

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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016**Open to Public Inspection****For calendar year 2016 or tax year beginning , 2016, and ending**

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
▶ \$ 10,149,561. ☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

A Employer identification number
20-3452395
B Telephone number (see instructions)
972-392-3202
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	124.	124.	N/A	
4	Dividends and interest from securities	133,009.	133,009.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	100,544.			
b	Gross sales price for all assets on line 6a 1,383,418.				
7	Capital gain net income (from Part IV, line 2)		100,544.		
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)				
	See Statement 1	74,224.	74,224.		
12	Total Add lines 1 through 11	307,901.	307,901.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	4,419.	2,210.		2,210.
c	Other professional fees (attach sch) See St 3	29,443.	29,443.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 4	10,095.	1,085.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,921.			4,921.
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Statement 5	36,469.	35,734.		723.
24	Total operating and administrative expenses. Add lines 13 through 23	85,347.	68,472.		7,854.
25	Contributions, gifts, grants paid Part XV	755,000.			755,000.
26	Total expenses and disbursements. Add lines 24 and 25	840,347.	68,472.		762,854.
27	Subtract line 26 from line 12*				
a	Excess of revenue over expenses and disbursements	-532,446.			
b	Net investment income (if negative, enter -0-)		239,429.		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	54,714.	94,909.	94,909.
	2 Savings and temporary cash investments	624,312.	523,574.	523,574.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 6	1,631,500.	1,492,593.	2,985,223.
	c Investments — corporate bonds (attach schedule) Statement 7	1,526,523.	1,521,325.	1,524,432.
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 8	4,803,625.	4,451,618.	5,021,423.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	8,640,674.	8,084,019.	10,149,561.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	8,640,674.	8,084,019.	
	30 Total net assets or fund balances (see instructions)	8,640,674.	8,084,019.	
	31 Total liabilities and net assets/fund balances (see instructions)	8,640,674.	8,084,019.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,640,674.
2 Enter amount from Part I, line 27a	2	-532,446.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	8,108,228.
5 Decreases not included in line 2 (itemize) See Statement 9	5	24,209.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,084,019.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,364,039.		1,282,874.	81,165.
b 19,379.			19,379.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			81,165.
b			19,379.
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7</div><div>If (loss), enter -0- in Part I, line 7</div></div>	2	100,544.
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	0.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	551,337.	10,546,676.	0.052276
2014	454,198.	10,910,516.	0.041629
2013	1,131,703.	10,693,871.	0.105827
2012	548,503.	10,374,349.	0.052871
2011	535,450.	10,047,904.	0.053290
2 Total of line 1, column (d)			2 0.305893
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 0.061179
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 10,109,943.
5 Multiply line 4 by line 3			5 618,516.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,394.
7 Add lines 5 and 6			7 620,910.
8 Enter qualifying distributions from Part XII, line 4			8 762,854.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,394.
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	2,394.
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	2,394.
6 Credits/Payments:			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	5,286.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	5,286.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,892.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

	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	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>David Rogers</u> Telephone no <u>972-392-3202</u> Located at <u>4848 Lemmon Ave., Suite 100-402 Dallas TX</u> ZIP + 4 <u>75219</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15	N/A
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	X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.**

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u> </u>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ 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** N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		0.	0.	0.

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

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

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

0

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	814,669.
b Average of monthly cash balances	1 b	7,480,462.
c Fair market value of all other assets (see instructions)	1 c	1,968,771.
d Total (add lines 1a, b, and c)	1 d	10,263,902.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	10,263,902.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	153,959.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,109,943.
6 Minimum investment return. Enter 5% of line 5	6	505,497.

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	505,497.
2a Tax on investment income for 2016 from Part VI, line 5	2 a	2,394.	
b Income tax for 2016 (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b		2 c	2,394.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	503,103.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	503,103.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	503,103.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	762,854.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	762,854.
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	2,394.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	760,460.

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				503,103.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	12,129.			
c From 2013	601,991.			
d From 2014				
e From 2015	40,717.			
f Total of lines 3a through e	654,837.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 762,854.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				503,103.
e Remaining amount distributed out of corpus	259,751.			
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	914,588.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 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	914,588.			
10 Analysis of line 9:				
a Excess from 2012	12,129.			
b Excess from 2013	601,991.			
c Excess from 2014				
d Excess from 2015	40,717.			
e Excess from 2016	259,751.			

N/A

- (4) Gross investment income.

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year See statement 12			See statement 12	755,000.
Total			3 a	755,000.
<i>b</i> Approved for future payment				
Total			3 b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations.)

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)

Ralph B. Rogers Foundation

20-3452395

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Cooper Square Fund K-1	\$ 24,249.	\$ 24,249.	
Other-Madoff settlement	14,314.	14,314.	
SEG Partners II LP K-1	35,661.	35,661.	
Total	<u>\$ 74,224.</u>	<u>\$ 74,224.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping and tax preparation	\$ 4,419.	\$ 2,210.		\$ 2,210.
Total	<u>\$ 4,419.</u>	<u>\$ 2,210.</u>		<u>\$ 2,210.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management	\$ 29,443.	\$ 29,443.		
Total	<u>\$ 29,443.</u>	<u>\$ 29,443.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax paid	\$ 9,010.			
Foreign tax paid	1,085.	\$ 1,085.		
Total	<u>\$ 10,095.</u>	<u>\$ 1,085.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	\$ 45.	\$ 45.		
Cooper Square Fund K-1 deductions	15,867.	15,867.		
Meals & Entertainment	219.			\$ 219.
Office supplies and expenses	504.			504.
SEG Partners II K-1 deductions	19,834.	19,822.		
Total	\$ 36,469.	\$ 35,734.		\$ 723.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1500 shs Aetna Inc. New	Cost	\$ 54,570.	\$ 186,015.
1600 shs Automatic Data Processing	Cost	47,533.	164,448.
533 shs CDK Global Inc.	Cost	6,873.	31,815.
2450 shs Cisco Systems Inc.	Cost	52,185.	74,039.
3600 shs Coca-Cola Company	Cost	81,703.	149,256.
1800 shs Emerson Electric Co	Cost	89,730.	100,350.
2800 shs Exxon Mobil Corp	Cost	120,373.	252,728.
6990 shs General Electric Company	Cost	115,396.	220,884.
3000 shs Intel Corp	Cost	61,410.	108,810.
1600 shs Johnson & Johnson	Cost	98,528.	184,336.
3600 shs Microsoft Corp	Cost	90,540.	223,704.
1400 shs Novartis AG Sponsored ADR	Cost	56,141.	101,976.
1800 shs PepsiCo Inc.	Cost	116,838.	188,334.
1200 shs Petroleo Brasileiro SA ADR	Cost	60,746.	12,132.
2900 shs Raymond James Financial	Cost	69,165.	200,883.
1600 shs Ratheon Company	Cost	63,744.	227,200.
2400 shs Statoil ASA ADR	Cost	60,582.	43,776.
1000 shs 3M Company	Cost	69,020.	178,570.
2600 shs Wal-Mart Stores Inc.	Cost	116,406.	179,712.
3000 shs Wells Fargo & Co New	Cost	64,710.	165,330.
-5 Call Aetna Inc. \$130 Exp 01/20/17	Cost	-1,980.	-795.
-9 Call Raymond James \$60 Exp 02/17/17	Cost	-1,620.	-8,280.
Total		\$ 1,492,593.	\$ 2,985,223.

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

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
American Expr Centurion due 1/3/17	Cost	\$ 200,002.	\$ 200,000.
GE Capital Retail Bank due 1/24/17	Cost	235,029.	235,064.
Sterling Bank Poplar Bluff due 3/9/17	Cost	199,950.	200,000.
JPMorgan Chase due 3/23/17	Cost	245,000.	245,152.

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
One B&T NA due 5/22/17	Cost	\$ 97,166.	\$ 97,188.
Capital One NA due 7/17/17	Cost	249,229.	249,291.
Merrill Lynch & Co Inc. due 8/18/17	Cost	100,339.	103,067.
Safra Natl Bank of NY due 12/1/17	Cost	194,610.	194,670.
Total		<u>\$ 1,521,325.</u>	<u>\$ 1,524,432.</u>

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

<u>Other Publicly Traded Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
10285 shs Dodge & Cox Intl Stock	Cost	\$ 427,369.	\$ 391,854.
3914 shs Eagle MidCap Growth	Cost	182,696.	183,097.
4805 shs Oak Ridge Small Cap Growth	Cost	199,485.	162,471.
22221 shs Oppenheimer Intl Small-Mid Co	Cost	716,285.	815,968.
54973 shs Tocqueville Int'l Value	Cost	743,715.	786,120.
15902 shs Vanguard REIT Index	Cost	326,018.	435,550.
3200 shs Vanguard Short Term Bond	Cost	256,050.	253,984.
Total Other Publicly Traded Securities		<u>\$ 2,851,618.</u>	<u>\$ 3,029,044.</u>
<u>Other Securities</u>			
Cooper Square Fund, LP	Cost	800,000.	915,467.
SEG Partners II, LP	Cost	800,000.	1,076,912.
Total Other Securities		<u>\$ 1,600,000.</u>	<u>\$ 1,992,379.</u>
Total		<u>\$ 4,451,618.</u>	<u>\$ 5,021,423.</u>

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

K-1 net income not rec. on books	\$ 24,209.
Total	<u>\$ 24,209.</u>

Statement 10
Form 990-PF, Part VII-A, Line 12
Explanation of Distribution to Donor Advised Fund

A donation of \$9,500 was made to a donor advised fund of the Adirondack Foundation. The donor advisor will suggest distributions to various community based organizations in the Lake Placid, New York area.

Ralph B. Rogers Foundation

20-3452395

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Richard G. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	President, Dir. 1.00	\$ 0.	\$ 0.	\$ 0.
David G. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Treasurer, Dir. 1.00	0.	0.	0.
Michael L. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Secretary, Dir. 1.00	0.	0.	0.
John B. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	VP, Director 1.00	0.	0.	0.
William E. Rogers 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	VP, Director 1.00	0.	0.	0.
Callie G. Rogers Emery 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Asst Sec., Dir. 1.00	0.	0.	0.
John B. Rogers, Jr. 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Invest., Dir. 1.00	0.	0.	0.
Mary B. Rhoades 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
William E. Rogers, II 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Buff A. Strickland 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Katherine R. Roberts 4848 Lemmon Ave., Suite 100 Dallas, TX 75219	Director 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

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Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

20-3452395

Statement 12

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Southwestern Medical Foundation 3963 Maple Avenue, Suite 100 Dallas, TX 75219	N/A	PC	Willam P. Clements Jr. University Hospital capital campaign	\$ 200,000
Adirondack Foundation P. O. Box 288 Lake Placid, NY 12946	N/A	PC	Rhodes Family Fund	\$ 9,500
Alumni Fund Association of Yale University 157 Church St New Haven, CT 06510	N/A	PC	Yale College	\$ 500
Annie's Orphans 1630 County Road 214 Durango, CO 81303	N/A	PC	General operating support	\$ 9,500
Answer ALS 930 Robert E. Lee New Orleans, LA 70124	N/A	PC	General operating support	\$ 500
Boy Scouts of America/Circle Ten 8605 Harry Hines Dallas, TX 75235	N/A	PC	General operating support	\$ 100
Catherine H. Tuck Foundation 1507 7th St., #602 Santa Monica, CA 90401	N/A	PC	General support	\$ 250
Christ Church Dark Harbor P O. Box 147 Islesboro, ME 04848	N/A	PC	Annual Fund	\$ 5,000
Colby College 4335 Mayflower Hill Waterville, Maine 04901	N/A	PC	Unrestricted Colby Fund	\$ 500
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 250
Dallas Cat Rescue P O. Box 703182 Dallas, TX 75370	N/A	PC	Cat Matchers donation	\$ 1,500
FACTrelief.org 1776 Peachtree Road NW, Suite 400S Atlanta, GA 30309	N/A	PC	General support	\$ 1,500
Friends of Pease School 606 West 11th Street Austin, TX 78701	N/A	PC	General operating support	\$ 4,000

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<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Groton School P O Box 282, Farmers Row Groton, MA 01450	N/A	PC	2015-2016 Groton Fund	\$ 2,000
Groton School P O. Box 282, Farmers Row Groton, MA 01450	N/A	PC	Groton School Summer Outreach Program (\$500) and the 2016-2017 Groton Fund (\$500)	\$ 1,000
Guide Dogs for The Blind P O. Box 151200 San Rafael, CA 94915	N/A	PC	Towards the "Puppies with a Purpose Campaign"	\$ 135,000
Guilford College 5800 West Friendly Avenue Greensboro, NC 27410	N/A	PC	Guilford Annual Funds/Loyalty Fund	\$ 1,837
Hebron High School Silver Wings Booster Club 4207 Plano Pkwy Carrollton, TX 75010	N/A	PC	General operating support	\$ 7,500
Islesboro Community Center P O. Box 265 Islesboro, ME 04848	N/A	PC	General operating support	\$ 1,250
Isleboto Preschool 150 Main Road Isleboror, ME 04848	N/A	PC	General operating support	\$ 750
John & Mable Ringling Museum of Art Foundation 5401 Bay Shore Road Sarasota, FL 34243	N/A	PC	Towards the restoration of Ca'd'Zan	\$ 1,000
Mills College 5000 MacArthur Blvd. Oakland, CA 94613	N/A	PC	Lisser Hall Renovation	\$ 2,500
Museum of the American Railroad 6455 Page St. Frisco, TX 75034	N/A	PC	Phase II-B track construction at the Museum site in Frisco	\$ 3,000
National Cowboy & Western Heritage Museum 1700 NE 63rd St. Oklahoma, OK 73111	N/A	PC	General operating support	\$ 2,500
New Beginnings Cat Rescue P. O. Box 833723 Richardson, TX 75083	N/A	PC	General operating support	\$ 3,000
North Texas Food Bank 4500 South Cockrell Hill Road Dallas, TX 75236	N/A	PC	General operating support	\$ 1,000

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Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

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Statement 12

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
North Texas Public Broadcasting 3000 Harry Hines Blvd. Dallas, TX 75201	N/A	PC	General operating support	\$ 2,000
Operation Kindness 3201 Earhart Dr. Carrollton, TX 75006	N/A	PC	General operating support of no-kill animal shelter	\$ 1,000
St. Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	Towards the Mary Nell Rogers Scholarship fund	\$ 1,000
St. Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	General operating support	\$ 1,500
St Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	2016-2017 St. Mark's Fund	\$ 3,500
Santa Fe Botanical Garden P.O. Box 23343 Santa Fe, NM 87502	N/A	PC	Education programming for children	\$ 30,000
Santa Fe Concert Association 324 Paseo de Peralta, Ste A Santa Fe, NM 87501	N/A	PC	General operations	\$ 1,000
Santa Fe Opera P O. Box 2408 Santa Fe, NM 87504	N/A	PC	General operations of the Opera and 2016 Annual Fund	\$ 2,000
Sustainable Food Center 2921 E. 17th Street C Austin, TX 78702	N/A	PC	General operating support	\$ 5,500
The Hockday School 11600 Welch Road Dallas, TX 75229	N/A	PC	General operating support	\$ 5,000
The Hockday School 11600 Welch Road Dallas, TX 75229	N/A	PC	Annual Fund	\$ 3,900
The Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480	N/A	PC	Education Building Project	\$ 300,000
Town of Islesboro 150 Main Road Islesboro, ME 04848	N/A	GOV	Towards the Alice L. Pendleton Library	\$ 500

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Federal Statements

Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

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Statement 12

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Town of Islesboro 150 Main Road Isleboro, ME 04848	N/A	GOV	Towards the Isleboror Health Center	\$ 1,000
University of New Mexico Foundation 700 Lomas Blvd. NE, Suite 108 Albuquerque, NM 87102	N/A	PC	General operating support	\$ 663
UT Southwestern Medical Center 5323 Harry Hines Blvd. Dallas, TX 75390	N/A	PC	General operating support	\$ 500
Youth With A Mission Costa Rica P. O Box 603 Bentonville, AR 72712	N/A	PC	Project Donation	\$ 500
Total				<u>\$ 755,000</u>