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

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

The Elbert W. Rogers Foundation  
1805 East North Street  
Greenville, SC 29607A Employer identification number  
75-2774884B Telephone number (see the instructions)  
(864) 250-0027C 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 ☐G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 1,628,024.J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

35.

35.

N/A

4 Dividends and interest from securities

44,660.

44,660.

5a Gross rents

b Net rental income or (loss)

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

-6,838.

b Gross sales price for all assets on line 6a 517,246.

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

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

73.

73.

12 Total. Add lines 1 through 11

37,930.

44,768.

13 Compensation of officers, directors, trustees, etc.

13,500.

3,000.

10,500.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

1,975.

1,481.

494.

c Other prof fees (attach sch) See St 3

12,825.

12,825.

17 Interest

18 Taxes (attach schedule) (see instrs) See Stm 4

621.

350.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

3,543.

3,543.

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

15.

15.

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

32,479.

17,671.

14,537.

25 Contributions, gifts, grants paid Part XV

66,875.

66,875.

26 Total expenses and disbursements. Add lines 24 and 25

99,354.

17,671.

81,412.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-61,424.

b Net investment income (if negative, enter 0)

27,097.

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
<b>A S S E T S</b>	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	46,037.	109,665.	109,665.
	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 sch.)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) Statement 6	24,978.	25,206.	26,834.
	b Investments — corporate stock (attach schedule) Statement 7	1,145,273.	925,426.	1,015,283.
	c Investments — corporate bonds (attach schedule) Statement 8	365,272.	459,839.	476,242.
	11 Investments — land, buildings, and equipment basis			
<b>L I A B I L I T I E S</b>	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe )			
	16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item i)	1,581,560.	1,520,136.	1,628,024.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
<b>N E T A S S E T S O R F U N D B A L A N C E S</b>	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>			
	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	1,581,560.	1,520,136.	
	30 <b>Total net assets or fund balances</b> (see instructions)	1,581,560.	1,520,136.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	1,581,560.	1,520,136.	

**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	1,581,560.
2 Enter amount from Part I, line 27a	2	-61,424.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,520,136.
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	1,520,136.

**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)

<b>1a</b> publicly traded securities	P	Various	Various
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 517,246.		524,084.	-6,838.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			-6,838.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		<b>2</b>	-6,838.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-            in Part I, line 8         </div>		<b>3</b>	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	87,364.	1,635,184.	0.053428
2009	67,894.	1,503,230.	0.045165
2008	92,471.	1,641,081.	0.056348
2007	87,732.	1,872,340.	0.046857
2006	91,945.	1,812,550.	0.050727

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.252525
<b>3</b> 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	<b>3</b>	0.050505
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	1,676,311.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	84,662.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	271.
<b>7</b> Add lines 5 and 6	<b>7</b>	84,933.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	81,412.

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	542.
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	542.
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	542.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		7.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		549.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	Refunded	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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>	1b	X
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 \$ 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>	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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a 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	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>	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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX, SC		
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>	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)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	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>Beth Lee</u> Telephone no <u>(864) 250-0027</u> Located at <u>1805 East North Street Greenville SC</u> ZIP + 4 <u>29607</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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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 <u></u>	1b	X
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 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)	3b	N/A
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b X

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

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

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Elizabeth Marr Lee 1805 East North Street Greenville, SC 29607	President 2.00	7,500.	0.	0.
Charles Alan Lee 1805 East North Street Greenville, SC 29607	Vice Preside 0	0.	0.	0.
Charles Alexander Lee 1805 East North Street Greenville, SC 29607	Vice Preside 1.00	6,000.	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
None		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 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 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.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	1,640,759.
<b>b</b> Average of monthly cash balances	<b>1b</b>	61,080.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	1,701,839.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	1,701,839.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	25,528.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,676,311.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	83,816.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	83,816.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	542.	
<b>b</b> Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b	<b>2c</b>	542.	
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	83,274.	
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b> Add lines 3 and 4	<b>5</b>	83,274.	
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	83,274.	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	81,412.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	81,412.
<b>5</b> 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)	<b>5</b>	
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	81,412.

**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				83,274.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			68,058.	
b Total for prior years' 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 81,412.				
a Applied to 2010, but not more than line 2a			68,058.	
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				13,354.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see 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				69,920.
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	0.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

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

b 85% of line 2a

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

### 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).)

None

**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

None

**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	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
Name and address (home or business)				
a Paid during the year See Statement 9				
Total			▶ 3a	66,875.
b Approved for future payment				
Total			▶ 3b	

(See worksheet in line 13 instructions to verify calculations)

## Form 990-PF (2011)



The Elbert W. Rogers Foundation

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Statement 1  
Form 990-PF, Part I, Line 11  
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Class action settlements	\$ 73.	\$ 73.	
Total	<u>\$ 73.</u>	<u>\$ 73.</u>	<u>0.</u>

Statement 2  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation	\$ 1,975.	\$ 1,481.		\$ 494.
Total	<u>\$ 1,975.</u>	<u>\$ 1,481.</u>		<u>\$ 494.</u>

Statement 3  
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
McMillion Investment Management	\$ 12,825.	\$ 12,825.		
Total	<u>\$ 12,825.</u>	<u>\$ 12,825.</u>		<u>\$ 0.</u>

Statement 4  
Form 990-PF, Part I, Line 18  
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	\$ 271.			
Foreign taxes paid	350.	\$ 350.		
Total	<u>\$ 621.</u>	<u>\$ 350.</u>		<u>\$ 0.</u>

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**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	\$ 15.	\$ 15.		
Total	<u>\$ 15.</u>	<u>\$ 15.</u>		<u>\$ 0.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

<u>State/Municipal Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
25000 par Henderson Cnty NC Ltd Oblig	Cost	\$ 25,206.	\$ 26,834.
		\$ 25,206.	\$ 26,834.
Total		<u>\$ 25,206.</u>	<u>\$ 26,834.</u>

**Statement 7**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
440 shs Abbott Laboratories	Cost	\$ 21,874.	\$ 24,741.
1050 shs American Express Co.	Cost	42,798.	49,529.
900 shs Bristol Myers Squibb Co.	Cost	18,279.	31,716.
300 shs Caterpillar Inc	Cost	17,313.	27,180.
395 shs Chevron Corp	Cost	32,542.	42,028.
1200 shs Cisco Systems Inc.	Cost	27,500.	21,696.
480 shs Coca-Cola Company	Cost	25,610.	33,586.
1365 shs E M C Corp	Cost	33,651.	29,402.
470 shs Exxon Mobil Corp	Cost	32,782.	39,837.
350 shs FedEx Corp	Cost	25,814.	29,229.
500 shs Fiserv Inc.	Cost	25,071.	29,370.
540 shs Freeport McMoran Copper&Gold	Cost	20,922.	19,867.
1072 shs General Electric Co	Cost	25,051.	19,200.
410 shs Heinz HJ Co.	Cost	20,890.	22,156.
1000 shs Intel Corp	Cost	22,821.	24,250.
230 shs IMB Corp	Cost	28,600.	42,292.
585 shs IShares S&P N. American Tech	Cost	33,689.	31,660.
760 shs JPMorgan Chase & Co	Cost	31,180.	25,270.
1000 shs JPMorgan Chase Cap XXVIII GTD	Cost	25,000.	25,510.
960 shs Marathon Oil Corp	Cost	18,578.	28,099.
1230 shs Microsoft Corp	Cost	32,344.	31,931.
1000 shs Oracle Corp	Cost	21,870.	25,650.
1350 shs Powershares Global ETF TR	Cost	19,823.	21,047.
350 shs Procter & Gamble Co	Cost	21,885.	23,348.
400 shs Public Storage Depository	Cost	10,000.	11,200.
635 shs Sanofi Spon ADR	Cost	23,836.	23,203.
545 shs Scana Corp	Cost	21,397.	24,558.

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Statement 7 (continued)  
Form 990-PF, Part II, Line 10b  
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
150 shs Sector SPDR TR SBI Energy	Cost	\$ 10,553.	\$ 10,369.
100 shs Sigma Aldrich Corp	Cost	5,639.	6,246.
700 shs Teva Pharmaceutical Ind	Cost	29,480.	28,252.
325 shs TJX Companies	Cost	11,663.	20,979.
185 shs United Technologies Corp	Cost	12,229.	13,522.
1935 shs Vanguard MSI Emerg Mkts ETF	Cost	73,257.	73,936.
895 shs Verizon Communications Inc	Cost	31,602.	35,907.
1080 shs Wells Fargo & Co	Cost	33,849.	29,765.
140 shs 3M Company	Cost	10,974.	11,442.
1000 shs Entergy Arkansas Inc First Mo	Cost	25,060.	27,310.
Total		\$ 925,426.	\$ 1,015,283.

Statement 8  
Form 990-PF, Part II, Line 10c  
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
25000 par Merrill Lynch & Co Note	Cost	\$ 25,010.	\$ 24,603.
50000 par Wyeth Note	Cost	49,944.	58,149.
25000 par Principal Life Income Fundings	Cost	25,015.	25,307.
25000 par Barclays Bank PLC Note	Cost	25,000.	23,451.
50000 par Genl Electric Cap Corp Note	Cost	49,063.	55,339.
50000 par McCormick & Company Inc. Note	Cost	50,929.	60,279.
50000 par Hewlett Packard Company note	Cost	49,633.	55,574.
25000 par Commercial Metals Co. note	Cost	25,385.	23,625.
15000 par Caterpillar Finl Svcs Pwernote	Cost	15,000.	14,578.
50000 par Goldman Sachs Group note	Cost	50,000.	46,764.
20000 par Cliffs Natural Resources Inc.	Cost	19,985.	19,839.
25000 par JPMorgan Chase & Co note	Cost	25,000.	21,563.
25000 par Citigroup Funding Inc. note	Cost	25,000.	24,219.
25000 par Morgan Stanley Dean Witter	Cost	24,875.	22,952.
Total		\$ 459,839.	\$ 476,242.

Statement 9  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Upstate Visual Arts Inc. P.O. Box 10873 Greenville, SC 29603	N/A	public	Underwriting support for "Big Love" event and general operations	\$ 5,000.

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**Statement 9 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Greenville Symphony Assoc. 200 South Main Street Greenville, SC 29601	N/A	public	Towards the Annual Fund and the Endowment Fund	\$ 12,500.
Greenville Chautauqua Society 943 Rutherford Rd. Greenville, SC 29609	N/A	public	Towards the development of the Annual Program	15,000.
International Ballet 1018 S. Batesville Rd. Greer, SC 29650	N/A	public	General operating support	5,000.
Christ Episcopal Church 10 North Church Street Greenville, SC 29601	N/A	public	Towards the church music program	2,500.
Christ Church Episcopal School 245 Cavalier Drive Greenville, SC 29607	N/A	public	General operating support	1,000.
Upstate Forever 507 Pettigru Street Greenville, SC 29601	N/A	public	Support towards local preservation efforts	1,000.
Francis Asbury Methodist Church 1800 E. North Street Greenville, SC 29607	N/A	public	General operating support	500.
Nat'l Fed. of Music Clubs/MCO Greenville 1805 East North Street Greenville, SC 29607	N/A	public	Towards Music Education Projects (\$2500) and the Pandolfi Family Fund (\$1000)	3,500.
Univ. of Michigan School of Education 3003 S. State Street Ann Arbor, MI 48109	N/A	public	General operating support	500.
Alpha Tau Omega Foundation 32 E. Washington, Suite 1350 Indianapolis, IN 46204	N/A	public	General operating support/annual fund	500.

The Elbert W. Rogers Foundation

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**Statement 9 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Sigma Alpha Epsilon Foundation P. O. Box 1856 Evanston, IL 60204	N/A	public	General operating support/annual fund	\$ 500.
Clemson University P. O. Box 1889 Clemson, SC 29634	N/A	public	Towards the Department of Parks, Recreation and Tourism general support	500.
ACMP-Assoc. Chamber Music Players 1123 Broadway, Ste 904 New York, NY 10010	N/A	public	General operating support	500.
Rhodes College 2000 N Parkway Memphis, TN 38112	N/A	public	Towards the Annual Fund	500.
Morehead State University 150 University Blvd. Morehead, KY 40351	N/A	public	Towards the Music Department Annual Fund	500.
Greenville Concert Band P. O. Box 6984 Greenville, SC 29606	N/A	public	General operating support	500.
Peace Center Foundation 101 W. Broad Street Greenville, SC 29601	N/A	public	General operating support	2,500.
Council on Foundations 1828 L Street NW Washington, DC 20036	N/A	public	Towards annual membership	500.
SE Council on Foundations 50 Hurt Plaza Atlanta, GA 30303	N/A	public	Towards annual membership	500.
Centre Stage-South Carolina P. O. Box 8451 Greenville, SC 29604	N/A	public	General operating support	500.
The Museum Association, Inc. 420 College St. Greenville, SC 29601	N/A	public	Sponsorship of Annual Antique Show Gala	675.

## The Elbert W. Rogers Foundation

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Statement 9 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Keowee Chamber Music <del>P. O. Box 18342</del> Asheville, NC 28814	N/A	public	Towards <del>sponsorship of</del> the 2011 summer series	\$ 3,000.
Chi Omega Sorority Foundation 3395 Players Club Pkwy Memphis, TN 38125	N/A	public	General operating support/annual fund	500.
Metropolitan Arts Council 16 Augusta St. Greenville, SC 29601	N/A	public	Towards the endowment fund (\$1000) and general operating (\$1000)	2,000.
SC Governors School for the Arts P. O. Box 8458 Greenville, SC 29604	N/A	public	Towards the Guest Artists Fund	1,000.
Warehouse Theatre 37 Augusta St. Greenville, SC 29601	N/A	public	General operating support	1,000.
South Carolina Children's Theatre P. O. Box 9340 Greenville, SC 29604	N/A	public	General operating support	500.
Warren Wilson College P. O. Box 9000 Asheville, NC 28815	N/A	public	Towards the purchase of musical instruments and the 2011 Summer Music Festival	3,000.
The Joffrey Ballet Joffrey Tower, 10 E. Randolph St. Chicago, IL 60601	N/A	public	General operating support	500.
City of Greenville Parks & Rec 423 E. Park St. Greenville, SC 29601	N/A	gov't	Towards the Tree Foundation in honor of Maggi Goller	200.
Greenville Textile Heritage Society P. O. Box 4355 Greenville, Sc 29608	N/A	public	Towards music production	500.
Total \$				<u>66,875.</u>