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

Name of foundation ROGERS FAMILY FOUNDATION C/O GMA FOUNDATIONS INC		A Employer identification number 04-6063152	
Number and street (or P O box number if mail is not delivered to street address) 2 LIBERTY SQUARE SUITE 500		Room/suite	B Telephone number (see instructions) (617) 426-7080
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02109		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 20,370,761	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	193	193		
	4 Dividends and interest from securities	324,692	324,692		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	326,619			
	b Gross sales price for all assets on line 6a _____ 2,149,835				
	7 Capital gain net income (from Part IV, line 2)		326,619		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	651,504	651,504		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,477	0		7,477
	c Other professional fees (attach schedule)	52,459	44,001		8,458
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	258	0		258
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,189	0		1,189
	24 Total operating and administrative expenses. Add lines 13 through 23	61,383	44,001		17,382
	25 Contributions, gifts, grants paid	1,044,400			1,044,400
	26 Total expenses and disbursements. Add lines 24 and 25	1,105,783	44,001		1,061,782
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-454,279			
	b Net investment income (if negative, enter -0-)		607,503		
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	57,078	31,732	31,732		
	2	Savings and temporary cash investments					
	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					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	20,492,710	20,339,029	20,339,029		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,549,788	20,370,761	20,370,761			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	20,549,788	20,370,761			
	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					
	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 (see instructions)	20,549,788	20,370,761			
31	Total liabilities and net assets/fund balances (see instructions) .	20,549,788	20,370,761				

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	20,549,788
2	Enter amount from Part I, line 27a	2	-454,279
3	Other increases not included in line 2 (itemize) ▶ _____	3	275,252
4	Add lines 1, 2, and 3	4	20,370,761
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	20,370,761

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 MUTUAL FUNDS	P		
b AETOS	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,649,835		1,410,076	239,759
b 500,000		413,140	86,860
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			239,759
b			86,860
c			
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	326,619
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	1,101,791	21,424,816	0 051426
2014	1,118,229	22,298,480	0 050148
2013	1,052,774	21,212,825	0 049629
2012	974,650	19,681,418	0 049521
2011	1,052,355	19,937,657	0 052782

2 Total of line 1, column (d)	2	0 253506
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 050701
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,216,396
5 Multiply line 4 by line 3	5	1,024,991
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,075
7 Add lines 5 and 6	7	1,031,066
8 Enter qualifying distributions from Part XII, line 4	8	1,061,782

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	6,075
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	6,075
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	6,075
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,949
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	12,949
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,874
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 6,874 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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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? <i>If "No," attach explanation</i> .	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ROGERSFAMILYFOUNDATION.COM</u>	13	Yes	
14	The books are in care of ► <u>GMA FOUNDATIONS</u> Telephone no ► <u>(617) 426-7080</u>			

Located at ► 2 LIBERTY SQUARE SUITE 500 BOSTON MA ZIP+4 ► 02109

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		
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	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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		
	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

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. ☐ 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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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 <i>If "Yes" to 6b, file Form 8870</i>	5b	No	
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	6b	No	
	7b		

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

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
See Additional Data Table				

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

[illegible]

Total number of other employees paid over \$50,000.	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (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	20,323,414
b	Average of monthly cash balances.	1b	200,846
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,524,260
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	20,524,260
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	307,864
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	20,216,396
6	Minimum investment return. Enter 5% of line 5.	6	1,010,820

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	1,010,820
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	6,075
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,075
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,004,745
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,004,745
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	1,004,745

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	1,061,782
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	1,061,782
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	6,075
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,055,707

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				1,004,745
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			762,219	
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 ▶ \$ <u>1,061,782</u>				
a Applied to 2015, but not more than line 2a			762,219	
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.				299,563
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				705,182
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

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.

Part XV

1

- 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))

2

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
- GMA FOUNDATIONS INC
2 LIBERTY SQUARE SUITE 500
BOSTON, MA 02109
(617) 426-7080

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

TO BE CONSIDERED, THE ORGANIZATION MUST BE TAX EXEMPT UNDER IRC 501(C)3 AND BE CLASSIFIED AS NOT A PRIVATE FOUNDATION" UNDER SECTION 509(A) APPLICATIONS SHOULD BE SUBMITTED ELECTRONICALLY THROUGH THE ORGANIZATIONS WEBSITE THE ONLINE APPLICATION FOLLOWS THE COMMON PROPOSAL DESIGNED AND PUBLISHED BY ASSOCIATED GRANT MAKERS. INC

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

THE ROGERS FAMILY FOUNDATION TYPICALLY ONLY MAKES GRANTS TO NONPROFIT ORGANIZATIONS PROVIDING SERVICES WITHIN MASSACHUSETTS MERRIMACK VALLEY OR NORTH SHORE OR IN SOUTHEASTERN NEW HAMPSHIRE

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,044,400
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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			14	193	
4 Dividends and interest from securities.			14	324,692	
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.					
8 Gain or (loss) from sales of assets other than inventory			14	326,619	
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		651,504	0
13 Total. Add line 12, columns (b), (d), and (e).			13		651,504

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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.

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	THOMAS WASHBURN CPA		2017-08-04		P00537319
	Firm's name ▶ ALEXANDER ARONSON FINNING & CO PC				Firm's EIN ▶ 04-2571780
	Firm's address ▶ 21 EAST MAIN STREET WESTBOROUGH, MA 01581				Phone no (508) 366-9100

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(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	Expense account, (e) other allowances
AMY ROGERS DITTRICH	TRUSTEE, PART-TIME 1 00	0	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
DEBORAH ROGERS PRATT	TRUSTEE, PART-TIME 1 00	0	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
T TYLER DITTRICH	TRUSTEE, PART-TIME 1 00	0	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
KATHRYN DOHERTY O'DONNELL	TRUSTEE, PART-TIME 1 00	0	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
JAMES F SCULLY JR	TRUSTEE, PART-TIME 1 00	0	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
SARAH H ROGERS	TRUSTEE, PART-TIME 1 00	0	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				

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 <i>Paid during the year</i>				
ALZHEIMER'S ASSOCIATION MANH CHAPTER 480 PLEASANT STREET WATERTOWN, MA 02472	NONE	PC	DEMENTIA CARE COORDINATION EXPANSION	2,500
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	PC	YOUTH OPPORTUNITIES PROGRAM LAWRENCE SUMMIT SITE	10,000
BLESSED STEPHEN BELLESINI OSA ACADEMY POBOX 1021 LAWRENCE, MA 01842	NONE	PC	STUDENT SPONSORSHIP PROGRAM	22,000
BLESSED STEPHEN BELLESINI OSA ACADEMY POBOX 1021 LAWRENCE, MA 01842	NONE	PC	BUILDING BRIGHTER FUTURES CAPITAL CONSTRUCTION PROJECT	25,000
BREAD & ROSES HOUSING PO BOX 7 15 UNION STREET SUITE 401 LAWRENCE, MA 01842	NONE	PC	BRH AFFORDABLE HOUSING PROGRAM	10,000
Total ► 3a				1,044,400

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 <i>Paid during the year</i>				
BREAD AND ROSES 58 NEWBURY ST LAWRENCE, MA 01840	NONE	PC	OUTREACH & ADVOCACY FOR GUESTS EXPER HOMELESSNESS, POVERTY, & FOOD INSECURITY	2,500
CARE DIMENSIONS INC 75 SYLVAN STREET SUITE B-102 DANVERS, MA 01923	NONE	PC	COMPLEMENTARY THERAPIES FOR END-OF-LIFE PATIENTS	10,000
CENTRAL CATHOLIC HIGH SCHOOL 300 HAMPSHIRE STREET LAWRENCE, MA 01841	NONE	PC	THE MONTAGNE SCHOLARS	15,000
CHILDREN'S CENTER FOR COMMUNICATION FBO BEVERLY SCHOOL FOR THE DEAF 6 ECHO AVENUE BEVERLY, MA 019152417	NONE	PC	TRAVERSE LIFT SYSTEMS	6,200
COMMUNITIES TOGETHER PO BOX 428 276 ESSEX STREET LAWRENCE, MA 01842	NONE	PC	CARING HANDS CHAPLAIN PROGRAM	3,500
Total ► 3a				1,044,400

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 <i>Paid during the year</i>				
ENDICOTT COLLEGE 376 HALE STREET BEVERLY, MA 01915	NONE	PC	KEYS TO DEGREES - EDUCATING TWO GENERATIONS TOGETHER	30,000
ESPERANZA ACADEMY 198 GARDEN STREET LAWRENCE, MA 01840	NONE	PC	GRADUATE SUPPORT PROGRAM	10,000
ESSEX ART CENTER 56 ISLAND STREET LAWRENCE, MA 01840	NONE	PC	ESSEX ART CENTER PROGRAMMING	10,000
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER ST SUITE 101 DANVERS, MA 01923	NONE	PC	FOR THE LAWRENCE EMERGENCY FUND	1,500
FAMILY SERVICES INC OF MERRIMACK VALLEY 430 NORTH CANAL STREET LAWRENCE, MA 01840	NONE	PC	BIG FRIENDS, LITTLE FRIENDS	7,500
Total ▶ 3a				1,044,400

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 <i>Paid during the year</i>				
GREATER LAWRENCE COMMUNITY BOATING PROGROM INC PO BOX 955 LAWRENCE, MA 01842	NONE	PC	YOUTH PROGRAMMING/GENERAL OPERATING	10,000
GROUNDWORK LAWRENCE 60 ISLAND STREET LAWRENCE, MA 01840	NONE	PC	GROUNDWORK LAWRENCE YOUTH PROGRAMS	5,000
HEALING ABUSE WORKING FOR CHANGE INC 27 CONGRESS STREET SUITE 201 SALEM, MA 01970	NONE	PC	DOMESTIC VIOLENCE SERVICES AND COMMUNITY EDUCATION	10,000
HOME HEALTH VNA FBO MERRIMACK VALLEY HOSPICE 360 MERRIMACK STREET BLDG 9 LAWRENCE, MA 01843	NONE	PC	COMPASSIONATE END-OF-LIFE CARE FOR ALL	10,000
IMMIGRANT CITY ARCHIVES DBA LAWRENCE HISTORY CENTER 6 ESSEX STREET LAWRENCE, MA 01840	NONE	PC	LAWRENCE STUDENT WRITER'S WORKSHOP THE RISING LOAVES	2,500
Total 				1,044,400
3a				

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 <i>Paid during the year</i>				
JEANNE GEIGER CRISIS CENTER INC 2 HARRIS STREET NEWBURYPORT, MA 01950	NONE	PC	JGCC COMMUNITY BASED SERVICES	10,000
JERICO ROAD LAWRENCE INC 190 ACADEMY ROAD NORTH ANDOVER, MA 01845	NONE	PC	GENERAL OPERATIONS	5,000
JUSTICE RESOURCE INSTITUTE INC 160 GOULD STREET SUITE 300 NEEDHAM, MA 02494	NONE	PC	FOR THE SURVIVOR MENTORING & LEADERSHIP DEVELOPMENT PROGRAM	15,000
LAWRENCE BOYS & GIRLS CLUBS INC 136 WATER STREET LAWRENCE, MA 01841	NONE	PC	OPERATING SUPPORT	2,500
LAWRENCE COMMUNITYWORKS INC 168 NEWBURY STREET LAWRENCE, MA 01841	NONE	PC	MOVEMENT CITY YOUTH NETWORK	5,000
Total ► 3a				1,044,400

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 <i>Paid during the year</i>				
LAWRENCE GENERAL HOSPITAL 1 GENERAL STREET LAWRENCE, MA 01842	NONE	PC	A LEGACY OF CARING - LAWRENCE GENERAL'S LARGEST EXPANSION OF SERVICES	140,000
LAZARUS HOUSE INC 48 HOLY STREET PO BOX 408 LAWRENCE, MA 01842	NONE	PC	FOR OPENING DOORS OUT OF POVERTY THROUGH FOOD, HOUSING, & EDUCATION	20,000
LEUKEMIA AND LYMPHOMA SOCIETY - MASSACHUSETTS CHAPTER 9 ERIE DRIVE NATICK, MA 01760	NONE	PC	BEAT AML	10,000
MASSACHUSETTS GENERAL HOSPITAL 125 NASHUA STREET SUITE 540 BOSTON, MA 02114	NONE	PC	CARA J ROGERS ENDOWMENT TO ADVANCE RESEARCH IN BONE MARROW TRANSPLANT	200,000
MCLEAN HOSPITAL CORPORATION 115 MILL STREET BELMONT, MA 02478	NONE	PC	BRENT FORESTER RESEARCH PROGRAM	150,000
Total 				1,044,400
3a				

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 <i>Paid during the year</i>				
MERRIMACK VALLEY HABITAT FOR HUMANITY 60 ISLAND STREET 2ND FLOOR LAWRENCE, MA 01840	NONE	PC	NEW HOMES FOR VETERANS	15,000
MERRIMACK VALLEY IMMIGRANT & ED CENTER 439 S UNION STREET LAWRENCE, MA 01843	NONE	PC	GENERAL OPERATIONS	10,000
MERRIMACK VALLEY YMCA 101 AMESBURY 4TH FLOOR LAWRENCE, MA 01840	NONE	PC	YMCA MUSIC CLUBHOUSE PROGRAM	2,500
MERRIMACK VALLEY YMCA 101 AMESBURY 4TH FLOOR LAWRENCE, MA 01840	NONE	PC	RENOVATION & EXPANSION	100,000
NH ASSOCIATION FOR THE BLIND 25 WALKER STREET CONCORD, NH 03301	NONE	PC	NEW HAMPSHIRE THRIVES IN ROCKINGHAM COUNTY	2,500
Total ► 3a				1,044,400

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 <i>Paid during the year</i>				
NORTH ANDOVER HISTORICAL SOCIETY 153 ACADEMY ROAD NORTH ANDOVER, MA 01845	NONE	PC	GENERAL OPERATING SUPPORT - EDUCATION	1,200
NOTRE DAME HIGH SCHOOL 303 HAVERHILL STREET LAWRENCE, MA 01840	NONE	PC	CORPORATE WORK STUDY PROGRAM AT AREA NONPROFITS	10,000
PHILLIPS ANDOVER ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE	PC	FOR THE ANDOVER BREAD LOAF PROGRAM	2,500
PINGREE SCHOOL 537 HIGHLAND STREET SOUTH HAMILTON, MA 01982	NONE	PC	PREP@PINGREE AT PINGREE SCHOOL	5,000
PLUMMER HOME FOR BOYS INC 37 WINTER ISLAND ROAD SALEM, MA 01970	NONE	PC	FOSTER CARE SUPPORT & EXPANSION	15,000
Total ▶ 3a				1,044,400

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 <i>Paid during the year</i>				
PROF CENTER FOR HANDICAPPED CHILDREN 32 OSGOOD STREET ANDOVER, MA 01810	NONE	PC	EARLY INTERVENTION EXPANSION PROJECT	10,000
SALEM STATE UNIVERSITY FOUNDATION INC 352 LAFAYETTE STREET SALEM, MA 01970	NONE	PC	UPWARD BOUND PROGRAM LAWRENCE, MA TEENS AIM HIGH	17,500
SQUASHBUSTERS INC 795 COLUMBUS AVENUE ROXBURY CROSSING, MA 021202108	NONE	PC	SQUASHBUSTERS LAWRENCE SQUASH AND ACADEMIC PROGRAM	10,000
ST JOHN'S PREPARATORY SCHOOL 72 SPRING STREET DANVERS, MA 01923	NONE	PC	PARTNERSHIP WITH BELLESINI ACADEMY	25,000
ST JOHN'S PREPARATORY SCHOOL 72 SPRING STREET DANVERS, MA 01923	NONE	PC	DIVERSITY INITIATIVE ENDOWMENT GROWTH	30,000
Total ► 3a				1,044,400

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 <i>Paid during the year</i>				
STRAIGHT AHEAD MINISTRIES INC 791 MAIN STREET WORCESTER, MA 01610	NONE	PC	LAWRENCE YOUTH RE-ENTRY PROJECT	10,000
TEACH FOR AMERICA - MASSACHUSETTS REGION PO BOX 398441 SAN FRANCISCO, CA 941398441	NONE	PC	BUILDING EDUCATIONAL EQUITY IN LAWRENCE	2,500
WINDRUSH FARM THERAPEUTIC EQUITATION INC 479 LACY STREET NORTH ANDOVER, MA 01845	NONE	PC	EQUINE ASSISTED ACTIVITIES FOR INDIVIDUALS WITH DISABILITIES	15,000
Total ▶ 3a				1,044,400

TY 2016 Accounting Fees Schedule**Name:** ROGERS FAMILY FOUNDATION

C/O GMA FOUNDATIONS INC

EIN: 04-6063152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,077	0		3,077
TAX PREPARATION	4,400	0		4,400

TY 2016 Investments - Other Schedule**Name:** ROGERS FAMILY FOUNDATION

C/O GMA FOUNDATIONS INC

EIN: 04-6063152

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUND	FMV	16,083,131	16,083,131
AETOS	FMV	2,300,552	2,300,552
DRAKE	FMV	1,955,346	1,955,346

TY 2016 Other Expenses Schedule**Name:** ROGERS FAMILY FOUNDATION

C/O GMA FOUNDATIONS INC

EIN: 04-6063152**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS OFFICE EXPENSE	1,189	0		1,189

TY 2016 Other Increases Schedule**Name:** ROGERS FAMILY FOUNDATION

C/O GMA FOUNDATIONS INC

EIN: 04-6063152**Description****Amount**

UNREALIZED GAIN

275,252

TY 2016 Other Professional Fees Schedule

Name: ROGERS FAMILY FOUNDATION
C/O GMA FOUNDATIONS INC

EIN: 04-6063152

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	8,458	0		8,458
INVESTMENT EXPENSES	44,001	44,001		0