346,181	284,400
11,100	I Shares MSCI Canada Index	312,217	312,217	295,260
4,050	I Shares MSCI Chile Index Fd	218,038	218,038	233,726
24,000	I Shares MSCI Singapore	322,197	322,197	259,920
11,500	I Shares MSCI France Index	307,674	307,674	225,170
32,000	I Shares MSCI Taiwan Index	394,641	422,977	374,720
8,500	I Shares Inc Sweden Index Fd	-	272,133	213,690
13,000	I shares Tr MSCI South Korea Index	594,124	594,124	679,380
34,600	I shares Tr MSCI Hong Kong Index	310,984	570,644	535,262
7,450	Kimberly Clark Corp	539,896	467,701	548,022
-	- Koninklijke Phillips Elec	680,209	-	-
4,300	Market Vectors Alt Poland ETF	-	95,048	73,874
8,850	Mccormick & Co	354,463	354,463	446,217
3,225	McDonalds Corp	216,991	216,991	323,564
25,200	MDU Res Group Inc	496,015	496,015	540,792
11,600	Metlife	-	477,730	361,688
25,550	Microsoft Corp	670,744	670,744	663,278
34,900	News Corp	735,244	735,244	622,616
4,825	Nike Inc	222,851	201,926	464,985
17,300	Noble Corp	705,219	702,684	522,806
-	- Petroleo Brasileiro Sa Petrobras Com	480,682	-	-
23,800	Powershares Golden Dragon Halter	568,555	568,555	466,718
3,000	Proassurance	-	203,658	239,460
-	- Quest Diagnostics Inc	460,732	-	-
17,325	Republic Services Inc	468,217	468,217	477,304
-	- SK Telecom Company Ltd	590,762	-	-
12,200	Staples Incorporated	-	251,976	169,458
-	- Tetra Technologies	35,777	-	-
7,550	Thermo Fisher Scientific	513,730	274,435	339,524

THE ROGERS FOUNDATION
SCHEDULE 2
2011
EIN 75-2143064

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments - Corporate Stock - Page 2, Line 10b - continued</u>			
10,125 Tyco Intl Ltd	453,007	299,958	472,939
10,550 Valassis Communications Com	-	281,066	202,876
13,200 Viacom Inc CL B	901,710	472,786	599,412
19,000 Vodafone Grp Plc Adr	389,745	389,745	532,570
3,650 Wellpoint	-	-	-
12,350 Wesco International Inc	745,007	745,007	654,673
31,000 Western Union Co	504,704	504,704	566,060
Total Investments - Corporate Stock	<u>24,436,100</u>	<u>23,258,937</u>	<u>25,326,602</u>
<u>Investments - Corporate Bonds - Page 2, Line 10c</u>			
100,000 Astra Zenica PLC	104,150	104,150	103,454
200,000 Bellsouth Corp	190,200	190,200	221,098
100,000 Berkshire Hathaway	103,452	103,452	106,397
275,000 Emerson Electric Co I	279,150	279,150	300,275
200,000 Estee Lauder	200,134	200,134	231,656
75,000 General Electric Co. 5%	70,856	70,856	78,158
200,000 General Electric Co	201,942	201,942	229,552
150,000 GE Cap Corp	153,517	153,517	167,650
250,000 Hewlett Packard Co	260,963	260,963	251,640
270,000 IBM Intl Group	279,647	279,647	279,793
6,950 I Shares Inc MSCI Israel Index Fd	-	332,863	274,942
500,000 JPMorgan Chase & Co 5.15%	475,165	475,165	530,690
200,000 JPMorgan Chase & Co 4 65%	200,000	200,000	211,178
250,000 Occidental Petroleum Corp	246,700	246,700	279,160
250,000 Verizon Communications	258,557	258,557	263,807
Total Invesments - Bonds	<u>3,024,433</u>	<u>3,357,296</u>	<u>3,529,450</u>