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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THOMAS A RODGERS JR FAMILY FOUNDATION		A Employer identification number 04-3442439	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2509		B Telephone number (see instructions) (508) 679-6452	
City or town, state, and ZIP code FALL RIVER, MA 02722		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,429,155		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) <u> </u> (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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	46,382			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,232,117	1,068,615		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	647,363			
	b Gross sales price for all assets on line 6a _____ 7,982,290				
	7 Capital gain net income (from Part IV , line 2)		647,363		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 19,037	19,037		
	12 Total. Add lines 1 through 11	1,944,899	1,735,015		
	13 Compensation of officers, directors, trustees, etc	101,800	0		68,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	14,653	0		0
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 21,185	0		19,231
	c Other professional fees (attach schedule)	 427	0		0
	17 Interest	85	85		0
	18 Taxes (attach schedule) (see instructions)	 35,129	6,749		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	12,000	0		12,000
	21 Travel, conferences, and meetings	616	0		616
	22 Printing and publications				
	23 Other expenses (attach schedule)	 52,183	41,965		13,250
	24 Total operating and administrative expenses. Add lines 13 through 23	238,078	48,799		113,097
	25 Contributions, gifts, grants paid	1,215,000			1,215,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,453,078	48,799		1,328,097
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	491,821			
	b Net investment income (if negative, enter -0-)		1,686,216		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	2,851	27,013	27,013	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	16,576	2,086	2,086	
	10a	Investments—U S and state government obligations (attach schedule)	1,952,490		1,389,076	1,389,076
	b	Investments—corporate stock (attach schedule)	19,864,019		23,595,216	23,595,216
	c	Investments—corporate bonds (attach schedule).	2,255,575		1,819,529	1,819,529
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	1,050,041		596,235	596,235
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,141,552	27,429,155	27,429,155		
Liabilities	17	Accounts payable and accrued expenses	15,259	9,639		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)	 7,675	 19,175		
	23	Total liabilities (add lines 17 through 22)	22,934	28,814		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0	0		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	25,118,618	27,400,341		
	30	Total net assets or fund balances (see page 17 of the instructions)	25,118,618	27,400,341		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,141,552	27,429,155		

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)	125,118,618
2	Enter amount from Part I, line 27a	491,821
3	Other increases not included in line 2 (itemize) ▶ 	1,789,902
4	Add lines 1, 2, and 3	27,400,341
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	27,400,341

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	CAPITAL GAINS DIVIDENDS	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,217,992		6,585,512	632,480
b 746,048		749,415	-3,367
c 18,250			18,250
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			632,480
b			-3,367
c			18,250
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	647,363
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	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	984,041	26,294,309	0 037424
2010	876,622	23,474,596	0 037343
2009	931,072	19,156,249	0 048604
2008	1,130,516	23,729,425	0 047642
2007	603,429	26,471,946	0 022795

2 Total of line 1, column (d).	2	0 193808
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 038762
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	26,742,788
5 Multiply line 4 by line 3.	5	1,036,604
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	16,862
7 Add lines 5 and 6.	7	1,053,466
8 Enter qualifying distributions from Part XII, line 4.	8	1,328,097

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	16,862
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	16,862
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	16,862
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,200	
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	29,200
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	12,338
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 12,338	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ RI, MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶NONE				
14	The books are in care of ▶MYRON WILNER Telephone no ▶(508) 679-6452 Located at ▶PO BOX 831 111 DURFEE STREET FALL RIVER MA ZIP +4 ▶027220831			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS A RODGERS III	PRESIDENT	33,800	12,583	0
1027 SEAPOWET AVENUE TIVERTON,RI 02878	10 00			
MYRON WILNER	TREASURER	68,000	0	0
786 MADISON STREET FALL RIVER,MA 02720	20 00			
ROBERT STOICO	DIRECTOR	0	0	0
907 RAYMOND CT MARCO ISLAND,FL 34145	1 00			
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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	27,113,284
b	Average of monthly cash balances.	1b	36,755
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	27,150,039
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	27,150,039
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	407,251
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,742,788
6	Minimum investment return. Enter 5% of line 5.	6	1,337,139

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	1,337,139
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	16,862
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,862
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,320,277
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,320,277
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,320,277

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	1,328,097
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,328,097
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	16,862
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,311,235
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,320,277
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,199,082	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,328,097				
a Applied to 2011, but not more than line 2a			1,199,082	
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 2012 distributable amount.				129,015
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				1,191,262
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 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

THOMAS A RODGERS III

b

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

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

b

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

WRITTEN REQUEST STATING NATURE OF ORGANIZATION AND INTENDED USE OF FUNDS

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2012)

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,215,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	1,232,117	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			01	19,037	
8 Gain or (loss) from sales of assets other than inventory			18	647,363	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		1,898,517	0
13 Total. Add line 12, columns (b), (d), and (e).			13	1,898,517	1,898,517

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

*****	2013-05-03	*****
Signature of officer or trustee	Date	Title

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

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

**Paid
Preparer
Use
Only**

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

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization THOMAS A RODGERS JR FAMILY FOUNDATION	Employer identification number 04-3442439
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 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 33¹/₃% 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)

Name of organization THOMAS A RODGERS JR FAMILY FOUNDATION	Employer identification number 04-3442439
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS A RODGERS III 1027 SEAPOWET AVENUE TIVERTON, RI 02878	\$ 46,382	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THOMAS A RODGERS JR FAMILY FOUNDATION	Employer identification number 04-3442439
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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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THOMAS A RODGERS JR FAMILY FOUNDATION	Employer identification number 04-3442439
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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 columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ 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
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

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

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

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

TY 2012 Accounting Fees Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & ADMINISTRATIVE	21,185	0		19,231

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THOMAS A RODGERS JR FAMILY FOUNDATION**EIN:** 04-3442439

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA CORP 03/29/30	103,477	103,477
BANK OF AMERICA CORP 05/25/32	100,598	100,598
ESC LEHMAN BROS HLDGS INC 6.625	8,181	8,181
ESC LEHMAN BROS HLDGS INC 8%	61,346	61,346
FORD MTR CR CO	101,947	101,947
FORD MTR CR CO	111,504	111,504
FORD MTR CR CO LLC B/E DUE 04/15/15	109,503	109,503
GENWORTH FINL INC 6.515%	107,165	107,165
GOLDMAN SACHS CAP II 5.793%	78,108	78,108
MERRILL LYNCH & CO INC B/E	219,500	219,500
PENNEY JC CORP INC 5.75%	88,000	88,000
SLM CORP MTN BOOK	625,450	625,450
UNITED STATES STL CORP NEW 6.05%	104,750	104,750

**TY 2012 Investments Corporate
Stock Schedule**

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADVANTAGE PRIMARY LIQ FD	296,577	296,577
ALCOA INC	217,000	217,000
ALPINE GLOBAL PREMIER PPTYS FD COM	150,638	150,638
ALPINE TOTAL DYNAMIC DIVID FD COM	100,750	100,750
ALPS ETF TR ALERIAN MLP	31,900	31,900
ALTRIA GROUP INC	314,400	314,400
AMBASE CORP	9,800	9,800
AMEDISYS INC	22,614	22,614
AMERICAN BILTRITE INC	47,250	47,250
ANNALY CAP MGMT INC REIT	105,300	105,300
ATLANTIC POWER CORP	114,300	114,300
AVON PRODUCTS INC	229,760	229,760
BB&T CORP DEP SHS REPSRT 1 5.625%	101,920	101,920
BIDDEEFORD & SACO WTR CO	130,500	130,500
BLACKROCK CORPOR HIGH YLD FD	23,661	23,661
BLACKROCK CREDIT ALL INC TR II	171,900	171,900
BLACKROCK GLOBAL OPP EQTY TR	92,400	92,400
BLACKROCK REAL ASSET EQUITY TR CLOSED END SBI/CBI	102,600	102,600
BOISE INC	39,750	39,750
BOSTON SCIENTIFIC CORP	85,950	85,950
BROOKLINE BANCORP	510,000	510,000
CALAMOS CONV & HIGH INCOME FD	91,125	91,125
CAMBRIDGE BANCORP	1,054,080	1,054,080
CANADAIGUA NATIONAL CORP	65,000	65,000
CARPENTER TECHNOLOGY CORP	77,445	77,445
CARRIZO OIL & CO INC	104,600	104,600
CELANESE CORP	111,325	111,325
CEMEX SAB DE CV SPON ADR	189,267	189,267
CHEMUNG FINANCIAL CORP	418,460	418,460
CHICAGO BRIDGE & IRON CO	115,875	115,875

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CIT GROUP INC	347,760	347,760
CNB FINANCIAL CORP PENNSYLVANIA	163,800	163,800
CONSOL ENERGY INC	80,250	80,250
CREDIT SUISSE HIGH YLD BND FD SH BEN INT	32,000	32,000
DELTA AIR LINES INC	29,675	29,675
DEUTSCHE BANK CAP FDG TR IX PFD 6.625%	250,700	250,700
DEUTSCHE BK CAP FDG X NON CUM TR PFD 7.35%	50,140	50,140
DIAMOND OFFSHORE DRILLING INC	203,880	203,880
DOMINION RESOURCES INC 8.375% PFD	107,720	107,720
DOUBLE EAGLE PETE CO	117,000	117,000
DOW 30SM ENHANCED PREM & INC	187,775	187,775
DOW CHEM CO	226,306	226,306
DU PONT E I DE NEMOURS & CO	89,957	89,957
EATON VANCE LTD DURATION INCOME FD	333,200	333,200
EATON VANCE RISK MNGD DIV EQTY	83,440	83,440
EATON VANCE TAX MNG GLB DV EQT	176,200	176,200
EATON VANCE TX MGD DIV EQ INCM	93,700	93,700
ECA MARCELLUS TR I COM UNIT	122,160	122,160
ENCANA CORP	98,800	98,800
EPR PPRYS PFD SER F %	98,400	98,400
EUROSEAS LTD COM NEW	4,550	4,550
FIDUS INVT CORP	82,250	82,250
FINANCIAL INSTITUTIONS INC	596,160	596,160
FIRST TR HIGH INCOME L/S FD	135,900	135,900
FORD MOTOR CO	129,500	129,500
FRANKLIN TEMPLETON LTD DUR INC	95,331	95,331
GABELLI UTILITES FUND	78,792	78,792
GENERAL ELECTRIC CO	335,840	335,840
GENERAL MOTORS CO	144,150	144,150
GENERAL MTRS CO JR PFD CON SRB 4.75%	44,130	44,130

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GLADSTONE CAPITAL CORP	81,600	81,600
GOLDMAN SACHS GROUP INC PFD A 1/1000	206,900	206,900
GOLDMAN SACHS LOC EMG MK-I	133,801	133,801
H & Q HEALTHCARE FD SH BEN INT	259,650	259,650
HESS CORP	264,800	264,800
HILLSHIRE BRANDS CO	140,700	140,700
HOSPITALITY PROPERTIES REIT TRUST	187,360	187,360
HUNTSMAN CORP	190,800	190,800
ING PRIME RATE TR	31,050	31,050
INVESCO VAN KAMPEN DYNAMIC CR OP FD	299,520	299,520
ISHARES COHEN & STEERS REALTY MAJORS	153,153	153,153
ISHARES MSCI EAFE INDEX FUND	349,689	349,689
ISHARES MSCI EMERGING MARKETS INDEX	125,289	125,289
ISHARES RUSSELL 1000 VALUE	531,586	531,586
ISHARES RUSSELL 2000 INDEX FUND	130,693	130,693
ISHARES RUSSELL MIDCAP INDEX FUND	254,475	254,475
ISHARES S&P PREF STK	198,100	198,100
ISHARES TR RUSSELL 1000 GROWTH INDEX	525,557	525,557
KOHL'S CORP	214,900	214,900
MARATHON OIL CORP	122,640	122,640
MAYFLOWER BANCORP INC	382,155	382,155
MCDERMOTT INTL INC	55,100	55,100
MEDICAL PPTYS TRUST INC REIT	59,800	59,800
MERCK & CO INC	163,760	163,760
MERITOR SAVINGS BANK	0	0
METLIFE INC	164,700	164,700
MIDDLESEX WATER COMPANY	391,200	391,200
MOSAIC CO	113,260	113,260
MUELLER WTR PRODS INC COM	70,125	70,125
NAUGATUCK VY FINL CORP	146,300	146,300

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NAVIOS MARITIME HOLDINGS	50,550	50,550
NESTLE S A SPONSORED ADR	65,112	65,112
NEW YORK COMMUNITY BANCORP INC	131,000	131,000
NEWPORT BANCORP INC	123,600	123,600
NUVEEN BUILD AMER BD FD COM SHS	158,850	158,850
NUVEEN CR STRATEGIES INCM FD	241,250	241,250
NUVEEN DIVER CURRENCY OPPOR FD	64,350	64,350
OFS CAP CORP	27,380	27,380
OLIN CORP COM PAR \$1	107,950	107,950
OPPENHEIMER HOLDINGS INC	62,172	62,172
PACCAR INC	45,210	45,210
PACIFIC COAST OIL TR	52,020	52,020
PEOPLES UNITED FINANCIAL INC	544,050	544,050
PFIZER INC	626,982	626,982
PHILIP MORRIS INTL INC	209,100	209,100
PREMIER FINANCIAL BANCORP	439,156	439,156
PROSPECT CAPITAL CORPORATION	217,400	217,400
PRUDENTIAL FINL INC JR SUB NT 523 5.75%	51,000	51,000
PRUDENTIAL GLB SHT DUR HG YLD	50,100	50,100
RESOURCE CAP CORP REIT	56,000	56,000
SALIENT MLP & ENERGY INDRSTRCT COM	100,360	100,360
SBT BANCORP INC	200,000	200,000
SEADRILL LIMITED	257,600	257,600
SEARS ROEBUCK ACCEP CORP NT 7%	15,882	15,882
SEI DAILY INCOME TR MM PORT #32	185,436	185,436
SI FINL GROUP INC	115,000	115,000
SPDR DB INTL GOV INFL-PROT	82,602	82,602
SPDR DJ WILSHIRE INTL REAL ESTATE	49,620	49,620
SPDR S&P INTER DVD	62,543	62,543
STATE STR CORP DEP SHS REPSRT1 5.25%	50,820	50,820

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STILLWATER MINING CO	127,800	127,800
SUSQUEHANNA BANCSHARES INC	183,400	183,400
SYSCO CORP	31,660	31,660
T ROWE PRICE INTL BOND FUND	124,192	124,192
THERAVANCE INC	222,400	222,400
TIDELANDS RTY TR B UNIT BEN INT	112,069	112,069
TRONOX INC	292,000	292,000
UNITED STATES STL CORP NEW	119,250	119,250
USA TECHNOLOGIES INC COM	43,500	43,500
VALLEY NATIONAL BANCORP	116,250	116,250
VANGUARD HIGH YIELD CORP ADM	125,932	125,932
VANGUARD INFLAT PROTECTED	79,101	79,101
VANGUARD INTM TERM CORP-ADM #571	320,003	320,003
VANGUARD INTRM TRM BD IDX-SI	148,108	148,108
VANGUARD S/T BOND INDEX	42,624	42,624
VANGUARD SHORT TERM CORP BOND ETF	160,640	160,640
VANGUARD SMALL CAP VALUE ETF	45,406	45,406
VIRNETX HOLDING CORP	73,200	73,200
VODAFONE GROUP PLC	125,950	125,950
WALGREEN CO	555,150	555,150
WELLS FARGO ADVANTAGE MULTI	64,680	64,680
WESTERN ASSET HIGH INCM OPP FD	32,200	32,200
WESTFIELD FINANCIAL INC NEW	36,150	36,150
WEYERHAEUSER CO REIT	111,280	111,280
WHIRLPOOL CORP	203,500	203,500
WINDSTREAM CORP	41,400	41,400

TY 2012 Investments Government Obligations Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

**US Government Securities - End of
Year Book Value:**

241,692

**US Government Securities - End of
Year Fair Market Value:**

241,692

**State & Local Government
Securities - End of Year Book
Value:**

1,147,384

**State & Local Government
Securities - End of Year Fair
Market Value:**

1,147,384

TY 2012 Investments - Other Schedule**Name:** THOMAS A RODGERS JR FAMILY FOUNDATION**EIN:** 04-3442439

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GENERAL MOTORS CO WARRANT	FMV	117,000	117,000
GENERAL MOTORS CO WARRANT	FMV	74,940	74,940
NATURAL RESOURCE PARTNERS LP	FMV	92,700	92,700
PVR PARTNERS LP	FMV	259,800	259,800
TRONOX INC WARRANT	FMV	48,000	48,000
VALLEY NATL BANCORP WARRANT	FMV	3,795	3,795

TY 2012 Other Expenses Schedule**Name:** THOMAS A RODGERS JR FAMILY FOUNDATION**EIN:** 04-3442439

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES, POSTAGE, ETC	6,778	0		9,810
TELEPHONE	2,570	0		2,570
DUES, LICENSES, FEES	870	0		870
INVESTMENT FEES	19,465	19,465		0
PARTNERSHIP LOSSES	22,500	22,500		0

TY 2012 Other Income Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME/LOSS	0	0	0
MISC INCOME	2,542	2,542	2,542
OPPENHEIMER	16,495	16,495	16,495

TY 2012 Other Increases Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	1,789,902

TY 2012 Other Liabilities Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL OPTIONS	7,675	19,175

TY 2012 Other Professional Fees Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL FEE	427	0		0

TY 2012 Taxes Schedule**Name:** THOMAS A RODGERS JR FAMILY FOUNDATION**EIN:** 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	6,749	6,749		0
FEDERAL TAX	28,380	0		0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
A WISH COME TRUE INC 1010 WARWICK AVENUE WARWICK,RI 02888	NONE	PUBLIC CHARITY	TO GRANT A WISH IN THE GREATER FALL RIVER COMMUNITY	10,000
AMERICAN RED CROSS 315 PLEASANT STREET FALL RIVER,MA 02723	NONE	PUBLIC CHARITY	OPERATING SUPPORT IN GREATER FALL RIVER AREA	10,000
BATTLESHIP COVE BOATING PROGRAM BATTLESHIP COVE FALL RIVER,MA 02721	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
BISHOP CONNOLLY HIGH SCHOOL 373 ELSBREE STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
BRISTOL COMMUNITY COLLEGE 777 ELSBREE STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	WRITING COMPUTER LABS	60,000
CARE 151 ELLIS NE ATLANTA,GA 30303	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
CATHOLIC CHARITIES APPEAL PO BOX 1470 FALL RIVER,MA 02722	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
CATHOLIC RELIEF SERVICES 228 WEST LEXINGTRON STREET BALTIMORE,MD 21201	NONE	PUBLIC CHARITY	OPERATING SUPPORT	50,000
CHILD & FAMILY SERVICES 66 TROY STREET SUITE 4 5 FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000
CHRISTIAN APPALACHIAN PROJECT PO BOX 511 LANCASTER,KY 40444	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
CITIZENS SCHOLARSHIP FUND AMERICAN DREAM CHALLENGE 624 FLORENCE STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
EASTER SEALS RHODE ISLAND 213 ROBINSON ST WAKEFIELD,RI 02879	NONE	PUBLIC CHARITY	OPERATING SUPPORT OF THE PEDIATRIC OUTPATIENT PROGRAM	10,000
FALL RIVER HISTORICAL SOCIETY 451 ROCK STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT, ANNUAL FUND DRIVE	35,000
FAMILY SERVICE ASSOC OF GR F R 151 ROCK STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	DEVELOPMENT OF FACILITIES IMPROVEMENT PROPOSAL-PHASE VII	50,000
GREATER FR ART ASSOCIATION 80 BELMONT STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	BUILDING IMPROVEMENTS	15,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
GREATER FR COMMUNITY FOOD PANTRY 78 BRAMBIE WAY TIVERTON,RI 02878	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
GREATER FR SYMPHONY SOCIETY PO BOX 9034 FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500
HEALTHFIRST FAMILY CARE CENTER 387 QUARRY STREET SUITE 100 FALL RIVER,MA 02723	NONE	PUBLIC CHARITY	OPERATING SUPPORT	15,000
HERALD NEWS CHRISTMAS FUND 207 POCASSET ST FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
JIMMY FUND 10 BROOKLINE PLACE WEST FL 6 BROOKLINE,MA 02445	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,500
JUNIOR ACHIEVEMENT OF SOUTHERN MA INC 227 UNION ST SUITE 703 NEW BEDFORD,MA 02740	NONE	PUBLIC CHARITY	OPERATING SUPPORT	15,000
KATIE BROWN EDUCATIONAL PROGRAM 10 PURCHASE ST SUITE 5 FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
LITTLE FLOWER HOME INC 304 HOOPER STREET TIVERTON,RI 02878	NONE	PUBLIC CHARITY	OPERATING SUPPORT	15,000
LLOYD CENTER FOR THE ENVIRONMENT 430 POTOMSKA ROAD DARTMOUTH,MA 02748	NONE	PUBLIC CHARITY	CLIMATE SCIENCE LEARNING PROJECT	10,000
LOWN CARDIOVASCULAR RESEARCH FOUNDATION 21 LONGWOOD AVENUE BROOKLINE,MA 02446	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
MARINE MUSEUM OF FR 70 WATER STREET FALL RIVER,MA 02721	NONE	PUBLIC CHARITY	PAYMENT OF MORTGAGE	28,000
MEETING STREET SCHOOL 1000 EDDY STREET PROVIDENCE,RI 02905	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
NARRAGANSETT COUNCIL BOY SCOUTS OF AMERICA PO BOX 14777 EAST PROVIDENCE,RI 02914	NONE	PUBLIC CHARITY	SCOUT REACH PROGRAM FOR THE FALL RIVER AREA	1,500
NARROWS CENTER FOR THE ARTS 16 ANAWAN STREET FALL RIVER,MA 02721	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
NATIVITY PREPARATORY SCHOOL OF NEW BEDFORD 66 SPRING STREET NEW BEDFORD,MA 02740	NONE	PUBLIC CHARITY	SPONSORSHIPS FOR TWO STUDENTS AND A TEACHER AND THE GENERAL SUPPORT OF THE SCHOOL	30,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
NAVAL WAR COLLEGE FOUNDATION 686 CUSHING ROAD NEWPORT,RI 02841	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500
NEWPORT HOSPITAL 11 FRIENDSHIP STREET NEWPORT,RI 02840	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
NORMAN BIRD SANCTUARY 583 THIRD BEACH ROAD MIDDLETOWN,RI 02842	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500
OUR LADY OF QUADALUPE 2 ACHUSHNET AVE NEW BEDFORD,MA 02744	NONE	PUBLIC CHARITY	ESOL PROGRAM	2,500
POLICE ATHLETIC LEAGUE 31 FRANKLIN STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
POTTER LEAGUE FOR ANIMALS PO BOX 412 NEWPORT,RI 02840	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
PRIESTS RETIREMENT FUND 1697 E MAIN ROAD PORTSMOUTH,RI 02871	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
PROJECT HOPE 255 CARTER HALL LANE MILLWOOD,VA 22646	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
R I COMMUNITY FOOD BANK 200 N IANTIC AVENUE PROVIDENCE,RI 02907	NONE	PUBLIC CHARITY	OPERATING SUPPORT	15,000
SAINTS PETER AND PAUL SCHOOL 240 DOVER STREET FALL RIVER,MA 02721	NONE	PUBLIC CHARITY	OPERATING SUPPORT, ANNUAL FUND	5,000
SALVATION ARMY-FALL RIVER 290 BEDFORD STREET FALL RIVER,MA 02722	NONE	PUBLIC CHARITY	OPERATING SUPPORT IN THE FALL RIVER AREA	1,000
SALVE REGINA UNIVERSITY 100 OCHRE POINT AVENUE NEWPORT,RI 02840	NONE	PUBLIC CHARITY	THE ACQUISITION OF THE LAFARGE WINDOWS TO BE PLACED IN THE HOME OF OUR LADY OF MERCY CHAPEL AT THE COLLEGE	300,000
SAN MIGUEL SCHOOL OF PROVIDENCE 525 BRANCH AVE PROVIDENCE,RI 02904	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
SAVE THE BAY 100 BAY VIEW AVENUE PROVIDENCE,RI 02905	NONE	PUBLIC CHARITY	EXPLORE THE BAY EDUCATION PROGRAM	1,000
SEAMENS CHURCH INSTITUTE OF NEWPORT 18 MARKET SQUARE NEWPORT,RI 02840	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000

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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 <i>Paid during the year</i>				
SOCIETY FOR HUMAN ADVANCEMENT THROUGH REHABILITATION ENGINEERING FOUNDATION UNIV OF MASSACHUSETTS DARTMOUTH DARTMOUTH,MA 02747	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
SOUTHCOAST VISITING NURSES ASSOCIATION 200 MILL ROAD FAIRHAVEN,MA 02719	NONE	PUBLIC CHARITY	OPERATING SUPPORT IN THE FALL RIVER AREA	10,000
SOUTHEAST CENTER FOR INDEPENDENT LIVING INC 66 TROY STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
ST MARY'S EDUCATON FUND DIOCESE OF FALL RIVER PO BOX 1470 FALL RIVER,MA 02722	NONE	PUBLIC CHARITY	GRANT TO ST MARY'S EDUCATION FUND TO BE APPLIED TO RESIDENTS OF THE GREATER FALL RIVER AREA	50,000
ST PHILOMENA SCHOOL 324 CORYS LANE PORTSMOUTH,RI 02871	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
ST VINCENT'S HOME 2425 HIGHLAND AVENUE FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
STEPPINGSTONE INC 522 NORTH MAIN STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	STONE RESIDENCE PROGRAM RENOVATION AT 177 N MAIN ST	21,000
STRIVING ARTISTS THEATRE COMPANY 1311 BROUGHTON DRIVE BEVERLY,MA 01915	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000
TASHIRAT FOUNDATION PO BOX 920 FORKED RIVER,NJ 08731	NONE	PUBLIC CHARITY	OPERATING SUPPORT TOWARD THE NEW SCHOOL	25,000
THE HOME FOR AGED IN FALL RIVER INC 1168 HOGHLAND AVENUE FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	REHABILITATION CAPITAL CAMPAIGN	50,000
THE WOMEN'S CENTER (OUR SISTERS PLACE) PO BOX 4236 FALL RIVER,MA 02723	NONE	PUBLIC CHARITY	OPERATING SUPPORT FOR OUR SISTERS PLACE	20,000
THOMAS CHEW MEMORIAL BOYS AND GIRLS CLUB 803 BEDFORD STREET FALL RIVER,MA 02723	NONE	PUBLIC CHARITY	BUILDINGS ROOF REPAIR	100,000
TIVERTON LAND TRUST PO BOX 167 TIVERTON,RI 02878	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
UNITED WAY OF GREATER FR 84 NORTH MAIN STREET FALL RIVER,MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	125,000
Total  3a				1,215,000