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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE RODGERS FAMILY FOUNDATION, INC C/O J. RUBENSTEIN, ESQ		A Employer identification number 13-6062852
Number and street (or P O box number if mail is not delivered to street address) 575 MADISON AVENUE	Room/suite	B Telephone number 212-940-8800
City or town, state, and ZIP code NEW YORK, NY 10022-2585		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,360,823. (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		20,296.	20,296.		STATEMENT 1
4 Dividends and interest from securities		193,459.	193,459.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)		113,114.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a 1,640,308.			113,114.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		326,869.	326,869.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		11,150.	2,787.	0.	8,363.
b Accounting fees STMT 4		12,861.	6,431.	0.	6,430.
c Other professional fees STMT 5		57,569.	32,156.	0.	25,413.
17 Interest					
18 Taxes STMT 6		33,796.	33,796.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		250.	0.	0.	250.
24 Total operating and administrative expenses. Add lines 13 through 23		115,626.	75,170.	0.	40,456.
25 Contributions, gifts, grants paid		525,000.			525,000.
26 Total expenses and disbursements. Add lines 24 and 25		640,626.	75,170.	0.	565,456.
27 Subtract line 26 from line 12		-313,757.			
a Excess of revenue over expenses and disbursements			251,699.	0.	
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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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 SCHEDULE ATTACHED-SHORT TERM	P	VARIOUS	VARIOUS
b SEE SCHEDULE ATTACHED-LONG TERM	P	VARIOUS	VARIOUS
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 571,322.		543,491.	27,831.
b 1,068,986.		983,703.	85,283.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			27,831.
b			85,283.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	113,114.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div> </div>	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	718,627.	8,693,831.	.082659
2010	975,220.	8,224,867.	.118570
2009	2,148,894.	8,801,522.	.244150
2008	1,421,131.	12,264,997.	.115869
2007	897,842.	13,686,474.	.065601

2 Total of line 1, column (d)	2	.626849
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	.125370
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,370,808.
5 Multiply line 4 by line 3	5	1,049,448.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,517.
7 Add lines 5 and 6	7	1,051,965.
8 Enter qualifying distributions from Part XII, line 4	8	565,456.

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.

THE RODGERS FAMILY FOUNDATION, INC

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C/O J. RUBENSTEIN, ESQ

13-6062852

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	5,034.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	5,034.
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	5,034.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,520.
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	17,520.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,486.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 12,486. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WISS & COMPANY, LLP Telephone no 908-782-7300 Located at 5 BARTLES CORNER ROAD, FLEMINGTON, NJ ZIP+4 08822			
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	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

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

N/A

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.

(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
LINDA RODGERS EMORY	PRESIDENT - P/T			
575 MADISON AVENUE				
NEW YORK, NY 100222585	4.00	0.	0.	0.
MARY RODGERS GUETTEL	VICE PRESIDENT - P/T			
575 MADISON AVENUE				
NEW YORK, NY 100222585	4.00	0.	0.	0.
JOSHUA S. RUBENSTEIN, ESQ	TREASURER - P/T			
575 MADISON AVENUE				
NEW YORK, NY 100222585	4.00	0.	0.	0.
JASMINE M. CAMPIRIDES HANIF, ESQ	SECRETARY - P/T			
575 MADISON AVENUE				
NEW YORK, NY 100222585	4.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. 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 THE FOUNDATION DOES NOT MAINTAIN A PROGRAM OF CHARITABLE ACTIVITIES AS DEFINED IN THE INSTRUCTIONS FOR FORM 990-PF. THE FOUNDATION DOES INCUR NOMINAL EXPENSES TO AID DONEES IN CARRYING OUT CHARITABLE ACTIVITIES.	0.
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 THE FOUNDATION DOES NOT MAINTAIN ANY PROGRAM-RELATED INVESTMENTS.	0.
2	
All other program-related investments See 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	7,600,181.
b	Average of monthly cash balances	1b	898,101.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,498,282.
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	8,498,282.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,474.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,370,808.
6	Minimum investment return. Enter 5% of line 5	6	418,540.

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	418,540.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,034.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,034.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	413,506.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	413,506.
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	413,506.

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	565,456.
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	565,456.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	565,456.

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.

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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				413,506.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	244,292.			
b From 2008	819,619.			
c From 2009	1,715,122.			
d From 2010	572,751.			
e From 2011	301,447.			
f Total of lines 3a through e	3,653,231.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 565,456.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				413,506.
e Remaining amount distributed out of corpus	151,950.			
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	3,805,181.			
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 instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	244,292.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,560,889.			
10 Analysis of line 9:				
a Excess from 2008	819,619.			
b Excess from 2009	1,715,122.			
c Excess from 2010	572,751.			
d Excess from 2011	301,447.			
e Excess from 2012	151,950.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(I)(3) or ☐ 4942(I)(5)

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

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	PUBLIC	SEE STATEMENT	525,000.
Total			3a	525,000.
b Approved for future payment				
NONE				
Total			3b	0.

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

TO AID DONEE ORGANIZATIONS TO CARRY OUT THEIR EXEMPT ACTIVITIES.

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	20,296.		
4 Dividends and interest from securities			14	193,459.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	113,114.		
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.		326,869.		0.
13 Total. Add line 12, columns (b), (d), and (e)						326,869.

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

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

[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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>[Signature]</i>		Date <i>3/7/13</i>		Title <i>Treasurer</i>	
Paid Preparer Use Only	Print/Type preparer's name FRANK BENICK		Preparer's signature <i>[Signature]</i>		Date <i>2/25/13</i>	
	Check <input type="checkbox"/> if self-employed		PTIN P00613273		Firm's name ▶ WISS & COMPANY, LLP	
Firm's address ▶ 5 BARTLES CORNER ROAD FLEMINGTON, NJ 08822					Firm's EIN ▶ 22-1732349	
Phone no 908-782-7300						

Form **990-PF** (2012)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CITIBANK - MONEY MARKET	76.
CITIGROUP - CORP BONDS	20,094.
CITIGROUP - US TREASURY	126.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20,296.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITIGROUP - MDA	757.	0.	757.
CITIGROUP - STOCK	192,702.	0.	192,702.
TOTAL TO FM 990-PF, PART I, LN 4	193,459.	0.	193,459.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,150.	2,787.	0.	8,363.
TO FM 990-PF, PG 1, LN 16A	11,150.	2,787.	0.	8,363.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,861.	6,431.	0.	6,430.
TO FORM 990-PF, PG 1, LN 16B	12,861.	6,431.	0.	6,430.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	50,826.	25,413.	0.	25,413.
CUSTODIAL FEES	6,743.	6,743.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	57,569.	32,156.	0.	25,413.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID & FEES	5,876.	5,876.	0.	0.
FEDERAL EXCISE TAXES	27,920.	27,920.	0.	0.
TO FORM 990-PF, PG 1, LN 18	33,796.	33,796.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	250.	0.	0.	250.
TO FORM 990-PF, PG 1, LN 23	250.	0.	0.	250.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILL	X		499,633.	499,980.
TOTAL U.S. GOVERNMENT OBLIGATIONS			499,633.	499,980.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			499,633.	499,980.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	5,468,729.	6,513,965.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,468,729.	6,513,965.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	199,560.	214,421.
TOTAL TO FORM 990-PF, PART II, LINE 10C	199,560.	214,421.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	215,891.	286,770.
TOTAL TO FORM 990-PF, PART II, LINE 13		215,891.	286,770.

Rodgers Family Foundation, Inc
Security Transactions
Year Ended December 31, 2012

<u>Security Name</u>	<u>#Shs/\$Val</u>	<u>Date Acq</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>	<u>L/T-S/T</u>
Pepsico Inc Com.	1,000	6/16/92	2/13/12	64,005.77	16,671.93	47,333.84	L-T
Whirlpool Corp. 8% 5/1/12	\$50M	5/1/09	5/1/12	50,000.00	50,937.50	(937.50)	L-T
Adobe Systems, Inc.	1,000	4/12/04	5/8/12	31,999.28	20,645.00	11,354.28	L-T
Anheuser Busch Inbev Spons	500	4/25/11	5/8/12	36,346.08	30,879.00	5,467.08	L-T
Comcast Corp.	948.500	7/25/00	5/8/12	27,710.00	22,961.60	4,748.40	L-T
Comcast Corp.	51.500	2/1/01	5/8/12	1,504.54	1,474.19	30.35	L-T
E I Du Pont De Nemours & Co.	1,000	11/28/05	5/8/12	51,971.83	42,945.30	9,026.53	L-T
Freeport McMoran Copper & Gold	1,000	10/29/08	5/8/12	34,912.21	15,085.00	19,827.21	L-T
Hartford Finl Svcs Group Inc.	500	10/7/08	5/8/12	9,680.28	15,866.00	(6,185.72)	L-T
Hartford Finl Svcs Group Inc.	1,000	12/5/08	5/8/12	19,360.57	10,082.00	9,278.57	L-T
Hartford Finl Svcs Group Inc.	500	3/12/09	5/8/12	9,680.28	3,068.00	6,612.28	L-T
Whirlpool Corp.	1,000	2/3/11	5/8/12	60,137.45	85,526.00	(25,388.55)	L-T
Unilever NV NY Shs	1,000	7/26/06	5/16/12	32,559.27	23,330.00	9,229.27	L-T
Adobe Systems, Inc.	1,000	4/12/04	6/1/12	29,839.93	20,645.00	9,194.93	L-T
Walt Disney Co.	1,000	11/28/01	6/1/12	44,390.00	20,370.74	24,019.26	L-T
Honeywell Intl Inc.	500	11/17/03	6/1/12	26,965.29	15,205.00	11,760.29	L-T
Metlife, Inc.	1,500	1/26/11	6/1/12	41,774.06	70,239.00	(28,464.94)	L-T
AT&T 6.70% 11/15/13	\$100M	12/1/08	6/29/12	108,083.86	101,167.00	6,916.86	L-T
US Treasury Bill Due 7/12/12	\$500M	1/9/12	7/12/12	499,873.61	499,873.61	-	S-T
Eli Lilly & Co.	1,000	3/18/09	8/10/12	43,382.02	32,109.30	11,272.72	L-T
Whirlpool Corp	500	2/3/11	10/29/12	48,543.31	42,763.00	5,780.31	L-T
Whirlpool Corp	500	2/11/11	10/29/12	48,543.31	42,977.00	5,566.31	L-T
Weyerhaeuser Co	1,000	4/6/05	10/29/12	27,633.18	34,638.27	(7,005.09)	L-T
Whirlpool Corp	500	4/1/11	11/27/12	50,238.92	43,479.00	6,759.92	L-T
Whirlpool Corp	500	1/9/12	11/27/12	50,238.92	25,649.70	24,589.22	S-T
Hartford Finl Svcs Group Inc.	2,000	7/29/09	11/27/12	42,419.25	30,658.40	11,760.85	L-T
Hartford Finl Svcs Group Inc.	1,000	8/12/09	11/27/12	21,209.62	19,449.90	1,759.72	L-T
Hartford Finl Svcs Group Inc.	1,000	1/9/12	11/27/12	21,209.62	17,968.00	3,241.62	S-T
Intel Corp	2,000	4/28/04	11/27/12	40,184.49	54,980.00	(14,795.51)	L-T
The India Fund Inc	1,700	4/13/07	11/27/12	37,349.86	63,144.30	(25,794.44)	L-T
The India Fund Inc	1,300	8/7/07	11/27/12	28,561.66	52,405.41	(23,843.75)	L-T

Sub-Total

1,640,308.47	1,527,194.15	113,114.32
	S/T	27,830.84
	L/T	85,283.48
		113,114.32

RODGERS FAMILY FOUNDATION, INC
CONTRIBUTIONS PAID
YEAR ENDED DECEMBER 31, 2012

American Museum of Natural History 15 West 77th Street New York, NY 10132-0013	MRG	\$ 500 00
City Parks Foundation 830 Fifth Avenue New York, NY 10065-7001	Annual Pledge	200,000 00
Death with Dignity National Center 520 SW 6th Avenue, Suite 1220 Portland, OR 97204-1510	MRG	500.00
Doctors Without Borders P O Box 5030 Hagerstown, MD 21741-5030	MRG	1,000 00
East End Hospice Inc P O Box 1048 Westhampton Beach, NY 11978	MRG	500 00
GMHC 446 West 33rd Street New York, NY 10001	MRG	750 00
Group for the East End P O Box 1792 Southhold, NY 11971	MRG	500 00
Lincoln Center Theater 150 West 65th Street New York, NY 10023	MRG	50,000 00
Manhattan Theatre Club 311 West 43rd Street, 8th Floor New York, NY 10109-1474	MRG	1,000 00
Mint Theater Company 311 West 43rd Street, Suite 307 New York, NY 10036	MRG	500 00
National Wildlife Federation P O Box 1691 Merrifield, VA 22116-1691	MRG	100 00
New York Public Library Fifth Avenue and 42nd Street, Room 73 New York, NY 10018	MRG	1,500 00
New York Restoration Project 254 W 31st Street, Floor 10 New York, NY 10001-2813	MRG	500 00

RODGERS FAMILY FOUNDATION, INC
CONTRIBUTIONS PAID
YEAR ENDED DECEMBER 31, 2012

Planned Parenthood Federation of America P O Box 96735 Washington,DC 20077-7525	MRG	1,000 00
Quogue Wildlife Refuge P O Box 492 Quogue,NY 11959	MRG	100.00
Rippowam Cisqua School P.O Box 488 Bedford,NY 10506-9989	MRG	2,000 00
Southampton Animal Shelter Foundation 102 Old Riverhead Road Hampton Bays,NY 11946	MRG	100 00
The Acting Company P O Box 898 New York,NY 10108-0898	MRG	750 00
The Cathedral Church of St John the Devine 1047 Amsterdam Avenue New York,NY 10025	MRG	2,500 00
The Dramatists Guild of America 1501 Broadway, Suite 701 New York,NY 10036	MRG	200 00
The Jewish Museum 1109 Fifth Avenue New York,NY 10128	Annual Pledge	200,000 00
The Juilliard School 60 Lincoln Center New York,NY 10023-6588	MRG	60,000 00
The York Theatre Company 619 Lexington Avenue New York,NY 10022	MRG	1,000 00
Total Contributions		<u>\$ 525,000 00</u>

THE RODGERS FAMILY FOUNDATION, INC
ATTACHMENT TO FORM 990-PF 2012
EIN# 13-6062852

The financial statements, prepared on the cash basis of accounting, were not audited or reviewed by us and, accordingly, we do not express an opinion or any other form of assurance on them. The statements were prepared as prescribed by the Internal Revenue Service and do not include all disclosures, including commitments, required for a fair presentation of the assets, liabilities, revenues and expenses.

SECTION 100.5 CERTIFICATION TO ACCOMPANY REPORTS SUBMITTED ON FORMS
OTHER THAN OFFICIAL ATTORNEY GENERAL REPORT FORMS.

The following certification shall accompanying reports submitted on forms other than official Attorney General report forms:

State of New York)
County of New York)
SS.:
County of New York)

We swear under oath that the following documents attached hereto:


1. I.R.S. Form 990-PF and related attachments

all of which comprise the December 31, 2012 periodic report for The Rodgers Family Foundation, Inc., have been examined by us and to the best of our knowledge and belief the contents thereof are true, correct and complete.

Jasmine Moten Secretary
Name Title

Josh S. Ruben Treasurer
Name Title

Sworn to before me this day of 7, march, 2013


Notary Public

ALEXANDRA B. COPELL
Notary Public, State of New York
No. 02C06223444
Qualified in New York County
Commission Expires June 14, 2014

RODGERS FAMILY FOUNDATION, INC
SCHEDULE OF SECURITIES
DECEMBER 31, 2012

DATE ACQUIRED	SECURITY NAME	INV BEG #SHS	INVT \$VALUE	COST OR \$ VALUE	PURCHASES SHS	SALES SHS	SALES PROCEEDS	DATE SOLD	GAIN OR LOSS	INVT \$VALUE	COST	MARKET VALUE
06/16/92	PEPSICO INC	1,000	16,671.93	\$		1,000	\$ 64,005.77	02/13/12	\$ 47,333.84	1,000	\$	68,430.00
11/17/93	PEPSICO INC	1,000	18,812.27							2,400	20,427.56	50,376.00
12/29/94	GENERAL ELECTRIC CO	2,400	20,427.56									
07/25/00	COMCAST CORP	948.500	22,961.60			948.500	27,710.00	05/08/12	4,748.40			
02/01/01	COMCAST CORP	1,500	42,937.50			51.500	1,504.54	05/08/12	30.35	1,448.500	41,463.31	54,115.96
02/12/01	MICROSOFT CORP	2,500	80,937.50							2,500	80,937.50	66,774.25
11/28/01	WALT DISNEY CO COM	1,000	20,370.74			1,000	44,390.00	06/01/12	24,019.26			
11/29/01	MICROSOFT CORP	1,000	32,220.00							1,000	32,220.00	26,709.70
11/30/01	WALT DISNEY CO COM	1,000	20,170.74							1,000	20,170.74	49,790.00
02/05/02	GENERAL ELECTRIC CO	500	18,425.00							500	18,425.00	10,495.00
02/05/02	MICROSOFT CORP	400	12,674.00							400	12,674.00	10,683.88
02/12/02	GENERAL ELECTRIC CO	1,500	56,010.00							1,500	56,010.00	31,485.00
03/06/02	PEPSICO INC	1,000	50,960.00							1,000	50,960.00	68,430.00
08/19/02	MEDTRONIC INC	500	20,230.00							500	20,230.00	20,510.00
08/27/02	MICROSOFT CORP	600	15,849.00							600	15,849.00	16,025.82
10/04/02	KELLOGG CO	1,000	34,570.00							1,000	34,570.00	55,850.00
11/22/02	COMCAST CORP CL A	1,051.500	18,334.45							1,051.500	18,334.45	39,284.04
12/11/02	NEWMONT MINING CORP	1,000	28,040.00							1,000	28,040.00	46,440.00
02/28/03	GENERAL ELECTRIC CO	1,000	23,320.00							1,000	23,320.00	20,990.00
05/11/03	PFIZER INC	2,000	61,940.00							2,000	61,940.00	50,158.60
06/20/03	PFIZER INC	1,000	35,900.00							1,000	35,900.00	25,079.30
07/11/03	CISCO SYS INC	2,000	35,460.00							2,000	35,460.00	39,298.80
07/23/03	CISCO SYS INC	1,000	18,050.00							1,000	18,050.00	19,649.40
07/23/03	KELLOGG CO	500	17,135.00							500	17,135.00	27,925.00
07/23/03	MICROSOFT CORP	1,000	27,144.00							1,000	27,144.00	26,709.70
07/23/03	PEPSICO INC	500	23,675.00							500	23,675.00	34,215.00
10/03/03	PEPSICO INC	500	23,770.00							500	23,770.00	34,215.00
10/09/03	UNITED TECHNOLOGIES CORP	1,000	41,315.00							1,000	41,315.00	82,010.00
10/28/03	PFIZER INC	1,000	30,990.00							1,000	30,990.00	25,079.30
10/28/03	UNITED TECHNOLOGIES CORP	1,000	42,000.00							1,000	42,000.00	82,010.00
11/17/03	HONEYWELL INTL INC	500	15,205.00		500		26,965.29	06/01/12	11,760.29			
11/24/03	GENERAL ELECTRIC CO	2,000	59,000.00							2,000	59,000.00	41,980.00
11/28/03	MICROSOFT CORP	2,000	51,180.00							2,000	51,180.00	53,419.40
12/05/03	MICROSOFT CORP	2,000	52,131.00							2,000	52,131.00	53,419.40
01/12/04	COMCAST CORP CL A	1,500	34,135.00							1,500	34,135.00	56,040.00
01/22/04	KELLOGG CO	500	18,825.00							500	18,825.00	27,925.00
03/16/04	MEDTRONIC INC	500	25,150.00							500	25,150.00	20,510.00
04/12/04	ADOBE SYSTEMS INC	2,000	41,290.00									
						1,000	31,999.28	05/08/12	11,354.28			
04/12/04	HONEYWELL INTL INC	1,000	34,918.00			1,000	29,839.93	06/01/12	9,194.93			
04/12/04	MEDTRONIC INC	1,000	48,330.00							1,000	48,330.00	63,470.00
04/28/04	CISCO SYS INC	2,000	46,380.00							1,000	46,380.00	41,020.00
04/28/04	INTEL CORP	3,000	82,470.00							2,000	27,490.00	39,298.80
05/12/04	CISCO SYS INC	1,000	22,090.00		2,000		40,184.49	11/27/12	(14,795.51)	1,000	22,090.00	20,620.00
05/14/04	INTEL CORP	500	13,595.00							500	13,595.00	19,649.40
07/28/04	INTEL CORP	1,000	23,420.00							1,000	23,420.00	10,310.00
08/18/04	CISCO SYS INC	1,000	18,990.00							1,000	18,990.00	20,620.00
08/18/04	WALT DISNEY CO COM	2,000	43,821.47							2,000	43,821.47	19,649.40
08/18/04	INTEL CORP	2,000	43,980.00							2,000	43,980.00	99,580.00
09/02/04	TEXAS INSTRUMENTS INC	1,000	20,130.00							1,000	20,130.00	41,240.00
11/11/04	INTEL CORP	1,000	23,055.00							1,000	23,055.00	30,890.00
11/11/04	TEXAS INSTRUMENTS INC	1,000	24,110.00							1,000	24,110.00	20,620.00
12/06/04	CISCO SYS INC	1,000	19,480.00							1,000	19,480.00	30,890.00
BALANCE	FORWARD		1,672,986.76				266,599.30		93,645.84		1,500,033.30	1,813,540.55

RODGERS FAMILY FOUNDATION, INC
SCHEDULE OF SECURITIES
DECEMBER 31, 2012

DATE ACQUIRED	SECURITY NAME	#SHS\$ VALUE	COST OR \$ VALUE	PURCHASES #SHS\$ VALUE	PURCHASES COST	SALES #SHS\$ VALUE	SALES PROCEEDS	DATE SOLD	GAIN OR LOSS	INV END #SHS\$ VALUE	COST	MARKET VALUE
12/23/04	INTEL CORP	1,000	23,440.00							1,000	23,440.00	20,620.00
02/15/05	PROCTER & GAMBLE CO	1,500	80,325.00							1,500	80,325.00	101,835.00
02/25/05	NESTLE SA SPONSORED ADR	1,000	27,620.00							1,000	27,620.00	65,170.00
02/25/05	PROCTER & GAMBLE CO	500	26,950.00							500	26,950.00	33,945.00
04/06/05	WEYERHAEUSER CO	3,544	122,758.03			1,000	27,633.18	10/29/12	(7,005.09)	2,544	88,119.76	70,774.08
04/07/05	PROCTER & GAMBLE CO	1,000	54,870.00							1,000	54,870.00	67,890.00
08/03/05	CHEVRON CORP	400	23,972.00							400	23,972.00	43,256.00
09/15/05	JOHNSON & JOHNSON	500	32,198.75							500	32,198.75	35,050.00
09/20/05	NESTLE SA SPONSORED ADR	1,250	36,400.00							1,250	36,400.00	81,462.50
11/23/05	GENERAL ELECTRIC CO	1,000	35,790.00							1,000	35,790.00	20,990.00
11/28/05	DUPONT E I DE NEMOURS & CO	3,000	128,835.90			1,000	51,971.83	05/08/12	9,026.53	2,000	85,890.60	89,957.00
03/28/06	DU PONT E I DE NEMOURS & CO	1,000	43,350.00							1,000	43,350.00	44,978.50
04/24/06	PFIZER INC	1,000	24,830.00							1,000	24,830.00	25,079.30
06/02/06	NEXTERRA ENERGY INC	1,000	40,778.70							1,000	40,778.70	69,190.00
06/02/06	NESTLE SA SPONSORED ADR	1,250	37,925.00							1,250	37,925.00	81,462.50
06/27/06	HESS CORP	1,000	47,959.00							1,000	47,959.00	52,960.00
06/27/06	JOHNSON & JOHNSON	1,000	59,768.00							1,000	59,768.00	70,100.00
07/26/06	WEYERHAEUSER CO	1,022	30,440.00							1,022	30,440.00	28,432.04
07/26/06	NEXTERRA ENERGY INC	1,000	43,230.00							1,000	43,230.00	69,190.00
07/26/06	PFIZER INC	1,000	25,240.00							1,000	25,240.00	25,079.30
07/26/06	UNILEVER NV NY SHS	3,000	69,990.00			1,000	32,559.27	05/16/12	9,229.27	2,000	46,660.00	76,600.00
09/12/06	UNILEVER NV NY SHS	2,000	47,660.00							2,000	47,660.00	76,600.00
12/04/06	PFIZER INC	1,000	24,440.00							1,000	24,440.00	25,079.30
01/21/07	FEDEX CORP	500	59,609.00							500	59,609.00	45,860.00
03/01/07	GENERAL ELECTRIC CORP	1,000	34,990.00							1,000	34,990.00	20,990.00
03/01/07	MEDTRONIC INC	1,000	50,701.00							1,000	50,701.00	41,020.00
03/27/07	CHEVRON CORP	500	37,155.00							500	37,155.00	54,070.00
03/27/07	HESS CORP	1,000	56,997.00							1,000	56,997.00	52,960.00
03/27/07	NOVARTIS AG SPONS ADR	1,000	56,660.00							1,000	56,660.00	63,300.00
04/05/07	SIEMENS AG SPONS ADR	100	11,173.67							100	11,173.67	10,947.00
04/13/07	SIEMENS AG SPONS ADR	300	34,848.00							300	34,848.00	32,841.00
04/13/07	WEYERHAEUSER CO	566	21,057.54							566	21,057.54	15,746.12
04/13/07	INDIA FD INC	1,700	63,144.30			1,700	37,349.86	11/27/12	(25,794.44)	1,000	56,422.00	63,300.00
04/13/07	NOVARTIS AG SPONS ADR	1,000	56,422.00							1,000	56,422.00	63,300.00
08/07/07	INDIA FD INC	1,350	54,421.00			1,300	28,561.66	11/27/12	(23,843.75)	50	2,015.59	1,045.50
08/14/07	FEDEX CORP	300	32,465.01							300	32,465.01	27,516.00
08/14/07	PROCTER & GAMBLE COMPANY	500	31,875.00							500	31,875.00	33,945.00
08/14/07	SIEMENS AG SPONS ADR	500	61,286.00							500	61,286.00	54,735.00
09/04/07	FEDEX CORP	200	22,144.00							200	22,144.00	18,344.00
09/20/07	NEWMONT MINING CORP	1,000	47,893.00							1,000	47,893.00	46,440.00
02/26/08	FEDEX CORP	500	45,609.00							500	45,609.00	45,860.00
02/26/08	MEDTRONIC INC	1,000	50,082.00							1,000	50,082.00	41,020.00
03/25/08	GOOGLE INC	200	90,831.98							200	90,831.98	141,476.00
07/23/08	HONEYWELL INTL INC	2,000	104,936.00							2,000	104,936.00	126,940.00
10/07/08	HARTFORD FINL SVCS GROUP INC	500	15,866.00			500	9,680.28	05/08/12	(6,185.72)	1,000	15,085.00	34,200.00
10/29/08	FREEMPORT MCMORAN COPPER & GOLD	2,000	30,170.00			1,000	34,912.21	05/08/12	19,827.21	1,000	15,909.50	34,200.00
11/04/08	FREEMPORT MCMORAN COPPER & GOLD	1,000	15,909.50							1,000	61,588.60	70,100.00
11/04/08	JOHNSON & JOHNSON	1,000	61,588.60							1,000	51,879.00	69,298.60
11/04/08	SCHLUMBERGER LTD	1,000	51,879.00							1,000	51,879.00	69,298.60
BALANCE	FORWARD		3,961,470.74				489,267.59		68,899.85		3,541,103.00	4,235,395.29

RODGERS FAMILY FOUNDATION, INC
SCHEDULE OF SECURITIES
DECEMBER 31, 2012

DATE ACQUIRED	SECURITY NAME	INV BEG #SHS\$ VALUE	COST OR \$ VALUE	PURCHASES #SHS\$VALUE	PURCHASES COST	SALES #SHS\$VALUE	SALES PROCEEDS	DATE SOLD	GAIN OR LOSS	INV END #SHS\$VALUE	COST	MARKET VALUE
11/14/08	SCHLUMBERGER LTD	500	25,931.00							500	25,931.00	34,649.30
12/01/08	AT&T CORP 6.70% DUE 11/15/13	\$100M	101,167.00			\$100M	108,083.86	06/29/12	6,916.86			
12/05/08	HARTFORD FINL SVCS GROUP INC	1,000	10,082.00			1,000	19,360.57	05/08/12	9,278.57			
01/27/09	GOOGLE INC	100	33,299.30							100	33,299.30	70,738.00
02/11/09	SPDR GOLD TRUST GLD SHS	500	46,198.00							500	46,198.00	81,010.20
03/12/09	HARTFORD FINL SVCS GROUP INC	500	3,068.00			500	9,680.28	05/08/12	6,612.28			
03/12/09	INDIA FD INC	1,350	23,837.00							1,350	23,837.00	28,228.50
03/18/09	SPDR GOLD TRUST GLD SHS	500	45,984.00							500	45,984.00	81,010.20
03/18/09	ELI LILLY & CO	3,000	96,327.90			1,000	43,382.02	08/13/12	11,272.72	2,000	64,218.60	98,640.00
04/24/09	AMER EXPRESS CR CO 7.30% DUE 8/20/13	\$100M	100,060.00							\$100M	100,060.00	104,296.00
04/24/09	FEDEX CORP	500	28,253.00			\$50M	50,000.00	05/01/12	(937.50)	500	28,253.00	45,860.00
05/01/09	WHIRLPOOL CORP 8.00% DUE 5/01/12	\$50M	50,937.50									
07/24/09	ELI LILLY & CO	1,000	34,709.70							1,000	34,709.70	49,320.00
07/24/09	NOVARTIS AG ADR	1,000	44,177.50							1,000	44,177.50	63,300.00
07/29/09	HARTFORD FINL SVCS GROUP INC	2,000	30,658.40			2,000	42,419.25	11/27/12	11,760.85			
08/12/09	HARTFORD FINL SVCS GROUP INC	1,000	19,449.90			1,000	21,209.62	11/27/12	1,759.72			
02/19/10	PROCTER & GAMBLE CO	500	31,738.10							500	31,738.10	33,945.00
02/19/10	SCHLUMBERGER LTD	500	31,848.10							500	31,848.10	34,649.30
02/19/10	SIEMENS AG SPON ADR	300	26,568.96							300	26,568.96	32,841.00
03/17/10	CHEVRON CORP	1,000	74,727.50							1,000	74,727.50	108,140.00
08/17/10	ABB LTD SPONS ADR	2,000	39,437.40							2,000	39,437.40	41,580.00
08/17/10	INDIA FD INC	600	19,802.34							600	19,802.34	12,546.00
08/17/10	SCHLUMBERGER LTD	500	30,244.25							500	30,244.25	34,649.30
08/17/10	SIEMENS AG SPON ADR	200	19,602.40							200	19,602.40	21,894.00
09/24/10	ADOBE SYSTEMS INC	1,000	26,699.10							1,000	26,699.10	37,680.00
09/24/10	WEYERHAEUSER CO	3,868	30,931.36							3,868	30,931.36	107,607.76
11/16/10	UNILEVER NV NY SHS	1,000	29,778.00							1,000	29,778.00	38,300.00
12/03/10	ILLINOIS TOOL WORKS INC	3,000	151,134.00							3,000	151,134.00	182,430.00
12/30/10	MICROSOFT CORP (D)	500	12,935.00							500	12,935.00	13,354.85
12/30/10	INTEL CORP (D)	500	12,370.00							500	12,370.00	10,310.00
12/30/10	GENERAL ELECTRIC CO (D)	600	17,676.00							600	17,676.00	12,594.00
12/30/10	CHEVRON CORP (D)	100	6,431.00							100	6,431.00	10,814.00
12/30/10	PROCTER & GAMBLE CO (D)	100	5,698.00							100	5,698.00	6,789.00
01/26/11	METLIFE INC	2,500	117,065.00			1,500	41,774.06	06/01/12	(28,464.94)	1,000	46,826.00	32,940.00
02/03/11	WHIRLPOOL CORP	1,500	128,289.00			1,000	60,137.45	05/08/12	(25,388.55)			
						500	48,543.31	10/29/12	5,780.31			
						500	48,543.31	10/29/12	5,566.31			
02/11/11	WHIRLPOOL CORP	500	42,977.00							500	23,974.00	16,470.00
02/11/11	METLIFE INC	500	23,974.00							2,500	73,724.00	84,275.00
03/28/11	AT&T INC	2,500	73,724.00									
04/01/11	WHIRLPOOL CORP	500	43,479.00									
04/25/11	ANHEUSER-BUSCH INBEV SPONS ADR	1,500	92,637.00			500	50,238.92	11/27/12	6,759.92	1,000	61,758.00	87,410.00
04/26/11	ANHEUSER-BUSCH INBEV SPONS ADR	500	31,273.00			500	36,346.08	05/08/12	5,467.08	500	31,273.00	43,705.00
06/06/11	PLAINS EXPLORATION 6.625% 5/1/21	\$100M	99,500.00							\$100M	99,500.00	110,125.00
06/21/11	ANHEUSER-BUSCH INBEV SPONS ADR	500	28,859.00							500	28,859.00	43,705.00
06/21/11	BLACKSTONE GROUP LP UT REPSTG LTD PTSP	5,000	82,890.00							5,000	82,890.00	77,950.00
06/21/11	ING-CLARION GLOBAL REAL ESTATE INCOME F	7,000	57,527.40							7,000	57,527.40	62,020.00
BALANCE	FORWARD		6,045,426.85		-		1,068,986.32		85,283.48		5,061,724.01	6,191,171.70

RODGERS FAMILY FOUNDATION, INC
SCHEDULE OF SECURITIES
DECEMBER 31, 2012

DATE ACQUIRED	SECURITY NAME	INVT BEG	COST OR \$ VALUE	PURCHASES #SHS/\$ VALUE	PURCHASES COST	SALES #SHS/\$ VALUE	SALES PROCEEDS	DATE SOLD	GAIN OR LOSS	INVT END	COST	MARKET VALUE
06/21/11	METLIFE INC	500	20,810.00								20,810.00	16,470.00
06/22/11	3M COMPANY	1,000	93,654.70								93,654.70	92,850.00
07/21/11	BLACKSTONE GROUP LP UT REPSTG LTD PTSP	2,000	33,596.00								33,596.00	31,180.00
01/09/12	US TREASURY BILLS DUE 7/12/12			\$500M	499,873.61	\$500M	499,873.61	07/12/12				
01/09/12	ADOBE SYSTEMS INC	1,000		1,000	28,677.20					1,000	28,677.20	37,680.00
01/09/12	WHIRLPOOL CORPORATION COM	500		500	25,649.70	500	50,238.92	11/27/12	24,589.22	1,000		
01/09/12	INDIA FD INC	1,000		1,000	20,526.30					1,000	20,526.30	20,910.00
01/09/12	HARTFORD FINL SVCS GROUP INC	1,000		1,000	17,968.00							
01/09/12	AMGEN INC COM	1,000		1,000	67,238.00	1,000	21,209.62	11/27/12	3,241.62			
01/09/12	AT&T INC	500		500	15,098.00					1,000	67,238.00	86,200.00
01/09/12	ABB LTD SPONS ADR	1,000		1,000	20,219.90					500	15,098.00	16,855.00
02/14/12	APACHE CORP	1,000		1,000	107,186.50					1,000	20,219.90	20,790.00
02/21/12	EMERSON ELECTRIC COM	2,000		2,000	104,011.40					1,000	107,186.50	78,500.00
02/24/12	TEXAS INSTRUMENTS COM	1,000		1,000	33,298.00					2,000	104,011.40	105,920.00
08/10/12	BLACKSTONE GROUP LP UT REPSTG LTD PTSP	3,000		3,000	41,096.10					1,000	33,298.00	30,890.00
08/10/12	CONOCOPHILLIPS	2,000		2,000	113,952.00					3,000	41,096.10	46,770.00
08/10/12	FREEMONT MCMORAN COPPER & GOLD	1,000		1,000	36,398.30					2,000	113,952.00	115,980.00
08/10/12	METLIFE INC	1,000		1,000	34,906.90					1,000	36,398.30	34,200.00
08/13/12	US TREASURY BILLS DUE 2/14/13	\$500M		\$500M	499,633.00					1,000	34,906.90	32,940.00
10/29/12	KELLOGG CO	1,000		1,000	51,786.80					\$500M	499,633.00	499,980.00
	TOTAL		\$ 6,193,487.55		\$ 1,717,519.71		\$ 1,640,308.47		\$ 113,114.32		\$ 6,383,813.11	\$ 7,515,136.70