



<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	100,600	17,909	17,909
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .	60,000	60,000	60,000
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	16,135		
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	4,315,043	3,865,167	3,956,749
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	30,679,241	31,777,993	41,573,587
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	6,657,945	6,653,816	6,649,692
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .		453	453
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	41,828,964	42,375,338	52,258,390	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)		4,091	
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .		4,091	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	41,828,964	42,371,247	
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	41,828,964	42,371,247	
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	41,828,964	42,375,338		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	41,828,964
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	542,339
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	42,371,303
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	56
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	42,371,247

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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>	<b>2</b>	2,426,914
<b>3</b> 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		<b>3</b>	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	2,330,752	45,550,283	0 05117
2015	2,362,704	47,665,204	0 04957
2014	2,237,200	48,918,715	0 04573
2013	2,168,463	46,620,283	0 04651
2012	1,358,622	42,202,292	0 03219
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 225177
<b>3</b> 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			<b>3</b> 0 045035
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 49,699,308
<b>5</b> Multiply line 4 by line 3			<b>5</b> 2,238,208
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 30,103
<b>7</b> Add lines 5 and 6			<b>7</b> 2,268,311
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 2,497,812

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	30,103
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	30,103
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	30,103
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	26,079
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	36,079
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	67
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	5,909
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 5,909 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____		
<b>b</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> .	<b>8b</b>	Yes
<b>9</b> 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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ▶ Bryant & Welborn LLP Telephone no ▶ (903) 561-4041			

Located at ▶ 2335 Oak Alley Tyler TX ZIP+4 ▶ 75703


<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/>	<b>15</b>		
<b>16</b>	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ▶	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2017? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) <input type="checkbox"/>	<b>2b</b>		<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>3b</b>		<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2017?	<b>4b</b>		<b>No</b>

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

<b>5a</b> During the year did the foundation pay or incur any amount to <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here.  <input type="checkbox"/>	<b>5b</b>		<b>No</b>
<b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	<b>6b</b>		<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>		<b>No</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Robyn Rogers PO Box 8799 Tyler, TX 757118799	Pres / CEO 5 00	37,500		
Sheryl Rogers Palmer PO Box 8799 Tyler, TX 757118799	Vice Pres 5 00	37,500		
Barbara Copeland PO Box 8799 Tyler, TX 757118799	Sec / Treas 10 00	37,500		

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

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

**Total** number of other employees paid over \$50,000. . . . . ►**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Luther King Capital Management 301 Commerce Street Suite 1600 Fort Worth, TX 76102	Investment Advisor	173,221

**Total** number of others receiving over \$50,000 for professional services. . . . . ►**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
<b>1</b> NONE	0
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . ►

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	50,405,043
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	51,107
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	50,456,150
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	50,456,150
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	756,842
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	49,699,308
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	2,484,965

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	2,484,965
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	30,103
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	30,103
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	2,454,862
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	2,454,862
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	2,454,862

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	2,497,812
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	2,497,812
<b>5</b>	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).	<b>5</b>	30,103
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	2,467,709

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				2,454,862
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				24,148
<b>e</b> From 2016. . . . .				92,604
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	116,752			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,497,812</u>				
<b>a</b> Applied to 2016, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				2,454,862
<b>e</b> Remaining amount distributed out of corpus	42,950			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	159,702			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a . . . . .	159,702			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				24,148
<b>d</b> Excess from 2016. . . . .				92,604
<b>e</b> Excess from 2017. . . . .				42,950

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
<b>c</b> "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )	
<b>b</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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input type="checkbox"/> 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.	
<b>a</b> The name, address, and telephone number or e-mail address of the person to whom applications should be addressed Robyn Rogers 2335 Oak Alley Tyler, TX 75703 (903) 561-4041	
<b>b</b> The form in which applications should be submitted and information and materials they should include See attached Schedule 1	
<b>c</b> Any submission deadlines October 1	
<b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors Organizations requesting grants must be located in Texas or Idaho	

**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
<b>a</b> <i>Paid during the year</i> See Schedule 2 Various Various, TX 75711	NONE		See Schedule 2	2,369,300
<b>Total</b> . . . . .			▶ <b>3a</b>	2,369,300
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

## Enter gross amounts unless otherwise indicated

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**Form **990-PF** (2017)

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

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

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

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

**b** If "Yes," complete the following schedule

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

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-11-14	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	BARBARA COPELAND CPA				P00744088
	Firm's name ▶ Bryant & Welborn LLCPCAs				Firm's EIN ▶ 75-1448534
	Firm's address ▶ 2335 Oak Alley Tyler, TX 75703				Phone no (903) 561-4041

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
Southside Bank-Covered ST	P	2017-12-31	2017-12-31
southside Bank-Covered LT	P	2000-12-31	2017-12-31
Southside Bank-Noncovered ST	P	2017-12-31	2017-12-31
Southside Bank-Noncovered LT	P	2010-12-31	2017-12-31
Capital Gain Distribution	P	2000-12-31	2017-12-31
Litigation Settlement Proceeds	P	2000-12-31	2017-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
2,708,979		2,751,219	-42,240
4,185,521		3,170,342	1,015,179
1,142,436		1,102,209	40,227
5,711,946		4,299,406	1,412,540
579			579
629			629

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-42,240
			1,015,179
			40,227
			1,412,540
			579
			629

**TY 2017 Accounting Fees Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Accounting Fees - Bryant & Welborn, LLP	25,900	6,475	0	19,425

**TY 2017 Contractor Compensation Explanation****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 17005038**Software Version:** 2017v2.2

Contractor	Explanation
Luther King Capital Management	Investment Advisor



**TY 2017 Investments - Other Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Income Tax Withheld from Investment Inc	FMV	453	453

**TY 2017 Legal Fees Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	22,715	0	0	22,715

**TY 2017 Other Expenses Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	2,350	588		1,762
Office Epenses	313	78		235

**TY 2017 Other Professional Fees Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fiduciary Fees-Southside Bank	49,996	49,996	0	0
Luther King Capital Management	173,221	173,221	0	0

**TY 2017 Taxes Schedule****Name:** THE ROGERS FOUNDATION**EIN:** 75-2143064**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	30,170			
Foreign Taxes withheld from Dividends	4,585	4,585		

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491318022408	
<div>Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service</div>		<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a></div>			<div>OMB No 1545-0047</div> <div>2017</div>
Name of the organization THE ROGERS FOUNDATION				Employer identification number 75-2143064	
Organization type (check one)					
Filers of:                      Section:					
Form 990 or 990-EZ		<input type="checkbox"/> 501(c)( ) (enter number) organization			
		<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation			
		<input type="checkbox"/> 527 political organization			
Form 990-PF		<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation			
		<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation			
		<input type="checkbox"/> 501(c)(3) taxable private foundation			
Check if your organization is covered by the <b>General Rule</b> or a <b>Special Rule</b> .					
<b>Note.</b> 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					
<input checked="" type="checkbox"/> 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 other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.					
Special Rules					
<input type="checkbox"/> For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 <sup>1</sup> / <sub>3</sub> % 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.					
<input type="checkbox"/> 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 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.					
<input type="checkbox"/> 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 <i>exclusively</i> 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 <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the <b>General Rule</b> applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____					
<b>Caution.</b> 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 <b>must</b> 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)	

<b>Name of organization</b> THE ROGERS FOUNDATION	<b>Employer identification number</b> 75-2143064
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<b>Part I</b> <b>Contributors</b> (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	Rogers Grandchildren's Heritage Trust  Houston, TX 77027	\$ 60,000	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)



<b>Name of organization</b> THE ROGERS FOUNDATION	<b>Employer identification number</b> 75-2143064
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<b>Part III</b>	<b>Exclusively</b> 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 <b>exclusively</b> religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ▶ \$ _____ 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
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	

**FORM 990-PF**  
**2017**  
**SCHEDULE 1**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

**Part XV - Line 2b**

The specific purposes for which the Foundation is organized shall be to promote education by providing funds for schools and educational programs and for scholarships and scholarship funds, and for such other educational, charitable, or religious purposes as the directors of the Corporation deem appropriate

Contributions, Grants, Scholarships, and Scholarship Funds are only given through qualified organizations that meet the qualifications as exempt under Section 501(c)(3) of the Internal Revenue Code

**Organizations must be located in Texas or Idaho.**

If you are a qualifying organization under 501(c)(3) of the Internal Revenue Code and have a valid educational or charitable request, this request should be sent to the Foundation at 2335 Oak Alley, Tyler, Texas 75703, with the following information.

- I Name of your organization  
Address of your organization  
Telephone number of your organization
- II. Information about applicant:
  - 1 Exempt status
  - 2 Copy of ruling or determination letter from IRS
  - 3. Is the applicant organized as a nonprofit organization under state law?  
If so, what state?
  - 4 Description of applicant's purposes and activities in general
  - 5 Is the applicant controlled by, related to, connected with, or sponsored by another organization? If yes, explain.
  - 6 List the names, addresses and titles of each member of the applicant's governing board
- III Use of Proposed Grant or Gift
  - 1. Amount requested
  - 2 Describe in detail how the amount requested will be used and the benefit it will provide.
  - 3 Person to contact who will administer the proposed grant or gift.  
Include a description of the person's experience and qualifications to administer the program

**FORM 990-PF**  
**2017**  
**SCHEDULE 2**  
**THE ROGERS FOUNDATION**  
**EIN 75-2143064**

**Part XV - Line 3 Grants and Contributions Paid During the Year**

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Alzheimer's Alliance of NE Texas 211 Winchester Tyler, TX 75701	None	Charitable	Donations for Building Lease & Fundraiser	30,000
All Saints Episcopal School 2695 SSW Loop 323 Tyler, TX 75701	None	Educational	Donation for Capital Project	100,000
American Cancer Society 1301 S Broadway Tyler, TX 75701-3010	None	Charitable	Donation for Fundraiser	10,000
Angel's Layettes 1409 Brandywine Dr Tyler, TX 75703	None	Charitable	Donation for Operations	20,000
Animal Shelter of Wood River Valley P O Box 1496 Hailey, ID 83353	None	Charitable	Donation for Operations	5,000
ARC of Smith County 5520 Old Bullard Rd #111 Tyler, TX 75703	None	Charitable	Donation for Operations	20,000
Azalea Academy for Exceptional Adults 1506 S Chilton Avenue Tyler, TX 75701	None	Charitable	Donations for Operations	15,000
Azleway, Inc 15892 CR 26 Tyler, TX 75707-9136	None	Charitable	Donations for Fundraiser	10,000
Bethesda Christian School 4700 N. Beach St. Fort Worth, TX 76137	None	Charitable	Donation for Operations	50,000
Bethesda Health Clinic 409 W Ferguson St. Tyler, TX 75702	None	Charitable	Donations for Operations	50,000
Bishop K Gorman Catholic School 1405 E S E Loop 323 Tyler, TX 75701	None	Charitable	Donation for Capital Campaign	100,000

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<u>Recipient</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Boot Campaign 3300 S Broadway, Suite 104 Tyler, TX 75701	None	Charitable	Donation for Fundraiser	10,000
Boulder Mountain Clayworks Lauren Street P O Box 3725 Ketchum, ID 83340	None	Charitable	Donation for Operations	10,000
Boy Scouts of America, East Tx Council 1331 E Fifth Street Tyler, TX 75701	None	Charitable	Donation for Fundraiser	5,000
Breckenridge Village 15062 CR 1145 Tyler, TX 75704	None	Charitable	Capital Campaign Pledge	50,000
Camp Deer Run, Inc 1227 FM 4590 Winnsboro, TX 75494	None	Religious	Donation for Capital Campaign	25,000
Camp Rainbow Gold, Inc 216 W. Jefferson St Boise, ID 83702		Charitable	Donation for Operations	10,000
Camp Tyler Foundation P O Box 1916 Whitehouse, TX 75791	None	Charitable	Donation for Operations	15,000
Cancer Foundation for Life 218 N College Ave Tyler, TX 75702	None	Charitable	Donation for Pledge	100,000
CASA for Kids of East Texas 3728 Southpark Drive Tyler, TX 75703	None	Charitable	Donation for Operations	10,000
Cenikor Foundation 11111 Katy Freeway, Suite 500 Houston, TX 77079	None	Charitable	Donation for Operations	50,000
Children's Advocacy Center 3210 Frankston Hwy Tyler, TX 75791	None	Charitable	Donation for Operations	5,000

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Children's Park of Tyler 5380 Old Bullard Rd, Suite 600-122 Tyler, TX 75703	None	Charitable	Donation for Capital Campaign	25,000
Christus Trinity Mother Frances Foundation 100 E Ferguson, Suite 800 Tyler, TX 75702	None	Charitable	Donation for Fundraiser	5,000
Crohn's & Colitis Foundation 12801 North Central Expressway Suite 530 Dallas, TX 75243	None	Charitable	Donation for Operations	5,000
Cystic Fibrosis Foundation 1021 ESE Loop 323, Suite #300C Tyler, TX 75701	None	Charitable	Donation for Fundraiser	5,000
Discovery Science Place 308 N Broadway Tyler, TX 75702	None	Charitable	Donation for Programs & Fundraiser	25,000
East Texas Crisis Center P O Box 7060 Tyler, TX 75711	None	Charitable	Donation for Operations	50,000
East Texas Food Bank 3201 Robertson Road Tyler, TX 75701	None	Charitable	Pledge Payment for Operations	100,000
East Texas Symphony Orchestra, Inc P O Box 6323 Tyler, TX 75711-6323	None	Charitable	Donation for Programs	20,000
Encouragement FM P.O. Box 8525 Tyler, TX 75711-8525	None	Religious	Donation for Operations	10,000
George W Bush Foundation P. O Box 600610 Dallas, TX 75206	None	Charitable	Donation for Operations	25,000
Girl Scouts of Northeast Texas Brenda Rozinsky 6001 Summerside Dr Dallas, TX 75252	None	Charitable	Donation for Operations	5,000

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Great Foundations Heather Wilson PO Box 133228 Tyler TX 75713	None	Charitable	Donation for Operations	20,000
Hope Haven 713 WSW Loop 323, Suite H #142 Tyler, TX 75701	None	Charitable	Donation for Capital Project	30,000
Hospice & Pallative Care of the Wood River Valley P O Box 4320 Ketchum, ID 83340	None	Charitable	Donation for Operations	5,000
Junior Achievement 318 E Fifth Street Tyler, TX 75701	None	Charitable	Donation for Fundraiser	6,000
Junior League of Tyler, Inc. 1919 S Donnybrook Tyler, TX 75701	None	Charitable	Donation for Fundraiser	10,000
Leadership Tyler 315 N Broadway, Suite 202 Tyler, TX 75702	None	Charitable	Donation for Operations	5,000
Literacy Council of Tyler P O Box 6662 Tyler, TX 75711-6662	None	Charitable	Donation for Operations	20,000
Make-A-Wish Foundation 215 Winchester Dr, Suite 109 Tyler, TX 75701	None	Charitable	Donation for Operations	10,000
Marvin United Methodist Church 300 W Erwin Tyler, TX 75702	None	Religious	Donation for Concert Series and Other Projects	10,500
Meals on Wheels Ministry, Inc 3001 Robertson Road Tyler, Texas 75701	None	Charitable	Pledge Payment for Operations	100,000
NAMI - Wood River Valley, Inc P O Box 95 Hailey, ID 83333	None	Charitable	Donation for Operations	10,000

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PATH 402 W Front St. Tyler, TX 75702	None	Charitable	Donation for Operations	20,000
Pets Fur People 1823 CR 386 Tyler, TX 75708	None	Charitable	Donation for Operations	10,000
Philanthropy Southwest 8350 N Central Expressway, Suite M-1012 Dallas, TX 75206	None	Charitable	Donation for Operations	2,300
Presbyterian Church of the Big Wood PO Box 660 Ketchum, ID 83340	None	Charitable	Donation for Operations	10,000
Salvation Army 633 N Broadway Tyler, TX 75702	None	Charitable	Donation for Operations	20,000
Samaritan Counseling Center of East Texas 218 N College Avenue Tyler, TX 75702	None	Charitable	Donation for Operations and Conference	65,000
Samaritan's Purse PO Box 3000 Boone, NC 28607	None	Charitable	Donation for Hurricane Harvey Relief	25,000
Smith County Champions for Children 4883 Hightech Drive Tyler, TX 75703	None	Charitable	Donation for Operations	25,000
St Luke's Wood River Foundation P O Box 7005 Ketchum, ID 83340	None	Charitable	Donation for Operations	10,000
St Thomas Episcopal Church P.O. Box 1070 Sun Valley, ID 83340	None	Charitable	Donation for Operations	10,000
St. Paul Children's Foundation 132 S Horace Avenue Tyler, TX 75702	None	Charitable	Donation for Operations	5,000

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Sun Valley Center for Arts P.O. Box 656 Sun Valley, ID 83353	None	Charitable	Donation for Operations	20,000
Sun Valley Opera P.O. Box 7187 Ketchum, ID 83340	None	Charitable	Donation for Operations	5,000
Sun Valley Summer Symphony P.O. Box 1914 Sun Valley, ID 83353	None	Charitable	Donation for Operations	20,000
Sun Valley Writers' Conference P.O. Box 551 Monterey, CA 93942	None	Charitable	Donation - Event Sponsorship	20,000
Susan G. Komen Tyler Affiliate P.O. Box 6217 Tyler, TX 75711	None	Charitable	Donation - Event Sponsorship	5,000
The Advocates P.O. Box 3216 Hailey, ID 83333-3216	None	Charitable	Donation for Operations	5,000
The Mentoring Alliance 504 W. 32nd Street Tyler, TX 75702	None	Charitable	Donation for Operations	5,000
The Senior Connection P.O. Box 28 Hailey, ID 83333	None	Charitable	Donation for Operations	5,000
Therapet, Inc P.O. Box 130118 Tyler, TX 75713	None	Charitable	Donation for Fundraiser	2,500
Timberline Baptist Camp & Conference Center 15363 FM 849 Lindale, TX 75771-2410	None	Charitable	Donation for Operations	10,000
Truett Theological Seminary One Bear Place #97050 Waco, TX 76798-7050	None	Charitable	Donation for Scholarships	150,000



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Tyler Day Nursery 2901 W Gentry Parkway Tyler, TX 75702	None	Charitable	Donation for Operations	4,500
Tyler Junior College 1327 South Baxter Avenue Tyler, Texas 75711	None	Charitable	Donation for Capital Campaign Pledge	500,000
Tyler Museum of Art 1300 S Mahon Tyler, TX 75701	None	Charitable	Donations for Operations and Fundraiser	42,500
Tyler-Smith County Child Welfare Board P O. Box 132494 Tyler, TX 75713-2494	None	Charitable	Donation for Operations	15,000
United Way 4000 Southpark Drive Tyler, TX 75703	None	Charitable	Donation for Capital Campaign Pledge	75,000
University of Texas at Tyler Foundation 3900 University Blvd Tyler, TX 75701-9730	None	Education	Donation for Fisch Pharmacy School	16,000
Women's Symphony League P.O Box 6823 Tyler, TX 75711	None	Charitable	Donation for Operations	25,000
Wood River Community YMCA P O Box 6801 Ketchum, ID 83340	None	Charitable	Donation for Operations	5,000
Young Audiences 200 E Amherst Street Tyler, TX 75701	None	Charitable	Donation for Operations	30,000
Young Life P O Box 7763 Tyler, TX 75711	None	Charitable	Donation for Operations	<u>5,000</u>
Total Donations				<u>2,369,300</u>