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

2009

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

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

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

Name of foundation: MCPHEE FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address): 99 BEECHWOOD LANE | Room/suite

City or town, state, and ZIP code: BRISTOL, CT 06010-2502

A Employer identification number 06-1479791

B Telephone number 860-677-9797

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 ▶☐

H Check type of organization: [X] 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)* ▶$ 1,712,533.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	230,201.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,056.	36,056.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-31,684.			STATEMENT 1
	b Gross sales price for all assets on line 6a 127,559.				
	7 Capital gain net income (from Part IV, line 2)		25,942.		
	8 Net short-term capital gain				
	9 Income modifications			25,000.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	173.	173.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	234,746.	62,171.	25,000.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,250.	2,500.		750.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	226.	226.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	10,842.	10,817.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,318.	13,543.		775.
	25 Contributions, gifts, grants paid	90,500.			90,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	104,818.	13,543.		91,275.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	129,928.			
	b **Net investment income** (if negative, enter -0-)		48,628.		
	c **Adjusted net income** (if negative, enter -0-)			25,000.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	273,159.	234,986.	234,986.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	189,891.	189,891.	210,181.
	b Investments - corporate stock STMT 8	678,811.	776,396.	821,237.
	c Investments - corporate bonds STMT 9	19,330.	19,330.	19,962.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	329,138.	424,652.	426,167.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,490,329.	1,645,255.	1,712,533.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,490,329.	1,645,255.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,490,329.	1,645,255.	
	31 **Total liabilities and net assets/fund balances**	1,490,329.	1,645,255.	

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	1,490,329.
2	Enter amount from Part I, line 27a	2	129,928.
3	Other increases not included in line 2 (itemize) ▶ PRIOR YEAR GRANT RECOVERED	3	25,000.
4	Add lines 1, 2, and 3	4	1,645,257.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,645,255.

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	SEE ATTACHED SCHEDULE PUBLICLY TRADED			
b	SECURITIES	P		
c	SEE ATTACHED SCHEDULE PUBLICLY TRADED			
d	SECURITIES	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				
b	99,407.		78,415.	20,992.
c				
d	28,152.		23,202.	4,950.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				20,992.
c				
d				4,950.
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 25,942.

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). If (loss), enter -0- in Part I, line 8 3 N/A

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 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))
2008	122,191.	1,649,888.	.074060
2007	71,834.	1,688,585.	.042541
2006	80,275.	1,434,415.	.055964
2005	137,990.	1,309,011.	.105415
2004	82,311.	1,220,893.	.067419

2	Total of line 1, column (d)	2	.345399
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	.069080
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,401,218.
5	Multiply line 4 by line 3	5	96,796.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	486.
7	Add lines 5 and 6	7	97,282.
8	Enter qualifying distributions from Part XII, line 4	8	91,275.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	973.
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	973.
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	973.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,594.		
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	2,594.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,621.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,621. **Refunded** ▶		11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	4b		
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) ▶ CT			
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 2009 or the taxable year beginning in 2009 (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

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARIE C POPIELARCZYK Telephone no. ▶ 860-677-9797

Located at ▶ 505 MAIN STREET, FARMINGTON, CT ZIP+4 ▶ 06032

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 | N/A

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	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 2009?		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))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2009)

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	1,249,844.
b	Average of monthly cash balances	1b	172,712.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,422,556.
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	1,422,556.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,338.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,401,218.
6	**Minimum investment return**. Enter 5% of line 5	6	70,061.

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	70,061.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 973.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	973.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,088.
4	Recoveries of amounts treated as qualifying distributions	4	25,000.
5	Add lines 3 and 4	5	94,088.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	94,088.

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	91,275.
b	Program-related investments - total from Part IX-B	1b	0.
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	91,275.
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	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	91,275.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				94,088.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 ... 23,836.				
b From 2005 ... 73,113.				
c From 2006 ... 12,086.				
d From 2007 ...				
e From 2008 ... 40,265.				
f Total of lines 3a through e	149,300.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 91,275.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				91,275.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,813.			2,813.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	146,487.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	21,023.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	125,464.			
10 Analysis of line 9:				
a Excess from 2005 ... 73,113.				
b Excess from 2006 ... 12,086.				
c Excess from 2007 ...				
d Excess from 2008 ... 40,265.				
e Excess from 2009 ...				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a 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 the instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 12

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.

NONE

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

Check here ▶ [X] 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 of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a Paid during the year				
SEE ATTACHED SCHEDULE				90,500.
Total			▶ 3a	90,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	36,056.	
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			14	173.	
8 Gain or (loss) from sales of assets other than inventory			18	-31,684.	
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.		4,545.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,545.

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

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).
	N/A

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

		Yes	No
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	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [signature] Date: 6-7-10 Title: Corporate Secretary

Paid Preparer's Use Only

Preparer's signature: Henry O'Neal Date: 06/04/10 Check if self-employed ☐ Preparer's identifying number:

Firm's name (or yours if self-employed), address, and ZIP code: GITLIN CAMPISE, LLC, 836 FARMINGTON AVE., WEST HARTFORD, CT 06119 EIN: Phone no. (860)236-5833

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization: MCPHEE FOUNDATION INC

Employer identification number: 06-1479791

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 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, aggregate 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 aggregate 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 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	Employer identification number
MCPHEE FOUNDATION INC	06-1479791

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARCUS MCPHHEE 72 WHIPPOORWILL LANE BRISTOL, CT 06010	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	MICHAEL MCPHEE 46 EAST HYERDALE GOSHEN, CT 06756	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	MCPHEE ELECTRIC LTD 505 MAIN ST FARMINGTON, CT 06032	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	MR. AND MRS. EDWARD T MCPHEE JR 99 BEECHWOOD LANE BRISTOL, CT 06010	$ 64,601.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number.
MCPHEE FOUNDATION INC	06-1479791

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	675 SHARES OF ORACLE AND 7600 SHARES OF NEW ENGNLAND BANCSHARES EQUAL TOTAL OF $64,601.	$ 64,601.	09/09/09
		$	
		$	
		$	
		$	
		$	

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
99,407.	78,415.	0.	0.	20,992.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,152.	80,828.	0.	0.	-52,676.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-31,684.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS PORTFOLIO MANAGEMENT 413	36,056.	0.	36,056.
TOTAL TO FM 990-PF, PART I, LN 4	36,056.	0.	36,056.

FORM 990-PF | OTHER INCOME | STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STOCK LITIGATION SETTLEMENTS	173.	173.	
TOTAL TO FORM 990-PF, PART I, LINE 11	173.	173.	

FORM 990-PF | ACCOUNTING FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND RETURN PREPARATION	3,250.	2,500.		750.
TO FORM 990-PF, PG 1, LN 16B	3,250.	2,500.		750.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	226.	226.		0.
TO FORM 990-PF, PG 1, LN 18	226.	226.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS FEES	10,817.	10,817.		0.
SECRETARY OF STATE OF CT	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	10,842.	10,817.		25.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS - SEE ATTACHED	X		189,891.	210,181.
TOTAL U.S. GOVERNMENT OBLIGATIONS			189,891.	210,181.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			189,891.	210,181.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK -SEE ATTACHED	776,396.	821,237.
TOTAL TO FORM 990-PF, PART II, LINE 10B	776,396.	821,237.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS -SEE ATTACHED	19,330.	19,962.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,330.	19,962.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED	COST	424,652.	426,167.
TOTAL TO FORM 990-PF, PART II, LINE 13		424,652.	426,167.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD T MCPHEE JR 99 BEECHWOOD LANE BRISTOL, CT 06010	PRESIDENT 0.00	0.	0.	0.
CAROLE T MCPHEE 99 BEECHWOOD LANE BRISTOL, CT 06010	VICE PRESIDENT 0.00	0.	0.	0.
MARIE C POPIELARCZYK 6 BRICH ST UNIONVILLE, CT 06085	SECRETARY 0.00	0.	0.	0.
BARBARA MCPHEE 46 EAST HYERDALE GOSHEN, CT 06756	DIRECTOR 0.00	0.	0.	0.
RITA MCPHEE 30 BELGIAN CIRCLE BRISTOL, CT 06010	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 12

NAME OF MANAGER

EDWARD T MCPHEE JR
CAROLE T MCPHEE

UBS

Friendly account name: *Foundation*
Account number: HG 83413 08

1 of 2

Realized gains and losses

Estimated 2009 gains and losses for transactions with trade dates through 12/31/09 have been incorporated into this statement. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order. *See Important information about your statement* on the last page of this statement for more information

We may not adjust gains and losses for all capital changes. Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium. Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

Long-term capital gains and losses

Security description	Method	Quantity or face value ($)	Purchase date	Sale date	Sale amount ($)	Purchase amount ($)	Loss ($)	Gain ($)	Net gain or loss ($)
AMER INTL GROUP INC **REVERSE SPLIT EFF 06/09**	FIFO	400.000	May 28, 96	May 15, 09	723.98	9,003.97 D	-8,279.99		
BED BATH & BEYOND INC	FIFO	90.000	Aug 19, 98	Aug 11, 09	3,213.11	1,012.41 D		2,200.70	
GILEAD SCIENCES INC	FIFO	100.000	Nov 17, 05	Jun 01, 09	4,269.89	2,752.50 P		1,517.39	
MC CORMICK & CO NV	FIFO	400.000	May 20, 97	Aug 11, 09	12,796.67	5,350.67 P		7,446.00	
MICROSOFT CORP	FIFO	250.000	May 20, 96	Aug 11, 09	5,798.54	1,847.60 D		3,950.94	
NORTHEAST UTILITIES	FIFO	380.000	Dec 15, 05	Aug 11, 09	8,857.76	7,630.40 P		1,227.36	
ORACLE CORP	FIFO	320.000	Sep 16, 96	Aug 11, 09	6,832.04	1,516.47 D		5,315.57	
PEPSICO INC	FIFO	120.000	Oct 19, 04	Aug 11, 09	6,860.39	5,913.60 P		946.79	
PRICE T ROWE GROUP INC	FIFO	230.000	Apr 30, 97	Aug 11, 09	10,702.97	2,587.35 P		8,115.62	
PROCTER & GAMBLE CO	FIFO	200.000	Apr 28, 97	Aug 11, 09	10,423.65	8,484.55 P		1,939.10	
STANLEY WORKS	FIFO	400.000	Jul 08, 03	Aug 11, 09	16,480.97	11,507.21 P		4,973.76	
YAHOO INC	FIFO	800.000	Apr 27, 98	Aug 11, 09	11,584.66	9,821.60 D		1,763.06	
ISHARES TRUST S&P GLOBAL INFORMATION TECHNOLOGY SECTOR INDEX FUND	FIFO	500.000	Jan 27, 06	Aug 11, 09	24,149.37	27,775.00 P	-3,625.63		

continued next page

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value ($)	Purchase date	Sale date	Sale amount ($)	Purchase amount ($)	Loss ($)	Gain ($)	Net gain or loss ($)
	FIFO	100.000	Aug 30, 07	Aug 11, 09	4,829.88	6,414.00 P	-1,584.12		
Total					**$127,523.88**	**$101,617.33**	**-$13,489.74**	**$39,396.29**	**$25,906.55**
Net capital gains/losses:									**$25,906.55**

[1] Indicates that the cost basis information has been provided by a source other than UBS Financial Services Inc.

MEAD JOHNSON – FRACTIONAL
(Rec'd in exchange for)
Bristol Meyers

5/30/03	12/23/09	35.04	— P		35.04	35.04
COST/DONOR BASIS	TOTAL	127558.92	101,617.33		A-1	25941.57
	D	28152.33	23,202.05			4950.28
	P	99406.59	78415.28			20991.31
		127558.92	101617.33			25941.59
BOOK BASIS						
LONG TERM		127,558.92	101,617.33			25941.59
AMER INTL GROUP – DONOR BASIS			(9003.97)			
" " " MV DATE GIFT			24200.00			
BED BATH + BEYOND – DONOR BASIS			(1012.41)			
" " " MV DATE GIFT			2907.90			(57625.69)
MICROSOFT – DONOR BASIS			(1847.60)			
" – MV DATE GIFT			3720.00			
ORACLE – DONOR BASIS			(1516.47)			
" – MV DATE GIFT			13,099.84			
YAHOO – DONOR BASIS			(9821.60)			
" – MV DATE GIFT			36,900.00			
BOOK BASIS – TOTALS		127558.92	159243.02		A-2	(31684.10)
D = DONATED		28,152.33	80,827.74			(52675.41)
P = PURCHASED		99406.59	78415.28			20991.31
		127,558.92	159,243.02			(31684.10)

C-19

McPhee Foundation Gift Recipients During 2039 Year	Donee Relationship	Foundation Status	Puropose of Grant	Amount & Date	EXHIBIT H 2009 Total: $90,500
The Bridge Family Center 1022 Farmington Avenue West Hartford, CT 06107-2105	None	501(c)(3)	Star Home Program- Youth Centers/ Short Term Assessment & Respite	$3,000 10-1-2009	
Bristol Adult Resource Center Inc. 621 Jerome Avenue Bristol, CT 06010	None	501(c)(3)	Staff Training/ Educational Support	$5,000 10-1-2009	
Christian Fellowship Center, Inc. 43 Prospect Street Bristol, CT 06010	None	501(c)(3)	Storehouse Fodd Purchases	$5,000 10-1-2009	
City Slickers, Inc. 20 Wolf Hill Road; #7A Wolcott, CT 06716	None	501(c)(3)	AfterSchoolPrograms- Academic, Social, Equestrian	$5,000 10-1-2009	
CT Radio Information Syst. Inc. 315 Windsor Avenue Windsor, CT 06095	None	501(c)(3)	20 Tuned Radios to less fortunate	$1,000 10-1-2009	
Covenant to Care for Children, Inc. 120 Mountain Ave.; Suite 212 Bloomfield, CT 06002	None	501(c)(3)	Truck Maintenace, Fuel, Direct Program Expenses	$5,000 10-1-2009	
Farmington Food Pantry 75 Main Street- Amistad Hall Farmington, CT	None	501(c)(3)	James Harris Milk Fund	$2,000 10-1-2009	
Habitat for Humanity Ofc: 780 Windsor Street Htfd. 06120 Mailing: P.O. Box 1933 Hartford, CT 06144-1933	None	501(c)(3)	Guilford St- Hartford Neighborhood Build Campaign	$2,500 10-1-2009	
Hartford Hospital P.O. Box 5037 Hartford, CT 06102-5037	None	501(c)(3)	125 Mastectomy Jackets & Tote Bags- Partnership for Breast Care Program	$5,000 10-1-2009	
My Sister's Place, Inc. 102 Pliny Street Hartford, CT 06120	None	501(c)(3)	Homeless Chldren- Recreational/ Camp Activities	$5,000 10-1-2009	

McPhee Foundation Gift Recipients During 2009 Year	Donee Relationship	Foundation Status	Puropose of Grant	Amount & Date	EXHIBIT H 2009 Total: $90,500
Parent & Child Center at Bristol Hospital 9 Prospect Street Bristol, CT 06010	None	501(c)(3)	Family Reading & Literacy-Maternal Child Family Literacy Program	$5,000 10-1-2009	
Plainville Food Pantry 54 South Canal Street P.O. Box 233 Plainville, CT 06062	None	501(c)(3)	Food Pantry- Outreach Programs to needy clients to promote good nutrition and hygiene	$2,000 10-1-2009	
Prudence Crandall Center, Inc. Ofc: 594 Burritt Street N.Britian 06050 Mailing: P.O. Box 895 New Britian, CT 06050-0895	None	501(c)(3)	Staffing & Emergency Shelter Programs- Safety, Security, Food, Shelter, Counsleing, Housing etc.	$15,000 10-1-2009	
St.Vincent DePaul Society Bristol, Inc. 19 Jacobs Street; P.O. Box 1922 Bristol, CT 06011-1922	None	501(c)(3)	Elms Transitional Living & Material Costs to shelter bathrooms	$10,000 11-8-2009	
University of CT Foundation Inc. 10 Talcott Notch Road- Suite 100 Farmington, CT 06032	None	501(c)(3)	Gynecologic Oncology Training- educating healthcare professionals on role of clinical trials	$10,000 10-1-2009	
Volunteers in Psychotherapy 7 South Main Street West Hartford, CT 06107	None	501(c)(3)	180 Professional psychotherapy sessions exchanged for client volunteer/charity work	$10,000 10-1-2009	

TOTAL DISTRIBUTED 90500.00

McPhee Foundation Inc FORM 990PF ATTACHMENT

Name	Valuation Method	# Share 12/31/2009	Book Basis Balance 12/31/2009	Marlet Value 12/31/2009
Government Securities				
FHLB Bond 3.950%	COST	20,000	20,806.20	20,631.20
US Trsy Note 10/15/10	COST	50,000	50,158.20	51,496.00
US Trsy Note 8/15/12	COST	50,000	49,560.55	53,793.00
US Trsy Bond 6% 2/15/26	COST	40,000	40,732.46	46,793.60
US Trsy Bond 6.25% 2/15/27	COST	30,000	28,633.20	37,467.30
Total Government Obligations - 990PF Part II line 10a		**190,000**	**189,890.61**	**210,181.10**

Corporate Stocks

Name	Valuation Method	# Share 12/31/2009	Book Basis Balance 12/31/2009	Marlet Value 12/31/2009
Air Prod & Chemical	COST	200	12,583.50	16,212.00
Apache Corp	COST	175	13,436.50	18,054.75
Amer Intl Group	COST	0	0.00	0.00
Bank of Amer	COST	175	8,244.25	2,635.50
	COST	50	2,557.00	753.00
	COST	75	3,310.50	1,129.50
	COST	50	1,663.50	753.00
	COST	50	1,087.00	753.00
Bed Bath & Beyond	MV DATE GIFT	410	13,247.10	15,830.10
Berkshire Hathaway	COST	1	2,936.85	3,286 00
	COST	9	28,485.00	29,574.00
Biomarin Pharmaceutical	COST	300	1,554.00	5,643.00
Bristol Myers Squibb	COST	231	5,899.20	5,832.75
Chephalon	MV DATE GIFT	100	6,669.35	6,242.00
	MV DATE GIFT	150	9,885.00	9,363 00
China Mobile Ltd	COST	575	25,235.70	26,697.25
Cisco Sys	MV DATE GIFT	600	40,735.81	14,364.00
Citigroup Inc	COST	333	15,624.51	1,102.23
	COST	167	6,707.94	552.77
	COST	100	2,118.85	331.00
	COST	400	8,346.80	1,324.00
	COST	1,000	4,100.00	3,310.00
Dionex	COST	300	7,858.80	22,164.00
Dow Chemical	COST	300	10,260.00	8,289.00
Exxon Mobil	COST	300	12,720.00	20,457.00
Genl Elec	MV DATE GIFT	375	13,386.00	5,673.75
	MV DATE GIFT	1,125	37,870.00	17,021.25
	COST	500	7,200.00	7,565.00
Genzyme	COST	200	2,283.26	9,802.00
Gilead Scı	COST	350	9,633.75	15,144.50
Home Depot	COST	300	4,435.63	8,679.00
	COST	100	3,665.00	2,893.00
	COST	500	11,284.76	14,465.00
Intel	MV DATE GIFT	400	9,792.00	8,160.00
	COST	600	11,099.45	12,240.00
ISIS Pharmaceuticals	COST	300	2,688.00	3,333.00
McCormick & Co	COST	0	0.00	0.00
McDonalds	COST	250	6,591.94	15,610.00
Mead Johnson Nutrition	COST	169	6,895.80	7,385.30
Merck & Co	MV DATE GIFT	200	11,322.00	7,308.00
	MV DATE GIFT	100	5,661.00	3,654.00
	COST	50	2,377.33	1,827.00
	COST	50	2,330.49	1,827.00
	COST	480	16,947.60	17,539.20

McPhee Foundation Inc FORM 990PF ATTACHMENT

Name	Valuation Method	# Share 12/31/2009	Book Basis Balance 12/31/2009	Marlet Value 12/31/2009
Microsoft	MV DATE GIFT	450	6,696.00	13,716.00
	COST	800	11,580.70	24,384.00
Monsanto (New)	COST	100	11,955.80	8,175.00
New England Banc Shares	MV DATE GIFT	7,600	49,400.00	34,960.00
Northeast Utilities	COST	620	12,449.60	15,989.80
Oracle	MV DATE GIFT	580	23,743.46	14,227.40
	MV DATE GIFT	775	16,681.00	19,010.75
Pepsico	COST	380	18,726.40	23,104.00
Pfizer	COST	600	8,009.65	10,914 00
	COST	1,100	20,223.04	20,009 00
Price T Rowe	COST	470	5,287.19	25,027.50
Procter & Gamble	COST	43	1,824.18	2,607.09
	COST	146	5,240.63	8,851.98
	COST	98	3,088.25	5,941.74
Rogers Corp	COST	300	9,180.00	9,093.00
	COST	120	3,054.66	3,637.20
Royal Dutch Shell	COST	250	11,702.50	15,027.50
Schwab Charles	COST	250	2,970.00	4,705.00
	COST	150	2,560.35	2,823.00
Southern Co	COST	500	11,875.00	16,660.00
Stanley Works	COST	0	0.00	0.00
Target	COST	250	13,160.00	12,092.50
	COST	445	17,561.30	21,524.65
Travelers	COST	175	8,495.69	8,725 50
United Technologies	COST	400	15,690.00	27,764.00
	COST	100	2,492.50	6,941.00
Verizon	COST	500	14,320.13	16,565.00
	COST	100	2,937 75	3,313.00
Wal Mart Stores	COST	300	14,718.00	16,035.00
Walgreen	COST	970	26,412.86	35,618.40
Yahoo Inc	MV DATE GIFT	0	0.00	0 00
3M Co	COST	230	13,628.65	19,014.10
Total Corporate Stocks - 990PF Part II line 10b		**30,902**	**776,396.46**	**821,236.96**

Corp Bonds & Notes				
GE Global Insurance	COST	20,000	19,330.00	19,961.60
Tot Corp Bds & Nts - 990PF Part II Line 10c		**20,000**	**19,330.00**	**19,961.60**

OTHER INVESTMENTS

Closed End Mutuals

Cohen & Steers WW Realty Inc	COST	500	13,494.00	3,145.00
	COST	250	5,113.00	1,572.50
	COST	343	3,619.98	2,157.47
Ishares Russell 3000	COST	250	15,990.00	16,320.00
	COST	300	25,557.00	19,584.00
Ishares S&P 500 Growth	COST	400	23,216.00	23,196.00
	COST	350	24,618.30	20,296 50
	COST	250	11,224.50	14,497.50
Ishare DJ US Basic Matl Sectr	COST	340	18,710.82	20,369.40
Ishares Inc MSCI EMU	COST	200	10,848.00	14,988.00
Ishares Russell Midcap	COST	250	23,350.00	20,627.50
	COST	250	26,090.00	20,627.50

McPhee Foundation Inc FORM 990PF ATTACHMENT

Name	Valuation Method	# Share 12/31/2009	Book Basis Balance 12/31/2009	Marlet Value 12/31/2009
Ishares MSCI EAFE Index Fd	COST	200	15,500.00	11,056.00
	COST	200	9,007.56	11,056.00
Ishares Transport Avg Index	COST	200	16,998.00	14,764.00
Ishares S&P Global Info Tech	COST	0	0.00	0.00
	COST	0	0.00	0.00
Ishars FTSE/XINHUA China 25	COST	600	10,798.00	25,356 00
Ishares Russell Microcap	COST	300	16,065.00	11,709.00
	COST	200	11,398.00	7,806.00
	COST	250	13,530.00	9,757.50
	COST	140	4,145.40	5,464.20
Ishare S&P Global Consumer Discretionary index	COST	900	36,267.74	39,453.30
Total Closed end Mutual funds		**6,673**	**335,541.30**	**313,803.37**
Fixed Inc-Closed end				
Ishares Barclays US TIPS	COST	250	26,390.00	25,975.00
SPDR Barclays Cap High Yield	COST	750	25,050.00	29,107.50
Tot Fixed Inc Clsd End		**1,000**	**51,440.00**	**55,082.50**
Alternative strategies				
Streettracks Gold Trust	COST	300	12,771.00	32,193.00
Tot Altern Strategies		**300**	**12,771.00**	**32,193.00**
CD's				
Costal Bank	COST	25,000	24,900.00	25,088.25
Tot CD's		**25,000**	**24,900.00**	**25,088.25**
TOTAL OTHER INVESTMENTS 990PF PART II LINE 13		**32,973**	**424,652.30**	**426,167.12**
Total Investment		**273,875**	**1,410,269.37**	**1,477,546.78**
TOTAL CASH 990PF PART II LINE 1			**234,986.00**	**234,986.00**
TOTAL ASSETS PART II LINE 16			**1,645,255.37**	**1,712,532.78**