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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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

ANDERSON-ROGERS FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

327 WEST 19TH STREET

City or town, state, and ZIP code

NEW YORK, NY 10011

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization:

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

► \$ 8,751,414. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		19,016.	19,016.		STATEMENT 1
4 Dividends and interest from securities		303,399.	303,399.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		193,492.			
b Gross sales price for all assets on line 6a		917,739.			
7 Capital gain net income (from Part IV, line 2)			193,492.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
10a					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,975.	2,975.		STATEMENT 3
12 Total Add lines 1 through 11		518,882.	518,882.		
13 Compensation of officers, directors, trustees, etc		22,500.	0.		0.
14 Other employee salaries and wages		16,000.	0.		0.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	4,600.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 5	8,516.	0.		0.
19 Depreciation and depletion		317.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		112.	0.		0.
22 Printing and publications					
23 Other expenses	STMT 6	4,637.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		56,682.	0.		0.
25 Contributions, gifts, grants paid		388,500.			388,500.
26 Total expenses and disbursements. Add lines 24 and 25		445,182.	0.		388,500.
27 Subtract line 26 from line 12:		73,700.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			518,882.		
c Adjusted net income (if negative, enter -0-)				N/A	

APR 11 2013

REVENUE
SCANNER

Operating and Administrative Expenses

E2-615
APR 05 2013
IRS-OSC

6/4

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		505,674.	365,083.
	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			
	7	Other notes and loans receivable ►			
		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	STMT 7		
	b	Investments - corporate stock		7,710,321.	8,385,884.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ►	3,477.		
		Less accumulated depreciation	STMT 8 ►	3,030.	764.
	15	Other assets (describe ►)			447.
	16	Total assets (to be completed by all filers)		8,216,759.	8,751,414.
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			
	22	Other liabilities (describe ►)	STATEMENT 9	1,865.	6,650.
	23	Total liabilities (add lines 17 through 22)		1,865.	6,650.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		8,214,894.	8,744,764.
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	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		8,214,894.	8,744,764.
	31	Total liabilities and net assets/fund balances		8,216,759.	8,751,414.

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	8,214,894.
2	Enter amount from Part I, line 27a	2	73,700.
3	Other increases not included in line 2 (itemize) ► FAIR MARKET VALUE ADJUSTMENTS	3	456,170.
4	Add lines 1, 2, and 3	4	8,744,764.
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	8,744,764.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	917,739.	724,247.		193,492.
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) 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		
a				
b				
c				
d				
e				193,492.
2 Capital gain net income or (net capital loss)	3 If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	193,492.
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). If (loss), enter -0- in Part I, line 8			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	324,150.	6,165,098.	.052578
2010	384,035.	4,050,613.	.094809
2009	247,087.	3,264,222.	.075696
2008	268,591.	4,089,709.	.065675
2007	238,550.	4,800,852.	.049689

2 Total of line 1, column (d)

2 .338447

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 .067689

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 8,464,151.

5 Multiply line 4 by line 3

5 572,930.

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

6 5,189.

7 Add lines 5 and 6

7 578,119.

8 Enter qualifying distributions from Part XII, line 4

8 388,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 4,880.

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 4,880.8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached8 3.9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**9 5,501.10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**10 11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►Refunded 11

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No 1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X*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.*1c X

c Did the foundation file Form 1120-POL for this year?

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?

2 X*If "Yes," attach a detailed description of the activities.*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 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X*If "Yes," attach the statement required by General Instruction T.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 X*If "Yes," complete Part II, col. (c), and Part XV.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b NYb 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*9 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*10 X10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

STMT 10

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► FDNCENTER.ORG/GANTMAKER/ARFDN/		
14	The books are in care of ► SARAH A POPE	Telephone no. ► 212-989-9331
	Located at ► 327 W 19TH ST, NY, NY	ZIP+4 ► 10011
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	Yes	No
	X	
See the 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)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	<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)?	
► 1b X		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)	
► 2b N/A		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	
► _____, _____, _____, _____		
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.)	
► 3b N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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		

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)?

Organizations relying on a current notice regarding disaster assistance check here N/Ac 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? 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?

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

5b

N/A

 Yes No

6b X

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SARAH ANDERSON POPE 327 WEST NINETEENTH ST NEW YORK, NY 10011	PRES, TREASURER 5.00	22,500.	0.	0.
PORTER W. ANDERSON, JR. PO BOX 378492 KEY LARGO, FL 33037	DIRECTOR, VP, SECY 1.00	0.	0.	0.
CHARLES H. ROGERS 509 MONPONSETT ST HALIFAX, MA 02338	DIRECTOR 1.00	0.	0.	0.
JULIETTE POPE 327 WEST NINETEENTH ST NEW YORK, NY 10011	DIRECTOR 1.00	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 OVER \$50,000	0.00	0.	0.	0.

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 OVER \$50,000		0.

Total number of others receiving over \$50,000 for professional services

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.

1	N/A	
2		
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.

1	N/A	
2		
3		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3		► 0.

Form 990-PF (2012)

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12-05-12

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	8,228,029.
b Average of monthly cash balances	1b	365,018.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8,593,047.
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	8,593,047.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	128,896.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,464,151.
6 Minimum investment return. Enter 5% of line 5	6	423,208.

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	423,208.
2a Tax on investment income for 2012 from Part VI, line 5	2a	10,378.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	10,378.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	412,830.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	412,830.
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	412,830.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	388,500.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the:	3b	
a Suitability test (prior IRS approval required)	4	388,500.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	388,500.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				412,830.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	8,393.			
b From 2008	72,794.			
c From 2009	90,790.			
d From 2010	191,934.			
e From 2011	20,772.			
f Total of lines 3a through e	384,683.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 388,500.			0.	
a Applied to 2011, but not more than line 2a				
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				388,500.
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))	24,330.			24,330.
6 Enter the net total of each column as indicated below:	360,353.			
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 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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	360,353.			
10 Analysis of line 9:				
a Excess from 2008	56,857.			
b Excess from 2009	90,790.			
c Excess from 2010	191,934.			
d Excess from 2011	20,772.			
e Excess from 2012				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)**N/A**

1 a 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

4942(j)(3) or 4942(j)(5)

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
1 a 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 foundation 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).)

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SEE ATTACHED	NONE	501(C)(3)	SEE ATTACHED	388,500.
Total			► 3a	388,500.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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****19,016.****4 Dividends and interest from securities****303,399.****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****2,975.****8 Gain or (loss) from sales of assets other than inventory****193,492.****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. 0. 518,882.****13 Total. Add line 12, columns (b), (d), and (e)****13 518,882.**

(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).
4	ALL INCOME WAS FROM INVESTMENTS AND WILL BE USED AS FUNDS AVAILABLE
8	FOR GIFTING TO QUALIFIED ORGANIZATIONS.

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

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
- (2) Other assets

Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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 Declaration of Person and, to the best of my knowledge and belief, it is true, correct, and complete. Declaration of Person

3/26/13

tion of which preparer has any know
 **President**

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date		
	VIRGINIA GOYER	<i>Virginia Goyer CPA</i>	03/18/13		P00025462
	Firm's name ► MENGEL, METZGER, BARR & CO. LLP			Firm's EIN ► 16-1092347	
Firm's address ► 100 CHESTNUT STREET, SUITE 1200 ROCHESTER, NY 14604			Phone no. 585-423-1860		

ANDERSON-ROGERS FOUNDATION, INC.

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 10000 VERIZON COMMUNICATIONS			P	09/17/09	02/13/12
b 1000 AT&T INC			P	05/19/11	06/26/12
c 1000 JPM ALERIAN MLP			P	05/19/11	06/26/12
d 2000 AT&T			P	12/07/11	06/26/12
e 2000 JPM ALERIAN MLP			P	12/07/11	06/26/12
f 1000 TRANSOCEAN			P	12/07/11	06/26/12
g 5000 VERIZON COMMUNICATIONS			P	09/17/09	10/08/12
h DUKE ENERGY CASH IN LIEU			P	04/09/08	06/29/12
i 50000 ANGLOGOLD HLDGS			P	12/08/11	11/14/12
j					
k					
l					
m					
n					
o					

(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 379,983.		282,586.	97,397.
b 34,782.		31,740.	3,042.
c 36,038.		37,170.	-1,132.
d 69,563.		58,891.	10,672.
e 72,077.		75,941.	-3,864.
f 41,918.		46,148.	-4,230.
g 231,958.		141,293.	90,665.
h 23.		19.	4.
i 51,397.		50,459.	938.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			97,397.
b			3,042.
c			-1,132.
d			10,672.
e			-3,864.
f			-4,230.
g			90,665.
h			4.
i			938.
j			
k			
l			
m			
n			
o			

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	193,492.
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). If (loss), enter "-0-" in Part I, line 8		3	N/A

223591
05-01-12

2012 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	EQUIPMENT FROM 5MERGED CORPORATION	031502SL	5.00	16		1,600.			1,600.	1,573.		0.
	6COPY MACHINE	082407200DB5.00	17			650.			650.	613.		37.
	DELL COMPUTER	122410200DB5.00	17			1,227.			1,227.	527.		280.
	7EQUIPMENT * TOTAL 990-PF PG 1 DEPR					3,477.			3,477.	2,713.	0.	317.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

SOURCE	AMOUNT
MORGAN STANLEY NOMINEE 081044	19,016.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19,016.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY NOMINEE	303,399.	0.	303,399.
TOTAL TO FM 990-PF, PART I, LN 4	303,399.	0.	303,399.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JPM ALERIAN MLP MISC PYMT	2,975.	2,975.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,975.	2,975.	

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	4,600.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,600.	0.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	2,427.	0.		0.
990PF TAX	5,839.	0.		0.
NYS EPTL FEE	250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,516.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	361.	0.		0.
INSURANCE	895.	0.		0.
OFFICE SUPPLIES	186.	0.		0.
CONSULTANT	2,500.	0.		0.
DUES	695.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,637.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONGAN STANLEY NOMINEE	8,385,884.	8,385,884.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,385,884.	8,385,884.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT FROM MERGED CORPORATION	1,600.	1,573.	27.
COPY MACHINE	650.	650.	0.
DELL COMPUTER EQUIPMENT	1,227.	807.	420.
TOTAL TO FM 990-PF, PART II, LN 14	3,477.	3,030.	447.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,764.	6,549.
REIMBURSEMENT DUE OFFICER	101.	101.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,865.	6,650.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	10
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NAME OF CONTRIBUTOR	ADDRESS
PORTER W. ANDERSON, JR.	KEY LARGO, FL 33037

ANDERSON-ROGERS FOUNDATION GRANTS

22-3052390

2012

Date	Recipient	Purpose of Grant	Amount
1/25/12	Voices for Children Foundation, Inc. 1500 NW 12th Avenue, Suite 1117 Miami, FL 33136	Transitional services for abused, neglected, and abandoned children	5,000
2/4/12	Friends of the Bach Children's Chorus, Inc. 97 Azalea Road Rochester, NY 14620	Support music education	500
2/4/12	Reproductive Health Technologies Project 1020 19th Street NW Washington, DC 20036	To support projects promoting reproductive freedom and health	10,000
2/4/12	New York Foundation for the Arts 20 Jay Street, Suite 740 Brooklyn, NY 11201	To support an environmental photographic project--Picturing Grace: Florida at First Light	3,000
2/5/12	Reproductive Health Access Project P.O. Box 21191 New York, NY 10025	To support women's access to reproductive health services	10,000
2/26/12	Cats In Need of Human Care 6353 Greyson Way Riverside, CA 95206	Support animal rescue center	4,000
3/13/12	Pennsylvania Center for Adolescent Health 3461 Market Street, Suite 200 Camp Hill, PA 17011-4412	STD prevention Initiative for youth in Harrisburg and Dauphin County	10,000
3/15/12	JOBY 41 E. 11th Street, 3rd Floor New York, NY 10003	Support fostering of local environmental projects	10,000
3/19/12	Civil Liberties and Public Policy Program Hampshire College, 893 West Street Amherst, MA 01002-3359	CLPP's work toward abortion rights and reproductive justice	15,000
3/26/12	Caretta Research Project Savannah Science Museum, P.O. Box 9841 Savannah, GA 31412-9841	To support research, preservation and public education for loggerhead sea turtles	5,000

ANDERSON-ROGERS FOUNDATION GRANTS
2012

Date	Recipient	Purpose of Grant	Amount
3/26/12	Assateague Coastal Trust P.O. Box 731 Berlin, MD 21811	Preservation of Atlantic Coastal Bays watershed	2,000
4/8/12	Wildlife Alliance 909 Third Avenue, 5th Floor New York, NY 10022	To support the Care for Rescued Wildlife Program in Cambodia	15,000
4/8/12	American Littoral Society, N.E. Chapter 28 West 9th Road Broad Channel, NY 11693	To support environmental education, preservation of Jamaica Bay, and the 2012 New York State Beach Cleanup	15,000
4/8/12	Grow NYC 51 Chambers Street, Room 228 New York, NY 10007	Support of Learn It, Grow It, Eat It program in Bronx, NY	25,000
4/16/12	The New York Botanical Garden Bronx, NY 10458-5126	Support of Bronx Green-Up program	7,500
4/16/12	Americans United for Separation of Church and State 1301 K Street NW, Suite 850, East Tower Washington, DC 20005	General support of organization	5,000
4/23/12	Peconic Baykeeper 10 Old Country Road, P.O. Box 893 Quogue, NY 11959	To support environmental advocacy and education	5,000
4/23/12	Appalachian Energy and Environment Partnership Randall Technology Center, 1000 Vermillion St., Box C-485 Athens, WV 24712	Support program to coordinate watershed environmental groups in the region	5,000
4/24/12	Kreisel Hall Chamber Music School and Festival P.O. Box 648 Blue Hill, ME 04614	Support young artist scholarship assistance	2,000
4/24/12	Planned Parenthood Gulf Coast, Inc. 4600 Gulf Freeway Houston, TX 77023	Sexual and reproductive education and outreach in Louisiana	10,000

ANDERSON-ROGERS FOUNDATION GRANTS

2012

Date	Recipient	Purpose of Grant	Amount
5/1/12	Wild Bird Fund, Inc. 558 Columbus Avenue New York, NY 10024	Emergency care for wild birds and animals in New York City	10,000
5/2/12	Environment Council of Rhode Island Education Fund P.O. Box 40568 Providence, RI 02940	Project to compost restaurant waste and other environmental projects	5,000
5/12/12	Center for Biological Diversity P.O. Box 710 Tucson, AZ 85702-0710	To support environmental advocacy and education	20,000
5/24/12	Alley's House 4113 Junius Street Dallas, TX 75246	Support services, education, and mentoring for teen mothers in Dallas, TX.	3,000
5/25/12	Friends of Hudson River Park 311 West 43rd Street, Suite 300 New York, NY 10036	Support for park's operations and Environmental Education Program support	5,000
6/1/12	Fauna & Flora International 1720 N Street, NW Washington, DC 20036	To support environmental and animal preservation efforts	10,000
6/4/12	Association of Small Foundations 1720 N Street, NW Washington, DC 20036	To support association providing support services to small foundations	1,000
6/15/12	Gay Men's Health Crisis 446 West 33rd Street New York, NY 10001-2601	FINAL GRANT to support care and prevention programs for HIV-positive and high-risk women and their families.	2,000
6/20/12	National Resources Defense Council 40 West 20th Street New York, NY 10011	To support environmental advocacy	3,000
6/28/12	Planned Parenthood of Greater Washington and N Idaho 1117 Tieton Drive Yakima, WA 98902	To support a reproductive health program for Latina women in Yakima County, Washington.	5,000
6/29/12	The Watershed Project 1327 South 46th Street Richmond, CA 94804	FINAL GRANT to support the Riparian Lab and the Richmond Greenway Projects.	10,000
7/10/12	Seeking Common Ground P.O. Box 599 Canandaigua, NY 14424	To support the Harvest of the Month program in Monroe County, NY.	7,500

**ANDERSON-ROGERS FOUNDATION GRANTS
2012**

7/10/12	Planned Parenthood Arizona 5651 North 7th Street Phoenix, AZ 85014	To support training of health-care professionals to provide abortion services.	20,000
7/16/12	SeedTree 227 Cape Jellison Road Stockton Springs, ME 04981-4701	To support environmental restoration and education projects in Nepal and Peru.	5,000
7/17/12	Baden Street Settlement 585 Joseph Avenue Rochester, NY 14605	To support youth health and development programs of the Metro Council for Teen Potential in Rochester, NY.	10,000
7/17/12	Central Park Conservancy 14 East 60th Street New York, NY 10022	To support maintenance and improvements in Central Park, New York City.	2,000
7/23/12	Firebird Ensemble P.O. Box 400655 Cambridge, MA 02140	To support classical music performance.	500
7/30/12	Central Sierra Environmental Resource Center Box 396 Twain Harte, CA 95383	To support efforts to protect water and wildlife resources in the Central Sierra mountains.	15,000
8/8/12	Planned Parenthood of the Southern Finger Lakes 314 West State Street Ithaca, NY 14850	To support creation of three new health and education centers in the region.	15,000
8/13/12	Malisha Mapya International Ministries P.O. Box 92 Navajo, NM 87328	To support the New LifeLearning Center.	1,000
8/15/12	Jupiter Symphony Chamber Players 155 West 68th Street New York, NY 10023	To support chamber music performance.	5,000
8/28/12	Congregation of the Passion Province Development Office 660 Busse Highway Park Ridge, IL 60068	To support community projects in Randham Korattur, India.	5,000
9/3/12	Nursing Students for Choice 2300 Myrtle Street, Suite 120 St. Paul, MN 55114	To support reproductive health and abortion-care training.	7,500
9/17/12	East Coast Greenways Alliance 5315 Highgate Drive, Suite 105 Durham, NC 27713	To support completion of a greenway along the East Coast for walkers and cyclists.	10,000

ANDERSON-ROGERS FOUNDATION GRANTS
2012

9/25/12	Marine Biological Laboratory 7 MBL Street Woods Hole, MA 02543	To support the Sustainable Aquaculture Initiative in Haiti (final payment of 3-year \$30K grant).	10,000
9/26/12	Jupiter Symphony 155 West 68th Street New York, NY 10023	Special grant to support purchase of new piano.	2,000
11/6/12	New Paths In Music 30 East Knoll Rhinebeck, NY 12572	To support music by living composers.	1,000
11/6/12	Bargemusic Fulton Ferry Landing Brooklyn, NY 11201	To support chamber music performance.	3,000
11/6/12	Open Space Commission Town of Gardiner, NY P.O. Box 1 Gardiner, NY 12525	To support the Hess Family Farm preservation project.	5,000
11/9/12	New York Restoration Project 254 West 31st Street, 10th Floor New York, NY 10001	To support the cleaning and greening of NYC.	1,000
11/10/12	The American Red Cross 520 West 49th Street New York, NY 10019	To support Hurricane Sandy relief efforts.	1,000
11/19/12	Holy Agony Catholic Church 1834 Third Avenue New York, NY 10029	To support assistance programs for Harlem, NY families.	3,000
11/29/12	Emergency Medical Assistance, Inc. P.O. Box 33552 Palm Beach Gardens, FL 33420-3552	To support women's healthcare and reproductive rights for women in need.	5,000
12/1/12	Salvation Army Disaster Relief P.O. Box 1959 Atlanta, GA 30301	To support Hurricane Sandy relief efforts.	1,000
12/10/12	AHEAD Energy 252 Alexander Street Rochester, NY 14607-2515	To support sustainable energy systems for remote areas of Africa.	1,000
12/10/12	Winsor Music Inc. 312 Waltham Street Lexington, MA 02421	To support the Music Outreach Program.	1,000

**ANDERSON-ROGERS FOUNDATION GRANTS
2012**

12/10/12	Beacon Academy 477 Longwood Avenue Boston, MA 02215	To support program to prepare disadvantaged urban students for higher education.	1,000
12/10/12	First Star 1666 K Street NW, Suite 300 Washington, DC 20006	To support children's advocacy programs.	5,000
12/23/12	Freedom From Religion Foundation P.O. Box 750 Madison, WI 53701	To support promotion of separation of church and state.	5,000
12/24/12	Fessenden House 236 Warburton Avenue Yonkers, NY 10701-2226	To support home for men with substance abuse and mental health problems.	2,000
		TOTAL	388,500