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Return of Private Foundation

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

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

2013

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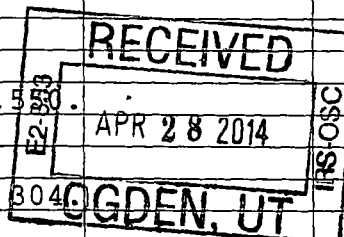
For calendar year 2013 or tax year beginning

, and ending

Name of foundation Rogers Foundation		A Employer identification number 47-6026897
Number and street (or P O box number if mail is not delivered to street address) 1311 M Street, Suite A		B Telephone number (402) 477-3725
City or town, state or province, country, and ZIP or foreign postal code Lincoln, NE 68508-2539		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,230,180. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		27.	27.		Statement 2
4 Dividends and interest from securities		427,758.	422,118.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		21,314.			Statement 1
b Gross sales price for all assets on line 6a		573,891.			
7 Capital gain net income (from Part IV, line 2)			5,119.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-5,924.	556.		Statement 4
12 Total. Add lines 1 through 11		443,175.	427,820.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 5		33,100.	16,550.		16,550.
c Other professional fees					
17 Interest					
18 Taxes Stmt 6		8,234.			0.
19 Depreciation and depletion					
20 Occupancy		6,600.	6,600.		0.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		8,371.	7,861.		510.
24 Total operating and administrative expenses Add lines 13 through 23		56,305.	31,315.		17,060.
25 Contributions, gifts, grants paid		544,609.			544,609.
26 Total expenses and disbursements. Add lines 24 and 25		600,914.	31,315.		561,669.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-157,739.			
b Net investment income (if negative, enter -0-)			396,505.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			807,120.	348,125.	348,125.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use			6,000.	6,000.	6,000.
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations Stmt 8			1,120,901.	969,020.	947,690.
	b Investments - corporate stock Stmt 9			2,158,731.	2,869,778.	7,911,837.
	c Investments - corporate bonds Stmt 10			1,394,450.	1,194,440.	1,285,831.
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other Stmt 11			-192,953.	-253,138.	729,827.	
14 Land, buildings, and equipment: basis ▶ 1,894.						
Less: accumulated depreciation Stmt 12 ▶ 1,894.						
15 Other assets (describe ▶ Statement 13)			0.	870.	870.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			5,294,249.	5,135,095.	11,230,180.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
22 Other liabilities (describe ▶ Excise tax payable)			530.	0.		
23 Total liabilities (add lines 17 through 22)			530.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			2,444,233.	2,444,233.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds			2,849,486.	2,690,862.		
30 Total net assets or fund balances			5,293,719.	5,135,095.		
31 Total liabilities and net assets/fund balances			5,294,249.	5,135,095.		

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	5,293,719.
2 Enter amount from Part I, line 27a	2	-157,739.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,135,980.
5 Decreases not included in line 2 (itemize) ▶ Nondeductible partnership expenses	5	885.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,135,095.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 573,891.		568,772.	5,119.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			5,119.

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	5,119.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	544,493.	11,385,399.	.047824
2011	503,329.	11,042,192.	.045582
2010	460,165.	10,218,987.	.045030
2009	546,706.	9,296,407.	.058808
2008	546,548.	11,102,546.	.049227

2 Total of line 1, column (d)	2	.246471
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	.049294
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,983,176.
5 Multiply line 4 by line 3	5	590,699.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,965.
7 Add lines 5 and 6	7	594,664.
8 Enter qualifying distributions from Part XII, line 4	8	561,669.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,930.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	7,930.
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	7,930.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,800.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	8,800.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	870.
11	Enter the amount of line 10 to be credited to 2014 estimated tax	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of Rex Marquart Telephone no. 402-477-3725 Located at 1311 M Street, Suite A, Lincoln, NE ZIP+4 68508			
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 N/A	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 N/A	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

X

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Rex Marquart 4130 Normal Blvd Lincoln, NE 68506	President & Treasurer 4.00	0.	0.	0.
Kuulei M Marquart 4130 Normal Blvd Lincoln, NE 68506	Vice-President & Secretary 1.00	0.	0.	0.
Mary Kay Jones 1311 M Street Lincoln, NE 68508	Vice-President 1.00	0.	0.	0.

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

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

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	1a	11,740,739.
b	Average of monthly cash balances	1b	424,922.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,165,661.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,165,661.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	182,485.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,983,176.
6	Minimum investment return. Enter 5% of line 5	6	599,159.

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	599,159.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,930.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,930.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	591,229.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	591,229.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	591,229.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	561,669.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	561,669.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	561,669.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				591,229.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			544,581.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 561,669.				
a Applied to 2012, but not more than line 2a			544,581.	
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 2013 distributable amount	0.			17,088.
e Remaining amount distributed out of corpus	0.			
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:				
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				574,141.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Alzheimers Association 5601 South 27th Street, Ste 201 Lincoln, NE 68512	None	Exempt	Charitable Contribution	5,000.
American Lung Association 215 Centennial Mall South Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Angels Among Us 11918 Poppleton Plaza - #2 Omaha, NE 68144	None	Exempt	Charitable Contribution	5,000.
Autism Action Partnership 1414301 FNB Parkway, Ste 115 Omaha, NE 68154	None	Exempt	Charitable Contribution	4,000.
Bighorn Institute P.O. Box 262 Palm Desert, CA 92261	None	Exempt	Charitable Contribution	5,000.
Total See continuation sheet(s) ▶ 3a				544,609.
b Approved for future payment				
None				
Total ▶ 3b				0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Citigroup Capital VIII CAP	P	09/07/01	04/16/13
b	Federal Home LN MTG Corp	P	05/20/09	04/16/13
c	GE Capital Internotes	P	08/21/06	02/15/13
d	Goldman Sachs BK USA NY	P	05/02/08	05/07/13
e	Lehman Brthrs Hldg Bond Merger	P	Various	04/04/13
f	Lehman Brthrs Liquidation Distr	P	Various	10/03/13
g	Capital Gain from passthrough AllianceBernstein H	P	Various	12/31/13
h	Capital Gain from passthrough AllianceBernstein H	P	Various	12/31/13
i	Section 1231 Gain from passthrough Kinder Morgan	P	Various	12/31/13
j	Capital Gains Dividends			
k				
l				
m				
n				
o				

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	200,000.		200,002.	-2.
b	150,000.		151,881.	-1,881.
c	100,000.		100,005.	-5.
d	100,000.		100,005.	-5.
e	7,517.		7,517.	0.
f	8,678.		8,678.	0.
g	254.			254.
h	334.			334.
i			684.	-684.
j	7,108.			7,108.
k				
l				
m				
n				
o				

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2.
b			-1,881.
c			-5.
d			-5.
e			0.
f			0.
g			254.
h			334.
i			-684.
j			7,108.
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	5,119.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Boys & Girls Club of Lincoln/Lancaster County P.O. Box 22344 Lincoln, NE 68542	None	Exempt	Charitable Contribution	1,000.
Bright Lights, Inc 5561 South 48th Street, Ste 206 Lincoln, NE 68506	None	Exempt	Charitable Contribution	20,000.
Bryan LGH Foundation 1600 S 48th Street Lincoln, NE 68506	None	Exempt	Charitable Contribution	11,000.
CASA for Lancaster County 1141 H Street, Ste C Lincoln, NE 68508	None	Exempt	Charitable Contribution	5,000.
Cedars Home for Children Foundation 6601 Pioneers Blvd. Lincoln, NE 68521	None	Exempt	Charitable Contribution	25,000.
Center for People in Need, Inc. 3901 N 27th Street, Unit 1 Lincoln, NE 68521	None	Exempt	Charitable Contribution	15,000.
Children's Hospital & Medical Foundation 8401 W Dodge Road, Ste 120 Omaha, NE 68114	None	Exempt	Charitable Contribution	10,000.
Christian Heritage Children's Home 14880 Old Cheney Road, Box 245 Walton, NE 68461	None	Exempt	Charitable Contribution	15,000.
City Impact Reading Center 400 N 27th Street Lincoln, NE 68503	None	Exempt	Charitable Contribution	10,000.
Clinic with a Heart, Inc. PO Box 22851 Lincoln, NE 68542	None	Exempt	Charitable Contribution	5,000.
Total from continuation sheets				515,609.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Contributions from Passthrough K-1 AllianceBernstein Holding LP 1345 Avenue of the Americas New York, NY 10105	None	Exempt	Charitable Contribution	9.
Crohn & Colitis Foundation of American - NE Chapter 8031 W Center Road, Ste 322 Omaha, NE 68124	None	Exempt	Charitable Contribution	2,500.
El Centro de las Americas 2032 U Street Lincoln, NE 68503	None	Exempt	Charitable Contribution	2,500.
Food Bank of Lincoln 4840 Doris Bair Circle, Ste A Lincoln, NE 68504	None	Exempt	Charitable Contribution	20,000.
Friendship Home PO Box 85358 Lincoln, NE 68501	None	Exempt	Charitable Contribution	15,000.
Girl Scouts Spirit of Nebraska 8230 Beechwood Dr. Lincoln, NE 68510	None	Exempt	Charitable Contribution	10,000.
Good Neighbor Community Center 2617 'Y' Street Lincoln, NE 68503	None	Exempt	Charitable Contribution	15,000.
Johnson County Hospital Foundation 202 High St. Tecumseh, NE 68450	None	Exempt	Charitable Contribution	10,000.
La Pointe Community Clinic, Inc. PO Box 86 La Pointe, WI 54850	None	Exempt	Charitable Contribution	5,000.
Leadership Lincoln, Inc. 920 O Street Ste. 300 Lincoln, NE 68508	None	Exempt	Charitable Contribution	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Lighthouse 2530 'N' Street Lincoln, NE 68510	None	Exempt	Charitable Contribution	10,000.
Lincoln Children's Zoo 1222 S 27th Street Lincoln, NE 68502	None	Exempt	Charitable Contribution	10,000.
Lincoln Community Foundation 215 Centennial Mall South, Ste 100 Lincoln, NE 68508	None	Exempt	Charitable Contribution	5,000.
Lincoln Community Playhouse P.O. Box 6426 Lincoln, NE 68506	None	Exempt	Charitable Contribution	2,500.
Lincoln Crisis Pregnancy Center 4247 O Street Lincoln, NE 68510	None	Exempt	Charitable Contribution	10,000.
Lincoln Municipal Band 216 North 11st Street, Ste 202 Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Lincoln Symphony Orchestra 233 S 13th Street, Ste 1702 Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Lincoln Women's Chamber of Commerce 237 S. 70th Street, Ste 206 Lincoln, NE 68510	None	Exempt	Charitable Contribution	1,500.
Lincoln/Lancaster County Crime Stoppers, Inc P.O. Box 82474 Lincoln, NE 68501	None	Exempt	Charitable Contribution	15,000.
LUX Center for the Arts 2601 N. 48th Street Lincoln, NE 68504	None	Exempt	Charitable Contribution	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Madeline Island Wilderness Preserve P.O. Box 28 La Pointe, WI 54850	None	Exempt	Charitable Contribution	1,000.
Madonna Foundation 2200 South 52nd Street Lincoln, NE 68506	None	Exempt	Charitable Contribution	5,000.
Matt Talbot Kitchen 1911 'R' Street Lincoln, NE 68508	None	Exempt	Charitable Contribution	20,000.
Mayo Clinic Foundation 200 First Street SW Rochester, MN 55905	None	Exempt	Charitable Contribution	10,000.
Milkworks 5930 South 58th Street, Ste W Lincoln, NE 68516	None	Exempt	Charitable Contribution	10,000.
Mourning Hope 4919 Baldwin Ave Lincoln, NE 68504	None	Exempt	Charitable Contribution	10,000.
Nebraska Brass 216 No 11th Street, Ste 202 Lincoln, NE 68508	None	Exempt	Charitable Contribution	5,000.
Nebraska Children and Families Foundation 215 Centennial Mall South-Ste. 200 Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Nebraska Jazz Orchestra 216 No 11th Street, Ste 202 Lincoln, NE 68508	None	Exempt	Charitable Contribution	5,000.
Nebraska Trumpet Ensemble 315 S. 9th Street-Ste 110 Lincoln, NE 68508	None	Exempt	Charitable Contribution	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Nebraska Wesleyan University Smith-Curtis, Room 310 Lincoln, NE 68504	None	Exempt	Charitable Contribution	10,000.
Our Saviour's Lutheran Church 1200 South 40th Street Lincoln, NE 68510	None	Exempt	Charitable Contribution	1,100.
People's City Mission 110 'Q' Street Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Southeast Community College Ed. Foundation 301 S. 68th St. Pl. Lincoln, NE 68510	None	Exempt	Charitable Contribution	5,000.
Spring Creek Prairie Audubon Center PO Box 117 Denton, NE 68339	None	Exempt	Charitable Contribution	10,000.
St. Elizabeth Foundation 6900 L Street, Ste 100 Lincoln, NE 68510	None	Exempt	Charitable Contribution	15,000.
St. Monica's Behavioral Health Center 120 Wedgewood Drive Lincoln, NE 68510	None	Exempt	Charitable Contribution	5,000.
Tabitha Foundation 4720 Randolph Street Lincoln, NE 68510	None	Exempt	Charitable Contribution	30,000.
The Groundwater Foundation PO Box 22558 Lincoln, NE 68542	None	Exempt	Charitable Contribution	10,000.
The National Craniofacil Association (FACES) P.O. Box 11082 Chattanooga, TN 37401	None	Exempt	Charitable Contribution	5,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Citigroup Capital VIII CAP		09/07/01	04/16/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
200,000.	200,002.	0.	0.	-2.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Federal Home LN MTG Corp		05/20/09	04/16/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
150,000.	151,881.	0.	0.	-1,881.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
GE Capital Internotes		08/21/06	02/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
100,000.	100,005.	0.	0.	-5.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Goldman Sachs BK USA NY				05/02/08	05/07/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
100,000.	100,005.	0.	0.	-5.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lehman Brthrs Hldg Bond Merger				Various	04/04/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
7,517.	0.	0.	0.	7,517.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lehman Brthrs Liquidation Distr				Various	10/03/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
8,678.	0.	0.	0.	8,678.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Capital Gain from passthrough AllianceBernstein Holding LP				Various	12/31/13
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
254.	0.	0.	0.	254.	

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Capital Gain from passthrough AllianceBernstein Holding LP		Various	12/31/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
334.	0.	0.	0.	334.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Section 1231 Gain from passthrough Kinder Morgan Energy Partners LP		Various	12/31/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	684.	0.	0.	-684.

Capital Gains Dividends from Part IV	7,108.
Total to Form 990-PF, Part I, line 6a	21,314.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
First Bank and Trust Company	27.	27.	
Total to Part I, line 3	27.	27.	

Form 990-PF	Dividends and Interest from Securities	Statement	3
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest and Dividends from Ameritas	21,545.	0.	21,545.	21,545.	
Interest and Dividends from passthrough K-1	161.	0.	161.	161.	
Interest and Dividends from passthrough K-1	1,103.	0.	1,103.	1,103.	
Interest and Dividends from Smith Hayes	408,952.	7,108.	401,844.	396,204.	
Interest and Dividends from Union Bank & Trust	3,105.	0.	3,105.	3,105.	
To Part I, line 4	434,866.	7,108.	427,758.	422,118.	

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Royalties from passthrough Kinder Morgan Energy Partners LP	556.	556.	
Kinder Morgan Energy Partners LP	-2,155.	0.	
AllianceBernstein Holding LP	-4,325.	0.	
Total to Form 990-PF, Part I, line 11	-5,924.	556.	

Form 990-PF	Accounting Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
R.H. Rogers Investment Co. Dana F. Cole and Company LLP	30,000.	15,000.		15,000.
	3,100.	1,550.		1,550.
To Form 990-PF, Pg 1, ln 16b	33,100.	16,550.		16,550.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax expense	304.	304.		0.
Excise tax expense	7,930.	0.		0.
To Form 990-PF, Pg 1, ln 18	8,234.	304.		0.

Form 990-PF	Other Expenses	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office supplies and postage	788.	394.		394.
Telephone	232.	116.		116.
Investment fees	589.	589.		0.
Insurance	930.	930.		0.
Oil Recovery Tax Credit	5,832.	5,832.		0.
To Form 990-PF, Pg 1, ln 23	8,371.	7,861.		510.

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Saunders Cnty NE Sch Dist No 1		X	121,656.	123,110.
Univ of NE Rev Bonds		X	155,797.	153,178.
Federal Home Ln Mtg Corp	X		100,006.	94,540.
Lincoln Neb West Haymarket		X	100,006.	93,364.
Lincoln Neb West Haymarket		X	97,803.	92,788.
Lancaster County Neb Sch Dist No 001		X	95,000.	96,641.
Douglas County Neb Sch Dist No 059		X	100,000.	103,349.
Ralston Neb Taxable-Arena-Ser A		X	198,752.	190,720.
Total U.S. Government Obligations			100,006.	94,540.
Total State and Municipal Government Obligations			869,014.	853,150.
Total to Form 990-PF, Part II, line 10a			969,020.	947,690.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
1452 Shares Vodafone Group PLC	3,815.	57,078.
11984 Shares BP Amoco PLC	47,969.	582,542.
4950 Shares Dow Chemical Company	74,817.	219,780.
4000 Shares Edison International	36,875.	185,200.
12000 Shares Exxon Mobile Corp	41,675.	1,214,400.
5920 Shares JP Morgan Chase & Co	24,850.	346,202.
4700 Shares OGE Energy Corp	49,637.	159,330.
12000 Shares Altria Group	61,085.	460,680.
5533 Shares Potlatch Corporation	116,083.	231,782.
2100 Pepco Hldgs Inc	50,082.	40,173.
2624 Shares Universal Manufacturing Co.	17,056.	20,467.
10298 Shares Aegon NV Ord	48,452.	97,625.
603 Shares Centurylink	29,907.	19,206.
2346 Shares Verizon Communications	19,914.	115,282.
8000 Shares Citigroup Capital VIII	0.	0.
6500 Shares National Fuel Gas Co	149,502.	464,100.
1256 Shares St Paul Travelers Inc	4,166.	113,718.
15675 Shares AT&T Corp New	132,284.	551,133.
54864 Shares Windstream	12,063.	437,815.
2768 KRAFT FOODS INC	6,704.	149,223.
5000 Barclay's BK	125,000.	126,650.
7500 General Electric Co	253,716.	210,225.
5290 Shares Bristol Myers Squibb	192,696.	281,164.

Rogers Foundation

47-6026897

4025 Shares Du Pont E I De Nemours & Co	191,570.	261,504.
Franklin Income Class A	500,012.	518,318.
1300 Shares Johnson & Johnson	91,513.	119,067.
8304 Shares Mondelez Intl Inc Com	12,411.	293,131.
2550 Shares Pepsico Inc	191,162.	211,497.
6950 Shares Pfizer Inc	192,108.	212,879.
2600 Shares Procter & Gamble Co	192,654.	211,666.
Total to Form 990-PF, Part II, line 10b	2,869,778.	7,911,837.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
GE Capital Internotes	100,005.	110,965.
US Bank Natl Assn	99,224.	103,804.
Wells Fargo Bank Ntl Assn	96,733.	104,505.
MBNA Corp	201,039.	211,266.
Anheuser Busch Cos Inc	96,820.	111,251.
Tennessee Valley Auth	95,006.	94,997.
General Electric Co	102,475.	113,194.
GE Capital Internotes	300,005.	326,148.
GE Capital Internotes	0.	0.
Burlington Northern Santa Fe	103,133.	109,701.
Goldman Sachs Bank USA	0.	0.
Total to Form 990-PF, Part II, line 10c	1,194,440.	1,285,831.

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
2450 Units AllianceBernstein Holding LP	COST	31,144.	52,283.
8400 Units Kinder Morgan Energy Partners	COST	-284,282.	677,544.
Total to Form 990-PF, Part II, line 13		-253,138.	729,827.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 12

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Copier	288.	288.	0.
Typewriter & File Cabinet	1,059.	1,059.	0.
Furnishings	440.	440.	0.
Manager chair	107.	107.	0.
Total To Fm 990-PF, Part II, ln 14	1,894.	1,894.	0.

Form 990-PF Other Assets Statement 13

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Excise tax refundable	0.	870.	870.
To Form 990-PF, Part II, line 15	0.	870.	870.

Form 990-PF	Grant Application Submission Information	Statement 14
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

Mr. Rex A. Marquart
1311 M Street, Suite A
Lincoln, NE 68508

Telephone Number

(402) 477-3725

Form and Content of Applications

A proposal including a plan of the project or program, all activities, all objectives, benefits to whom, how, where, when and why should be included. The total cost of the project along with the amount requested from us should be included along with a listing of other sources approached to fund the project and those sources responses. In addition, the latest annual statement, budget for the current year, present sources of income, a copy of the IRS Exempt Status Letter and a listing of the members of the Board of Directors should be included.

Any Submission Deadlines

None

Restrictions and Limitations on Awards

None