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*.**

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THOMAS A RODGERS JR FAMILY FOUNDATION

A Employer identification number
04-3442439

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 159

Room/suite

B Telephone number (see instructions)
(508) 679-6452

City or town, state or province, country, and ZIP or foreign postal code
NEWPORT, RI 02840

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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)*▶$ 30,557,167

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

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

	Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	794,750	743,066		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	165,942			
	b	Gross sales price for all assets on line 6a 8,454,818				
	7	Capital gain net income (from Part IV, line 2)		165,942		
	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)	42,685	42,685		
	12	**Total.** Add lines 1 through 11	1,003,377	951,693		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	41,200	0		41,200
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	5,802	0		0
	16a	Legal fees (attach schedule)	630	0		630
	b	Accounting fees (attach schedule)	25,411	0		20,157
	c	Other professional fees (attach schedule)	22,079	0		22,079
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	11,383	8,353		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	7,000	0		7,000
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	237,102	231,826		5,276
	24	**Total operating and administrative expenses.** Add lines 13 through 23	350,607	240,179		96,342
	25	Contributions, gifts, grants paid	1,111,500			1,111,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,462,107	240,179		1,207,842
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-458,730			
	b	**Net investment income** (if negative, enter -0-)		711,514		
	c	**Adjusted net income**(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		20,035	20,035
	2	Savings and temporary cash investments	520,309	441,600	441,600
	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 schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,910	8,220	
	10a	Investments—U S and state government obligations (attach schedule)	750,866	1,096,038	1,096,038
	b	Investments—corporate stock (attach schedule)	23,684,037	25,873,124	25,873,124
	c	Investments—corporate bonds (attach schedule)	2,115,188	2,072,259	2,072,259
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,097,341	1,054,111	1,054,111
	14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	15	Other assets (describe ▶ ________)	0	4,155	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	28,171,651	30,569,542	30,557,167
Liabilities	17	Accounts payable and accrued expenses	23,478	107,732	
	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 ▶ ________)	9,898	26,936	
	23	**Total liabilities**(add lines 17 through 22)	33,376	134,668	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	28,138,275	30,434,874	
	30	**Total net assets or fund balances** (see instructions)	28,138,275	30,434,874	
	31	**Total liabilities and net assets/fund balances** (see instructions)	28,171,651	30,569,542	

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	28,138,275
2	Enter amount from Part I, line 27a	2	-458,730
3	Other increases not included in line 2 (itemize) ▶ ________	3	2,755,329
4	Add lines 1, 2, and 3	4	30,434,874
5	Decreases not included in line 2 (itemize) ▶ ________	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	30,434,874

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	PUBLICLY TRADED	P		
b		P		
c	CAPITAL GAINS DIVIDENDS	P		
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	8,395,561		8,288,876	106,685
b				0
c	59,257			59,257
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				106,685
b				0
c				59,257
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** 165,942

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))
2015	1,482,678	29,084,181	0 050979
2014	1,546,164	30,431,169	0 050809
2013	1,525,717	29,430,788	0 051841
2012	1,311,235	26,742,788	0 049031
2011	984,041	26,294,309	0 037424

2 Total of line 1, column (d)	2	0 240084
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 048017
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	28,428,233
5 Multiply line 4 by line 3	5	1,365,038
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,115
7 Add lines 5 and 6	7	1,372,153
8 Enter qualifying distributions from Part XII, line 4 , ...	8	1,207,842

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	14,230
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	14,230
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	14,230
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,752		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	20,752
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	214
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	6,308
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 6,308	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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?*If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶RI, MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* .	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	**11**		**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 ▶NONE

14 The books are in care of ▶THE ORGANIZATION Telephone no ▶(508) 679-6452

Located at ▶PO BOX 159 NEWPORT RI ZIP+4 ▶02840

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**

			Yes	No
16	At any time during calendar year 2016, 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**		**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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	**1b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?.	**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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ **Yes** ☑ **No** If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) .	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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?. ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2016 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 2016).*	**3b**		
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 2016?	**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))? ☐ 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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . . . ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . . . **6b** 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? **7b**

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

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

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MYRON WILNER DEC'D 786 MADISON STREET FALL RIVER, MA 02720	TREASURER 20 00	41,200	0	0
ROBERT STOICO 907 RAYMOND CT MARCO ISLAND, FL 34145	DIRECTOR 1 00	0	0	0
SARAH MCNEILL PO BOX 159 NEWPORT, RI 02840	PRESIDENT 1 00	0	0	0
THOMAS A RODGERS IV PO BOX 159 NEWPORT, RI 02840	TREASURER 1 00	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	Title, and average hours per week **(b)** 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	
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 . . . . ▶	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	28,421,274
b	Average of monthly cash balances.			1b	439,876
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	28,861,150
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	28,861,150
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	432,917
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	28,428,233
6	**Minimum investment return.** Enter 5% of line 5.			6	1,421,412

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	1,421,412
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	14,230		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	14,230
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	1,407,182
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	1,407,182
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	1,407,182

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	1,207,842
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	1,207,842
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,207,842

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					1,407,182
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				1,034,967	
b Total for prior years 20____ , 20____ , 20____			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.					
b From 2012.					
c From 2013.					
d From 2014.					
e From 2015.					
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,207,842					
a Applied to 2015, but not more than line 2a				1,034,967	
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 2016 distributable amount.					172,875
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2016 *(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		0			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					1,234,307
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 2011 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2012. . . .					
b Excess from 2013. . . .					
c Excess from 2014. . . .					
d Excess from 2015. . . .					
e Excess from 2016. . . .					

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 2016, 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)

	Tax year	Prior 3 years			**(e) Total**
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a 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 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

THE RODGERS FAMILY FOUNDATION
PO BOX 159
NEWPORT, RI 02840
(508) 679-6452

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

WRITTEN REQUEST STATING NATURE OF ORGANIZATION AND INTENDED USE OF FUNDS

c Any submission deadlines

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,111,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	794,750	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			01	42,685	
8 Gain or (loss) from sales of assets other than inventory			18	165,942	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,003,377	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,003,377

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2017-06-27	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JAMES BJORGE				P01213165

Firm's name ▶ MEYER REGAN & WILNER LLP

Firm's EIN ▶04-1617630

Firm's address ▶ 111 DURFEE STREET

FALL RIVER, MA 027202126

Phone no (508) 679-6451

Form 990PF Part XV Line 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*				
ACOAXET CHAPEL 36 HOWLAND ROAD WESTPORT, MA 02790	NONE	PUBLIC CHARITY	RENOVATION EXPENSES	10,000
BISHOP CONNOLLY HIGH SCHOOL 373 ELSBREE STREET FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	SCHOLARSHIPS	33,000
BRISTOL COMMUNITY COLLEGE 777 ELSBREE STREET FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	SCHOLARSHIPS	350,000
EASTER SEALS RHODE ISLAND 213 ROBINSON ST WAKEFIELD, RI 02879	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
FAMILY SERVICE ASSOC OF GR F R 151 ROCK STREET FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	BUILDING EXPENSES	50,000
HOPE FUNDS FOR CANCER RESEARCH 226 BELLEVUE AVENUE NEWPORT, RI 02840	NONE	PUBLIC CHARITY	FUNDING FOR A FELLOW	55,000
JUNIOR ACHIEVEMENT OF SOUTHERN MA INC 227 UNION ST SUITE 703 NEW BEDFORD, MA 02740	NONE	PUBLIC CHARITY	SCHOLARSHIPS	15,000
MARINE MUSEUM OF FR 70 WATER STREET FALL RIVER, MA 02721	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000
NATIVITY PREPARATORY SCHOOL OF NEW BEDFORD 66 SPRING STREET NEW BEDFORD, MA 02740	NONE	PUBLIC CHARITY	SPONSORSHIPS AND THE GENERAL SUPPORT OF THE SCHOOL	50,000
NAVAL WAR COLLEGE FOUNDATION 686 CUSHING ROAD NEWPORT, RI 02841	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500
NEWPORT HOSPITAL 11 FRIENDSHIP STREET NEWPORT, RI 02840	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
SALVE REGINA UNIVERSITY 100 OCHRE POINT AVENUE NEWPORT, RI 02840	NONE	PUBLIC CHARITY	O'HARE BUILDING	200,000
SAN MIGUEL EDUCATION CENTER 525 BRANCH AVE PROVIDENCE, RI 02904	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
SEAMENS CHURCH INSTITUTE OF NEWPORT 18 MARKET SQUARE NEWPORT, RI 02840	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000
SOUTHCOAST VISITING NURSES ASSOCIATION 200 MILL ROAD FAIRHAVEN, MA 02719	NONE	PUBLIC CHARITY	OPERATING SUPPORT	20,000
Total . . . . ▶ **3a**				1,111,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST MARY'S EDUCATON FUNDDIOCESE OF FALL RIVER PO BOX 1470 FALL RIVER, MA 02722	NONE	PUBLIC CHARITY	SCHOLARSHIPS	30,000
STEPPINGSTONE INC 522 NORTH MAIN STREET FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	HOMELESS SHELTER CAPITAL CAMPAIGN	30,000
TASHIRAT FOUNDATION PO BOX 920 FORKED RIVER, NJ 08731	NONE	PUBLIC CHARITY	OPERATING SUPPORT	25,000
THOMAS CHEW MEMORIAL BOYS AND GIRLS CLUB PO BOX 5155 FALL RIVER, MA 02723	NONE	PUBLIC CHARITY	FOR THE RODGERS TEEN CENTER PROGRAM BUDGET	50,000
UNITED WAY OF GREATER FR 84 NORTH MAIN STREET FALL RIVER, MA 02720	NONE	PUBLIC CHARITY	OPERATING SUPPORT	125,000
WESTPORT LAND CONSERVATION TRUST PO BOX 3975 WESTPORT, MA 02790	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
YEARUP PROVIDENCE 40 FOUNTAIN STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SCHOLARSHIPS/TUITION ASSISTANCE	20,000
Total . . . . ▶ **3a**				1,111,500

TY 2016 Accounting Fees Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & ADMINISTRATIVE	25,411	0		20,157

TY 2016 Investments Corporate Bonds Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIONEER FUNDAMENTAL GROWTH Y (FUNYX)	382,720	382,720
PIONEER STRATEGIC INCOME-Y	422,418	422,418
STATE OF FLORIDA ST BOARD OF ADMINISTRATION FIN REV-A	35,283	35,283
LORILLARD TOBACC 2.300% DUE 08/21/2017 @ 100.00	50,246	50,246
EBAY INC 2.500% MATURES 03/09/18	35,307	35,307
GENERAL MOTORS FINL CO 3.250% MATURES 05/15/18	75,983	75,983
METLIFE INC 6.817% MATURES 08/15/18	26,953	26,953
TORONTO-DOMINION BANK 1.450% MATURES 09-06/2018	34,830	34,830
CITIGROUP INC 2.5% DUE 09/26/18	30,287	30,287
JOHN DEERE CAPITAL CORP 1.950% MATURES 01/08/19	30,126	30,126
AIR LEASE CORP 3.375% CALLABLE 12/16/2018 @ 100.00 DUE 01/15/2019	35,594	35,594
TOYOTA MOTOR CREDIT CORP 1.700% MATURES 02/19/19	29,905	29,905
CATERPILLAR FINL SERVICE 1.350% MATURES 05/18/19	29,586	29,586
SYNCHRONEY FINANCIAL 3.0% DUE 08/15/19	50,648	50,648
METHANEX CORP 3.250% MATURES 07/20/20	19,692	19,692
CVS HEALTH CORP 2.800% DUE 07/20/20	50,731	50,731
RYDER SYSTEMS INC 2.875% DUE 09/01/20	30,326	30,326
THE BOEING COMPANY 1.650% DUE 10/30/20	34,329	34,329
LOCKHEED MARTIN CORP 2.500% MATURES 11/23/20	30,254	30,254
KELLOGG CO 4.000% MATURES 12/15/20	31,591	31,591

Name of Bond	End of Year Book Value	End of Year Fair Market Value
REGIONS FINANCIAL CORP 3.200% MATURES 02/08/21	25,354	25,354
STARBUCKS CORP 2.100% MATURES 2/04/21	34,888	34,888
WELLS FARGO & CO. 2.500% MATURES 03/04/21	34,741	34,741
AUTOZONE INC 2.500% MATURES 04/15/21	29,663	29,663
ABBVIE INC 2.300% MATURES 05/14/21	29,394	29,394
O'REILLY AUTOMOTIVE INC 4.625% MATURES 09/15/21	32,197	32,197
AT&T INC. 3.950% MATURES 01/15/21	60,104	60,104
ORACLE CORP 1.900% MATURES 09/15/21	34,202	34,202
BOTTLING GROUP LLC 5.125% DUE 01/15/19	0	0
DIRECTV HOLDINGS/FING 3.950% DUE 01/15/25	0	0
HCP IN 6.7% MATURES 01/30/18	0	0
KELLOGG COMPANY 1.875% MATURES 11/17/16	0	0
VALE OVERSEAS LIMITED 4.375% DYE 01/11/22	0	0
EUROPEAN BK RECON & DEV 6.000% MATURES 03/03/16	0	0
INTER-AMERICAN DEVEL BK 6.0% 02-01-16	0	0
INTL BK RECON & DEVELOP 4.000% MATURES 08/16/18 @ 100.00	0	0
ESC LEHMAN BROS HLDGS INC 6.625 DUE 1-18-12	2,013	2,013
PENNEY JC CORP INC 5.75% DUE 02-15-18	306,750	306,750
ESC LEHMAN BROS HLDGS INC 8% DUE 05-17-21	16,144	16,144
PENN VA CORP B/E 7.25%	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SLM CORP MTN BOOK 7.25% 11-01-16	0	0

TY 2016 Investments Corporate Stock Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD HIGH YIELD CORP-ADM #529	120,905	120,905
VANGUARD INFLAT PROTECTED-AD	95,578	95,578
VANGUARD TOTAL BOND MARKET ETF	193,492	193,492
VANGUARD INTER TERM CORP BOND ETF	122,551	122,551
VANGUARD SHORT TERM CORP BOND ETF	99,213	99,213
VANGUARD TOTAL INTL BND ADM	78,238	78,238
VANGUARD EMERGING MARKETS	77,540	77,540
PIMCO 0-5 YEAR H/Y CORP BD INDEX ETF	101,857	101,857
VANGUARD S/T BOND INDX-ADM	49,384	49,384
VANGUARD INTRM BND INDX-ADM	95,688	95,688
POWERSHARES VARIABLE RATE PR	96,471	96,471
ISHARES RUSSELL MIDCAP ETF	479,345	479,345
ISHARES TR RUSSELL 1000 GROWTH INDEX	632,023	632,023
ISHARES RUSSELL 1000 VALUE ETF	645,853	645,853
ISHARES S&P PREF STK ETF	216,190	216,190
VANGUARD ENERGY ETF	39,778	39,778
VANGUARD EUROPEAN ETF	91,086	91,086
VANGUARD FTSE ALL-WORLD EX-US	398,945	398,945
VANGUARD GLBL EX-US REAL EST	29,742	29,742
VANGUARD REIT ETF	114,717	114,717
VANGUARD S&P SMALL-CAP 600 ETF	145,054	145,054
VANGUARD SMALL CAP VALUE ETF	143,990	143,990
VANGUARD PREC METAL & MI-INV	31,907	31,907
ISHARES COHEN & STEERS REALTY	0	0
ISHARES RUSSELL 2000 INDEX FUND	0	0
SEI DAILY INCOME TR MM PORT #32	0	0
SEI SIMT HIGH YIELD BOND CL A 59	0	0
SPDR BARCLAYS S/T HIGH YIELD BD ETF	0	0
SPDR DB INTL GOV INFL-PROT	0	0
SPDR DJ WILSHIRE INTL REAL ESTATE	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR S&P INTER DVD	0	0
VANGUARD FTSE DEVELOPED MARKETS	0	0
VANGUARD FTSE EMERGING MARKETS	0	0
VANGUARD HIGH YIELD CORP ADM	0	0
VANGUARD INTM TERM CORP-ADM #571	0	0
WISDOMTREE EMG MKTS EQ INCOME	0	0
ADVANCED SEMICNDCTR ENG SP ADR (ASX)	5,816	5,816
AIA GROUP LTD, HONG (AAIGF)	7,561	7,561
AMBEV S A SPONSORED ADR (ABEV)	5,033	5,033
ARCELIK ANONIM SIRKETI ADR (ACKAY)	2,691	2,691
ASCENDAS INDIA TRUST (ACNDF)	5,480	5,480
ASIAN PAY TELEVISI UNITS (APTTF)	2,234	2,234
ASSECO POLAND S.A. (ASOZF)	2,585	2,585
BANCO LATINOMERICANO DE COMER (BLX)	2,061	2,061
BANK RAKYAT INDONESIA PERSER (BKRKF)	5,728	5,728
BIDVEST (BDVSF)	4,175	4,175
CHINA EVERBRIGHT LTD HKD 1 ORD (CEVIF)	3,979	3,979
CHINA MOBILE LTD (CHL)	4,194	4,194
CK HUTCHISON HLDGS LTD (CKHUF)	5,215	5,215
CNOOC LTD (CEHOHF)	6,005	6,005
COMPANHIA DE SANEMENTO BASI (SBS)	7,118	7,118
ELBIT SYSTEMS LTD (ESLT)	8,151	8,151
ERSTE GROUP BANK AG ORD (EBKOF)	2,935	2,935
FORD OTOMOTIV SANAYI A S ADR (FOVSY)	1,038	1,038
GE MONEY BANK (MONEZ)	4,428	4,428
GREAT WALL MOTOR COMPANY SHS H (GWLLF)	3,315	3,315
GREATVIEW ASEPTIC PACKAGING (GRVWF)	3,506	3,506
ICICI BANK LTD (IBN)	6,816	6,816
MAGYAR TELEKOM PLC SHS (MGYTF)	3,758	3,758
MAJOR CINEPLEX GRP PUB CO LTD (MCGRF)	5,183	5,183

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MMC NORILSK NICKL PJSC SPS ADR (NILSY)	1,354	1,354
MMI HOLDINGS LTD (MMHDF)	2,044	2,044
MOBILE TELESYSTEMS PJSC (MBT)	2,824	2,824
NAGCORP LTD (NGCRF)	2,282	2,282
OPAP SA (GRKZF)	4,474	4,474
PJSC LUKOIL SPONSORED ADR (LUKOY)	10,382	10,382
PT GUDANG GARAM IDR 500 (GGNPF)	4,933	4,933
PT SEMEN GRESIK PERSERO TBK (PSGTF)	2,369	2,369
PT TELEKOMUNIKASI INDONESIA (TLK)	3,791	3,791
RELIGARE HEALTH TR (RLGHF)	5,915	5,915
SANDS CHINA LTD (SCHYF)	6,824	6,824
SBERBANK RUSSIA SPONSORED ADR (SBRCY)	7,527	7,527
SILICON MOTION TECH CORP ADR (SIMO)	1,912	1,912
SILICON PREC IND LTD SP ADR (SPIL)	5,059	5,059
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	8,913	8,913
TATA MOTORS LTD (TTM)	3,645	3,645
TELEFONICA BRASIL SA SPON ADR (VIV)	5,753	5,753
VALUE PARTNERS GROUP LIMITED (VPGLF)	4,870	4,870
VINA CONCHA Y TORO S.A. ADS (VCO)	3,627	3,627
XINHUA WINSHARE PUBLISHING-H (SHXWF)	3,245	3,245
XTEP INTERNATIONAL HOLDING LTD (XTPEF)	4,359	4,359
ISHARES MSCI SOUTHKOREA CP ETF (EWY)	8,515	8,515
ISHARES MSCI TAIWAN CAPPED ETF (EWT)	7,343	7,343
AXIATA GROUP BERHAD (AGBZZ)	0	0
BANK OF POLSKA KASA OPIEKI SHS (BKPKZ)	0	0
BAOXIN AUTO GROUP LIMITED (BAOXF)	0	0
CHINA MERCHANTS HLDGS INTL ORD (CMHHF)	0	0
FIBRA UNO ADMINISTRACION SA (FBASF)	0	0
GRUPO FIN SANTANDER-ADR B (BSMX)	0	0
HUTCHISON PORT HOLDINGS (HCTPF)	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTOUCH HLDGS PUB CO LTD (SHNVF)	0	0
KOMERCNI BANKA A S (KMERF)	0	0
MTN GROUP LTD (MTNOF)	0	0
NAMPAK LTD (NPKAF)	0	0
PETROCHINA CO LTD ADR (PTR)	0	0
PHILIPPINE LG DIST TEL SPN ADR (PHI)	0	0
PING AN INSURANCE GP CO-H ORD (PIAIF)	0	0
POWERSZECHNY ZAKLAD UBEZPIECZEN (PZUPZ)	0	0
SABMILLER PLC (SBMRF)	0	0
SINGAPORE AIRPORT TERMINAL (SPASF)	0	0
TELEVISION BROADCASTS LTD ORD (TVBCF)	0	0
TEVA PHARMACEUTICALS ADR (TEVA)	0	0
RIVERVIEW GLBL MACRO (CAY)	251,875	251,875
RIVERVIEW STRAT OPP I OFF	368,984	368,984
RIVERVIEW STRAT OPP I OFF CPV	0	0
RE OPP CAP INTL FUND II LP	531,414	531,414
ISHARES TIPS BOND ETF (TIP)	98,797	98,797
EATON VANCE SR FLTG RATE FD (EFR)	329,834	329,834
ISHARES EDGE MSCI MIN VOL EMER (EEMV)	134,013	134,013
ISHARES MSCI JAPAN ETF (EWJ)	233,209	233,209
ISHARES MSCI EAFE ETF (EFA)	247,431	247,431
SPRD GOLD TR GOLD SHS (GLD)	60,066	60,066
WISDOMTREE TRUST JAPAN HEDGE EQ (DXJ)	220,701	220,701
AMERICAN EUROPACIFIC GROWTH F-2	532,566	532,566
BLACKROCK HI YIELD BD PTF INST (BHYIX)	412,894	412,894
DOUBLELINE CORE FIXED INC I (DBLFX)	150,960	150,960
FIRST EAGLE FUNDS INC OVERSEAS FD CL I	592,898	592,898
MATTHEWS ASIA DIVIDEND INV	281,195	281,195
TCW EMERG MKTS INCOME I (TGEIX)	109,359	109,359
TEMPLETON GLOBAL BD FD ADV (TGBAX)	108,696	108,696

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COLUMBIA ACORN EMERGING MKTS Z (CEFXZ)	0	0
3 M CO	31,250	31,250
ADIENT PLC COM (ADNT)	1,231	1,231
ALTRIA GROUP INC (MO)	39,220	39,220
ASTRAZENECA PLC ADS (AZN)	21,719	21,719
AT&T INC (T) 1,000	37,426	37,426
BCE INC NEW COM	32,257	32,257
BOEING CO	33,471	33,471
CHEVRON CORPORATION	45,315	45,315
CHUBB LTD (CB)	37,654	37,654
CISCO SYSTEMS INC	34,753	34,753
CONOCOPHILLIPS	42,118	42,118
CORNING INC (GLW)	26,212	26,212
DIAGEO PLC SPONS ADR NEW	27,544	27,544
DU PONT E I DENEMOURS & CO	38,902	38,902
ELI LILLY & CO	22,065	22,065
EXXON MOBIL CORP (XOM)	24,370	24,370
GENERAL ELECTRIC CO (GE)	37,288	37,288
GENUINE PARTS CO COM (GPC)	27,707	27,707
HCP INC REIT (HCP)	14,414	14,414
HSBC HOLDINGS PLC ADR (HSBC)	30,738	30,738
INTEL CORP (INTC)	23,757	23,757
JOHNSON & JOHNSON (JNJ)	36,867	36,867
JOHNSON CTLS INTL PLC (JCI)	20,142	20,142
JPMORGAN CHASE & CO (JPM)	49,185	49,185
KIMBERLY CLARK CORP	26,248	26,248
MERCK & CO INC NEW COM (MRK)	35,911	35,911
METLIFE INC (MET)	39,878	39,878
MICROSOFT CORP (MSFT)	36,725	36,725
NEXTERA ENERGY INC COM (NEE)	34,046	34,046

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOVARTIS AG ADR (NVS)	23,309	23,309
PFIZER INC (PFE)	31,506	31,506
PHILIP MORRIS INTL (PM)	34,309	34,309
RAYTHEON COMPANY (RTN)	28,684	28,684
ROYAL DUTCH SHELL PLC CL B (RDS'B)	33,623	33,623
TRAVELERS COMPANIES INC COM (TRV)	29,993	29,993
UNILEVER NV NY SH NEW (UN)	30,179	30,179
WELLS FARGO & CO. NEW (WFC)	41,057	41,057
WELLTOWER INC. (HCN)	37,079	37,079
ACE LTD (ACE)	0	0
SYMANTEC CORP (SYMC)	0	0
VODAFONE GROUP PLC SP ADR	0	0
ALPHABET INC CL A (GOOGL)	0	0
AUTODESK INC DELAWARE (ADSK)	0	0
CELGENE CORP (CELG)	0	0
DANAHER CORPORATION (DHR)	0	0
DELPHI AUTOMOTIVE PLC (DLPH)	0	0
FACEBOOK INC CL-A (FB)	0	0
HOLOGIC INC (HOLX)	0	0
IMS HEALTH HOLDINGS INC (IMS)	0	0
MADISON SQUARE GARDEN CL A (MSG)	0	0
NIELSEN HOLDINGS NV	0	0
STANLEY BLACK & DECKER INC	0	0
STERICYCLE INC (SRCL)	0	0
TOWERS WATSON & CO CL A (TW)	0	0
UNITED PARCEL SER INC CL-B (UPS)	0	0
VIPSHOP HLDGS LTD ADS (VIPS)	0	0
WYNN RESORTS LTD (WYNN)	0	0
HPC MILLENNIUM INTL LTD CL D	300,779	300,779
HPC TRICADIA CS II CL D	177,447	177,447

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AEGON NV ADR (AEG)	2,444	2,444
ALLSTATE CORP (ALL)	17,492	17,492
AMER INTL GP INC NEW (AIG)	5,878	5,878
AMERICAN AIRLS GROUP INC (AAL)	21,057	21,057
AMERICAN EXPRESS CO (AXP)	9,779	9,779
AMERIPRISE FINCL INC (AMP)	32,394	32,394
APPLIED MATERIALS INC (AMAT)	17,684	17,684
ARCHER DANIELS MIDLAND (ADM)	6,802	6,802
BED BATH & BEYOND INC (BBBY)	23,287	23,287
BEST BUY CO (BBY)	27,949	27,949
BHP BILLITON PLC SPONS ADR (BBL)	10,319	10,319
BOEING CO (BA)	30,358	30,358
CA INCORPORATED (CA)	7,212	7,212
CBS CORP NEW CL B SHRS (CBS)	23,221	23,221
CENTURYLINK INC (CTL)	27,799	27,799
CORNING INC (GLW)	14,319	14,319
DISCOVER FINCL SVCS (DFS)	9,948	9,948
DOVER CORP (DOV)	6,894	6,894
EMERSON ELECTRIC CO (EMR)	13,492	13,492
EXPRESS SCRIPTS HLDG CO COM (ESRX)	8,874	8,874
GENERAL MTRS CO (GM)	20,730	20,730
GILEAD SCIENCE (GILD)	17,831	17,831
H&R BLOCK INC (HRB)	6,943	6,943
HARTFORD FIN SERS GRP INC (HIG)	5,718	5,718
ILL TOOL WORKS INC (ITW)	14,695	14,695
JUNIPER NETOWRKS (JNPR)	17,352	17,352
KOHLS CORPORATION WISC (KSS)	25,974	25,974
LINCOLN NTL CORP IND (LNC)	18,887	18,887
LYONDELLBASELL NV CL-A (LYB)	38,687	38,687
MACY'S INC (M)	18,943	18,943

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARRIOTT INTL INC NEW CL A (MAR)	27,863	27,863
MCDONALDS CORP (MCD)	4,991	4,991
MICHAEL KORS HOLDINGS LTD (KORS)	25,272	25,272
MOTOROLA SOLUTIONS INC (MSI)	24,038	24,038
MSCI INC COM (MSCI)	2,521	2,521
NATIONAL OILWELL VARCO INC (NOV)	21,977	21,977
NETAPP INC COM (NTAP)	7,865	7,865
NORTHROP GRUMMAN CP (HLDG CO) (NOC)	33,492	33,492
NTT DOCOMO INC SP ADR (DCM)	11,921	11,921
PARKER HANNIFIN CORP (PH)	15,960	15,960
QUALCOMM INC (QCOM)	8,280	8,280
RIO TINTO PLC SPON ADR (RIO)	4,423	4,423
SEAGATE TECHNOLOGY PLC (STX)	17,749	17,749
SIRIUS XM HLDGS INC (SIRI)	6,893	6,893
SPIRIT AEROSYSTEMS HLD CLA A (SPR)	2,334	2,334
TARGET CORPORATION (TGT)	17,191	17,191
TE CONNECTIVITY LTD NEW (TEL)	29,790	29,790
THE MOSAIC CO (HLDG CO) NEW (MOS)	5,602	5,602
TRAVELERS COMPANIES INC COM (TRV)	42,725	42,725
TWENTY-FIRST CENTURY FOX CL A (FOX)	9,898	9,898
UNITED CONTINENTAL HLDGS INC (UAL)	35,128	35,128
UNITED TECHNOLOGIES CORP (UTX)	7,673	7,673
VALERO ENERGY CP DELA NEW (VLO)	36,073	36,073
WHOLE FOODS MARKETS INC (WFM)	12,458	12,458
WYNDHAM WORLDWIDE CORP (WYN)	8,706	8,706
YUM BRANDS INC (YUM)	9,563	9,563
ADVANTAGE BANK DEPOSIT	354,998	354,998
ALLERGAN PLC	42,002	42,002
PERRIGO CO	166,460	166,460
SENSATA TECHNOLOGIES HLDG NV	77,900	77,900

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRONX LTD SHS CL A	74,232	74,232
AK STL HLDG CORP	40,840	40,840
AMEC FOSTER WHEELER PLC SPONSORED ADR	28,550	28,550
AT&T INC (7,000)	340,240	340,240
AEROJET ROCKETDYNE HLDGS INC	53,850	53,850
AMAZON COM INC	224,961	224,961
AMBASE CORP	23,500	23,500
AMERICAN AIRLS GROUP INC	93,380	93,380
BROOKLINE BANCORP INC DEL	164,000	164,000
CITIGROUP INC COM NEW 12,000	512,160	512,160
CNB FINANCIAL CORP PENNSYLVANIA	267,400	267,400
CAMBRIDGE BANCORP	797,312	797,312
CARTER BK & TR MARTINSVILLE VA	66,450	66,450
CEMEX SAB DE CV SPON ADR	80,493	80,493
CHARTER COMMUNICATIONS INC NEW CL A	143,960	143,960
CHEMUNG FINANCIAL CORP	472,550	472,550
CIT GROUP INC COM NEW 3,000	178,290	178,290
CITIZENS FINL GROUP INC	142,520	142,520
CLIFTON BANCORP INC	169,200	169,200
COVANTA HLDG CORP.	31,200	31,200
CRIMSON WINE GROUP LTD	84,330	84,330
DISNEY WALT CO COM DISNEY	52,110	52,110
EXXON MOBIL CORP	90,260	90,260
FINANCIAL INSTITUTIONS INC	906,300	906,300
FORD MTR CO DEL COM PAR $0.01	36,390	36,390
FRONTIER COMMUNICATIONS CORP	6,760	6,760
GENERAL ELECTRIC CO 4,061	128,328	128,328
GENERAL MTRS CO 5,000	174,200	174,200
GILEAD SCIENCES INC	71,610	71,610
GLAXOSMITHKLINE PLC SPONSORED ADR	96,275	96,275

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS GROUP INC	119,725	119,725
HANGER INC COM NEW	28,748	28,748
HOLLYFRONTIER CO	81,900	81,900
HOMEFED CORP COM PAR	202,500	202,500
HOSPITALITY PROPERTIES REIT TRUST COM SH BEN INT	158,700	158,700
INNOVIVA INC	53,500	53,500
INVESTORS HERITAGE CAP CORP	20,800	20,800
MEDICAL PPTYS TRUST INC REIT	123,000	123,000
MERCK & CO INC NEW 1,700	100,079	100,079
MIDDLESEX WATER COMPANY	858,800	858,800
MONARCH CEM CO COM NEW	42,300	42,300
MONDELEZ INTL INC CL A	44,330	44,330
MUELLER WTR PRODS INC COM SER A	127,776	127,776
NESTLES S A SPONSORED ARD	71,740	71,740
NIKE IN CL B	50,830	50,830
NIMBLE STORAGE INC	31,680	31,680
OCCIDENTAL PETE CORP DEL	106,845	106,845
PEOPLES UNITED FINANCIAL INC	600,160	600,160
PFIZER INC 7,000	227,360	227,360
PHILLIPS 66	43,205	43,205
PREMIER FINANCIAL BANCORP	840,180	840,180
RAYONIER INC REIT	159,600	159,600
SBT BANCORP INC CONN	534,912	534,912
SI FINL GROUP INC	385,000	385,000
STAPLES INC.	27,150	27,150
TESLA MTRS INC	23,506	23,506
TEVA PHARMACEUTICAL INDS LTD ADR	36,250	36,250
TIDELANDS RTY TR B UNIT BEN INT	39,312	39,312
TOOTSIE ROLL INDS INC	524,064	524,064
TRANSCANADA CORP	45,150	45,150

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRINITY INDS INC	111,040	111,040
USA TECHNOLOGIES INC COM NO PAR	107,500	107,500
UNITED CONTL HLDGS INC	145,760	145,760
VALLEY NATIONAL BANCORP	139,680	139,680
WALGREENS BOOTS ALLIANCE INC	165,520	165,520
WESTERN NEW ENG BANCORP INC	140,250	140,250
WEYERHAEUSER CO REIT	120,360	120,360
WHEELER REAL ESTATE INVT TR REIT	8,500	8,500
WHOLE FOODS MKT INC	30,760	30,760
BB&T CORP DEP SHS REPSRT 1 5.625% 8/01/17	95,000	95,000
FIFTH STR FIN CORP 6.125% 4/30/28	98,600	98,600
SEARS ROEBUCK ACCEP CORP NT 7% 7/15/42	12,999	12,999
STATE STR CORP DEP SHS REPSRT1 5.25% 12/31/49	46,760	46,760
ALPINE TOTAL DYNAMIC DIVID FD COM	23,498	23,498
BLACKROCK RES & COMM STRAT TR CLOSED END	46,899	46,899
EATON VANCE LTD DURATION INCOME FD	137,200	137,200
EATON VANCE TX MGD DIV EQ INCM	103,500	103,500
EATON VANCE TAX MNG GLB DV EQT	60,150	60,150
EATON VANCE RISK MNGD DIV EQTY	89,600	89,600
GSV CAP CORP	95,570	95,570
HERCULES TECH GROWTH CAP INC CLOSED END	141,100	141,100
NEW MTN FIN CORP	70,500	70,500
NUVEEN BUILD AMER BD FD COM SHS	206,300	206,300
OFS CAP CORP	55,040	55,040
TICC CAPITAL CORP	16,525	16,525
WESTERN ASSET HIGH INCM OPP FD	24,950	24,950
GOLDMAN SACHS BDC INC	82,320	82,320
AMERICAN BILTRITE INC	0	0
CELLDEX THERAPEUTICS INC NEW	0	0
HIMAX TECHNOLOGIES INC SPONSORED ADR	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
IPG PHOTONICS CORP	0	0
MANKIND CORP	0	0
MYLAN N V SHS EURO	0	0
NAUGATUCK VY FINL CORP	0	0
NAVIOS MARITIME HOLDINGS	0	0
RESOURCE CAP CORP REIT	0	0
RMR GROUP INC CL A	0	0
SAMSUNG ELECTRS LTD	0	0
SHERWIN WILLIAMS CO	0	0
SYNCHRONEY FINL	0	0
TEGNA INC	0	0
THERAVANCE BIOPHARMA INC	0	0
THERAVANCE INC	0	0
UNITED RENTALS INC	0	0
VEREIT INC REIT	0	0
WESTFIELD FINANCIAL INC NEW	0	0
YUM BRANDS INC	0	0

TY 2016 Investments Government Obligations Schedule

Name:	THOMAS A RODGERS JR FAMILY FOUNDATION
EIN:	04-3442439
US Government Securities - End of Year Book Value:	1,059,840
US Government Securities - End of Year Fair Market Value:	1,059,840
State & Local Government Securities - End of Year Book Value:	36,198
State & Local Government Securities - End of Year Fair Market Value:	36,198

TY 2016 Investments - Other Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION
EIN: 04-3442439

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PIMCO HIGH YIELD FUND - D	FMV	66,173	66,173
CIBANCO SA INSTIT CBFI (CBAOF)	FMV	4,438	4,438
ITAU UNIBANCO MULTIPLE ADR (ITUB)	FMV	4,246	4,246
SALIENT MLP TOTAL RETURN	FMV	353,063	353,063
DEUTSCHE X-TRACKERS MSCI EAF (DBEF)	FMV	274,455	274,455
PIMCO COMMODITY RL RET STR P CL P MF	FMV	131,393	131,393
AUSTRALIA GOVERNMENT BOND 4.750% DUE 10/21/2015 @ 100.00	FMV	0	0
CANADIAN T-BILL 0.000% DUE 04/07/16 @ 99.794	FMV	0	0
HONG KONG GOVERNMENT 0.440% MATURES 06/19/17	FMV	0	0
NEW ZEALAND GOVT 4.500% DUE 02/15/2016 @ 100.00	FMV	0	0
NORWEGIAN T-BILL 0.000% DUE 09/17/2014 @ 100.00	FMV	0	0
SINGAPORE GOVERNMENT BOND 1.125% DUE 04/01/2016 @ 100.00	FMV	0	0
UNITED KINGDOM TREASURY 1.750% MATURES 01/22/17	FMV	0	0
MP SECURITIZED CREDIT OFFSHORE FUNDMP SECURITIZED CREDIT OFFSHOR VALUATION D	FMV	220,343	220,343
BOARDWALK PIPELINE PARTNERS LP	FMV	0	0
TRONOX INC WARRANT	FMV	0	0

TY 2016 Legal Fees Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	630	0		630

TY 2016 Other Assets Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
		4,155	

TY 2016 Other Expenses Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES, POSTAGE, ETC	3,357	0		3,357
TELEPHONE	1,647	0		1,647
DUES, LICENSES, FEES	272	0		272
INVESTMENT FEES	231,826	231,826		0

TY 2016 Other Income Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME/LOSS	39,440	39,440	39,440
OPPENHEIMER - ROYALTIES	3,245	3,245	3,245

TY 2016 Other Increases Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	2,744,329
PRIOR PERIOD ADJUSTMENT	11,000

TY 2016 Other Liabilities Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL OPTIONS	9,898	26,936

TY 2016 Other Professional Fees Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT	22,079	0		22,079

TY 2016 Taxes Schedule

Name: THOMAS A RODGERS JR FAMILY FOUNDATION

EIN: 04-3442439

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	8,353	8,353		0
FEDERAL TAX	3,030	0		0