Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► **Do not enter Social Security numbers on this form as it may be made public.**
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

THE ROGERS FOUNDATION
P.O. BOX 8799
TYLER, TX 75711

A Employer identification number 75-2143064
B Telephone number (see the instructions) 903-561-4041
C If exemption application is pending, check here ► ☐
D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 49,977,348.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line		(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)	60,000.			
	2	Ck ► ☐ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	237.	237.		
	4	Dividends and interest from securities	1,104,756.	1,104,756.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	2,382,021.			
	b	Gross sales price for all assets on line 6a 12,689,780.				
	7	Capital gain net income (from Part IV, line 2)		2,382,021.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	3,547,014.	3,487,014.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	66,000.	16,500.		49,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 1	3,500.	875.		2,625.
	b	Accounting fees (attach sch) See St 2	33,100.	8,275.		24,825.
	c	Other prof fees (attach sch) See St 3	208,207.	208,207.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 4	54,961.	22,681.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy	3,420.	855.		2,565.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 5	6,304.	1,576.		4,728.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	375,492.	258,969.		84,243.
	25	Contributions, gifts, grants paid Part XV	2,116,500.			2,116,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,491,992.	258,969.	0.	2,200,743.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	1,055,022.			
	b	**Net investment income** (if negative, enter -0-)		3,228,045.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	4,259,307.	965,317.	965,317.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable. ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable	60,000.	60,000.	60,000.
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	15,026.	12,746.	12,746.
	10a	Investments – U S and state government obligations (attach schedule)	7,928,470.	7,031,990.	7,043,862.
	b	Investments – corporate stock (attach schedule)	23,603,604.	27,099,220.	36,710,243.
	c	Investments – corporate bonds (attach schedule)	3,085,155.	4,695,020.	4,853,911.
	11	Investments – land, buildings, and equipment. basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ► 263,843.			
		Less accumulated depreciation (attach schedule) See Stmt 6 ► 74,880.	188,963.	188,963.	188,963.
	15	Other assets (describe ► See Statement 7)	16.	142,306.	142,306.
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	39,140,541.	40,195,562.	49,977,348.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	1.		
	23	**Total liabilities** (add lines 17 through 22)	1.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	39,140,540.	40,195,562.	
	30	**Total net assets or fund balances** (see instructions)	39,140,540.	40,195,562.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	39,140,541.	40,195,562.	

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	39,140,540.
2	Enter amount from Part I, line 27a	2	1,055,022.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	40,195,562.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	40,195,562.

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)
1a See Statement 8			
b			
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				

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				
b				
c				
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	2,382,021.
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	1,358,622.	42,202,292.	0.032193
2011	1,620,054.	42,092,566.	0.038488
2010	1,206,201.	39,684,945.	0.030394
2009	2,525,456.	35,633,767.	0.070873
2008	2,318,719.	42,862,104.	0.054097

2 **Total** of line 1, column (d)	2	0.226045
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	0.045209
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	46,620,283.
5 Multiply line 4 by line 3	5	2,107,656.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,280.
7 Add lines 5 and 6	7	2,139,936.
8 Enter qualifying distributions from Part XII, line 4	8	2,200,743.

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 ► [ ] and enter 'N/A' on line 1			
Date of ruling or determination letter: _______ **(attach copy of letter if necessary – see instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b		1	32,280.
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	32,280.
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	32,280.
6 Credits/Payments.			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 45,026.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	75,026.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	42,746.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ► 42,746.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	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?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► Bryant & Welborn, LLP Telephone no. ► 903-561-4041

Located at ► 2335 Oak Alley Tyler TX ZIP + 4 ► 75703

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
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? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
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. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A
Organizations relying on a current notice regarding disaster assistance check here. ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X (No)
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?	☐ 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Robyn Rogers P.O. Box 8799 Tyler, TX 75711-8799	Pres / CEO 10.00	22,000.	0.	0.
Sheryl Rogers Palmer P.O. Box 8799 Tyler, TX 75711-8799	Vice Pres 5.00	22,000.	0.	0.
Paul W. Powell P.O. Box 8799 Tyler, TX 75711-8799	Sec / Treas 5.00	22,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

Part 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
Luther King Capital Management 301 Commerce Street, Suite 1600 Fort Worth, TX 76102	Investment Advisor	161,278.
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 NONE	
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.

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	47,240,005.
b	Average of monthly cash balances		1 b	90,232.
c	Fair market value of all other assets (see instructions)		1 c	
d	**Total** (add lines 1a, b, and c)		1 d	47,330,237.
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	47,330,237.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	709,954.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	46,620,283.
6	**Minimum investment return.** Enter 5% of line 5		6	2,331,014.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	2,331,014.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 32,280.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	32,280.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,298,734.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	2,298,734.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,298,734.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	2,200,743.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,200,743.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	32,280.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,168,463.

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				2,298,734.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009 — 432,906.				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	432,906.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 2,200,743.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				2,200,743.
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).)*	97,991.			97,991.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	334,915.			
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	334,915.			
10 Analysis of line 9:				
a Excess from 2009 — 334,915.				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a.					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 9

b The form in which applications should be submitted and information and materials they should include.

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule 3	NONE		See Schedule 3	2,116,500.
Total			► **3a**	2,116,500.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	237.	
4 Dividends and interest from securities			14	1,104,756.	
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	2,382,021.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				3,487,014.	
13 Total. Add line 12, columns (b), (d), and (e)				13	3,487,014.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	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			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Paul W. Powell | 11/17/14 | ▶ Treasurer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA COPELAND, CPA	Barbara Copeland	10/16/14		P00744088

Firm's name ▶ Bryant & Welborn, LLP,CPAs — Firm's EIN ▶ 75-1448534

Firm's address ▶ 2335 Oak Alley, Tyler, TX 75703 — Phone no (903) 561-4041

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at ***www.irs.gov/form990.***

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE ROGERS FOUNDATION	75-2143064

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year . ► $ ____________

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

Name of organization
THE ROGERS FOUNDATION

Employer identification number
75-2143064

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Rogers Grandchildren's Heritage Trust Houston, TX 77027	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE ROGERS FOUNDATION	75-2143064

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

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

Name of organization
THE ROGERS FOUNDATION

Employer identification number
75-2143064

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ► $ N/A

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Adams & Coker	$ 3,500.	$ 875.		$ 2,625.
Total	$ 3,500.	$ 875.	$ 0.	$ 2,625.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bryant & Welborn, LLP	$ 33,100.	$ 8,275.		$ 24,825.
Total	$ 33,100.	$ 8,275.	$ 0.	$ 24,825.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary Fees-Southside Bank	$ 46,739.	$ 46,739.		
Luther King Capital Management	161,468.	161,468.		
Total	$ 208,207.	$ 208,207.	$ 0.	$ 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	$ 32,280.			
Foreign Taxes withheld from Dividends	22,681.	$ 22,681.		
Total	$ 54,961.	$ 22,681.	$ 0.	$ 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
Dues & Subscriptions	$ 725.	$ 181.		$ 544.
Insurance	5,271.	1,318.		3,953.
Office Epenses	308.	77.		231.
Total	$ 6,304.	$ 1,576.	$ 0.	$ 4,728.

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

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

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

	Book Value	Fair Market Value
A/R - DIVIDENDS RECEIVABLE	$ 9,419.	$ 9,419.
A/R - INVESTMENT SALES RECEIVABLE	132,887.	132,887.
Total	$ 142,306.	$ 142,306.

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	See Schedule 4	Purchased	Various	Various
2	See Schedule 5	Purchased	Various	Various
3	See Schedule 6	Purchased	Various	Various
4	DELL INC	Purchased	Various	1/08/2013
5	CARDINAL HEALTH, INC.	Purchased	Various	4/29/2013
6	TYCO INTERNATIONAL LTD	Purchased	Various	6/20/2013
7	WASHINGTON MUTUAL	Purchased	Various	10/29/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	2451539.		2197444.	254,095.				$ 254,095.
2	1318844.		1279334.	39,510.				39,510.
3	8918757.		6830981.	2087776.				2087776.

Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
4	165.		0.	165.				$ 165.
5	58.		0.	58.				58.
6	317.		0.	317.				317.
7	100.		0.	100.				100.
							Total	$ 2382021.

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

Name of Grant Program:	
Name:	Robyn Rogers
Care Of:	
Street Address:	2335 Oak Alley
City, State, Zip Code:	Tyler, TX 75703
Telephone:	903-561-4041
E-Mail Address:	
Form and Content:	See attached Schedule 1
Submission Deadlines:	October 1
Restrictions on Awards:	Organizations requesting grants must be located in Texas or Idaho

THE ROGERS FOUNDATION 75-2143064

Balance Sheet
Prepaid expenses and deferred charges

Prepaid Excise Tax		$ 12,746.
	Total	$ 12,746.

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

Prepaid Excise Tax		$ 12,746.
	Total	$ 12,746.

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

Part XV - Line 2b

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

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

If you are a qualifying organization under 501(c)(3) of the Internal Revenue Code and have a valid educational or charitable request, this request should be sent to the Foundation at 2335 Oak Alley, Tyler, Texas 75703, with the following information

I. Name of your organization:
Address of your organization
Telephone number of your organization

II Information about applicant·
1. Exempt status
2. Copy of ruling or determination letter from IRS
3. Is the applicant organized as a nonprofit organization under state law? If so, what state?
4. Description of applicant's purposes and activities in general
5. Is the applicant controlled by, related to, connected with, or sponsored by another organization? If yes, explain.
6. List the names, addresses and titles of each member of the applicant's governing board.

III. Use of Proposed Grant or Gift.
1. Amount requested
2. Describe in detail how the amount requested will be used and the benefit it will provide.
3. Person to contact who will administer the proposed grant or gift. Include a description of the person's experience and qualifications to administer the program

IV A statement signed by an officer of the application that.
"From my own knowledge, I state the information given in this application is correct. The applicant organization has authorized me to make this application "

THE ROGERS FOUNDATION
SCHEDULE 2
2013
EIN 75-2143064

		Beginning of Year	End of Year	
		Book Value	Book Value	FMV
Investments-U S. and State Obligations - Page 2, Line 10a				
-	UST Infl Idx	498,048	-	-
1,273,496	FNMA	425,016	425,016	379,570
-	FNMA Remic	1,752	-	-
600,000	FHLB	600,040	600,036	574,729
-	GNMA II	293,160	-	-
174,202	GNMA	-	178,556	184,762
1,143,640	GNMA PL	1,213,405	1,142,944	1,207,410
-	Govt Natl Mtg Remic	205,000	-	-
100,000	Caroll Tx ISD Build America	106,683	106,544	111,337
400,000	Channel View Build America	403,897	403,722	419,824
150,000	Collin Cnty Tx Build America	151,612	151,393	159,536
120,000	Columbia MO SP Oblig	121,061	120,970	127,213
100,000	Dallas Tex Indpt	123,913	123,297	111,958
300,000	Eagle Mtn & Saginaw Tx Ind	320,593	320,083	305,745
100,000	Harris Cnty Tex	100,608	100,474	98,926
150,000	Houston Tx ISD Build America	158,006	157,699	167,049
300,000	Irving Tx ISD Build America	316,941	316,528	315,216
250,000	Lubbock Tx	252,986	252,790	266,460
425,000	Malakoff ISD	425,000	425,000	428,817
350,000	Montgomery Cnty Tx	370,990	370,194	354,876
160,000	Panhandle-Plain FLT	162,200	162,200	163,102
400,000	Pine Tree ISD	424,255	423,172	418,092
250,000	Round Rock ISD	264,489	264,166	265,783
200,000	San Antonio Tx ISD Build America	212,615	212,341	223,442
200,000	University of Houston	207,429	207,184	204,846
150,000	Univ of Texas Revs Build America	159,334	158,757	152,073
400,000	Univ of Texas Revs	409,437	408,924	403,096
	Total Investments-U.S. & State Govt Obligations	7,928,470	7,031,990	7,043,862
Investments - Corporate Stock - Page 2, Line 10b				
26,150	21st Century Fox CL A	-	483,455	919,696
20,050	Abbott Laboratories	-	687,733	768,517
-	Accenture Ltd Bermuda	242,260	-	-
-	Aecom Technogogy Grp	628,462	-	-
4,500	Affiliated Managers Group	500,069	210,340	975,960
-	Amdocs Ltd	514,840	-	-
10,490	Apache Corp	490,496	817,894	901,511
1,366	Apple Inc.	-	583,754	766,353
10,675	Baker Hughes, Inc.	475,682	427,853	589,901
-	Barclays Bank Ipath	281,267	-	-

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
Investments - Corporate Stock - Page 2, Line 10b - continued			
13,900 CVS / Caremark Corp	485,005	485,006	994,823
11,225 Cabot Oil & Gas	-	394,356	435,081
4,215 Chevron	233,061	469,090	526,496
37,625 Cisco Sys Inc	737,378	737,378	843,929
20,043 Coca Cola Co	368,599	513,741	827,976
6,711 Coamerica Inc.	-	260,730	319,041
- Con-Way, Inc.	379,172	-	-
12,000 Covidien Ltd	678,892	404,565	817,200
8,700 EQT Corp	343,831	151,120	538,321
5,996 Emerson Electric Co.	328,658	328,658	596,530
22,605 Express, Inc.	604,399	386,363	422,035
8,450 Express Scripts Hldg Co.	373,939	465,562	593,528
5,825 Exxon Mobil Corp	280,088	280,088	589,490
30,000 General Electric Co	574,610	703,030	840,900
- Gentex	482,002	-	-
15,644 Guggenheim Exch Trd Fd	257,522	348,891	416,130
- Hanesbrands, Inc	343,910	-	-
12,430 Hess Corporation	673,644	630,492	971,930
8,250 HSBC Holdings PLC Spon Adr	377,685	437,786	454,822
- Illinois Tool Wks Inc	359,959	-	-
4,544 International Business Machines	234,814	606,049	852,318
6,000 Intl Flavors & Fragrances	315,147	267,263	515,880
8,031 I Shares China Large-Cap	-	291,578	308,149
- I Shares FTSE China 25	323,129	-	-
- I Shares MSCI Aus IDX Fd	511,175	-	-
24,440 I Shares MSCI Austria Index	451,593	385,301	484,156
11,300 I Shares MSCI ETF	-	410,721	421,953
22,938 I Shares MSCI Germany	-	579,393	728,511
35,781 I Shares MSCI HK IDX Fd	688,331	583,015	737,089
6,950 I Shares MSCI Israel Inx	332,863	363,361	381,937
42,125 I Shares MSCI JPN IDX Fd	401,193	745,787	896,356
13,000 I Shares MSCI Korea Idx	594,124	445,159	631,955
15,250 I Shares MSCI Netherlands	-	322,862	395,433
46,076 I Shares MSCI Singapore	-	644,129	606,820
32,000 I Shares MSCI Taiwan Index	422,977	629,922	685,830
17,450 I Shares Inc Sweden Index Fd	436,516	516,215	625,234
23,982 I Shares MSCI Switzerland	-	703,180	791,166
- Kimberly Clark Corp	408,061	-	-
2,024 Lululemon Athletica Inc	-	134,720	119,476
- Market Vectors Alt Poland ETF	95,048	-	-
3,225 McDonalds Corp	216,991	216,991	312,922
25,200 MDU Res Group Inc	496,015	496,015	769,860
11,594 Merck & Co. Inc	-	513,526	580,280
11,797 Metlife	708,430	414,175	636,094
25,550 Microsoft Corp	670,744	670,744	955,825
21,781 Mondelez Intl Inc Cl A	-	630,898	768,869
6,537 News Corp	548,630	65,175	117,797
20,699 Noble Corp	702,684	829,643	775,591

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
Investments - Corporate Stock - Page 2, Line 10b - continued			
41,333 Nuance Communication	-	715,180	628,262
6,756 Proassurance	238,715	238,715	327,531
9,671 Qualcomm, Inc.	482,114	621,267	718,072
22,000 Republic Services Inc	388,513	621,396	730,400
10,802 Schlumberger Ltd	-	829,848	973,368
- Staples Incorporated	364,272	-	-
6,494 Thermo Fisher Scientific	395,924	236,050	723,107
- Valassis Communications Com	389,654	-	-
7,000 Viacom Inc CL B	382,434	226,552	611,380
25,000 Vodafone Grp Plc Adr	389,745	538,639	982,750
10,218 Wells Fargo & Co	-	385,254	463,897
8,250 Wesco International Inc	493,634	493,634	751,328
17,644 Western Union Co	504,704	259,701	304,359
9,550 Zions Bancorp	-	259,277	286,118
Total Investments - Corporate Stock	23,603,604	27,099,220	36,710,243
Investments - Corporate Bonds - Page 2, Line 10c			
500,000 American Express	-	521,624	522,771
500,000 AT&T Inc 2.5%	-	515,718	513,252
200,000 AT&T Inc 5 2%	-	196,505	206,427
500,000 BB&T Corporation	-	494,974	495,439
- Bellsouth Corp	193,243	-	-
- Berkshire Hathaway	101,750	-	-
500,000 Caterpillar Inc	502,222	501,338	503,393
500,000 Celgene Corporation	-	498,663	497,980
275,000 Emerson Electric Co	278,018	276,843	287,303
200,000 Estee Lauder	200,113	200,090	222,211
- General Electric Co 5%	73,557	-	-
100,000 General Electric Co. 1.625%	100,226	100,152	101,596
150,000 General Electric Co. 5.375%	152,879	152,549	167,187
200,000 General Electric Co	201,657	201,358	226,930
500,000 JPMorgan Chase & Co 5 15%	480,784	486,779	535,287
200,000 JPMorgan Chase & Co 4.65%	200,000	200,000	203,370
250,000 Occidental Petroleum Corp	247,378	248,086	268,906
- Verizon Communications	252,894	-	-
100,000 Wells Fargo	100,434	100,341	101,859
Total Invesments - Bonds	3,085,155	4,695,020	4,853,911

FORM 990-PF
2013
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

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

Recipient	Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
AFP East Texas Chapter P.O. Box 9414 Tyler, TX 75711	None	Charitable	Donation for Philanthropy Day	$ 1,000
Alzheimer's Alliance of NE Texas 211 Winchester Tyler, TX 75701	None	Charitable	Donation for Annual Fund	30,000
All Saints Episcopal School 2695 SSW Loop 323 Tyler, TX 75701	None	Educational	Donation for Founders' Day Event	55,000
American Bible Society PO BOX 96812 Washington, DC 20090-68129	None	Religious	Donation for Operations	3,000
Angel's Layettes 1409 Brandywine Dr. Tyler, TX 75703	None	Charitable	Donation for Operations	30,000
ARC of Smith County 810 Vine Heights Tyler, TX 75701	None	Charitable	Donation for Operations	20,000
Azleway, Inc 15892 CR 26 Tyler, TX 75707-9136	None	Charitable	Donation for Van Purchase	41,000
Baptist Student Ministry of UT Tyler 2725 Patriot Drive Tyler, TX 75701	None	Religious	Donation for Operations	5,000
Bethesda Health Clinic 409 W. Ferguson St. Tyler, TX 75702	None	Charitable	Donations for Operations	15,000
Boy Scouts of America, East Tx Council 1331 E Fifth Street Tyler, TX 75701	None	Charitable	Donation	5,000
Boys & Girls Clubs of East Texas 504 West 32nd Street Tyler, TX 75702	None	Charitable	Donation for Operations	45,000
Breckenridge Village 15062 CR 1145 Tyler, TX 75704	None	Charitable	Donation for Operations	15,000

FORM 990-PF
2013
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

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

Recipient	Relationship	Status of Recipient	Purpose of Grant	Amount
George W. Bush Foundation P O. Box 600610 Dallas, TX 75206	None	Charitable	Donation for Leadership Circle	25,000
Camp Tyler Foundation P.O. Box 1916 Whitehouse, TX 75791	None	Charitable	Donation for Operations	10,000
Cancer Foundation for Life P O. Box 8257 Flint, TX75711	None	Charitable	Donation for Operations	55,000
Carter Blood Care 815 S. Baxter Tyler, TX 75701	None	Charitable	Pledge for purchase of equipment	25,000
Centrepoint Ministries, Inc. 418 S. Broadway, Suite 100 Tyler, TX 75702	None	Religious	Donation for Operations	4,000
Children's Advocacy Center of Smith County 2210 Frankston Hwy Tyler, TX 75701	None	Charitable	Donation for Operations	5,000
Children's Park of Tyler 4828 S. Broadway #122 Tyler, TX 75703	None	Charitable	Donation for Capital Improvements	25,000
Christian Women's Job Corps 408 W. Locust Street Tyler, TX 75702	None	Charitable	Donation for Operations	20,000
Conference of Southwest Foundations 624 N. Good-Latimer Expy., Suite 100 Dallas, TX 75204	None	Charitable	Donation for Operations	1,500
Cystic Fibrosis Foundation P O. Box 7190 Tyler, TX 75711	None	Charitable	Donation for Fundraiser	5,000
Discovery Science Place 308 N. Broadway Tyler, TX 75702	None	Charitable	Donation for Programs	30,000
East Texas Crisis Center P.O. Box 7060 Tyler, TX 75711	None	Charitable	Donation for Operations	40,000

FORM 990-PF
2013
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

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

Recipient	Relationship	Status of Recipient	Purpose of Grant	Amount
East Texas Food Bank PO BOX 6974 Tyler, TX 75711	None	Charitable	Donation for Operations	5,000
ETMC Foundation P.O. Box 6400 Tyler, TX 75711	None	Charitable	Donation for Scholarships	6,000
Fellowship of Christian Athletes P.O. Box 260559 Plano, TX 75026-0559	None	Charitable	Donation for Operations	5,000
Freedom in Christian Ministries P O. Box 7261 Tyler, TX 75711	None	Religious	Donation for Operations	5,000
Friends of Sky Ranch, Inc. 600 N. Pearl St, Suite 640, LB 148 Dallas, TX 75201	None	Religious	Donation for Camp for Underprivileged	10,000
Gateway to Hope Day Resource Center 601 E. Valentine Tyler, TX 75702	None	Charitable	Donation for Operations	15,000
Girl Scouts of Northeast Texas 9126 US Hwy 271 Tyler, TX 75708	None	Charitable	Donation for Operations	5,000
Habitat for Humanity 822 W. Front Street Tyler, TX 75702	None	Charitable	Donation for Contruction of Homes	7,000
Higher Heights Baptist Church 3510 Chandler Hwy Tyler, TX 75701	None	Religious	Donation for Back to School Fund	4,000
Hospice of East Texas Foundation 3800 Paluxy, Suite 560 Tyler, TX 75703	None	Charitable	Donation for Operations	25,000
Junior Achievement 2737 S Broadway, Suite 207 Tyler, TX 75701	None	Charitable	Donation for Operations	8,500
Junior League of Tyler, Inc. 1919 S Donnybrook Tyler, TX 75701	None	Charitable	Donation for Event	5,000

FORM 990-PF
2013
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

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

Recipient	Relationship	Status of Recipient	Purpose of Grant	Amount
KVNE Encouragement FM P O. Box 8525 Tyler, TX	None	Religious	Donation for Capital Campaign	300,000
Literacy Council of Tyler P. O. Box 6662 Tyler, TX 75711-6662	None	Charitable	Donation for Operations	20,000
MADD East Texas 215 Winchester Dr, Suite 100 Tyler, TX 75701	None	Charitable	Donation for Operations	500
Make-A-Wish Foundation 215 Winchester Dr., Suite 109 Tyler, TX 75701	None	Charitable	Donation	10,000
March of Dimes 3800 Paluxy #115 Tyler, TX 75703	None	Charitable	Donation for Operations	3,000
Marvin United Methodist Church 300 W. Erwin Tyler, TX 75702	None	Religious	Donation for Concert Series	5,000
Meals on Wheels Ministry, Inc 3001 Robertson Road Tyler, Texas 75701	None	Charitable	Donation for Operations	48,500
Moses Project 208 Leslie Drive Whitehouse, TX 75791	None	Religious	Donation for Operations	1,000
NAMI Texas Alliance of Mental Illness Fountain Park Plaza 2800 S IH 35, Suite 140 Austin, TX 78704-5700	None	Charitable	Donation for Operations	50,000
North Tyler Day Nursery 2624 Carter Blvd Tyler, TX 75702	None	Charitable	Donation for Operations	5,000
Parents Anonymous of Tyler, Inc. 717 W. Houston St. Tyler, TX 75702	None	Charitable	Donation for Operations	10,000
PATH 402 W. Front St. Tyler, TX 75702	None	Charitable	Donation for School Supply Train	35,000

FORM 990-PF
2013
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

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

Recipient	Relationship	Status of Recipient	Purpose of Grant	Amount
Salvation Army 717 N. Spring Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	25,000
Samaritan Counseling Center of Tyler 100 E. Ferguson, Suite 60 Tyler, TX 75702	None	Charitable	Donation	120,000
Shriner University 2100 Memorial Blvd Kerrville, TX 78028	None	Educational	Donation	100,000
St. Luke's Wood River Foundation PO BOX 7005 Ketchum, ID 83340	None	Charitable	Mental Clinic	25,000
St Paul Children's Foundation 132 S. Horace Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	10,000
Sun Valley Center for Arts P. O. Box 656 Sun Valley, ID 83353	None	Charitable	Donation for Operations	25,000
Sun Valley Summer Symphony P.O. Box 1914 Sun Valley, ID 83353	None	Charitable	Operations	20,000
Susan G. Komen PO BOX 6217 Tyler, TX 75711-6217	None	Charitable	Donation	4,000
The Gideons International, East Camp P.O. Box 131993 Tyler, TX 75713-1993	None	Religious	Donation for Operations	5,000
The First Tee of Greater Tyler 504 W. 32nd Street Tyler, TX 75702	None	Charitable	Donation	2,000
The Way of Life Ministry 12748 State Hwy 64 East Tyler, TX 75707	None	Charitable	Donation for Operations	3,000
Therapet, Inc P.O. Box 130118 Tyler, TX 75713	None	Charitable	Donation	5,000

FORM 990-PF
2013
SCHEDULE 3
THE ROGERS FOUNDATION
EIN 75-2143064

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

Recipient	Relationship	Status of Recipient	Purpose of Grant	Amount
TISD Foundation 315 N Broadway, Suite 401 Tyler, TX 75702	None	Charitable	Donation for Operations	10,000
Trinity Mother Frances Foundation 611 S. Fleishel Tyler, TX 75701	None	Charitable	Donation for Fundraiser	5,000
Truett Seminary 1100 South 3rd Street Waco, TX 76706	None	Religious	Donation for Operations	3,000
Tyler Civic Theatre Center 400 Rose Park Drive Tyler, TX 75701	None	Charitable	Donation for Operations	10,000
Tyler Junior College PO BOX 9020 Tyler, TX 75711	None	Charitable	Donation for Operations	500,000
Tyler Leadership's Council for Crohn's & Colitis Foundation 3646 Oak Leaf Circle Tyler, TX 75707	None	Charitable	Donation for Operations	5,000
Tyler Museum of Art 1300 S Mahon Tyler, TX 75701	None	Charitable	Donation for Operations	90,000
Tyler Rose Museum P. O. Box 8224 Tyler, TX 75711	None	Charitable	Donation	1,000
Tyler-Smith County Child Welfare Board P.O. Box 132494 Tyler, TX 75713-2494	None	Charitable	Donation for Operations	17,000
Baptist University of the Americas 8019 S. Pan Am Expressway San Antonio, TX 78224	None	Religious	Donation for Operations	30,000
Women's Symphony League P.O. Box 6823 Tyler, TX 75711	None	Charitable	Donation for Operations	2,500
Total Donations				$ 2,116,500

THE ROGERS FOUNDATION
EIN 75-2143064
Part IV Capital Gains & Losses
Short Term Gains & Losses

Schedule 4 pg. 1/2

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
G02602103	AMDOCS LIMITED F		DOX					
2950.0000	01/11/2013	03/06/2012	103,106.38	89,114.81	0.00	13,991.57	0.00	0.00
06739F291	BARCLAYS BANK IPATH ETN MSCI INDIA TOTAL RTN IDX		INP					
1819.0000	04/04/2013	Various	100,706.13	104,102.58	0.00	-3,396.45	0.00	0.00
191216100	COCA COLA COMPANY		KO					
3582.0000	04/16/2013	02/05/2013	150,897.33	135,861.68	0.00	15,035.65	0.00	0.00
205944101	CON WAY INC		CNW					
3975.0000	03/05/2013	Various	142,963.23	123,640.14	0.00	19,323.09	0.00	0.00
26884L109	EQT CORP		EQT					
2704.0000	03/07/2013	Various	176,669.45	127,987.75	0.00	48,681.70	0.00	0.00
464287184	ISHARES CHINA LARGE-CAP ETF		FXI					
3094.0000	04/10/2013	Various	112,684.04	116,672.27	0.00	-3,988.23	0.00	0.00
464286103	ISHARES MSCI AUS IDX FD AUSTRALIA INDEX FUND		EWA					
28500 0000	04/04/2013	Various	755,808.75	663,658.88	0.00	92,149.87	0.00	0.00
464289123	ISHARES MSCI ETF NEW ZEALAND CAPPED ETF		ENZL					
1200 0000	04/10/2013	02/28/2013	45,690.18	43,616.40	0.00	2,073.78	0.00	0.00

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THE ROGERS FOUNDATION
EIN 75-2143064
Part IV Capital Gains & Losses
Short Term Gains & Losses

Schedule 4 pg 2/2

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
464286871	ISHARES MSCI HK ETF HONG KONG		EWH					
10356.0000	04/10/2013	02/25/2013	203,705.20	204,073.26	0.00	-368.06	0.00	0.00
464286772	ISHARES MSCI KOREA ETF CAPPED		EWY					
3250.0000	04/11/2013	02/25/2013	185,326.44	198,087.83	0.00	-12,761.39	0.00	0.00
464286756	ISHARES MSCI SWEDEN ETF SWEDEN		EWD					
1300.0000	04/10/2013	02/28/2013	42,899.82	42,289.00	0.00	610.82	0.00	0.00
57060U571	MARKET VECTORS ETF POLAND		PLND					
1075.0000	04/04/2013	02/28/2013	21,015.35	22,607.04	0.00	-1,591.69	0.00	0.00
855030102	STAPLES INC		SPLS					
5450.0000	07/25/2013	02/25/2013	89,556.11	73,713.98	0.00	15,842.13	0.00	0.00
883556102	THERMO FISHER SCIENTIFIC		TMO					
2250.0000	04/02/2013	08/02/2012	176,580.77	121,489.10	0.00	55,091.67	0.00	0.00
918866104	VALASSIS COMMUNICATIONS		VCI					
5350 0000	10/24/2013	06/26/2013	143,930.15	130,529.30	0.00	13,400.85	0.00	0.00
Total Short Term Sales Reported on 1099-B			**2,451,539.33**	**2,197,444.02**	**0.00**	**254,095.31**	**0.00**	**0.00**

Report on Form 8949, Part I, with Box A checked

Long Term Sales Reported on 1099-B

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THE ROGERS FOUNDATION
EIN 75-2143064
Part IV Capital Gains & Losses
Long Term Gains & Losses

Schedule 5 pg. 1/2

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
00766T100	AECOM TECHNOLOGY CORP		ACM					
6750.0000	02/04/2013	Various	169,809.99	164,663.37	0.00	5,146.62	0.00	0.00
057224107	BAKER HUGHES INC		BHI					
875.0000	09/20/2013	08/25/2011	43,865.88	47,829.34	0.00	-3,963.46	0.00	0.00
205944101	CON WAY INC		CNW					
6600.0000	03/05/2013	Various	237,372.92	255,532.17	0.00	-18,159.25	0.00	0.00
26884L109	EQT CORP		EQT					
250.0000	12/30/2013	05/16/2012	22,537.61	11,705.45	0.00	10,832.16	0.00	0.00
26884L109	EQT CORP		EQT					
696.0000	12/31/2013	05/16/2012	62,696.40	32,587.97	0.00	30,108.43	0.00	0.00
30219E103	EXPRESS INC		EXPR					
3650.0000	07/11/2013	05/04/2012	82,792.24	86,446.78	0.00	-3,654.54	0.00	0.00
371901109	GENTEX CORP		GNTX					
868.0000	01/28/2013	04/11/2011	16,326.71	23,356.06	0.00	-7,029.35	0.00	0.00
371901109	GENTEX CORP		GNTX					
4382.0000	01/29/2013	Various	85,264.36	116,390.58	0.00	-31,126.22	0.00	0.00
371901109	GENTEX CORP		GNTX					
4575.0000	06/05/2013	Various	103,460.91	111,463.24	0.00	-8,002.33	0.00	0.00

THE ROGERS FOUNDATION
EIN 75-2143064
Part IV Capital Gains & Losses
Long Term Gains & Losses

Schedule 5 pg 2/2

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
42809H107	HESS CORPORATION		HES					
720.0000	04/26/2013	03/23/2012	51,107.47	43,152.72	0.00	7,954.75	0.00	0.00
59156R108	METLIFE INC		MET					
1028.0000	05/06/2013	01/20/2011	41,886.56	46,735.96	0.00	-4,849.40	0.00	0.00
59156R108	METLIFE INC		MET					
3153.0000	07/12/2013	Various	153,829.98	118,586.41	0.00	35,243.57	0.00	0.00
855030102	STAPLES INC		SPLS					
7350.0000	07/25/2013	Various	120,777.50	112,296.37	0.00	8,481.13	0.00	0.00
918866104	VALASSIS COMMUNICATIONS		VCI					
4725.0000	10/24/2013	Various	127,115.88	108,587.66	0.00	18,528.22	0.00	0.00
Total Long Term Sales Reported on 1099-B			**1,318,844.41**	**1,279,334.08**	**0.00**	**39,510.33**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box D checked

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THE ROGERS FOUNDATION
EIN 75-2143064
Part IV Capital Gains & Losses
Long Term Gains & Losses

Schedule 6 pg 1/10

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Long Term Sales Reported on 1099-B								
G1151C101	ACCENTURE PLC CL A F		ACN					
3825.0000	02/25/2013	05/14/2007	288,274.61	135,772 01	0.00	152,502.60	0.00	0.00
G1151C101	ACCENTURE PLC CL A F		ACN					
3000 0000	03/06/2013	05/14/2007	231,641.31	106,487.85	0.00	125,153.46	0.00	0.00
00766T100	AECOM TECHNOLOGY CORP		ACM					
17475.0000	02/04/2013	Various	439,619.19	463,798.41	0.00	-24,179.22	0.00	0.00
008252108	AFFILIATED MANAGERS GRP		AMG					
4950.0000	02/25/2013	Various	726,448.69	289,728.69	0.00	436,720.00	0.00	0.00
G02602103	AMDOCS LIMITED F		DOX					
13000.0000	01/11/2013	02/14/2006	454,367.12	425,725.62	0.00	28,641.50	0.00	0.00
06739F291	BARCLAYS BANK IPATH ETN MSCI INDIA TOTAL RTN IDX		INP					
3900 0000	04/04/2013	12/21/2009	215,917.49	242,692.32	0.00	-26,774.83	0.00	0.00
084664AD3	BERKSHIRE HTHAW 4.62513 DUE 10/15/13							
100000 0000	10/15/2013	04/15/2008	100,000.00	100,000.00	0.00	0.00	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

THE ROGERS FOUNDATION
EIN 75-2143064
Part IV Capital Gains & Losses
Long Term Gains & Losses

Schedule 6 p. 2/10

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
G2554F113	COVIDIEN PLC NEW F		COV					
6075.0000	02/25/2013	Various	383,371.90	234,163.43	0.00	149,208.47	0.00	0.00
26884L109	EQT CORP		EQT					
529.0000	12/31/2013	08/03/2010	47,652.87	20,430.72	0.00	27,222.15	0.00	0.00
30219E103	EXPRESS INC		EXPR					
7000.0000	07/11/2013	Various	158,779.64	131,589.45	0.00	27,190.19	0.00	0.00
31394UH70	FED NATL MTG 5.5XXX *PAID DOWN* DUE 11/25/31							
1721 7200	01/25/2013	05/08/2008	1,721.71	1,752.39	0.00	-30.68	0.00	0.00
369604AY9	GENERAL ELEC CO 5%13 NOTES DUE 02/01/13							
75000.0000	02/01/2013	03/04/2009	75,000.00	75,000.00	0.00	0.00	0.00	0.00
371901109	GENTEX CORP		GNTX					
12900.0000	06/05/2013	Various	291,725.83	230,791.93	0.00	60,933.90	0.00	0.00
38373AC46	GNMA 5%38 REMIC DUE 02/20/38							
1257.4300	07/22/2013	09/16/2009	1,257.43	1,288.87	0.00	-31.44	0.00	0.00
38373AC46	GNMA 5%38 REMIC DUE 02/20/38							
6458.7100	08/20/2013	09/16/2009	6,458.71	6,620.18	0.00	-161.47	0.00	0.00
38373AC46	GNMA 5%38 REMIC DUE 02/20/38							
5283.6700	09/20/2013	09/16/2009	5,283.67	5,415.76	0.00	-132.09	0.00	0.00
38373AC46	GNMA 5%38 REMIC DUE 02/20/38							
4851.1200	10/21/2013	09/16/2009	4,851.12	4,972.40	0.00	-121.28	0.00	0.00

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38373AC46	GNMA 5%38 REMIC DUE 02/20/38							
3820.7000	11/20/2013	09/16/2009	3,820.70	3,916.22	0.00	-95.52	0.00	0.00
38373AC46	GNMA 5%38 REMIC DUE 02/20/38							
4126.7600	12/20/2013	09/16/2009	4,126.76	4,229.93	0.00	-103.17	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
8499.2000	01/22/2013	06/09/2009	8,499.20	8,493.89	0.00	5.31	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
5584.3900	02/20/2013	06/09/2009	5,584.39	5,580.90	0.00	3.49	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
9777.7600	03/20/2013	06/09/2009	9,777.76	9,771.65	0.00	6.11	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
7157.5900	04/22/2013	06/09/2009	7,157.59	7,153.12	0.00	4.47	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
8811 5100	05/20/2013	06/09/2009	8,811.51	8,806.00	0.00	5.51	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
8791.4400	06/20/2013	06/09/2009	8,791.44	8,785.95	0.00	5.49	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
6065.6000	07/22/2013	06/09/2009	6,065.60	6,061.81	0.00	3.79	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
7638.7400	08/20/2013	06/09/2009	7,638.74	7,633.97	0.00	4.77	0.00	0.00

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36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
3417 1800	09/20/2013	06/09/2009	3,417.18	3,415.04	0.00	2.14	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
5278 9800	10/21/2013	06/09/2009	5,278.98	5,275.68	0.00	3.30	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
4286 3400	11/20/2013	06/09/2009	4,286.34	4,283.66	0.00	2.68	0.00	0.00
36202E3M9	GNMA PL 004404M 4%24 DUE 04/20/24							
3402.5800	12/20/2013	06/09/2009	3,402.58	3,400.45	0.00	2.13	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
52.3600	01/22/2013	04/30/2008	52.36	53.41	0.00	-1.05	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
51 8900	02/20/2013	04/30/2008	51.89	52.93	0.00	-1.04	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
52.0100	03/20/2013	04/30/2008	52.01	53.05	0.00	-1.04	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
50 9900	04/22/2013	04/30/2008	50.99	52.01	0.00	-1.02	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
60.2500	05/20/2013	04/30/2008	60.25	61.46	0.00	-1.21	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
53.5500	06/20/2013	04/30/2008	53.55	54.63	0.00	-1.08	0.00	0.00

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36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
5072.7200	07/22/2013	04/30/2008	5,072.72	5,174.56	0.00	-101.84	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
39 8800	08/20/2013	04/30/2008	39.88	40.68	0.00	-0.80	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
38.2100	09/20/2013	04/30/2008	38.21	38.98	0.00	-0.77	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
48.0700	10/21/2013	04/30/2008	48.07	49.04	0.00	-0.97	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
41.7300	11/20/2013	04/30/2008	41.73	42.57	0.00	-0.84	0.00	0.00
36225DP32	GNMA PL 081341M 2.125%35 DUE 05/20/35							
40.2600	12/20/2013	04/30/2008	40.26	41.07	0.00	-0.81	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
15177.3800	01/15/2013	09/02/2009	15,177.38	15,414.53	0.00	-237.15	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
15780 5000	02/15/2013	09/02/2009	15,780.50	16,027.07	0.00	-246.57	0.00	0.00
36296XZV9	GNMA PL 704656 4 5%39 DUE 08/15/39							
19555.7600	03/15/2013	09/02/2009	19,555.76	19,861 32	0.00	-305.56	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
15453.7000	04/15/2013	09/02/2009	15,453.70	15,695.16	0.00	-241.46	0.00	0.00

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36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
9130.8700	05/15/2013	09/02/2009	9,130.87	9,273.54	0.00	-142.67	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
10032.8300	06/17/2013	09/02/2009	10,032.83	10,189.59	0.00	-156.76	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
19309 8700	07/15/2013	09/02/2009	19,309.87	19,611.59	0.00	-301.72	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
12355.8900	08/15/2013	09/02/2009	12,355.89	12,548.95	0.00	-193.06	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
4431.0300	09/16/2013	09/02/2009	4,431.03	4,500.26	0.00	-69.23	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
10068.9200	10/15/2013	09/02/2009	10,068.92	10,226.25	0.00	-157.33	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
730.6800	11/15/2013	09/02/2009	730.68	742.10	0.00	-11.42	0.00	0.00
36296XZV9	GNMA PL 704656 4.5%39 DUE 08/15/39							
2945.4200	12/16/2013	09/02/2009	2,945.42	2,991.44	0.00	-46.02	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
10545.8600	01/15/2013	09/02/2009	10,545.86	10,420.63	0.00	125.23	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
21170.8700	02/15/2013	09/02/2009	21,170.87	20,919.47	0.00	251.40	0.00	0.00

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36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
13233.6100	03/15/2013	09/02/2009	13,233.61	13,076.46	0.00	157.15	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
21503.8400	04/15/2013	09/02/2009	21,503.84	21,248.48	0.00	255.36	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
11791.5500	05/15/2013	09/02/2009	11,791.55	11,651.53	0.00	140.02	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
19829 6300	06/17/2013	09/02/2009	19,829.63	19,594.15	0.00	235.48	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
14290.5100	07/15/2013	09/02/2009	14,290.51	14,120.81	0.00	169.70	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
13054.1500	08/15/2013	09/02/2009	13,054.15	12,899.13	0.00	155.02	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
4793 8200	09/16/2013	09/02/2009	4,793.82	4,736.89	0.00	56.93	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
6767.3100	10/15/2013	09/02/2009	6,767.31	6,686.95	0.00	80.36	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
2623 8700	11/15/2013	09/02/2009	2,623.87	2,592.71	0.00	31.16	0.00	0.00
36297FTC6	GNMA PL 710747 4%39 DUE 08/15/39							
4266 3200	12/16/2013	09/02/2009	4,266.32	4,215.66	0.00	50.66	0.00	0.00

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410345102	HANESBRANDS INC		HBI					
6564.0000	02/25/2013	11/08/2006	255,505.19	155,000.39	0.00	100,504.80	0.00	0.00
410345102	HANESBRANDS INC		HBI					
8000 0000	08/14/2013	11/08/2006	491,929.04	188,909.68	0.00	303,019.36	0.00	0.00
452308109	ILLINOIS TOOL WORKS INC		ITW					
7925.0000	04/25/2013	Various	521,900.27	359,959.04	0.00	161,941.23	0.00	0.00
459506101	INTL FLAVORS& FRAGRANCES		IFF					
1075.0000	02/25/2013	03/28/2008	77,511.89	47,884.53	0.00	29,627.36	0.00	0.00
464286202	ISHARES MSCI AUSTRIA CAPPED ETF		EWO					
10279 0000	04/10/2013	09/15/2010	183,807.01	192,005.55	0.00	-8,198.54	0.00	0.00
464286871	ISHARES MSCI HK ETF HONG KONG		EWH					
5644.0000	04/10/2013	Various	111,018.94	105,316.10	0.00	5,702.84	0.00	0.00
464286632	ISHARES MSCI ISRAEL ISRAEL CAPPED ETF		EIS					
800.0000	04/10/2013	02/28/2011	35,831.92	45,510.96	0.00	-9,679.04	0.00	0.00
464286772	ISHARES MSCI KOREA ETF CAPPED		EWY					
3228 0000	04/11/2013	12/21/2009	184,071.93	148,964.78	0.00	35,107.15	0.00	0.00
494368103	KIMBERLY-CLARK CORP		KMB					
2500.0000	02/25/2013	01/29/2008	238,714.90	156,946.60	0.00	81,768.30	0.00	0.00
494368103	KIMBERLY-CLARK CORP		KMB					
4000.0000	03/20/2013	01/29/2008	382,057.04	251,114.57	0.00	130,942.47	0.00	0.00

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G5785G107	MALLINCKRODT PUB F		MNK					
1500 0000	07/05/2013	Various	65,095.42	40,162.98	0.00	24,932.44	0.00	0.00
57060U571	MARKET VECTORS ETF POLAND		PLND					
4300 0000	04/04/2013	10/24/2011	84,061.39	95,048.06	0.00	-10,986.67	0.00	0.00
59156R108	METLIFE INC		MET					
7572.0000	07/12/2013	Various	369,426.15	334,303.31	0.00	35,122.84	0.00	0.00
855030102	STAPLES INC		SPLS					
12200.0000	07/25/2013	Various	200,474.23	251,976.06	0.00	-51,501.83	0.00	0.00
883556102	THERMO FISHER SCIENTIFIC		TMO					
1056.0000	04/02/2013	02/17/2009	82,875.24	38,384.48	0.00	44,490.76	0.00	0.00
912828EA4	UST INFL IDX 1 875%07/15 INFL INDEX DUE 07/15/15							
500000.0000	06/18/2013	06/30/2009	638,292.59	498,639.45	0.00	139,653.14	0.00	0.00
918866104	VALASSIS COMMUNICATIONS		VCI					
5050.0000	07/11/2013	Various	139,888.12	136,737.75	0.00	3,150.37	0.00	0.00
918866104	VALASSIS COMMUNICATIONS		VCI					
5500.0000	10/24/2013	04/21/2011	147,965.57	144,328.25	0.00	3,637.32	0.00	0.00
92343VAN4	VERIZON COMMUNS 5.25%13 NOTES DUE 04/15/13							
250000.0000	04/15/2013	05/08/2008	250,000.00	250,000.00	0.00	0.00	0.00	0.00
92553P201	VIACOM INC CL B NEW		VIAB					
3925.0000	02/25/2013	01/11/2005	230,632.93	155,882.21	0.00	74,750.72	0.00	0.00

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959802109	WESTERN UNION COMPANY		WU					
11000.0000	06/17/2013	Various	186,323.55	187,306.16	0.00	-982.61	0.00	0.00
959802109	WESTERN UNION COMPANY		WU					
12356.0000	10/28/2013	Various	237,898.27	198,602.74	0.00	39,295.53	0.00	0.00
Total Long Term Sales Reported on 1099-B			**8,918,757.76**	**6,830,981.01**	**0.00**	**2,087,776.75**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box E checked

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