



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE ROGERS FOUNDATION		A Employer identification number  75-2143064	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 8799		B Telephone number (see instructions)  (903) 561-4041	
City or town, state or province, country, and ZIP or foreign postal code TYLER, TX 75711		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 48,885,731		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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 (attach schedule) . . . . .	60,000			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	195	195		
	4 Dividends and interest from securities. . . . .	1,534,753	1,534,753		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,200,582			
	b Gross sales price for all assets on line 6a 22,495,205				
	7 Capital gain net income (from Part IV, line 2) . . .		3,200,582		
	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) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	4,795,530	4,735,530		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,000	18,750		56,250
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	33,100	8,275		24,825
	c Other professional fees (attach schedule) . . . . .	224,370	224,370		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	65,493	20,861		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .	3,420	855		2,565
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	6,226	1,557		4,669
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	407,609	274,668		88,309
	25 Contributions, gifts, grants paid . . . . .	2,193,500			2,193,500
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,601,109	274,668		2,281,809
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	2,194,421			
	b <b>Net investment income</b> (if negative, enter -0-)		4,460,862		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	965,317	40,456	40,456
	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 schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	12,746		
	10a	Investments—U S and state government obligations (attach schedule)	7,031,990	6,101,498	6,385,161
	b	Investments—corporate stock (attach schedule) . . . . .	27,099,220	30,821,460	36,884,995
	c	Investments—corporate bonds (attach schedule). . . . .	4,695,020	5,222,715	5,319,379
	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) ▶ _____ 74,880	188,963	188,963	188,963
15	Other assets (describe ▶ _____)	142,306	6,777	6,777	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	40,195,562	42,441,869	48,885,731	
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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)		51,886	
	23	Total liabilities (add lines 17 through 22) . . . . .		51,886	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	40,195,562	42,389,983	
	30	Total net assets or fund balances (see instructions) . . . . .	40,195,562	42,389,983	
31	Total liabilities and net assets/fund balances (see instructions) . . . . .	40,195,562	42,441,869		

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 40,195,562
2	Enter amount from Part I, line 27a . . . . .	2 2,194,421
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 42,389,983
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 42,389,983

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 )
1 a	Various Publicly Traded Securities - LT	P	2014-12-31	2014-12-31
b	Various Publicly Traded Securities - LT	P	2012-12-31	2014-12-31
c	Various Publicly Traded Securities - LT	P	2012-12-31	2014-12-31
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 2,832,821		2,992,119	-159,298
b 7,966,092		6,903,481	1,062,611
c 11,692,651		9,399,023	2,293,628
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			-159,298
b			1,062,611
c			2,293,628
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	3,200,582
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	

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 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	2,168,463	46,620,283	0 04651
2012	1,358,622	42,202,292	0 03219
2011	1,620,054	42,092,566	0 03849
2010	1,206,201	39,684,945	0 03039
2009	2,525,456	35,633,767	0 07087

2	Total of line 1, column (d). . . . .	2	0 21846
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 04369
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	48,918,715
5	Multiply line 4 by line 3. . . . .	5	2,137,356
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	44,609
7	Add lines 5 and 6. . . . .	7	2,181,965
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	2,281,809

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)

1

44,609

2

2

3

44,609

4

4

5

44,609

6

6a

42,746

6b

6c

60,000

6d

7

102,746

8

23

9

10

58,114

11

58,114

Refunded

Part VII-AStatements Regarding Activities

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

No

b

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

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation

(2) On foundation managers

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers

2

No

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?

3

No

4a

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

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

No

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

No

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

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year?

7

Yes

8a

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?

8b

Yes

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)?

9

No

10

Did any persons become substantial contributors during the tax year?

10

No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
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 <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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?. . . . . <input type="checkbox"/>	1c		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . . <input type="checkbox"/>	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ). . . . . <input type="checkbox"/>	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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		No
	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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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	Pres / CEO	25,000		
PO Box 8799	5 00			
Tyler,TX 757118799				
Sheryl Rogers Palmer	Vice Pres	25,000		
PO Box 8799	5 00			
Tyler,TX 757118799				
Paul W Powell	Sec / Treas	25,000		
PO Box 8799	5 00			
Tyler,TX 757118799				
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.				

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	Investment Advisor	174,443
301 Commerce Street Suite 1600 Fort Worth,TX 76102		
Total number of others receiving over \$50,000 for professional services. . . . .		

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	0
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . .	



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	49,578,713
b	Average of monthly cash balances. . . . .	1b	84,957
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	49,663,670
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	
3	Subtract line 2 from line 1d. . . . .	3	49,663,670
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	744,955
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,918,715
6	Minimum investment return. Enter 5% of line 5. . . . .	6	2,445,936

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	2,445,936
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	44,609
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	44,609
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	2,401,327
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	2,401,327
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	2,401,327

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	2,281,809
b	Program-related investments—total from Part IX-B. . . . .	1b	
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	2,281,809
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	44,609
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	2,237,200
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				2,401,327
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009. . . . .	334,915			
b From 2010. . . . .				
c From 2011. . . . .				
d From 2012. . . . .				
e From 2013. . . . .				
f Total of lines 3a through e. . . . .	334,915			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,281,809				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2014 distributable amount. . . . .				2,281,809
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	119,518			119,518
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	215,397			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
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). . . . .				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	215,397			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 organization 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) )

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

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

Robyn Rogers  
2335 Oak Alley  
Tyler, TX 75703  
(903) 561-4041

b

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

See attached Schedule 1

c

Any submission deadlines

October 1

d

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

Organizations requesting grants must be located in Texas or Idaho

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

Form **990-PF** (2014)

Enter gross amounts unless otherwise indicated

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

[illegible]



**TY 2014 Accounting Fees Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bryant & Welborn, LLP	33,100	8,275	0	24,825

## TY 2014 Contractor Compensation Explanation

**Name:** THE ROGERS FOUNDATION

**EIN:** 75-2143064

**Software ID:** 14000265

**Software Version:** 2014v5.0

Contractor	Explanation
Luther King Capital Management	Investment Advisor



TY 2014 Land, Etc. Schedule

**Name:** THE ROGERS FOUNDATION

**EIN:** 75-2143064

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	263,843	74,880	188,963	188,963

TY 2014 Other Assets Schedule

**Name:** THE ROGERS FOUNDATION

**EIN:** 75-2143064

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Investment Sale Proceeds Receivable	132,887	6,776	6,777
Rounding		1	

**TY 2014 Other Expenses Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dues & Subscriptions	725	181		544
Insurance	5,271	1,318		3,953
Office Epenses	230	58		172

**TY 2014 Other Liabilities Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Transfer in transit		50,000

**TY 2014 Other Professional Fees Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fiduciary Fees-Southside Bank	49,655	49,655	0	0
Luther King Capital Management	174,443	174,443	0	0
Other Investment Fees	272	272	0	0

**TY 2014 Taxes Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	44,632			
Foreign Taxes withheld from Dividends	20,861	20,861		

<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF)  Department of the Treasury Internal Revenue Service	<b>Schedule of Contributors</b>  ▶ <b>Attach to Form 990, 990-EZ, or 990-PF.</b>  ▶ <b>Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.</b>	OMB No 1545-0047  <b>2014</b>

<b>Name of the organization</b> THE ROGERS FOUNDATION	<b>Employer identification number</b> 75-2143064
--	---

Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**Employer identification number**  
75-2143064

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Rogers Grandchildren's Heritage Trust  Houston, TX 77027 	\$ 60,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )



<b>Name of organization</b> THE ROGERS FOUNDATION	<b>Employer identification number</b> 75-2143064
--	---

<b>Part II</b> <b>Noncash Property</b> (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
_____	_____ _____ _____ _____	_____ \$	_____
(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
_____	_____ _____ _____ _____	_____ \$	_____

<b>Name of organization</b> THE ROGERS FOUNDATION	<b>Employer identification number</b> 75-2143064
--	---

Part III

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

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
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(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	
_____		_____	
_____		_____	
_____		_____	

**FROM 990-PF  
2014  
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**  
**2014**  
**EIN 75-2143064**

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments-U S and State Obligations - Page 2, Line 10a</u>			
1,273,496 FNMA	425,016	425,014	418,846
600,000 FHLB	600,036	200,020	200,230
174,202 GNMA	178,556	126,814	133,511
1,143,640 GNMA PL	1,142,944	1,290,311	1,372,160
Carroll Tx ISD Build America	106,544	-	-
400,000 Channel View Build America	403,722	403,537	445,632
150,000 Collin Cnty Tx Build America	151,393	151,164	164,348
120,000 Columbia MO SP Oblig	120,970	120,797	131,011
Dallas Tex Indpt	123,297	-	-
Eagle Mtn & Saginaw Tx Ind	320,083	-	-
1,463,034 Federated Government Obligations	-	1,463,034	1,463,034
100,000 Harris Cnty Tex	100,474	100,318	99,938
150,000 Houston Tx ISD Build America	157,699	157,376	170,776
Irving Tx ISD Build America	316,528	-	-
250,000 Lubbock Tx City	252,790	252,585	274,600
425,000 Malakoff ISD	425,000	425,000	450,326
Montgomery Cnty Tx	370,194	-	-
Panhandle-Plain FLT	162,200	-	-
Pine Tree ISD	423,172	-	-
Round Rock ISD	264,166	-	-
200,000 San Antonio Tx ISD Build America	212,341	212,051	234,212
200,000 University of Houston	207,184	206,927	215,002
150,000 Univ of Texas Revs Build America	158,757	158,159	164,967
400,000 Univ of Texas Revs	408,924	408,391	446,568
Total Investments-U S & State Govt Obligations	<u>7,031,990</u>	<u>6,101,498</u>	<u>6,385,161</u>

Investments - Corporate Stock - Page 2, Line 10b

3,900 Abbvie Inc	-	267,058	255,216
22,771 Abbott Laboratories	687,733	801,252	1,025,150
5,110 Affiliated Managers Group	210,340	326,735	1,084,546
2,089 Amazon Com	-	691,291	648,321
6,283 Apache Corp	817,894	435,847	393,756
8,282 Apple Inc	583,754	534,945	914,167
Baker Hughes, Inc	427,853	-	-
15,787 CVS / Caremark Corp	485,006	637,290	1,520,446
Cabot Oil & Gas	394,356	-	-
Chevron	469,090	-	-
Cisco Sys Inc	737,378	-	-
6,039 Claymore Exchange Trd Fd	-	132,334	156,954
12,944 Coca Cola Co	513,741	331,341	546,496
12,276 Comerica Inc	260,730	527,560	575,008
20,265 Copart, Inc	-	645,846	739,470
Covidien Ltd	404,565	-	-

**THE ROGERS FOUNDATION**  
**SCHEDULE 2**  
**2014**  
**EIN 75-2143064**

		Beginning of Year	End of Year	
		Book Value	Book Value	FMV
<u>Investments - Corporate Stock - Page 2, Line 10b - continued</u>				
8,377	Danaher Corp	-	636,028	717,993
7,290	EOG Res Inc	-	714,648	671,190
5,138	EQT Corp	151,120	208,015	388,947
	Emerson Electric Co	328,658	-	-
25,677	Express, Inc	386,363	430,401	377,195
6,737	Express Scripts Hldg Co	465,562	411,549	570,422
	Exxon Mobil Corp	280,088	-	-
9,723	FMC Corp	-	685,048	554,503
34,908	General Electric Co	703,030	829,205	882,125
1,021	Google Inc	-	551,308	537,454
	Guggenheim Exch Trd Fd	348,891	-	-
3,793	Hess Corporation	630,492	178,269	279,999
9,368	HSBC Holdings PLC Spon Adr	437,786	495,283	442,451
1,861	International Business Machines	606,049	180,914	298,579
	Intl Flavors & Fragrances	267,263	-	-
	I Shares China Large-Cap	291,578	-	-
104,803	I Shares MSCI ACW	-	4,697,176	4,508,625
	I Shares MSCI Austria Index	385,301	-	-
8,365	I Shares MSCI Canada	-	251,786	241,414
	I Shares MSCI ETF	410,721	-	-
	I Shares MSCI Germany	579,393	-	-
11,014	I Shares MSCI Hong KG ETF	-	174,160	226,228
	I Shares MSCI HK IDX Fd	583,015	-	-
5,454	I Shares MSCI Israel Inx	363,361	242,735	255,138
	I Shares MSCI JPN IDX Fd	745,787	-	-
	I Shares MSCI Korea Idx	445,159	-	-
2,606	I Shares MSCI Mexico Capped	-	170,897	154,770
	I Shares MSCI Netherlands	322,862	-	-
	I Shares MSCI Singapore	644,129	-	-
2,577	I Shares MSCI South Africa ETF	-	175,835	167,041
2,696	I Shares MSCI Sth Korea ETF	-	121,972	149,062
	I Shares Inc Sweden Index Fd	516,215	-	-
	I Shares MSCI Switzerland	703,180	-	-
13,198	I Shares MSCI Taiwan ETF	629,922	176,357	199,422
14,295	Jarden Corporation	-	572,561	684,445
18,041	Liberty Broadband Corp	-	615,824	666,918
9,074	Lululemon Athletica Inc	134,720	457,380	506,238
	McDonalds Corp	216,991	-	-
14,758	MDU Res Group Inc	496,015	299,343	346,813
34,300	Memorial Resource Dev	-	680,888	618,429
13,164	Merck & Co Inc	513,526	602,680	747,584
13,400	Metlife	414,175	496,922	724,806
15,617	Microsoft Corp	670,744	445,460	725,410
24,737	Mondelez Intl Inc Cl A	630,898	735,211	898,572
5,065	MSA Safety	-	258,540	268,901

**THE ROGERS FOUNDATION**  
**SCHEDULE 2**  
**2014**  
**EIN 75-2143064**

		Beginning of Year	End of Year	
		Book Value	Book Value	FMV
<u>Investments - Corporate Stock - Page 2, Line 10b - continued</u>				
	News Corp	65,175	-	-
	Noble Corp	829,643	-	-
	Nuance Communication	715,180	-	-
6,225	Perkin Elmer	-	268,163	272,219
13,216	Post Holdings Inc	-	577,394	553,618
7,675	Proassurance Corp	238,715	280,248	346,526
8,023	Qualcomm, Inc.	621,267	522,841	596,350
24,990	Republic Services Inc	621,396	733,797	1,005,848
7,791	Schlumberger Ltd	829,848	609,172	665,429
7,375	Thermo Fisher Scientific	236,050	339,589	924,014
250,000	3M Co	-	249,700	249,537
7,334	Time Warner	-	595,166	626,470
29,698	Twenty First Century Fox Inc	483,455	601,352	1,140,552
13,123	US Bancorp	-	535,252	589,879
2,355	Union Pacific Corp	-	266,332	280,551
257,472	Verizon Communications Inc	-	604,984	601,523
7,949	Viacom Inc CL B	226,552	299,217	598,162
15,485	Vodafone Grp Plc Adr	538,639	599,081	529,122
6,080	Waste Connections Inc	-	262,193	267,459
11,606	Wells Fargo & Co	385,254	455,995	636,241
9,368	Wesco International Inc	493,634	582,819	713,935
	Western Union Co	259,701	-	-
21,654	Zions Bancorp	259,277	610,271	617,356
	Total Investments - Corporate Stock	<u>27,099,220</u>	<u>30,821,460</u>	<u>36,884,995</u>

Investments - Corporate Bonds - Page 2, Line 10c

500,000	American Express	521,624	510,968	514,705
334,000	AT&T Inc 2 5%	515,718	339,386	337,607
	AT&T Inc 5 2%	196,505	-	-
250,000	Abbvie Inc Note	-	249,997	249,162
100,000	Amazon Com Inc Note	-	99,362	98,939
100,000	Anheuser Busch Fin Inc Note	-	100,480	100,403
500,000	BB&T Corporation	494,974	496,060	503,295
100,000	Bank Amer Corp	-	100,110	99,924
500,000	Caterpillar Inc	501,338	500,449	501,590
500,000	Celgene Corporation	498,663	498,977	501,760
275,000	Emerson Electric Co	276,843	275,631	277,670
200,000	Estee Lauder	200,090	200,066	219,034
100,000	General Electric Co 1 625%	100,152	100,076	100,628
150,000	General Electric Co 5 375%	152,549	151,744	161,222
200,000	General Electric Co	201,358	201,046	221,862
100,000	Hewlett Packard Co Note	-	102,629	101,877
100,000	Illinois Tool Works Inc Note	-	99,767	100,054
500,000	JPMorgan Chase & Co 5 15%	486,779	493,175	513,905
	JPMorgan Chase & Co 4 65%	200,000	-	-

**THE ROGERS FOUNDATION**  
**SCHEDULE 2**  
**2014**  
**EIN 75-2143064**

	Beginning of Year	End of Year	
	Book Value	Book Value	FMV
<u>Investments - Corporate Bonds - Page 2, Line 10c - continued</u>			
250,000 Mnus Bancorp	-	251,445	250,760
250,000 Occidental Petroleum Corp	248,086	248,827	261,201
100,000 Wells Fargo	100,341	100,245	101,695
100,000 Western Union Co Note	-	102,275	102,086
Total Invesments - Bonds	4,695,020	5,222,715	5,319,379

**FORM 990-PF**  
**2014**  
**SCHEDULE 3**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

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

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
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 Operations	40,000
American Bible Society P O Box 96812 Washington, DC 20090-68129	None	Religious	Donation for Operations	2,000
American Heart Association NP48 Lake Cherokee Longview, TX 75603	None	Charitable	Donation for Fundraiser	2,500
Andrews Center 172 W Front Street Tyler, TX 75702	None	Charitable	Donation for Camp for Autistic Children	14,000
Angel's LAYETTES 1409 Brandywine Dr Tyler, TX 75703	None	Charitable	Donation for Operations	20,000
Animal Shelter of Wood River Valley P O Box 1496 Hailey, ID 83353	None	Charitable	Donation for Operations	5,000
ARC of Smith County 810 Vine Heights Tyler, TX 75701	None	Charitable	Donation for Operations	20,000
Azalea Academy for Exceptional Adults 1506 S Chilton Avenue Tyler, TX 75701	None	Charitable	Donations for Operations	25,000
Azleway, Inc 15892 CR 26 Tyler, TX 75707-9136	None	Charitable	Donations for Operations and Van Purchase	20,000
Bethesda Health Clinic 409 W Ferguson St Tyler, TX 75702	None	Charitable	Donations for Operations	65,000



**FORM 990-PF**  
**2014**  
**SCHEDULE 3**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

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

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Bivocational & Small Church Leadership Network, Inc 5111 Marc Ct Nashville, TN 37211	None	Religious	Donation for Operations	10,000
Boy Scouts of America, East Tx Council 1331 E Fifth Street Tyler, TX 75701	None	Charitable	Donation for Good Turn Award	10,000
Boys & Girls Clubs of East Texas 504 West 32nd Street Tyler, TX 75702	None	Charitable	Donation for Operations	50,000
Breckenridge Village 15062 CR 1145 Tyler, TX 75704	None	Charitable	Donation for Operations	15,000
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, TX 75711	None	Charitable	Donation for Operations	55,000
Carter BloodCare 815 S Baxter Tyler, TX 75701	None	Charitable	Pledge for purchase of equipment	50,000
Centrepont Ministries, Inc 418 S Broadway, Suite 100 Tyler, TX 75702	None	Religious	Donation for Operations	3,000
Children's Park of Tyler 5380 Old Bullard Rd, Suite 600-122 Tyler, TX 75703	None	Charitable	Donation for Capital Improvements	87,500
Children's Village P O Box 6564 Tyler, TX 75711	None	Charitable	Donation for Operations	5,000

**FORM 990-PF**  
**2014**  
**SCHEDULE 3**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

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

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Choir School of East Texas 118 S Bois D'Arc Tyler, TX 75702	None	Charitable	Donation for Trip Scholarships	8,000
Christian Women's Job Corps 408 W Locust Street Tyler, TX 75702	None	Charitable	Donation for Operations	15,000
Conference of Southwest Foundations 624 N Good-Latimer Expy , Suite 100 Dallas, TX 75204	None	Charitable	Donation for Operations	1,500
Crohn's & Colitis Foundation 3646 Oak Leaf Circle Tyler, TX 75707	None	Charitable	Donation for Operations	5,000
Cystic Fibrosis Foundation 1021 ESE Loop 323, Suite #300C Tyler, TX 75701	None	Charitable	Donation for Fundraiser	5,000
Dallas Baptist University 3000 Mountain Creek Parkway Dallas, TX 75211	None	Educational	Scholarship Fund	5,000
Discovery Science Place 308 N Broadway Tyler, TX 75702	None	Charitable	Donation for Programs	25,000
East Texas Communities Foundation Begfeld Park Fund 315 North Broadway Avenue Tyler, Texas 75702	None	Charitable	Donation for Capital Project	25,000
East Texas Crisis Center P O Box 7060 Tyler, TX 75711	None	Charitable	Donation for Operations	45,000
East Texas Food Bank 3201 Robertson Road Tyler, Texas 75701	None	Charitable	Donation for Operations	11,000
East Texas Symphony Orchestra, Inc P O Box 6323 Tyler, TX 75711-6323	None	Charitable	Donation Capital Asset Purchase	25,000

**FORM 990-PF**  
**2014**  
**SCHEDULE 3**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

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

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ETMC Foundation P O Box 6400 Tyler, TX 75711	None	Charitable	Donation for Scholarships	48,000
Fellowship of Christian Athletes P O Box 260559 Plano, TX 75026-0559	None	Charitable	Donation for Operations	10,000
Fourth Partner Foundation 601 Shelley Drive, Suite 201 Tyler, TX 75701	None	Charitable	Sponsorship of Conference	8,000
Gateway to Hope Day Resource Center 601 E Valentine Tyler, TX 75702	None	Charitable	Donation for Operations	15,000
Give Soles 2329 Oak Alley, Suite 2 Tyler, TX 75703	None	Charitable	Donation for Benefit Organization	5,000
Grace Community Healthcare Ministries 312 N Pacific Street Mineola, TX 75773	None	Charitable	Donation for Operations	20,000
Great Foundations 307 N Glenwood Tyler, TX 75702	None	Charitable	Donation for Operations	15,000
Habitat for Humanity 822 W Front Street Tyler, TX 75702	None	Charitable	Donation for Contruction of Homes	10,000
Higher Heights Baptist Church 2726 Van Highway Tyler, TX 75702	None	Religious	Donation for Operations & School Supplies	2,000
Holt House 709 S Bois D'Arc Tyler, TX 75701	None	Charitable	Donation for Repairs	10,000
Hospice of East Texas Foundation 3800 Paluxy, Suite 560 Tyler, TX 75703	None	Charitable	Donation for Operations	10,000

**FORM 990-PF**  
**2014**  
**SCHEDULE 3**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

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

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Humane Society of East Texas P O. Box 6151 Tyler, TX 75711	None	Charitable	Donation for Operations	2,000
Junior League of Tyler, Inc 1919 S. Donnybrook Tyler, TX 75701	None	Charitable	Donation for Event	5,000
King's Academy Christian School 604 W 4th Street Tyler, TX 75701	None	Educational	Donation for Operations	5,000
Leadership Tyler 315 N Broadway, Suite 202 Tyler, TX 75702	None	Charitable	Donation for Operations	12,000
Liberty Hall 110 W Erwin Tyler, TX 75702	None	Charitable	Donation for Operations	4,000
Literacy Council of Tyler P O Box 6662 Tyler, TX 75711-6662	None	Charitable	Donation for Endowment	65,000
Make-A-Wish Foundation 215 Winchester Dr , Suite 109 Tyler, Texas 75701	None	Charitable	Donation	14,000
March of Dimes 3800 Paluxy #115 Tyler, TX 75703	None	Charitable	Donation for Operations	3,000
Meals on Wheels Ministry, Inc 3001 Robertson Road Tyler, Texas 75701	None	Charitable	Donation for Operations	40,000
Milton's Athletic Scholarship Advising Center P O Box 131478 Tyler, TX 75713	None	Charitable	Donation for Operations	20,000
Moses Project 208 Leslie Drive Whitehouse, TX 75791	None	Religious	Donation for Operations	1,000

**FORM 990-PF  
2014  
SCHEDULE 3  
THE ROGERS FOUNDATION  
EIN 75-2143064**

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

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NAMI Texas Fountain Park Plaza III 2800 S IH 35, Suite 140 Austin, Texas 78704-5700	None	Charitable	Donation for Operations	25,000
NAMI - Wood River Valley, Inc P O Box 95 Hailey, ID 83333	None	Charitable	Donation for	25,000
North Tyler Day Nursery 2624 Carter Blvd 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	10,000
Salvation Army 717 N Spring Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	30,000
Samaritan Counseling Center of Tyler 100 E Ferguson, Suite 60 Tyler, TX 75702	None	Charitable	Donation	210,000
Shine Your Light Community Campaign 315 N Broadway, Suite 210 Tyler, TX 75702	None	Charitable	Donation	10,000
Smith County Champions for Children 4883 Hightech Drive Tyler, TX 75703	None	Charitable	Donation for Operations	20,000
Smith County Historical Society, Inc 125 S College Tyler, TX 75702	None	Charitable	Donation for Operations	2,500
St Luke's Wood River Foundation P O Box 7005 Ketchum, ID 83340	None	Charitable	Donation for Operations	20,000
St Thomas Episcopal Church P O Box 1070 Sun Valley, ID 83340	None	Charitable	Donation for Operations	10,000

**FORM 990-PF**  
**2014**  
**SCHEDULE 3**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

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

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
St Paul Children's Foundation 132 S Horace Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	5,000
Sun Valley Summer Symphony P O Box 1914 Sun Valley, ID 83353	None	Charitable	Donation for Operations	20,000
Susan G Komen Greater Fort Worth c/o TCU Frogs for the Cure P O Box 297080 Fort Worth, TX 76129	None	Charitable	Donation - Event Sponsorship	50,000
TCU Frogs for the Cure P O Box 297080 Fort Worth, TX 76129	None	Charitable	Donation - Event Sponsorship	20,000
Texas Baptist Mission Foundation 333 N Washington Dallas, TX 75246	None	Religious	Donation for Operations	10,000
Therapet, Inc P O Box 130118 Tyler, TX 75713	None	Charitable	Donation	5,000
Timberline Baptist Camp & Conference Center 15363 FM 849 Lindale, TX 75771-2410	None	Charitable	Donation for capital improvements	5,000
Trinity Mother Frances Foundation 611 S Fleishel Tyler, TX 75701	None	Charitable	Donation for Fundraiser	5,000
Tyler Civic Theatre Center 400 Rose Park Drive Tyler, TX 75701	None	Charitable	Donation for Operations	10,000
Tyler Day Nursery 2901 W Gentry Parkway Tyler, TX 75702	None	Charitable	Donation - Capital Project	5,000
Tyler Junior College 1327 South Baxter Avenue Tyler, Texas 75711	None	Charitable	Donation for Operations	500,000

**FORM 990-PF**  
**2014**  
**SCHEDULE 3**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

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

<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Tyler Museum of Art 1300 S Mahon Tyler, TX 75701	None	Charitable	Donation for Operations	63,500
Tyler Rose Museum P O Box 8224 Tyler, TX 75711	None	Charitable	Sponsorship of Fundraising Event	1,000
Tyler-Smith County Child Welfare Board P O Box 132494 Tyler, TX 75713-2494	None	Charitable	Donation for Operations	17,000
University of the Americas 8019 S Pan Am Expressway San Antonio, TX 78224	None	Religious	Donation for Operations	20,000
University of Texas at Tyler 3900 University Blvd Tyler, TX 75701-9730	None	Education	Donation for Memory Assessment & Research Center	15,000
Womenary P O Box 6296 Tyler, TX 75701	None	Religious	Donation for Operations	10,000
Women's Symphony League P O Box 6823 Tyler, TX 75711	None	Charitable	Donation for Operations	10,000
Young Life 1816 South College Tyler, TX 75701	None	Charitable	Donation for Operations	<u>20,000</u>
Total Donations				<u>\$ 2,193,500</u>