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

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2015

Open to Public Inspection

For calendar year 2015, or tax year beginning , 2015, and ending

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 10,416,424.

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

A Employer identification number
20-3452395

B Telephone number (see instructions)
972-392-3202

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)				
2 Ck <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	149,319.	149,319.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	604,452.			
b Gross sales price for all assets on line 6a 5,045,132.				
7 Capital gain net income (from Part IV, line 2)		604,452.		
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 Total Add lines 1 through 11	916,843.	916,843.		
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	5,431.	2,716.		2,715.
c Other prof fees (attach sch) See St 3	27,441.	27,441.		
17 Interest				
18 Taxes (attach schedule) (see instrs) See Stm 4	19,821.	1,099.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,731.			1,731.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	50,291.	49,900.		391.
24 Total operating and administrative expenses Add lines 13 through 23	104,715.	81,156.		4,837.
25 Contributions, gifts, grants paid Part XV	546,500.			546,500.
26 Total expenses and disbursements Add lines 24 and 25	651,215.	81,156.		551,337.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	265,628.			
b Net investment income (if negative, enter 0)		835,687.		
c Adjusted net income (if negative, enter 0)				

922,17

SCANNED AUG 10 2016

ADMINISTRATIVE AND EXPENSES

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2016-08-22
COUNTY CLERK

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		23,618.	54,714.	54,714.
	2	Savings and temporary cash investments		871,632.	624,312.	624,312.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) Statement 6		1,733,039.	1,631,500.	2,961,239.
	c	Investments — corporate bonds (attach schedule) Statement 7		1,938,235.	1,526,523.	1,531,521.
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 8		3,924,357.	4,803,625.	5,244,638.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)		8,490,881.	8,640,674.	10,416,424.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	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.	<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		8,490,881.	8,640,674.	
	30	Total net assets or fund balances (see instructions)		8,490,881.	8,640,674.	
	31	Total liabilities and net assets/fund balances (see instructions)		8,490,881.	8,640,674.	

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	8,490,881.
2	Enter amount from Part I, line 27a	2	265,628.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	8,756,509.
5	Decreases not included in line 2 (itemize) <u>See Statement 9</u>	5	115,835.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,640,674.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a publicly traded securities	P	Various	Various
b long term capital gain dist	P	Various	Various
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 5,023,239.		4,440,680.	582,559.
b 21,893.			21,893.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			582,559.
b			21,893.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	604,452.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	454,198.	10,910,516.	0.041629
2013	1,131,703.	10,693,871.	0.105827
2012	548,503.	10,374,349.	0.052871
2011	535,450.	10,047,904.	0.053290
2010	729,720.	10,454,849.	0.069797

2 Total of line 1, column (d)	2	0.323414
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	0.064683
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	10,546,676.
5 Multiply line 4 by line 3	5	682,191.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,357.
7 Add lines 5 and 6	7	690,548.
8 Enter qualifying distributions from Part XII, line 4	8	551,337.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	16,714.
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	16,714.
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	16,714.
6 Credits/Payments			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a 13,000.		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c 7,000.		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	20,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,286.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>David Rogers</u> Telephone no <u>972-392-3202</u> Located at <u>4848 Lemmon Ave., Suite 100-402 Dallas TX</u> ZIP + 4 <u>75219</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> N/A			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2015 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 2015.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4 b	X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 ☒ Nob If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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?

6 b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1 a	8,435,258.
b Average of monthly cash balances	1 b	691,557.
c Fair market value of all other assets (see instructions)	1 c	1,580,470.
d Total (add lines 1a, b, and c)	1 d	10,707,285.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	10,707,285.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	160,609.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,546,676.
6 Minimum investment return. Enter 5% of line 5	6	527,334.

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	527,334.
2a Tax on investment income for 2015 from Part VI, line 5	2 a	16,714.	
b Income tax for 2015 (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b	2 c	16,714.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	510,620.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	510,620.	
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	510,620.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	551,337.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	551,337.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	551,337.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				510,620.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012	12,129.			
d From 2013	601,991.			
e From 2014				
f Total of lines 3a through e	614,120.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 551,337.				
a Applied to 2014, 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 2015 distributable amount				510,620.
e Remaining amount distributed out of corpus	40,717.			
5 Excess distributions carryover applied to 2015 (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	654,837.			
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 2014 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	654,837.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012	12,129.			
c Excess from 2013	601,991.			
d Excess from 2014				
e Excess from 2015	40,717.			

BAA

Form 990-PF (2015)

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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 2015, enter the date of the ruling

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon.

a 'Assets' alternative test – enter,

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See statement 12			See statement 12	546,500.
Total			3 a	546,500.
<i>b Approved for future payment</i>				
Total			3 b	

Ralph B. Rogers Foundation

20-3452395

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Cooper Square Fund K-1	\$ 26,606.	\$ 26,606.	
Other-Madoff settlement	3,946.	3,946.	
SEG Partners II LP K-1	132,520.	132,520.	
Total	\$ 163,072.	\$ 163,072.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping and tax preparation	\$ 5,431.	\$ 2,716.		\$ 2,715.
Total	\$ 5,431.	\$ 2,716.		\$ 2,715.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management	\$ 27,441.	\$ 27,441.		
Total	\$ 27,441.	\$ 27,441.		\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax paid	\$ 18,722.			
Foreign tax paid	1,099.	\$ 1,099.		
Total	\$ 19,821.	\$ 1,099.		\$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization	\$ 6,534.	\$ 6,534.		
Bank charges	75.	75.		
Cooper Square Fund K-1 deductions	24,765.	24,765.		
Meals & Entertainment	391.			\$ 391.
SEG Partners II K-1 deductions	18,526.	18,526.		
Total	<u>\$ 50,291.</u>	<u>\$ 49,900.</u>		<u>\$ 391.</u>

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
See Statement 11	Cost	\$ 1,631,500.	\$ 2,961,239.
	Total	<u>\$ 1,631,500.</u>	<u>\$ 2,961,239.</u>

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

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
See Statement 11	Cost	\$ 1,526,523.	\$ 1,531,521.
	Total	<u>\$ 1,526,523.</u>	<u>\$ 1,531,521.</u>

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

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
See Statement 11	Cost	\$ 3,203,625.	\$ 3,274,092.
Total Other Publicly Traded Securities		<u>\$ 3,203,625.</u>	<u>\$ 3,274,092.</u>
Other Securities			
Cooper Square Fund, LP	Cost	800,000.	904,988.
SEG Partners II, LP	Cost	800,000.	1,065,558.
Total Other Securities		<u>\$ 1,600,000.</u>	<u>\$ 1,970,546.</u>
	Total	<u>\$ 4,803,625.</u>	<u>\$ 5,244,638.</u>

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

K-1 net income not rec. on books

Total \$ 115,835.
 \$ 115,835.

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
John B. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	President 1.00	\$ 0.	\$ 0.	\$ 0.
David Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Treasurer 1.00	0.	0.	0.
Callie R. Emery 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Secretary 1.00	0.	0.	0.
William B. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Richard D. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Katherine Roberts 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Mary Rhoades 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
John B. Rogers, Jr. 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Michael Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Buff Strickland 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.

Statement 10 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
William E. Rogers II 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	\$ 0.	\$ 0.	\$ 0.
	Total	\$ 0.	\$ 0.	\$ 0.

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Client RBROGERS

Ralph B. Rogers Foundation

Statement 11

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

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

<u>Quantity</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1,500 00	AETNA INC NEW	54,570 00	162,180 00
1,600 00	AUTOMATIC DATA PROCESSING INC	47,532 81	135,552 00
533 00	CDK GLOBAL INC	6,873 17	25,301 51
2,450 00	CISCO SYSTEMS INC	52,185 00	66,529 75
4,700 00	COCA-COLA COMPANY	106,667 56	201,912 00
2,800 00	EMERSON ELECTRIC COMPANY	139,580 00	133,924 00
2,800 00	EXXON MOBIL CORP	120,372 95	218,260 00
6,990 00	GENERAL ELECTRIC COMPANY	115,396 21	217,738 50
3,000 00	INTEL CORP	61,410 00	103,350 00
1,600 00	JOHNSON & JOHNSON	98,528 00	164,352 00
3,600 00	MICROSOFT	90,540 00	199,728 00
1,400 00	NOVARTIS AG SPONSORED ADR	56,141 30	120,456 00
1,800 00	PEPSICO INC	116,838 00	179,856 00
1,200 00	PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	60,745 92	5,160 00
3,900 00	RAYMOND JAMES FINANCIAL INC	93,015 00	226,083 00
2,000 00	RAYTHEON COMPANY NEW	79,680 00	249,060 00
2,400 00	STATOIL ASA SPONSORED ADR	60,582 19	33,504 00
1,300 00	3M COMPANY	89,726 00	195,832 00
2,600 00	WAL-MART STORES INC	116,406 00	159,380 00
3,000 00	WELLS FARGO & CO NEW	64,710 00	163,080 00
Line 10b. - Corporate Stocks		1,631,500.11	2,961,238.76
200,000 00	GOLDMAN SACHS BANK USA NEW YORK CD DUE 01/07/16	200,000 00	200,000 00
245,000 00	MIZUHO BANK USA CD DUE 1/22/16	245,000 00	245,000 00
200,000 00	TCF NATL BANK SIOUX FALLS CD DUE 7/28/16	200,000 00	200,012 00
100,000 00	ALLY BANK MIDVALE UT CD DUE 07/29/16	100,000 00	100,010 00
200,000 00	AMER EXPR CENTURION BANK SALT LAKE CITY UT CD DUE 01/03/17	200,219 72	199,662 00
235,000 00	GE CAPITAL RETAIL BANK DRAPER UT CD DUE 01/24/17	235,472 98	235,133 95
245,000 00	JPMORGAN CHASE BANK COLUMBUS OH CD DUE 03/23/17	245,000 00	244,583 50
100,000 00	MERRILL LYNCH & CO INC MEDIUM TERM NOTE DUE 08/28/17	100,830 66	107,120 00
Line 10c. - Corporate Bonds		1,526,523.36	1,531,521.45
19,518 72	DODGE & COX INTL STOCK	816,022 89	712,042 75
3,913 11	EAGLE MID CAP GROWTH CL I	182,693 61	171,003 08
4,523 93	OAK RIDGE SMALL CAP GROWTH CL I	189,776 98	158,473 12
22,125 11	OPPENHEIMER INTL SMALL-MID COMPANY CL Y	712,774 99	817,965 31
54,117 76	TOQUEVILLE INTL VALUE	731,597 64	759,813 37
15,182 26	VANGUARD REIT INDEX INVESTOR CL	314,709 02	402,026 32
3,200 00	VANGUARD SHORT TERM CORP BOND ETF	256,050 00	252,768 00
Line 13. - Investments-Other		3,203,625.13	3,274,091.95

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Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

20-3452395

Statement 12

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Parkland Foundation 2777 N Stemmons Frwy, Suite 1700 Dallas, TX 75207	N/A	PC	The "I Stand for Parkland" capital campaign	\$ 120,000
Southwestern Medical Foundation 3963 Maple Avenue, Suite 100 Dallas, TX 75219	N/A	PC	William P. Clements Jr. University Hospital capital campaign	\$ 200,000
Adirondack Foundation P O Box 288 Lake Placid, NY 12946	N/A	PC	Rhodes Family Fund	\$ 10,000
Alumni Fund Association of Yale University 157 Church St New Haven, CT 06510	N/A	PC	Yale College	\$ 500
Annie's Orphans 1630 County Road 214 Durango, CO 81303	N/A	PC	General operating support	\$ 1,500
Bethesda-By-The-Sea Episcopal Church 141 South County Road Palm Beach, FL 33480	N/A	PC	General operating support	\$ 1,500
Boy Scouts of America/Circle Ten 8605 Harry Hines Dallas, TX 75235	N/A	PC	General operating support	\$ 500
Catherine H. Tuck Foundation 1507 7th St., #602 Santa Monica, CA 90401	N/A	PC	General support	\$ 250
Christ Church Dark Harbor P O Box 147 Islesboro, ME 04848	N/A	PC	Annual Fund	\$ 1,000
CLL Global Research Foundation P O Box 301402 Houston, TX 77230	N/A	PC	General support	\$ 5,000
Colby College 4335 Mayflower Hill Waterville, Maine 04901	N/A	PC	Unrestricted Colby Fund	\$ 500
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 2,500
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 250

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Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

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Statement 12

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Dallas Cat Rescue P O Box 703182 Dallas, TX 75370	N/A	PC	Cat Matchers donation	\$ 5,000
FACTrelief og 1776 Peachtree Road NW, Suite 400S Atlanta, GA 30309	N/A	PC	General support	\$ 8,000
Fiasco Theater, Ltd P O Box 291 New York, NY 10276	N/A	PC	General operating support	\$ 2,000
Friends of Pease School 606 West 11th Street Austin, TX 78701	N/A	PC	Pease Elementary School installation of the Pease Adventures in Wildlife Sciences (PAWS) project	\$ 6,500
Groton School P O Box 282, Farmers Row Groton, MA 01450	N/A	PC	Groton School Summer Outreach Program and 2015-2016 Groton Fund	\$ 1,000
Guide Dogs for The Blind P O Box 151200 San Rafael, CA 94915	N/A	PC	Lone Star Guide Dog Raisers-Dallas	\$ 15,000
Guilford College 5800 West Friendly Avenue Greensboro, NC 27410	N/A	PC	Guilford Annual Funds/Loyalty Fund	\$ 1,500
Henry Morrison Flagler Museum Whitehall Way Palm Beach, FL 33480	N/A	PC	General operating support	\$ 10,000
Museum of the American Railroad 6455 Page St Frisco, TX 75034	N/A	PC	Construction of exhibit tracks at the Museum site in Frisco	\$ 3,000
New Beginnings Cat Rescue P O Box 833723 Richardson, TX 75083	N/A	PC	General operating support	\$ 5,000
North Texas Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	N/A	PC	Support for KERA in its mission to educate, inform, and engage the North Texas community	\$ 2,000
North Texas Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	N/A	PC	General operating support	\$ 500
Old Globe Theater P O Box 12271 San Diego, CA 92112	N/A	PC	General operating support	\$ 1,000

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Federal Statements

Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

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Statement 12

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Operation Kindness 3201 Earhart Dr Carrollton, TX 75006	N/A	PC	General operating support of no-kill animal shelter	\$ 7,000
St Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	General operating support	\$ 10,000
St Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	2015-2016 St Mark's Fund	\$ 8,000
Santa Fe Botanical Garden P O Box 23343 Santa Fe, NM 87502	N/A	PC	Education programming for children	\$ 100,000
Santa Fe Opera P O Box 2408 Santa Fe, NM 87504	N/A	PC	General operations of the Opera and 2015 Annual Fund	\$ 2,000
Santa Fe Symphony Orchestra & Chorus P O Box 9692 Santa Fe, NM 87504	N/A	PC	Towards educational and community programs	\$ 1,000
Seed Spot 2828 N Central Avenue Phoenix, AZ 85004	N/A	PC	General operating support	\$ 1,000
The Episcopal School of Knoxville, Inc 950 Episcopal School Way Knoxville, TN 37932	N/A	PC	Annual Fund	\$ 9,000
The Hockday School 11600 Welch Road Dallas, TX 75229	N/A	PC	Annual Fund	\$ 3,000
The John and Mable Ringling Museum of Art 5401 Bay Shore Road Sarasota, FL 34248	N/A	PC	For the continued restoration of Ca'd'Zan	\$ 500
University of New Mexico Foundation 700 Lomas Blvd NE, Suite 108 Albuquerque, NM 87102	N/A	PC	General operating support	\$ 500
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390	N/A	PC	General operating support	\$ 500
Total				<u>\$ 546,500</u>