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Return of Private Foundation

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

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

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

MARY STUART ROGERS FOUNDATION

A Employer identification number

77-0099519

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

1025 16TH STREET

Room/suite

B Telephone number

(209) 572-6088

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

MODESTO, CA 95354

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

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)

▶ \$ **9,245,503.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual

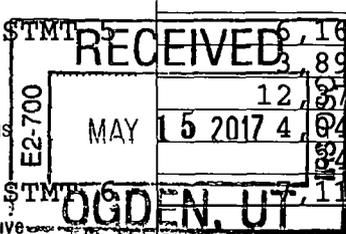
Other (specify)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	700,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	201,815.	201,815.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<298,074.>			
Gross sales price for all assets on line 6a	3,023,180.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
Gross sales less returns and allowances				
10a Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	150,105.	150,105.		STATEMENT 2
12 Total. Add lines 1 through 11	753,846.	351,920.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	52,214.	34,983.		17,231.
15 Pension plans, employee benefits	14,199.	9,508.		4,682.
16a Legal fees				
b Accounting fees STMT 3	5,467.	5,467.		0.
c Other professional fees STMT 4	54,610.	54,610.		0.
17 Interest				
18 Taxes STMT 5	6,169.	6,169.		0.
19 Depreciation and depletion				
20 Occupancy	12,378.	8,293.		4,085.
21 Travel, conferences, and meetings	4,049.	2,713.		1,336.
22 Printing and publications	827.	232.		115.
23 Other expenses STMT 6	7,114.	5,533.		1,581.
24 Total operating and administrative expenses Add lines 13 through 23	160,438.	127,508.		29,030.
25 Contributions, gifts, grants paid	603,800.			603,800.
26 Total expenses and disbursements Add lines 24 and 25	764,238.	127,508.		632,830.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	<10,392.>			
b Net investment income (if negative, enter -0-)		224,412.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		24,619.	22,780.	22,780.	
	2	Savings and temporary cash investments		15,076.	20,034.	20,034.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		8,280.	8,280.		
	10a	Investments - U.S. and state government obligations STMT 8		2,650,366.	4,051,056.	3,983,482.	
	b	Investments - corporate stock STMT 9		4,392,328.	3,897,284.	4,147,800.	
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 10		1,752,398.	741,027.	721,812.		
14	Land, buildings, and equipment basis ▶ 483,651.						
	Less: accumulated depreciation STMT 7 ▶ 134,056.		353,486.	349,595.	349,595.		
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		9,196,553.	9,090,056.	9,245,503.		
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		9,196,553.	9,090,056.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		9,196,553.	9,090,056.			
31	Total liabilities and net assets/fund balances		9,196,553.	9,090,056.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,196,553.
2	Enter amount from Part I, line 27a	2	<10,392.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,186,161.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENTS IN COST BASIS - STOCK	5	96,105.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,090,056.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BEL AIR INVESTMENTS	P		
b BEL AIR INVESTMENTS	P		
c K-1 PARTNERSHIPS	P		
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 672,561.		732,598.	<60,037.>
b 2,350,619.		2,460,054.	<109,435.>
c <159,408.>			<159,408.>
d 30,806.			30,806.
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			<60,037.>
b			<109,435.>
c			<159,408.>
d			30,806.
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	<298,074.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,069,007.	9,384,082.	.113917
2014	959,963.	9,230,551.	.103998
2013	987,082.	8,990,550.	.109791
2012	969,832.	8,315,124.	.116635
2011	898,898.	8,968,039.	.100234

2 Total of line 1, column (d)	2	.544575
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	.108915
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,756,295.
5 Multiply line 4 by line 3	5	844,777.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,244.
7 Add lines 5 and 6	7	847,021.
8 Enter qualifying distributions from Part XII, line 4	8	632,830.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,488.
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	4,488.
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	4,488.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,280.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	8,280.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	3,792.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 3,792. Refunded <input type="checkbox"/>		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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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		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? If "Yes," attach a conformed copy of the changes		X
4a 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

STMT 11

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of ROBERT D. WISHART Telephone no (323) 255-1509 Located at 115 W. CALIFORNIA BLVD., #421, PASADENA, CA ZIP+4 91105
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 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? 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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(i)(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
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

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

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

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

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

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000; (b) Type of service; (c) Compensation. Entry: BEL AIR INVESTMENTS, INVESTMENT ADVISORS, 54,610.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity; Expenses. Entry 1: N/A

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment; Amount. Entry 1: N/A. Total: 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	7,743,322.
b	Average of monthly cash balances	1b	131,089.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,874,411.
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	7,874,411.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,116.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,756,295.
6	Minimum investment return. Enter 5% of line 5	6	387,815.

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	387,815.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,488.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	300.
c	Add lines 2a and 2b	2c	4,788.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	383,027.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	383,027.
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	383,027.

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	632,830.
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	632,830.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	632,830.

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				383,027.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	456,397.			
b From 2012	558,718.			
c From 2013	543,606.			
d From 2014	514,941.			
e From 2015	600,048.			
f Total of lines 3a through e	2,673,710.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 632,830.				
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				383,027.
e Remaining amount distributed out of corpus	249,803.			
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	2,923,513.			
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 instr.			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	456,397.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	2,467,116.			
10 Analysis of line 9:				
a Excess from 2012	558,718.			
b Excess from 2013	543,606.			
c Excess from 2014	514,941.			
d Excess from 2015	600,048.			
e Excess from 2016	249,803.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
JOHN STUART ROGERS
1025 16TH STREET, MODESTO, CA 95354

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

c Any submission deadlines:
 N/A

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

Part XV Supplementary Information (continued)

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

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

MARY STUART ROGERS FOUNDATION

Employer identification number

77-0099519

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

-
- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

-
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

-
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions
- exclusively*
- for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Don't complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

MARY STUART ROGERS FOUNDATION

77-0099519

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN STUART ROGERS 1025 16TH STREET MODESTO, CA 95354	\$ <u>700,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

MARY STUART ROGERS FOUNDATION

77-0099519

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

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

Name of organization

Employer identification number

MARY STUART ROGERS FOUNDATION

77-0099519

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BEL AIR INVESTMENT ADVISORS	232,621.	30,806.	201,815.	201,815.	
TO PART I, LINE 4	232,621.	30,806.	201,815.	201,815.	

FORM 990-PF	OTHER INCOME			STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
PARTNERSHIP K-1	150,105.	150,105.		
TOTAL TO FORM 990-PF, PART I, LINE 11	150,105.	150,105.		

FORM 990-PF	ACCOUNTING FEES				STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ROBERT D. WISHART	5,467.	5,467.		0.	
TO FORM 990-PF, PG 1, LN 16B	5,467.	5,467.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	54,610.	54,610.		0.	
TO FORM 990-PF, PG 1, LN 16C	54,610.	54,610.		0.	

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	205.	205.		0.
FOREIGN TAX ON DIVIDENDS	889.	889.		0.
EMPLOYEE PAYROLL TAXES	4,106.	4,106.		0.
PROPERTY TAXES	969.	969.		0.
TO FORM 990-PF, PG 1, LN 18	6,169.	6,169.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VARIOUS OTHER EXPENSES	4,791.	3,210.		1,581.
INSURANCE	2,323.	2,323.		0.
TO FORM 990-PF, PG 1, LN 23	7,114.	5,533.		1,581.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT 7
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LAND	248,379.	0.	248,379.	248,379.
BUILDING	155,621.	54,405.	101,216.	101,216.
FURNITURE & FIXTURES	79,651.	79,651.	0.	0.
TO 990-PF, PART II, LN 14	483,651.	134,056.	349,595.	349,595.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED		X	4,051,056.	3,983,482.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,051,056.	3,983,482.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,051,056.	3,983,482.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED			3,897,284.	4,147,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B			3,897,284.	4,147,800.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD			FAIR MARKET VALUE
SCHEDULE ATTACHED	COST	741,027.		721,812.
TOTAL TO FORM 990-PF, PART II, LINE 13		741,027.		721,812.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

JOHN STUART ROGERS

1025 16TH STREET
MODESTO, CA 95354

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LAND	01/01/04		.000		HY16	248,379.				248,379.	50,514.		0.	
2	BUILDING	01/01/04	SL	40.00		16	155,621.				155,621.	79,651.		3,891.	54,405.
3	FURNITURE & FIXTURES	01/01/04	200DB	5.00		HY17	79,651.				79,651.	130,165.		0.	79,651.
	* TOTAL 990-PF PG 1 DEPR						483,651.				483,651.	130,165.		3,891.	134,056.

Quantity	Security	Adj Unit Cost	Original Cost/ Adjustment/ Adjusted Cost (1)	Price	Mkt. Value/ Accrued Income	% Assets	Unrealized Gain/Loss (1)	Estimated Annual Income	YTW (2)/ YTM (3)	MOODYS S&P
EQUITIES										
COMMON STOCK										
199	3M CO COM	133.30	26,526.82	178.57	35,535.43	0.4	9,008.61	883.56	2.49	
291	ANALOG DEVICES INC COM	63.96	18,610.97	72.62	21,132.42	0.2	2,521.45	488.88	2.31	
40	AUTOZONE INC	539.84	21,593.47	789.79	31,591.60	0.4	9,998.13	0.00	0.00	
278	BECTON DICKINSON & CO	115.47	32,100.94	165.55	46,022.90	0.5	13,921.96	811.76	1.76	
153	CME GROUP INC COM	108.18	16,551.92	115.35	17,648.55	0.2	1,096.63	367.20	2.08	
457	COLGATE PALMOLIVE CO COM	63.20	28,880.26	65.44	29,906.08	0.3	1,025.82	712.92	2.38	
153	ECOLAB INC	111.04	16,988.93	117.22	17,934.66	0.2	945.73	226.44	1.26	
85	FACTSET RESEARCH SYSTEMS INC	154.28	13,113.92	163.43	13,891.55	0.2	777.63	170.00	1.22	
303	GRACO INC	75.74	22,950.40	83.09	25,176.27	0.3	2,225.87	436.32	1.73	
513	JOHNSON & JOHNSON COM	85.79	44,007.89	115.21	59,102.73	0.7	15,094.84	1,641.60	2.78	
2	KINDER MORGAN INC DEL COM	0.00	0.00	20.71	41.42	0.0	41.42	1.00	2.41	
348	LOWES COS INC COM	50.08	17,429.04	71.12	24,749.76	0.3	7,320.72	487.20	1.97	
377	MASTERCARD INC CL A COM	77.21	29,106.63	103.25	38,925.25	0.4	9,818.62	331.76	0.85	
85	METTLER-TOLEDO INTL INC COM	265.72	22,586.22	418.56	35,577.60	0.4	12,991.38	0.00	0.00	
159	MIDDLEBY CORP	94.40	15,009.09	128.81	20,480.79	0.2	5,471.70	0.00	0.00	
536	MOODY'S CORP COM	82.63	44,287.53	94.27	50,528.72	0.6	6,241.19	814.72	1.61	
421	MSCI INC COMMON	45.64	19,216.00	78.78	33,166.38	0.4	13,950.38	303.12	0.91	
506	NIKE INC CL B	38.88	19,673.21	50.83	25,719.98	0.3	6,046.77	364.32	1.42	
767	ORACLE CORP COM	39.20	30,064.62	38.45	29,491.15	0.3	-573.47	460.20	1.56	
346	PEPSICO INC COM	89.76	31,057.19	104.63	36,201.98	0.4	5,144.79	1,041.46	2.88	
212	PRAXAIR INC COM	120.71	25,591.36	117.19	24,844.28	0.3	-747.08	636.00	2.56	
127	SHERWIN-WILLIAMS CO COM	219.72	27,904.80	268.74	34,129.98	0.4	6,225.18	426.72	1.25	
149	TIFFANY & CO NEW COM	92.91	13,843.70	77.43	11,537.07	0.1	-2,306.63	268.20	2.32	
441	TJX COS INC NEW COM	61.73	27,222.60	75.13	33,132.33	0.4	5,909.73	458.64	1.38	
325	TRACTOR SUPPLY CO COM	71.22	23,145.68	75.81	24,638.25	0.3	1,492.57	312.00	1.27	
346	UNITED TECHNOLOGIES CORP COM	91.58	31,685.82	109.62	37,928.52	0.4	6,242.70	913.44	2.41	
297	UNITEDHEALTH GROUP INC COM	78.04	23,179.35	160.04	47,531.88	0.5	24,352.53	742.50	1.56	
859	US BANCORP DEL COM	38.80	33,325.42	51.37	44,126.83	0.5	10,801.41	962.08	2.18	
253	VARIAN MED SYS INC COM	84.23	21,310.66	89.78	22,714.34	0.3	1,403.68	0.00	0.00	

Quantity	Security	Adj Unit Cost	Original Cost/ Adjustment/ Adjusted Cost (1)	Price	Mkt. Value/ Accrued Income	% Assets	Unrealized Gain/Loss (1)	Estimated Annual Income	YTW (2)/ YTM (3)	MOODYS S&P
508	WELLS FARGO & CO NEW COM STK	48.06	24,415.11	55.11	27,995.88	0.3	3,580.77	772.16	2.76	
			721,379.54		901,404.58	10.2	180,025.04	15,034.20	1.67	
MUTUAL FUNDS										
50,396.240	AMERICAN BEACON LONDON COMPANY INCOME EQUITY FUND INSTITUTIONAL CLASS	14.28	719,654.73	15.32	772,070.40	8.7	52,415.67	16,126.80	2.09	
18,276.191	ARTISAN INTERNATIONAL VALUE FUND INVESTOR CLASS	34.37	628,074.28	32.42	592,514.11	6.7	-35,560.17	4,751.81	0.80	
15,170.708	BARON EMERGING MARKETS FUND INSTITUTIONAL CLASS	11.91	180,639.38	10.98	166,574.37	1.9	-14,065.01	622.00	0.37	
11,863.840	DIAMOND HILL SMALL- MID CAP FUND CLASS I	13.39	158,835.63	21.39	253,767.54	2.9	94,931.91	806.74	0.32	
12,394.850	JACKSON SQUARE PARTNERS SMID CAP GROWTH FUND INSTITUTIONAL CLASS	17.22	213,465.91	18.09	224,222.84	2.5	10,756.93	272.69	0.12	
8,907.363	MATTHEWS ASIA SMALL COMPANIES FUND INSTITUTIONAL CLASS	18.79	167,391.69	19.03	169,507.12	1.9	2,115.43	1,184.68	0.70	
20,127.561	TOUCHSTONE GROWTH OPPORTUNITIES FUND CLASS Y	29.98	603,385.43	28.06	564,779.36	6.4	-38,606.07	543.44	0.10	
40,542.363	WCM FOCUSED INTERNATIONAL GROWTH FUND	12.44	504,457.19	12.05	488,535.47	5.5	-15,921.72	2,473.08	0.51	
			3,175,904.24		3,231,971.21	36.5	56,066.98	26,781.24	0.83	
EQUITIES Total										
			3,897,283.78		4,133,375.79	46.7	236,092.02	41,815.44	1.01	
FIXED INCOME										
MUTUAL FUNDS										
80,738.666	DODGE & COX INCOME FUND	13.25	1,069,907.39	13.59	1,097,238.47	12.4	27,331.08	35,363.54	3.22	
271,774.390	DOUBLELINE TOTAL RETURN BOND FUND CLASS I	10.97	2,981,148.47	10.62	2,886,244.02	32.6	-94,904.44	108,166.21	3.75	
			4,051,055.86		3,983,482.49	45.0	-67,573.36	143,529.74	3.60	
FIXED INCOME Total										
			4,051,055.86		3,983,482.49	45.0	-67,573.36	143,529.74	3.60	

Quantity	Security	Adj Unit Cost	Original Cost/ Adjustment/ Adjusted Cost (1)	Price	Mkt. Value/ Accrued Income	% Assets	Unrealized Gain/Loss (1)	Estimated Annual Income	YTW (2)/ YTM (3)	MOODYS SBP
ALTERNATIVE INVESTMENTS										
OTHER ASSETS/ PRIVATE PLACEMENTS										
477,919	CANYON BALANCED FUND LP	1.05	500,000.00	1.00	477,919.00	5.4	-22,081.00	0.00		
			500,000.00		477,919.00	5.4	-22,081.00	0.00		
NON-MARKETABLE ALTERNATIVES										
	ROC MULTIFAMILY & COMMERCIAL OFFICE FUND III		<i>241,027</i>		243,893.60	2.8		0.00		
			<i>241,027</i>		243,893.60	2.8		0.00		
	ALTERNATIVE INVESTMENTS Total		500,000.00		721,812.60	8.2	-22,081.00	0.00		
CASH & EQUIV.										
CASH BALANCES										
	CASH BALANCE		202.94		202.94	0.0		0.00		
	DIVIDEND ACCRUAL		1,212.88		1,212.88	0.0		0.00		
	DREYFUS GOVERNMENT SECURITIES CASH MANAGEMENT		13,076.09		13,076.09	0.1		0.00		
			14,491.91		14,491.91	0.2		0.00		
	CASH & EQUIV. Total		14,491.91		14,491.91	0.2		0.00		
	Total Portfolio		<i>870,585.57</i>		8,853,162.80	100.0		185,345.18		

1. Bonds purchased at a premium reflect partial amortization. Bonds purchased at a discount reflect partial accretion. The unrealized gain or loss reflects the amortization or accretion of original cost. The information provided on your Form 1099 is to be used for tax reporting.
 2. Yield to Worst (YTW) on bonds reflects the lowest potential yield, which may be yield to maturity, yield to call, or yield to refunding.
 3. Yield on equities and cash reflects current market yield. Yield to maturity on bonds is calculated to final maturity using original cost.

2016 Mary Stuart Rogers Foundation

Part XV Line 3 - Contributions Paid in 2016

Date	Name / Address	A	B	C	Amount
1/19/16	Central Catholic High School 200 South Carpenter Road, Modesto, CA 95351			\$	10,000.00
1/19/16	California Polytechnic State University San Luis Obispo, CA 94307			\$	50,000.00
1/19/16	Gonzaga University 502 E. Boone Avenue, Spokane, WA 99258-0098			\$	50,000.00
1/29/16	United Samaritans Foundation 220 S. Broadway, Turlock, CA 95380			\$	10,000.00
1/29/16	Central Valley Art Association CCAA c/o Mistlin Gallery, 1015 J Street, Modesto, CA 95354			\$	1,000.00
2/26/16	St. Anthony of Padua School 323 N. Fremont Avenue, Manteca, CA 95336			\$	15,000.00
2/26/16	Children's Crisis Center P.O. Box 1062, Modesto, CA 95353			\$	20,000.00
2/26/16	Pioneer Valley Symphony 91 Main Street, Greenfield, MA 01301-3248			\$	10,000.00
3/1/16	The Salvation Army Red Shield/Kids Day P.O. Box 580480, Modesto, CA 95358			\$	100.00
3/1/16	Boys & Girls Clubs of Stanislaus County 422 McHenry Avenue, Modesto, CA 95354			\$	25,000.00
3/1/16	Central Catholic High School 200 South Carpenter Road, Modesto, CA 95351			\$	10,000.00
3/10/16	St. Bernard's School 165 West Eaton Avenue, Tracy, CA 95376			\$	12,500.00
4/5/16	Society of St. Vincent de Paul, Sacred Heart Church 529 I Street, Patterson, CA 95363			\$	2,500.00
4/18/16	Center for Human Services 2000 W. Briggsmore Ave, Suite I, Modesto, CA 95350			\$	5,000.00
4/18/16	Learning Quest- Stanislaus Literacy Centers 1032 11th Street, Modesto, CA 95354			\$	15,000.00
5/5/16	The Jack & Buena Foundation			\$	10,000.00

	P.O. Box 3290, Modesto, CA 95353		
5/16/16	Camp Taylor 5425 Pirrone Road, Salida, CA 95368	\$	4,200.00
5/17/16	University of the Pacific 3601 Pacific Avenue, Stockton, CA 95211	\$	25,000.00
5/17/16	Greenfield Community College 270 Main Street, Greenfield, MA 01301	\$	8,000.00
5/17/16	Sierra Repertory Theatre P.O. Box 3030, Sonora, CA 95370-3030	\$	20,000.00
6/2/16	Greenfield Community College 270 Main Street, Greenfield, MA 01301	\$	15,000.00
6/2/16	California State University, Stanislaus One University Circle, Turlock, CA 95382	\$	50,000.00
6/3/16	AFP Yosemite Chapter P.O. Box 1168, Modesto, CA 95353	\$	500.00
6/8/16	Center for Human Services 2000 W. Briggsmore Ave, Suite I, Modesto, CA 95350	\$	5,000.00
6/8/16	Cathedral of the Annunciation School 1110 North Lincoln Street, Stockton, CA 95203	\$	12,000.00
6/28/16	Central West Ballet 5039 Pentecost Drive, Suite B-2, Modesto, CA 95356	\$	2,500.00
6/28/16	Turlock Concert Association P.O. Box 3838, Turlock, CA 95381	\$	500.00
7/7/16	Presentation Parish School 1635 West Benjamin Holt Drive, Stockton, CA 95207	\$	10,000.00
7/7/16	St. George Parish School 144 W. Fifth Street, Stockton, CA 95206	\$	15,000.00
8/10/16	Our Lady of Fatima Catholic School 501 West Granger Avenue, Modesto, CA 95350	\$	5,000.00
9/6/16	St. Anthony of Padua School 323 N. Fremont Avenue, Manteca, CA 95336	\$	12,000.00
9/12/16	Guide Dogs of the Desert P.O. Box 1692, Palm Springs, CA 92263	\$	15,000.00
9/22/16	Stanislaus County Office of Education 1100 H. Street, Modesto, CA 95354	\$	500.00
9/29/16	Center for Human Services 2000 W. Briggsmore Ave, Suite I, Modesto, CA 95350	\$	5,000.00

9/29/16	Brewster Academy 80 Academy Drive, Wolfeboro, NH, 03894	\$	5,000.00
9/29/16	Central Catholic High School 200 South Carpenter Road, Modesto, CA 95351	\$	10,000.00
10/12/16	California Polytechnic State University San Luis Obispo, CA 94307	\$	50,000.00
10/12/16	Gonzaga University 502 E. Boone Avenue, Spokane, WA 99258-0098	\$	50,000.00
11/9/16	Family Promise of Greater Modesto 2301 Woodland Ave., Suite 8	\$	5,000.00
11/9/16	Ronald McDonald House of Stanford 520 Sand Hill Road, Palo Alto, CA 94304	\$	10,000.00
11/17/16	Modesto Sound 110 Santa Barbara Ave, Modesto, CA 95354	\$	2,500.00
11/17/16	St. Luke's Catholic Elementary School 4005 North Sutter Street, Stockton, CA 95204	\$	10,000.00
12/14/16	University of California, Davis Foundation for School of Education One Shields Avenue, Davis, CA 95616	\$	5,000.00
12/19/16	Center for Human Services 2000 W. Briggsmore Ave, Suite I, Modesto, CA 95350	\$	5,000.00
		Total	\$ 603,800.00

These answers apply to ALL contributions -

A - Relationship—None

B - Status of Recipient—Public Charity

C - Purpose of Contribution—General Charitable Purposes

01/17/17

Mary Stuart Rogers Foundation
Transaction Detail by Account
 January through December 2016

Date	Name	Amount	Balance
Contributions			
01/19/16	Central Catholic High School	10,000.00	10,000.00
01/19/16	California Polytechnic State University	50,000.00	60,000.00
01/19/16	Gonzaga University	50,000.00	110,000.00
01/29/16	United Samaritans Foundation	10,000.00	120,000.00
01/29/16	Central Valley Art Association	1,000.00	121,000.00
02/26/16	St. Anthony of Padua School	15,000.00	136,000.00
02/26/16	Children's Crisis Center	20,000.00	156,000.00
02/26/16	Pioneer Valley Symphony	10,000.00	166,000.00
03/01/16	The Salvation Army Red Shield	100.00	166,100.00
03/01/16	Boys & Girls Clubs of Stanislaus Cou...	25,000.00	191,100.00
03/10/16	Central Catholic High School	10,000.00	201,100.00
03/10/16	St. Bernard's School	12,500.00	213,600.00
04/05/16	Society of St. Vincent de Paul, Sacred. .	2,500.00	216,100.00
04/18/16	Center for Human Services	5,000.00	221,100.00
04/18/16	Learning Quest-Stanislaus Literacy C..	15,000.00	236,100.00
05/05/16	The Jack and Buena Foundation	10,000.00	246,100.00
05/16/16	Camp Taylor	4,200.00	250,300.00
05/17/16	University of the Pacific	25,000.00	275,300.00
05/17/16	Greenfield Community College	8,000.00	283,300.00
05/17/16	Sierra Repertory Theatre	20,000.00	303,300.00
06/02/16	Greenfield Community College	15,000.00	318,300.00
06/02/16	California State University at Stanislaus	50,000.00	368,300.00
06/03/16	AFP	500.00	368,800.00
06/08/16	Center for Human Services	5,000.00	373,800.00
06/08/16	Cathedral of the Annunciation School	12,000.00	385,800.00
06/28/16	Central West Ballet	2,500.00	388,300.00
06/28/16	Turlock Concert Association	500.00	388,800.00
07/07/16	Presentation Parish School	10,000.00	398,800.00
07/07/16	St. George Parish School	15,000.00	413,800.00
08/10/16	Our Lady of Fatima Catholic School	5,000.00	418,800.00
09/06/16	St. Anthony of Padua School	12,000.00	430,800.00
09/12/16	Guide Dogs of the Desert	15,000.00	445,800.00
09/22/16	Stanislaus County Office of Education	500.00	446,300.00
09/29/16	Center for Human Services	5,000.00	451,300.00
09/29/16	Brewster Academy	5,000.00	456,300.00
09/29/16	Central Catholic High School	10,000.00	466,300.00
10/12/16	California Polytechnic State University	50,000.00	516,300.00
10/12/16	Gonzaga University	50,000.00	566,300.00
11/09/16	Family Promise of Greater Modesto	5,000.00	571,300.00
11/09/16	Ronald McDonald House of Stanford	10,000.00	581,300.00
11/17/16	Modesto Sound	2,500.00	583,800.00
11/17/16	St. Luke's Catholic Elementary School	10,000.00	593,800.00
12/14/16	UC Davis Foundation	5,000.00	598,800.00
12/19/16	Center for Human Services	5,000.00	603,800.00
Total Contributions		603,800.00	603,800.00
TOTAL		603,800.00	603,800.00

Recipient's Name and Address:
 MARY STUART ROGERS FOUNDATION
 MUTUAL FUNDS & ETFS

Account Number: X91-608285
 Recipient's Identification
 Number: ***9519

2016 TAX and
 YEAR-END STATEMENT
 As of 02/08/2017
 Mailed by 02/15/2017

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715
 (For individuals, report details on Form 8949)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 3)								
Description (Box 1a): AMERICAN BEACON LOND ON COMPANY INCOME EQ UITY FUND INSTITUTIO CUSIP: 024527400								
SELL	HIGH COST	9,348.573	03/30/2015	01/13/2016	124,230.12	139,390.54 ¹³	15,160.42 ^W	0.00
SELL	HIGH COST	56.112	11/03/2015	01/13/2016	745.65	844.73 ¹³	99.08 ^W	0.00
Wash sale: 150 day(s) added to holding period								
SELL	HIGH COST	.883	11/03/2015	01/13/2016	11.73	13.23 ¹³	1.50 ^W	0.00
Wash sale: 214 day(s) added to holding period								
SALE DATE TOTAL		9,405.568	VARIOUS	01/13/2016	124,987.50	140,248.50	15,261.00^W	0.00
Description (Box 1a): DELAWARE SMID CAP GR OWTH FUND INSTITUTIO NAL CLASS CUSIP: 245906201								
SELL	HIGH COST	1,142.102	12/07/2015	01/19/2016	33,120.96	37,141.15 ¹³		(4,020.19)
SELL	HIGH COST	37.247	12/07/2015	01/19/2016	1,080.16	1,211.26 ¹³		(131.10)
SALE DATE TOTAL		1,179.349	VARIOUS	01/19/2016	34,201.12	38,352.41		(4,151.29)
Description (Box 1a): DIAMOND HILL SMALL- MID CAP FUND CLASS I CUSIP: 252645783								
SELL	HIGH COST	239.018	12/18/2015	01/19/2016	3,972.22	4,405.10		(432.88)
SELL	HIGH COST	77.071	12/31/2015	01/19/2016	1,280.84	1,431.21		(150.37)
SALE DATE TOTAL		316.089	VARIOUS	01/19/2016	5,253.06	5,836.31		(583.25)

**2016 TAX and
YEAR-END STATEMENT
As of 02/08/2017
Mailed by 02/15/2017**

Account Number: X91-608285
Recipient's Identification
Number: **-***9519

Recipient's Name and Address:
MARY STUART ROGERS FOUNDATION
MUTUAL FUNDS & ETFS

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D-Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 3) (Continued)

Description (Box 1a): DODGE & COX INTERNATIONAL FUND								
SELL	HIGH COST	363.758	12/22/2015	01/19/2016	11,781.86	13,131.65		(1,349.79)
CUSIP: 256206103								
Description (Box 1a): MATTHEWS PACIFIC TIGER FUND INSTITUTIONAL CLASS								
SELL	HIGH COST	10,275.868	07/21/2015	01/19/2016	223,899.96	290,000.00 ¹³		(66,100.04)
SELL	HIGH COST	986.697	12/11/2015	01/19/2016	21,499.05	22,753.24 ¹³		(1,254.19)
SELL	HIGH COST	207.661	12/11/2015	01/19/2016	4,524.71	4,788.66 ¹³		(263.95)
SALE DATE TOTAL					249,923.72	317,541.90		(67,618.18)
CUSIP: 577130834								

Description (Box 1a): TEMPLETON GLOBAL TOTAL RETURN FUND ADVISOR CLASS

SELL	VERSUS PURCHASE	311.920	02/19/2015	01/19/2016	3,437.36	3,902.43 ¹³		(465.07)
SELL	VERSUS PURCHASE	350.382	03/18/2015	01/19/2016	3,861.21	4,345.09 ¹³		(483.88)
SELL	VERSUS PURCHASE	324.861	04/17/2015	01/19/2016	3,579.97	4,057.84 ¹³		(477.87)
SELL	VERSUS PURCHASE	298.288	05/19/2015	01/19/2016	3,287.13	3,716.97 ¹³		(429.84)
SELL	VERSUS PURCHASE	251.261	06/17/2015	01/19/2016	2,768.90	3,080.71 ¹³		(311.81)
SELL	VERSUS PURCHASE	269.772	07/17/2015	01/19/2016	2,972.89	3,323.86 ¹³		(350.97)
SELL	VERSUS PURCHASE	269.250	08/19/2015	01/19/2016	2,967.14	3,166.65 ¹³		(199.51)
SELL	VERSUS PURCHASE	285.468	09/17/2015	01/19/2016	3,145.86	3,277.46 ¹³		(131.60)
SELL	VERSUS PURCHASE	259.997	10/19/2015	01/19/2016	2,865.17	3,018.82 ¹³		(153.65)
CUSIP: 880208855								

Recipient's Name and Address:
 MARY STUART ROGERS FOUNDATION
 MUTUAL FUNDS & ETFS

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2016 TAX and
 YEAR-END STATEMENT
 As of 02/08/2017
 Mailed by 02/15/2017

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
 (For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D-Market Discount (1f) O-Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 3) (Continued)

Description (Box 1a): TEMPLETON GLOBAL TOTAL RETURN FUND ADVISOR CLASS CUSIP: 880208855 (Continued)								
SELL	VERSUS PURCHASE	284.577	11/18/2015	01/19/2016	3,136.04	3,332.68 ¹³		(196.64)
SELL	VERSUS PURCHASE	204.369	12/16/2015	01/19/2016	2,252.15	2,342.27		(90.12)
SALE DATE TOTAL		3,110.145	VARIOUS	01/19/2016	34,273.82	37,564.78		(3,290.96)

Description (Box 1a): VIRTUS EMERGING MKTS OPPORTUNITIES FUND CLASS I CUSIP: 92828T889

SELL	HIGH COST	17,942.584	01/19/2016	08/30/2016	181,925.30	150,012.50		31,912.80
Short-Term Covered Total					642,346.38	702,688.05	15,261.00^W	(45,080.67)

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 3)

Description (Box 1a): DELAWARE SMID CAP GROWTH FUND INSTITUTIONAL CLASS CUSIP: 245906201								
SELL	HIGH COST	4,550.309	01/16/2013	01/19/2016	131,958.97	124,086.93 ¹³		7,872.04
SELL	HIGH COST	649.652	12/08/2014	01/19/2016	18,839.91	21,399.54 ¹³		(2,559.63)
SALE DATE TOTAL		5,199.961	VARIOUS	01/19/2016	150,798.88	145,486.47		5,312.41
SELL	HIGH COST	6,450.241	01/16/2013	06/21/2016	211,245.39	175,898.07 ¹³		35,347.32
SECURITY TOTAL					362,044.27	321,384.54		40,659.73

Recipient's Name and Address:
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2016 TAX and
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 As of 02/08/2017
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2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
 (For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
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Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.
 Covered (Box 3) (Continued)

Description (Box 1a): DIAMOND HILL SMALL-MID CAP FUND CLASS I								
SELL	HIGH COST	650.577	12/18/2013	01/19/2016	10,811.90	11,281.00 ¹³		(469.10)
SELL	HIGH COST	263.193	12/18/2013	01/19/2016	4,373.99	4,563.76 ¹³		(189.77)
SELL	HIGH COST	70.870	12/31/2013	01/19/2016	1,177.78	1,262.19 ¹³		(84.41)
SELL	HIGH COST	219.411	03/20/2014	01/19/2016	3,646.38	3,976.52 ¹³		(330.14)
SELL	HIGH COST	832.519	12/18/2014	01/19/2016	13,835.58	15,060.26 ¹³		(1,224.68)
SELL	HIGH COST	87.035	12/18/2014	01/19/2016	1,446.43	1,574.46 ¹³		(128.03)
SALE DATE TOTAL					2,123.605	37,718.19		(2,426.13)

Description (Box 1a): DODGE & COX INTERNATIONAL FUND								
SELL	HIGH COST	33.449	05/29/2013	01/19/2016	1,083.39	1,282.82 ¹³	199.43 ^W	0.00
SELL	HIGH COST	33.449	12/22/2015	01/19/2016	1,083.39	1,406.94		(323.55)
Wash sale: 965 day(s) added to holding period								
SALE DATE TOTAL					66.898	2,689.76	199.43^W	(323.55)

Description (Box 1a): DOUBLELINE TOTAL RETURN BOND FUND CLASS I								
SELL	HIGH COST	355.014	07/01/2013	08/10/2016	3,887.40	3,950.96 ¹³	63.56 ^W	0.00
Wash sale: 38 day(s) added to holding period								

**2016 TAX and
YEAR-END STATEMENT
As of 02/08/2017
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Recipient's Name and Address:
MARY STUART ROGERS FOUNDATION
MUTUAL FUNDS & ETFS

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.								
Covered (Box 3) (Continued)								
Description (Box 1a): TEMPLETON GLOBAL TOTAL RETURN FUND ADVISOR CLASS								
SELL	VERSUS PURCHASE	210.020	06/18/2013	01/19/2016	2,314.41	2,877.71 ¹³	563.29 ^W	0.00
Wash sale: 13 day(s) added to holding period								
SELL	VERSUS PURCHASE	25.940	06/18/2013	01/19/2016	285.86	355.43 ¹³	69.57 ^W	0.00
Wash sale: 13 day(s) added to holding period								
SELL	VERSUS PURCHASE	247.343	07/16/2013	01/19/2016	2,725.72	3,299.81 ¹³		(574.09)
SELL	VERSUS PURCHASE	255.503	08/16/2013	01/19/2016	2,815.64	3,355.01 ¹³		(539.37)
SELL	VERSUS PURCHASE	258.927	09/17/2013	01/19/2016	2,853.38	3,425.86 ¹³		(572.48)
SELL	VERSUS PURCHASE	41.571	10/16/2013	01/19/2016	458.11	558.34 ¹³		(100.23)
SELL	VERSUS PURCHASE	234.499	10/16/2013	01/19/2016	2,584.18	3,149.56 ¹³		(565.38)
SELL	VERSUS PURCHASE	1.461	10/16/2013	01/19/2016	16.10	19.62 ¹³		(3.52)
SELL	VERSUS PURCHASE	229.179	11/18/2013	01/19/2016	2,525.55	3,078.10 ¹³		(552.55)
SELL	VERSUS PURCHASE	784.403	12/17/2013	01/19/2016	8,644.12	10,496.09 ¹³		(1,851.97)
SELL	VERSUS PURCHASE	234.499	01/16/2014	01/19/2016	2,584.18	3,142.52 ¹³		(558.34)
SELL	VERSUS PURCHASE	261.562	02/19/2014	01/19/2016	2,882.41	3,447.65 ¹³		(565.24)
SELL	VERSUS PURCHASE	294.058	03/18/2014	01/19/2016	3,240.52	3,870.10 ¹³		(629.58)
SELL	VERSUS PURCHASE	257.083	04/16/2014	01/19/2016	2,833.05	3,427.17 ¹³		(594.12)
SELL	VERSUS PURCHASE	.332	05/16/2014	01/19/2016	3.66	4.47 ¹³		(0.81)

**2016 TAX and
YEAR-END STATEMENT**
As of 02/08/2017
Mailed by 02/15/2017

Account Number: X91-608285

Recipient's Identification
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Recipient's Name and Address:
MARY STUART ROGERS FOUNDATION
MUTUAL FUNDS & ETFS

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date		Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
			Acquired (Box 1b)	Disposed (Box 1c)				
Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.								
Covered (Box 3) (Continued)								
Description (Box 1a): TEMPLETON GLOBAL TOTAL RETURN FUND ADVISOR CLASS CUSIP: 880208855 (Continued)								
SELL	VERSUS PURCHASE	235.960	05/16/2014	01/19/2016	2,600.28	3,173.89 ¹³		(573.61)
SELL	VERSUS PURCHASE	202.250	06/17/2014	01/19/2016	2,228.79	2,744.73 ¹³	39.90 ^W	(476.04)
SELL	VERSUS PURCHASE	7.770	06/17/2014	01/19/2016	85.63	105.45 ¹³	19.82 ^W	0.00
SELL	VERSUS PURCHASE	228.190	07/16/2014	01/19/2016	2,514.66	3,096.76 ¹³		(582.10)
SELL	VERSUS PURCHASE	5.496	08/18/2014	01/19/2016	60.57	74.04 ¹³		(13.47)
SELL	VERSUS PURCHASE	235.960	08/18/2014	01/19/2016	2,600.28	3,178.62 ¹³		(578.34)
SELL	VERSUS PURCHASE	4.702	09/16/2014	01/19/2016	51.82	63.29 ¹³		(11.47)
SELL	VERSUS PURCHASE	235.960	09/16/2014	01/19/2016	2,600.28	3,176.26 ¹³		(575.98)
SELL	VERSUS PURCHASE	348.555	10/16/2014	01/19/2016	3,841.08	4,594.30 ¹³		(753.22)
SELL	VERSUS PURCHASE	278.235	11/18/2014	01/19/2016	3,066.15	3,709.15 ¹³		(643.00)
SELL	VERSUS PURCHASE	141.123	12/16/2014	01/19/2016	1,555.18	1,747.25 ¹³		(192.07)
SELL	VERSUS PURCHASE	3,129.397	12/16/2014	01/19/2016	34,485.96	38,745.07 ¹³		(4,259.11)
SELL	VERSUS PURCHASE	72.777	12/16/2014	01/19/2016	802.00	901.05 ¹³		(99.05)
SELL	VERSUS PURCHASE	295.106	01/16/2015	01/19/2016	3,252.07	3,659.61 ¹³		(407.54)
SELL	VERSUS PURCHASE	210.020	01/19/2016	01/19/2016	2,314.39	2,865.10		(550.71)

Wash sale: 945 day(s) added to holding period

**2016 TAX and
YEAR-END STATEMENT
As of 02/08/2017
Mailed by 02/15/2017**

Account Number: X91-608285
Recipient's Identification
Number: ***9519

Recipient's Name and Address:
MARY STUART ROGERS FOUNDATION
MUTUAL FUNDS & ETFS

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method (Box 1a)	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or		Realized Gain or (Loss)
						Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 3) (Continued)

Description (Box 1a): TEMPLETON GLOBAL TOTAL RETURN FUND ADVIS OR CLASS								
SELL	VERSUS PURCHASE	15.641	01/19/2016	01/19/2016	172.36	211.33		(38.97)

Wash sale: 581 day(s) added to holding period

SALE DATE TOTAL		8,983.522	VARIOUS	01/19/2016	98,998.39	116,553.34	692.58^W	(16,862.36)
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Description (Box 1a): TOUCHSTONE GROWTH OPPORTUNITIES FUND CLASS Y

SELL	HIGH COST	1,937.984	05/11/2015	10/17/2016	54,987.50	65,777.71 ¹³		(10,790.21)
Long-Term Covered Total					557,376.40	548,074.50	955.57^W	10,257.48
Covered Total					1,199,722.78	1,250,762.55	16,216.57^W	(34,823.19)

Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 5)

Description (Box 1a): DIAMOND HILL SMALL-MID CAP FUND CLASS I								
SELL	HIGH COST	9,293.158	01/16/2013	01/19/2016	154,442.38	128,351.35 ¹³		26,091.03

Description (Box 1a): DODGE & COX INTERNATIONAL FUND

SELL	HIGH COST	21.404	12/23/2008	01/19/2016	693.26	448.63 ¹³		244.63
SELL	HIGH COST	542.954	12/23/2008	01/19/2016	17,585.89	11,380.32 ¹³		6,205.57
SELL	HIGH COST	335.333	12/23/2008	01/19/2016	10,861.19	7,028.58 ¹³		3,832.61
SELL	HIGH COST	116.800	12/22/2009	01/19/2016	3,783.07	3,652.33 ¹³		130.74

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As of 02/08/2017
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MUTUAL FUNDS & ETFs

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
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Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 5) (Continued)								
Description (Box 1a): DODGE & COX INTERNATIONAL FUND CUSIP: 256206103 (Continued)								
SELL	HIGH COST	8,172.115	02/16/2010	01/19/2016	264,688.96	250,000.00 ¹³		14,688.96
SELL	HIGH COST	164.605	12/22/2010	01/19/2016	5,331.44	5,822.08 ¹³		(490.64)
SELL	HIGH COST	2,880.584	02/17/2011	01/19/2016	93,300.05	107,423.42 ¹³		(14,123.37)
SELL	HIGH COST	320.963	12/22/2011	01/19/2016	10,395.76	9,285.45 ¹³		1,110.31
SELL	HIGH COST	271.523	12/21/2012	01/19/2016	8,794.44	9,378.40 ¹³		(583.96)
SELL	HIGH COST	4,210.696	01/16/2013	01/19/2016	136,381.43	150,000.00 ¹³		(13,618.57)
SALE DATE TOTAL		17,036.977	VARIOUS	01/19/2016	551,815.49	554,419.21		(2,603.72)

Description (Box 1a): DOUBLELINE TOTAL RET URN BOND FUND CLASS I CUSIP: 258620103								
SELL	HIGH COST	17,909.826	10/11/2010	08/10/2016	196,112.60	198,981.15 ¹³		(2,868.55)

Description (Box 1a): TEMPLETON GLOBAL TOTAL RETURN FUND ADVIS OR CLASS CUSIP: 880208855								
SELL	VERSUS PURCHASE	68,194.502	02/15/2011	01/19/2016	751,503.41	898,203.19 ¹³		(146,699.78)
SELL	VERSUS PURCHASE	303.466	03/16/2011	01/19/2016	3,344.20	3,954.47 ¹³		(610.27)
SELL	VERSUS PURCHASE	294.497	09/16/2011	01/19/2016	3,245.36	3,811.08 ¹³		(565.72)
SELL	VERSUS PURCHASE	316.471	10/18/2011	01/19/2016	3,487.51	3,997.34 ¹³		(509.83)
SELL	VERSUS PURCHASE	299.206	11/16/2011	01/19/2016	3,297.25	3,746.35 ¹³		(449.10)
SELL	VERSUS PURCHASE	1,065.124	12/16/2011	01/19/2016	11,737.67	12,889.06 ¹³		(1,151.39)

**2016 TAX and
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As of 02/08/2017
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MARY STUART ROGERS FOUNDATION
MUTUAL FUNDS & ETFS

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date		Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or		Realized Gain or (Loss)
			Acquired (Box 1b)	Disposed (Box 1c)			Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	
Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.									
Noncovered (Box 5) (Continued)									
Description (Box 1a): TEMPLETON GLOBAL TOT AL RETURN FUND ADVIS OR CLASS									
SELL	VERSUS PURCHASE	353.087	12/16/2011		01/19/2016	3,891.02		4,272.70 ¹³	(381.68)
SELL	VERSUS PURCHASE	139.411	12/16/2011		01/19/2016	1,536.31		1,687.01 ¹³	(150.70)
SELL	VERSUS PURCHASE	309.272	01/18/2012		01/19/2016	3,408.18		3,850.75 ¹³	(442.57)
SELL	VERSUS PURCHASE	295.887	02/16/2012		01/19/2016	3,260.67		3,849.78 ¹³	(589.11)
SELL	VERSUS PURCHASE	299.651	03/16/2012		01/19/2016	3,302.15		3,928.73 ¹³	(626.58)
SELL	VERSUS PURCHASE	280.869	04/17/2012		01/19/2016	3,095.18		3,617.87 ¹³	(522.69)
SELL	VERSUS PURCHASE	302.807	05/16/2012		01/19/2016	3,336.93		3,809.62 ¹³	(472.69)
SELL	VERSUS PURCHASE	314.580	06/18/2012		01/19/2016	3,466.67		3,913.69 ¹³	(447.02)
SELL	VERSUS PURCHASE	315.818	07/17/2012		01/19/2016	3,480.31		4,052.26 ¹³	(571.95)
SELL	VERSUS PURCHASE	331.417	08/16/2012		01/19/2016	3,652.22		4,365.09 ¹³	(712.87)
SALE DATE TOTAL						809,045.04		963,948.99	(154,903.95)
Long-Term Noncovered Total						1,711,415.51		1,845,700.70	(134,285.19)
Noncovered Total						1,711,415.51		1,845,700.70	(134,285.19)
Total						2,911,138.29		3,096,463.25	(169,108.38)

¹³ The cost basis of this security has been provided to us by the delivering firm or transferring agent and Pershing makes no representation as to the accuracy of this information.

**2016 TAX and
YEAR-END STATEMENT
As of 01/20/2017
Mailed by 01/31/2017**

Account Number: X91-380737
Recipient's Identification
Number: **-***9519

Recipient's Name and Address:
MARY STUART ROGERS FOUNDATION
BEL AIR US EQUITIES

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715
(For individuals, report details on Form 8949)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated), if you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premiums W=Wash Sale Less (1g)	Realized Gain or Loss
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 3)								
Description (Box 1a): IHS MARKIT LTD SHS I SIN#BMG475671050 CUSIP: G47567105								
CASH IN LIEU	HIGH COST	.150	07/14/2016	07/13/2016	5.42	4.95		0.47
SELL	HIGH COST	256	07/14/2016	08/30/2016	9,465.81	8,417.28		1,048.53
SELL	HIGH COST	256	07/14/2016	08/31/2016	9,489.80	8,417.28		1,072.52
SECURITY TOTAL								2,121.52
Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.								
Description (Box 1a): CHIPOTLE MEXICAN GRI LL INC COM CUSIP: 169656105								
SELL	HIGH COST	11	02/03/2016	12/06/2016	4,012.16	4,948.44		(936.28)
Short-Term Covered Total								22,973.19
Covered Total								22,973.19
Noncovered (Box 5)								
Description (Box 1a): GRAINGER WWV INC CUSIP: 384802104								
SELL	HIGH COST	21	03/03/2015	02/09/2016	4,422.84	5,043.44 ¹³		(620.60)
Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.								
Description (Box 1a): WELLS FARGO & CO NEW COM CUSIP: 949746101								
SELL	HIGH COST	48	10/13/2015	04/18/2016	2,330.12	2,504.24 ¹³		(174.12)
SELL	HIGH COST	11	10/13/2015	10/13/2016	488.72	573.89 ¹³		(85.17)

Account Number: X91-380737

**2016 TAX and
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2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals, report details on Form 8949)

Disposition Transaction	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D-Market Discount (1f) 0-Option Premium W-Wash Sale Loss (1g)	Realized Gain or Loss
Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.							
Noncovered (Box 5) (Continued)							
Description (Box 1a): WELLS FARGO & CO NEW COM CUSIP: 949746101 (Continued)							
				2,818.84	3,078.13		(259.29)
				7,241.68	8,121.57		(879.89)
							SECURITY TOTAL
							Short-Term Noncovered Total
Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.							
Noncovered (Box 5)							
Description (Box 1a): CHIPOTLE MEXICAN GRI LL INC COM CUSIP: 169656105							
SELL	16	03/10/2014	12/06/2016	5,835.88	9,428.50 ¹³		(3,592.62)
Description (Box 1a): GRAINGER WW INC CUSIP: 384802104							
SELL	25	12/22/2014	01/13/2016	4,747.22	6,435.53 ¹³		(1,688.31)
SELL	5	01/12/2015	01/13/2016	949.45	1,232.65 ¹³		(283.20)
	30	VARIOUS	01/13/2016	5,696.67	7,668.18		(1,971.51)
SELL	33	01/12/2015	02/09/2016	6,950.18	8,135.49 ¹³		(1,185.31)
				12,646.85	15,803.67		(3,156.82)
							SECURITY TOTAL
Description (Box 1a): IHS INC COM CL A CUSIP: 451734107							
SELL	25	03/20/2014	04/18/2016	3,071.06	3,116.84 ¹³		(45.78)
MERGER	81	03/10/2014	07/14/2016	9,472.23	9,899.67 ¹		(427.45)



**2016 TAX and
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MARY STUART ROGERS FOUNDATION
BEL AIR US EQUITIES

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Number: **-***9519

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals, report details on Form 8949)

Disposition Transaction	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or		Reduced Gain or (Loss)
					Other Basis (Box 1e)	D=Market Discount (If) 0=Original Premium W=Wash Sale Loss (1g)	
Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.							
Noncovered (Box 5) (Continued)							
Description (Box 1a): IHS INC COM CL A CUSIP: 451734107 (Continued)							
MERGER	4	03/20/2014	07/14/2016	467.77	498.70 ¹		(30.94)
MERGER	59	03/03/2015	07/14/2016	6,899.53	6,956.89 ¹		(57.37)
SALE DATE TOTAL	144	VARIOUS	07/14/2016	16,839.53	17,355.26		(515.76)
SECURITY TOTAL				19,910.59	20,472.10		(561.54)
Description (Box 1a): LINEAR TECHNOLOGY CO RP CUSIP: 535678106							
SELL	32	03/20/2014	07/26/2016	1,973.35	1,542.29 ¹³		431.06
SELL	302	03/10/2014	11/02/2016	18,076.62	14,452.89 ¹³		3,623.73
SELL	71	03/20/2014	11/02/2016	4,249.80	3,421.95 ¹³		827.85
SALE DATE TOTAL	373	VARIOUS	11/02/2016	22,326.42	17,874.84		4,451.58
SECURITY TOTAL				24,299.77	19,417.13		4,882.64
Description (Box 1a): MSCI INC COM CUSIP: 55354G100							
SELL	100	03/10/2014	04/18/2016	7,537.84	4,571.14 ¹³		2,966.70
Description (Box 1a): WELLS FARGO & CO NEW COM CUSIP: 949746101							
SELL	57	03/10/2014	10/13/2016	2,532.47	2,739.49 ¹³		(207.02)
SELL	204	03/20/2014	10/13/2016	9,063.58	10,063.08 ¹³		(999.50)
SALE DATE TOTAL	261	VARIOUS	10/13/2016	11,596.05	12,802.57		(1,206.52)

Account Number: X91-380757

2016 TAX and YEAR-END STATEMENT As of 01/20/2017 Mailed by 01/31/2017

Recipient's Name and Address: MARY STUART ROGERS FOUNDATION BEL AIR US EQUITIES

Recipient's Identification Number: **-***9519

2016 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued) (For individuals, report details on Form 8949)

Table with columns: Dispositions Transactions, Date Acquired, Date Sold or Disposed, Quantity, Proceeds, Cost or Other Basis, and Realized Gain or (Loss). Rows include Long-Term Noncovered Total, Noncovered Total, and Total.

1 The cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information. 13 The cost basis of this security has been provided to us by the delivering firm or transferring agent and Pershing makes no representation as to the accuracy of this information

IRS FORM 1099-B—PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS:

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, covered options, and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (short-term or long-term), whether any loss is disallowed due to a wash sale and market discount for both covered and noncovered securities transactions will be displayed when available. This cost basis information is not reported to the IRS for noncovered transactions.

Type of Gain or Loss (Box 2). The section headings within the 1099-B indicate the type of gain or loss for the transactions, short-term or long-term. An asterisk will denote when your security may be subject to special rules. For example, gain on a contingent payment debt instrument subject to the non-contingent bond method generally is treated as ordinary interest income rather than as capital gain. Please see the instructions for Form 8949, Pub. 550, or Pub. 1212 for more details on whether there are any special rules or adjustments that might apply to your security.

Covered (Box 3) or Noncovered (Box 5) Security. The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program. For tax return reporting purposes, you may need to make adjustments to your cost basis information on IRS Form 8949 and Schedule D of IRS Form 1040. You may also need to take into account tax reporting rules that a reporting financial organization is not required to use when preparing your Form 1099-B, such as when reporting wash sales. As a result, you must take into account all applicable tax return reporting rules and be able to verify, from your own records, all cost basis information that is reported on your tax return. The IRS requires you to maintain all such records in case you are asked to produce them. For gifted shares where the original cost is greater than the fair market value, if you elect to include these shares in the average calculation, you must instruct your investment professional in writing to move these shares from fair market value to the average calculation.

