

EXTENDED TO NOVEMBER 15, 2019
Return of Private Foundation

OMB No 1545-0052

2018

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation: **THOMAS A. RODGERS JR. FAMILY FOUNDATION**

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

Room/suite: _____

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

A Employer identification number: **04-3442439**

B Telephone number: **401-272-9100**

C If exemption application is pending, check here **6**

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

H Check type of organization: Section 501(c)(3) exempt private foundation **04**
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 27,731,544.**

J Accounting method: Cash Accrual
 Other (specify) _____

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Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" 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	791,208.	791,208.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,734,167.			
	b Gross sales price for all assets on line 6a	15,160,451.			
	7 Capital gain net income (from Part IV, line 2)		1,734,167.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	31,817.	31,817.		STATEMENT 2	
12 Total Add lines 1 through 11	2,557,192.	2,557,192.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 3	227,759.	172,021.	55,738.
	17 Interest				
	18 Taxes	STMT 4	107,792.	20,394.	400.
	19 Depreciation and depletion		8,965.	0.	8,965.
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	118,129.	0.	1,125.	
24 Total operating and administrative expenses - Add lines 13 through 23		462,645.	192,415.	66,228.	
25 Contributions, gifts, grants paid		1,454,000.		1,454,000.	
26 Total expenses and disbursements - Add lines 24 and 25		1,916,645.	192,415.	1,520,228.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		640,547.			
b Net investment income (if negative, enter -0-)			2,364,777.		
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				
	2	Savings and temporary cash investments		1,868,867.	480,449.	480,449.
	3	Accounts receivable ▶ 1,047.				
		Less: allowance for doubtful accounts ▶		12,429.	1,047.	1,047.
	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				
	10a	Investments - U.S. and state government obligations STMT 6		223,635.	769,803.	771,612.
	b	Investments - corporate stock STMT 7		23,145,402.	22,096,571.	21,539,347.
	c	Investments - corporate bonds STMT 8		1,056,129.	3,289,225.	3,275,140.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		1,507,378.	1,783,395.	1,663,949.	
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		27,813,840.	28,420,490.	27,731,544.	
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 ▶ STATEMENT 10)		21,984.	2,200.	
23	Total liabilities (add lines 17 through 22)		21,984.	2,200.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26, and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		27,791,856.	28,418,290.		
30	Total net assets or fund balances		27,791,856.	28,418,290.		
31	Total liabilities and net assets/fund balances		27,813,840.	28,420,490.		

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	27,791,856.
2	Enter amount from Part I, line 27a	2	640,547.
3	Other increases not included in line 2 (itemize) ▶ NONDIVIDEND DISTRIBUTION	3	13,013.
4	Add lines 1, 2, and 3	4	28,445,416.
5	Decreases not included in line 2 (itemize) ▶ BOOK/TAX DIFFERENCE	5	27,126.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,418,290.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 15,160,451.		13,426,284.	1,734,167.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,734,167.

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	1,734,167.
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 doesn't 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))
2017	1,400,856.	30,406,713.	.046071
2016	1,207,842.	28,428,233.	.042487
2015	1,482,678.	29,084,181.	.050979
2014	1,546,164.	30,431,169.	.050809
2013	1,525,717.	29,430,788.	.051841

2 Total of line 1, column (d)	2	.242187
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048437
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	29,519,104.
5 Multiply line 4 by line 3	5	1,429,817.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,648.
7 Add lines 5 and 6	7	1,453,465.
8 Enter qualifying distributions from Part XII, line 4	8	1,520,228.

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)

Table with 11 rows for excise tax calculation. Includes sub-tables for credits/payments (6a-6d) and total amounts. Total tax due is 49,638.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, tax on political expenditures, and state reporting.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows include questions 11-16 regarding controlled entities, distributions, public inspection, website address, books in care, and foreign country interests.

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.

Table with 3 columns: Question, Yes, No. Rows include questions 1a-1c, 2a-2c, 3a-3b, and 4a-4b regarding Form 4720 requirements.

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:			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) 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			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) 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			
(5) 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 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 Organizations relying on a current notice regarding disaster assistance, check here	N/A <input type="checkbox"/>	5b		
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
6a 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 Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b		X
7a 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 If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

1 List all officers, directors, trustees, and 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
SARAH MCNEILL PO BOX 159 NEWPORT, RI 02840	PRES/DIR/SEC 5.00	0.	0.	0.
THOMAS A. RODGERS IV PO BOX 159 NEWPORT, RI 02840	DIR/TREAS. 5.00	0.	0.	0.
ROBERT F. STOICO PO BOX 159 NEWPORT, RI 02840	DIR 5.00	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. Rows include MORGAN STANLEY, OPPENHEIMER & CO, FOUNDATION SOURCE, and GOLDMAN SACHS.

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. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	28,274,626.
b	Average of monthly cash balances	1b	1,687,953.
c	Fair market value of all other assets	1c	6,055.
d	Total (add lines 1a, b, and c)	1d	29,968,634.
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	29,968,634.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	449,530.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,519,104.
6	Minimum investment return . Enter 5% of line 5	6	1,475,955.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,475,955.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	23,648.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	23,648.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,452,307.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,452,307.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,452,307.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,520,228.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions . Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,520,228.
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	23,648.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	1,496,580.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,452,307.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,298,540.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4. ▶ \$ 1,520,228.				
a Applied to 2017, but not more than line 2a			1,298,540.	
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 2018 distributable amount				221,688.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				1,230,619.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 2018, 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				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number or email address of the person to whom applications should be addressed:
- SEE STATEMENT 11**
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATIVITY PREPARATORY SCHOOL NEW BEDFORD INC 66 SPRING STREET NEW BEDFORD, MA 02740			GENERAL & UNRESTRICTED	125,000.
SALVE REGINA UNIVERSITY 100 OCHRE POINT AVE NEWPORT, RI 02840			O'HARE COMMITMENT FUND	200,000.
OUR SISTERS SCHOOL INC 145 BROWNELL AVE NEW BEDFORD, MA 02740			SCHOLARSHIP FUND	30,000.
BRISTOL COMMUNITY COLLEGE FOUNDATION INC 777 ELSEBREE ST NO D-118 FALL RIVER, MA 02720			SCHOLARSHIP FUND	150,000.
SAN MIGUEL EDUCATION CENTER 525 BRANCH AVE PROVIDENCE, RI 02904			SCHOLARSHIP FUND	30,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	1,454,000.
b Approved for future payment				
NONE				
Total				
			▶ 3b	0.

THOMAS A. RODGERS JR. FAMILY FOUNDATION

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.)
OPPENHEIMER (PUBLICLY TRADED SEC.)	P		
OPPENHEIMER (PUBLICLY TRADED SEC.)	P		
MORGAN STANLEY 015722 (PUBLICLY TRADED SEC.)	P		
MORGAN STANLEY 015722 (PUBLICLY TRADED SEC.)	P		
MORGAN STANLEY 012031 (PUBLICLY TRADED SEC.)	P		
MORGAN STANLEY 012031 (PUBLICLY TRADED SEC.)	P		
MORGAN STANLEY 012424 (PUBLICLY TRADED SEC.)	P		
MORGAN STANLEY 012424 (PUBLICLY TRADED SEC.)	P		
GOLDMAN SACHS 793552 (PUBLICLY TRADED SEC.)	P		
GOLDMAN SACHS 747103 (PUBLICLY TRADED SEC.)	P		
GOLDMAN SACHS 759777 (PUBLICLY TRADED SEC.)	P		
GOLDMAN SACHS 759777 (PUBLICLY TRADED SEC.)	P		
GOLDMAN SACHS 759728 (PUBLICLY TRADED SEC.)	P		
GOLDMAN SACHS 759728 (PUBLICLY TRADED SEC.)	P		
GOLDMAN SACHS 759736 (PUBLICLY TRADED SEC.)	P		

(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)
1,607,530.		1,431,179.	176,351.
4,772,382.		3,449,070.	1,323,312.
210,000.		210,015.	-15.
50,000.		50,000.	0.
67,619.		79,969.	-12,350.
209,485.		224,978.	-15,493.
66,555.		66,193.	362.
325,098.		325,552.	-454.
8,599.		7,253.	1,346.
775,086.		833,945.	-58,859.
556,345.		558,633.	-2,288.
682,140.		669,910.	12,230.
97,056.		107,214.	-10,158.
232,589.		218,705.	13,884.
174,080.		174,092.	-12.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
			176,351.
			1,323,312.
			-15.
			0.
			-12,350.
			-15,493.
			362.
			-454.
			1,346.
			-58,859.
			-2,288.
			12,230.
			-10,158.
			13,884.
			-12.

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	
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	

THOMAS A. RODGERS JR. FAMILY FOUNDATION

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.)
a GOLDMAN SACHS 759736 (PUBLICLY TRADED SEC.)	P		
b GOLDMAN SACHS 759751 (PUBLICLY TRADED SEC.)	P		
c GOLDMAN SACHS 759751 (PUBLICLY TRADED SEC.)	P		
d GOLDMAN SACHS 759769 (PUBLICLY TRADED SEC.)	P		
e GOLDMAN SACHS 759769 (PUBLICLY TRADED SEC.)	P		
f GOLDMAN SACHS 788057 (PUBLICLY TRADED SEC.)	P		
g GOLDMAN SACHS 759744 (PUBLICLY TRADED SEC.)	P		
h GOLDMAN SACHS 759744 (PUBLICLY TRADED SEC.)	P		
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(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 125,000.		124,652.	348.
b 90,868.		88,305.	2,563.
c 215,560.		171,921.	43,639.
d 859,642.		968,738.	-109,096.
e 2,835,605.		2,535,001.	300,604.
f 29,560.		29,340.	220.
g 325,576.		344,456.	-18,880.
h 707,464.		757,163.	-49,699.
i 136,612.			136,612.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			348.
b			2,563.
c			43,639.
d			-109,096.
e			300,604.
f			220.
g			-18,880.
h			-49,699.
i			136,612.
j			
k			
l			
m			
n			
o			

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	1,734,167.
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 XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EASTER SEALS INC 213 ROBINSON ST WAKEFIELD, RI 02879			OUTPATIENT PROGRAMS	15,000.
FALL RIVER TENNIS & EDUCATION FOUNDATION INC 209 BEDFORD ST FALL RIVER, MA 02720			SUMMER PROGRAM	1,500.
POLICE ATHLETIC LEAGUE OF FALL RIVER INC 31 FRANKLIN ST FALL RIVER, MA 02720			GENERAL & UNRESTRICTED	5,000.
STAR KIDS SCHOLARSHIP PROGRAM PO BOX 50494 NEW BEDFORD, MA 02745			GENERAL & UNRESTRICTED	16,000.
BISHOP CONNOLLY HIGH SCHOOL 373 ELSBREE ST FALL RIVER, MA 02720			GENERAL & UNRESTRICTED	30,000.
SAINT PHILOMENA SCHOOL INC 324 CORYS LANE PORTSMOUTH, RI 02871			SCHOLARSHIP FUND & TUITION ASSISTANCE	30,000.
NEWPORT PERFORMING ARTS CENTER PO BOX 234 NEWPORT, RI 02840			EDUCATION CENTER	50,000.
USMMA SAILING FOUNDATION INC 300 STEAMBOAT RD KINGS POINT, NY 11024			GENERAL & UNRESTRICTED	15,000.
NEWPORT HOSPITAL FOUNDATION INC 20 POWEL AVE NEWPORT, RI 02840			GENERAL & UNRESTRICTED	50,000.
ORDER OF ST BENEDICT IN PORTSMOUTH RI - PORTSMOUTH ABBEY SCHOOL 285 CORYS LANE PORTSMOUTH, RI 02871			GENERAL & UNRESTRICTED	50,000.
Total from continuation sheets				919,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
YEAR UP INC 40 FOUNTAIN STREET PROVIDENCE, RI 02903			YEAR UP PROVIDENCE TUITION ASSISTANCE	30,000.
WESTPORT LAND CONSERVATION TRUST INC PO BOX 3975 WESTPORT, MA 02790			ST. VINCENT DE PAUL LAND	25,000.
LITTLE FLOWER HOME INC 304 HOOPER ST TIVERTON, RI 02878			SUPPLIES, FOOD & HOME REPAIR FOR HOMELESS PREGNANT WOMEN	12,000.
INTERNATIONAL TENNIS HALL OF FAME INCORPORATED 194 BELLEVUE AVE NEWPORT, RI 02840			CAPITAL IMPROVEMENTS	20,000.
FAMILY SERVICE ASSOCIATION OF GREATER FALL RIVER INC 151 ROCK ST FALL RIVER, MA 02720			RENOVATION	40,000.
JUNIOR ACHIEVEMENT OF SOUTHERN MASSACHUSETTS 128 UNION ST. STE 304 NEW BEDFORD, MA 02740			OPERATIONAL SUPPORT	15,000.
YOUTH OPPORTUNITIES UNLIMITED INC 224 BROCK AVE NEW BEDFORD, MA 02744			AFTER SCHOOL PROGRAMS	8,500.
NEW BEDFORD WOMENS CENTER INC 405 COUNTY ST NEW BEDFORD, MA 02740			GENERAL & UNRESTRICTED	15,000.
BOY CLUBS & GIRLS CLUBS OF NEWPORT COUNTY INC 1 YORK STREET NEWPORT, RI 02840			GENERAL & UNRESTRICTED	25,000.
HOPE FUNDS FOR CANCER RESEARCH 174 BELLEVUE AVE STE 208 NEWPORT, RI 02840			GENERAL & UNRESTRICTED	55,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CYSTIC FIBROSIS FOUNDATION 57 EXECUTIVE PARK S STE 380 ATLANTA, GA 30329			GENERAL & UNRESTRICTED	10,000.
TASHIRAT FOUNDATION 14525 SW MILLIKEN WAY 26465 BEAVERTON, OR 97005			TEACHERS SALARIES FUND	25,000.
YOUTH OPPORTUNITIES UNLIMITED INC 224 BROCK AVE NEW BEDFORD, MA 02744			GENERAL & UNRESTRICTED	8,500.
NAVAL WAR COLLEGE FOUNDATION INC 686 CUSHING RD NEWPORT, RI 02841			GENERAL & UNRESTRICTED	5,000.
SEAMENS CHURCH INSTITUTE OF NEWPORT RI 18 MARKET SQ NEWPORT, RI 02840			GENERAL & UNRESTRICTED	1,500.
VISITING NURSE SERVICES OF NEWPORT AND BRISTOL COUNTIES 114 E MAIN RD PORTSMOUTH, RI 02871			GENERAL & UNRESTRICTED	10,000.
THOMAS CHEW MEMORIAL BOYS CLUB INC 803 BEDFORD ST FALL RIVER, MA 02720			GENERAL & UNRESTRICTED	50,000.
NATIVITY PREPARATORY SCHOOL NEW BEDFORD INC 66 SPRING STREET NEW BEDFORD, MA 02740			GENERAL & UNRESTRICTED	40,000.
UNTIED WAY OF GREATER FALL RIVER INC 30 BEDFORD ST FALL RIVER, MA 02720			GENERAL & UNRESTRICTED	85,000.
NATIVITY PREPARATORY SCHOOL NEW BEDFORD INC 66 SPRING STREET NEW BEDFORD, MA 02740			GENERAL & UNRESTRICTED	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SALVE REGINA UNIVERSITY 100 OCHRE POINT AVE NEWPORT, RI 02840			O'HARE COMMITMENT FUND	100,000.
RHODE ISLAND COMMUNITY FOOD BANK ASSOCIATION 200 NIANTIC AVE PROVIDENCE, RI 02907			FOOD SHORTAGE PROGRAM	5,000.
SOCIETY FOR HUMAN ADVANCEMENT THROUGH REHAB ENGINEERING FDN INC 285 OLD WESPORT RD N DARTMOUTH, MA 02747			GENERAL & UNRESTRICTED	10,000.
FALL RIVER HISTORICAL SOCIETY 451 ROCK ST FALL RIVER, MA 02720			GENERAL & UNRESTRICTED	10,000.
STAR KIDS SCHOLARSHIP PROGRAM PO BOX 50494 NEW BEDFORD, MA 02745			GENERAL & UNRESTRICTED	1,000.
Total from continuation sheets				

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
GOLDMAN SACHS 747103	16,471.	1,885.	14,586.	14,586.	
GOLDMAN SACHS 759728	6,126.	0.	6,126.	6,126.	
GOLDMAN SACHS 759736	37,524.	0.	37,524.	37,524.	
GOLDMAN SACHS 759744	14,287.	5.	14,282.	14,282.	
GOLDMAN SACHS 759751	6,865.	0.	6,865.	6,865.	
GOLDMAN SACHS 759769	103,724.	5,956.	97,768.	97,768.	
GOLDMAN SACHS 759777	5,252.	0.	5,252.	5,252.	
GOLDMAN SACHS 788057	323.	0.	323.	323.	
GOLDMAN SACHS 793552	320.	0.	320.	320.	
MORGAN STANLEY 012031	37,358.	0.	37,358.	37,358.	
MORGAN STANLEY 012419	391,110.	121,127.	269,983.	269,983.	
MORGAN STANLEY 012424	25,327.	0.	25,327.	25,327.	
MORGAN STANLEY 015722	7,997.	0.	7,997.	7,997.	
OPPENHEIMER	275,136.	7,639.	267,497.	267,497.	
TO PART I, LINE 4	927,820.	136,612.	791,208.	791,208.	

FORM 990-PF	OTHER INCOME			STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
GOLDMAN SACHS	397.	397.		
SALIENT MLP - INTEREST INCOME	11,651.	11,651.		
SALIENT MLP - DIVIDEND INCOME	5,195.	5,195.		
SALIENT MLP - S/T	847.	847.		
SALIENT MLP - L/T GAIN	1,610.	1,610.		
OAK STREET REAL ESTATE - INTEREST INCOME	1,872.	1,872.		

OAK STREET REAL ESTATE - DIVIDEND INCOME	982.	982.
OAK STREET REAL ESTATE - OTHER DEDUCTIONS	-264.	-264.
FUNDAMENTAL PARTNERS III - ORDINARY INCOME	2,506.	2,506.
FUNDAMENTAL PARTNERS III - RENTAL INCOME	-10,512.	-10,512.
FUNDAMENTAL PARTNERS III - OTHER RENTAL	3,160.	3,160.
FUNDAMENTAL PARTNERS III - S/T GAIN	2,522.	2,522.
FUNDAMENTAL PARTNERS III - L/T GAIN	-558.	-558.
FUNDAMENTAL PARTNERS III - OTHER INCOME	1,643.	1,643.
FUNDAMENTAL PARTNERS III - OTHER DEDUCTIONS	-5,166.	-5,166.
RIVERVIEW STRATEGIC OPP FUND - ORDINARY INCOME	-34.	-34.
RIVERVIEW STRATEGIC OPP FUND - INTEREST INCOME	665.	665.
RIVERVIEW STRATEGIC OPP FUND - DIVIDEND INCOME	149.	149.
RIVERVIEW STRATEGIC OPP FUND - S/T GAIN	130.	130.
RIVERVIEW STRATEGIC OPP FUND - L/T GAIN	2,020.	2,020.
RIVERVIEW STRATEGIC OPP FUND - 1231 GAIN	-1.	-1.
RIVERVIEW STRATEGIC OPP FUND - OTHER INCOME	220.	220.
RIVERVIEW STRATEGIC OPP FUND - OTHER DEDUCTIONS	66.	66.
FUNDAMENTAL PARTNERS III - INTEREST	11,751.	11,751.
FUNDAMENTAL PARTNERS III - OTHER DEDUCTIONS	-8,321.	-8,321.
RIVERVIEW STRATEGIC OPP FUND - OTHER DEDUCTIONS	-5,322.	-5,322.
SALIENT MLP - OTHER DEDUCTIONS	-9,603.	-9,603.
SALIENT MLP - FOREIGN TAXES PAID	-146.	-146.
BRIDGE SENIORS HOUSING & MEDICAL PROPERTIES FUND II INTERNATIONAL - A - INT	9,024.	9,024.
BRIDGE MULTIFAMILY & COMMERCIAL OFFICE FUND II INTERNATIONAL - INTEREST	1,185.	1,185.
BRIDGE MULTIFAMILY & COMMERCIAL OFFICE FUND II INTERNATIONAL - LT G/L	14,149.	14,149.
TOTAL TO FORM 990-PF, PART I, LINE 11	31,817.	31,817.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	226,987.	172,021.		54,966.
FILING FEE	772.	0.		772.
TO FORM 990-PF, PG 1, LN 16C	227,759.	172,021.		55,738.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	87,398.	0.		400.
FOREIGN TAXES	20,394.	20,394.		0.
TO FORM 990-PF, PG 1, LN 18	107,792.	20,394.		400.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	551.	0.		551.
OFFICE SUPPLIES	574.	0.		574.
OTHER DEDUCTIONS SALIENT MLP	117,004.	0.		0.
TO FORM 990-PF, PG 1, LN 23	118,129.	0.		1,125.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS	X		769,803.	771,612.
TOTAL U.S. GOVERNMENT OBLIGATIONS			769,803.	771,612.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			769,803.	771,612.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	22,096,571.	21,539,347.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,096,571.	21,539,347.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	3,289,225.	3,275,140.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,289,225.	3,275,140.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	1,783,395.	1,663,949.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,783,395.	1,663,949.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 10	
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
OUTSTANDING OPTIONS	21,984.	2,200.	
TOTAL TO FORM 990-PF, PART II, LINE 22	21,984.	2,200.	

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANT APPLICATIONS TO FOUNDATION
PO BOX 159
NEWPORT , RI 02840

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

4012729100

GRANT APPLICATIONS TO FOUNDATION

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST STATING THE NATURE OF ORGANIZATION AND INTENDED USE OF FUNDS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE