SCANNED OCT 05 2015

EXTENDED TO NOVEMBER 16, 2015

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: THE ROGERS FAMILY FOUNDATION

A Employer identification number: 58-6343705

Number and street (or P O box number if mail is not delivered to street address): 381 INDIAN HARBOR ROAD | Room/suite:

B Telephone number: (772) 231-4871

City or town, state or province, country, and ZIP or foreign postal code: VERO BEACH, FL 32963

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 2,933,093.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (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 ▶ ☐

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	72,281.	72,281.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	439,714.			
	b Gross sales price for all assets on line 6a 1,092,083.				
	7 Capital gain net income (from Part IV line 2)		439,714.		
	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	40,551.	40,551.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	552,546.	552,546.		
Operating and Administrative Expenses	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				
	c Other professional fees				
	17 Interest	57.	57.		0.
	18 Taxes STMT 3	6.	6.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	610.	610.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	673.	673.		0.
	25 Contributions, gifts, grants paid	200,348.			200,348.
	26 **Total expenses and disbursements** Add lines 24 and 25	201,021.	673.		200,348.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	351,525.			
	b **Net investment income** (if negative, enter -0-)		551,873.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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18

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	113,719.	62,736.	62,736.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,635,045.	1,832,267.	2,870,357.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,748,764.	1,895,003.	2,933,093.
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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	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	715,198.	715,198.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,033,566.	1,179,805.	
	30 **Total net assets or fund balances**	1,748,764.	1,895,003.	
	31 **Total liabilities and net assets/fund balances**	1,748,764.	1,895,003.	

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	1,748,764.
2	Enter amount from Part I, line 27a	2	351,525.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,100,289.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	205,286.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,895,003.

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	1,092,083.		652,369.	439,714.

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				439,714.

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 — 439,714.

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))
2013	288,557.	2,563,443.	.112566
2012	174,501.	2,002,460.	.087143
2011	114,648.	1,580,641.	.072533
2010	107,135.	1,422,808.	.075298
2009	103,116.	1,340,229.	.076939

2	**Total** of line 1, column (d)	2	.424479
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	.084896
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,813,079.
5	Multiply line 4 by line 3	5	238,819.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,519.
7	Add lines 5 and 6	7	244,338.
8	Enter qualifying distributions from Part XII, line 4	8	200,348.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	11,037.
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	11,037.
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	11,037.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,167.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	7,667.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	3,370.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	**Refunded** ▶		11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the 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?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • 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, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
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 2014 or the taxable year beginning in 2014 (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 ▶ CLARENCE B. ROGERS, JR. Telephone no. ▶ (772) 231-4871

Located at ▶ 381 INDIAN HARBOR ROAD, VERO BEACH, FL ZIP+4 ▶ 32963

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

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) 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)?	N/A	1b		
	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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	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 2014?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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 4945(d)(4)(A)? (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)?	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		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ 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
SEE STATEMENT 7		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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions. 3 N/A	0.
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		1a	2,683,396.
b	Average of monthly cash balances		1b	172,522.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,855,918.
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	2,855,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	42,839.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,813,079.
6	**Minimum investment return.** Enter 5% of line 5		6	140,654.

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	140,654.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 11,037.		
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	11,037.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	129,617.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	129,617.
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	129,617.

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	200,348.
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	200,348.
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	200,348.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				129,617.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 — 36,668.				
b From 2010 — 36,903.				
c From 2011 — 37,482.				
d From 2012 — 80,272.				
e From 2013 — 162,051.				
f **Total** of lines 3a through e	353,376.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 200,348.				
a Applied to 2013, 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 2014 distributable amount				129,617.
e Remaining amount distributed out of corpus	70,731.			
5 Excess distributions carryover applied to 2014 (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	424,107.			
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 2013. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	36,668.			
9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a	387,439.			
10 Analysis of line 9:				
a Excess from 2010 — 36,903.				
b Excess from 2011 — 37,482.				
c Excess from 2012 — 80,272.				
d Excess from 2013 — 162,051.				
e Excess from 2014 — 70,731.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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).)

CLARENCE B. ROGERS, JR.

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 address of the person to whom applications should be addressed

CLARENCE B. ROGERS, JR., 381 INDIAN HARBOR ROAD, VERO BEACH, FL 32963

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

ANY FORM IS ACCEPTABLE

c Any submission deadlines.

NO DEADLINES AT THIS TIME

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

NO RESTRICTIONS AT THIS TIME

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*				
BOYS & GIRLS CLUB OF IRC	NONE	N/A	SUPPORT COMMUNITY	300.
BOYS & GIRLS CLUBS	NONE	N/A	SUPPORT COMMUNITY	5,000.
CASHIERS DESIGNER SHOWHOUSES	NONE	N/A	SUPPORT COMMUNITY	650.
CASHIERS HIGHLAND HUMANE	NONE	N/A	SUPPORT COMMUNITY	200.
CHATTOOGA CLUB	NONE	N/A	SUPPORT COMMUNITY	256.
Total SEE CONTINUATION SHEET(S)			▶ **3a**	200,348.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

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
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	72,281.	
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	211110	4,622.	15	35,929.	
8 Gain or (loss) from sales of assets other than inventory			14	439,714.	
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)		4,622.		547,924.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 552,546.

(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)
	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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

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

Signature of officer or trustee: [signature] Date: 9/3/15 Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NANCY S. MILLETT	[signature]	9/2/15		P00360148

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 191 PEACHTREE ST., NE SUITE 2000 ATLANTA, GA 30303-1924 — Phone no. (404) 220-1500

Form **8868** (Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*

OMB No 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
File by the due date for filing your return See instructions	THE ROGERS FAMILY FOUNDATION	Employer identification number (EIN) or 58-6343705
	Number, street, and room or suite no If a P O box, see instructions 381 INDIAN HARBOR ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions VERO BEACH, FL 32963	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

- The books are in the care of ▶ CLARENCE B. ROGERS, JR.
381 INDIAN HARBOR ROAD - VERO BEACH, FL 32963
Telephone No ▶ (772) 231-4871 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2014 or

▶ [ ] tax year beginning ______, and ending ______

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 7,667.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 2,167.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 5,500.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE ROGERS FAMILY FOUNDATION	58-6343705
	Number, street, and room or suite no If a P.O box, see instructions 381 INDIAN HARBOR ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions VERO BEACH, FL 32963	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

• The books are in the care of ▶ CLARENCE B. ROGERS, JR. 381 INDIAN HARBOR ROAD - VERO BEACH, FL 32963

Telephone No. ▶ (772) 231-4871 Fax No ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 16, 2015.

5 For calendar year 2014, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COLLECT AND ANALYZE DATA TO FINALIZE THE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶ 8/10/15

423842
09-15-14

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

CLARENCE B ROGERS TTEE
THE ROGERS FAMILY FOUNDATION U/A
DTD 05/16/1997
381 INDIAN HARBOR RD
VERO BEACH FL 32963-3510

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number. 26-4310632

Taxpayer ID Number XXX-XX-3705
Account Number 769 203378 021

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. 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.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
FIDELITY NATL FINL INC NEW	CUSIP: 31620R105		Symbol:						
	0 404	01/03/14	01/03/14	$12 91	$13 10	$0 00	($0.19)	$0 00	
KINDER MORGAN INCORP	CUSIP: 49456B101		Symbol. KMI						
	0 384	12/02/14	12/02/14	$15 97	$15 95	$0 00	$0.02	$0 00	
Total Short Term Covered Securities				**$28.88**	**$29.05**	**$0.00**	**($0.17)**	**$0.00**	

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Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
BCS CIAUTO M 9500 *16OC24		CUSIP. 06742E778		Symbol: SPPNQ					
	5,000 000	10/18/13	01/22/14	$50,000 00	$50,000 00	$0 00	$0 00	$0 00	
FIDELITY NATIONAL FINL INC		CUSIP: 31620R402		Symbol: FNFV					
	0.560	01/03/14	07/01/14	$8 99	$10 24	$0 00	($1 25)	$0 00	
MS CIAUTO F 9750 *16DE05		CUSIP: 61762W612		Symbol SPPRH					
	10,000 000	11/29/13	09/05/14	$100,000 00	$100,000 00	$0 00	$0.00	$0.00	
MS CIAUTO PRU 8800 *17FB13		CUSIP. 61760S308		Symbol: SPPWN					
	10,000 000	02/07/14	08/13/14	$100,000 00	$100 000 00	$0 00	$0 00	$0 00	
MS CIAUTO VLO 13500 *17FB21		CUSIP 61760S340		Symbol. SPPXL					
	20,000 000	02/14/14	05/20/14	$200,000 00	$200,000 00	$0.00	$0.00	$0 00	
RBC CIAUTO WYNN 12000 *17MY29		CUSIP 78011Q428		Symbol: SPQFN					
	10,000 000	05/23/14	12/17/14	$64,396 31	$100,000 00	$0 00	($35,603 69)	$0 00	
REMY INTL INC NEW		CUSIP: 75971M108		Symbol: REMY					
	0.981	01/03/14	12/31/14	$19 08	$21 57	$0.00	($2 49)	$0.00	
Total Short Term Noncovered Securities				**$514,424.38**	**$550,031.81**	**$0.00**	**($35,607.43)**	**$0.00**	
Total Short Term Covered and Noncovered Securities				**$514,453.26**	**$550,060.86**	**$0.00**	**($35,607.60)**	**$0.00**	

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1 New York Plaza
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Identification Number 26-4310632

Taxpayer ID Number XXX-XX-3705
Account Number 769 203378 021

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
KINDER AEX96 STK	CUSIP: 494STK981	Symbol:							
	1,000.000	07/11/05	12/02/14	$9,541 44	$5 003 46	$0.00	$4,537.98	$0.00	BE
Total Long Term Covered Securities				**$9,541.44**	**$5,003.46**	**$0.00**	**$4,537.98**	**$0.00**	

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.
Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities
(Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
KINDER AEX96 STK	CUSIP: 494STK981		Symbol (Box 1d):						
	0 000	07/11/05	12/02/14	$92,472 86	$48,492 11	$0 00	$43,980 75	$0 00	BE
LENDER PROCESSING SERV	CUSIP: 52602E102		Symbol (Box 1d):						
	0 000	11/15/85	01/03/14	$3,495 91	$249 97	$0 00	$3,245 94	$0 00	AD
	375 000	11/15/85	01/03/14	$10,538 25	$753 53	$0 00	$9,784.72	$0.00	AD
	393 750	11/18/88	01/03/14	$11,065 16	$768 14	$0.00	$10,297 02	$0 00	AD
	0 000	11/18/88	01/03/14	$3,670 73	$254 82	$0.00	$3,415 91	$0.00	AD
	526.500	10/02/89	01/03/14	$14,795 70	$1,742 69	$0 00	$13,053 01	$0 00	AD
	0 000	10/02/89	01/03/14	$4,908 29	$578 12	$0 00	$4,330.17	$0 00	AD
	2,245 500	12/18/89	01/03/14	$63,103.04	$4,066 97	$0 00	$59,036 07	$0 00	AD
	0.000	12/18/89	01/03/14	$20,933 61	$1,349 17	$0 00	$19,584 44	$0 00	AD
	7,500 000	12/15/95	01/03/14	$210,765 00	$27,466 02	$0 00	$183,298 98	$0.00	AD
	0 250	12/15/95	01/03/14	$7 03	$0.92	$0 00	$6 11	$0 00	AD

CONTINUED ON NEXT PAGE

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Account Number 769 203378 021

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. 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.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.
Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities
(Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)(Continued)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
LENDER PROCESSING SERV(Cont)	CUSIP: 52602E102	Symbol (Box 1d).							
	0 000	12/15/95	01/03/14	$69,918 48	$9,111 48	$0 00	$60,807 00	$0 00	AD
	0.000	12/15/95	01/03/14	$2.34	$0.30	$0.00	$2.04	$0.00	AD
Security Subtotal	11,041.000			$413,203.54	$46,342 13	$0 00	$366,861.41	$0.00	
Total Long Term Noncovered Securities				**$505,676.40**	**$94,834.24**	**$0.00**	**$410,842.16**	**$0.00**	
Total Long Term Covered and Noncovered Securities				**$515,217.84**	**$99,837.70**	**$0.00**	**$415,380.14**	**$0.00**	
Total Short and Long Term, Covered and Noncovered Securities				**$1,029,671.10**	**$649,898.56**	**$0.00**	**$379,772.54**	**$0.00**	

Form 1099-B Total Reportable Amounts
- Does not include cost basis or adjustment amounts for noncovered securities

Total IRS Reportable Proceeds (Box 1d)	**$1,029,671 10**			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		**$5,032.51**		
Total IRS Reportable Adjustments (Box 1g)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations Please consult your tax advisor regarding any adjustments to your original cost basis.

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	FROM K-1: KINDER MORGAN ENERGY PARTNERS LP	P	VARIOUS	VARIOUS
b	MORGAN STANLEY - 3378 (SEE ATTACHED)	P	VARIOUS	VARIOUS
c	MORGAN STANLEY - 3378 (SEE ATTACHED)	P	VARIOUS	VARIOUS
d	MORGAN STANLEY - 3378 (SEE ATTACHED)	P	07/11/05	12/02/14
e	MORGAN STANLEY - 3378 (SEE ATTACHED)	P	07/11/05	12/02/14
f	MORGAN STANLEY - 3378 (SEE ATTACHED)	P	VARIOUS	VARIOUS
g	MORGAN STANLEY - 3378 CAPITAL GAIN DISTRIBUTION	P		
h	KINDER MORGAN	P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			80.	-80.
b	29.		29.	0.
c	514,424.		550,043.	-35,619.
d	9,541.			9,541.
e	92,473.		55,875.	36,598.
f	413,204.		46,342.	366,862.
g	5,683.			5,683.
h	56,729.			56,729.
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-80.
b				0.
c				-35,619.
d				9,541.
e				36,598.
f				366,862.
g				5,683.
h				56,729.
i				
j				
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	439,714.
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
CIVIL WAR TRUST	NONE	N/A	SUPPORT COMMUNITY	500.
COMMUNITY CHURCH	NONE	N/A	SUPPORT CHURCH	20,200.
COMMUNITY FOUNDATION OF WNC	NONE	N/A	SUPPORT COMMUNITY	1,000.
FARMER SCHOOL MIAMI UNIVERSITY	NONE	N/A	SUPPORT COLLEGE	200.
GEORGE WASHINGTON UNIVERSITY	NONE	N/A	SUPPORT COLLEGE	7,500.
GETTYSBURG COLLEGE	NONE	N/A	SUPPORT COLLEGE	5,000.
GIFFORD YOUTH ACTIVITIES CENTER	NONE	N/A	SUPPORT COMMUNITY	4,600.
GLENVILLE RESCUE SQUAD	NONE	N/A	SUPPORT COMMUNITY	350.
HIGHLANDS CASHIERS HOSPITAL FOUNDATION	NONE	N/A	SUPPORT COMMUNITY	10,000.
HIGH HOPES	NONE	N/A	SUPPORT COMMUNITY	2,500.
Total from continuation sheets				193,942.

THE ROGERS FAMILY FOUNDATION 58-6343705

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
IRCVAS	NONE	N/A	SUPPORT COMMUNITY	200.
INDIAN RIVER LAND TRUST	NONE	N/A	SUPPORT COMMUNITY	1,000.
INDIAN RIVER MEDICAL CENTER FOUNDATION	NONE	N/A	SUPPORT COMMUNITY	74,630.
JOHNS ISLAND FOUNDATION	NONE	N/A	SUPPORT COMMUNITY	10,000.
MT YOUTH CHARITIES	NONE	N/A	SUPPORT COMMUNITY	2,000.
ST FRANCIS CHAPEL	NONE	N/A	SUPPORT CHURCH	500.
THE BASCOM	NONE	N/A	SUPPORT COMMUNITY	1,000.
UNITED WAY	NONE	N/A	SUPPORT COMMUNITY	38,808.
VNA AND HOSPICE FOUNDATION	NONE	N/A	SUPPORT COMMUNITY	5,000.
WADE HAMPTON	NONE	N/A	SUPPORT COMMUNITY	3,454.
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
WOODRUFF ARTS CENTER	NONE	N/A	SUPPORT COMMUNITY	2,000.
INDIAN RIVER HABITAT HUMANITY	NONE	N/A	SUPPORT COMMUNITY	500.
REV ROBERT BAGGOTT	NONE	N/A	SUPPORT COMMUNITY	1,000.
SAMARITAN CENTER	NONE	N/A	SUPPORT COMMUNITY	2,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM KINDER MORGAN K-1	46.	0.	46.	46.	
KINDER MORGAN DIVIDEND	45.	0.	45.	45.	
MORGAN STANLEY	96.	0.	96.	96.	
MORGAN STANLEY DIVIDEND	72,094.	0.	72,094.	72,094.	
TO PART I, LINE 4	72,281.	0.	72,281.	72,281.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN K-1	4,622.	4,622.	
ORDINARY INCOME/LOSS FROM KINDER MORGAN K-1	646.	646.	
ORDINARY INCOME/LOSS FROM MORGAN STANLEY	35,213.	35,213.	
ROYALTIES FROM KINDER MORGAN	70.	70.	
TOTAL TO FORM 990-PF, PART I, LINE 11	40,551.	40,551.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	6.	6.		0.
TO FORM 990-PF, PG 1, LN 18	6.	6.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM KINDER MORGAN K-1: SEC 59(E)(2) EXP.	606.	606.		0.
NONDEDUCTIBLE EXPENSES	4.	4.		0.
TO FORM 990-PF, PG 1, LN 23	610.	610.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 5

DESCRIPTION	AMOUNT
BOOK OVER TAX BASIS ADJUSTMENT	205,282.
NON-DEDUCTIBLE EXPENSES	4.
TOTAL TO FORM 990-PF, PART III, LINE 5	205,286.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,333 DUKE ENERGY CORP HOLDINGS	63,626.	111,359.
3,000 NEXTERA ENERGY INC	107,985.	318,870.
3,000 AMERICAN ELECTRIC POWER CO	88,206.	182,160.
1,200 3M COMPANY	97,931.	197,184.
1,000 ALTRIA GROUP INC	15,176.	49,270.
0 EATON VANCE TAX MGD DIV EQU FD	0.	0.
2,000 SPECTRA ENERGY CORP COM	41,105.	72,600.
3,000 GABELLI DIV & INCM TR	44,059.	64,980.
2,000 HSBC FINANCE 6.36% (PREFERRED)	50,000.	50,680.
10,640 FIDELITY NATL INFORMATION SE	331,286.	661,808.
1,000 PHILIP MORRIS INTL INC	34,865.	81,450.
3,000 SOUTHERN COMPANY	83,790.	147,330.
2,000 AT&T, INC	51,000.	67,180.
11,041 LENDER PROCESSING SERV	0.	0.
1,000 KIMBERLY CLARK CORP	62,097.	115,540.
1,000 BANK OF AMERICA CORP	15,150.	17,890.
2,000 SEADRILL LTD	76,078.	23,880.
1,900 VERIZON COMMUNICATIONS	68,306.	88,882.
5,000 BARCLAYS CONTINGENT 9.5% AUTOCALL ON MACY'S, INC	0.	0.

10,000 MS CONTINGENT 9.75% AUTOCALL ON FORD MOTOR COMPANY	100,000.	97,550.
3,173 FIDELITY NATIONAL FINANCIAL IN (FNF)	84,583.	109,310.
1,057 FIDELITY NATIONAL FINL INC. (FNFV)	18,308.	16,637.
125 HALYARD HEALTH INC (HYH)	2,690.	5,684.
10,000 HSBC CONTINGENT 12.1% AUTOCALL ON VALERO ENERGY CORP.	100,000.	101,600.
10,000 JPM CONTINGENT 12.1% AUTOCALL ON PRUDENTIAL FINANCIAL, INC.	100,000.	98,600.
10,000 USB CONTINGENT 8.4% AUTOCALL ON CBS CORPORATION	100,000.	92,600.
300 GABELLI GLB SML & MD CAP VAL (FFZ)	3,570.	3,131.
2226 KINDER MORGAN INCORPORATED	92,456.	94,182.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,832,267.	2,870,357.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CLARENCE B. ROGERS, JR. 381 INDIAN HARBOR ROAD VERO BEACH, FL 32963	TRUSTEE 0.00	0.	0.	0.
NANCY E. ROGERS 3833 EARLS COURT VIEW CINCINNATI, OH 452261328	DIST. COMMITTEE 0.00	0.	0.	0.
JOHN B. ROGERS 2419 DON ONOFRE TRAIL NW ALBUQUERQUE, NM 87107	DIST. COMMITTEE 0.00	0.	0.	0.
SALLY R. MITCHELL 2860 VININGS WAY ATLANTA, GA 30339	DIST. COMMITTEE 0.00	0.	0.	0.
CHASE A. ROGERS C/O SALLY MITCHELL 2860 VININGS WAY ATLANTA, GA 30339	DIST. COMMITTEE 0.00	0.	0.	0.
HANK MITCHELL 2860 VININGS WAY ATLANTA, GA 30339	DIST. COMMITTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.