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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
ROGERS FAMILY FOUNDATION CO GMA FOUNDATIONS INC

A Employer identification number
04-6063152

Number and street (or P O box number if mail is not delivered to street address)
77 SUMMER STREET 8TH FLOOR

Room/suite

B Telephone number (see instructions)
(617) 426-7080

City or town, state, and ZIP code
BOSTON, MA 021101017

C If exemption application is pending, check here ☐

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

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 ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 20,481,770

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	28	28		
	4	Dividends and interest from securities	472,543	472,543		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	212,404			
	b	Gross sales price for all assets on line 6a 4,041,999				
	7	Capital gain net income (from Part IV, line 2)		212,404		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	684,975	684,975		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	20,380	0		20,380
	b	Accounting fees (attach schedule)	9,762	0		9,762
	c	Other professional fees (attach schedule)	74,896	64,505		10,391
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	115	0		115
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,168	0		1,168
	24	**Total operating and administrative expenses.** Add lines 13 through 23	106,321	64,505		41,816
	25	Contributions, gifts, grants paid	939,039			939,039
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,045,360	64,505		980,855
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-360,385			
	b	**Net investment income** (if negative, enter -0-)		620,470		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	94,257	198,223	198,223
2	Savings and temporary cash investments			
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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	18,804,738	20,283,547	20,283,547
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)	18,898,995	20,481,770	20,481,770
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
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	18,898,995	20,481,770	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	18,898,995	20,481,770	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,898,995	20,481,770	

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	18,898,995
2	Enter amount from Part I, line 27a	2	-360,385
3	Other increases not included in line 2 (itemize) ▶	3	1,943,160
4	Add lines 1, 2, and 3	4	20,481,770
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,481,770

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	212,404
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	1,052,355	19,937,657	0 052782
2010	791,103	18,678,652	0 042353
2009	863,623	16,608,802	0 051998
2008	924,893	20,100,051	0 046014
2007	1,094,576	22,854,680	0 047893

2	**Total** of line 1, column (d).	2	0 241040
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 048208
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	19,681,418
5	Multiply line 4 by line 3.	5	948,802
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,205
7	Add lines 5 and 6.	7	955,007
8	Enter qualifying distributions from Part XII, line 4.	8	980,855

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 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	6,205
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	6,205
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	6,205
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	23,241		
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	23,241
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	17,036
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 17,036	**Refunded** ▶		11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		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		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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) ▶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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶WWW ROGERSFAMILYFOUNDATION COM

14 The books are in care of ▶GMA FOUNDATIONS Telephone no ▶(617) 426-7080

Located at ▶77 SUMMER STREET BOSTON MA ZIP+4 ▶02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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**		No
	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
AMY ROGERS DITTRICH 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110	TRUSTEE, PART-TIME 1 00	0	0	0
DEBORAH ROGERS PRATT 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110	TRUSTEE, PART-TIME 1 00	0	0	0
T TYLER DITTRICH 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110	TRUSTEE, PART-TIME 1 00	0	0	0
KATHRYN DOHERTY 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110	TRUSTEE, PART-TIME 1 00	0	0	0

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

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

Total number of other employees paid over $50,000. ▶ 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	19,942,685
b	Average of monthly cash balances		1b	38,450
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	19,981,135
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	19,981,135
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	299,717
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	19,681,418
6	**Minimum investment return.** Enter 5% of line 5		6	984,071

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	984,071
2a	Tax on investment income for 2012 from Part VI, line 5	2a 6,205		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	6,205
3	Distributable amount before adjustments Subtract line 2c from line 1		3	977,866
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	977,866
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	977,866

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	980,855
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	980,855
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	6,205
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	974,650

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				977,866
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			838,490	
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 ▶ $ 980,855				
a Applied to 2011, but not more than line 2a			838,490	
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.				142,365
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				835,501
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 XIV Private 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)

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

Part XV Supplementary Information (Complete this part only if the 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))

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

GMA FOUNDATIONS INC
77 SUMMER STREET 8TH FLOOR
BOSTON, MA 02110
(617) 426-7080

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

TO BE CONSIDERED, THE ORGANIZATION MUST BE TAX EXEMPT UNDER IRC 501(C)3 AND BE CLASSIFIED AS "NOT A PRIVATE FOUNDATION" UNDER SECTION 509(A) APPLICATIONS SHOULD BE SUBMITTED ELECTRONICALLY THROUGH THE ORGANIZATIONS WEBSITE THE ONLINE APPLICATION FOLLOWS THE COMMON PROPOSAL DESIGNED AND PUBLISHED BY ASSOCIATED GRANT MAKERS, INC

c Any submission deadlines

N/A

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

THE ROGERS FAMILY FOUNDATION TYPICALLY ONLY MAKES GRANTS TO NONPROFIT ORGANIZATIONS PROVIDING SERVICES WITHIN MASSACHUSETTS MERRIMACK VALLEY OR NORTH SHORE OR IN SOUTHEASTERN NEW HAMPSHIRE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				939,039
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	28	
4 Dividends and interest from securities			14	472,543	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	212,404	
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		684,975	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 684,975

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

****** | 2013-10-21 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
THOMAS WASHBURN CPA	THOMAS WASHBURN CPA	2013-10-17		P00537319

Firm's name ▶ ALEXANDER ARONSON FINNING & CO PC

Firm's EIN ▶ 04-2571780

Firm's address ▶ 21 EAST MAIN STREET WESTBORO, MA 01581

Phone no (508) 366-9100

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ARTISAN FDS INC		2011-04-01	2012-09-13
HARBOR INTERNATIONAL FUND		2001-09-27	2012-09-13
PIMCO TOTAL RETURN FUND		2001-09-28	2012-06-14
VANGUARD TOTAL STOCK MARKET		2010-08-31	2012-09-13
AETOS MULTI-STRATEGY FUND	P	2007-05-01	2012-01-01
AETOS DISTRESSED INVESTMENT FUND	P	2007-05-01	2012-01-01
AETOS DISTRESSED INVESTMENT FUND	P	2007-05-01	2012-04-01
AETOS DISTRESSED INVESTMENT FUND	P	2008-06-01	2012-05-01
AETOS LONG/SHORT FUND	P	2007-05-01	2012-01-01
AETOS LONG/SHORT FUND	P	2007-05-01	2012-04-01
AETOS LONG/SHORT FUND	P	2007-05-01	2012-05-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
525,000		510,666	14,334
150,000		113,046	36,954
350,000		330,449	19,551
525,000		408,003	116,997
728,121		756,119	-27,998
501,729		437,035	64,694
14,700		12,383	2,317
27,300		22,864	4,436
1,069,449		1,090,496	-21,047
54,800		54,106	694
95,900		94,428	1,472

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			14,334
			36,954
			19,551
			116,997
			-27,998
			64,694
			2,317
			4,436
			-21,047
			694
			1,472

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALZHEIMER'S ASSOCIATION MANH CHAPTER 311 ARSENAL STREET WATERTOWN,MA 02472		501C(3)	EARLY STAGE PATIENT PROGRAMS	20,000
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON,MA 02108		501C(3)	FOR 2013 LAWRENCE SUMMIT PROJECT	5,000
ASIAN CENTER OF MERRIMACK VALLEY INC 1 BALLARD WAY LAWRENCE,MA 01843		501C(3)	FOR GENERAL OPERATING SUPPORT	10,000
BELLESINI ACADEMY 94 BRADFORD STREET LAWRENCE,MA 01840		501C(3)	2 STUDENT TUITIONS/3 STUDENT ALUMNI SUPPORT	25,000
BOYS & GIRLS CLUB OF LAWRENCE 136 WATER STREET LAWRENCE,MA 01841		501C(3)	GENERAL OPERATING SUPPORT	15,000
BRADFORD CHRISTIAN ACADEMY 97 OXFORD AVENUE BRADFORD,MA 01835		501C(3)	TO SUPPORT LOW INCOME LAWRENCE STUDENTS	2,500
BREAD & ROSES HOUSING 15 UNION STREET LAWRENCE LAWRENCE,MA 01842		501C(3)	FOR FAMILY SUPPORT & ADVOCACY PROGRAM	5,000
CAMBRIDGE COLLEGE 1000 MASSACHUSETTS AVENUE CAMBRIDGE,MA 02138		501C(3)	FOR CLIMBING THE LADDER TO LANGUAGE	5,000
CENTRAL CATHOLIC HIGH SCHOOL 300 HAMPSHIRE STREET LAWRENCE,MA 01841		501C(3)	IN SUPPORT OF THE MONTAGNE PROJECT	20,000
CHALLENGE UNLIMITED INC 450 LOWELL STREET ANDOVER,MA 01810		501C(3)	FOR GENERAL OPERATING SUPPORT	15,000
CHILDREN'S CENTER FOR COMMUNICATION 6 ECHO AVENUE BEVERLY,MA 01915		501C(3)	FOR BURNHAM GYMNASIUM RENOVATIONS	2,500
CLASS INC 1 PARKER STREET LAWRENCE,MA 01843		501C(3)	FOR COMMUNITY INCLUSION	8,000
COLBY-SAWYER COLLEGE 541 MAIN STREET NEW LONDON,NH 03257		501C(3)	FINE AND PERFORMING ARTS CENTER	30,000
COMMUNITY CAREGIVERS OF DERRY NH 58 EAST BROADWAY DERRY,NH 03038		501C(3)	VOLUNTEER CARE GIVING PROGRAM	5,000
ENDICOTT COLLEGE 376 HALE STREET BEVERLY,MA 01915		501C(3)	FOR KEYS TO DEGREES EDUCATING TWO GENERATIONS	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ESPERANZA ACADEMY 198 GARDEN STREET LAWRENCE,MA 01840		501C(3)	11TH MONTH SUMMER PROGRAM	10,000
ESSEX ART CENTER 56 ISLAND STREET LAWRENCE,MA 01840		501C(3)	AFTER SCHOOL ARTS PROGRAM	20,000
FAMILY SERVICES INC 430 NORTH CANAL STREET LAWRENCE,MA 01840		501C(3)	YOUTH MENTORING PROGRAMS	10,000
FRIENDS OF KIPP ACADEMY INC 25 BESSOM STREET LYNN,MA 01902		501C(3)	MORE TIME PROGRAM IN LYNN	15,000
GIRLS INC- HAVERHILL 7 WILLIAM STREET HAVERHILL,MA 01830		501C(3)	SCHOOL AGE AFTER SCHOOL PROGRAM	10,000
GIRLS INC- LYNN 50 HIGH STREET LYNN,MA 01902		501C(3)	TEEN COLLEGE MENTORING	10,000
GREATER LAWRENCE COMM BOATING PROG INC P O BOX 955 LAWRENCE,MA 01842		501C(3)	GENERAL OPERATING SUPPORT	15,000
GROUNDWORK LAWRENCE 60 ISLAND STREET LAWRENCE,MA 01840		501C(3)	FOR YOUTH PROGRAM EXPANSION	5,000
HEALING ABUSE WORKING FOR CHANGE INC 27 CONGRESS ST STE 201 SALEM,MA 01970		501C(3)	DOMESTIC VIOLENCE PROGRAM AND SERVICES	10,000
HISTORICAL SOCIETY OF SEABROOK PO BOX 414 SEABROOK,NH 03874		501C(3)	IN MEMORY OF STANLEY A HAMEL	5,000
HOME HEALTH VNA 360 MERRIMACK STREET LAWRENCE,MA 01843		501C(3)	FOR MERRIMACK VALLEY HOSPICE HOUSE EXPANSION	75,000
HOSPICE OF THE NORTH SHORE INC 75 SYLVAN STREET DANVERS,MA 01923		501C(3)	GENERAL OPERATING SUPPORT	25,000
IMMIGRANT CITY ARCHIVES 6 ESSEX STREET LAWRENCE,MA 01840		501C(3)	BREAD AND ROSES CENTENNIAL OPERATING SUPPORT	10,000
JEANNE GEIGER CRISIS CENTER INC TWO HARRIS STREET NEWBURYPORT,MA 01950		501C(3)	CRISIS CENTER CLINICAL SERVICES	20,000
JERICHO ROAD LAWRENCE INC 3 GREAT POND ROAD OLD CENTER HALL NORTH ANDOVER,MA 01845		501C(3)	FOR OPERATIONAL SUPPORT	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JOURNEYS OF HOPE INC PO BOX 937 SALEM,MA 01970		501C(3)	BUILD PRGM CAPACITY FOR JOURNEYS OF HOPE DAY PRGM	10,000
JUMPSTART 308 CONGRESS STREET BOSTON,MA 02210		501C(3)	JUMPSTART IN THE MERRIMACK VALLEY	10,000
JUSTICE RESOURCE INSTITUTE INC 545 BOYLSTON STREET BOSTON,MA 02116		501C(3)	FOR THE SURVIVOR MENTORING INITIATIVE	10,000
LA VIDA 40 GREEN STREET LYNN,MA 01902		501C(3)	SCHOLARS PROGRAM COLLEGE FAMILIARIZATION & MENTORING	10,000
LAWRENCE COMMUNITYWORKS INC 168 NEWBURY STREET LAWRENCE,MA 01841		501C(3)	FOR MOVEMENT CITY YOUTH PROGRAM	10,000
LAWRENCE GENERAL HOSPITAL 1 GENERAL STREET LAWRENCE,MA 01842		501C(3)	FOR WEIGHT MNGT & BARIATRIC SURGERY CENTER	10,000
LAZARUS HOUSE INC 48 HOLY STREET LAWRENCE,MA 01842		501C(3)	CAPITAL CAMPAIGN FOR DIGNITY AND GENERAL OPERATING SUPPORT	100,000
LEUKEMIA AND LYMPHOMA SOCIETY MASSACHUSETTS CHAPTER NINE ERIE DRIVE NATICK,MA 01760		501C(3)	FOR PATIENT SERVICES PROGRAMS	15,000
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE STREET BOSTON,MA 02114		501C(3)	YEAR 2 OF 3	50,000
MCLEAN HOSPITAL CORPORATION 115 MILL STREET BELMONT,MA 02478		501C(3)	YEAR 2 OF A 2-YEAR GRANT	63,039
MERRIMACK VALLEY HABITAT FOR HUMANITY 60 ISLAND STREET LAWRENCE,MA 01840		501C(3)	CONVERT 100 PARKER STREET-AFFORDABLE HOUSING	20,000
MERRIMACK VALLEY YMCA 101 AMESBURY STREET LAWRENCE,MA 01840		501C(3)	ANDOVER CAPITAL CAMPAIGN EXPANSION AND LAWRENCE MUSIC CLUBHOUSE	32,500
NORTH ANDOVER HISTORICAL SOCIETY 153 ACADEMY ROAD NORTH ANDOVER,MA 01845		501C(3)	GENERAL OPERATING EDUCATIONAL SUPPORT	1,500
NORTHEAST SENIOR HEALTH CORPORATION 600 CUMMINGS CENTER BEVERLY,MA 01915		501C(3)	FOR THE SPECTRUM ADULT DAY HEALTH PROGRAM	2,500
NOTRE DAME HIGH SCHOOL 303 HAVERHILL STREET LAWRENCE,MA 01840		501C(3)	FOR CORPORATE WORK STUDY PROGRAM	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PHILLIPS ANDOVER ACADEMY 180 MAIN STREET ANDOVER, MA 01810		501C(3)	FOR THE ANDOVER BREAD LOAF PROGRAM	2,500
PINGREE SCHOOL 537 HIGHLAND STREET SOUTH HAMILTON, MA 01982		501C(3)	FOR PREP@PINGREE	5,000
PLUMMER HOME FOR BOYS INC 37 WINTER ISLAND ROAD SALEM, MA 01970		501C(3)	FOR HEALTH AND WELLNESS & GENERAL OPERATING SUPPORT	20,000
PLYMOUTH PHILHARMONIC 11 NORTH STREET P O BOX 3174 PLYMOUTH, MA 02361		501C(3)	FOR EDUCATION PROGRAMS	30,000
SAILING HEALS INC 5 WINCHESTER STREET BRADFORD, MA 01835		501C(3)	FOR GENERAL OPERATING SUPPORT	2,500
SQUASHBUSTERS INC 795 COLUMBUS AVENUE ROXBURY CROSSING, MA 021202108		501C(3)	FOR SPORTS AND ACADEMIC-BASED AFTER-SCHOOL PROGRAM	10,000
ST ANN'S HOME & SCHOOL INC 100A HAVERHILL STREET METHUEN, MA 01844		501C(3)	FOR SUMMER CAMP EXPERIENCE ON CAPE COD	5,000
ST JOHN'S PREPARATORY SCHOOL 72 SPRING STREET DANVERS, MA 01923		501C(3)	YEAR 3 OF 4	25,000
TEACH FOR AMERICA 60 CANAL STREET BOSTON, MA 02114		501C(3)	TO DEEPEN IMPACT ON STUDENT ACHIEVEMENT	10,000
UP WITH MUSIC INC 1213 SALEM STREET NORTH ANDOVER, MA 01845		501C(3)	FOR COMMUNITY STRINGS PROGRAM	1,500
WINDRUSH FARM THERAPEUTIC EQUITATION INC 30 BROOKVIEW ROAD BOXFORD, MA 019212216		501C(3)	IN SUPPORT OF THE THERAPEUTIC RIDING PROGRAM	20,000
YMCA OF THE NORTH SHORE 245 CABOT STREET BEVERLY, MA 01915		501C(3)	FOR THE SALEM CREATIVE ARTS CENTER	15,000
YWCA OF GREATER LAWRENCE 38 LAWRENCE STREET LAWRENCE, MA 01840		501C(3)	FOR YWCA HEALTH PROMOTION SERVICES	10,000
Total . . . . ▶ **3a**				939,039

TY 2012 Accounting Fees Schedule

Name: ROGERS FAMILY FOUNDATION CO GMA FOUNDATIONS INC

EIN: 04-6063152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,762	0		5,762
TAX PREPARATION	4,000	0		4,000

TY 2012 Investments - Other Schedule

Name: ROGERS FAMILY FOUNDATION CO GMA FOUNDATIONS INC

EIN: 04-6063152

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STATE STREET MUTUAL FUND	FMV	16,233,696	16,233,696
AETOS	FMV	2,415,629	2,415,629
DRAKE	FMV	1,634,222	1,634,222

TY 2012 Legal Fees Schedule

Name: ROGERS FAMILY FOUNDATION CO GMA FOUNDATIONS INC

EIN: 04-6063152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	20,380	0		20,380

TY 2012 Other Expenses Schedule

Name: ROGERS FAMILY FOUNDATION CO GMA FOUNDATIONS INC

EIN: 04-6063152

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEBSITE EXPENSE	820	0		820
MISCELLANEOUS OFFICE EXPENSE	348	0		348

TY 2012 Other Increases Schedule

Name: ROGERS FAMILY FOUNDATION CO GMA FOUNDATIONS INC

EIN: 04-6063152

Description	Amount
UNREALIZED GAINS	1,943,160

TY 2012 Other Professional Fees Schedule

Name: ROGERS FAMILY FOUNDATION CO GMA FOUNDATIONS INC

EIN: 04-6063152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	10,391	0		10,391
INVESTMENT EXPENSES	64,505	64,505		0