

Form **990-PF**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending

Ralph B. Rogers Foundation
13901 Midway Rd., Suite 102-212
Dallas, TX 75244

A Employer identification number
20-3452395

B Telephone number (see instructions)
972-392-3202

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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 **OK**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 9,980,791.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)					
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	2,854.	2,854.	N/A		
	4 Dividends and interest from securities	164,538.	164,538.			
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	838,004.				
	b Gross sales price for all assets on line 6a 3,430,532.					
	7 Capital gain net income (from Part IV, line 2)		838,004.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less: Cost of goods sold						
c Gross profit or (loss) (attach schedule)						
11 Other income (attach schedule)						
See Statement 1		54,629.	54,629.			
12 Total. Add lines 1 through 11		1,060,025.	1,060,025.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.				
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach sch) See St 2	3,450.	1,725.		1,725.	
	c Other professional fees (attach sch) See St 3	36,163.	36,163.			
	17 Interest					
	18 Fees (attach schedule) (see instrs) See St 4	15,215.	615.			
	19 Depreciation (attach schedule) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings	8,153.			8,153.	
	22 Printing and publications					
	23 Other expenses (attach schedule)					
	See Statement 5		64,002.	61,440.		2,557.
	24 Total operating and administrative expenses. Add lines 13 through 23		126,983.	99,943.		12,435.
25 Contributions, gifts, grants paid Part XV		714,000.			714,000.	
26 Total expenses and disbursements. Add lines 24 and 25		840,983.	99,943.		726,435.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		219,042.				
b Net investment income (if negative, enter -0-)			960,082.			
c Adjusted net income (if negative, enter -0-)						

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash — non-interest-bearing	51,855.	10,508.	10,508.
	2 Savings and temporary cash investments	407,593.	564,437.	564,437.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)		1,281,359.	1,287,579.
	b Investments — corporate stock (attach schedule) Statement 6	1,440,909.	1,179,445.	2,622,152.
	c Investments — corporate bonds (attach schedule) Statement 7	2,377,803.	2,717,463.	2,718,299.
Liabilities	11 Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 8	3,577,225.	2,430,408.	2,708,604.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe See Statement 9)	122,497.	69,212.	69,212.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	7,977,882.	8,252,832.	9,980,791.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Unrestricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	7,977,882.	8,252,832.	
	30 Total net assets or fund balances (see instructions)	7,977,882.	8,252,832.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,977,882.	8,252,832.	

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	7,977,882.
2 Enter amount from Part I, line 27a	2	219,042.
3 Other increases not included in line 2 (itemize) See Statement 10	3	55,908.
4 Add lines 1, 2, and 3	4	8,252,832.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,252,832.

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.)
1 a publicly traded securities	P	Various	Various
b K-1 pass-through capital gains (losses)	P	Various	Various
c long-term capital gain dist.	P	Various	Various
d SEG Partners II, LP final redemption	P	1/01/16	9/30/18
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 2,881,862.		2,592,509.	289,353.
b 536,580.			536,580.
c 12,090.			12,090.
d		19.	-19.
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			289,353.
b			536,580.
c			12,090.
d			-19.
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	838,004.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

☐ Yes☒ No

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

(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	496,244.	10,531,639.	0.047119
2016	760,460.	10,109,943.	0.075219
2015	551,337.	10,546,676.	0.052276
2014	454,198.	10,910,516.	0.041629
2013	1,131,703.	10,693,871.	0.105827

2 Total of line 1, column (d)	2	0.322070
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	0.064414
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	10,384,313.
5 Multiply line 4 by line 3	5	668,895.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,601.
7 Add lines 5 and 6	7	678,496.
8 Enter qualifying distributions from Part XII, line 4	8	726,435.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	9,601.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	0.
3 Add lines 1 and 2		3	9,601.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,601.
6 Credits/Payments			
a 2018 estimated tax pmts and 2017 overpayment credited to 2018	6 a	11,085.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	11,085.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,484.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax 1,484. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered. See instructions TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>David Rogers</u> Telephone no <u>972-392-3202</u> Located at <u>13901 Midway Rd., Suite 102-212 Dallas TX</u> ZIP + 4 <u>75244</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>	16	X

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

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

	Yes	No
1 a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <u></u>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2018 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 2018)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions**5b** N/A

Organizations relying on a current notice regarding disaster assistance, check here

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

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

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

If 'Yes' to 6b, file Form 8870

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

N/A

7b**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?☐ Yes ☒ 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. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. See instructions. If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	7,946,993.
b	Average of monthly cash balances	1 b	551,363.
c	Fair market value of all other assets (see instructions)	1 c	2,044,094.
d	Total (add lines 1a, b, and c)	1 d	10,542,450.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,542,450.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	158,137.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,384,313.
6	Minimum investment return. Enter 5% of line 5	6	519,216.

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	519,216.
2 a	Tax on investment income for 2018 from Part VI, line 5	2 a	9,601.
b	Income tax for 2018 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	9,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	509,615.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	509,615.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	509,615.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	726,435.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	726,435.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	9,601.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	716,834.

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.

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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				509,615.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	594,602.			
b From 2014				
c From 2015	40,717.			
d From 2016	259,751.			
e From 2017				
f Total of lines 3a through e	895,070.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 726,435.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2018 distributable amount				509,615.
e Remaining amount distributed out of corpus	216,820.			
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	1,111,890.			
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 instructions			0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	594,602.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	517,288.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015	40,717.			
c Excess from 2016	259,751.			
d Excess from 2017				
e Excess from 2018	216,820.			

BAA

Form 990-PF (2018)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year See statement 13			See statement 13	714,000.
Total			3 a	714,000.
<i>b</i> Approved for future payment				
Total			3 b	

Ralph B. Rogers Foundation

20-3452395

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Collins Capital	\$ 1,459.	\$ 1,459.	
Cooper Square Fund K-1	33,710.	33,710.	
SEG Partners II LP K-1	19,460.	19,460.	
Total	<u>\$ 54,629.</u>	<u>\$ 54,629.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping and tax preparation	\$ 3,450.	\$ 1,725.		\$ 1,725.
Total	<u>\$ 3,450.</u>	<u>\$ 1,725.</u>		<u>\$ 1,725.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management	\$ 36,163.	\$ 36,163.		
Total	<u>\$ 36,163.</u>	<u>\$ 36,163.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax paid	\$ 14,600.			
Foreign tax paid	615.	\$ 615.		
Total	<u>\$ 15,215.</u>	<u>\$ 615.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	\$ 45.	\$ 45.		
Cooper Square Fund K-1 deductions	34,619.	34,619.		
Meals & Entertainment	1,976.			\$ 1,976.
Office supplies and expenses	581.			581.
SEG Partners II K-1 deductions	26,781.	26,776.		
Total	\$ 64,002.	\$ 61,440.		\$ 2,557.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1600 shs Automatic Data Processing	Cost	\$ 47,533.	\$ 209,792.
533 shs CDK Global Inc.	Cost	6,873.	25,520.
670 shs CVS Health Corp	Cost	54,079.	43,898.
2450 shs Cisco Systems	Cost	52,185.	106,159.
3600 shs Coca-Cola Company	Cost	81,703.	170,460.
1800 shs Emerson Electric Co	Cost	89,730.	107,550.
2800 shs ExxonMobil Corp	Cost	120,373.	190,932.
3000 shs Intel Corp	Cost	61,410.	140,790.
1600 shs Johnson & Johnson	Cost	98,528.	206,480.
2400 shs Microsoft Corp	Cost	60,360.	243,768.
1400 shs Novartis Ag	Cost	56,141.	120,134.
1800 shs Pepsico Inc.	Cost	116,838.	198,864.
2000 shs Raymond James Financial	Cost	47,700.	148,820.
900 shs Ratheon Company	Cost	35,856.	138,015.
1000 shs 3M Company	Cost	69,020.	190,540.
2600 shs Walmart Inc.	Cost	116,406.	242,190.
3000 shs Wells Fargo & Co	Cost	64,710.	138,240.
Total		\$ 1,179,445.	\$ 2,622,152.

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

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
American Express Centurion due 3/1/19	Cost	\$ 124,905.	\$ 124,864.
JPMorgan Chase Bank due 5/17/19	Cost	248,957.	250,297.
Discover Bank due 7/26/19	Cost	249,250.	248,768.
Capital One Bank due 10/1/19	Cost	175,129.	174,184.
Morgan Stanley Bank due 10/7/19	Cost	249,750.	249,380.
Synchrony Bank due 1/16/20	Cost	248,057.	248,563.
Webbank due 3/30/20	Cost	249,250.	248,903.
First State Comnty Bank due 5/29/20	Cost	249,565.	249,605.
First Internet Bank due 6/29/20	Cost	249,500.	249,667.

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bank of Amer NA due 8/03/20	Cost	\$ 174,475.	\$ 174,258.
Iberia Bank due 10/30/20	Cost	249,375.	249,757.
Ally Bank due 12/7/20	Cost	249,250.	250,053.
	Total	<u>\$ 2,717,463.</u>	<u>\$ 2,718,299.</u>

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

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Cooper Square Fund LP	Cost	\$ 800,000.	\$ 1,032,295.
Total Other Investments		<u>\$ 800,000.</u>	<u>\$ 1,032,295.</u>
<u>Other Publicly Traded Securities</u>			
4223 shs Carillon Eagle MidCap Growth	Cost	200,726.	224,124.
10792 shs Dodge & Cox Intl Stock	Cost	447,867.	398,334.
27090 shs Tocqueville Int'l Value	Cost	370,004.	375,466.
4058 shs Vanguard REIT Index	Cost	355,761.	428,977.
3200 shs Vanguard Short Term Bond	Cost	256,050.	249,408.
Total Other Publicly Traded Securities		<u>\$ 1,630,408.</u>	<u>\$ 1,676,309.</u>
	Total	<u>\$ 2,430,408.</u>	<u>\$ 2,708,604.</u>

Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Investment redemption receivable	\$ 69,212.	\$ 69,212.
Total	<u>\$ 69,212.</u>	<u>\$ 69,212.</u>

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

K-1 income not recorded on books		\$ 55,908.
Total		<u>\$ 55,908.</u>

Statement 11
Form 990-PF, Part VII-A, Line 12
Explanation of Distribution to Donor Advised Fund

Qualifying Distribution Statement:

A donation of \$9,000 to the Adirondack Foundation and a donation of \$9,000 to The Dallas Foundation were counted as qualifying distributions in 2018.

Section 170(C)(2)(B) Explanation:

The grants to the donor advised funds at The Adirondack Foundation and The Dallas Foundation were made to allow the donor advisors to direct these amounts to qualified local non-profit organizations.

Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
William E. Rogers 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	President, Dir. 1.00	\$ 0.	\$ 0.	\$ 0.
David G. Rogers 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Treasurer, Dir. 1.00	0.	0.	0.
Michael L. Rogers 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Secretary, Dir. 1.00	0.	0.	0.
John B. Rogers 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	VP, Director 1.00	0.	0.	0.
Richard G. Rogers 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	VP/Director 1.00	0.	0.	0.
James B. Rogers 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Inv. Chair/Dir 1.00	0.	0.	0.
Callie G. Rogers Emery 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Asst Sec., Dir. 1.00	0.	0.	0.
John B. Rogers, Jr. 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Director 1.00	0.	0.	0.
Mary B. Rhoades 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Director 1.00	0.	0.	0.

Statement 12 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
William E. Rogers, II 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Director 1.00	\$ 0.	\$ 0.	\$ 0.
Buff A. Strickland 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Director 1.00	0.	0.	0.
Katherine R. Roberts 13901 Midway Rd., Ste 102-212 Dallas, TX 75244	Director 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

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Federal Statements

Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

20-3452395

Statement 13

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Adirondack Foundation P O. Box 288 Lake Placid, NY 12946	N/A	PC	Mary B. Rhoades Fund	\$ 9,000
Alumni Fund Association of Yale University 157 Church St New Haven, CT 06510	N/A	PC	Yale College	\$ 1,000
Annie's Orphans 1630 County Road 214 Durango, CO 81303	N/A	PC	General operating support	\$ 9,000
Answer ALS 930 Robert E Lee New Orleans, LA 70124	N/A	PC	Support for aggressive research on ALS	\$ 750
Christ Church Dark Harbor P O Box 147 Islesboro, ME 04848	N/A	PC	Christ Church Dark Harbor 125th Anniversary Fund	\$ 2,000
Christ Church Dark Harbor P. O Box 147 Islesboro, ME 04848	N/A	PC	Annual Fund	\$ 2,000
Christ Church Dark Harbor P O. Box 147 Islesboro, ME 04848	N/A	PC	Annual Fund	\$ 1,000
Colby College 173 Main Street, Suite 201 Waterville, Maine 04901	N/A	PC	Unrestricted Colby Fund	\$ 500
Commemorative Air Force P. O Box 764769 Dallas, TX 75376	N/A	PC	Towards the National Aviation Education Center	\$ 250,000
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 3,000
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	General operating support	\$ 250
Dallas Cat Rescue P O Box 703182 Dallas, TX 75370	N/A	PC	General operating support	\$ 4,500
Espanola Valley Humane Society 108 Hamm Parkway Espanola, NM 87532	N/A	PC	General operating support	\$ 1,000

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Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

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Statement 13

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Friends of Pease School 10 Kern Ramble Street Austin, TX 78722	N/A	PC	General operating support	\$ 9,000
Groton School P. O. Box 282, Farmers Row Groton, MA 01450	N/A	PC	Towards the Greatest Need Fund	\$ 4,500
Groton School P. O. Box 282, Farmers Row Groton, MA 01450	N/A	PC	Towards the Greatest Need Fund	\$ 2,000
Groton School P. O. Box 282, Farmers Row Groton, MA 01450	N/A	PC	Groton School Summer Outreach Program	\$ 500
Groton School P. O. Box 282, Farmers Row Groton, MA 01450	N/A	PC	Groton School General Fund	\$ 500
Guide Dogs for The Blind P O Box 151200 San Rafael, CA 94915	N/A	PC	General operating support	\$ 1,000
Guilford College 5800 West Friendly Avenue Greensboro, NC 27410	N/A	PC	General Scholarship Fund	\$ 1,000
Hebron High School Silver Wings Booster Club 4207 Plano Pkwy Carrollton, TX 75010	N/A	PC	General operating support	\$ 5,000
Islesboro Community Center 103 Pendleton Point Road Islesboro, ME 04848	N/A	PC	General operating support	\$ 1,500
Kitchen Angels, Inc 1222 Siler Road Santa Fe, NM 87507	N/A	PC	Towards support for meals delivered to homebound persons in Santa Fe	\$ 2,500
Lamda Legal Defense and Education Foundation 120 Wall Street, 19th Floor New York, NY 10005	N/A	PC	General operating support	\$ 1,000
Museum of the American Railroad 6455 Page Street Frisco, TX 75034	N/A	PC	Towards facilities construction, including the remainder of site storm drainage and permanent exhibit track	\$ 200,000
Museum of the American Railroad 6455 Page Street Frisco, TX 75034	N/A	PC	Towards Phase IIB track construction at the Museum's Frisco site	\$ 3,000

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Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

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Statement 13

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
National Cowboy & Western Heritage Museum 1700 NE 63rd St Oklahoma, OK 73111	N/A	PC	Towards educational initiatives at the museum	\$ 2,500
New Beginnings Cat Rescue P. O. Box 833723 Richardson, TX 75083	N/A	PC	General operating support	\$ 4,500
North Texas Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	N/A	PC	General operating support	\$ 1,500
North Texas Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	N/A	PC	General operating support	\$ 500
St. Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	2018-2019 St. Mark's Fund	\$ 1,500
St Marks School of Texas 10600 Preston Road Dallas, TX 75230	N/A	PC	2018-2019 St Mark's Fund	\$ 1,500
Shelter Ministries 4411 Lemmon Avenue, Suite 201 Dallas, TX 75219	N/A	PC	Towards Genesis Women's Shelter and support	\$ 1,000
The Dallas Foundation 3963 Maple Ave., Suite 390 Dallas, TX 75219	N/A	PC	Jamie and Anne Rogers Family Fund	\$ 9,000
The Episcopal School of Knoxville, Inc 950 Episcopal School Way Knoxville, TN 37932	N/A	PC	Annual Fund 2018-2019	\$ 4,500
The Hockday School 11600 Welch Road Dallas, TX 75229	N/A	PC	Annual Fund	\$ 1,500
The Hockday School 11600 Welch Road Dallas, TX 75229	N/A	PC	Annual Fund	\$ 3,000
The Hockday School 11600 Welch Road Dallas, TX 75229	N/A	PC	Towards the Elizabeth B Higginbotham Award for Excellence	\$ 2,000
Town of Islesboro P O Box 76, 150 Main Road Islesboro, ME 04848	N/A	GOV	Towards the Islesboro Health Center	\$ 1,500

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Federal Statements

Client RBROGERS

THE RALPH B. ROGERS FOUNDATION

20-3452395

Statement 13

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
United Way of Santa Fe County 440 Cerrillos Road, Suite 1 Santa Fe, NM 87501	N/A	PC	Towards renovations and building upgrades for the United Way Early Learning Center at Kaune	\$ 150,000
United Way of Santa Fe County 440 Cerrillos Road, Suite 1 Santa Fe, NM 87501	N/A	PC	General operating support	\$ 2,500
University of New Mexico Foundation 700 Lomas Blvd NE, Suite 108 Albuquerque, NM 87102	N/A	PC	General operating support	\$ 1,000
University of Texas at Dallas 800 W Campbell Road, SPN10 Richardson, TX 75080	N/A	GOV	Towards the Margaret McDermott Scholars Program	\$ 10,000
UT Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390	N/A	PC	General operating support	\$ 500
Total				<u>\$ 714,000</u>