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

2013

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- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning

, 2013, and ending

Ralph B. Rogers Foundation
4848 Lemmon Ave., Suite 100-402
Dallas, TX 75219

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) **\$ 10,931,380.** J Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis)*

A	Employer identification number 20-3452395
B	Telephone number (see the instructions) 972-392-3202
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				N/A
	4 Dividends and interest from securities				
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	1,879,571.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1	3,366.	29,315.			
12 Total. Add lines 1 through 11	311,889.	337,838.			
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	8,844.	4,422.		4,422.
	c Other prof fees (attach sch) See St 3	29,145.	29,145.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	2,486.	1,236.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				2,718.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	1,364.	28,954.		1,304.
	24 Total operating and administrative expenses. Add lines 13 through 23	44,557.	63,757.		8,444.
25 Contributions, gifts, grants paid Part XV	1,126,000.			1,126,000.	
26 Total expenses and disbursements. Add lines 24 and 25	1,170,557.	63,757.		1,134,444.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-858,668.				
b Net investment income (if negative, enter 0)		274,081.			
c Adjusted net income (if negative, enter 0)					

3 Cg4

Part II Balance Sheets

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

ASSETS

LIABILITIES

NET ASSETS

Part III Analysis of Changes in Net Assets or Fund Balances

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
1 Cash – non-interest-bearing	120,951.	39,971.	39,971.
2 Savings and temporary cash investments	1,797,269.	756,765.	756,765.
3 Accounts receivable			
Less allowance for doubtful accounts			
4 Pledges receivable			
Less allowance for doubtful accounts			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
10a Investments – U S and state government obligations (attach schedule)			
b Investments – corporate stock (attach schedule) Statement 6	1,940,574.	1,843,030.	3,633,106.
c Investments – corporate bonds (attach schedule) Statement 7	2,059,572.	1,616,038.	1,637,969.
11 Investments – land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)			
12 Investments – mortgage loans	20,709.		
13 Investments – other (attach schedule) Statement 8	2,783,333.	3,607,936.	4,863,569.
14 Land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)			
15 Other assets (describe)			
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	8,722,408.	7,863,740.	10,931,380.
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)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
27 Capital stock, trust principal, or current funds	459,885.	459,885.	
28 Paid-in or capital surplus, or land, building, and equipment fund	8,262,523.	7,403,855.	
29 Retained earnings, accumulated income, endowment, or other funds	8,722,408.	7,863,740.	
30 Total net assets or fund balances (see instructions)	8,722,408.	7,863,740.	
31 Total liabilities and net assets/fund balances (see instructions)	8,722,408.	7,863,740.	

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a publicly traded securities		P	Various	Various
b long term capital gain dist		P	Various	12/31/13
c		P		
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,836,599.			1,716,731.	119,868.
b 42,972.				42,972.
c				0.
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
a				119,868.
b				42,972.
c				0.
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 162,840.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).				3 0.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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))
2012	548,503.	10,374,349.	0.052871
2011	535,450.	10,047,904.	0.053290
2010	729,720.	10,454,849.	0.069797
2009	250,000.	9,181,809.	0.027228
2008	363,592.	7,472,624.	0.048657

2 Total of line 1, column (d)

2 0.251843

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 0.050369

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 10,693,871.

5 Multiply line 4 by line 3

5 538,640.

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

6 2,741.

7 Add lines 5 and 6

7 541,381.

8 Enter qualifying distributions from Part XII, line 4

8 1,134,444.

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)	1	2,741.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, 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	2,741.
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	2,741.
6 Credits/Payments		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	1,555.
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	3,055.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	36.
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	278.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► 278. Refunded	11	0.

Part VII-A Statements Regarding Activities

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?

	Yes	No
1 a	X	

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

1 b	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

1 c	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?

If 'Yes,' attach a detailed description of the activities

2	X
---	---

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

3	X
---	---

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

4 a	X
-----	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4 b	N/A
-----	-----

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	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?

7	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a	
-----	--

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

8 b	X
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b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

9	X
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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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10	X
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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X
14	The books are in care of ▶ <u>David Rogers</u> Telephone no ▶ <u>972-392-3202</u> Located at ▶ <u>4848 Lemmon Ave., Suite 100-402 Dallas TX</u> ZIP + 4 ▶ <u>75219</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	15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ▶	16	Yes X No

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 checked="" type="checkbox"/> Yes	<input 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 ▶	1 b	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ▶ <u>20 ___, 20 ___, 20 ___, 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 ___, 20 ___, 20 ___, 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 2013 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 2013)	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 2013?	4 b	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?			5 b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
See Statement 9		0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A
2	

All other program-related investments. See instructions.

3 _____

Total. Add lines 1 through 3

0.

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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	8,433,993.
b Average of monthly cash balances	1 b	1,259,447.
c Fair market value of all other assets (see instructions)	1 c	1,163,282.
d Total (add lines 1a, b, and c)	1 d	10,856,722.
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	10,856,722.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	162,851.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,693,871.
6 Minimum investment return Enter 5% of line 5	6	534,694.

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	534,694.
2a Tax on investment income for 2013 from Part VI, line 5	2a	2,741.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2 c	2,741.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	531,953.
4 Recoveries of amounts treated as qualifying distributions	4	500.
5 Add lines 3 and 4	5	532,453.
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	532,453.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	1 a	1,134,444.
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 b	
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	3 a	
3 Amounts set aside for specific charitable projects that satisfy the	3 b	
a Suitability test (prior IRS approval required)	4	1,134,444.
b Cash distribution test (attach the required schedule)	5	2,741.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,131,703.
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)		
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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				532,453.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only		0.		
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010	44,359.			
d From 2011	4,315.			
e From 2012	32,798.			
f Total of lines 3a through e	81,472.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,134,444.			0.	
a Applied to 2012, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				532,453.
e Remaining amount distributed out of corpus	601,991.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	683,463.			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	683,463.			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010	44,359.			
c Excess from 2011	4,315.			
d Excess from 2012	32,798.			
e Excess from 2013	601,991.			

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

N/A

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See statement 11			See statement 11	1,126,000.
Total			► 3a	1,126,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	145,683.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	162,840.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Cooper Square Fund K-1			14	-1.	
b Other income			14	3,368.	
c SEG Partners II LP K-1			14	-1.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				311,889.	
13 Total. Add line 12, columns (b), (d), and (e)				13	311,889.

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

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

þ 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

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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		

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

Sign
Here


Signature of officer or trustee

11/9/14

• TREASURER

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

Signature of officer or trustee		Date	Title		PTIN
					X Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self employed
	Evelyn H Moses		<i>Evelyn H Moses</i>	11/5/14	P01400635
	Firm's name ► Evelyn H. Moses, CPA		Firm's EIN ►		
Firm's address ► 3541 Marquette Dallas, TX 75225		Phone no (214) 361-2323			

BAA

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545 1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Ralph B. Rogers Foundation	Employer identification number (EIN) or 20-3452395
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions 4848 Lemmon Ave., Suite 100-402	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Dallas, TX 75219	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► David Rogers

Fax No ►

Telephone No ► 972-392-3202

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- calendar year 20 13 or
- tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 3,055.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 1,555.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c \$ 1,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions <u>Ralph B. Rogers Foundation</u>	Employer identification number (EIN) or <u>20-3452395</u>
	Number, street, and room or suite number. If a P O box, see instructions <u>Evelyn H. Moses, CPA 3541 Marquette</u>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <u>Dallas, TX 75225</u>	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► David Rogers -----
Telephone No ► 972-392-3202 ----- Fax No ►
- If the organization does not have an office or place of business in the United States, check this box If this is for the
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) -----
whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 20 14
- For calendar year 2013, or other tax year beginning _____, 20 ___, and ending _____, 20 ___.
If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
- State in detail why you need the extension. Due to circumstances beyond the taxpayers control, certain information necessary for a complete and accurate return is still pending at the expiration of the automatic extension.
- If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions

<u>8a</u>	\$	<u>3,055.</u>
-----------	----	---------------
- If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868

<u>8b</u>	\$	<u>3,055.</u>
-----------	----	---------------
- Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions

<u>8c</u>	\$	<u>0.</u>
-----------	----	-----------

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Evelyn H. Moses Title ► CPA for the taxpayer Date ► 8/12/14
BAA FIFZ0502L 12/31/13 Form 8868 (Rev 1-2014)

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Cooper Square Fund K-1	\$ -1.	\$ 15,100.	
Other income	3,368.	3,366.	
SEG Partners II LP K-1	-1.	10,849.	
Total	\$ 3,366.	\$ 29,315.	\$ 0.

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
Bookkeeping and tax preparation	\$ 8,844.	\$ 4,422.		\$ 4,422.
Total	\$ 8,844.	\$ 4,422.		\$ 4,422.

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
Investment management	\$ 29,145.	\$ 29,145.		
Total	\$ 29,145.	\$ 29,145.		\$ 0.

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 paid	\$ 1,250.			
Foreign tax paid	1,236.	\$ 1,236.		
Total	\$ 2,486.	\$ 1,236.		\$ 0.

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
Bank charges	\$ 60.	\$ 60.		
Cooper Square Fund K-1 deductions		12,594.		
Meals & Entertainment	1,188.			\$ 1,188.
Office expenses	116.			116.
SEG Partners II K-1 deductions		16,300.		
Total	<u>\$ 1,364.</u>	<u>\$ 28,954.</u>		<u>\$ 1,304.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	Valuation Method	Book Value	Fair Market Value
See Statement 10	Cost	\$ 1,843,030.	\$ 3,633,106.
	Total	<u>\$ 1,843,030.</u>	<u>\$ 3,633,106.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	Valuation Method	Book Value	Fair Market Value
See Statement 10	Cost	\$ 1,616,038.	\$ 1,637,969.
	Total	<u>\$ 1,616,038.</u>	<u>\$ 1,637,969.</u>

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Publicly Traded Securities</u>	Valuation Method	Book Value	Fair Market Value
See Statement 10	Cost	\$ 2,507,936.	\$ 3,604,188.
	Total Other Publicly Traded Securities	<u>\$ 2,507,936.</u>	<u>\$ 3,604,188.</u>

Other Securities

Cooper Square Fund, LP	Cost	550,000.	620,990.
SEG Partners II, LP	Cost	550,000.	638,391.
	Total Other Securities	<u>\$ 1,100,000.</u>	<u>\$ 1,259,381.</u>
	Total	<u>\$ 3,607,936.</u>	<u>\$ 4,863,569.</u>

Statement 9
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/Other
William B. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	President 1.00	\$ 0.	\$ 0.	\$ 0.
David Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Treasurer 1.00	0.	0.	0.
William E. Rogers II 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Secretary 1.00	0.	0.	0.
John B. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Robert D. Rogers (deceased) 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 0	0.	0.	0.
Richard G. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Katherine Roberts 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Mary Rhoades 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
John B. Rogers, Jr. 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Michael Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Buff Strickland 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

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Federal Statements

20-3452395

Client RBROGERS

Ralph B. Rogers Foundation

Statement 10

Form 990-PF, Part II, Line 10b, & 10c and 13

Investments - Corporate Stocks, & Corporate Bonds, and Investment-Other

<u>Quantity</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1,500 00	AETNA INC NEW	54,570 00	102,885 00
1,600 00	AUTOMATIC DATA PROCESSING INC	54,410 27	129,278 40
2,450 00	CISCO SYSTEMS INC	52,185 00	54,953 50
9,174 00	COCA-COLA COMPANY	208,206 00	378,977 94
2,800 00	EMERSON ELECTRIC COMPANY	139,580 00	196,504 00
2,800 00	EXXON MOBIL CORP	120,372 95	283,360 00
6,990 00	GENERAL ELECTRIC COMPANY	115,396 21	195,929 70
3,000 00	INTEL CORP	61,410 00	77,865 00
1,600 00	JOHNSON & JOHNSON	98,528 00	146,544 00
3,600 00	MICROSOFT	90,540 00	134,676 00
1,400 00	NOVARTIS AG SPONSORED ADR	56,141 30	112,532 00
1,800 00	PEPSICO INC	116,838 00	149,292 00
1,200 00	PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	60,745 92	16,536 00
3,900 00	RAYMOND JAMES FINANCIAL INC	93,015 00	203,541 00
2,000 00	RAYTHEON COMPANY NEW	79,680 00	181,400 00
2,400 00	STATOIL ASA SPONSORED ADR	60,582 19	57,912 00
10,000 00	TEXAS INSTRUMENTS INC	109,987 34	687,800 00
1,300 00	3M COMPANY	89,726 00	182,325 00
2,600 00	WAL-MART STORES INC	116,406 00	204,594 00
3,000 00	WELLS FARGO & CO NEW	64,710 00	136,200 00
Line 10b. - Corporate Stocks		1,843,030.18	3,633,105.54
99,000 00	GE CAP FINL INC SALT LAKE CITY UT CD DUE 01/14/14	99,007 67	99,025 74
45,000 00	GOLDMAN SACHS BANK USA NEW YORK NY CD DUE 02/24/14	45,002 79	45,013 50
100,000 00	DISCOVER BANK GREENWOOD DE CD DUE 03/28/14	99,900 00	100,098 00
150,000 00	GOLDMAN SACHS BANK USA NEW YORK NY CD DUE 05/23/14	150,000 00	150,165 00
145,000 00	DISCOVER BANK GREENWOOD DE CD DUE 06/04/14	145,000 00	145,000 00
125,000 00	ALLY BANK MIDVALE UT CD DUE 09/19/14	125,000 00	125,326 25
160,000 00	AMER EXPR CENTURION BANK SALT LAKE CITY UT CD DUE 01/05/15	160,850 64	160,380 80
200,000 00	FIRSTBANK OF PR SANTURCE PR CD DUE 02/09/15	200,000 00	199,726 00
100,000 00	ALLY BANK MIDVALE UT CD DUE 02/23/15	100,000 00	99,906 00
190,000 00	BMW BANK OF NORTH AMER SALT LAKE CITY UT CD DUE 03/30/15	190,358 24	189,644 70
100,000 00	TRANSATLANTIC HOLDINGS SENIOR NOTES DUE 12/14/15	99,185 20	108,400 00
100,000 00	MERRILL LYNCH & CO INC MEDIUM TERM NOTE DUE 08/28/17	101,732 98	115,283 00
100,000 00	PORTLAND OR PENSION E REV B/E TXBL VAR WKLY DUE 06/01/19	100,000 00	100,000 00
Line 10c. - Corporate Bonds		1,616,037.52	1,637,968.99
52,950 60	BLAIR WILLIAM INTL SMALL CAP GROWTH	424,618 44	859,388 27
49,412 70	THOMAS WHITE INTL CL I	721,458 82	966,018 30
23,474 91	SCOUT INTL	588,610 85	874,675 03
14,076 92	VANGUARD REIT INDEX INVESTOR CL	294,105 86	302,231 47
37,106 95	WASATCH LONG SHORT INVESTOR CL	479,141 86	601,874 71
Line 13. - Investments-Other		2,507,935.83	3,604,187.78

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Federal Statements

Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

20-3452395

Statement 11

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Museum of the American Railroad 6455 Page St Frisco, TX 75034	N/A	PC	Capital campaign support	\$ 250,000
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	Capital campaign support	\$ 250,000
Southwestern Medical Foundation 3963 Maple Avenue, Suite 100 Dallas, TX 75219	N/A	PC	William P. Clements Jr. University Hospital capital campaign	\$ 200,000
The Hockaday School 11600 Welch Road Dallas, TX 75229	N/A	PC	The Rogers Family Middle Income Financial Aid Fund	\$ 100,000
The Hockaday School 11600 Welch Road Dallas, TX 75229	N/A	PC	Toward the Centennial Center capital campaign	\$ 100,000
Sustainable Food Center, Inc 2921 E 17th Street, Building C Austin, TX 78702	N/A	PC	Capital campaign support	\$ 75,000
All Saints Episcopal Church 6300 North Central Avenue Phoenix, AZ 85012	N/A	PC	"Envisioning the Future" capital campaign	\$ 60,000
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	Children's Garden	\$ 7,000
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 2,500
Sustainable Food Center, Inc 2921 E 17th Street, Building C Austin, TX 78702	N/A	PC	Capital campaign support	\$ 9,500
Santa Fe Botanical Garden P O Box 23343 Santa Fe, NM 87502	N/A	PC	Children's Education programs	\$ 2,000
Southern Methodist University P O Box 750261 Dallas, TX 75275	N/A	PC	Friends of SMU-in-Taos	\$ 1,000
Guilford College 5800 West Friendly Avenue Greensboro, NC 27410	N/A	PC	Guilford Annual Funds/Loyalty Fund	\$ 3,000

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Federal Statements

Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

20-3452395

Statement 11

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Santa Fe Symphony & Chorus, Inc P O Box 9692 Santa Fe, NM 87504	N/A	PC	The Symphony's Music Education programs and general operating support	\$ 3,000
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	The Blooming Beds of Bulbs program	\$ 250
Guide Dogs for the Blind, Inc P O Box 151200 San Rafael, CA 94915	N/A	PC	Dallas Lone Star Guide Dog Raisers	\$ 1,120
St Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	St Mark's Fund general support	\$ 3,000
The Hockaday School 11600 Welch Road Dallas, TX 75229	N/A	PC	General operating support	\$ 500
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 2,130
Henry Morrison Flagler Museum Whitehall Way Palm Beach, FL 33480	N/A	PC	General operating support	\$ 8,000
Annie's Orphans 1630 County Road 214 Durango, CO 81303	N/A	PC	General operating support	\$ 9,500
University of New Mexico Foundation 700 Lomas Blvd NE, Suite 108 Albuquerque, NM 87102	N/A	PC	General operating support	\$ 250
Orpheus Chamber Singers, Inc P O Box 25132 Dallas, TX 75132	N/A	PC	General operating support	\$ 250
Groton School P O Box 282, Farmers Row Groton, MA 01450	N/A	PC	Annual fund	\$ 500
Groton School P O Box 282, Farmers Row Groton, MA 01450	N/A	PC	Summer program	\$ 500
Christ Church Dark Harbor P O Box 147 Islesboro, ME 04848	N/A	PC	General operating support	\$ 1,000

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Federal Statements

Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

20-3452395

Statement 11

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Alumni Fund Association of Yale University 157 Church St New Haven, CT 06510	N/A	PC	General operating support	\$ 1,000
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 250
Low Birth Weight Development Center 345 Calumet Ave Dallas, TX 75211	N/A	PC	General operating support	\$ 1,250
North Texas Public Broadcasting, Inc 3000 Harry Hines Blvd Dallas, TX 75201	N/A	PC	General operating support	\$ 2,500
Parkland Foundation 2777 N Stemmons Frwy, Suite 1700 Dallas, TX 75207	N/A	PC	I Stand for Parkland Capital campaign	\$ 1,000
St Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	General operating support	\$ 1,500
UT Southwestern Medical Center P O Box 910888 Dallas, TX 75391	N/A	PC	General operating support	\$ 500
The Hockaday School 11600 Welch Road Dallas, TX 75229	N/A	PC	General operating support	\$ 1,500
Museum of the American Railroad 6455 Page St Frisco, TX 75034	N/A	PC	To build display trackage at the Museum site	\$ 7,500
New Beginnings Cat Rescue P O Box 833723 Richardson, TX 75083	N/A	PC	General operating support	\$ 9,500
Adirondack Community Trust P O Box 288 Lake Placid, NY 12946	N/A	PC	General operating support	\$ 9,500
Total				\$ 1,126,000