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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE ROGERS FOUNDATION
P.O. BOX 8799
TYLER, TX 75711**A** Employer identification number
75-2143064**B** Telephone number (see the instructions)
903-561-4041**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name 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 (from Part II, column (c), line 16)
\$ 43,779,751.**J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

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

60,000.

2 ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

190.

190.

4 Dividends and interest from securities

1,045,361.

1,045,361.

5a Gross rents

b Net rental income or (loss)

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

1,248,203.

b Gross sales price for all assets on line 6a 11,046,975.

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

1,248,203.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

2,353,754.

2,293,754.

0.

13 Compensation of officers, directors, trustees, etc

60,000.

15,000.

45,000.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 1

1,500.

375.

1,125.

b Accounting fees (attach sch) See St 2

31,350.

7,838.

23,512.

c Other prof fees (attach sch) See St 3

191,165.

191,165.

17 Interest

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

57,624.

16,483.

19 Depreciation (attach sch) and depletion

20 Occupancy

13,620.

3,405.

10,215.

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

9,708.

2,428.

7,280.

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

364,967.

236,694.

87,132.

25 Contributions, gifts, grants paid Part XV

1,271,490.

1,271,490.

26 Total expenses and disbursements. Add lines 24 and 25

1,636,457.

236,694.

0.

1,358,622.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

717,297.

b Net investment income (if negative, enter -0-)

2,057,060.

c Adjusted net income (if negative, enter -0-)

0.

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ADMINISTRATIVE AND OPERATING EXPENSES

618 110

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	2,591,593.	4,259,307.	4,259,307.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable	60,000.	60,000.	60,000.
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	16,167.	15,026.	15,026.
	10a Investments – U.S. and state government obligations (attach schedule)	8,926,137.	7,928,470.	8,611,165.
	b Investments – corporate stock (attach schedule)	23,258,937.	23,603,604.	27,314,077.
	c Investments – corporate bonds (attach schedule)	3,357,296.	3,085,155.	3,331,197.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis	263,843.			
Less: accumulated depreciation (attach schedule)	See Stmt 6 74,880.	188,963.	188,963.	188,963.
15 Other assets (describe See Statement 7)	24,152.	16.	16.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	38,423,245.	39,140,541.	43,779,751.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)		1.	
	23 Total liabilities (add lines 17 through 22)	0.	1.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	38,423,245.	39,140,540.	
	30 Total net assets or fund balances (see instructions).	38,423,245.	39,140,540.	
	31 Total liabilities and net assets/fund balances (see instructions).	38,423,245.	39,140,541.	

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	38,423,245.
2 Enter amount from Part I, line 27a	2	717,297.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	39,140,542.
5 Decreases not included in line 2 (itemize) See Statement 8	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	39,140,540.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Schedule 4		P	Various	Various
b See Schedule 5		P	Various	Various
c See Schedule 6		P	Various	Various
d See Schedule 7		P	Various	Various
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 189,316.		225,982.	-36,666.
b 1,743,310.		1,732,228.	11,082.
c 496,946.		579,924.	-82,978.
d 8,617,403.		7,260,638.	1,356,765.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-36,666.
b			11,082.
c			-82,978.
d			1,356,765.
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	1,248,203.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,620,054.	42,092,566.	0.038488
2010	1,206,201.	39,684,945.	0.030394
2009	2,525,456.	35,633,767.	0.070873
2008	2,318,719.	42,862,104.	0.054097
2007	3,319,364.	49,103,613.	0.067599

2 Total of line 1, column (d)	2	0.261451
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052290
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	42,202,292.
5 Multiply line 4 by line 3	5	2,206,758.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,571.
7 Add lines 5 and 6	7	2,227,329.
8 Enter qualifying distributions from Part XII, line 4	8	1,358,622.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	41,141.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	41,141.
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	41,141.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	56,167.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	56,167.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,026.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 15,026. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address. <u>N/A</u>	13	X	
14	The books are in care of <u>Bryant & Welborn, LLP</u> Telephone no. <u>903-561-4041</u> Located at <u>2335 Oak Alley Tyler TX</u> ZIP + 4 <u>75703</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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
1 a 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 <input type="checkbox"/>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5 b N/A

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).

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Robyn Rogers P.O. Box 8799 Tyler, TX 75711-8799	Pres / CEO 10.00	20,000.	0.	0.
Sheryl Rogers Palmer P.O. Box 8799 Tyler, TX 75711-8799	Vice Pres 5.00	20,000.	0.	0.
Paul W. Powell P.O. Box 8799 Tyler, TX 75711-8799	Sec / Treas 5.00	20,000.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part 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	1 a	42,781,002.
b Average of monthly cash balances	1 b	63,964.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c).	1 d	42,844,966.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	42,844,966.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	642,674.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,202,292.
6 Minimum investment return. Enter 5% of line 5	6	2,110,115.

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	2,110,115.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	41,141.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b.	2 c	41,141.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,068,974.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,068,974.
6 Deduction from distributable amount (see instructions).	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,068,974.

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	1 a	1,358,622.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,358,622.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,358,622.

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				2,068,974.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	166,290.			
b From 2008	218,264.			
c From 2009	758,704.			
d From 2010				
e From 2011				
f Total of lines 3a through e	1,143,258.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,358,622.				
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				1,358,622.
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).)	710,352.			710,352.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	432,906.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	432,906.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	432,906.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> See Schedule 3 ,		NONE		See Schedule 3	1,271,490.
Total				► 3 a	1,271,490.
b <i>Approved for future payment</i>					
Total				► 3 b	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization

THE ROGERS FOUNDATION

Employer identification number

75-2143064

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE ROGERS FOUNDATION

75-2143064

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Rogers Grandchildren's Heritage Trust Houston, TX 77027	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

75-2143064

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
	N/A	\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	

Name of organization

THE ROGERS FOUNDATION

Employer identification number

75-2143064

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)**organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

... \$ N/A

Use duplicate copies of Part III if additional space is needed.

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

BAA

2012

Federal Statements

Page 1

Client 5688

THE ROGERS FOUNDATION

75-2143064

7/17/13

05:01PM

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Adams & Coker	\$ 1,500.	\$ 375.		\$ 1,125.
Total	<u>\$ 1,500.</u>	<u>\$ 375.</u>	<u>\$ 0.</u>	<u>\$ 1,125.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bryant & Welborn, LLP	\$ 31,350.	\$ 7,838.		\$ 23,512.
Total	<u>\$ 31,350.</u>	<u>\$ 7,838.</u>	<u>\$ 0.</u>	<u>\$ 23,512.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary Fees-Southside Bank	\$ 42,375.	\$ 42,375.		
Hester Capital Fee	148,790.	148,790.		
Total	<u>\$ 191,165.</u>	<u>\$ 191,165.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 41,141.			
Foreign Taxes withheld from Dividends	16,483.	\$ 16,483.		
Total	<u>\$ 57,624.</u>	<u>\$ 16,483.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Client 5688

THE ROGERS FOUNDATION

75-2143064

7/17/13

05:01PM

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues & Subscriptions	\$ 695.	\$ 174.		\$ 521.
Insurance	5,192.	1,298.		3,894.
Moving Expenses	2,307.	577.		1,730.
Office Expenses	1,514.	379.		1,135.
Total	\$ 9,708.	\$ 2,428.	\$ 0.	\$ 7,280.

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 263,843.	\$ 74,880.	\$ 188,963.	\$ 188,963.
Total	\$ 263,843.	\$ 74,880.	\$ 188,963.	\$ 188,963.

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Purchased Interest	\$ 16.	\$ 16.
Total	\$ 16.	\$ 16.

Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

ROUNDING		\$ 2.
Total		\$ 2.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: Robyn Rogers
 Care Of:
 Street Address: 2335 Oak Alley
 City, State, Zip Code: Tyler, TX 75703
 Telephone: 903-561-4041
 E-Mail Address:
 Form and Content: See attached Schedule 1

2012

Federal Statements

Page 3

Client 5688

THE ROGERS FOUNDATION

75-2143064

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**Statement 9 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information**

Submission Deadlines: October 1
Restrictions on Awards: Organizations requesting grants must be located in Texas
or Idaho

2012

Federal Supporting Detail

Page 1

Client 5688

THE ROGERS FOUNDATION

75-2143064

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Balance Sheet

Prepaid expenses and deferred charges

Prepaid Excise Tax.	\$ 15,026.
Total	<u>\$ 15,026.</u>

FMV of Assets (990-PF)**Prepaid expenses and deferred charges**

Prepaid Excise Tax	Total	\$ 15,026.
		<u>\$ 15,026.</u>

**FROM 990-PF
2012
SCHEDULE 1
THE ROGERS FOUNDATION
EIN 75-2143064**

Part XV - Line 2b

The specific purposes for which the Foundation is organized shall be to promote education by providing funds for schools and educational programs and for scholarships and scholarship funds, and for such other educational, charitable, or religious purposes as the directors of the Corporation deem appropriate.

Contributions, Grants, Scholarships, and Scholarship Funds are only given through qualified organizations that meet the qualifications as exempt under Section 501(c)(3) of the Internal Revenue Code. Organizations must be located in Texas or Idaho.

If you are a qualifying organization under 501(c)(3) of the Internal Revenue Code and have a valid educational or charitable request, this request should be sent to the Foundation at P. O. Box 8799, Tyler, Texas 75711, with the following information:

- I. Name of your organization:
Address of your organization
Telephone number of your organization
- II. Information about applicant:
 1. Exempt status
 2. Copy of ruling or determination letter from IRS
 3. Is the applicant organized as a nonprofit organization under state law?
If so, what state?
 4. Description of applicant's purposes and activities in general.
 5. Is the applicant controlled by, related to, connected with, or sponsored by another organization? If yes, explain.
 6. List the names, addresses and titles of each member of the applicant's governing board.
- III. Use of Proposed Grant or Gift:
 1. Amount requested
 2. Describe in detail how the amount requested will be used and the benefit it will provide.
 3. Person to contact who will administer the proposed grant or gift.
Include a description of the person's experience and qualifications to administer the program.
- IV. A statement signed by an officer of the application that:
"From my own knowledge, I state the information given in this application is correct. The applicant organization has authorized me to make this application."

THE ROGERS FOUNDATION
SCHEDULE 2
2012
EIN 75-2143064

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments-U.S. and State Obligations - Page 2, Line 10a</u>			
- US Treasury Notes	533,894	-	-
500,000 UST Infl Idx	-	498,048	648,234
425,000 FNMA	1,275,069	425,016	424,624
1,722 FNMA Remic	-	1,752	1,721
600,000 FHLB	-	600,040	601,241
- FHLMC	800,000	-	-
- GNMA	2,214,500	-	-
292,952 GNMA II	-	293,160	315,971
1,216,845 GNMA PL	-	1,213,405	1,332,820
200,000 Govt Natl Mtg Remic	-	205,000	219,326
100,000 Carroll Tx ISD Build America	106,814	106,683	119,626
400,000 Channel View Build America	404,063	403,897	454,656
150,000 Collin Cnty Tx Build America	151,822	151,612	171,621
120,000 Columbia MO SP Oblig	121,147	121,061	136,856
100,000 Dallas Tex Indpt	-	123,913	125,357
300,000 Eagle Mtn & Saginaw Tx Ind	320,970	320,593	318,813
100,000 Harris Cnty Tex	-	100,608	99,809
150,000 Houston Tx ISD Build America	158,296	158,006	174,374
300,000 Irving Tx ISD Build America	317,335	316,941	342,933
250,000 Lubbock Tx	253,172	252,986	293,505
425,000 Malakoff ISD	425,000	425,000	462,587
350,000 Montgomery Cnty Tx	371,549	370,990	375,700
160,000 Panhandle-Plain FLT	-	162,200	162,200
400,000 Pine Tree ISD	425,096	424,255	453,528
250,000 Round Rock ISD	264,794	264,489	284,913
200,000 San Antonio Tx ISD Build America	212,874	212,615	242,580
200,000 University of Houston	-	207,429	219,910
150,000 Univ of Texas Revs Build America	159,813	159,334	169,896
400,000 Univ of Texas Revs	409,929	409,437	458,364
Total Investments-U.S. & State Govt Obligations	8,926,137	7,928,470	8,611,165

Investments - Corporate Stock - Page 2, Line 10b

6,825 Accenture Ltd Bermuda	402,879	242,260	453,863
24,225 Aecom Technogogy Grp	628,462	628,462	576,555
9,450 Affiliated Managers Group	500,069	500,069	1,229,918
15,950 Amdocs Ltd	425,726	514,840	542,140
6,375 Apache Corp	274,478	490,496	500,437
11,550 Baker Hughes, Inc.	287,124	475,682	471,791
4,575 Barclays Bank Ipath	242,692	281,267	271,435
13,900 CVS / Caremark Corp	681,555	485,005	672,065

THE ROGERS FOUNDATION
SCHEDULE 2
2012
EIN 75-2143064

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments - Corporate Stock - Page 2, Line 10b - continued</u>			
2,225 Chevron Corporation	-	233,061	240,612
37,625 Cisco Sys Inc	492,937	737,378	739,309
16,300 Coca Cola Co	634,139	368,599	590,875
10,575 Con-Way, Inc.	255,532	379,172	294,197
18,075 Covidien Ltd	678,892	678,892	1,043,650
- Dentsply Intl New	56,522	-	-
8,700 EQT Corp	171,550	343,831	513,126
8,500 Emerson Electric Co.	250,412	328,658	450,160
33,255 Express, Inc.	258,050	604,399	501,818
6,750 Express Scripts Hldg Co	-	373,939	364,500
5,825 Exxon Mobil Corp	436,391	280,088	504,154
- General Dynamics Corp	484,330	-	-
24,500 General Electric Co	574,610	574,610	514,255
22,725 Gentex	373,159	482,002	428,366
11,875 Guggenheim Exch Trd Fd	-	257,522	284,881
14,564 Hanesbrands, Inc	411,674	343,910	521,682
12,430 Hess Corporation	-	673,644	658,293
- Hewlett Packard Co	193,038	-	-
7,150 HSBC Holdings PLC Spon Adr	377,685	377,685	379,451
7,925 Illinois Tool Wks Inc	575,459	359,959	481,919
- Ingram Micro Inc	241,628	-	-
- Intel Corp	522,851	-	-
2,600 International Business Machines	234,814	234,814	498,030
7,075 Intl Flavors & Fragrances	347,441	315,147	470,771
8,900 I Shares FTSE China 25	-	323,129	360,005
22,800 I Shares MSCI Aus IDX Fd	-	511,175	573,192
27,775 I Shares MSCI Austria Index	346,181	451,593	505,227
- I Shares MSCI Canada Index	312,217	-	-
- I Shares MSCI Chile Index Fd	218,038	-	-
41,425 I Shares MSCI HK IDX Fd	-	688,331	804,473
6,950 I Shares MSCI Israel Inx	-	332,863	291,205
42,125 I Shares MSCI JPN IDX Fd	-	401,193	410,719
13,000 I Shares MSCI Korea Idx	-	594,124	823,576
- I Shares MSCI Singapore	322,197	-	-
- I Shares MSCI France Index	307,674	-	-
32,000 I Shares MSCI Taiwan Index	422,977	422,977	435,840
15,000 I Shares Inc Sweden Index Fd	272,133	436,516	453,000
- I shares Tr MSCI South Korea Index	594,124	-	-
- I shares Tr MSCI Hong Kong Index	570,644	-	-
6,500 Kimberly Clark Corp	467,701	408,061	548,795
4,300 Market Vectors Alt Poland ETF	95,048	95,048	96,630
- McCormick & Co	354,463	-	-
3,225 McDonalds Corp	216,991	216,991	284,477

THE ROGERS FOUNDATION
SCHEDULE 2
2012
EIN 75-2143064

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments - Corporate Stock - Page 2, Line 10b - continued</u>			
25,200 MDU Res Group Inc	496,015	496,015	535,248
17,900 Metlife	477,730	708,430	589,626
25,550 Microsoft Corp	670,744	670,744	682,433
26,150 News Corp	735,244	548,630	667,086
- Nike Inc	201,926	-	-
17,300 Noble Corp	702,684	702,684	602,386
- Powershares Golden Dragon Halter	568,555	-	-
6,756 Proassurance	203,658	238,715	285,036
7,500 Qualcomm Inc	-	482,114	463,947
14,600 Republic Services Inc	468,217	388,513	428,218
19,550 Staples Incorporated	251,976	364,272	222,870
9,800 Thermo Fisher Scientific	274,435	395,924	625,044
- Tyco Intl Ltd	299,958	-	-
15,275 Valassis Communications Com	281,066	389,654	393,790
10,925 Viacom Inc CL B	472,786	382,434	576,184
19,000 Vodafone Grp Plc Adr	389,745	389,745	478,610
8,250 Wesco International Inc	745,007	493,634	556,297
31,000 Western Union Co	504,704	504,704	421,910
Total Investments - Corporate Stock	<u>23,258,937</u>	<u>23,603,604</u>	<u>27,314,077</u>

<u>Investments - Corporate Bonds - Page 2, Line 10c</u>			
- Astra Zenica PLC	104,150	-	-
200,000 Bellsouth Corp	190,200	193,243	214,482
100,000 Berkshire Hathaway	103,452	101,750	103,289
500,000 Caterpillar Inc	-	502,222	503,007
275,000 Emerson Electric Co.I	279,150	278,018	295,979
200,000 Estee Lauder	200,134	200,113	235,926
150,000 Gen Elec Cap 5.375%	-	152,879	171,639
75,000 General Electric Co. 5%	70,856	73,557	75,284
200,000 General Electric Co	201,942	201,657	235,762
100,000 Genl Elec Cap 1 625%	153,517	100,226	101,790
- Hewlett Packard Co	260,963	-	-
- IBM Intl Group	279,647	-	-
- I Shares Inc MSCI Israel Index Fd	332,863	-	-
500,000 JPMorgan Chase & Co 5.15%	475,165	480,784	549,587
200,000 JPMorgan Chase & Co 4.65%	200,000	200,000	210,529
250,000 Occidental Petroleum Corp	246,700	247,378	277,441
250,000 Verizon Communications	258,557	252,894	253,426
100,000 Wells Fargo & Co	-	100,434	103,056
Total Investments - Bonds	<u>3,357,296</u>	<u>3,085,155</u>	<u>3,331,197</u>

FORM 990-PF
2012
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Alzheimer's Alliance of NE Texas 3613 S. Broadway, Suite 401 Tyler, TX 75701	None	Charitable	Donation for Operations	\$ 15,000
All Saints Episcopal School 2695 SSW Loop 323 Tyler, TX 75701	None	Educational	Donation for Founders' Day Event	5,000
American Bible Society 1865 Broadway New York, NY 10023-7505	None	Religious	Donation for Operations	2,000
American Cancer Society 1301 S. Broadway Tyler, TX 75701-3010	None	Charitable	Donation for Fundraiser	2,500
American Heart Association Smith County Division 1125 Judson Rd., STE 150 Longview, TX 75601	None	Charitable	Donation for Fundraiser	5,000
Animal Shelter of Wood River Valley P.O. Box 1496 Hailey, ID 83333	None	Charitable	Donation for Operations	1,000
Antioch Baptist Church 793 CR 313 W Tyler, TX 75706	None	Religious	Donation for Operations	1,000
ARC of Tyler / Smith County 810 Vine Heights Tyler, TX 75701	None	Charitable	Donation for Operations	15,000
Austin College Office of Development 900 Grand Avenue, Suite 6G Sherman, TX 75090-4400	None	Educational	Donation for Scholarship Fund	100,000
Baptist University of the Americas 8019 S. Pan Am Expressway San Antonio, TX 78224	None	Religious	Donation for Operations	5,000

FORM 990-PF
2012
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Baylor University P. O. Box 97116 Waco, TX 76798-7116	None	Education	Donation for Operations	4,000
Bethesda Health Clinic 409 W Ferguson St. Tyler, TX 75702	None	Charitable	Donations for Operations & Asset Purchase	85,000
Boy Scouts of America, East Tx Council 1331 E. Fifth Street Tyler, TX 75701	None	Charitable	Donation for Operations	35,000
Boys & Girls Clubs of East Texas P.O. Box 130153 Tyler, TX 75713	None	Charitable	Donation for Operations	15,000
Breckenridge Village 15062 CR 1145 Tyler, TX 75704	None	Charitable	Donation for Operations	15,000
Camp Tyler Foundation 15143 Camp Tyler Road Whitehouse, TX 75791	None	Charitable	Donation for Operations	5,000
Cancer Foundation for Life P.O. Box 8257 Flint, TX 75711	None	Charitable	Donation for Operations	53,000
Centrepont Ministries, Inc. 418 S. Broadway, Suite 100 Tyler, TX 75702	None	Religious	Donation for Operations	2,000
Children's Advocacy Center of Smith County 2210 Frankston Hwy Tyler, TX 75701	None	Charitable	Donation for Operations	2,000
Children's Park of Tyler 4828 S. Broadway #122 Tyler, TX 75703	None	Charitable	Donation for Operations	10,000
Children's Village P.O. Box 6564 Tyler, TX 75711	None	Charitable	Donation for Capital Improvements	12,000

FORM 990-PF
2012
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Christian Women's Job Corps 408 W. Locust Street Tyler, TX 75702	None	Charitable	Donation for Operations	20,000
Conference of Southwest Foundations 624 N. Good-Latimer Expy., Suite 100 Dallas, TX 75204	None	Charitable	Donation for Operations	2,000
Cystic Fibrosis Foundation 305 S. Broadway, Suite 1000 Tyler, TX 75702	None	Charitable	Donation for Fundraiser	5,000
Dallas Baptist University 3000 Mountain Creek Pkwy Dallas, TX 75211	None	Educational	Scholarship Fund	13,490
Discovery Science Place 308 N. Broadway Tyler, TX 75702	None	Charitable	Donation for Summer Camp	15,000
Doulos Discovery Ministries, Inc P.O. Box 3080 Burnsville, MN 55337	None	Educational	Donation Operating Funds for School	10,000
East Texas Baptist University One Tiger Drive Marshall, TX 75670	None	Educational	Donation for Capital Project	25,000
East Texas Crisis Center P.O. Box 7060 Tyler, TX 75711	None	Charitable	Donation Sponsor Events for Fundraising	40,000
East Texas Symphony Orchestra, Inc. P.O. Box 6323 Tyler, TX 75711-6323	None	Charitable	Donation Capital Asset Purchase	50,000
ETMC Foundation P.O. Box 6400 Tyler, TX 75711	None	Charitable	Donation for Scholarships	19,000
Fellowship of Christian Athletes P.O. Box 260559 Plano, TX 75026-0559	None	Charitable	Donation for Operations	10,000

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SCHEDULE 3
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Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
First Baptist Church of Tyler 301 W. Ferguson Tyler, TX 75702	None	Religious	Donation for Kids Camp	12,000
Gateway to Hope Day Resource Center 601 E. Valentine Tyler, TX 75702	None	Charitable	Donation for Operations	15,000
Habitat for Humanity 822 W. Front Street Tyler, TX 75702	None	Charitable	Donation for Contruction of Homes	20,000
Historic Tyler, Inc. P.O. Box 6774 Tyler, TX 75711	None	Charitable	Sponsor Event	2,500
Higher Heights Learning Center 3510 Chandler Hwy Tyler, TX 75701	None	Charitable	Donation for Operations	2,500
Hospice of East Texas Foundation 3800 Paluxy, Suite 560 Tyler, TX 75703	None	Charitable	Donation for Operations	20,000
Komen Tyler Race for the Cure P.O. Box 6217 Tyler, TX 75711-6217	None	Charitable	Donation for Fundraiser	5,000
KVNE Encouragement FM P.O. Box 8525 Tyler, TX	None	Religious	Donation for Operations	22,500
Leadership Tyler 315 N. Broadway, Suite 202 Tyler, TX 75702	None	Charitable	Donation for Operations	5,000
Leukemia & Lymphoma Society 8111 LBJ Freeway, Suite 425 Dallas, TX 75251	None	Charitable	Donation for Operations	10,000
Literacy Council of Tyler P O. Box 6662 Tyler, TX 75711-6662	None	Charitable	Donation for Operations	20,000

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<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
March of Dimes 3800 Paluxy #115 Tyler, TX 75703	None	Charitable	Donation for Operations	5,000
Meals on Wheels Ministry, Inc. 3001 Robertson Road Tyler, Texas 75701	None	Charitable	Donation for Operations	30,000
Moses Project 208 Leslie Drive Whitehouse, TX 75791	None	Religious	Donation for Operations	1,000
Parents Anonymous of Tyler, Inc. 717 W. Houston St. Tyler, TX 75702	None	Charitable	Donation for Operations	10,000
PATH 402 W. Front St. Tyler, TX 75702	None	Charitable	Donation for School Supply Train	25,000
Salvation Army 717 N. Spring Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	5,000
Samaritan Counseling Center of Tyler 100 E. Ferguson, Suite 60 Tyler, TX 75702	None	Charitable	Donation for Operations	25,000
San Marcos Baptist Academy 2801 Ranch Rd. 12 San Marcos, TX 78666	None	Religious	Donation for Operations	5,000
Shine Your Light Community Campaign 315 N. Broadway, Suite 210 Tyler, TX 75702	None	Charitable	Donation for Operations	10,000
Smith County Medical Society Alliance Book Fair Foundation P.O. Box 8714 Tyler, TX 75711	None	Charitable	Donation for Building Purchase	200,000
St. Paul Children's Foundation 132 S. Horace Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	25,000

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Part XV - Line 3 Grand and Contributions Paid During the Year

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Sun Valley Center for Arts P. O. Box 656 Sun Valley, ID 83353	None	Charitable	Donation for Operations	50,000
Tejas Missions, Inc. 4700 Kinsey Drive Tyler, TX 75703	None	Charitable	Donation Medical Clinic	5,000
Therapet, Inc. P.O. Box 130118 Tyler, TX 75713	None	Charitable	Donation for Operations	2,500
Treatment & Learning Center for Autism 1710 W. Front Tyler, TX 75702	None	Charitable	Donation for Operations	10,000
Trinity Mother Frances Health System Foundation 611 S. Fleishel Tyler, TX 75701	None	Charitable	Donation for Fundraiser	5,000
Tyler Civic Theatre Center 400 Rose Park Drive Tyler, TX 75701	None	Charitable	Donation for Operations	3,500
Tyler Civic Chorale P.O. Box 131954 Tyler, TX 75713	None	Charitable	Donation for Operations	2,000
Tyler Day Nursery 2901 W. Gentry Parkway Tyler, TX 75702	None	Charitable	Donation - Capital Project	20,000
Tyler Museum of Art 1300 S. Mahon Tyler, TX 75701	None	Charitable	Donation for Operations	85,000
Tyler Rose Museum P. O. Box 8224 Tyler, TX 75711	None	Charitable	Donation for Operations	7,000
Tyler Woman's Building, Inc. 911 S. Broadway Tyler, TX 75701	None	Charitable	Donation for Fundraiser	2,500

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<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
United Way's Nonprofit Development Center 4000 Southpark, Suite 1200 Tyler, TX 75703	None	Charitable	Donation for Conference	2,000
Women's Symphony League P.O. Box 6823 Tyler, TX 75711	None	Charitable	Donation for Fundraiser	<u>2,500</u>
Total Donations				<u>\$ 1,271,490</u>

Schedule 4

Cusip	Description (Box 8)	Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss
Short Term Sales Reported on 1099-B									
457153104	INGRAM MICRO INC CL A								
10500.0000	10/26/2012	Various			160,777.94		199,493.95	0.00	-38,716.01
458140100	INTEL CORP				INTC				
1000.0000	04/17/2012	03/05/2012			28,537.86		26,488.00	0.00	2,049.86
Total Short Term Sales Reported on 1099-B									
Report on Form 8949, Part I with Box A checked						189,315.80	225,981.95	0.00	-36,666.15

THE ROGERS FOUNDATION
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Long Term Gains & Losses

Schedule 5

Quantity Sold (Box 1e)	Description (Box 8) Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
Short Term Sales Reported on 1099-B							
035707MU9	ANNA TEX INDPT SCH 0%44 GO UTX DUE 02/15/44						
425000.0000	08/28/2012 04/13/2012			80,839.75	76,282.75	0.00	4,557.00
035707MW5	ANNA TEX INDPT SCH 0%46 GO UTX DUE 02/15/46						
400000.0000	08/28/2012 04/13/2012			65,808.00	62,100.00	0.00	3,708.00
313375V87	FED HOME LN BK 1.5%21 ** CALLED **DUE 10/20/21						
200000.0000	07/20/2012 09/30/2011			200,000.00	200,000.00	0.00	0.00
3136G0HN4	FED NATL MTG 1%27 ** CALLED **DUE 05/21/27						
195000.0000	11/21/2012 05/08/2012			195,000.00	195,024.58	0.00	-24.58
3136FRUL5	FED NATL MTG 2%26 ** CALLED **DUE 07/13/26						
500000.0000	01/13/2012 07/13/2011			500,000.00	500,000.00	0.00	0.00
3136FPFH7	FED NATL MTG 3.3%25 ** CALLED **DUE 09/30/25						
500000.0000	07/02/2012 08/18/2011			500,000.00	501,105.11	0.00	-1,105.11
57060U506	MARKET VECTORS ETF TRUST RUSSIA ETF						
6750.0000	12/20/2012 05/02/2012			201,661.94	197,715.50	0.00	3,946.44
Total Short Term Sales Reported on 1099-B				1,743,309.69	1,732,227.94	0.00	11,081.75

Report on Form 9949, Part I, with Box B checked

THE ROGERS FOUNDATION
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 Short Term Gains & Losses

Schedule 6

Covered (Box 6a is not checked)

Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss
Long Term Sales Reported on 1099-B						
389550108	GENERAL DYNAMICS CORP					
4550.0000	07/24/2012	Various	287,317.25	338,296.71	0.00	-50,979.46
457153104	INGRAM MICRO INC CL A					
11067.0000	10/25/2012	Various	169,459.94	195,249.11	0.00	-25,789.17
457153104	INGRAM MICRO INC CL A					
2633.0000	10/26/2012	06/21/2011	40,168.56	46,378.45	0.00	-6,209.89
Total Long Term 15% Sales Reported on 1099-B						
Report on Form 8949, Part II, with Box A checked						
			496,945.75	579,924.27	0.00	-82,978.52

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Schedule 7

Quantity Sold (Box 1e)	Description. (Box 8)		Stock or Other Symbol. (Box 1d)			Wash Sale Loss Disallowed	Net Gain or Loss
	Date of Sale or Exchange (Box 1e)	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis			
Long Term 15% Sales Reported on 1099-B							
G1151C101	ACCENTURE PLC CL A F						
1800.0000	03/21/2012 05/14/2007		114,822.91	63,892.71	0.00	50,930.20	
G1151C101	ACCENTURE PLC CL A F						
150.0000	09/17/2012 05/14/2007		9,909.93	5,324.39	0.00	4,585.54	
G1151C101	ACCENTURE PLC CL A F						
1475.0000	09/28/2012 05/14/2007		101,715.79	52,356.53	0.00	49,359.26	
G1151C101	ACCENTURE PLC CL A F						
1100.0000	12/19/2012 05/14/2007		77,817.77	39,045.55	0.00	38,772.22	
046353AC2	ASTRAZENECA PLC 5.4%12F SNR NOTES DUE 09/15/12						
100000.0000	09/17/2012 04/24/2008		100,000.00	100,000.00	0.00	0.00	
126650100	C V S CAREMARK CORP						
5633.0000	07/05/2012 07/15/2008		271,125.86	196,549.37	0.00	74,576.49	
191216100	COCA COLA COMPANY		KO				
5450.0000	07/02/2012 Various		427,759.44	265,539.85	0.00	162,219.59	
249030107	DENTSPLY INTL INC						
5000.0000	03/29/2012 05/24/2000		198,967.52	56,522.18	0.00	142,445.34	

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Schedule 7

Quantity Sold	Description (Box 8)		Date of Sale or Exchange		Date of Acquisition		Stock or Other Symbol (Box 1b)		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
	(Box 1e)	(Box 1a)	(Box 1c)	(Box 1d)	(Box 1f)	(Box 1g)	(Box 1h)	(Box 1i)			
30231G102	1625.0000	EXXON MOBIL CORPORATION	09/25/2012	Various			150,019.89	XOM	108,219.22	0.00	41,800.67
30231G102	1000.0000	EXXON MOBIL CORPORATION	10/17/2012	07/21/2004			93,418.51	XOM	48,083.73	0.00	45,334.78
313371NG7	800000.0000	FED HOME LN BK 2%25 ** CALLED **	02/24/2012	11/04/2010	11/24/25		600,000.00		600,000.00	0.00	0.00
31359MYQ0	250000.0000	FED NATL MTG 5%12 NOTES DUE 08/02/12	08/02/2012	07/22/2005			250,000.00		250,000.00	0.00	0.00
31394UH70	1434.4200	FED NATL MTG 5.5XXX *PAID DOWN*	01/25/2012	05/08/2008	11/25/31		1,434.42		1,459.97	0.00	-25.55
31394UH70	1426.9400	FED NATL MTG 5.5XXX *PAID DOWN*	02/27/2012	05/08/2008	11/25/31		1,426.94		1,452.36	0.00	-25.42
31394UH70	1419.5100	FED NATL MTG 5.5XXX *PAID DOWN*	03/26/2012	05/08/2008	11/25/31		1,419.51		1,444.80	0.00	-25.29
31394UH70	1412.1000	FED NATL MTG 5.5XXX *PAID DOWN*	04/25/2012	05/08/2008	11/25/31		1,412.10		1,437.25	0.00	-25.15
31394UH70	1404.7400	FED NATL MTG 5.5XXX *PAID DOWN*	05/25/2012	05/08/2008	11/25/31		1,404.74		1,429.76	0.00	-25.02
31394UH70	1397.4200	FED NATL MTG 5.5XXX *PAID DOWN*	06/25/2012	05/08/2008	11/25/31		1,397.42		1,422.31	0.00	-24.89

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Schedule 7

Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
(Box 1e)	(Box 1a)						
31394UH70	FED NATL MTG 5.5XXX *PAID DOWN* DUE 11/25/31						
1390.1300	07/25/2012 05/08/2008			1,390.13	1,414.89	0.00	-24.76
31394UH70	FED NATL MTG 5.5XXX *PAID DOWN* DUE 11/25/31						
1830.8600	08/27/2012 05/08/2008			1,830.86	1,863.47	0.00	-32.61
31394UH70	FED NATL MTG 5.5XXX *PAID DOWN* DUE 11/25/31						
2723.9800	09/25/2012 05/08/2008			2,723.98	2,772.50	0.00	-48.52
31394UH70	FED NATL MTG 5.5XXX *PAID DOWN* DUE 11/25/31						
2400.9100	10/25/2012 05/08/2008			2,400.91	2,443.68	0.00	-42.77
31394UH70	FED NATL MTG 5.5XXX *PAID DOWN* DUE 11/25/31						
2894.1400	11/26/2012 05/08/2008			2,894.14	2,945.69	0.00	-51.55
31394UH70	FED NATL MTG 5.5XXX *PAID DOWN* DUE 11/25/31						
2038.8300	12/26/2012 05/08/2008			2,038.83	2,075.15	0.00	-36.32
369550108	GENERAL DYNAMICS CORP						
4000.0000	07/24/2012 07/19/2002			252,586.59	146,033.67	0.00	106,552.92
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
6279.0400	01/20/2012 06/09/2009			6,279.04	6,275.12	0.00	3.92
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
8611.2300	02/21/2012 06/09/2009			8,611.23	8,605.85	0.00	5.38
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
11019.8800	03/20/2012 06/09/2009			11,019.88	11,012.99	0.00	6.89

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Schedule 7

Cusip	Description (Box 8)	Date of Sale or Exchange	Acquisition	Stock or Other Symbol (Box 1d)	Stock or Other Symbol (Box 1d)	Wash Sale Loss Disallowed	Net Gain or Loss
Quantity Sold				Stock or Other Symbol (Box 1d)	Stock or Other Symbol (Box 1d)	Wash Sale Loss Disallowed	Net Gain or Loss
(Box 1e)	(Box 1a)						
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
6830.4000	04/20/2012 06/09/2009			6,830.40	6,826.13	0.00	4.27
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
7572.2200	05/21/2012 06/09/2009			7,572.22	7,567.49	0.00	4.73
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
12982.2600	06/20/2012 06/09/2009			12,982.26	12,974.15	0.00	8.11
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
6085.7600	07/20/2012 06/09/2009			6,085.76	6,081.96	0.00	3.80
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
7085.6900	08/20/2012 06/09/2009			7,085.69	7,081.26	0.00	4.43
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
6489.3500	09/20/2012 06/09/2009			6,489.35	6,485.29	0.00	4.06
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
7120.0800	10/22/2012 06/09/2009			7,120.08	7,115.63	0.00	4.45
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
9991.3100	11/20/2012 06/09/2009			9,991.31	9,985.07	0.00	6.24
36202E3M9	GNMA II 004404 4%24 DUE 04/20/24						
12520.5300	12/20/2012 06/09/2009			12,520.53	12,512.70	0.00	7.83
36225DP32	GNMA II 081341 FLT 2035 DUE 05/20/35						
3932.8500	01/20/2012 04/30/2008			3,932.85	4,011.81	0.00	-78.96

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Schedule 7

Quantity Sold	Description (Box 8) Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1e)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
(Box 1e) 36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
50.3400	02/21/2012	04/30/2008		50.34	51.35	0.00	-1.01
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
78.1100	03/20/2012	04/30/2008		78.11	79.68	0.00	-1.57
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
49.2200	04/20/2012	04/30/2008		49.22	50.21	0.00	-0.99
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
59.2700	05/21/2012	04/30/2008		59.27	60.46	0.00	-1.19
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
51.7800	06/20/2012	04/30/2008		51.78	52.82	0.00	-1.04
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
64.4300	07/20/2012	04/30/2008		64.43	65.72	0.00	-1.29
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
51.1100	08/20/2012	04/30/2008		51.11	52.14	0.00	-1.03
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
50.0400	09/20/2012	04/30/2008		50.04	51.04	0.00	-1.00
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
59.3400	10/22/2012	04/30/2008		59.34	60.53	0.00	-1.19
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35					
52.6800	11/20/2012	04/30/2008		52.68	53.74	0.00	-1.06

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Schedule 7

Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 10)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
(Box 1e)								
36225DP32	GNMA II 081341	FLT 2035 DUE 05/20/35						
57.4200	12/20/2012	04/30/2008			57.42	58.57	0.00	-1.15
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
19792.8200	01/17/2012	09/02/2009			19,792.82	20,102.08	0.00	-309.26
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
23419.1600	02/15/2012	09/02/2009			23,419.16	23,785.08	0.00	-365.92
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
22718.1600	03/15/2012	09/02/2009			22,718.16	23,073.13	0.00	-354.97
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
15564.6200	04/16/2012	09/02/2009			15,564.62	15,807.82	0.00	-243.20
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
17488.9300	05/15/2012	09/02/2009			17,488.93	17,762.19	0.00	-273.26
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
16196.4800	06/15/2012	09/02/2009			16,196.48	16,449.55	0.00	-253.07
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
10629.1800	07/16/2012	09/02/2009			10,629.18	10,795.26	0.00	-166.08
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
14579.9000	08/15/2012	09/02/2009			14,579.90	14,807.71	0.00	-227.81
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
22209.9400	09/17/2012	09/02/2009			22,209.94	22,556.97	0.00	-347.03

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Schedule 7

Quantity Sold (Box 1e)	Description (Box 8) Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	T
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
15649.4900	10/15/2012	09/02/2009		15,649.49	15,894.01	0.00	-244.52	
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
25649.8900	11/15/2012	09/02/2009		25,649.89	26,050.67	0.00	-400.78	
36296XZV9	GNMA PL 704656	4.5%39 DUE 08/15/39						
18555.2800	12/17/2012	09/02/2009		18,555.28	18,845.21	0.00	-289.93	
36297FTC6	GNMA PL 710747	4%39 DUE 08/15/39						
12533.9400	01/17/2012	09/02/2009		12,533.94	12,385.10	0.00	148.84	
36297FTC6	GNMA PL 710747	4%39 DUE 08/15/39						
9385.4900	02/15/2012	09/02/2009		9,385.49	9,274.04	0.00	111.45	
36297FTC6	GNMA PL 710747	4%39 DUE 08/15/39						
20092.1900	03/15/2012	09/02/2009		20,092.19	19,853.60	0.00	238.59	
36297FTC6	GNMA PL 710747	4%39 DUE 08/15/39						
19310.1800	04/16/2012	09/02/2009		19,310.18	19,080.87	0.00	229.31	
36297FTC6	GNMA PL 710747	4%39 DUE 08/15/39						
11161.9800	05/15/2012	09/02/2009		11,161.98	11,029.43	0.00	132.55	
36297FTC6	GNMA PL 710747	4%39 DUE 08/15/39						
11776.7000	06/15/2012	09/02/2009		11,776.70	11,636.85	0.00	139.85	
36297FTC6	GNMA PL 710747	4%39 DUE 08/15/39						
25983.9700	07/16/2012	09/02/2009		25,983.97	25,675.41	0.00	308.56	

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Schedule 7

Cusip	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
Quantity Sold				Stocks, Bonds, etc. (Box 2a)			
(Box 1e)							
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39						
12534.5900	08/15/2012 09/02/2009			12,534.59	12,385.74	0.00	148.85
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39						
15631.0600	09/17/2012 09/02/2009			15,631.06	15,445.44	0.00	185.62
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39						
2229.8200	10/15/2012 09/02/2009			2,229.82	2,203.34	0.00	26.48
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39						
12293.4400	11/15/2012 09/02/2009			12,293.44	12,147.46	0.00	145.98
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39						
18940.4600	12/17/2012 09/02/2009			18,940.46	18,715.54	0.00	224.92
410345102	HANESBRANDS INC						
2800.0000	10/23/2012 Various			92,395.52	67,763.57	0.00	24,631.95
428236AL7	HEWLETT-PACKARD 5.25%12 NOTES DUE 03/01/12						
250000.0000	03/01/2012 05/08/2008			250,000.00	250,000.00	0.00	0.00
428236103	HEWLETT-PACKARD COMPANY						
6000.0000	02/21/2012 05/01/2002			176,166.22	193,037.92	0.00	-16,871.70
44924EAB6	IBM INTERNATIONAL 5.05%12 NOTES DUE 10/22/12						
270000.0000	10/22/2012 05/08/2008			270,000.00	270,000.00	0.00	0.00
452308109	ILLINOIS TOOL WORKS INC						
3700.0000	07/18/2012 Various			194,619.83	174,654.89	0.00	19,964.94

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Schedule 7

Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
(Box 1e)								
452308109	ILLINOIS TOOL WORKS INC	08/27/2012	11/23/2010	INTC	52,641.53	40,845.26	0.00	11,796.27
875.0000	INTEL CORP	04/17/2012	03/11/1999	INTC	29,251.30	25,912.07	0.00	3,339.23
458140100	INTEL CORP	10/10/2012	Various	INTC	504,952.32	496,939.18	0.00	8,013.14
1025.0000	INTL FLAVORS & FRAGRANCES	10/22/2012	03/28/2008		46,354.16	32,294.22	0.00	14,059.94
464286509	ISHARES MSCI CDA IDX FD CANADA INDEX FUND	12/20/2012	04/16/2010		314,151.57	312,217.47	0.00	1,934.10
11100.0000	ISHARES MSCI CHILE INVESTABLE MARKET INDEX	12/18/2012	02/10/2010		254,891.57	217,854.58	0.00	37,036.99
464286707	ISHARES MSCI FRANCE INDEX FUND	06/13/2012	01/05/2010		216,320.53	307,674.45	0.00	-91,353.92
11500.0000	ISHARES MSCI SINGAPORE SINGAPORE FREE INDEX FUND	04/24/2012	Various	KMB	305,401.92	322,197.00	0.00	-16,795.08
494368103	KIMBERLY-CLARK CORP	07/16/2012	01/29/2008		81,045.53	59,639.71	0.00	21,405.82
950.0000	MC CORMICK & CO INC N-VT NON VOTING SHARES	05/08/2012	10/26/2010	MKC	70,212.67	54,142.50	0.00	16,070.17
579780206								
1250.0000								

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Schedule 7

Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 9d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
(Box 1e)								
579780206	MC CORMICK & CO INC N-VT NON VOTING SHARES	06/28/2012	Various	MKC	106,213.36	77,718.48	0.00	28,494.88
1800.0000								
579780208	MC CORMICK & CO INC N-VT NON VOTING SHARES	06/29/2012	03/25/2010	MKC	347,716.82	222,601.68	0.00	125,115.14
5800.0000								
65248E104	NEWS CORP LTD CL A CLASS A	06/26/2012	05/02/2007		188,253.64	186,614.00	0.00	1,639.64
8750.0000								
654106103	NIKE INC CLASS B	02/21/2012	05/30/2006		506,461.68	201,926.43	0.00	304,535.25
4825.0000								
73935X401	POWERSHS EXCH TRAD FD TR GOLDEN DRAGON CHINA	12/21/2012	Various		445,130.06	568,554.80	0.00	-123,424.74
23800.0000								
760759100	REPUBLIC SERVICES INC	12/05/2012	01/14/2010	RSG	78,972.97	79,703.53	0.00	-730.56
2725.0000								
H89128104	TYCO INTL LTD NEW F	07/17/2012	Various		529,224.00	299,957.79	0.00	229,266.21
10125.0000								
92553P201	VIACOM INC CL B NEW	05/03/2012	01/11/2005		41,641.59	33,757.93	0.00	7,883.66
850.0000								
92553P201	VIACOM INC CL B NEW	08/17/2012	01/11/2005		73,150.17	58,594.18	0.00	16,555.99
1425.0000								
95082P105	WESCO INTERNATIONAL INC	01/28/2012	02/02/2007		14,321.60	13,794.88	0.00	526.72
225.0000								

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Schedule 7

Cusip		Description (Box 8)		Stock or Other Symbol (Box 1d)			Wash Sale Loss Disallowed	Net Gain or Loss 7
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis				
(Box 1e) 95082P105	(Box 1a) WESCO INTERNATIONAL INC							
3000.0000	02/03/2012	02/02/2007	199,523.86	183,931.67		0.00	15,592.19	
95082P105	WESCO INTERNATIONAL INC							
875.0000	04/24/2012	02/02/2007	56,998.15	53,646.74		0.00	3,351.41	
Total Long Term 15% Sales Reported on 1099-B			8,617,402.77	7,280,638.17		0.00	1,356,764.60	