

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

Read the instructions for each Part carefully.
A User Fee must be attached to this application.
 If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.
Complete the Procedural Checklist on page 8 of the instructions.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) ANDERSON-ROGERS FOUNDATION, INC.		2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions.) 01-0707617
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed SARAH POPE 212-989-9331
1c Address (number and street) 914 GRANDE AVENUE	Room/Suite	4 Month the annual accounting period ends NOVEMBER
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3. KEY LARGO, FLORIDA 33073-3211		5 Date incorporated or formed 12/21/2001
1e Web site address		6 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> (501)(k) d <input type="checkbox"/> 501(n)
7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
8 Is the organization required to file Form 990 (or Form 990-EZ)? <input checked="" type="checkbox"/> N/A <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach an explanation (see page 3 of the Specific Instructions).		
9 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See Specific Instructions for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- a **Corporation** — Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b **Trust** — Attach a copy of the Trust indenture or Agreement, including all appropriate signatures and dates.
- c **Association** — Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here _____ _____ _____
 (Signature) (Type or print name and title or authority of signer) (Date)

For Paperwork Reduction Act Notice, see page 7 of the instructions.

Part II Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization — past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

SEE ATTACHED STATEMENT.

- 2 What are or will be the organization's sources of financial support? List in order of size.
CONTRIBUTIONS AND BEQUESTS FROM THE PORTER W. ANDERSON FAMILY.

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.
NO FUNDRAISING PROGRAM IS CONTEMPLATED.

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.
SEE ATTACHED STATEMENT.

b Annual compensation
SEE ATTACHED STATEMENT

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

N/A

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for Part II, Line 4d, on page 3.) Yes No
If "Yes," explain.

SEE ATTACHED STATEMENT.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Form 1023, Part II, 1

The Anderson-Rogers Foundation was formed to make grants to eligible organizations addressing a variety of societal and environmental needs.

The Foundation has not yet begun its activities; however, the board of directors anticipates supporting programs in the following fields:

- child welfare, especially projects aimed at reducing child abuse
- improvement of parenting knowledge and practices
- adult literacy
- environmental education and activism, with an emphasis on restoring and preserving land and water habitat

Other fields of interest may evolve as the Foundation matures.

The Foundation is particularly interested in awarding grants to innovative organizations and projects that may be lacking in financial support from other sources.

Form 1023, Part II, 4a and b

Porter W. Anderson, Jr. 914 Grande Avenue Key Largo, FL 33037	Director	no compensation
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Charles H. Rogers 509 Monponsett Street Halifax, MA 02338	Director	no compensation
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Sarah Anderson Pope 327 West 19 th Street New York, NY 10011	Director/ President, Secretary, Treasurer	\$18,000/year
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Form 1023, Part II, 4d

Porter W. Anderson, Jr., a member of the Board of Directors of the Anderson-Rogers Foundation, is a "disqualified person" by virtue of being a substantial contributor to the foundation. Sarah Anderson Pope, who is a director and the president of the foundation, is the sister of Porter W. Anderson, Jr. Director Charles H. Rogers is a cousin of Porter W. Anderson, Jr.

Part II Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

N/A

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No
If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? Yes No
If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

N/A

b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

N/A

c What benefits do (or will) the members receive in exchange for their payment of dues?

N/A

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? N/A Yes No
If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? N/A Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

13 Does or will the organization attempt to influence legislation? Yes No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No
If "Yes," explain fully.

Part III. Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No

If you answer "Yes," do not answer questions on lines 2 through 6 below.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7. N/A

Exceptions — You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See **Specific Instructions**, Line 2a, on page 4;
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6. N/A

If "No," answer question 4.

4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? Yes No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See **Specific Instructions**, Part III, Line 4, before completing this item. Do not answer questions 5 and 6. N/A

If "No," answer questions 5 and 6.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No N/A

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application. N/A

Part III Technical Requirements (Continued)

7 Is the organization a private foundation?

- Yes (Answer question 8.)
 No (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?

- Yes (Complete Schedule E.)
 No

After answering question 8 on this line, go to line 14 on page 7.

9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

N/A

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| a | <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1) and 170(b)(1)(A)(i) |
| b | <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| c | <input type="checkbox"/> As a hospital or cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| e | <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| h | <input type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| i | <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j | <input type="checkbox"/> The organization is a publicly supported organization but is not sure whether it meets the public support test of h or i. The organization would like the IRS to decide the proper classification. | Sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) |

If you checked one of the boxes a through f in question 9, go to question

14. If you checked box g in question 9, go to questions 11 and 12.

If you checked box h, i, or j, in question 9, go to question 10.

Part III Technical Requirements (Continued)

10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months? N/A
 Yes — Indicate whether you are requesting:
 A definitive ruling. (Answer questions 11 through 14.)
 An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
 No — You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.

11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, **Statement of Revenue and Expenses**, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.
 N/A

12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and: N/A

- a Enter 2% of line 8, column (e), Total, of Part IV-A
- b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

13 If you are requesting a definitive ruling under section 509(a)(2), check here and: N/A
 a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see **Specific Instructions**, Part II, Line 4d, on page 3.)
 b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization a private operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	PROJECTED	3 prior tax years or proposed budget for 2 years				(e) TOTAL
		Current tax year	PROPOSED BUDGET			
		(a) From 12/01 to 11/30/02	(b) 12/02 11/30/03	(c) 12/03 11/30/04	(d) _____	
Revenue	1 Gifts, grants, and contributions received (not including unusual grants — see page 6 of the instructions)	1,708,333	1,700,000	1,700,000		5,108,333
	2 Membership fees received	0	0	0		0
	3 Gross investment income (see instructions for definition)	12,000	17,000	34,000		63,000
	4 Net income from organization's unrelated business activities not included on line 3	0	0	0		0
	5 Tax revenues levied for and either paid to or spent on behalf of the organization	0	0	0		0
	6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)	0	0	0		0
	7 Other income (not including gain or loss from sale of capital assets) (attach schedule)	0	0	0		0
	8 Total (add lines 1 through 7)	1,720,333	1,717,000	1,734,000		5,171,333
	9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22	0	0	0		0
	10 Total (add lines 8 and 9)	1,720,333	1,717,000	1,734,000		5,171,333
11 Gain or loss from sale of capital assets (attach schedule)	63,068	0	0		63,068	
12 Unusual grants	0	0	0		0	
13 Total revenue (add lines 10 through 12)	1,783,401	1,717,000	1,734,000		5,234,401	
Expenses	14 Fundraising expenses	0	0	0		
	15 Contributions, gifts, grants, and similar amounts paid (attach schedule)	0	85,000	150,000		
	16 Disbursements to or for benefit of members (attach schedule)	0	0	0		
	17 Compensation of officers, directors, and trustees (attach schedule)	7,500	18,000	18,000		
	18 Other salaries and wages	0	0	0		
	19 Interest	0	0	0		
	20 Occupancy (rent, utilities, etc.)	0	0	0		
	21 Depreciation and depletion	0	0	0		
	22 Other (attach schedule)	13,900	9,300	9,300		
	23 Total expenses (add lines 14 through 22)	21,400	112,300	177,300		
	24 Excess of revenue over expenses (line 13 minus line 23)	1,762,001	1,604,700	1,556,700		

Part IV Financial Data (Continued)

B. Balance Sheet (at the end of the period shown)

Current tax year
Date 11/30/02

Assets		PROJECTED
1	Cash	312,000
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	JUNE 2002 FAIR MARKET VALUE	
5	Corporate stocks (attach schedule)	1,198,282
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets (add lines 1 through 10)	<u>1,510,282</u>
Liabilities		
12	Accounts payable	0
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule)	
16	Total liabilities (add lines 12 through 15)	0
Fund Balances or Net Assets		
17	Total fund balances or net assets	<u>1,510,282</u>
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	<u>1,510,282</u>

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

ANDERSON-ROGERS FOUNDATION, INC.

01-0707617

ATTACHMENT TO FORM 1023

Part IV, line 15: Contributions, gifts, grants paid: These amounts will be paid to qualified recipients according to the foundation purposes stated in Part II, 1.

Part IV, line 17: Compensation of officers, directors, trustees: This amount will be paid to Sarah Anderson Pope (See Part II, 4) for administrative services rendered to the Foundation.

Anderson-Rogers Foundation, Inc. 01-0707617			
Attachment to Form 1023			
Part IV, line 22 Other Expenses			
	Year	Year	Year
Projected Statements of Revenue and Expenses	Ended	Ended	Ended
	11/30/02	11/30/03	11/30/04
Determination letter application fee	500	0	0
Legal fees	1500	500	500
Accounting fees	2000	2000	2000
Board insurance	800	800	800
Office Equipment	3000	500	500
Office Supplies	500	500	500
Communication	500	500	500
Consultants	2000	2000	2000
Board expenses	1000	1000	1000
Payroll taxes	1000	1500	1500
Private foundation tax	1100	0	0
Total to Form 1023, Part IV, line 22	13900	9300	9300

TRIPPLICATE

Your Financial Advisor
 CHARLES JESSICO
 ASSOCIATE VICE PRESIDENT - INVESTMENTS
 MORGAN STANLEY
 125 HIGH STREET, 24TH FLOOR
 BOSTON, MA 02110
 (617) 478-6400
 For Account Of:
 ANDERSON-ROGERS FOUNDATION INC

Account Number
 486 044132 151

AAA Customer Service
 1-800-355-3086



000145
 486

VIRGINIA GOYER CPA
 A/C ANDERSON-ROGERS FOUNDATION
 354 WESTMINSTER ROAD
 ROCHESTER NY 14607-3233

01-0707617

Asset Summary

	Value	% of Assets
Money Market Funds	\$324,614.67	21.3%
Stocks	1,196,281.81	78.7
Municipal Bonds	0.00	0.0
Corporate Fixed Income	0.00	0.0
Government Securities	0.00	0.0
Mutual Funds	0.00	0.0
Unit Investment Trusts	0.00	0.0
Certificates of Deposit	0.00	0.0
Annuities/Insurance	0.00	0.0
Other	0.00	0.0
Asset Value	\$1,523,896.68	100.0%
Cash	0.00	
Total Asset Value	\$1,523,896.68	

Income Summary

	This Month	Year-To-Date
Money Market Funds	\$371.79	\$1,625.63
Stocks	686.91	3,724.83
Municipal Bonds	0.00	0.00
Corporate Fixed Income	0.00	0.00
Government Securities	0.00	0.00
Mutual Funds	0.00	0.00
Unit Investment Trusts	0.00	0.00
Certificates of Deposit	0.00	0.00
Other	0.00	0.00
Total Income	\$1,058.70	\$5,359.46
Taxable Income	\$1,058.70	\$5,350.46
Tax Exempt Income	\$0.00	\$0.00

Activity Summary

Total Asset Value May 31 2002	\$1,648,331.18
Cash/Money Market Activity for June	
Closing Balance 5/31	\$323,756.17
Credits To Your Account	
Dividend and Interest	1,058.70
Deposits	0.00
Sales Proceeds/Redemptions	0.00
Other Credits	0.00
Total Credits	1,058.70
Debits To Your Account	
Checking	0.00
Debit Card	0.00
Withdrawals	0.00
Funds to Purchase Securities	0.00
Other Debits	0.00
Total Debits	0.00
Closing Balance 6/30	\$324,814.87

Net Change Cash/Money Market Activity

1,058.70

Changes in Asset Value for June

Value of Priced Assets 5/31	\$1,324,575.01
Securities Bought	0.00
Securities Received	0.00
Securities Sold/Redeemed	0.00
Securities Delivered	0.00
Transactions at Fund Company	0.00
Change in Value of Priced Assets	-126,293.20
Value of Priced Assets 6/30	1,198,281.81

Net Change in Asset Value

-126,293.20

TOTAL Asset Value as of June 30, 2002

\$1,523,896.68

VIRGINIA GOYER CPA
A/C ANDERSON-ROGERS FOUNDATION

TRIPPLICATE

Account Number
486 044132 151

ASSET DETAILS

Cash and Money Market Funds	Amount	Pct of Assets	Est Yrly Income
CASH	.00	---	---
ACTIVE ASSETS MONEY TRUST	324,814.87	21.3%	4,839
Total Cash and Money Market Funds	324,814.87	21.3%	4,839

Annualized 30 Day Yields	
Active Assets Money Trust.....	1.49%
Active Assets Govt. Sec. Tr.....	1.30%
Active Assets California Tax Free.....	0.83%
Active Assets Tax Free Trust.....	1.02%
AAA Institutional Money Trust.....	1.70%

Net Change Since Last Statement: \$1,056.78

Stocks	Current Price	Value	Pct of Assets	Est Yrly Income	Dividend Yield	Symbol	Additional Information
Common Stocks							
7,000 CITIGROUP INC	38.75	271,250.00	17.9%	5,040	1.85%	C	Next Dividend Payable 08/02
11,103 INTEL CORP	18.27	202,851.81	13.5%	868	.45%	INTC	Next Dividend Payable 09/02
3,099 INTL BUSINESS MACHINES CORP	72.00	223,128.00	14.6%	1,859	.83%	IBM	Next Dividend Payable 09/02
9,160 MICROSOFT CORP	54.70	501,052.00	32.9%	0	0.00%	MSFT	
Total Stocks		\$1,198,281.81	78.7%	67,767	.64%		

Net Change Since Last Statement: \$26,293.24

Asset Summary	Value	Est Yrly Income
Total Asset Value	\$1,523,896.68	\$12,627

Total Net Change in Prices Assets Since Last Statement: \$26,293.24

VIRGINIA GOYER CPA
A/C ANDERSON-ROGERS FOUNDATION

TRIPPLICATE

Account Number
486 044132 151

CREDITS TO YOUR ACCOUNT

Dividends and Interest

Date	Activity	Description	Amount	Income Category
06-01	Dividend	INTEL CORP	222.06	Stocks
06-10	Dividend	INTL BUSINESS MACHINES CORP	464.85	Stocks
06-27	Dividend	ACTIVE ASSETS MONEY TRUST	371.79	Money Market Funds
See Total Taxable Income			1,058.70	
Total Dividends and Interest			1,058.70	

See Income Summary on page 1 for the month-to-date and year-to-date amounts per income category.

Total Credits To Your Account

\$1,058.70 Year-To-Date \$326,456.16

ADDITIONAL ACCOUNT INFORMATION

Money Market

Date	Activity	Description	Amount	Additional Information
06-04	Automatic Investment	Closing Balance 5/31	\$323,756.17	
06-11	Automatic Investment	ACTIVE ASSETS MONEY TRUST	222.06	
06-27	Automatic Reinvestment	ACTIVE ASSETS MONEY TRUST	464.85	
		ACTIVE ASSETS MONEY TRUST	371.79	Dividend Reinvested
Closing Balance 6/30			\$324,814.87	

Messages

Consolidated Statement of Financial Condition (in thousands of dollars):
At May 31, 2002, Morgan Stanley DW Inc. had net capital of \$1,275,217, which exceeded the Securities and Exchange Commission's minimum requirement by \$1,151,367. A copy of the Morgan Stanley DW Inc. Consolidated Statement of Financial Condition as of May 31, 2002 can be viewed online at the Morgan Stanley website www.morganstanley.com/about/irl, or may be mailed to you at no cost by calling 1-866-279-4498, after August 1, 2002.

Your Financial Advisor
CHARLES JESSICO
 ASSOCIATE VICE PRESIDENT - INVESTMENTS
MORGAN STANLEY
 125 HIGH STREET, 24TH FLOOR
 BOSTON, MA 02110
 (617) 478-8400
 For Account Of
ANDERSON-ROGERS FOUNDATION INC

TRIPPLICATE

Account Number
 486 044132 151

AAA Customer Service
 1-800-355-3086

VIRGINIA GOYER CPA
 A/C ANDERSON-ROGERS FOUNDATION
 354 WESTMINSTER ROAD
 ROCHESTER NY 14607-3233

GAIN AND LOSS SUMMARY

The Gain and Loss information is provided for informational purposes only. We recommend that you contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return. This Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form) and should not be filed with your taxes.

For most securities purchased after 1985 through Morgan Stanley DW Inc., the necessary data, including cost basis (purchase price), is provided to estimate gain or loss. Please note that although Morgan Stanley DW Inc. makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events, including amortization of non-municipal bond premiums; exercise of stock options; securities deemed to have been sold and simultaneously repurchased; receipt of cash in lieu of fractional shares; or the net effect of wash sales and/or short sales against the box.

For securities not purchased through Morgan Stanley DW Inc., for example, securities purchased elsewhere and later transferred to it, you will need to supply the relevant information either to your Financial Advisor or directly onto ClientServ, independent of Morgan Stanley DW Inc. In either case, it is your responsibility to ensure the accuracy of this information, since Morgan Stanley DW Inc. has no knowledge of such assets' cost basis. To correct any information supplied by Morgan Stanley DW Inc., please inform your Financial Advisor; to correct any information supplied by you, you may either inform your Financial Advisor or input the data directly yourself through ClientServ.

For Managed Futures funds, these funds may typically be redeemed only once monthly, at the fund's final net asset value ("NAV") as of each month's end. The fund's final NAV for each month - and therefore the exact amount of any investor's gain or loss realized that month - becomes available, however, only midway into the following month. Separately, all unrealized gain and loss figures are only estimates. Morgan Stanley DW Inc. does not guarantee nor will it independently verify the accuracy of the information in the Gain and Loss Summary.

Unrealized Gain/(Loss)	Quantity	Date Acquired	Unit Cost	Adjusted Total Cost	Market Value	Unrealized Gain/(Loss)	Additional Information
	1,500	03-20-95	8.6934	13,040.20	58,125.00	45,084.80	Long Term
	5,500	09-11-98	18.2210	100,215.83	213,125.00	112,909.17	Long Term
	7,000		16.1794	113,256.03	271,250.00	157,993.97	

Stocks

Common Stocks

CITIGROUP INC

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	Quantity	Date Acquired	Unit Cost	Adjusted Total Cost	Market Value	Unrealized Gain/(Loss)	Additional Information
INTEL CORP	11,105	12-24-01		Please provide	202,851.81		Long Term
INTL BUSINESS MACHINES CORP	3,099	12-24-01		Please provide	223,128.00		ADJUSTED 06/06/02
MICROSOFT CORP	1,960	04-17-95	9.5150	18,649.40	107,212.00	88,562.60	Long Term
	800	10-04-95	11.0965	8,977.26	43,760.00	34,882.74	Long Term
	6,400	05-05-96	14.2502	91,291.60	359,080.00	258,878.90	Long Term
	9,160	12-9616	118,728.26		501,052.00	382,323.74	

Totals for positions with cost data available: 233,984.29 \$72,302.00 \$50,317.71

Total Market Value for all positions: \$1,198,281.81

P - You have provided the trade history for this transaction; it was not available through Morgan Stanley DW Inc. records.
The "Total Cost" and "Unit Cost" for Fixed Income Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds has been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accrued interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original cost, the adjusted cost will be "0.00".

	Quantity	Date Acquired	Date Sold	Adjusted Total Cost	Proceeds	Realized Gain/(Loss)	Additional Information
TEL CORP	100	12-24-01	02-08-02	Please provide	3,110.56	90.00	
Sub Total Short Term							
ERE & CO	500	06-05-97	02-21-02	25,868.83	22,888.37	(2,980.46)	Long Term
ERE & CO	500	06-05-97	02-21-02	25,868.83	22,888.37	(2,980.46)	Long Term
ERE & CO	900	11-11-98	02-21-02	33,317.43	41,172.06	7,854.63	Long Term
ERE & CO	500	11-11-98	02-21-02	18,509.69	22,888.37	4,378.68	Long Term
ERE & CO	1,600	11-11-98	02-21-02	59,230.99	73,162.77	13,931.78	Long Term
ERE & CO	1,000	12-14-98	02-21-02	51,370.49	45,726.73	(5,643.76)	Long Term
ERE & CO	2,000	12-14-98	02-21-02	62,740.98	91,248.48	28,507.50	Long Term
Sub Total Long Term				\$256,907.24	\$319,975.15	\$63,067.91	

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Realized Gain/(Loss)	Quantity	Date Acquired	Date Sold	Adjusted Total Cost	Proceeds	Realized Gain/(Loss)	Additional Information
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Total for closing transactions with cost data available \$256,907.24 \$319,975.15 \$63,067.91

Total Proceeds \$328,855.71

Summary

	Short Term	Long Term	Total
Unrealized gain.....	\$0.00	\$540,517.71	\$540,517.71
Unrealized (loss).....	\$0.00	\$0.00	\$0.00
Realized gain YTD.....	\$0.00	\$69,028.83	\$69,028.83
Realized (loss) YTD.....	\$0.00	(\$5,960.92)	(\$5,960.92)