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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

McFeely-Rogers Foundation

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

P.O. Box 110

Room/suite

City or town, state, and ZIP code

Latrobe**PA 15650-0110**

A Employer identification number

25-1120947

B Telephone number (see page 10 of the instructions)

724-537-5588C 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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ 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) **\$ 17,715,459** (Part I, column (d) must be on cash basis)J Accounting method: ☐ Cash ☐ Accrual☒ Other (specify) **Modified Cash****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 page 11 of the 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 ☒ if the foundation is not required to attach Sch B
 3 Interest on savings and temporary cash investments
 4 Dividends and interest from securities
 5a Gross rents
 b Net rental income or (loss)
 6a Net gain or (loss) from sale of assets not on line 10 **-248,6484**
 b Gross sales price for all assets on line 6a **12,443,149**
 7 Capital gain net income (from Part IV, line 2)
 8 Net short-term capital gain
 9 Income modifications
 10a Gross sales less returns & allowances
 b Less: Cost of goods sold
 c Gross profit or (loss) (attach schedule)
 11 Other income (attach schedule) **Stmt 1**
 12 Total. Add lines 1 through 11

29,643 **29,643**
324,707 **324,707**

-2,486,484

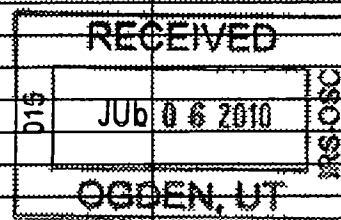
0

44,285 **44,285**
-2,087,849 **398,635** **0**

Operating and Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc.
 14 Other employee salaries and wages
 15 Pension plans, employee benefits
 16a Legal fees (attach schedule) **See Stmt 2**
 b Accounting fees (attach schedule) **Stmt 3**
 c Other professional fees (attach schedule)
 17 Interest
 18 Taxes (attach schedule) (see page 14 of the instructions) **Stmt 4**
 19 Depreciation (attach schedule) and depletion
 20 Occupancy
 21 Travel, conferences, and meetings
 22 Printing and publications
 23 Other expenses (att sch) **Stmt 5**
 24 Total operating and administrative expenses.
 Add lines 13 through 23
 25 Contributions, gifts, grants paid
 26 Total expenses and disbursements. Add lines 24 and 25

158,220 **63,288** **94,932**
124,516 **49,807** **74,709**
13,513 **10,135** **3,378**
18,000 **13,500** **4,500**
2,789
24,700 **9,225** **15,475**
14,007 **4,590** **9,417**
152,303 **140,332** **11,971**
508,048 **290,877** **214,382**
691,660 **691,660**
1,199,708 **290,877** **0** **906,042**
-3,287,557
107,758
0



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	41,556	216,129	216,129
	2 Savings and temporary cash investments	1,434,809	3,366,689	3,366,689
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	78,324	99,535	99,535
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) See Stmt 6	5,247,520	3,611,561	4,128,008
	c Investments—corporate bonds (attach schedule) See Stmt 7	689,427	919,685	909,788
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) See Statement 8	12,954,856	8,892,577	8,982,730
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶ See Statement 9)	4,906	12,580	12,580
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	20,451,398	17,118,756	17,715,459
Liabilities	17 Accounts payable and accrued expenses	384	451	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	384	451	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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 ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	20,451,014	17,118,305	
	30 Total net assets or fund balances (see page 17 of the instructions)	20,451,014	17,118,305	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,451,398	17,118,756	

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	20,451,014
2 Enter amount from Part I, line 27a	2	-3,287,557
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	17,163,457
5 Decreases not included in line 2 (itemize) ▶ See Statement 10	5	45,152
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,118,305

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a "Publicly Traded Securities"				
b				
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 12,443,149		14,929,633	-2,486,484	
b				
c				
d				
e				
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
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 -2,486,484
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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 nonchangible-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,059,031	19,294,986	0.054886
2007	1,036,588	23,014,049	0.045042
2006	977,859	21,721,044	0.045019
2005	935,571	20,681,446	0.045237
2004	936,477	20,092,960	0.046607
2 Total of line 1, column (d)			2 0.236791
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.047358
4 Enter the net value of nonchangible-use assets for 2009 from Part X, line 5			4 15,752,633
5 Multiply line 4 by line 3			5 746,013
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,078
7 Add lines 5 and 6			7 747,091
8 Enter qualifying distributions from Part XII, line 4			8 906,042

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b	1	1,078
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	1,078
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	1,078
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	99,535
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	99,535
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	98,457
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 0 Refunded	11	98,457

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► James R. Okonak 816 Ligonier Street Sixth Floor Located at ► Latrobe, PA	Telephone no ► 724-537-5588 ZIP+4 ► 15650-0110		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 ☐		

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
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ 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)?	☐ Yes	☒ 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.)	☐ Yes	☒ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	► ☐	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	N/A	
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ 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 page 20 of the instructions.)	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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?

N/A

5b

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**

If "Yes" to 6b, file Form 8870

X**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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 11		158,220	112,903	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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

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 page 23 of the 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 ▶**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 page 24 of the 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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3. ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	15,637,472
b	Average of monthly cash balances	1b	355,049
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	15,992,521
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	15,992,521
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	239,888
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,752,633
6	Minimum investment return. Enter 5% of line 5	6	787,632

Part XI Distributable Amount (see page 25 of the 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	787,632
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,078
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,078
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	786,554
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	786,554
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	786,554

Part XII Qualifying Distributions (see page 25 of the 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	906,042
b	Program-related investments—total from Part IX-B	1b	
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	906,042
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 page 26 of the instructions)	5	1,078
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	904,964

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				786,554
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	99,860			
f Total of lines 3a through e	99,860			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 906,042				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				786,554
e Remaining amount distributed out of corpus	119,488			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	219,348			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	219,348			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	99,860			
e Excess from 2009	119,488			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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).)
N/A

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.
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:
Please see Attachment IV

b The form in which applications should be submitted and information and materials they should include.
Please see Attachment IV

c Any submission deadlines.
Please see Attachment IV

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.
Please See Attachment IV

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 See Attachment V				691,660
Total			▶ 3a	691,660
b Approved for future payment N/A				
Total			▶ 3b	

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Litigation Receipts	\$ 17,809	\$ 17,809	\$
Partnership Investments	-13,718	-13,718	
Royalties	40,194	40,194	
Total	\$ 44,285	\$ 44,285	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Reed Smith LLP	\$ 13,513	\$ 10,135	\$	\$ 3,378
Total	\$ 13,513	\$ 10,135	\$ 0	\$ 3,378

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Richard B. Guskiewicz Associates	\$ 18,000	\$ 13,500	\$	\$ 4,500
Total	\$ 18,000	\$ 13,500	\$ 0	\$ 4,500

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	\$ 2,789	\$	\$	\$
Total	\$ 2,789	\$ 0	\$ 0	\$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Investment Fees & Bank Charge	130,194	130,194		
Foreign Taxes Paid	4,202	4,202		
General Administration	4,560	1,140		3,420
Office Supplies	7,429	2,474		4,955
Telephone & Postage	5,391	1,795		3,596
Dues & Subscriptions	527	527		
Total	\$ 152,303	\$ 140,332	\$ 0	\$ 11,971

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attachment I	\$ 5,247,520	\$ 3,611,561	Cost	\$ 4,128,008
Total	<u>\$ 5,247,520</u>	<u>\$ 3,611,561</u>		<u>\$ 4,128,008</u>

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Attachment II	\$ 689,427	\$ 919,685	Cost	\$ 909,788
Total	<u>\$ 689,427</u>	<u>\$ 919,685</u>		<u>\$ 909,788</u>

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attachment III	\$ 12,386,436	\$ 8,366,980	Cost	\$ 8,457,141
MS Spectrum Currency L.P.	39,213	35,242	Cost	35,172
MS Charter Campbell L.P.	103,226	92,885	Cost	93,074
MS Charter Dwfcml L.P.	112,457	93,648	Cost	93,796
MS Charter Graham L.P.	145,142	143,947	Cost	143,896
MS Spectrum Strategic L.P.	69,807	70,958	Cost	70,734
MS Spectrum Technical L.P.	98,575	88,917	Cost	88,917
Total	<u>\$ 12,954,856</u>	<u>\$ 8,892,577</u>		<u>\$ 8,982,730</u>

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

Description	Beginning of Year	End of Year	Fair Market Value
Receivable- Morgan Stanley	\$ 4,670	\$ 2,438	\$ 2,438
Receivable-UBS	236		
Receivable Wall Street Access		1,570	1,570
Accrued Interest Receivable		8,572	8,572
Total	<u>\$ 4,906</u>	<u>\$ 12,580</u>	<u>\$ 12,580</u>

Federal Statements

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Adjustment to Tax Basis	\$ 45,152
Total	\$ 45,152

Statement 11 - 2009 Form 990-PF, Part VIII Line 1 - Officers, Directors, Foundation Managers

Name	Title	Ave Hours	Compensation	Benefits	Expenses
William P Barker 816 Ligonier Street Latrobe, PA 15650	Trustee	1	\$0	\$0	\$0
Catherine G Keefe 816 Ligonier Street Latrobe, PA 15650	Asst Secretary & Treasurer	35	43,515	8,486	-
Daniel G Crozier, Jr 816 Ligonier Street Latrobe, PA 15650	Trustee	1	-	-	-
James Brooks Crozier 816 Ligonier Street Latrobe, PA 15650	Trustee	1	-	-	-
Nancy R Crozier 816 Ligonier Street Latrobe, PA 15650	President & Trustee	25	-	41,615	-
Douglas R Nowicki 816 Ligonier Street Latrobe, PA 15650	Trustee	1	-	-	-
James R Okonak 816 Ligonier Street Latrobe, PA 15650	Trustee Exectutive Director & Secretary	35	114,705	62,802	-
James B Rogers 816 Ligonier Street Latrobe, PA 15650	Trustee	1	-	-	-
John F Rogers 816 Ligonier Street Latrobe, PA 15650	Trustee	1	-	-	-
TOTALS			\$ 158,220	\$ 112,903	\$0 00

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
N/A	\$
Total	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
Please see Attachment IV

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
Please see Attachment IV

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
Please See Attachment IV

McFeely-Rogers Foundation
Latrobe, Pennsylvania

ATTACHMENT I
Investments in Stocks
December 31, 2008 and 2009
FORM 990-PF 2009 EIN # 25-1120947

	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Aar Corp	205	\$ 6,516 61	\$ 3,774 05	159	\$ 5,035 54	\$ 3,653 82
Aaron Rents Inc	267	6,501 61	7,107 54	219	5,620 57	6,072 87
Abb LTD	305	8,110 16	4,578 05	430	6,268 00	8,213 00
Abbott Laboratories	270	10,711 22	14,409 90	270	10,711 22	14,577 30
Abraxis Bioscience Inc	149	9,367 93	9,822 08	205	10,458 36	8,312 75
Acadia Pharmaceuticals Inc	822	7,086 94	739 80			
Acadia Rity Tr	52	1,136 20	742 04	100	1,555 32	1,687 00
Accenture Ltd	118	3,999 77	3,869 22			
Acciona				17	2,081 65	2,242 30
Ace LTD	107	6,111 67	5,662 44			
Acorda Therapeutics Inc				194	4,607 32	4,888 80
Actelion Ltd Chf 2 5 Ord				53	2,816 95	2,856 86
Axiom Corp				67	644 73	899 81
Aegon NV Adr	245	2,555 76	1,482 25			
Aerpostale Inc	431	10,404 27	6,939 10	171	4,102 84	5,822 55
Aetna Inc	160	7,707 93	4,560 00			
Affymetrix Inc	713	6,115 76	2,131 87			
Agco Corporation	90	5,473 45	2,123 10			
Air Liquide				95	1,759 40	2,263 38
AK Steel Holding Corp	49	1,866 30	456 68			
Alcatel-Lucent Ads	1364	16,021 62	2,932 60			
Alcoa Inc	1110	26,892 68	12,498 60			
Align Technology	672	7,809 54	5,880 00			
Allied World Assurance Co				14	590 96	644 98
Alistate Corp	440	21,809 71	14,414 40	350	16,273 93	10,514 00
Alstom Act Shs Prov Regro				47	2,749 50	3,278 25
Altria Group Inc	1584	26,554 54	23,855 04	1893	29,543 53	37,159 59
Alumina Ltd	385	8,496 72	1,647 80			
Amb Ppty Corp	130	6,577 70	3,044 60	96	4,857 38	2,452 80
Amedisys Inc	178	6,127 52	7,358 52	111	4,430 27	5,394 60
Ameren Corp	415	21,577 68	13,802 90	425	20,496 00	11,878 75
America Movil S A	113	5,279 51	3,501 87	88	3,823 28	4,134 24
American Express Co	154	6,392 03	2,856 70	66	2,739 44	2,674 32
American Medical Sys Hldgs Inc				84	1,252 58	1,620 36
American Science & Engineering Inc	23	1,546 32	1,701 08	19	1,270 28	1,440 96
American Tower Corp Cl A				730	23,297 34	31,543 30
Americas Car Mart Inc	79	1,625 78	1,090 99	54	932 76	1,421 82
Amerigroup Corp	255	6,926 11	7,527 60	144	3,656 92	3,882 24
Ameriprise Fincl Inc	63	1,933 37	1,471 68	72	2,563 90	2,795 04
Amgen Inc	64	4,084 82	3,696 00	81	4,766 61	4,582 17
Amkor Technology	123	1,147 75	268 14			
Amp Ltd ADR				126	2,613 58	3,068 73
Amsurg Corp	94	2,546 67	2,193 96			
Anadarko Pete Corp	1460	62,537 05	56,283 00			

McFeely-Rogers Foundation
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December 31, 2008 and 2009

FORM 990-PF 2009 EIN # 25-1120947

	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Andersons Inc						
Annaly Capital Mngmt Inc	1359	20,342 35	21,567 33	57	1,612 28	1,471 74
Anglo Amern Plc	140	4,308 25	1,626 80	1319	18,992 37	22,884 65
Angelgold Limited Spons	373	12,949 12	10,335 83	341	5,796 91	7,464 15
Ao Vimpelcom Spon	264	4,568 67	1,890 24	37	940 89	1,486 66
Apache Corp				47	416 56	873 73
Apple Computer Inc	102	13,100 18	8,705 70	43	3,964 09	4,436 31
Applied Signal Technology Inc				304	34,457 80	64,062 53
Arcelormittal				156	3,556 74	3,007 68
Aracruz Celulose Sa	25	1,818 50	282 00	71	2,375 66	3,248 25
Arba Inc New	844	12,742 21	6,085 24			
Arris Group Inc	505	5,796 03	4,014 75			
Arrow Electronics Inc				1140	13,487 94	13,030 20
ashland Inc New				97	2,482 08	2,872 17
Assurant Inc				63	1,689 29	2,496 06
Astoria Finl Corp	55	3,669 22	1,650 00			
Atheros Communications Inc	280	6,183 57	4,614 40	381	4,350 41	4,735 83
Atlas Air Worldwide Holdings	582	13,779 49	8,328 42			
Atwood Oceanics Inc	51	2,917 01	963 90	54	2,802 53	2,011 50
AT & T Inc	264	6,458 38	4,033 92			
Au Optronics Corp	761	21,645 86	21,688 50	521	14,272 02	14,603 63
Autodesk Inc				157	1,526 54	1,882 43
Automatic Data Processing Inc	970	39,097 55	19,060 50			
Autozone Inc	173	7,030 00	6,805 82	116	4,601 99	4,967 12
Autoliv Inc	27	3,243 64	3,765 69			
Avalonbay Cmnty Inc	23	1,298 82	493 58			
Avis Budget Group	214	21,160 13	12,964 12	22	630 22	953 92
Avon Products Inc				139	11,902 61	11,413 29
Axa Sa Sponsored				124	1,264 66	1,626 88
Bae Sys PLC Spon	105	3,495 26	2,359 35	444	8,614 97	13,986 00
Baidu Com	135	5,235 15	2,925 05	85	2,825 46	2,012 80
Bank of Ayudhya Pub Ltd	8	1,305 33	1,044 56	267	8,236 83	6,200 27
Bank of New York Mellon Corp				4	474 94	1,644 92
BankAmerica Corp	106	4,452 84	3,002 98	6400	3,089 92	4,448 00
Bank of Hawaii Corp	1228	44,829 55	17,290 24	1028	21,493 12	15,418 68
Bank Sarasin & Cie-Reg B	80	3,436 80	3,613 60			
Basf Ag Spon				75	2,332 35	2,862 75
BB&T Corp	110	7,130 75	4,211 02	80	5,186 00	5,020 48
BP Amoco P L C Spon ADR				49	1,061 64	1,243 13
Banco Bradesco S A New	183	11,941 11	8,553 42	66	948 72	1,443 42
Banco Itau Hldg	105	1,303 55	1,036 35			
Banco Santander Chile	118	1,720 69	1,368 80	35	1,941 45	2,267 30
Banco Santander Brasil S A				306	4,061 74	4,265 64
Banco Santander Cent Hispano	65	2,117 70	2,276 95			

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December 31, 2008 and 2009
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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Bancolumbia S A	17	342 42	396 95			
Bard C R Inc				119	8,563 33	9,270 10
Barrick Gold	246	8,001 35	9,045 42	51	1,577 65	2,008 38
Baxter International				578	29,632 23	33,917 04
Bayer A G Sponsored ADR				48	2,719 77	3,869 66
Becton Dickinson & Co				204	13,741 30	16,087 44
Belle Intl Hldgs Ltd				64	3,918 98	3,776 00
Bg Group PLC Spon ADR				39	3,223 69	3,533 17
Bhp LTD Spon	235	17,466 82	10,081 50	170	12,635 57	13,018 60
Black & Decker Corp	245	21,806 74	10,243 45			
BMC Software	97	2,904 18	2,610 27			
Block H & R	89	2,228 60	2,022 08			
Bigband Networks Inc				1287	7,289 85	4,427 28
Bilfinger Berger Ag ADR				150	1,995 70	2,317 35
Biogen IDEC Inc	1175	57,581 66	55,965 25	385	18,674 06	20,597 50
Biomed Realty Trust	95	2,613 83	1,113 40	93	2,167 01	1,467 54
Bis Restaurants Inc				348	4,971 70	6,552 84
Bj's Wholesale Club	150	5,410 60	5,139 00	87	3,150 17	2,845 77
Bnp Paribas Spon ADR				81	3,502 19	3,248 18
Boeing Co	285	18,599 83	12,160 95	215	8,711 91	11,637 95
Borg Warner Inc	30	1,283 58	653 10			
Boston Properties Inc	212	17,978 69	11,660 00	123	9,956 05	8,249 61
Brandywine Rlty				65	225 86	741 00
Brasil Telecom Participacos	27	1,806 42	1,043 01			
Brasil Telecom Sa ADR Pfd				56	1,741 69	1,631 28
Brasil Telecom Sa ADR Com				34	565 09	543 66
Brf-Brasil Foods Sa Sponsored ADR				35	1,531 73	1,832 95
Brinks Home Security Holdings Inc				40	994 07	1,305 60
Brinker Intl Inc	202	3,972 67	2,129 08	148	2,910 67	2,208 16
Bristow Group Inc	51	1,505 52	1,366 29	56	1,761 45	2,153 20
British Amer'n Tob Plc	110	8,131 13	5,842 10	162	10,381 32	10,474 92
Broadcom Corporation	815	24,662 44	13,830 55	864	23,542 10	27,190 08
Broadcom Communication Sys	764	5,513 18	2,162 12			
Brookfield Asset Mgmt Inc	125	3,593 49	1,908 75	125	3,593 49	2,772 50
Brookfield Pptys Cp	1045	20,654 96	8,077 85	629	10,038 97	7,623 48
Bucyrus Intl Inc	476	7,127 70	8,815 52	312	4,149 96	17,587 44
Bunzl PLC 32 142p				201	1,717 58	2,235 12
Burlington Northn Santa Fe				115	6,813 48	11,341 30
Cablevision Sys Corp	475	11,222 64	7,999 00			
Cabot Oil & Gas Corp	259	3,892 29	6,734 00	200	3,322 73	8,718 00
Cadbury	102	5,295 49	3,638 34	102	5,295 49	5,241 78
Calamos Asset Mgt	75	2,024 19	555 00			
California Pizza Kitchen Inc				107	1,027 60	1,439 15
Camden Propety Trust	185	8,976 34	5,797 90	81	2,903 83	3,431 97

McFeely-Rogers Foundation
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ATTACHMENT I

Investments in Stocks

December 31, 2008 and 2009

FORM 990-PF 2009 EIN # 25-1120947

	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Cameco Corp	139	3,767 33	2,397 75			
Cameron International Corp				27	1,099 44	1,128 60
Canadian National Railway Co	130	6,773 00	4,778 80	130	6,773 00	7,066 80
Canadian Natural Resources Co	70	5,384 40	2,798 60	70	5,384 40	5,036 50
Canadian Pacific Railroad Limited	115	7,889 51	3,866 30	115	7,889 51	6,210 00
Conon Inc ADR				61	2,347 81	2,581 52
Capital One Financialcorp				54	1,166 53	2,070 36
Capstead Mtg Corp	164	2,173 30	1,766 28	115	1,515 49	1,569 75
Carbo Ceramics Inc	218	10,660 03	7,745 54	118	5,257 49	8,044 06
Cardiome Pharma Corp	767	5,948 85	3,489 85			
Cardionet Inc				920	6,902 32	5,464 80
Carmax Inc	485	7,302 26	3,821 80			
Carnival Corp New Paired				60	2,021 05	1,901 40
Carter Inc				84	1,969 94	2,205 00
Caseys General Stores	62	1,657 80	1,411 74			
Cash Amer International Inc	200	6,779 13	5,470 00	189	6,082 64	6,607 44
Caterpillar Inc	432	30,410 41	19,297 44	180	10,438 46	10,258 20
CBS Corp	710	18,872 15	5,814 90			
Cavium Networks Inc	890	15,459 32	9,353 90			
Celera Corp	416	3,775 99	4,630 08	667	4,720 18	4,602 30
Cemex SA DE CV						
Cemig Comp Energy Pfd	122	2,006 76	1,676 28	145	1,729 37	2,618 70
Centrica PLC Spons ADR New				128	2,027 07	2,324 10
Centras Electricas Brasileir Spon ADR	160	1,912 09	1,787 20			
Central European District Corp	66	3,288 93	1,300 20			
Centurytel Inc	124	5,112 59	3,388 92	403	10,975 90	14,592 63
Cepheid Inc	306	7,326 50	3,176 28			
CF Industries Holdings Inc	21	1,280 79	1,032 36			
Charles Riv Labs Intl Inc	400	9,711 72	10,480 00	325	7,890 77	10,949 25
Charles Schwab New				1134	16,866 96	21,341 88
Chart Industries Inc	48	2,332 35	510 24			
Checkpoint Sys Inc	210	3,306 45	2,066 40	164	2,521 09	2,501 00
Chesapeake Energy Corp				450	11,280 31	11,646 00
Cheveron Coperation	542	29,051 09	40,091 74	372	19,826 85	28,640 28
Chicos Fas Inc				214	2,504 44	3,006 70
China Mobile Hong Kong	159	6,925 63	8,085 15	43	1,794 63	1,996 49
China Life Insurance Co LTD	206	10,743 63	9,558 40	108	5,334 15	7,921 80
China Pete & Chem Corp				27	1,970 87	2,377 89
China Unicom (Hong Kong) Ltd				144	1,944 54	1,887 84
Chubb Corp	116	5,894 07	5,916 00			
Chunghwa Telecom Co	200	2,863 43	3,120 00	71	1,115 06	1,318 47
Church & Dwright Co	92	5,264 31	5,163 04			
Cigna CP				65	2,045 49	2,292 55
Cincinnati Bell Inc				204	693 03	703 80

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Investments in Stocks

December 31, 2008 and 2009

FORM 990-PF 2009 EIN # 25-1120947

	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Cinemark Holdings Ic				101	1,323 22	1,451 37
Cisco Systems Inc	302	7,701 89	4,922 60	2110	36,975 16	50,513 40
City Holding Co	42	1,688 09	1,460 76	37	1,082 68	1,195 47
Clean Harbors Inc				99	4,822 43	5,901 39
Cleco Corp Hldgs	167	4,659 98	3,812 61	117	3,174 68	3,197 61
Cme Group Inc				72	17,529 95	24,189 12
Cnooc LTD	50	4,711 27	4,762 00	21	1,537 75	3,264 45
Coca-Cola Co.	449	21,094 02	20,326 23	681	30,951 29	38,817 00
Coeur D'Alene Mines Corp Idaho				50	602 97	903 00
Cogent Inc				607	6,500 06	6,306 73
Colfax Corp	231	6,176 48	2,400 09			
Comcast Corp New Special	3110	89,847 07	50,226 50			
Commscope Inc	112	5,584 40	1,740 48	470	12,920 34	12,469 10
Community Health Systems Inc New				42	1,176 73	1,495 20
Compagnie Gen Geophysique Veritas	186	3,888 17	2,788 14			
Compania De Bebidas Das Ame	35	1,515 98	1,550 85	21	893 95	2,122 89
Compania De Minas Buenaventura	63	936 84	1,254 96			
Compania Vale ADR	663	16,285 62	8,028 93			
Compass Minerals Intl Inc	34	1,661 83	1,994 44			
Computer Programs & Sys Inc	38	1,015 57	1,018 40	35	935 39	1,611 75
Computer Sciences CP				57	2,562 42	3,279 21
Comtech Telecommunications New	72	2,010 30	3,299 04	55	1,480 80	1,927 20
Concur technologies Inc	205	5,744 63	6,728 10			
Conocophillips Com	712	38,095 09	36,881 60	781	38,104 56	39,885 67
Constellation Brands Inc CLA				92	1,379 72	1,465 56
Convergys Corp				63	575 07	677 25
Con-Way Inc				59	2,038 85	2,059 69
Cooper Industries PLC	215	8,698 90	6,284 45	201	8,028 88	8,570 64
Copa Holdings sa CIA				61	1,541 49	3,322 67
Core Laboratories N V	123	14,863 45	7,362 78	155	15,601 83	18,308 60
Corning Inc	213	5,855 28	2,029 89			
Corporate Office Properties Trust	50	1,347 43	1,535 00			
Costco Wholesale Corporation				452	22,506 51	26,744 84
Costco Biotechnology Inc	261	6,682 83	6,786 00			
Cousins Properties Inc				74	560 12	564 62
Covance Inc	115	4,002 00	5,293 45	90	3,132 00	4,911 30
Covidien LTD	638	25,161 74	23,121 12			
Credicorp LTD	20	812 45	999 20	23	911 75	1,771 46
Credit Suisse Group Sponsored ADR				69	3,590 18	3,392 04
Cree Inc	460	11,498 80	7,300 20	20	428 20	1,127 40
Crexus Investment Corp				44	642 83	614 24
Crown Castle International Corp				691	14,522 66	26,976 64
CSG Sys Intl Inc				37	550 45	706 33
CSX Corp	77	4,404 67	2,500 19	60	3,398 40	2,909 40

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Cummins Engine Inc	136	7,599 85	3,635 28	32	1,492 67	1,467 52
Curtiss Wright Corp	60	1,590 30	2,003 40	50	1,325 25	1,566 00
Cytex Industries Inc				34	602 19	1,238 28
Dawa House Industry LTD ADR	75	8,222 90	7,156 65	150	8,316 45	11,280 00
Danaher Corp Sbi						
Darling International Inc	129	2,101 06	708 21			
Data Domain Inc	597	13,945 63	11,223 60			
DBS Group Holdings Ltd						
Dct Industrial Trust	100	772 65	506 00	89	687 66	446 78
Dean Foods Company				109	2,221 50	1,966 36
Deckers Outdoor Corp				17	1,641 60	1,729 24
Deere & Co	93	7,309 88	3,563 76			
Del Monte Foods Inc				264	2,835 68	2,993 76
Dell Inc				291	3,850 80	4,178 76
Delphi Finl GP A	142	3,759 21	2,618 48	180	3,285 38	4,026 60
Delta Air Lines Inc				75	679 71	853 50
Desarrolladora Homex S A De Sponsored /	36	1,740 18	821 88	15	700 03	504 30
Deutsche Telekom Ag 1 Ord Spon ADR				272	3,151 89	3,998 40
Developers Diversified Realty	24	747 36	117 12			
Diageo PLC	110	8,992 50	6,241 40	110	8,992 50	7,635 10
Diamond Offshore Drilling Inc	155	21,149 44	9,135 70	215	19,305 71	21,160 30
Digital Realty Trust Inc				20	816 44	1,005 60
Digital River Inc	135	5,757 74	3,348 00	149	5,200 65	4,021 51
Dish Network Corp Class A	157	4,418 81	1,741 13			
Dolby Laboratories Inc Cl A	430	13,079 34	14,086 80			
Dominion Res Inc VA New	137	5,600 16	4,910 08			
Domtar Corporation New				33	1,433 71	1,828 53
Donnelley RR & Sons Co	603	19,851 58	8,188 74	570	8,766 71	12,693 90
Douglas Emmett Inc	78	1,832 72	1,018 68			
Dow Chemical Co	995	38,532 83	15,014 55	193	3,026 79	5,332 59
DPL Inc	112	3,125 11	2,558 08			
Duff & Phelps Corp New Cl A				198	3,577 76	3,615 48
Duke Rlty Invt	262	7,003 81	2,871 52	11	132 09	133 87
Dynamic Materials Corp	278	11,832 95	5,368 18	223	9,427 26	4,471 15
Eaton Corp	118	9,171 32	5,865 78	32	1,968 67	2,035 84
Eaton Vance Corp	230	4,236 80	4,832 30	176	3,242 07	5,352 16
Earthlink Inc				121	1,050 50	1,005 51
East West Bancorp Inc	290	4,001 04	4,631 30			
Edison International	112	5,941 60	3,597 44	325	8,601 17	11,303 50
Electrobras ADR Prf	360	3,809 90	3,841 20			
El Paso Ele Co	128	2,649 46	2,315 52	99	1,957 39	2,007 72
Embarq Corp	98	5,942 95	3,524 08			
Emcor Group Inc				124	2,903 71	3,335 60
Emergency Medical Svcs Corp C1 A	227	6,179 80	8,310 47	191	5,002 69	10,342 65

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Shares	Book Value	Market Value	Shares	Book Value	Market Value
12/31/08	12/31/08	12/31/08	12/31/09	12/31/09	12/31/09
257	7,751 57	9,408 77	35	1,671 36	1,759 45
275	19,081 75	12,782 00			
224	5,610 30	5,797 12	33	702 57	1,584 66
81	2,591 28	2,472 93	118	2,951 39	2,421 36
62	3,330 06	1,818 46	28	1,067 34	1,042 44
74	4,778 00	2,100 86	61	2,674 80	2,854 80
95	1,749 90	1,017 36	85	1,565 70	1,216 18
65	7,419 60	5,403 45	65	7,419 60	5,319 60
92	4,036 04	3,529 12	61	5,484 12	5,935 30
513	23,129 34	15,297 66	79	3,465 73	3,987 13
424	4,435 09	3,311 44	466	17,287 75	15,741 48
31	1,132 00	1,166 53			
87	7,285 51	4,838 07	80	1,153 99	1,756 00
539	24,536 11	43,028 37	87	7,285 51	4,251 69
135	315 45	2,053 35	163	10,355 78	14,086 46
356	9,827 70	8,138 16	478	22,481 23	32,594 82
100	6,830 00	6,208 00	97	573 34	1,668 40
63	2,530 81	1,068 48	172	3,775 99	9,110 84
83	5,227 97	4,032 14	121	2,360 43	2,578 51
123	1,931 40	2,344 38	106	3,276 37	3,160 92
375	5,332 68	11,505 00	93	5,413 58	6,297 96
102	4,801 82	4,576 74	332	3,866 27	6,503 88
36	1,318 72	601 20	431	7,133 92	9,563 89
267	8,922 12	1,788 90	159	1,817 93	1,998 63
1500	77,051 00	38,205 00	294	4,130 12	9,622 62
248	10,560 50	7,472 24	92	4,497 13	4,143 68
35	790 14	1,532 30	0	-	-
59	5,912 16	3,763 02	143	1,092 06	745 03
50	4,200 90	1,222 00	351	5,508 17	4,134 78
155	5,062 94	3,475 10	142	6,011 35	6,798 96
			47	1,529 38	1,383 68
			59	5,912 16	6,215 65
			105	8,406 83	8,430 45
			53	2,382 48	2,809 53
			81	2,098 10	1,790 10
			119	5,277 81	5,612 04

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
FujiFilm Hldg	323	10,731 90	7,177 06	200	2,520 00	2,450 00
Fuji Mavhine Mfg Co Ltd						
Gafisa S A	64	1,406 40	592 64			
Gamestop Corp	82	3,867 90	1,776 12			
Gannett Company Inc De				169	1,699 69	2,509 65
Gap Inc	192	3,598 92	2,570 88			
Gap Corporation	56	1,819 70	1,734 32	46	1,494 76	1,322 50
Gaylord Entertainment Co Cl A new				246	4,330 16	4,858 50
General Dynamics Corp	84	7,685 95	4,837 56	122	9,908 45	8,316 74
General Electric Co	1500	39,750 24	24,300 00	488	13,859 20	7,383 44
Genco Shipping & Trading LTD	66	4,104 91	976 80			
Genzyme Corp	840	51,745 46	55,750 80			
Geo Group Inc	542	10,034 51	9,772 26	428	7,922 92	9,364 64
Geoeeye Inc	53	1,219 88	1,019 19	51	983 03	1,421 88
Gerdau S A	226	2,640 21	1,491 60	172	1,395 79	2,929 16
Gilead Sciences Inc				424	18,784 35	18,346 48
Glaxosmithkline Plc Ads	780	39,280 78	29,070 60	619	28,475 90	26,152 75
Global Cash Access Inc	195	4,535 03	6,394 05	252	1,914 20	1,887 48
Global Payments Inc				150	3,218 25	8,079 00
Global X China Financials				254	3,780 08	3,629 28
Global X China Industrials				172	2,813 93	2,660 84
Gmx Resources Inc	53	1,761 19	1,341 96	159	2,215 75	2,184 66
Gold Fields Limited	975	14,508 99	9,681 75	378	4,639 77	4,955 58
Goldman Sachs Group Inc	26	4,399 36	2,194 14	113	19,581 10	19,078 92
Goodrich Petroleum Corp				180	2,698 47	4,383 00
Google Inc Cl A				25	8,691 00	15,499 50
Graftech Intl LTD	203	4,340 21	1,688 96			
Granite Construction Inc	115	6,184 66	5,051 95	78	4,194 46	2,625 48
Green Mountain Coffee Roasters Inc	42	1,304 00	1,625 40			
Greenhill & Co	28	2,023 24	1,953 56			
Grupo Televisa Sa	113	2,083 92	1,688 22	31	441 04	643 56
Gulf Island Fabrication	52	1,573 37	749 32			
Gymboree Corporation	231	10,193 89	6,026 79	40	1,633 71	1,741 20
Hachijuni Bank LTD	60	3,769 13	3,382 26			
Haemonetics Corp	49	2,441 55	2,768 50			
Haliburton Co	824	28,682 00	14,980 32	912	21,854 99	27,442 08
Hanger Orthopedic Group inc	87	1,597 96	1,262 37			
Hanover Insurance Group Inc	212	9,169 04	9,109 64	173	7,316 26	7,686 39
Hasbro Inc	30	1,098 06	875 10			
Harris Corporation Delaware				250	8,787 75	11,887 50
Harsco Corp	160	4,554 43	4,428 80	140	3,954 45	4,512 20
Hartford Finl Svcs Group	285	20,272 18	4,679 70			
Hawaiian Holdings Inc				250	1,785 47	1,750 00
Headwaters Inc	215	6,818 44	1,451 25			

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Healthcare Rity Tr	208	5,608 93	4,883 84	130	3,497 71	2,789 80
Health Mgmt assoc Inc New C I A				290	1,583 43	2,108 30
Healthspring Inc				56	819 77	986 16
Healthways Inc	215	6,768 07	2,468 20	182	5,401 48	3,337 88
Hearland Payment Systems Inc	90	2,247 80	1,575 00			
Herbalife	127	5,032 43	2,753 36	71	2,541 85	2,880 47
Henry Jack & Assoc Inc				296	5,281 44	6,849 44
Hep Inc	164	5,245 59	4,554 28	221	5,485 53	6,749 34
Hess Corporation				32	1,792 10	1,936 00
Hewlett Packard	209	10,131 01	7,584 61	158	7,546 53	8,138 58
Hewitt Associates Inc	141	4,801 24	4,001 58			
Hexcel Corp	891	19,159 60	6,584 49	307	6,109 71	3,984 86
Hlth Care Svc Group	526	7,441 48	8,379 18	322	4,555 43	6,910 12
Hni Corp				34	640 87	939 42
Holly Corp	62	2,414 80	1,130 26	61	1,993 44	1,563 43
Hologic Inc	218	5,195 67	2,849 26			
Horne Depot Inc	655	16,908 74	15,078 10	415	10,542 67	12,005 95
Honda Mtr Ltd ADR				132	4,066 23	4,474 80
Horace Mann Educators Corp	159	3,059 14	1,461 21	105	1,992 93	1,312 50
Horsehead Holdings Corp				116	1,359 02	1,479 00
Host Hotels & Resorts Inc	2155	40,322 05	16,313 35	587	11,781 07	6,850 29
Hovnanian Entprs Inc	210	6,382 18	361 20			
HSBC Holdings PLC	125	10,104 49	6,083 75	193	9,720 97	11,018 37
Huaneng Power International	72	1,710 41	2,100 96	115	2,804 79	2,576 00
Hudson City Bancorp Inc	440	7,882 38	7,022 40	790	10,648 65	10,846 70
Human Genome Sciences Inc				78	1,279 14	2,385 24
Iberisbank Corp				32	1,466 66	1,721 92
Iberdrola Sa Spon ADR	22	1,138 77	1,056 00			
Icap PLC				190	2,737 90	2,638 72
Icici Bk LTD ADR	84	2,035 94	1,617 00	65	1,566 48	2,451 15
Immunor Inc	191	6,128 92	5,076 78			
Impala Platinum Hldgs	137	3,593 87	2,000 47			
Informatica Corp	487	6,058 78	6,686 51			
Infosys Technologies Ltd				36	1,171 38	1,989 72
Ingersoll-Rand Co LTD Class A	205	8,764 32	3,556 75	255	9,922 37	9,113 70
Ipath Msci India Index	106	5,049 79	3,353 84	70	2,376 83	4,484 20
Inpex Corp Unsponsored ADR				42	3,362 15	3,162 56
Integral Systems Inc MD	47	974 82	566 35			
Intel Corp	1733	45,433 95	25,405 78	1148	29,598 98	23,419 20
Intl Business Machines Corp	70	8,029 68	5,891 20	85	8,400 02	11,126 50
Investment Technology Grp	203	8,024 75	4,612 16			
Intuitive Surgical Inc	13	3,764 24	1,650 87	23	4,734 99	6,978 89
Ishares Inc Msci Japan				1125	10,925 63	10,957 50
Ishares Msci Hong Kong	82	866 00	850 34			

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Ishares Msci Malaysia	188	1,508 49	1,426 92	563	4,803 75	7,302 11
Ishares Msci Taiwan	53	2,289 11	1,437 36	55	2,479 04	2,964 50
Ishares Msci Turkey Index Fund	95	1,149 38	669 75			
Ishares Msci Singapore Index Fd	177	7,512 22	6,819 81	151	4,865 32	8,451 47
Ishares Msci South Africa Index Fund	199	8,694 70	5,566 03	211	7,754 62	10,052 04
Ishares Msci South Korea	563	21,045 91	16,377 67	155	3,657 69	6,550 30
Ishares Tr Fise/Xinhua	379	5,706 49	5,374 22			
Isis Pharmaceuticals Inc				115	1,313 20	860 20
Isle of Capri Casinos Inc				269	3,683 22	6,143 96
Itau Unibanco Banco Multiplo Sa ADR				175	8,269 49	11,824 75
Iron Inc	237	11,231 40	15,106 38			
Ivanhoe Mines Ltd	380	2,850 72	1,026 00			
Invesco LTD	100	2,449 00	1,444 00			
Investment Technology Grp				70	1,572 82	1,379 00
IPC Holdings LTD	115	3,336 85	3,438 50			
Jabil Circuit Inc				114	1,016 77	1,980 18
Jack In the Box Inc	91	2,151 10	2,010 19			
Jardine Mthson Hldgs ADR				100	2,530 00	3,018 00
JB Hunt Trans Serv	473	8,764 66	12,425 71	373	5,448 42	12,036 71
J C Penney Co				61	1,895 88	1,623 21
Jefferies Group Inc	270	4,202 09	3,796 20	199	3,087 23	4,722 27
Jo-Ann Stores Inc				67	906 31	2,428 08
Jsc Mmc Norisk Nickel Spons ADR				89	1,139 75	1,219 30
Johnson & Johnson	358	17,592 12	21,419 14	1125	59,521 29	72,461 25
Jones Apparel Group Inc				58	605 02	931 48
Jos A Bank Clothiers Inc	84	2,375 55	2,196 60	52	1,388 92	2,193 88
Joy Global Inc				26	1,459 12	1,340 82
JP Morgan Chase & Co	580	16,091 17	18,287 40	485	17,969 42	20,209 95
Kb Financial Group Inc	26	1,208 67	681 20	71	1,803 63	3,610 35
Kendel Intl Inc	79	2,020 75	2,031 88			
Kilroy Realty Corporation	62	3,941 12	2,074 52	40	1,010 49	1,226 80
Kimberly Clark Corp	215	12,838 03	11,339 10	216	12,644 19	13,761 36
Kindred Healthcare Inc	115	2,656 79	1,497 30			
Kinetic Concepts Inc	72	3,717 89	1,380 96	128	4,497 29	4,819 20
Kirby Corp	97	5,000 02	2,653 92	136	2,025 30	2,176 68
Kirin Brewery Co	566	7,044 66	7,342 72	93	371 94	378 51
Kite Realty Group Trust						
Knight Capital Group Inc	71	1,204 19	1,146 65			
Knight Transportation Inc				233	2,966 60	4,494 57
Koninklijke Ahold ADR				159	1,834 86	2,112 47
Korea Electric Power Corp	461	8,752 68	5,352 21			
Korea Fd Inc	14	5,001 55	481 88	44	945 12	1,564 20
Kraft Foods Inc	445	11,748 94	11,948 25	634	15,314 66	17,232 12
KT Corp Spon	586	12,242 11	8,596 62			
L-3 Communications Holdings Inc	545	44,406 60	40,210 10			

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Lasalle Hotel Properties	31	804 76	342 55	66	1,291 70	1,401 18
Las Vegas Sands Corp				120	1,880 21	1,792 80
Lauder Estee Cos Inc	151	5,594 55	4,674 96	109	4,038 45	5,271 24
Layne Christensen Inc	46	2,166 22	1,104 46			
Lazard Cla				129	3,653 32	4,898 13
Lexmark Intl Group Inc Cl A				81	1,234 54	2,104 38
Liberty Media Corp Entertainment	1365	30,227 83	23,860 20			
Liberty Media Hldgs Corp Ser A Inter	2340	57,891 60	7,300 80	129	2,827 63	3,080 52
Liberty Global Inc C1 A	375	11,530 03	5,970 00			
Liberty Media Hldgs Cap Ser A	1555	23,421 39	7,324 05			
Liberty Ppty Tr	191	7,522 19	4,360 53	78	2,655 13	2,496 78
Life Time Fitness Inc	255	7,436 95	3,302 25	217	6,328 70	5,409 81
Life Technologies Corp	138	5,979 59	3,216 78	29	1,155 21	1,514 38
Lilly Eli & Co	134	6,964 71	5,396 18			
Lincoln Natl Corp Ind	1215	44,117 70	22,890 60	72	1,789 17	1,791 36
Lindsay Mfg Co	25	1,975 11	794 75			
Lions Gate Entmnt Corp	290	3,313 20	1,595 00			
Lithur Gold Ltd	134	3,462 17	2,938 62			
Lkq Corporation	578	5,683 99	6,739 48	300	2,950 16	5,877 00
Lockheed Martin Corp	79	7,809 15	6,642 32			
Lonmin Plc	103	4,685 92	1,349 09			
Lonza Group Ag CHF1						
Lorillard Inc	73	5,493 90	4,113 55			
Lowe's Companies Inc				21	2,056 95	1,467 90
Lsb Industries				27	1,984 80	2,166 21
Ltc Properties Inc				1034	18,473 49	24,185 26
Lukoil Co	133	7,972 99	4,256 00	71	1,093 68	1,001 10
Lululemon Athletica Inc	629	11,554 39	4,987 97	23	386 72	615 25
Lumber Liquidators Inc				91	3,018 32	5,114 20
Macerich Co	139	10,014 62	2,524 24	247	2,017 69	7,434 70
Mack Cali Rity Corp	246	10,742 08	6,027 00	71	1,158 25	1,902 80
Macy's Inc				10	295 39	359 50
Magna Intl A Con	136	8,585 39	4,070 48	116	4,774 63	4,010 12
Manitowoc	139	5,354 67	1,203 74	156	1,761 78	2,614 56
Manulife Finl Corp	90	3,402 00	1,532 70			
Marathon Oil Corp				90	3,402 00	1,650 60
Marriott Intl Inc New Cl A	617	23,130 80	16,881 12	325	10,220 70	10,146 50
Marvel Entertainment Inc				433	7,221 23	11,799 25
Martek Bioscience	90	2,150 49	2,767 50			
Masimo Corp				291	6,936 19	5,514 45
Mattel Inc	790	12,790 10	12,640 00	201	5,022 37	6,114 42
Matrix Service Co	113	2,768 68	866 71	550	8,904 50	10,980 00
Max Re Capital LTD	136	3,675 06	2,407 20	115	1,956 49	1,224 75
McDonalds Corp	250	8,595 60	15,547 50	91	2,433 60	2,029 30
				525	25,488 46	32,781 00

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
McGrath Rentcorp	50	1,736 60	1,068 00	521	16,481 56	17,458 71
McGraw Hill Com Inc	243	8,118 68	5,635 17	39	2,507 31	2,437 50
McKesson Hhoc Inc				133	865 00	1,066 66
McMoran Exploration Co	81	1,861 60	793 80			
Medarex Inc	2013	19,257 17	11,232 54			
Medco Health Solutions Inc	144	7,017 90	6,035 04			
Medical Pptys Trust Inc				469	3,540 58	4,690 00
Mednax inc				106	6,060 51	6,371 66
Medtronic Inc	129	6,478 24	4,053 18	503	19,225 56	22,121 94
Meico Pbl Entertainment Macau Ltd				1082	6135 21	3,635 52
Merc Elect Mats Inc	63	3,648 13	899 64			
Merck & Co	307	14,008 92	9,332 80	733	21,515 30	26,783 82
Meritage Corp	125	3,980 00	1,521 25	93	2,961 12	1,797 69
MettLife Inc				305	8,494 38	10,781 75
Mettler Toledo Intl	115	3,065 90	7,751 00	43	1,146 38	4,514 57
Microchip Technology Inc	102	3,567 46	1,992 06	102	3,567 46	2,963 10
Microsemi Corporation	617	14,697 61	7,798 88	291	3,395 51	5,168 16
Microsoft Corp	1276	31,059 01	24,805 44	2369	49,613 59	72,207 12
Microstrategy Inc Cl A				15	1,066 74	1,410 30
Middleby Corp	176	11,463 79	4,799 52	141	9,163 56	6,911 82
Mitcom International Cellular S A				45	2,536 65	3,319 65
Mirant Corp New				187	2,838 64	2,855 49
Mistras Group Inc				536	6,868 72	8,072 16
Mitsubishi Corp Spons ADR				93	3,696 02	4,605 27
Mitsui Sumitomo Insur Co Ltd ADR	348	6,433 83	5,345 63			
Mobile Telesystems Oisc	76	3,609 04	2,027 68	47	1,372 26	2,297 83
Moog Inc	165	3,936 90	6,034 05	120	2,863 20	3,580 11
Morgan Stanley India Invs Fund	121	4,019 97	1,512 50			
Morgans Hotel Group	134	2,090 14	624 44	134	2,090 14	612 38
Multi-Fineline Electronix Inc				37	972 01	1,049 69
Nabors Industries LTD	525	16,748 76	6,284 25	470	14,994 13	10,288 30
Nasdaq Stock Market Inc	80	3,010 80	1,976 80			
National Oilwell Varco Inc	690	40,665 82	16,863 60			
National Semiconductor Corp	51	1,123 29	513 57	87	5,394 57	3,835 83
Nationwide Health Pptys Inc				38	828 67	583 68
Navigators Group Inc				25	735 20	879 50
NBTY Inc				26	1,264 10	1,224 86
Nci Inc				38	1,201 94	1,654 52
Neinet Inc Cl A				36	1,022 58	995 40
Nestle Spon ADR	557	16,059 02	21,770 35	70	1,061 22	1,206 10
Net 1 Ueps Technologies Inc	121	2,696 84	1,657 70	581	17,604 68	28,213 94
Newcrest Mining Ltd	173	2,875 40	4,087 64	108	2,207 53	2,095 20
Newfield Expl Co				133	2,767 82	4,225 94
Newmont Mining	240	9,550 00	9,768 00	81	2,517 10	3,906 63

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
News Corp Ltd	498	7,594 50	4,526 82	498	7,594 50	6,817 62
New World Dev Co Ltd				459	1,716 66	1,889 70
New York Community Bancorp Inc				960	11,179 87	13,929 60
Nexen Inc	178	5,401 79	3,129 24			
Nike Inc B	37	2,485 06	1,887 00	207	13,471 01	13,676 49
Nintendo Co Ltd ADR				88	2,970 00	2,604 18
Nippon Steel Corp				70	2,808 43	2,819 67
Nippon Telegraph & Telephone	419	9,048 47	11,392 61	99	1,978 13	1,954 26
Nissan Mtr Co Ltd Sprd ADR				278	3,618 34	4,837 76
Noble Corporation	445	22,339 13	9,830 05	415	19,182 11	16,890 50
Noble Energy Inc	66	6,118 66	3,248 52			
Nomura Holdings Inc				954	6,997 28	7,059 60
Norfolk Southern				36	1,671 30	1,887 12
Northern Trust	62	4,632 87	3,232 68	299	15,448 86	15,667 60
Northrop Corp				205	10,350 82	11,449 25
Novagold Resources Inc	195	2,766 08	286 65	223	9,406 92	12,137 89
Novartis Ag Spon	145	6,950 15	7,215 20	112	7,727 49	7,151 20
Novo-Nordisk A S ADR	112	7,727 49	5,755 68	90	2,553 59	2,124 90
NRG Energy Inc				294	4,344 11	4,110 12
Ntt Docomo Inc Spon ADR				649	6,014 47	10,078 97
Nuance Communications Inc				170	6,159 82	4,148 00
Oao Gazprom Sp	315	12,751 53	4,488 75	409	27,034 62	33,272 15
Occidental Petroleum Corp	497	22,611 44	29,815 03	173	1,781 77	1,655 61
Ocwen Financial Corp New				29	1,099 93	890 30
Old Dominion Freight Line				99	1,906 93	1,734 48
Olin Corp Com	97	2,054 69	1,753 76	21	628 04	659 19
Om Group Inc				174	2,464 57	3,384 30
Omega Healthcare Invs Inc	271	3,945 91	4,327 87	75	3,745 74	2,936 25
Omicom Group	97	4,867 99	2,611 24	93	846 80	820 26
On Semiconductor Corp	124	1,129 07	421 60	101	2,298 76	4,501 57
Oneok Inc	165	3,755 40	4,804 80	134	4,194 09	3,931 56
Onyx Pharmaceuticals Inc						
Optionsxpress Holdings Inc	122	2,371 37	1,629 92	98	1,350 73	1,495 48
Orbital Sciences Corp	426	8,507 69	7,552 98	1693	31,740 27	41,529 29
Oracle Corp	103	1,712 49	623 15			
Oriental Financial Group Inc				79	1,213 77	1,663 74
Orion Marine Group	262	9,780 77	10,231 10	255	8,889 25	7,920 30
Osi Pharmaceuticals				95	2,454 51	3,517 85
Oshkosk Truck Corp						
Owens & Minor Inc	91	4,406 64	3,426 15			
Owens Illinois Com	75	3,430 76	2,049 75			
Pacific Capital Bancorp	195	6,355 33	3,291 60			
Pacific Sunwear Calif Inc	514	6,687 91	817 26			
Pall Corp	975	33,637 50	27,719 25			

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Panasonic Corp	347	6,061 47	4,316 68	214	3,043 46	3,070 90
Pantry Inc. The	122	2,380 76	2,616 90			
Parker Hannifin Corp	130	8,881 40	5,530 20			
Parkway Properties Inc	27	1,217 70	486 00			
Partneere LTD	45	3,422 70	3,207 15	45	3,422 70	3,359 70
PdI Biopharm Inc				606	4,761 06	4,157 16
Peabody Energy Corp	130	5,263 62	2,957 50	87	3,362 47	3,933 27
Pediatric Med Group Inc	135	7,718 57	4,279 50			
Peet's Coffee & Tea Inc	70	1,902 66	1,627 50	33	896 97	1,100 55
Penn Virginia Corp	44	743 60	1,143 12			
Penske Automotive Group Inc				274	3,790 93	4,159 32
Peoples United Financial Inc				569	9,578 08	9,502 30
Pepsico	290	13,888 10	15,883 30	833	43,522 45	50,646 40
Perini Corp	36	1,026 36	841 68			
Perrigo Co	151	4,479 07	4,878 81	342	7,396 89	13,621 86
Perot Systems	165	2,326 42	2,255 55			
Petro-Canada	107	5,015 64	2,342 23			
Petrochina Co LTD ADR	15	1,390 81	1,334 70	10	849 55	1,189 60
Petroleo Bras Sa Ads				50	2,130 33	2,384 00
Petrobras Brasileiro Spon ADR				175	3,187 45	7,418 25
Petsmart Inc	263	5,371 06	5,367 83			
Pfizer Inc	222	3,782 01	4,095 90			
Pharmaceutical Prod Dev Inc	2146	51,355 31	38,005 66	1666	36,183 60	30,304 54
Philp Morris International	290	4,825 60	8,412 90	218	3,627 52	5,109 92
Philppine Long Distance Tel	634	20,329 45	27,585 34	490	13,167 44	23,613 10
Phillips Long Distance Tel	25	1,104 64	1,173 75	36	1,676 02	2,040 12
Phillips Van Heusen Corp	180	3,277 40	3,623 40	156	3,079 71	6,346 08
Plum Creek Timber Co	34	1,554 78	1,181 16	34	1,554 78	1,283 84
PNC Finl Svcs GP				49	1,362 14	2,586 71
Polycom Inc	54	6,302 14	4,063 50			
Posco Spon Adr				43	4,886 34	5,637 30
Post Properties Inc	157	6,501 30	2,590 50	120	4,869 63	2,352 00
Potash CP of Saskatchewan Inc	45	7,196 40	3,294 90	143	14,852 42	15,515 50
Praxair Inc	120	5,985 41	7,123 20	294	18,450 63	23,611 14
Proassurance Corp	80	3,819 63	4,222 40	64	3,055 70	3,437 44
Procter & Gamble	364	17,752 28	22,502 48	856	41,421 87	51,899 28
Prologis Tr	422	20,738 23	5,861 58			
Promise Co Adr	473	8,629 03	5,869 96			
Protective Life Corp	120	4,879 84	1,722 00	264	3,076 07	4,369 20
Prudential Financial Inc	66	5,976 23	1,997 16	144	9,419 32	7,165 44
PS Business Parks Inc	36	2,055 64	1,607 76	56	2,762 85	2,802 80
Public Storage Inc	108	8,088 54	8,586 00	137	9,298 68	11,158 65
Qbe Insurance Group Ltd				156	2,511 60	3,541 20
QLOGIC Corp	289	5,607 38	3,884 16			

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Qualcomm Inc	170	6,523 99	6,091 10	942	36,342 08	43,576 92
Questcor Pharmaceuticals	185	1,280 44	1,722 35	223	1,314 76	1,059 25
Qwest Communications Intl				320	1,270 49	1,347 20
Raymond James Finl Inc	297	5,597 43	5,087 61	218	3,244 05	5,181 86
Realty Income Corp				65	1,675 45	1,684 15
Regeneron Pharmaceuticals	430	7,178 16	7,894 80	349	5,825 99	8,438 82
Regency Centers Corporation	199	12,917 78	9,293 30	180	9,876 52	6,310 80
Reinsuranc Group of America Inc				113	3,585 13	5,384 45
Republic Svcs Inc Cl A	195	4,845 58	4,834 05			
Reynolds American Inc	410	21,512 42	16,527 10	215	10,268 40	11,388 55
Rf Micro devices Inc				193	1,001 67	920 61
Rio Tinto PLC Spon ADR	35	13,681 44	3,111 85	35	13,681 44	7,538 65
Riverbed Technology Inc				310	6,067 10	7,120 70
Roche Holdings Ag				178	6,041 32	7,567 67
Rolay Caribbean Cruises Ltd				145	2,159 02	3,665 60
Rossi Residential S A Gdr				544	2,105 82	2,387 62
Royal Dutch Shell Plc	495	32,690 30	26,205 30	350	21,836 53	21,038 50
Royal Dutch Shell Plc CLB	170	10,079 54	8,743 10	26	377 52	1,224 34
Royal Gold Inc	86	1,784 49	4,232 06			
Ruddick Corp	50	1,369 31	1,382 50			
Rwe Ag Spon	30	3,642 00	2,640 96	30	3,642 00	2,936 76
SBA Communications Corp				109	2,111 04	3,723 44
SI Green Realty Corp	2	248 41	51 80			
Salesforce com Inc	183	2,738 03	5,857 83			
Sandisk Corp	1765	50,963 36	16,944 00			
Sanmina Corp	1155	7,027 22	542 85	460	4,460 94	5,073 80
Sanofi-Synthelabo	316	12,561 56	10,162 56			
Santos Limited A 25Ord				208	2,464 80	2,641 00
Sasol Ltd Spon	66	2,709 17	2,001 78	41	1,207 15	1,637 54
Savient Pharmaceuticals				792	11,527 69	10,779 12
Schlumberger LTD	273	24,867 84	11,556 09	696	42,969 12	45,302 64
School Specialty Inc	148	5,341 24	2,829 76	80	2,966 79	1,872 00
Schulman A Inc				69	1,454 39	1,392 42
Schweitzer-Mauduit Intl Inc				38	1,862 54	2,673 39
The Scotts Company	145	4,849 54	4,309 40	110	3,255 49	4,324 10
Seagate Technology Holdings	1720	48,760 28	7,619 60	252	2,494 68	4,583 88
Secom Ltd ADR				31	2,565 93	2,943 67
Sega Sammy Hldgs Inc	1285	6,602 14	3,667 39			
Sekisui House Ltd	758	8,558 73	6,505 91			
Selective Insurance Grp Inc	120	2,677 51	2,751 60	99	2,118 85	1,628 55
Sempra Energy				61	3,304 07	3,414 78
Senior Hsg Pptys Sbi				216	3,252 37	4,723 92
Sepracor Inc	925	16,205 21	10,156 50			
Seven & 1 Holdings Co LTD	10	630 43	672 92			

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Shinhan Financial Group	-105	11,444 87	4,951 80	54	4,080 35	4,011 12
Shiseido Ltd	344	5,909 64	6,925 41			
Siemens Aktiengesellschaft	85	6,587 90	6,438 75			
Sigma designs				32	464 61	342 40
Signet Jewelers Limited				103	2,491 38	2,752 16
Simon Ppty Group Inc	310	25,258 80	16,470 30	270	20,024 91	21,546 00
Silicon Laboratories Inc OC	308	2,510 28	1,373 68			
Siliconware Prec Inds Ltd Spons ADR				461	3,379 62	3,231 61
Silver Std Res Inc	66	1,807 07	1,052 04			
Sk Telecom Ltd	192	4,220 81	3,490 56	107	1,751 33	1,739 82
Skyworks Solutiond	133	1,083 03	736 82	104	848 21	1,475 76
Smith & Nephew PLC Spon ADR				48	1,766 40	2,460 00
Smith Micro Software Inc	147	5,096 43	5,788 86	557	6,934 43	5,096 55
Snap-on Tools Corp	156	1,766 23	1,561 25	89	2,827 53	3,761 14
Societe Generale France	290	5,748 41	6,989 00			
Solera Holdings Inc	257	4,051 52	3,127 69	222	4,400 51	7,994 22
Solutia Inc New				147	1,709 07	1,866 90
Sonic Corp	70	2,065 81	1,124 20	190	2,689 13	1,913 30
Sony Corp ADR 1974 New				84	2,463 63	2,436 00
Southern Copper Corp	66	3,128 30	2,376 00	33	819 33	1,086 03
Southwest Gas Corp	65	1,682 20	1,752 40	49	1,310 76	1,397 97
Sovran Self Storage Inc	240	6,313 63	4,140 00	32	1,404 86	1,143 36
Spss Inc						
Sra International Inc	170	5,926 48	3,452 70	180	4,735 22	3,438 00
St Jude Med Inc				648	23,417 07	23,833 44
St Mary Land & Exploration Co				125	3,097 19	4,280 00
Standard Chartered PLC Ord USD 50				78	1,497 60	1,934 40
Standard Microsystems Corp				51	962 49	1,059 78
Staples Inc	445	22,756 73	7,965 50	828	17,581 81	20,360 52
Stanwood Htlds & Rsts				395	6,995 45	14,445 15
Starwood Property Trust Inc	160	5,172 19	4,809 60	54	1,060 55	1,020 06
State Auto Financial Corp	48	3,502 84	1,887 84	141	4,120 11	2,608 50
State Street Corp	61	1,121 52	336 72			
Sterlite Industries India LTD	189	2,159 17	1,149 12	159	1,166 06	815 67
Sterling Bancshares Inc	77	1,795 28	1,426 81	54	1,259 03	1,033 56
Sterling Construction Co Inc	175	4,955 35	1,540 00			
Sterling Financial Corp	17	1,204 67	187 34			
Stone Energy Corp	844	11,140 86	6,476 01			
Stora Enso SP ADR				9	1,985 70	1,980 00
Strabag SE						
Strategic Hotel Capital Inc	262	5,342 20	440 16			
Student Ln Corp	35	5,127 46	1,435 00			
Sumitomo Mitsui Financial Group Inc				1093	3,946 40	3,105 21
Sumitomo Tr & Bkg Co	602	3,906 44	3,426 58			

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	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Suncor Energy Inc	414	21,537.49	8,073.00	744	27,267.11	26,270.64
Supervalu Inc	170	5,440.65	2,482.00	128	3,868.06	1,626.88
SVB Fnd Grp	48	2,715.73	1,259.04	33	1,570.57	1,374.78
Swift Energy Co	235	4,412.97	3,950.35	140	2,573.10	3,354.40
Swisscomm Spon	235	7,186.91	7,498.80			
Sxc Health Solutions Corp				41	786.09	2,211.95
Sybase Inc	570	13,344.14	14,118.90	339	7,977.48	14,712.60
Symantec Corp	451	7,823.56	6,097.52			
Syneron Medical Ltd				442	4,404.66	4,618.90
Syngenta Ag ADR				42	1,941.66	2,363.34
Syniverse Holdings Inc				110	1,468.50	1,922.80
Sysco Corp	149	2,170.50	1,779.06	131	4,553.00	3,660.14
T-3 Energy Svcs Inc	174	6,113.64	3,991.56			
Taiwan Semiconductor Mfg	232	9,387.67	2,190.08			
Talisman Energy Inc	497	5,188.71	3,926.30	460	4,502.78	5,262.40
Target Corp	200	3,556.00	1,998.00	125	2,222.50	2,330.00
Tata Mtrs LTD	188	7,629.69	6,491.64	679	23,291.13	32,843.23
Taubman Cnters Inc	123	2,286.60	547.35			
Tdk Corp	60	3,369.48	1,527.60	28	1,546.50	1,005.48
TD Ameritrade Holding Corp	166	7,281.59	6,181.84			
Team Inc	130	2,337.92	1,852.50			
Technip Sa Adr	55	2,188.29	1,523.50	65	1,825.74	1,222.65
Teck Cominco LTD Class B	136	6,240.78	4,123.11			
Tekelec	170	7,131.50	836.40	85	3,565.75	2,972.45
Telecom Italia Spa	111	1,589.42	1,480.74			
Telecommunications Sys Inc Cl A	724	16,589.99	8,210.16			
Teledyne Technologies Inc				155	1,107.80	1,500.40
Tele Norte Leste Part S A ADR	115	5,136.01	5,123.25	96	4,172.54	3,682.56
Temple Inland				124	1,879.58	2,656.08
Tenaris S A				131	1,776.58	2,765.41
Teradyne Inc	285	14,000.45	5,979.30	260	12,772.34	11,089.00
Terra Industries Inc				913	8,891.71	9,796.49
Terex CP New Del	71	2,127.51	1,183.57			
Tesco Corp	259	6,440.09	1,849.26			
Tetra Tech Inc				106	1,859.24	2,197.91
Teva Pharmaceuticals Inds LTD	27	1,068.56	1,149.39	263	5,849.72	7,145.71
Texas Instruments Inc	306	9,484.65	4,749.12	370	16,989.65	20,786.60
Texas Roadhouse Inc	982	11,377.19	7,610.50	237	7,122.57	6,176.22
Thales Ord				445	4,651.06	4,997.35
3M Co				69	3,098.10	3,570.75
Thermo Fisher Scientific Inc	200 #	15,142.75	11,508.00	178	12,393.05	14,715.26
Thompson Creek Metals Co Inc				309	10,943.83	14,736.21
Tibco Software Inc				174	1,390.16	2,039.28
Time Warner Inc New				173	1,143.82	1,665.99
				63	1,842.74	1,835.82

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Timken Co	235	6,781 76	4,613 05	164	4,698 60	3,888 44
Titan International Inc	570	3,846 99	4,702 50			
Titan Machinery Inc	400	9,367 80	5,624 00	322	7,541 08	3,715 88
TJX Companies Inc	192	6,316 62	3,949 44			
Tns Inc	95	2,233 21	892 05	80	1,873 35	2,055 20
Tomkins Plc	333	6,994 91	2,431 20			
Toppan Prtg	240	14,467 38	9,054 48			
Toro Co	150	6,054 33	4,950 00			
Toshiba Corp Unsponsored ADR				110	4,439 84	4,599 10
Total Fina Sa Ads	455	31,935 18	25,161 50	120	2,957 72	3,952 08
Tower Group Inc				424	27,971 09	27,152 96
Tractor Supply Co				66	1,789 48	1,545 06
Travelers Company Inc	539	21,994 49	24,362 80	125	4,052 91	6,621 25
Transocean LTD	227	28,973 43	10,725 75	243	9,527 93	12,115 98
Trican Well Svc LTD	40	674 80	257 92	218	27,219 68	18,050 40
Trinity Inds Ics	200	6,661 92	3,152 00	20	337 40	268 24
Trigint Semiconductor inc	1746	6,798 92	6,006 24	1376	5,358 14	8,256 00
Trustmark Corp	225	3,868 07	4,857 75	146	2,509 95	3,290 84
Turkcell Iletisim Hizmet As Adr	215	3,605 20	3,134 70	111	1,642 27	1,941 39
Tupperware Brands Corp	30	907 20	681 00			
Tyco International LTD	1418	65,853 99	30,628 80			
Tyco Electronics LTD	1298	46,031 18	21,040 58			
UBS AG New	458	13,220 23	6,549 40			
UGI Corporation				241	6,329 26	3,737 91
Ultra Salon Cosmetics & Fragrance Inc				69	1,748 41	1,669 11
Ultra Electronics Hldgs PLC				243	4,435 02	4,412 88
Unibanco Uniao Bancos Brazil	37	3,831 56	2,390 94	184	1,718 56	2,042 77
Unilever NV NY Sh	255	7,930 50	6,260 25	294	8,393 05	9,505 02
Unitedhealth Group Inc	2045	98,703 48	54,397 00	133	3,587 21	4,053 84
United Bankshares Inc	160	5,192 61	5,315 20	99	3,212 71	1,977 03
United Fire & Casualty	95	3,882 24	2,951 65	141	3,831 19	2,570 43
United States Steel Corp New	34	3,240 12	1,264 80			
United Technologies Corp	162	10,955 73	8,683 20	378	19,562 07	26,236 98
United Utilities Plc	298	7,753 80	5,368 47			
Urs Corporation	155	6,306 92	6,319 35	106	4,286 53	4,719 12
US Bancorp Del	96	2,652 63	2,400 96			
UST Inc	74	3,691 82	5,134 12			
Vale S A ADR				515	12,453 58	14,950 45
Valero Refining Marketing Co				575	11,196 43	9,631 25
Valspar Corp	165	3,955 75	2,984 85	180	4,505 17	4,885 20
Varian Semiconductor Equipment				222	5,631 20	7,965 36
Vectren CP	100	2,762 33	2,501 00			
Venoco Inc				92	1,031 95	1,199 68
Ventas Inc	9	395 56	302 13	131	3,850 35	5,729 94

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Verizon Communications Inc	540	18,486 47	18,306 00	350	11,783 64	11,595 50
Vertex Pharmaceuticals Inc	330	8,818 56	10,025 40			
V F Corporation	265	14,763 15	14,514 05			
Viacom Inc New Class B				145	8,077 95	10,619 80
Visa Inc Cl A	104	1,569 95	1,304 16	312	5,599 58	9,275 76
Vivo Participacoes Sa	413	8,842 62	8,441 72	216	11,664 28	18,891 36
Vodafone Group PLC New				48	494 75	1,488 00
Volterra Semiconductor Corp				285	5,683 80	6,580 65
Vornado Rlty Co	149	14,614 20	8,992 15	441	6,685 56	8,431 92
Wgl Hldgs Inc	205	5,281 39	6,701 45	156	11,037 02	10,910 64
Wacoal Corp	100	6,557 33	6,587 00	146	3,761 38	4,896 84
Waddell & Reed Finl Inc	234	4,662 52	3,617 64			
Walgreen Co	337	12,062 84	8,313 79	245	8,757 28	8,996 40
Wal-Mart Stores, Inc	164	8,849 33	9,193 84	246	13,251 08	13,148 70
Walt Disney Co Hldg CO	151	5,041 83	3,426 19	115	3,830 38	3,708 75
Warnaco Group Inc	30	1,094 03	588 90			
Warner Chilcott LTD CL A	318	5,514 92	4,611 00	209	3,644 41	5,950 23
Wasle Mgmt Inc	550	17,386 05	18,227 00	345	10,695 88	11,664 45
Watson Pharmaceuticals Inc				48	1,391 62	1,901 28
Watson Wyatt Worldwide Inc CLA	48	2,318 70	2,295 36			
Watsco Inc	85	2,363 85	3,264 00	66	1,835 46	3,232 68
Weatherford International Limited	3500	78,943 22	37,870 00	500	17,766 15	8,955 00
Wells Fargo & Co	645	17,168 75	19,014 60	164	2,390 21	4,426 36
Western Digital Corp	193	4,875 71	2,209 85	77	2,594 69	3,399 55
Western Union Company				994	12,075 50	18,736 90
Westar Energy Inc	174	4,306 92	3,568 74			
Whirlpool Corp	205	16,214 18	8,476 75	30	2,144 35	2,419 80
White Energy Co Ltd				822	2,094 95	1,808 40
Wms Industries Inc	44	1,100 00	1,183 60	31	708 75	1,240 00
Windstream Corp	1515	19,809 38	13,938 00	1075	13,782 25	11,814 25
World Accep Corp	50	1,045 50	988 00			
Wright Med Group Waterbury	351	9,093 19	7,170 93	575	10,469 68	10,890 50
Wyeth	445	20,726 52	16,691 95			
Wyndham Worldwide Corp				97	1,227 18	1,956 49
Wynn Resorts Ltd	84	1,494 05	3,549 84	107	3,984 86	6,230 61
Xerox Corp	1385	18,555 84	11,038 45	1380	15,854 74	11,674 80
Xilinx Inc	43	1,030 89	766 26	79	1,559 18	1,979 74
Xl Capital LTD Cl A				68	1,244 90	1,246 44
Yahoo Japan CP Un-sponsored ADR	155	2,713 76	1,165 60	21	2,361 69	2,091 24
Yanzhou Coal Mining Ltd	10	592 00	212 44	156	2,720 45	3,405 48
Yara Intl Asa Spons				10	592 00	456 48
Zurich Financial Services ADR				124	2,158 84	2,716 96
Zymogenetics Inc	844	7,689 04	2,532 00			

McFeely-Rogers Foundation
Latrobe, Pennsylvania

ATTACHMENT I

Investments In Stocks

December 31, 2008 and 2009

FORM 990-PF 2009 EIN # 25-1120947

Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
	<u>\$ 5,247,519.70</u>	<u>\$ 3,633,272.03</u>		<u>\$ 3,611,560.76</u>	<u>\$ 4,128,007.67</u>
TOTALS					

McFeely-Rogers Foundation
Latrobe, Pennsylvania

ATTACHMENT "II"

Part II Line 10c - Investments in Bonds

December 31, 2008 and 2009

FORM 990-PF

2009

EIN # 25-1120947

	Par 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Par 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Astrazeneca PLC 5.4% 9/15/12	21000	\$ 21,163.59	\$ 22,177.89		\$ -	\$ -
AT&T Inc 5.800% 2/15/19				27000	28,744.01	28,780.92
Allied Waste North Amer 6.875% 6/1/17				5000	5,340.50	5,306.25
Bank of America Corp 4.875% 1/15/13	22000	21,157.40	21,671.98	28000	28,837.18	29,118.88
Bellsouth Corp 5.2% 9/15/14	22000	21,153.66	21,417.66			
Citigroup Inc 5% 09/15/14	24000	23,181.38	21,109.92			
CVS Caremark Corporation 6.600% 3/15/19				26000	28,960.56	28,451.54
Conoco Inc 6.950% 4/15/29	20000	21,669.20	21,522.00	25000	28,530.90	28,338.75
Federal Home LN Mtg Corp 4.5% 1/15/14	75000	75,529.76	82,828.50	97000	105,908.17	104,941.88
Federal National Mortgage Assn 5.375% 11/15/11	54000	57,951.72	59,695.38	71000	77,073.70	76,580.25
General Electric Co 5.875% 1/14/38	21000	19,604.55	20,556.06	31000	29,100.99	28,702.28
Goldman Sachs Group 6.150% 4/1/18	25000	25,039.95	24,024.00	27000	28,500.73	28,903.50
Household Fin 6.375% 10/15/11	21000	21,856.59	20,660.85	27000	28,828.08	28,715.04
JPMorgan Chase & Co 3.700% 1/20/15				29000	29,455.89	29,085.84
Kraft Foods Inc 6.125% 8/23/18				27000	28,735.53	28,467.45
Morgan Stanley 4.75% 4/1/14	24000	22,107.84	18,285.36			
Pfizer Inc 6.200% 3/15/09				25000	28,605.12	27,790.50
Rio Tinto Fin USA Ltd 5.875% 7/15/13				27000	28,634.70	29,134.08
U.S. Treasury Bond 5.375% 2/15/31	13000	13,487.42	17,866.88	17000	19,445.98	18,790.36
U.S. Treasury Bond 5.5% 8/15/28	33000	35,573.44	44,611.88	41000	47,768.73	45,702.29
U.S. Treasury Bond 6.25% 8/15/23	35000	40,230.16	47,747.70	23000	28,501.34	27,477.87
U.S. Treasury Note 3.625% 1-15-10	48000	46,710.62	49,693.20			
U.S. Treasury Note 4.375% 8-15-12	56000	56,746.62	62,781.32	80000	86,675.27	86,093.60
U.S. Treasury Note 4.50% 5-15-10	42000	43,933.70	44,364.18	57000	58,296.29	57,910.58
U.S. Treasury Note 4.625% 8/31/11	39000	43,162.16	42,878.75	54000	58,158.11	57,278.07
U.S. Treasury Note 4.625% 2/15/17	33000	35,597.74	39,038.01	17000	18,901.42	18,361.36
U.S. Treasury Note 1.375% 3/15/12				67000	67,750.91	67,172.86
Verizon Global Fdg Corp 7.375% 9/1/12	21000	22,511.62	21,969.36			
Wal-Mart Stores 4.55% 5/1/13	22000	21,057.96	22,777.26	26000	28,931.02	28,683.98
TOTALS		\$ 689,427.08	\$ 727,678.14		\$ 919,685.13	\$ 909,788.13

McFeely-Rogers Foundation
Latrobe, Pennsylvania

ATTACHMENT "III"
Investments in Mutual Funds
2009
Form 990-PF
EIN # 25-1120947

Charles Schwab - Grant Street Asset Management

	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
FIXED INCOME FUNDS						
PIMCO Total Return	105670 96	\$ 1,118,557 26	\$ 1,071,503 53	82207 677	\$ 869,481 38	\$ 887,842 91
Metropolitan West High Yld Bd I				19548 511	177,684 52	199,394 81
Metropolitan West Total Return Bd I				33753 363	333,845 76	334,158 29
Vanguard GNMA	50059 848	520,258 82	529633 19			
Vanguard Total Bond Market Bond Index	53992 925	537,030 91	549647 98	26471 492	260,000 00	280,333 10
Vanguard Short-Term Investment-Grade				36668 603	231,216 82	258,513 65
WellsFargo Advantage High Income I						
TOTAL FIXED INCOME FUNDS		\$ 2,175,846 99	\$ 2,150,784 70		\$ 1,872,228 48	\$ 1,960,242 76

EQUITY FUNDS

Allianz RCM Technology Instl	8345 381	\$ -	\$ -	4993 498	\$ 192,000 00	\$ 190,402 08
DWS RREEF Global Real Estate	14048 674	91,513 60	44,898 15			
Columbia Mid Cap Value Z	13914 089	213,730 07	118,711 30	14200 365	215,146 65	157,340 04
Gateway Y	12192 901	392,525 35	336,164 39			
Growth Fund of America	9701 689	370,437 74	248,003 61	12293 356	373,147 00	333,764 62
Harbor Capital Appreciation	2948 439	261,681 79	226,049 35	9727 765	262,523 80	320,724 41
Harbor International		192,470 81	118,291 37	4892 966	281,874 71	268,477 04
iShares Tr S&P 500 Index	4,327 00	164,133 12	190,258 19	1350	135,168 25	150,943 50
iShares Tr S&P Smallcap 600 Index	7501 64	305,958 52	188,666 25	4327	164,133 12	236,773 44
Mainstay ICAP Equity Fund	10290 219	171,478 59	118,234 62	7637 869	309,381 90	241,738 55
Matthews Asian Growth	11861 67	282,020 51	177,806 43	16998 489	264,779 04	268,066 17
RS Value	17091 448	355,648 14	250,047 88	11883 531	282,460 58	245,394 92
Third Avenue Small Cap Value	6495 028	226,103 81	126,328 29	17220 957	357,989 67	313,249 21
Vanguard Growth & Income	3706 313	446,222 82	375,968 39	3782 975	455,463 85	454,789 25
Vanguard Health Care Fund	14194 993	313,678 73	239,753 43	14369 66	317,699 27	336,681 13
Vanguard Mid Cap Index	4403 573	210,381 33	196,135 14	4436 38	212,349 73	263,654 06
Vanguard PRIMECAP Fund	7283 017	132,535 83	86,522 24	7391 564	134,291 04	117,895 45
Vanguard Selected Value Fund				13242 952	228,230 36	297,569 13
Vaughan Nelson Small Cap Value Y				6431 228	193,710 39	152,291 48
Windsor II	10027 693	305,999 24	191,629 21			
TOTAL EQUITY FUNDS		\$ 4,436,520 00	\$ 3,233,468 24		\$ 4,380,349 36	\$ 4,349,754 48

Totals Charles Schwab - Grant Street Asset Management

	\$ 6,612,366.99	\$ 5,384,252.94	\$ 6,252,577.84	\$ 6,309,997.24
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McFeely-Rogers Foundation
Latrobe, Pennsylvania

ATTACHMENT "III"

Investments in Mutual Funds

Form 990-PF

2009

EIN # 25-1120947

	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
UBS Financial Services						
UBS Rtn Optimz Sec S&P 500	15,000 00	\$ 150,000 00	\$ 90,450 00		\$ -	\$ -
UBS Rtn Optimz Seec Eurostoxx 50	10,000 00	100,000 00	56,900 00			
UBS Pace Large Company Growth Equity Investment Fd Class P	46,260 40	887,254 89	540,321 43			
UBS Pace Intl Emerging Mkts Equity Investment Fd Class P	13,509 51	256,888 41	101,186 25			
UBS Pace Large Company Equity Investment Fd Class P	26,960 44	603,551 03	314,358 76			
UBS Pace International Equity Investment Fd Class P	33,886 66	705,379 01	344,966 16			
UBS Pace Small/Medium Growth Equity Investment Fd Class P	16,758 25	299,883 11	148,310 49			
UBS Pace Small/Medium Value Equity Investment Fd Class P	6,514 84	125,294 57	67,233 16			
UBS Pace Global Real Estate Investment Fd Class P	17,022 93	167,687 65	76,092 49			
UBS Pace Global Fixed Income Investment Fd Class P	32,703 99	370,895 92	364,976 47			
UBS Pace Govt Sec Fixed Income Investment Fd Class P	29,464 32	375,042 66	379,795 03			
UBS Pace Strategic Fixed Income Investment Fd Class P	30,299 85	399,025 14	375,415 19			
UBS Pace Alternative Strategies Investments	97,208 35	1,100,890 51	802,940 95			
UBS Pace High Yield Investment Class P	24,012 26	232,276 34	171,927 80			
Totals UBS Financial Services		\$ 5,774,069.24	\$ 3,834,874.18		\$ -	\$ -

	Shares 12/31/08	Book Value 12/31/08	Market Value 12/31/08	Shares 12/31/09	Book Value 12/31/09	Market Value 12/31/09
Wall Street Access						
Mutual Funds & Exchanged-Traded Products						
Aim Floating Rate Fund Class Y		\$ -	\$ -	34,818 94	\$ 250,000 00	\$ 255,222 85
Loomis Sayles Strategic Income				29,478 31	403,239 28	406,505 95
Ishares TR MSCI Emerging Markets				9,500 00	369,140 50	394,250 00
Ishares TR S&P Global 100 Index				9,300 00	558,671 03	560,325 00
Powershares DB US Dir Index Tr				23,000 00	533,351 50	530,840 00
Totals Wall Street Access		\$ -	\$ -		\$ 2,114,402.31	\$ 2,147,143.80
Total Mutual Funds Investments		\$ 12,386,436.23	\$ 9,219,127.12		\$ 8,366,980.15	\$ 8,457,141.04

McFeely-Rogers Foundation
#25-1120947
Attachment IV

Form 990-PF – 2009

Part XV, Line 2a-d – Information Regarding Grant and Loan Programs

There are no special forms for applying for a grant. A short letter application describing one's general aims, a concise statement of the need or problem, the specific purpose and objective for which the funds are sought, how the project will be operated and an indication whom it will serve and an itemized budget for the project and an explanation of how it will be financed at the expiration of the proposed grant is most adequate.

All grant proposals must be accompanied by a copy of the applicant's determination letter issued by the Internal Revenue Service and a listing of the current Board of Directors for the previous years as well as the current budget statement of the organization. The Trustees meet in May and December, and proposals should be received prior to April 15 and November 1.

Support is mostly limited to the Latrobe and Pittsburgh, PA, areas.

No grants are made to individuals.

Applications or proposals should be directed to:

James R. Okonak
Executive Director
McFeely-Rogers Foundation
P. O. Box 110
Latrobe, PA 15650-0110

(724) 537-5588

McFeely-Rogers Foundation
Latrobe, Pennsylvania

25-1120947
ATTACHMENT "V"
FORM 990-PF 2009
PART XV LINE 3 (a)
Contributions, gifts, grants paid

Community Service

<u>Adams Memorial Library</u>	\$	1,400
Latrobe, PA 15650		
Children's Collection	\$	1,000
General Operating Fund		<u>400</u>
<u>American Red Cross, Chestnut Ridge Chapter</u>		31,500
Latrobe, PA 15650		
Development Director Initiative	\$	30,000
General Operating Fund		<u>1,500</u>
<u>Association of Small Foundations</u>		500
Washington, DC 20036		
General Operating Fund		
<u>Big Brothers Big Sisters of the Laurel Region</u>		1,000
Greensburg, PA 15601		
GLSD Mentoring Program		
<u>CASA of Westmoreland, Inc</u>		2,500
Greensburg, PA 15601		
General Operating Fund		
<u>Council on Foundations</u>		5,000
Arlington, VA 22202		
2009/2010 Campaign		
<u>Economic Growth Connection of Westmoreland</u>		675
Greensburg, PA 15601		
General Operating Fund		
<u>Family Communications, Inc</u>		20,000
Pittsburgh, PA 15213		
Fred Rogers Fund		
<u>Foundation Center, The</u>		1,000
New York, NY 10003-3076		
General Operating Fund		
<u>Girl Scouts Western Pennsylvania</u>		500
Pittsburgh, PA 15222		
Westmoreland County Needs		
<u>Latrobe Area Chamber of Commerce Education Foundation</u>		500
Latrobe, PA 15650		
Neighborhood Newsmakers		
<u>Latrobe Community Revitalization Program, Inc.</u>		10,000
Latrobe, PA 15650		
General Operating Fund		
<u>Latrobe Foundation, The</u>		203,000
Latrobe, PA 15650		
Community Revitalization	\$	40,000
LAPA Senior Computer Associates		3,000
Playground Revitalization		60,000
Pool/Park Fund		<u>100,000</u>

McFeely-Rogers Foundation
Latrobe, Pennsylvania

ATTACHMENT "V"
FORM 990-PF 2009
PART XV LINE 3 (a)
Contributions, gifts, grants paid

<u>Latrobe-Unity Parks and Recreation</u>		11,300
Latrobe, PA 15650		
Concert in the Park	\$ 1,000	
General Operating Fund	1,800	
Seniors' Programming	<u>8,500</u>	
<u>Loyalhanna Watershed Association</u>		2,500
Ligonier, PA 15658		
General Operating Fund		
<u>Pittsburgh Foundation, The</u>		500
Pittsburgh, PA 15222		
Don Brockett Memorial Scholarship Fund		
<u>Salvation Army of Westmoreland County, The</u>		2,000
Greensburg, PA 15601		
Red Shield campaign		
<u>Salvation Army, Latrobe Corps</u>		1,800
Latrobe, PA 15650		
General Operating Fund		
<u>SCORE, Westmoreland Chapter 555</u>		2,000
Latrobe, PA 15650		
General Operating Fund	\$ 1,000	
Marketing Program	<u>1,000</u>	
<u>Smart Growth Partnership of Westmoreland County</u>		2,750
Greensburg, PA 15601		
Educational Outreach/Technical Assistance	\$ 2,500	
General Operating Fund	<u>250</u>	
<u>Union Mission of Latrobe, Inc.</u>		20,500
Latrobe, PA 15650		
General Operating Fund		
<u>Westmoreland Fayette Council, Inc., BSA</u>		5,000
Greensburg, PA 15601		
GLJHS Learning for Life	\$ 2,262	
Staff Training	<u>2,738</u>	
<u>Winnie Palmer Nature Reserve</u>		10,000
Youngstown, PA 15696		
General Support		
<u>YMCA of Westmoreland County</u>		<u>2,000</u>
Greensburg, PA 15601		
GLSD Kidz Zone Program		
Total Community Service		\$ 337,925
<u>Cultural and Fine Arts</u>		
<u>Bach Festival Society of Winter Park</u>	\$ 500	
Winter Park, FL 32789		
Fred M. Rogers Family Series		
<u>Latrobe Art Center</u>		26,775
Latrobe, PA 15650		
General Operating Fund	\$ 21,275	
Neighborhood Art Program	5,000	
2009 Calendar Project	<u>500</u>	
<u>Pittsburgh Ballet Theatre</u>		500
Pittsburgh, PA 15201-1500		
Chapel Restoration		

McFeely-Rogers Foundation
Latrobe, Pennsylvania

ATTACHMENT "V"
FORM 990-PF 2009
PART XV LINE 3 (a)
Contributions, gifts, grants paid

Westmoreland Symphony Orchestra & Academy of Music 3,500
Greensburg, PA 15601
Educational Programming

Total Cultural and Fine Arts 31,275

Education

Greater Latrobe School District \$ 55,325
Latrobe, PA 15650
Cultural Enrichment, Three Elem Schools \$ 9,000
Cultural Enrichment, Learning Support 1,400
Culture Across Curriculum 1,400
Fdn Free Enterprise Education Scholarships 1,757
Greater Latrobe Art Series (VACOP) 8,000
Interactive Video Conferencing, Phase II 20,000
McFeely-Rogers Performance Series 4,000
Piano Campaign 6,500
Scholarships, Latrobe Art Center 850
Unique Vision of Art 600
Young Artists Scholarships (Stage Right) 2,000

John Hopkins University 2,500
Baltimore, MD 21218
Peabody Institute Annual Fund

Kiski School 10,000
Saltsburg, PA 15681
School Center Capital Campaign

Rollins College 10,750
Winter Park, FL 32789
Department of Music Scholarships \$ 750
Rollins Fund 10,000

Saint Vincent College 81,000
Latrobe, PA 15650
FMR Archive \$ 50,000
Fred Rogers Lecture Series 10,000
McFeely-Rogers Scholarship Fund 21,000

Seton Hill University 1,000
Greensburg, PA 15601
McFeely-Rogers Scholarship Fund

Shady Lane School 500
Pittsburgh, PA 15208-2509
General Operating Fund

University of Pittsburgh at Greensburg 10,000
Greensburg, PA 15601
GLSD Summer Science & Math Experience

Valley School of Ligonier 1,000
Ligonier, PA 15658
James H Rogers Scholarship Fund

Waynesburg College 1,000
Waynesburg, PA 15370
Scholarship Fund

Wilson College 500
Chambersburg, PA 17201
Annual Fund

Winchester Thurston School 1,000
Pittsburgh, PA 15213-2899
Winchester Thurston Fund

Total Education 174,575

McFeely-Rogers Foundation
Latrobe, Pennsylvania

ATTACHMENT "V"
FORM 990-PF 2009
PART XV LINE 3 (a)
Contributions, gifts, grants paid

Health and Human Care Services

<u>American Cancer Society</u>	100
Greensburg, PA 15601	
Relay for Life at Latrobe	
<u>Children's Hospital of Pittsburgh Foundation</u>	6,250
Pittsburgh, PA 15222	
Meditation Room	
<u>Latrobe Area Hospital Charitable Foundation</u>	30,935
Latrobe, PA 15650	
Nancy G Hoffman Health services	\$ 935
New ER Department	<u>30,000</u>
<u>Leukemia and Lymphoma Society, The</u>	1,000
Pittsburgh, PA 15219	
Patient-Aid Program	
Total Health and Human Services	38,285

Religious and Church Related

<u>Dons Todd Memorial Christian Day School</u>	\$ 1,000
Paia, HI 96779	
Annual Fund Drive	
<u>First Congregational Church of Wellfleet</u>	4,800
Wellfleet, MA 02667-0825	
Minister's Discretionary Fund	
<u>Latrobe Presbyterian Church</u>	36,000
Latrobe, PA 15650	
Minister's Discretionary Fund	\$ 1,000
Music Program	10,000
Organ Fund	<u>25,000</u>
<u>Laurel Area Interfaith Volunteer Caregivers</u>	5,000
Latrobe, PA 15650	
General Operating Fund	
<u>Lutheran SeniorLife Foundation</u>	300
Zelenople, PA 16063	
Excellence is Ageless Gala	
<u>Pine Springs Camp</u>	25,500
Jennerstown, PA 15547	
Camp Recruiting Initiative	\$ 20,000
Camp Scholarships	\$ 5,000
General Operating Fund	<u>500</u>
<u>Presbyterian Church, USA</u>	5,000
Louisville, KY 40202-1396	
Presbyterian Committee for Northern Ireland	
<u>Saint Vincent Archabbey</u>	30,000
Latrobe, PA 15650	
Archabbot's Discretionary Fund	
<u>Sixth Presbyterian Church</u>	2,000
Pittsburgh, PA 15217-1498	
General Operating Fund	
Total Religious and Church Related	<u>109,600</u>
Total Contributions Paid	<u>\$ 691,660</u>