



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



Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

For calendar year 2015 or tax year beginning

, and ending

Name of foundation
MARY STUART ROGERS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1025 16TH STREET

City or town, state or province, country, and ZIP or foreign postal code
MODESTO, CA 95354

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, col (c), line 16) **\$ 9,261,477.** **J** Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number
77-0099519

B Telephone number
(209) 572-6088

C If exemption application is pending, check here

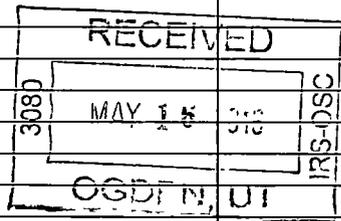
D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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))		(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	1,161,500.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	178,370.	178,370.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<180,930.>			
b	Gross sales price for all assets on line 6a	2,984,425.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<160,649.>	<160,649.>		STATEMENT 2
12	Total Add lines 1 through 11	998,291.	17,721.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	47,902.	32,094.		15,808.
15	Pension plans, employee benefits	13,111.	8,732.		4,379.
16a	Legal fees				
b	Accounting fees STMT 3	5,218.	5,218.		0.
c	Other professional fees STMT 4	60,916.	60,916.		0.
17	Interest				
18	Taxes STMT 5	11,084.	11,084.		0.
19	Depreciation and depletion	3,891.	0.		
20	Occupancy	12,541.	8,402.		4,139.
21	Travel, conferences, and meetings	4,276.	4,276.		0.
22	Printing and publications	368.	247.		121.
23	Other expenses STMT 6	7,053.	5,493.		1,560.
24	Total operating and administrative expenses Add lines 13 through 23	166,360.	136,462.		26,007.
25	Contributions, gifts, grants paid	1,043,000.			1,043,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,209,360.	136,462.		1,069,007.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<211,069.>			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 23 2016 Revenue Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	11,571.	24,619.	24,619.
	2	Savings and temporary cash investments	34,563.	15,076.	15,076.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,040.	8,280.	
	10a	Investments - U.S. and state government obligations STMT 8	3,714,231.	2,650,366.	2,478,887.
	b	Investments - corporate stock STMT 9	4,352,396.	4,392,328.	4,531,207.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 10	1,052,398.	1,752,398.	1,858,202.	
14	Land, buildings, and equipment: basis ▶ 483,651.				
	Less: accumulated depreciation STMT 7 ▶ 130,165.	357,377.	353,486.	353,486.	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,525,576.	9,196,553.	9,261,477.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	9,525,576.	9,196,553.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
30	Total net assets or fund balances	9,525,576.	9,196,553.		
31	Total liabilities and net assets/fund balances	9,525,576.	9,196,553.		

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	9,525,576.
2	Enter amount from Part I, line 27a	2	<211,069.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,314,507.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENTS IN COST BASIS - STOCK	5	117,954.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,196,553.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BEL AIR INVESTMENTS	P		
b BEL AIR INVESTMENTS	P		
c K-1 PARTNERSHIP	P		
d CAPITAL GAINS DIVIDENDS			
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 1,126,029.		1,161,684.	<35,655.>
b 1,858,396.		1,933,705.	<81,309.>
c <161,794.>			<161,794.>
d 97,828.			97,828.
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))
(j) F.M.V. as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			<35,655.>
b			<81,309.>
c			<161,794.>
d			97,828.
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	<180,930.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	959,963.	9,230,551.	.103998
2013	987,082.	8,990,550.	.109791
2012	969,832.	8,315,124.	.116635
2011	898,898.	8,968,039.	.100234
2010	850,693.	9,143,842.	.093035

2 Total of line 1, column (d)	2	.523693
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	.104739
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	9,384,082.
5 Multiply line 4 by line 3	5	982,879.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	982,879.
8 Enter qualifying distributions from Part XII, line 4	8	1,069,007.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	8,280.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	8,280.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,280.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 8,280. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

STMT 11

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>ROBERT D. WISHART</u> Telephone no. ▶ <u>(323) 255-1509</u> Located at ▶ <u>115 W. CALIFORNIA BLVD., #421, PASADENA, CA</u> ZIP+4 ▶ <u>91105</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>		
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 ▶		X

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

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN STUART ROGERS 1025 16TH STREET MODESTO, CA 95354	PRESIDENT 20.00	0.	0.	0.
JUNE ROGERS 1025 16TH STREET MODESTO, CA 95354	SECRETARY 1.00	0.	0.	0.

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

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

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,441,620.
b	Average of monthly cash balances	1b	85,367.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,526,987.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,526,987.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	142,905.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,384,082.
6	Minimum investment return. Enter 5% of line 5	6	469,204.

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	469,204.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	245.
c	Add lines 2a and 2b	2c	245.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	468,959.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	468,959.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	468,959.

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	1,069,007.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,069,007.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,069,007.

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				468,959.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	400,697.			
b From 2011	456,397.			
c From 2012	558,718.			
d From 2013	543,606.			
e From 2014	514,941.			
f Total of lines 3a through e	2,474,359.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 1,069,007.				
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				468,959.
e Remaining amount distributed out of corpus	600,048.			
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:	3,074,407.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr			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	400,697.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	2,673,710.			
10 Analysis of line 9:				
a Excess from 2011	456,397.			
b Excess from 2012	558,718.			
c Excess from 2013	543,606.			
d Excess from 2014	514,941.			
e Excess from 2015	600,048.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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					
3 Subtract line 2d from line 2c					
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:
JOHN STUART ROGERS
1025 16TH STREET, MODESTO, CA 95354

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

c Any submission deadlines:
N/A

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2015

Name of the organization

MARY STUART ROGERS FOUNDATION

Employer identification number

77-0099519

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck 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 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 1/3% 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization MARY STUART ROGERS FOUNDATION	Employer identification number 77-0099519
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>JOHN STUART ROGERS</u> <u>1025 16TH STREET</u> <u>MODESTO, CA 95354</u>	\$ <u>1,127,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	<u>CAPITAL SLD FOUNDATION</u> <u>1032 11TH STREET</u> <u>MODESTO, CA 95354</u>	\$ <u>34,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

MARY STUART ROGERS FOUNDATION

77-0099519

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

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

Name of organization MARY STUART ROGERS FOUNDATION	Employer identification number 77-0099519
--	---

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 info once) ▶ \$ _____
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BEL AIR INVESTMENT ADVISORS	276,198.	97,828.	178,370.	178,370.	
TO PART I, LINE 4	276,198.	97,828.	178,370.	178,370.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP K-1 NASDAQ MARKET REBATES	<160,990.> 341.	<160,990.> 341.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<160,649.>	<160,649.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROBERT D. WISHART	5,218.	5,218.		0.
TO FORM 990-PF, PG 1, LN 16B	5,218.	5,218.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	60,916.	60,916.		0.
TO FORM 990-PF, PG 1, LN 16C	60,916.	60,916.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2014 TAX PAID 2015	5,213.	5,213.			0.
FILING FEES	160.	160.			0.
FOREIGN TAX ON DIVIDENDS	1,945.	1,945.			0.
EMPLOYEE PAYROLL TAXES	3,766.	3,766.			0.
TO FORM 990-PF, PG 1, LN 18	11,084.	11,084.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
VARIOUS OTHER EXPENSES	4,728.	3,168.		1,560.	
INSURANCE	2,325.	2,325.		0.	
TO FORM 990-PF, PG 1, LN 23	7,053.	5,493.		1,560.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	7
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
LAND	248,379.	0.	248,379.	248,379.	
BUILDING	155,621.	50,514.	105,107.	105,107.	
FURNITURE & FIXTURES	79,651.	79,651.	0.	0.	
TO 990-PF, PART II, LN 14	483,651.	130,165.	353,486.	353,486.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED		X	2,650,366.	2,478,887.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,650,366.	2,478,887.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,650,366.	2,478,887.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	4,392,328.	4,531,207.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,392,328.	4,531,207.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	COST	1,752,398.	1,858,202.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,752,398.	1,858,202.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

JOHN STUART ROGERS

1025 16TH STREET
MODESTO, CA 95354

2015 DEPRECIATION AND AMORTIZATION REPORT
 FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LAND	010104		.000	16	248,379.			248,379.			0.
2	BUILDING	010104	SL	40.00	16	155,621.			155,621.	46,623.		3,891.
3	FURNITURE & FIXTURES	010104	DB	5.00	17	79,651.			79,651.	79,651.		0.
	* TOTAL 990-PF PG 1 DEPR					483,651.		0.	483,651.	126,274.	0.	3,891.

528102 04-01-15 (D) - Asset disposed * ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2015 Mary Stuart Rogers Foundation

Part XV Line 3 - Contributions Paid in 2015

<u>Date</u>	<u>Name / Address</u>	<u>A</u>	<u>B</u>	<u>C</u>	<u>Amount</u>
1/29/15	Memorial Hospital Foundation 1329 Spanos Court, Suite C-2, Modesto, CA 95354			\$	5,000.00
2/16/15	Modesto Performing Arts (Kids Works) PO Box 580299, Modesto, CA 95358			\$	5,000.00
2/16/15	Turlock Chamber of Commerce 115 S. Golden State Blvd., Turlock, CA 95380			\$	1,000.00
2/16/15	Stanislaus Partners in Education 1100 H Street, Modesto, CA 95354			\$	2,500.00
2/16/15	Sacred Heart Catholic School 505 M Street, Patterson, CA 95363			\$	15,000.00
2/24/15	Stanislaus Business Alliance 1010 10th Street, Suite 1400, Modesto, CA 95354			\$	1,000.00
3/4/15	Lewis & Clark College 0615 W. Palatine Hill Road, Portland, OR 97219-7899			\$	200,000.00
3/4/15	St. Stanislaus Catholic Church 709 J Street, Modesto, CA 95354			\$	200,000.00
3/4/15	Pioneer Valley Symphony 91 Main Street, Greenfield, MA 01301-3248			\$	10,000.00
3/6/15	Center for Human Services 2000 W. Briggsmore Ave, Suite I, Modesto, CA 95350			\$	5,000.00
3/10/15	Gonzaga University 502 E. Boone Avenue, Spokane, WA 99258-0098			\$	50,000.00
3/10/15	California Polytechnic State University San Luis Obispo, CA 94307			\$	50,000.00
3/25/15	Central Catholic High School 200 South Carpenter Road, Modesto, CA 95351			\$	10,000.00
4/2/15	St. Stanislaus Parish School 1416 Maze Boulevard, Modesto, CA 95351			\$	10,000.00
4/2/15	St. Bernard's School 165 West Eaton Avenue, Tracy, CA 95376			\$	12,500.00
4/2/15	Learning Quest- Stanislaus Literacy Center 1032 11th Street, Modesto, CA 95354			\$	10,000.00
4/15/15	The Salvation Army Red Shield/Kids Day P.O. Box 580480, Modesto, CA 95358			\$	100.00
5/4/15	St. George Parish School 144 W. Fifth Street, Stockton, CA 95206			\$	15,000.00
5/4/15	Modesto Junior College Foundation 435 College Avenue, Modesto, CA 95350-5500			\$	1,500.00

5/4/15	The Salvation Army 832 Folsom Street, San Francisco, CA 94107	\$	5,000.00
5/18/15	Sierra Repertory Theatre P.O. Box 3030, Sonora, CA 95370-3030	\$	5,000.00
5/26/15	St. Anthony of Padua School 323 N. Fremont Avenue, Manteca, CA 95336	\$	12,000.00
5/27/15	Modesto Sound 110 Santa Barbara Ave, Modesto, CA 95354	\$	2,500.00
5/27/15	Greenfield Community College 270 Main Street, Greenfield, MA 01301	\$	8,000.00
6/9/15	Greenfield Community College 270 Main Street, Greenfield, MA 01301	\$	15,000.00
6/9/15	Center for Human Services 2000 W. Briggsmore Ave, Suite I, Modesto, CA 95350	\$	5,000.00
6/9/15	The Jack & Buena Foundation P.O. Box 3290, Modesto, CA 95353	\$	20,000.00
6/9/15	California State University, Stanislaus One University Circle, Turlock, CA 95382	\$	50,000.00
7/1/15	Cathedral of the Annunciation School 1110 North Lincoln Street, Stockton, CA 95203	\$	12,000.00
7/2/15	Healing Nations 1025 14th Street, Modesto, CA 95354	\$	300.00
7/10/15	KVIE Public Television 2030 West El Camino Avenue, Sacramento, CA 95833	\$	15,000.00
7/10/15	Shelburne Senior Center 7 Main Street, Shelburne Falls, MA 01370	\$	4,100.00
12/16/15	Learning Quest- Stanislaus Literacy Center 1032 11th Street, Modesto, CA 95354	\$	17,000.00
7/10/15	Boys & Girls Clubs of Stanislaus County 422 McHenry Avenue, Modesto, CA 95354	\$	5,000.00
7/23/15	University of the Pacific 3601 Pacific Avenue, Stockton, CA 95211	\$	27,500.00
8/6/15	Boys & Girls Clubs of Stanislaus County 422 McHenry Avenue, Modesto, CA 95354	\$	5,000.00
8/18/15	Turlock Concert Association P.O. Box 3838, Turlock, CA 95381	\$	500.00
8/18/15	Modesto Junior College Foundation 435 College Avenue, Modesto, CA 95350-5500	\$	12,000.00
9/8/15	Brewster Academy 80 Academy Drive, Wolfeboro, NH, 03894	\$	5,000.00
9/8/15	Center for Human Services 2000 W. Briggsmore Ave, Suite I, Modesto, CA 95350	\$	5,000.00
9/8/15	Boys & Girls Clubs of Stanislaus County 422 McHenry Avenue, Modesto, CA 95354	\$	5,000.00

9/18/15	Sacred Heart School 1225 Cooper Avenue, Turlock, CA 95380	\$	10,000.00
9/24/15	Gonzaga University 502 E. Boone Avenue, Spokane, WA 99258-0098	\$	50,000.00
9/24/15	Central West Ballet 5039 Pentecost Drive, Suite B-2, Modesto, CA 95356	\$	5,000.00
9/30/15	St. Luke's Catholic Elementary School 4005 North Sutter Street, Stockton, CA 95204	\$	10,000.00
10/2/15	California Polytechnic State University San Luis Obispo, CA 94307	\$	50,000.00
10/6/15	Boys & Girls Clubs of Stanislaus County 422 McHenry Avenue, Modesto, CA 95354	\$	5,000.00
10/29/16	St. Stanislaus Parish School 1416 Maze Boulevard, Modesto, CA 95351	\$	5,000.00
10/29/15	Ronald McDonald House of Stanford 520 Sand Hill Road, Palo Alto, CA 94304	\$	10,000.00
10/30/15	We Care Program - Turlock PO Box 1291, Turlock CA 95381	\$	5,000.00
11/24/15	Boys & Girls Clubs of Stanislaus County 422 McHenry Avenue, Modesto, CA 95354	\$	5,000.00
11/24/15	Turlock Chamber of Commerce 115 S. Golden State Blvd., Turlock, CA 95380	\$	1,000.00
11/24/15	St. George Parish School 144 W. Fifth Street, Stockton, CA 95206	\$	10,000.00
12/3/15	Center for Human Services 2000 W. Briggsmore Ave, Suite I, Modesto, CA 95350	\$	5,000.00
12/4/15	Family Promise of Greater Modesto 2301 Woodland Ave., Suite 8	\$	5,000.00
12/3/15	University of California, Davis, School of Education One Shields Avenue, Davis, CA 95616	\$	5,000.00
12/4/15	Stanislaus County Office of Education 1100 H Street, Modesto, CA 95354	\$	500.00
12/8/15	Our Lady of Fatima Catholic School 501 West Granger Avenue, Modesto, CA 95350	\$	5,000.00
12/16/15	Learning Quest- Stanislaus Literacy Center 1032 11th Street, Modesto, CA 95354	\$	17,000.00
		Total	\$ 1,043,000.00

These answers apply to **ALL** contributions -

A - Relationship—None

B - Status of Recipient—Public Charity

C - Purpose of Contribution—General Charitable Purposes

Mary Stuart Rogers Foundation
All Accounts Combined
 December 31, 2015

PORTFOLIO SUMMARY

BEL AIR INVESTMENT ADVISORS

Security Type	Adjusted Cost	Market Value	Pct. Assets	Yield	Est. Annual Income
EQUITIES					
COMMON STOCK	734,848	849,059	9.6%	1.6%	13,739
MUTUAL FUNDS	3,657,481	3,682,148	41.5%	1.0%	36,925
	4,392,328	4,531,207	51.0%	1.1%	50,663
FIXED INCOME					
MUTUAL FUNDS	2,650,366	2,478,887	27.9%	4.2%	103,815
	2,650,366	2,478,887	27.9%	4.2%	103,815
ALTERNATIVE INVESTMENTS					
OTHER ASSETS/ PRIVATE PLACEMENTS	1,752,398	1,858,202	20.9%	0.0%	0
	1,752,398	1,858,202	20.9%	0.0%	0
CASH & EQUIV.					
CASH BALANCES	12,938	12,938	0.1%	0.0%	0
	12,938	12,938	0.1%	0.0%	0
TOTAL PORTFOLIO	8,808,030	8,881,234	100.0%	1.7%	154,479