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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning _____, and ending _____

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

City or town, state, and ZIP code

Latrobe PA 15650-0110

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

H Check type of organization Section 501(c)(3) exempt private foundation

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) ► \$ **17,316,228** (Part I, column (d) must be on cash basis.)

J Accounting method Cash Accrual
 Other (specify) **Modified Cash**

A Employer identification number**25-1120947****B** Telephone number (see instructions)**724-537-5588****C** If exemption application is pending, check here ► **D** 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► **E** If private foundation status was terminated under section 507(b)(1)(A), check here ► **F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	Revenue	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		1,041	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	Operating and Administrative Expenses				
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		27,875	27,875	RECEIVED	
12 Total. Add lines 1 through 11		722,363	421,027	CD	
13 Compensation of officers, directors, trustees, etc		188,167	75,267	112,900	
14 Other employee salaries and wages	Statement 1	894	SET 30 2013	IFS	
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)		18,000	14,400	DEN, UT	
c Other professional fees (attach schedule)				3,600	
17 Interest		1,162	1,162		
18 Taxes (attach schedule) (see instructions)		14,585			
19 Depreciation (attach schedule) and depletion		30,300	12,120	18,180	
20 Occupancy		16,295	6,518	9,777	
21 Travel, conferences, and meetings					
22 Printing and publications	Statement 2	180,470	165,696	14,774	
23 Other expenses (att sch)		637,214	355,288	0	267,341
24 Total operating and administrative expenses.		662,735			662,735
Add lines 13 through 23		1,299,949	355,288	0	930,076
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12.	Statement 3	-577,586			
a Excess of revenue over expenses and disbursements					
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.

DAA

Form 990-PF (2012)

SCANNED OCT 21 2013

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) ►	0			
	Less: allowance for doubtful accounts ►				
	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
Liabilities	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
	17 Accounts payable and accrued expenses		760	638	
	18 Grants payable				
Net Assets or Fund Balances	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 ►)	760	638	
	23 Total liabilities (add lines 17 through 22)				
	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"/>			
Part III	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) 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			-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

8 930,076

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

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

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)	1 2 3 4 5	657
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		0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		657
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
3	Add lines 1 and 2		657
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	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

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?	1a 1b 1c	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
c	Did the foundation file Form 1120-POL for this year?		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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.	2 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	3 X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5 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?	6 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	7 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	8b 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	9 X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10 X	

Stmt 11

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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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► James R. Okonak 816 Ligonier St. Sixth Fl. Suite 610	Telephone no. ► 724-537-5588	
	Located at ► Latrobe PA	ZIP+4 ► 15650-0110	► <input type="checkbox"/>
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	<input type="checkbox"/>
16	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 ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 type="checkbox"/> Yes <input checked="" 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	1b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	1c	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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	2b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	4a	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
		4b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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 1 1/2% 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	1a	930,076
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	930,076
b	Cash distribution test (attach the required schedule)	5	657
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	929,419
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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:	324,593			
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 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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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			
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 XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments			14	97,273
4	Dividends and interest from securities			14	294,838
5	Net rental income or (loss) from real estate				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income			15	27,875
8	Gain or (loss) from sales of assets other than inventory			18	1,041
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)		0		421,027
13	Total. Add line 12, columns (b), (d), and (e)				421,027

(See worksheet in line 13 instructions to verify calculations.)

13 421,027

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
NOTE: ALL INCOME LISTED IN PART XVI-A IS EXCLUDED FROM UNRELATED BUSINESS TAX AS IT IS THE INTEREST AND DIVIDENDS UNDER SECTION 512(b)(1) OR AS GAINS OR RECEIPTS FROM NON-INVENTORY PROPERTY UNDER SECTION 512(b)(5)	

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 33 $\frac{1}{3}$ % 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="" 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)
		\$	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
Reed Smith LLP	\$ 12,015	\$ 9,636	\$ 2,379
Total	\$ 12,015	\$ 9,636	\$ 2,379

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

Description	Total	Net Investment	Adjusted Net
Richard B. Guskiewicz Associates	\$ 18,000	\$ 14,400	\$
Total	\$ 18,000	\$ 14,400	\$ 0

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

Description	Total	Net Investment	Adjusted Net
Excise Tax	\$ 14,585	\$	\$
Total	\$ 14,585	\$ 0	\$ 0

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
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**

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

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
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		\$ 7,027,468
MS Spectrum Currency L.P.			Cost	
MS Charter Campbell L.P.			Cost	
MS Charter Dwfcm 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		272,247	Cost	
MMF Emrg CTA	300,000	263,208	Cost	280,593
MMF Tactical Div	300,000			260,341
Total	<u><u>\$ 9,100,772</u></u>	<u><u>\$ 8,381,385</u></u>		<u><u>\$ 9,122,399</u></u>

Federal Statements**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	Address	City, State, Zip
Richard P Gibson & Rosemary Kirr Charitable Trust	PO Box 110	Latrobe PA 15560

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

Name	Title	Ave. Hours	Compensation	Retirement 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 (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	\$ <u>97,273</u>				

Tax-Exempt Interest on Investments

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

Tax-Exempt Dividends from Securities

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

Taxable Dividends from Securities

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

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	\$ <u>414</u>			

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

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> Latrobe, PA 15650	150,500
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> Latrobe, PA 15650	26,000
Summer Concert Series	\$ 1,000
Park Matching Grant	<u>25,000</u>
 <u>Loyalhanna Watershed Association</u> Ligonier, PA 15658	2,000
Conservation Initiatives	
 <u>Pittsburgh Foundation, The</u> Pittsburgh, PA 15222	500
Don Brockett Memorial Scholarship Fund	
 <u>Pittsburgh Zoo & PPG Aquarium</u> Pittsburgh, PA 15206-1578	250
General Operating Fund	
 <u>Salvation Army, Latrobe Corps</u> Pittsburgh, PA 15219	1,250
General Operating Fund	
 <u>Saturday Light Brigade</u> Pittsburgh, PA 15233	500
General Operating Fund	
 <u>SCORE, Westmoreland Chapter 555</u> Latrobe, PA 15650	3,500
General Operating Fund - Marketing Program	
 <u>Union Mission of Latrobe, Inc.</u> Latrobe, PA 15650	20,500
General Operating Fund	20,000
Program Initiatives	<u>500</u>
 <u>Western Pennsylvania Conservancy</u> Pittsburgh, PA 15222	1,500
Watershed Land Protection	
 <u>Westmoreland County Historical Society</u> Greensburg, PA 15601	500
Historic Hanna's Town Tour Guide	
 <u>Westmoreland Fayette Council, Inc., BSA</u> Greensburg, PA 15601	5,000
Learning for Life	\$ 2,556
Professional Training	<u>2,444</u>
 <u>YWCA of Westmoreland County</u> Greensburg, PA 15601	<u>1,500</u>
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, grants paid

Cultural and Fine Arts

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

Education

<u>Greater Latrobe School District</u> Latrobe, PA 15650	\$ 47,275
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> Greensburg, PA 15601 Save Our Library Campaign	500
 <u>John Hopkins University</u> Baltimore, MD 21218 Peabody Institute Annual Fund, Scholarships	1,500
 <u>Kiski School</u> Saltsburg, PA 15681 Swank Student Center	10,000
 <u>Rollins College</u> Winter Park, FL 32789 Rollins Fund	10,000
 <u>Saint Vincent College</u> Latrobe, PA 15650	77,000
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> Greensburg, PA 15601 McFeely-Rogers Scholarship Fund	1,000
 <u>University of Pittsburgh at Greensburg</u> Greensburg, PA 15601 Summer Science & Math Experience	10,000

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
Health and Human Care Services	
<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. Hottman 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
Religious and Church Related	
<u>Christian Laymen Corps</u> Greensburg, PA 15601 "A Bed for Every Child" Program	\$ 1,080
<u>Doris 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

Pittsburgh Theological Seminary 1,000
Pittsburgh, PA
General Operating Fund

Saint Vincent Archabbey 35,000
Latrobe, PA 15650
Archabbot's Discretionary Fund

Sixth Presbyterian Church 1,000
Pittsburgh, PA 15217-1498
General Operating Fund

St Stephen's A.M.E. Church 250
Latrobe, PA 15650
General Operating Fund

Total Religious and Church Related 105,530

Total 2012 Grants Paid \$ 662,735

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

	<u>Shares 12/31/2011</u>	<u>Book Value 12/31/2011</u>	<u>Market Value 12/31/2011</u>	<u>Shares 12/31/2012</u>	<u>Book Value 12/31/2012</u>	<u>Market Value 12/31/2012</u>
Ishares Barclays 7-10 Tsy Bd (IEF)	4975	\$ 523,123.44	\$ 525,210.75		\$ -	\$ -
Ishares Trust (IYT)	3980	\$ 350,253.53	\$ 356,090.60		\$ -	\$ -
Krispy Kreme Doughnuts Inc W/s	2	0.04	0.04		\$ -	\$ -
Proshares Short S&P 500 (SH)	8960	\$ 370,042.29	\$ 362,073.60		\$ -	\$ -
PWR Sm DB US \$ Ind Bndl Fd ETF (IJP)	49053	\$ 1,048,328.43	\$ 1,102,220.91		\$ -	\$ -
Powershares Short DOW30						
Powershares Short Russell 12000						
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	\$ 50000	\$ 57,356.00
AT&T 3.875% 8/15/2021	59000	59,019.28	59,109.74		\$ 55,725.50
ALCOA Inc 5.400% 4/15/21	46000	52,288.83	56,069.86		
CVS Caremark Corporation 6.600% 3/15/19	43000	51,577.79	58,621.90	41000	49,870.77
Conoco Inc 6.950% 4/15/29				207000	208,780.20
Federal Home LN Mtg Corp .0750% 11/25/2014	154000	163,992.49	166,315.38		
Federal Home LN Mtg Corp 4.5% 1/15/14					
Federal National Mortgage Assn 1.125% 6/27/2014	146000	147,919.81	148,737.50	132000	133,819.88
Federal National Mortgage Assn 1.750% 5/7/13	56000	55,215.88	59,337.04	48000	47,575.03
General Electric Co 5.875% 1/14/38				49000	57,789.62
Goldman Sachs Group 5.750% 1/24/2022				4320	465,447.17
Ishares Lehman 7-10 Yr Tres Bd FD	54000	55,219.37	55,987.20	54000	55,571.86
JPMorgan Chase & Co 3.700% 1/20/15					
Kraft Foods Inc 6.125% 8/23/18	47000	52,180.04	55,457.18		
Pia Mbs Bond -Completion Sh				11364	114,321.84
Pia BBB Bond Fd -Completion Sh				34713	361,362.33
Pfizer Inc 6.200% 3/15/19	45000	52,141.86	55,525.95	45000	53,166.16
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					
Verizon Communications Inc 6.100% 4/15/2018	46000	52,530.24	56,051.46	1306	153,373.90
Wells Fargo & Co 3.500% 3/8/2022				46000	57,844.08
Totals for Corporate Bonds(Part II Line 10c)		\$ 904,228.56	\$ 939,822.46	54,000	54,171.72
U.S. Treasury Bond 4.625% 2/15/40	42000	48,893.14	56,647.50	42000	48,948.39
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
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					
U.S. Treasury Note 2.750% 10/31/13	107000	111,061.49	111,843.89	110000	114,606.58
U.S. Treasury Note 3.125% 1/31/17	152000	162,503.55	168,957.12		
					\$ 1,878,126.58

McFeeley-Rogers Foundation
Latrobe, Pennsylvania

FORM 990-PF 2012 EIN # 25-1120947

ATTACHMENT "J"
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
148000	156,028.74	170,257.72	115000	123,063.08	133,535.70
U.S. Treasury Note 3.500% 5/15/20					
U.S. Treasury Note 4.375% 8-15-12					
U.S. Treasury Note 4.625% 2/15/2017					
U.S. Treasury Note 4.875% 5/31/11					
U.S. Treasury Note 1.750% 5/15/2022					
Total for Governmental Bonds (Part II Line 10a)	\$ 854,562.52	\$ 898,265.05	76000	\$ 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

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2012

2012	EIN # 25-1120947	Market Value 1/12/2011	Shares 12/31/2011	Book Value 12/31/2012	Market Value 12/31/2012
MENT "III"					

Charles Schwab - Grant Street Asset Management						
FIXED INCOME FUNDS						
BlackRock Strategic Income Opportunities						
DDMS Intermediate Tax/AMT Free Fund	15195.816	\$	147,430.34	\$	144,512.21	48960.491
PPIMCO Total Return	43987.260		463,250.81		478,141.52	18457.494
Metropolitan West High Yld Bd I	36749.243		352,240.37		360,877.57	110024.730
Metropolitan West Total Return Bd I	83766.420		858,774.97		868,655.44	1,201,804.71
Vanguard Short-Term Investment-Grade	65465.097		680,003.82		696,588.63	88944.745
WellsFargo Advantage High Income I	36668.603		231,216.82		267,660.80	913,930.04
TOTAL FIXED INCOME FUNDS	\$ 2,732,917.13					\$ 2,816,446.17
						\$ 2,829,557.08
						\$ 2,924,414.90

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

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