



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation McFeely-Rogers Foundation		A Employer identification number 25-1120947
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 110	Room/suite	B Telephone number (see instructions) 724-537-5588
City or town, state, and ZIP code Latrobe PA 15650-0110		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,316,228	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) Modified Cash (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

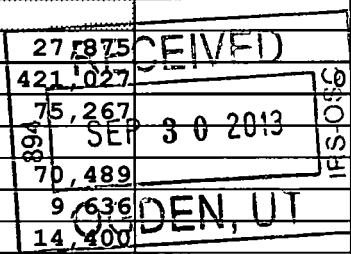
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	301,336			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	97,273	97,273		
	4 Dividends and interest from securities	294,838	294,838		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 1041	1,041			
	b Gross sales price for all assets on line 6a 33,917,683				
	7 Capital gain net income (from Part IV, line 2)		1,041		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 1	27,875	27,875			
12 Total. Add lines 1 through 11	722,363	421,027			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	188,167	75,267		112,900
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	176,220	70,489		105,731
	16a Legal fees (attach schedule) See Stmt 2	12,015	9,636		2,379
	b Accounting fees (attach schedule) Stmt 3	18,000	14,400		3,600
	c Other professional fees (attach schedule)				
	17 Interest	1,162	1,162		
	18 Taxes (attach schedule) (see instructions) Stmt 4	14,585			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	30,300	12,120		18,180
	21 Travel, conferences, and meetings	16,295	6,518		9,777
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 5	180,470	165,696		14,774
	24 Total operating and administrative expenses. Add lines 13 through 23	637,214	355,288	0	267,341
	25 Contributions, gifts, grants paid	662,735			662,735
26 Total expenses and disbursements. Add lines 24 and 25	1,299,949	355,288	0	930,076	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-577,586				
b Net investment income (if negative, enter -0-)		65,739			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

DAA

SCANNED OCT 21 2013



7

GF

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		79,092	62,057	62,057
	2	Savings and temporary cash investments		3,504,621	4,997,040	4,997,040
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		24,000	33,415	33,415
	10a	Investments – U.S. and state government obligations (attach schedule) Stmt 6			562,431	590,162
	b	Investments – corporate stock (attach schedule) See Stmt 7		2,649,774	626,595	623,758
	c	Investments – corporate bonds (attach schedule) See Stmt 8		1,758,791	1,870,451	1,878,127
	11	Investments – land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach sch.) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) See Statement 9		9,100,772	8,381,385	9,122,399
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach sch.) ▶				
	15	Other assets (describe ▶ See Statement 10)		3,302	9,270	9,270
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		17,120,352	16,542,644	17,316,228
Liabilities	17	Accounts payable and accrued expenses		760	638	
	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)		760	638	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		17,119,592	16,542,006	
	30	Total net assets or fund balances (see instructions)		17,119,592	16,542,006	
	31	Total liabilities and net assets/fund balances (see instructions)		17,120,352	16,542,644	

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	17,119,592
2	Enter amount from Part I, line 27a	2	-577,586
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,542,006
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	16,542,006

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 Capital Gain Distributions			
c Partnership K-1 Net Capital Gains			
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 33,797,917		33,916,642	-118,725
b 69,108		0	69,108
c 50,658		0	50,658
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-118,725
b			69,108
c			50,658
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 1,041
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	876,446	18,173,993	0.048225
2010	897,385	17,314,324	0.051829
2009	904,964	15,752,633	0.057448
2008	1,059,031	19,294,986	0.054886
2007	1,036,588	23,014,049	0.045042

2 Total of line 1, column (d)	2 0.257430
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 0.051486
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 17,209,118
5 Multiply line 4 by line 3	5 886,029
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 657
7 Add lines 5 and 6	7 886,686
8 Enter qualifying distributions from Part XII, line 4 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.	8 930,076

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	657
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	657
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	657
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	33,415
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	33,415
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32,758
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 32,758 Refunded	11	

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 Instructions for the 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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

Stmt 11

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► James R. Okonak 816 Ligonier St. Sixth Fl. Suite 610 Located at ► Latrobe 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 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Telephone no. ► 724-537-5588 PA ZIP+4 ► 15650-0110 15 Yes No 16 X		

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	1c	
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2012?	4b	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12	0.00	188,167	26,849	136,097

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

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

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

▶ **0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	17,280,470
b	Average of monthly cash balances	1b	190,716
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	17,471,186
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	17,471,186
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	262,068
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,209,118
6	Minimum investment return. Enter 5% of line 5	6	860,456

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

1	Minimum investment return from Part X, line 6	1	860,456
2a	Tax on investment income for 2012 from Part VI, line 5	2a	657
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	657
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	859,799
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	859,799
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	859,799

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	930,076
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	930,076
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	657
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	929,419

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				859,799
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				82,191
c From 2009				119,488
d From 2010				52,637
e From 2011				
f Total of lines 3a through e	254,316			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 930,076				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				859,799
e Remaining amount distributed out of corpus	70,277			
5 Excess distributions carryover applied to 2012 (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	324,593			
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 instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	324,593			
10 Analysis of line 9:				
a Excess from 2008				82,191
b Excess from 2009				119,488
c Excess from 2010				52,637
d Excess from 2011				
e Excess from 2012				70,277

Part XIV Private Operating Foundations (see 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 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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				662,735
Total			▶ 3a	662,735
b Approved for future payment N/A				
Total			▶ 3b	

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1)** Cash
 - (2)** Other assets
- b** Other transactions
- (1)** Sales of assets to a noncharitable exempt organization
 - (2)** Purchases of assets from a noncharitable exempt organization
 - (3)** Rental of facilities, equipment, or other assets
 - (4)** Reimbursement arrangements
 - (5)** Loans or loan guarantees
 - (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

Thomas Holowaty

Firm's name ▶ **Richard B. Guskiewicz Associates**

PTIN P00367035

Firm's address ▶ 1013 Ligonier Street
Latrobe, PA 15650

Firm's EIN ▶ 25-1330186

Phone no **724-537-3369**

Schedule of Contributors

OMB No 1545-0047

2012

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Employer identification number

McFeely-Rogers Foundation

25-1120947

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

McFeely-Rogers Foundation

Employer identification number

25-1120947

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Richard P. Gibson & Rosemary Kirr Charitable Trust PO Box 110 Latrobe PA 15650	\$ 301,336	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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	\$ 2,241	\$ 2,241	\$
Partnership Income from K-1's	-1,827	-1,827	
Royalties	27,461	27,461	
Total	\$ 27,875	\$ 27,875	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Reed Smith LLP	\$ 12,015	\$ 9,636	\$	\$ 2,379
Total	\$ 12,015	\$ 9,636	\$ 0	\$ 2,379

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	\$ 14,400	\$	\$ 3,600
Total	\$ 18,000	\$ 14,400	\$ 0	\$ 3,600

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	\$ 14,585	\$	\$	\$
Total	\$ 14,585	\$ 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	147,443	147,443		
Foreign Taxes Paid	108	108		
General Administration	6,465	1,939		4,526
Office Supplies	7,865	2,360		5,505
Telephone & Postage	7,297	2,554		4,743
K-1 Portfolio Deductions	11,292	11,292		
Total	\$ 180,470	\$ 165,696	\$ 0	\$ 14,774

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attachment II	\$	\$ 562,431	Cost	\$ 590,162
Total	\$ 0	\$ 562,431		\$ 590,162

Statement 7 - 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	\$ 2,649,774	\$ 626,595	Cost	\$ 623,758
Total	\$ 2,649,774	\$ 626,595		\$ 623,758

Statement 8 - 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	\$ 1,758,791	\$ 1,870,451	Cost	\$ 1,878,127
Total	\$ 1,758,791	\$ 1,870,451		\$ 1,878,127

Federal Statements

Statement 9 - 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	\$ 7,943,635	\$ 6,245,477	Cost	\$ 7,027,468
MS Spectrum Currency L.P.			Cost	
MS Charter Campbell L.P.			Cost	
MS Charter Dwfcu L.P.			Cost	
MS Charter Graham L.P.			Cost	
MS Spectrum Strategic L.P.			Cost	
MS Spectrum Technical L.P.			Cost	
Full Value Partners LP	557,137	663,418	Cost	618,348
Powershares DB US Index		937,035	Cost	935,649
Proshares Ultrashort Yen-WSA			Cost	
MFF Emrg CTA	300,000	272,247	Cost	280,593
MMF Tactical Div	300,000	263,208	Cost	260,341
Total	\$ 9,100,772	\$ 8,381,385		\$ 9,122,399

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Receivable- Morgan Stanley	\$ 3,302	\$ 7,285	\$ 7,285
Accrued Interest Receivable		1,985	1,985
Total	\$ 3,302	\$ 9,270	\$ 9,270

25-1120947

Federal Statements

Statement 11 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name

Richard P Gibson & Rosemary Kirr

Address

Charitable Trust

PO Box 110

Latrobe PA 15560

City, State, Zip

Statement 12 - 2012 Form 990-PF, Part VIII Line 1 - Officers, Directors, Foundation Managers

Name	Title	Ave. Hours	Compensation	Retirement Benefits	Expenses
		1	\$0	\$0	\$0
William P. Barker 816 Ligonier Street Latrobe, PA 15650	Trustee	1			
Catherine G. Keefe 816 Ligonier Street Latrobe, PA 15650	Asst. Secretary & Treasurer (Retired)	35	50,820	7,623	17,677
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	10	-	-	47,543
Douglas R. Nowicki 816 Ligonier Street Latrobe, PA 15650	Trustee	1	-	-	-
James R. Okonak 816 Ligonier Street Latrobe, PA 15650	Trustee Executive Director VP & Secretary	35	128,172	19,226	51,520
James B. Rogers 816 Ligonier Street Latrobe, PA 15650	Trustee	1	-	-	-
John F. Rogers 816 Ligonier Street Latrobe, PA 15650	Trustee	1	-	-	-
Annette M. Couch 816 Ligonier Street Latrobe, PA 15650	Asst. Secretary & Treasurer (Current)	35	9,175		19,357
TOTALS			\$ 188,167	\$ 26,849	\$ 136,097

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

Federal Statements**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
Total Dividends	\$ 97,273		14		
Total	\$ 97,273				

Tax-Exempt Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
	\$		14		
Total	\$ 0				

Tax-Exempt Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
Returns of Principle	\$		14		
Total	\$ 0				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
	\$ 294,838		14		
Total	\$ 294,838				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
Litigation Receipts	\$ 2,241		14	
Partnership Income from K-1's	-1,827		14	
Total	\$ 414			

McFeely-Rogers Foundation
Latrobe, Pennsylvania

25-1120947
FORM 990-PF 2012

ATTACHMENT "V"
PART 1 LINE 25 Column (a) and (d)
Contributions, gifts, grants paid

Community Service

<u>Adams Memorial Library</u>	\$ 27,000
Latrobe, PA 15650	
Bookmobile Collection	\$ 25,000
General Operating Fund	<u>2,000</u>
<u>Adelphoi Inc</u>	6,820
Latrobe, PA 15650	
Adelphoi Promise	\$ 5,000
Spirit of Hope Fund	<u>1,820</u>
<u>American Red Cross, Westmoreland Armstrong Chapter</u>	1,500
Greensburg, PA 15601	
General Operating Fund	
<u>Association of Small Foundations</u>	750
Washington, DC 20036	
General Operating Fund	
<u>Big Brothers Big Sisters of the Laurel Region</u>	2,000
Greensburg, PA 15601	
GLSD Mentoring Program	
<u>Council on Foundations</u>	1,710
Arlington, VA 22202	
2012 Campaign	
<u>Economic Growth Connection of Westmoreland</u>	800
Greensburg, PA 15601	
General Operating Fund	
<u>Foundation Center, The</u>	750
New York, NY 10003-3076	
General Operating Fund	
<u>Fred Rogers Company, The</u>	20,000
Pittsburgh, PA 15213	
Fred Rogers Fund	
<u>Girls Scouts of Western Pennsylvania</u>	4,000
Pittsburgh, PA 15212	
Greater Latrobe Community Programming	
<u>Greensburg Hempfield Area Library</u>	500
Greensburg, PA 15601	
Save Our Library	
<u>Historical & Genealogical Society of Indiana</u>	500
Indiana, PA 15701	
General Operating Fund	
<u>Latrobe City of</u>	2,500
Latrobe, PA 15650	
Police Department K-9 Fund	

McFeely-Rogers Foundation
Latrobe, Pennsylvania

FORM 990-PF 2012

ATTACHMENT "V"
PART 1 LINE 25 Column (a) and (d)
Contributions, gifts, grants paid

<u>Latrobe Foundation, The</u>		150,500
Latrobe, PA 15650		
LAPA Senior Computer Associates	\$ 5,500	
Playland II	10,000	
Playground Revitalization	35,000	
Pool/Park Fund	<u>100,000</u>	
<u>Latrobe-Unity Parks and Recreation</u>		26,000
Latrobe, PA 15650		
Summer Concert Series	\$ 1,000	
Park Matching Grant	<u>25,000</u>	
<u>Loyalhanna Watershed Association</u>		2,000
Ligonier, PA 15658		
Conservation Initiatives		
<u>Pittsburgh Foundation, The</u>		500
Pittsburgh, PA 15222		
Don Brockett Memorial Scholarship Fund		
<u>Pittsburgh Zoo & PPG Aquarium</u>		250
Pittsburgh, PA 15206-1578		
General Operating Fund		
<u>Salvation Army, Latrobe Corps</u>		1,250
Pittsburgh, PA 15219		
General Operating Fund		
<u>Saturday Light Brigade</u>		500
Pittsburgh, PA 15233		
General Operating Fund		
<u>SCORE, Westmoreland Chapter 555</u>		3,500
Latrobe, PA 15650		
General Operating Fund - Marketing Program		
<u>Union Mission of Latrobe, Inc.</u>		20,500
Latrobe, PA 15650		
General Operating Fund	20,000	
Program Initiatives	<u>500</u>	
<u>Western Pennsylvania Conservancy</u>		1,500
Pittsburgh, PA 15222		
Watershed Land Protection		
<u>Westmoreland County Historical Society</u>		500
Greensburg, PA 15601		
Historic Hanna's Town Tour Guide		
<u>Westmoreland Fayette Council, Inc., BSA</u>		5,000
Greensburg, PA 15601		
Learning for Life	\$ 2,556	
Professional Training	<u>2,444</u>	
<u>YWCA of Westmoreland County</u>		<u>1,500</u>
Greensburg, PA 15601		
Kidz Zone Program		
Total Community Service		\$ 282,330

McFeely-Rogers Foundation
Latrobe, Pennsylvania

FORM 990-PF 2012

ATTACHMENT "V"
PART 1 LINE 25 Column (a) and (d)
Contributions, gifts, grants paid

Cultural and Fine Arts

<u>Latrobe Art Center</u>		\$ 97,750
Latrobe, PA 15650		
General Operating Fund	\$ 90,250	
Juned Show	500	
Neighborhood Campaign	5,000	
Workshop Programming	2,000	
<u>Nantucket Lightship Basket Museum, Inc</u>		500
Nantucket, MA 02584		
General Operating Fund		
<u>Westmoreland Symphony Orchestra & Academy of Music</u>		3,000
Greensburg, PA 15601		
Educational Programming		
Total Cultural and Fine Arts		101,250

Education

<u>Greater Latrobe School District</u>		\$ 47,275
Latrobe, PA 15650		
Art Trust, Preserve the Vision	\$ 10,000	
Cultural Enrichment, Three Elem. Schools	9,000	
Cultural Enrichment, Learning Support	1,400	
Culture Across Curriculum	1,400	
Elementary Musical Instrument Initiative	4,000	
Fdn Free Enterprise Education Scholarships	1,575	
Greater Latrobe Art Series (VACOP)	9,000	
McFeely-Rogers Performance Series	4,000	
Multi-Sensory Room / Equipment	4,500	
Scholarships, Latrobe Art Center	2,400	
<u>Greensburg Hempfield Area Library</u>		500
Greensburg, PA 15601		
Save Our Library Campaign		
<u>John Hopkins University</u>		1,500
Baltimore, MD 21218		
Peabody Institute Annual Fund, Scholarships		
<u>Kiski School</u>		10,000
Saltsburg, PA 15681		
Swank Student Center		
<u>Rollins College</u>		10,000
Winter Park, FL 32789		
Rollins Fund		
<u>Saint Vincent College</u>		77,000
Latrobe, PA 15650		
General Operating Fund	\$ 1,000	
FMR Center Archives	25,000	
FMR Center Archivist	25,000	
FMR Center Funding Initiative	5,000	
McFeely-Rogers Scholarship Fund	21,000	
<u>Seton Hill University</u>		1,000
Greensburg, PA 15601		
McFeely-Rogers Scholarship Fund		
<u>University of Pittsburgh at Greensburg</u>		10,000
Greensburg, PA 15601		
Summer Science & Math Experience		

McFeely-Rogers Foundation
Latrobe, Pennsylvania

FORM 990-PF 2012

ATTACHMENT "V"
PART 1 LINE 25 Column (a) and (d)
Contributions, gifts, grants paid

<u>Valley School of Ligonier</u> Ligonier, PA 15658 James H. Rogers Scholarship Fund	1,000	
<u>Waynesburg College</u> Waynesburg, PA 15370 Scholarship Fund	500	
<u>Wilson College</u> Chambersburg, PA 17201 Annual Fund	<u>500</u>	
Total Education	159,275	
<u>Health and Human Care Services</u>		
<u>American Cancer Society</u> Greensburg, PA 15601 Relay for Life - Latrobe	\$ 200	
<u>American Diabetes Association</u> Pittsburgh, PA 15219 General Operating Fund	250	
<u>Children's Home & Lemieux Family Center</u> Pittsburgh, PA 15224 General Operating Fund	1,000	
<u>Latrobe Area Hospital Chantable Foundation</u> Latrobe, PA 15650 Digital Mammography Nancy G. Hoffman Health Services Fund	11,400 \$ 10,000 <u>1,400</u>	
<u>Leukemia and Lymphoma Society, The</u> Pittsburgh, PA 15219 Patient-Aid Program	1,000	
<u>St. Jude's Children's Research Hospital</u> Memphis, TN 38105 General Operating Fund	500	
Total Health and Human Services	14,350	
<u>Religious and Church Related</u>		
<u>Christian Laymen Corps</u> Greensburg, PA 15601 "A Bed for Every Child" Program	\$ 1,080	
<u>Dons Todd Memorial Christian Day School</u> Paia, HI 96779 General Operating Fund	1,000	
<u>First Congregational Church of Wellfleet</u> Wellfleet, MA 02667-0825 Minister's Discretionary Fund General Operating Fund	5,900 \$ 5,400 <u>500</u>	
<u>Latrobe Presbyterian Church</u> Latrobe, PA 15650 Minister's Discretionary Fund 410 Main Street School Building Concert Digital Piano- Unity Chapel Organ Fund	54,800 \$ 2,000 24,000 3,800 <u>25,000</u>	
<u>Laurel Area Interfaith Volunteer Caregivers</u> Latrobe, PA 15650 Faith in Action General Operating Fund	500	
<u>Pine Springs Camp</u>	5,000	

McFeely-Rogers Foundation
Latrobe, Pennsylvania

FORM 990-PF 2012

ATTACHMENT "V"
PART 1 LINE 25 Column (a) and (d)
Contributions, gifts, grants paid

Jennerstown, PA 15547 Camp Scholarships	
<u>Pittsburgh Theological Seminary</u> Pittsburgh, PA General Operating Fund	1,000
<u>Saint Vincent Archabbey</u> Latrobe, PA 15650 Archabbot's Discretionary Fund	35,000
<u>Sixth Presbyterian Church</u> Pittsburgh, PA 15217-1498 General Operating Fund	1,000
<u>St Stephen's A.M.E. Church</u> Latrobe, PA 15650 General Operating Fund	<u>250</u>
Total Religious and Church Related	<u>105,530</u>
Total 2012 Grants Paid	<u>\$ 662,735</u>

McFeely-Rogers Foundation
Latrobe, Pennsylvania

FORM 990-PF 2012 EIN # 25-1120947

ATTACHMENT "I"

Part II Line 10b - Investments - Stocks
December 31, 2011 and 2012

	Shares 12/31/2011	Book Value 12/31/2011	Market Value 12/31/2011	Shares 12/31/2012	Book Value 12/31/2012	Market Value 12/31/2012
Ishares Barclays 7-10 Tsy Bd (IEF)	4975	\$ 523,123.44	\$ 525,210.75		\$ -	\$ -
Isahres Trust (IYT)	3980	350,253.53	356,090.60			
Krispy Kreme Doughnuts Inc Wts	2	0.04	0.04			
Proshares Short S&P 500 (SH)	8960	370,042.29	362,073.60			
PWR Sh DB US \$ Ind Bull Fd ETF (UUP)	49053	1,048,328.43	1,102,220.91			
Powershares Short DOW30				9115	312,330.03	313,556.00
Powershares Short Russell 2000				12755	314,265.34	310,201.60
Spdr Trust Series 1 (SPY)	2900	358,026.17	363,950.00			
TOTALS		\$ 2,649,773.90	\$ 2,709,545.90		\$ 626,595.37	\$ 623,757.60

McFeely-Rogers Foundation
Latrobe, Pennsylvania

FORM 990-PF 2012 EIN # 25-1120947

ATTACHMENT "II"

Part II Line 10a & 10c - Investments in Bonds
December 31, 2011 and 2012

	Par 12/31/2011	Book Value 12/31/2011	Market Value 12/31/2011	Par 12/31/2012	Book Value 12/31/2012	Market Value 12/31/2012
AT&T Inc 5.800% 2/15/19	47000	\$ 52,000.90	\$ 55,461.41		\$ -	\$ -
AT&T 3.875% 8/15/2021				50000	\$ 57,356.00	\$ 55,725.50
ALCOA Inc 5.400% 4/15/21	59000	59,019.28	59,109.74			
CVS Caremark Corporation 6.600% 3/15/19	46000	52,288.83	56,069.86			
Conoco Inc 6.950% 4/15/29	43000	51,577.79	58,621.90	41000	49,870.77	57,160.97
Federal Home LN Mtg Corp .0750% 11/25/2014				207000	208,780.20	208,879.56
Federal Home LN Mtg Corp 4.5% 1/15/14	154000	163,992.49	166,315.38			
Federal National Mortgage Assn 1.125% 6/27/2014	146000	147,919.81	148,737.50	132000	133,819.88	133,805.76
Federal National Mortgage Assn 1.750% 5/7/13	56000	55,215.88	59,337.04			
General Electric Co 5.875% 1/14/38				48000	47,575.03	57,900.00
Goldman Sachs Group 5.750% 1/24/2022				49000	57,789.62	57,928.29
Isahares Lehman 7-10 Yr Tres Bd FD	54000	55,219.37	55,987.20	4320	465,447.17	464,356.80
JPMorgan Chase & Co 3.700% 1/20/15				54000	55,571.86	56,855.52
Kraft Foods Inc 6.125% 8/23/18	47000	52,180.04	55,457.18			
Pia Mbs Bond -Completion Sh				11364	114,321.84	113,071.80
Pia BBB Bond Fd -Completion Sh				34713	361,362.33	349,907.04
Pfizer Inc 6.200% 3/15/19	45000	52,141.86	55,525.95	45000	53,166.16	56,879.10
Tyco International 3.375% 10/15/15	54000	55,117.54	56,562.84			
Vale Overseas Limited 6.250% 1/23/17	50000	55,024.53	56,585.00			
Vanguard Extended Duration Treasury				1306	153,373.90	151,496.00
Verizon Communications Inc 6.100% 4/15/2018	46000	52,530.24	56,051.46	46000	57,844.08	56,561.14
Wells Fargo & Co 3.500% 3/8/2022		-	-	54000	54,171.72	57,599.10
Totals for Corporate Bonds(Part II Line 10c)		\$ 904,228.56	\$ 939,822.46		\$ 1,870,450.56	\$ 1,878,126.58
U.S. Treasury Bond 4.625% 2/15/40	42000	48,893.14	56,647.50	42000	48,948.39	56,752.50
U.S. Treasury Bond 5.375% 2/15/31						
U.S. Treasury Bond 5.5% 8/15/28	66000	79,556.87	93,173.52	67000	84,521.32	94,700.48
U.S. Treasury Note 2.125% 5/31/15	141000	148,347.59	148,853.70			
U.S. Treasury Note 2.125% 2/29/16	140000	148,171.14	148,531.60			
U.S. Treasury Note 2.375% 10/31/2014				110000	114,606.58	114,254.80
U.S. Treasury Note 2.750% 10/31/13	107000	111,061.49	111,843.89			
U.S. Treasury Note 3.125% 1/31/17	152000	162,503.55	168,957.12			

McFeely-Rogers Foundation
Latrobe, Pennsylvania

FORM 990-PF 2012 EIN # 25-1120947

ATTACHMENT "II"

Part II Line 10a & 10c - Investments in Bonds
December 31, 2011 and 2012

	Par 12/31/2011	Book Value 12/31/2011	Market Value 12/31/2011	Par 12/31/2012	Book Value 12/31/2012	Market Value 12/31/2012
U.S. Treasury Note 3.500% 5/15/20	148000	156,028.74	170,257.72	115000	123,063.08	133,535.70
U.S. Treasury Note 4.375% 8-15-12						
U.S. Treasury Note 4.625% 2/15/2017				98000	114,625.80	114,247.42
U.S. Treasury Note 4.875% 5/31/11						
U.S. Treasury Note 1.750% 5/15/2022				76000	76,665.91	76,671.08
Total for Governmental Bonds (Part II Line 10a)		\$ 854,562.52	\$ 898,265.05		\$ 562,431.08	\$ 590,161.98
TOTALS: CORPORATE AND GOVERNMENTAL BONDS		\$ 1,758,791.08	\$ 1,838,087.51		\$ 2,432,881.64	\$ 2,468,288.56

Form 990-PF

2012

EIN # 25-1120947

ATTACHMENT "III"

Charles Schwab - Grant Street Asset Management

	Shares 12/31/2011	Book Value 12/31/2011	Market Value 12/31/2011	Shares 12/31/2012	Book Value 12/31/2012	Market Value 12/31/2012
FIXED INCOME FUNDS						
Blackrock Strategic Income Opportunities	15195.816	\$ 147,430.34	\$ 144,512.21	48960.491	\$ 485,802.33	\$ 494,500.96
DWS Intermediate Tax/ AMT Free Fund				18457.494	228,000.00	224,627.70
PIMCO Total Return	43987.260	463,250.81	478,141.52	110024.730	1,201,804.71	1,236,677.97
Metropolitan West High Yld Bd I	36749.243	352,240.37	360,877.57			
Metropolitan West Total Return Bd I	83766.420	858,774.97	868,655.44	88944.745	913,930.04	968,608.27
Vanguard Short-Term Investment-Grade	65465.097	680,003.82	696,548.63			
WellsFargo Advantage High Income I	36668.603	231,216.82	267,680.80			
TOTAL FIXED INCOME FUNDS		\$ 2,732,917.13	\$ 2,816,416.17		\$ 2,829,537.08	\$ 2,924,414.90

EQUITY FUNDS

Allianz RCM Technology Instl	4993.498	\$ 192,000.00	\$ 220,413.00	5289.864	\$ 205,816.56	\$ 247,724.33
Blackrock Health Sciences A	13065.537	371,679.53	372,106.49	12288.719	352,198.06	386,111.55
Columbia Mid Cap Value Z	14523.406	219,131.25	186,044.83			
DWS RREEF Global Infrastructure				51132.146	563,612.19	603,359.32
Franklin Natural Resources Adv	6732.027	206,998.05	249,421.60			
Growth Fund of America	5823.687	201,674.12	167,139.82			
Harbor Capital Appreciation	9759.760	263,691.32	360,135.14	9798.799	265,345.01	416,644.93
Harbor International	5094.011	292,671.81	267,180.88			
Hotchkis & Wiley Small Cap Value I	3230.967	118,234.59	120,482.76			
iShares Russell 1000 Growth				3250.203	119,091.17	148,794.29
iShares Tr S&P 500 Index	1404.911	141,820.80	176,962.53	4431.352	274,765.60	290,209.23
iShares Tr S&P Smallcap 600 Index	4423.786	170,410.96	302,144.58	2423.923	285,185.46	346,960.35
Mainstay ICAP Equity Fund	3520.182	132,619.77	126,304.13	4500.067	176,164.33	351,455.25
Mainstay Large Cap Growth I				3592.708	135,454.50	145,360.97
Matthews Asian Growth	18977.861	296,904.75	285,806.59	20889.447	150,498.74	166,697.79
Neuberger Berman Guardian Fund				15269.920	226,107.57	284,020.51
Oakmont International I	10453.060	207,284.18	172,998.14	3899.336	60,112.02	60,322.73
Vanguard Mid Cap Index	6237.741	169,681.03	175,467.65	10453.060	207,284.18	218,782.55
Vanguard PRIMECAP Fund	2406.090	131,204.60	148,552.00	8191.695	231,064.83	263,608.75
Vanguard Selected Value Fund	3721.511	75,979.49	69,182.89			
Vaughan Nelson Small Cap Value Y	7500.938	138,668.44	134,941.87			
TOTAL EQUITY FUNDS		\$ 3,330,654.69	\$ 3,535,284.90	8991.731	163,239.85	173,000.90

Totals Charles Schwab - Grant Street Asset Management

\$ 6,063,571.82

\$ 6,351,701.07

\$ 6,245,477.15

\$ 7,027,468.35

Form 990-PF

2012

EIN # 25-1120947

ATTACHMENT "III"

Investments in Mutual Funds

Wall Street Access Mutual Funds & Exchanged-Traded Products	Shares 12/31/2011	Book Value 12/31/2011	Market Value 12/31/2011	Shares 12/31/2012	Book Value 12/31/2012	Market Value 12/31/2012
Claymore Exchange Traded FD Tr 2	24,913.46	\$ -	\$ -	-	\$ -	-
Keely Small-Mid Cap Value Fund	51,037.58	241,786.00	249,882.04	-	-	-
Loomis Sayles Strategic Income		707,310.94	732,389.29	-	-	-
Ishares TR MSCI Emerging Markets	3,500.00	196,823.45	202,790.00	-	-	-
Ishares TR S&P Global 100 Index	1,300.00	71,530.56	79,547.00	-	-	-
Ishares TR Dow Jones US Aerospace & Defense	3,000.00	172,981.94	155,772.00	-	-	-
Ishares TR Dow Jones US Oil Equip & Svcs	4,000.00	201,043.10	215,080.00	-	-	-
Ishares TR Dow Jones Select Dividend Index	4,000.00	138,313.55	155,880.00	-	-	-
JP Morgan Chase & Co Alerian MLP Index						
Market Vectors ETF Tr Steel ETF	300.00	23,414.70	24,438.00	-	-	-
Proshares TR Proshares Ultra OQQ	500.00	12,046.09	9,035.00	-	-	-
Proshares TR Proshares Ultrashort	700.00	114,813.13	106,393.00	-	-	-
SPDR Gold Tr Gold Sh						
SPDR Ser Tr S&P Semiconductor						
SPDR Ser Tr S&P Biotech ETF						
Totals Wall Street Access		\$ 1,880,063.46	\$ 1,931,206.33		\$ -	\$ -
Total Mutual Funds Investments		\$ 7,943,635.28	\$ 8,282,907.40		\$ 6,245,477.15	\$ 7,027,468.35

McFeely-Rogers Foundation
#25-1120947
Attachment IV

Form 990-PF – 2012

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