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 , 2009, and ending , 20

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

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

Name of foundation
THE MCGEE FOUNDATION
C/O BERNARD J. DUFFY, III

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2001 WALNUT ST.

City or town, state, and ZIP code
KANSAS CITY, MO 64108

A Employer identification number
44-6006285

B Telephone number (see page 10 of the instructions)
(816) 471-4700

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) ▶ $ 11,213,339.

J Accounting method [ ] Cash [ ] Accrual
[X] Other (specify) MODIFIED CASH
(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) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	283,724.	283,724.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,013,151.			
	b Gross sales price for all assets on line 6a 4,400,091.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,073.	3,073.		ATCH 2
	12 **Total.** Add lines 1 through 11	-726,354.	286,797.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) [3]	10,400.	1,560.	0.	8,840.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	2,455.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) [5]	60,761.	39,726.		21,023.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	73,616.	41,286.	0.	29,863.
	25 Contributions, gifts, grants paid	595,000.			595,000.
	26 Total expenses and disbursements. Add lines 24 and 25	668,616.	41,286.	0.	624,863.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,394,970.			
	b Net investment income (if negative, enter -0-)		245,511.		
	c Adjusted net income (if negative, enter -0-)			-0-	

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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			
2	Savings and temporary cash investments	310,887.	460,129.	460,129.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less. allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 6	5,425,924.	4,551,635.	5,722,826.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 7	6,569,084.	5,899,166.	5,029,289.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 8)	1,100.	1,095.	1,095.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,306,995.	10,912,025.	11,213,339.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	12,306,995.	10,912,025.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	12,306,995.	10,912,025.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,306,995.	10,912,025.	

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	12,306,995.
2	Enter amount from Part I, line 27a	2	-1,394,970.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,912,025.
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	10,912,025.

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 PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } | 2 | -1,013,151.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 | 3 |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2008	578,279.	12,495,009.	0.046281
2007	732,782.	14,767,923.	0.049620
2006	666,830.	13,832,416.	0.048208
2005	627,496.	13,349,372.	0.047006
2004	599,299.	12,752,418.	0.046995

2	**Total** of line 1, column (d)	2	0.238110
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	0.047622
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,815,088.
5	Multiply line 4 by line 3	5	467,414.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,455.
7	Add lines 5 and 6	7	469,869.
8	Enter qualifying distributions from Part XII, line 4	8	624,863.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	2,455.
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	
3	Add lines 1 and 2		3	2,455.
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	2,455.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 3,532.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,532.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	1,077.
11	Enter the amount of line 10 to be. **Credited to 2010 estimated tax** ▶ 1,077. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶$ ________ **(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 page 19 of the instructions) ▶ MO,			
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 on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BERNARD J. DUFFY III Telephone no ▶ 816-471-4700

Located at ▶ 814 WESTOVER KANSAS CITY, MO ZIP + 4 ▶ 64113

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

			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)?		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 page 20 of the instructions)		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)*		3b		X
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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	[ ] Yes [X] 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 [X] No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		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?	[ ] Yes [X] 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 [X] 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 [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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 SEE FOOTNOTE 1	29,863.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,674,921.
b	Average of monthly cash balances	1b	287,907.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,728.
d	**Total** (add lines 1a, b, and c)	1d	9,964,556.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,964,556.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	149,468.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,815,088.
6	**Minimum investment return.** Enter 5% of line 5	6	490,754.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	490,754.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,455.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,455.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	488,299.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	488,299.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	488,299.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	624,863.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	624,863.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,455.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	622,408.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				488,299.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			607,559.	
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 624,863.				
a Applied to 2008, but not more than line 2a			607,559.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				17,304.
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).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				470,995.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009 . . . 0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

a The name, address, and telephone number of the person to whom applications should be addressed.

ATTACHMENT 10

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

ATTACHMENT 11

c Any submission deadlines

ATTACHMENT 12

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

ATTACHMENT 13

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 LISTING				595,000.
Total ▶ 3a				595,000.
b *Approved for future payment*				
Total ▶ 3b				

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 (See page 28 of the instructions.)
	(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	283,724.	
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			18	3,073.	
8 Gain or (loss) from sales of assets other than inventory			18	-1,013,151.	
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)				-726,354.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -726,354.

(See worksheet in line 13 instructions on page 28 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). (See page 29 of the instructions.)
	NOT APPLICABLE

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		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

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] III Vice President | 3/24/2010 | Vice President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Michelle L Brown	Date 3/3/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00225262
Firm's name (or yours if self-employed), address, and ZIP code	CBIZ MHM, LLC 11440 TOMAHAWK CREEK PARKWAY LEAWOOD, KS 66211		EIN ▶ 34-1874260	Phone no. 913.234.1000

The McGee Foundation
2009 Grants

Grant Date	Organization	Address	CityStZip	GrantAmt	Purpose
6/15/2009	Avila University	11901 Wornall Rd	Kansas City, MO 64145	$25,000.00	Facility Expansion
12/15/2009	Caritas Clinics, Inc dba Duchesne Clinic & Saint Vincent Clinic	636 Tauromee	Kansas City, KS 66101	$8,000.00	Program Support
6/15/2009	Catholic Charities of Kansas City-St. Joseph, Inc	1112 Broadway	Kansas City, MO 64105-1574	$10,000.00	Program Support
6/15/2009	Catholic Education Foundation	12615 Parallel Parkway	Kansas City, KS 66109	$30,000 00	Scholarships
12/22/2009	Children's Mercy Hospital	2401 Gillham Road	Kansas City MO 64108	$10,000 00	Operating Support
6/15/2010	City Union Mission	1101 E 11th Street	Kansas City MO 64106	$10,000.00	Program Support
6/15/2009	Community LINC	4012-14 Troost	Kansas City, MO 64110	$15,000.00	Program Support
6/15/2009	Don Bosco Community Center	531 Garfield Ave	Kansas City, MO 64124-1513	$25,000.00	Program Support
6/15/2009	El Centro, Inc.	650 Minnesota Avenue	Kansas City, KS 66101-2806	$10,000.00	Program Support
12/15/2009	Greater Kansas City Community Foundation	1055 Broadway, Suite 130	Kansas City MO 64105	$34,500.00	General Support
6/15/2009	Guadalupe Centers, Inc.	1015 Avenida Cesar E Chavez	Kansas City, MO 64108	$10,000.00	Program Support
6/15/2009	Harvesters Community Food Network	3801 Topping Ave	Kansas City, MO 64129	$30,000 00	Program Support
6/15/2009	Kansas City Hospice and Palliative Care	9221 Ward Parkway, Suite 100	Kansas City, MO 64114	$20,000.00	Facility Expansion
12/15/2009	Little Sisters of the Poor	8745 James A Reed Rd	Kansas City, MO 64138-4490	$50,000.00	Operating Support
6/15/2009	Notre Dame de Sion	10631 Wornall Road	Kansas City, MO 64114-5026	$50,000.00	Program Support
12/15/2009	Operation Breakthrough, Inc.	3039 Troost	Kansas City, MO 64109	$30,000.00	Program Support
12/15/2009	Redemptorist Social Services Center	207 W Linwood Blvd	Kansas City, MO 64111	$30,000.00	Program Support
6/15/2009	reStart, Inc.	918 East 9th Street	Kansas City, MO 64106-3072	$25,000.00	Program Support
12/15/2009	Rockhurst High School	9301 State Line Rd	Kansas City, MO 64114	$50,000 00	Facility Renovation
6/15/2009	Rockhurst University	1100 Rockhurst Road	Kansas City, MO 64110	$50,000.00	Facility Renovation
6/15/2009	Rose Brooks Center	PO Box 320599	Kansas City, MO 64132-0599	$7,500.00	Program Support
6/15/2009	Seton Center Inc	2816 East 23rd Street	Kansas City, MO 64127	$20,000.00	Program Support
6/15/2009	Sisters, Servants of Mary	800 N 18th St	Kansas City, KS 66102	$25,000.00	Operating Support
6/15/2009	Swope Corridor Renaissance/Upper Room	5930 Swope Parkway	Kansas City, MO 64130	$20,000 00	Program Support
			Total	$595,000.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		VARIOUS SECURITIES PROPERTY TYPE: SECURITIES				P		
4,400,091.		5,413,242.					-1013151.	
TOTAL GAIN(LOSS)							-1013151.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MUTUAL FUND INTEREST		145,871.	145,871.
OTHER BONDS INTEREST		651.	651.
STOCK DIVIDENDS		137,202.	137,202.
	TOTAL	283,724.	283,724.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LITIGATION PROCEEDS	3,073.	3,073.
TOTALS	3,073.	3,073.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	10,400.	1,560.		8,840.
TOTALS	10,400.	1,560.	0.	8,840.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX	2,455.
TOTALS	2,455.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISCELLANEOUS	733.	110.	623.
FOREIGN TAX WITHHELD	914.	914.	
INVESTMENT FEES	26,229.	26,229.	
CUSTODIAL FEES	8,873.	8,873.	
CONTRACT ADMINISTRATION FEES	24,000.	3,600.	20,400.
UNDERPAYMENT PENALTIES	12.		
TOTALS	60,761.	39,726.	21,023.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCKS - SEE ATTACHED	4,551,635.	5,722,826.
TOTALS	4,551,635.	5,722,826.

THE MCGEE FOUNDATION

44-6006285

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - SEE ATTACHED	5,899,166.	5,029,289.
TOTALS	5,899,166.	5,029,289.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL EXCISE TAX RECEIVABLE	1,095.	1,095.
TOTALS	1,095.	1,095.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THOMAS F. MCGEE, JR. KANSAS CITY, MO 64111	VICE PRESIDENT	0.	0.	0.
THOMAS R. MCGEE, JR. KANSAS CITY, MO 64105	DIRECTOR	0.	0.	0.
SIMON P. MCGEE KANSAS CITY, MO 64112	PRESIDENT	0.	0.	0.
SHEILA M. LILLIS KANSAS CITY, MO 64118	SECTRETARY/DIRECOR	0.	0.	0.
ROBERT A. LONG KANSAS CITY, MO 64106	DIRECTOR	0.	0.	0.
VIRGINIA L. COPPINGER KANSAS CITY, MO 64113	DIRECTOR	0.	0.	0.
JOHN R. MCGEE KANSAS CITY, MO 64108	DIRECTOR	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BERNARD J. DUFFY III KANSAS CITY, MO 64113	TREASURER	0.	0.	0.
CLYDE WENDEL KANSAS CITY, MO 64141	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MS. WHITNEY HOSTY
1055 BROADWAY, SUITE 130
KANSAS CITY, MO 64105
816-627-3441

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

REQUESTS SHOULD BE PRESENTED IN A ONE OR TWO PAGE LETTER DESCRIBING THE NEED, PURPOSE, PROGRAM OF THE REQUESTING ORGANIZATION, PROOF OF THE ORGANIZATION'S TAX-EXEMPT ELIGIBILITY FOR CHARITABLE CONTRIBUTIONS, AS WELL AS THE AMOUNT SOUGHT AND WHEN NEEEDED.

990PF, PART XV - SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES: REQUESTS ARE ACCEPTED THROUGHOUT THE YEAR.

ATTACHMENT 13

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION GENERALLY DOES NOT FUND INSTITUTIONS OR PROGRAMS OUSTIDE THE GREATER METROPOLITAN KANSAS CITY AREA. THE FOUNDATION DOES NOT MAKE CONTRIBUTIONS TO PRIVATE FOUNDATIONS OR TO ORGANIZATIONS CLASSIFIED AS PRIVATE FOUNDATIONS AND, WITH RARE EXCEPTION, THE FOUNDATION DOES NOT FUND INSTITUTIONS OR PROGRAMS IN THE VISUAL AND PERFORMING ARTS OR PROJECTS FOR THE PRESERVATION OF HISTORIC PLACES. WITH THE EXCEPTION OF APPLIED RESEARCH, THE FOUNDATION DOES NOT FUND SCHOLARLY RESEARCH PROJECTS AND PROGRAMS.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust THE MCGEE FOUNDATION C/O BERNARD J. DUFFY, III

Employer identification number 44-6006285

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-1,013,151.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-1,013,151.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-1,013,151.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-1,013,151.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
THE MCGEE FOUNDATION

Employer identification number
44-6006285

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a VARIOUS SECURITIES			4,400,091.	5,413,242.	-1,013,151.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -1,013,151.

FEDERAL FOOTNOTES

FOOTNOTE 1 - PAGE 7, PART IX-A - SUMMARY OF DIRECT CHARITABLE ACTIVITIES TOTAL GRANTS PAID DURING THE YEAR EQUALED $595,000 AND WENT TO MANY DIFFERENT ORGANIZATIONS. SEE THE ATTACHED STATEMENT. TOTAL EXPENSES RELATED TO GRANTS AND PROGRAM RELATED INVESTMENTS TOTALED $29,864. THIS AMOUNT INCLUDES $8,840 IN PROFESSIONAL FEES, $20,400 IN CONTRACT ADMINISTRATION FEES & $623 IN MISCELLANEOUS EXPENSES. ALLOCATION BETWEEN INVESTMENT & CHARITABLE PURPOSE IS BASED ON THE APPROXIMATE TIME SPENT ON GRANTS & PROGRAM INVESTMENTS. IF NO ALLOCATION IS POSSIBLE, EXPENSES ARE SPLIT 15% TO INVESTMENTS AND 85% TO GRANT COSTS.

The McGee Foundation Cust-Bernstein
December 1, 2009 - December 31, 2009

Income and Receipts

	This Period	This Year
Interest	9,974.22	146,521.92
Dividends	46,980.24	137,202.34
Other Receipts	3,073.15	3,807.54
Total	**$ 60,027.61**	**$ 287,531.80**

Realized Gains and Losses

	This Period	This Year
Assets Sold/Matured	51,237.83	-1,013,151.02
Money Market Changes	0.00	0.00
Total	**$ 51,237.83**	**$ -1,013,151.02**

Asset Adjustments

	This Period	This Year
Asset Adjustments	0.00	-22,891.46
Total	**$ 0.00**	**$ -22,891.46**

Disbursements and Expenses

	This Period	This Year
Payment For Clients	-10,129.68	-405,233.20
Fees	-845.09	-8,872.85
Taxes	-102.35	-3,944.19
Other Disbursements	-202,500.00	-251,295.63
Total	**$ -213,577.12**	**$ -669,345.87**

Asset Receipts and Deliveries

	This Period	This Year
Receipts	13,133.88	196,193.50
Deliveries	-13,133.88	-173,302.04
Total	**$ 0.00**	**$ 22,891.46**

Unrealized Gains and Losses

	This Period	This Year
Unrealized Gain/Loss	46,729.50	3,139,411.82
Total	**$ 46,729.50**	**$ 3,139,411.82**

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Cash and Cash Equivalents						
Financial Square Tr Government Fd Preferred Cl Fund 488	460,129.27	460,129.27 1.00	460,129 27 1.00	4.10%	70.00	0.02%
Income Cash		-406,603.41	-406,603.41	-3.63%	0.00	0.00%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Principal Cash		406,603.41	406,603.41	3.63%	0.00	0.00%
Total Cash and Cash Equivalents		***$ 460,129.27***	***$ 460,129.27***	***4.10%***	***$ 70.00***	***0.02%***

Equity Investments

Common Stocks

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Ace Limited		0.00 0.00	0.00 50.40	0.00%	0.00	0.00%
Aetna Inc	1,200	35,200.20 29.33	38,040.00 31.70	0.34%	48.00	0.13%
Air Products & Chemicals Inc	700	57,041.71 81.49	56,742.00 81.06	0.51%	1,260.00	2.22%
AK Stl Hldg Corp	850	19,683.01 23.16	18,147.50 21.35	0.16%	170.00	0.94%
Alcon Inc	775	103,313.11 133.31	127,371.25 164.35	1.14%	2,824.00	2.22%
Allstate Corp		0.00 0.00	0.00 30.04	0.00%	0.00	0.00%
Altria Group Inc	1,300	20,103.14 15.46	25,519.00 19.63	0.23%	1,768.00	6.93%
Amazon Com Inc	75	6,341.90 84.56	10,089.00 134.52	0.09%	0.00	0.00%
Ameriprise Financial Inc	700	25,352.60 36.22	27,174.00 38.82	0.24%	476.00	1.75%
Anheuser Busch Inbev Spn ADR	175	9,010.52 51.49	9,105.25 52.03	0.08%	0.00	0.00%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
AOL Inc	263	5,378.95 20.45	6,122.64 23.28	0.05%	0.00	0.00%
Apple Inc	885	63,168.22 71.38	186,497.82 210.73	1.66%	0.00	0.00%
Arcelormittal NY Registered	600	21,547.72 35.91	27,450.00 45.75	0.24%	382.00	1.39%
Archer Daniels Midland	1,200	32,470.41 27.06	37,572.00 31.31	0.34%	672.00	1.79%
AT&T Inc	4,500	172,188.63 38.26	126,135.00 28.03	1.12%	7,560.00	5.99%
Bank of America Corporation	3,250	51,783.66 15.93	48,945.00 15.06	0.44%	130.00	0.27%
Bank of New York Mellon Corp	275	8,237.74 29.96	7,691.75 27.97	0.07%	99.00	1.29%
Baxter International Inc	300	15,798.00 52.66	17,604.00 58.68	0.16%	348.00	1.98%
BB & T Corp	950	26,531.88 27.93	24,101.50 25.37	0.21%	570.00	2.36%
Broadcom Corp	475	13,600.01 28.63	14,948.25 31.47	0.13%	0.00	0.00%
Bunge Limited	600	28,366.79 47.28	38,298.00 63.83	0.34%	504.00	1.32%
Cameron International Corporation	350	17,128.12 48.94	14,630.00 41.80	0.13%	0.00	0.00%
Caterpillar Inc	225	7,633.53 33.93	12,822.75 56 99	0.11%	378.00	2.95%
CBS Corp-Cl B	1,975	19,919.16 10.09	27,748.75 14.05	0.25%	395.00	1.42%
Celgene Corp	600	35,813.39 59.69	33,408.00 55.68	0.30%	0.00	0.00%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Chevron Corporation	285	14,652.81 51.41	21,942.15 76.99	0.20%	775.00	3.53%
Cimarex Energy Co	550	17,264.50 31.39	29,133.50 52.97	0.26%	132.00	0.45%
Cisco System Inc	2,350	52,207.47 22.22	56,259.00 23.94	0.50%	0.00	0.00%
Cme Group Inc	120	49,118.31 409.32	40,315.20 335.96	0.36%	552.00	1.37%
Commerce Bancshares Inc	13,039	33,173.22 2.54	504,870.08 38.72	4.50%	12,517.00	2.48%
Conocophillips	2,200	104,182.72 47.36	112,354.00 51.07	1.00%	4,400.00	3.92%
Constellation Brands Inc-Cl A	1,300	19,879.99 15.29	20,709.00 15.93	0.18%	0.00	0.00%
Cooper Industries PLC New Ireland Company	550	22,989.49 41.80	23,452.00 42.64	0.21%	550.00	2.35%
Corning Inc	1,400	21,319.48 15.23	27,034.00 19.31	0.24%	280.00	1.04%
Costco Whsl Corp	1,000	56,523.16 56.52	59,170.00 59.17	0.53%	720.00	1.22%
Covidien PLC	275	12,975.74 47.19	13,169.75 47.89	0.12%	198.00	1.50%
Credit Suisse Group-Sponsored ADR	700	34,900.37 49.86	34,412.00 49.16	0.31%	41.00	0.12%
D R Horton Inc	1,100	13,340.91 12.13	11,957.00 10.87	0.11%	165.00	1.38%
Danaher Corp	700	41,335.90 59.05	52,640.00 75.20	0.47%	112.00	0.21%
Dean Foods Co	650	12,225.92 18.81	11,726.00 18.04	0.10%	0.00	0.00%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Dell Inc	3,600	49,670.55 13.80	51,696.00 14.36	0.46%	0.00	0.00%
Deutsche Bank Ag - Reg	675	45,933.05 68.05	47,864.25 70.91	0.43%	470.00	0.98%
Devon Energy Corporation	1,100	72,467.43 65.88	80,850.00 73.50	0.72%	704.00	0.87%
Disney Walt Co	575	10,193.31 17.73	18,543.75 32.25	0.17%	201.00	1.09%
Du Pont (E I) De Nemours & Co	1,900	51,846.63 27.29	63,973.00 33.67	0.57%	3,116.00	4.87%
EMC Corporation	2,400	39,364.57 16.40	41,928.00 17.47	0.37%	0.00	0.00%
Ensco International-Spon ADR	300	13,133.88 43.78	11,982.00 39.94	0.11%	0.00	0.00%
Fedex Corporation	175	11,786.22 67.35	14,603.75 83.45	0.13%	77.00	0.53%
Ford Motor Company	3,000	25,977.98 8.66	30,000.00 10.00	0.27%	0.00	0.00%
Fortune Brands Inc	325	13,857.35 42.64	14,040.00 43.20	0.13%	247.00	1.76%
Franklin Resources Inc	425	43,636.21 102.67	44,773.75 105.35	0.40%	374.00	0.84%
Freeport-McMoran Copper & Gold	600	31,325.57 52.21	48,174.00 80.29	0 43%	360.00	0.75%
Garmin LTD	400	11,904.00 29.76	12,280.00 30.70	0.11%	300.00	2.44%
General Electric Co	2,500	39,610.87 15.84	37,825.00 15.13	0.34%	1,000.00	2.64%
General Mills Inc	175	11,804.10 67.45	12,391.75 70.81	0.11%	343.00	2.77%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Gilead Sciences Inc	2,050	65,405.75 31.91	88,703.50 43.27	0.79%	0.00	0.00%
Glaxo Smithkline Sponsored PLC ADR		0.00 0.00	0.00 42.25	0.00%	0.00	0.00%
Goldman Sachs Group Incorporated	1,400	165,825.10 118.45	236,376.00 168.84	2.11%	1,960.00	0.83%
Goodrich (B F) Co	350	18,227.69 52.08	22,487.50 64.25	0.20%	378.00	1.68%
Google Inc Cl A	310	111,334.59 359.14	192,193.80 619.98	1.71%	0.00	0.00%
Hewlett Packard Co	1,925	54,842.43 28.49	99,156.75 51.51	0.88%	616.00	0.62%
Home Depot Inc	680	14,061.77 20.68	19,672.40 28.93	0.18%	612.00	3.11%
Illinois Tool Works Inc	1,600	70,102.05 43.81	76,784.00 47.99	0.68%	1,984.00	2.58%
Ingersoll Rand PLC	1,875	65,602.57 34.99	67,012.50 35.74	0.60%	525.00	0.78%
Intel Corp	4,900	87,622.44 17.88	99,960.00 20.40	0.89%	2,744.00	2.75%
Johnson Controls Inc	1,100	28,980.08 26.35	29,964.00 27.24	0.27%	572.00	1.91%
JP Morgan Chase & Co	5,168	188,037.60 36.39	215,350.56 41.67	1.92%	1,033.00	0.48%
Kla-Tencor Corp	350	12,195.61 34.85	12,656.00 36.16	0.11%	210.00	1.66%
Kohls Corp	1,200	63,717.01 53.10	64,716.00 53.93	0.58%	0.00	0.00%
Limited Inc	1,200	12,133.68 10.11	23,088.00 19.24	0.21%	720.00	3.12%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Lowes Companies Inc	1,675	28,914.18 17.26	39,178.25 23.39	0.35%	603.00	1.54%
Macys Inc	1,900	58,606.59 30.85	31,844.00 16.76	0.28%	380.00	1.19%
Medco Health Solutions Inc	375	15,154.59 40.41	23,966.25 63.91	0.21%	0.00	0.00%
Merck & Co Inc	2,684	84,464.13 31.47	98,073.36 36.54	0.87%	4,079.00	4.16%
Metlife Inc	350	7,283.53 20.81	12,372.50 35.35	0.11%	259.00	2.09%
Microsoft Corp	1,050	28,831.12 27.46	32,004.00 30.48	0.29%	546.00	1.71%
Morgan Stanley Dean Witter & Co	1,200	43,205.84 36.01	35,520.00 29.60	0.32%	240.00	0.68%
Motorola Inc	5,800	30,834.30 5.32	45,008.00 7.76	0.40%	0.00	0.00%
National-Oilwell Varco Inc	325	12,866.95 39.59	14,329.25 44.09	0.13%	0.00	0.00%
News Corp Inc-Cl A	6,350	56,372.35 8.88	86,931.50 13.69	0.78%	762.00	0.88%
Nexen Inc	1,100	21,766.14 19.79	26,323.00 23.93	0.23%	0.00	0.00%
Nisource Incorporated	1,000	11,804.30 11.80	15,380.00 15.38	0.14%	920.00	5.98%
Nokia Corp Sponsored ADR Cl-A	3,050	39,533.27 12.96	39,192.50 12.85	0.35%	1,198.00	3.06%
Northrop Grumman Corp	800	35,936.32 44.92	44,680.00 55.85	0.40%	1,376.00	3.08%
Nvr Inc	40	25,516.97 637.92	28,428.40 710.71	0.25%	0.00	0.00%

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Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Occidental Petroleum Corp	817	57,312.90 70.15	66,462.95 81 35	0.59%	1,078.00	1.62%
Office Depot Inc	4,200	26,944.68 6.42	27,090.00 6.45	0.24%	0.00	0.00%
Penney J C Co Inc	575	11,040.75 19.20	15,300.75 26.61	0.14%	460.00	3.01%
Pepsico Inc	900	46,632.76 51.81	54,720.00 60.80	0.49%	1,620.00	2.96%
Pfizer Inc	6,600	152,265.94 23.07	120,054.00 18.19	1.07%	4,752.00	3.96%
Principal Financial Group	450	13,119.12 29.15	10,818.00 24.04	0.10%	225.00	2.08%
Pulte Homes Inc	1,000	12,016.80 12.02	10,000.00 10.00	0.09%	0.00	0.00%
Qualcomm Inc	2,300	101,419.12 44.10	106,398.00 46.26	0.95%	1,564.00	1.47%
Quanta Services Inc	600	14,393.10 23.99	12,504.00 20.84	0.11%	0.00	0.00%
Rri Energy Inc	2,300	21,798.89 9.48	13,156.00 5.72	0.12%	0.00	0.00%
Schlumberger LTD	1,700	107,922.12 63.48	110,653.00 65.09	0.99%	1,428.00	1.29%
Smithfield Foods Inc	900	12,352.95 13.73	13,671.00 15.19	0.12%	0.00	0.00%
Sprint Nextel Corporation	13,700	65,149.10 4.76	50,142.00 3.66	0.45%	0.00	0.00%
SPX Corp	250	11,804.00 47.22	13,675.00 54.70	0.12%	250.00	1.83%
Steel Dynamics Incorporated	800	13,260.16 16.58	14,176.00 17.72	0.13%	240.00	1.69%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Suncor Energy Inc	450	17,274.74 38.39	15,889.5(35.31	0.14%	0.00	0.00%
Supervalu Incorporated	1,800	25,763.72 14.31	22,878.00 12.71	0.20%	1,260.00	5.51%
Symantec Corp	2,200	33,467.08 15.21	39,358.00 17 89	0.35%	0.00	0.00%
Target Corp	1,100	49,662.40 45.15	53,207.00 48.37	0.47%	748.00	1.41%
Teva Pharmaceutical Inds LTD - ADR	1,125	50,628.56 45.00	63,202.50 56.18	0.56%	542.00	0.86%
Textron Inc	700	6,732.46 9.62	13,167.00 18.81	0.12%	56.00	0.43%
Time Warner Cable	1,273	38,799.24 30.48	52,689.47 41.39	0.47%	0.00	0.00%
Time Warner Inc	2,350	55,449.45 23.60	68,479.00 29.14	0.61%	1,762.00	2.57%
Travelers Cos Inc	525	20,600.36 39.24	26,176.50 49.86	0.23%	693.00	2.65%
Tyco Electronics LTD	2,700	51,073.66 18.92	66,285.00 24.55	0.59%	1,728.00	2.61%
Union Pacific Corp		0.00 0.00	0.00 63 90	0.00%	0.00	0.00%
United Parcel Service B	225	13,150.76 58.45	12,908.25 57.37	0.12%	405.00	3.14%
Unum Group	700	11,472.58 16.39	13,664.00 19.52	0.12%	231.00	1.69%
US Bancorp	1,600	28,415.09 17.76	36,016.00 22.51	0.32%	320.00	0.89%
Vale Sa Sp ADR	500	14,793.70 29.59	14,515.00 29.03	0.13%	112.00	0.78%

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Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Valero Energy Corp	2,300	42,022.43 18.27	38,525.00 16.75	0.34%	1,380.00	3.58%
Vertex Pharmaceuticals Inc	325	13,261.20 40.80	13,926.25 42.85	0.12%	0.00	0.00%
Viacom Inc-Class B	900	14,076.09 15.64	26,757.00 29.73	0.24%	0.00	0.00%
Visa Inc Class A Shares	275	18,258.34 66.39	24,051.50 87.46	0.21%	137.00	0.57%
Vodafone Group PLC	1,100	20,425.68 18.57	25,399.00 23.09	0.23%	1,420.00	5.59%
Wal-Mart Stores Inc	325	18,375.53 56.54	17,371.25 53.45	0.15%	354.00	2.04%
Wells Fargo & Company	2,500	62,437.64 24.98	67,475.00 26 99	0.60%	500.00	0.74%
Western Digital Corp	900	25,335.37 28.15	39,735.00 44.15	0.35%	0.00	0.00%
XI Capital Limited Class A	1,350	19,332.97 14.32	24,745.50 18.33	0.22%	540.00	2.18%
Total Common Stocks		**$ 4,551,634.50**	**$ 5,722,825.83**	**51.04%**	**$ 90,740.00**	**1.59%**
Equity Mutual Funds						
Bernstein International Portfolio	102,399.608	2,290,987.35 22.37	1,549,306.07 15.13	13.82%	28,774.00	1.86%
Sanford C Bernstein Fund Inc - Emerging Markets Value Portfolio	18,961.263	691,732.83 36.48	551,203.92 29.07	4.92%	3,716.00	0.67%
Total Equity Mutual Funds		**$ 2,982,720.1**	**$ 2,100,509.99**	**18.73%**	**$ 32,490.00**	**1.55%**

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Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Total Equity Investments		***$ 7,534,354.68***	***$ 7,823,335.82***	***69.77%***	***$ 123,230.00***	***1.58%***
Fixed Income Investments						
Fixed Income Mutual Funds						
Bernstein Intermediate Duration Institutional Portfolio	194,345.005	2,916,445.97 15.01	2,928,779.23 15.07	26.12%	129,261.00	4.41%
Total Fixed Income Mutual Funds		**$ 2,916,445.97**	**$ 2,928,779.23**	**26.12%**	**$ 129,261.00**	**4.41%**
Total Fixed Income Investments		***$ 2,916,445.97***	***$ 2,928,779.23***	***26.12%***	***$ 129,261.00***	***4.41%***
Miscellaneous						
Moore V. Halliburton Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
St Pauls Travelers Securities Litigation II	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Total Miscellaneous		***$ 0.00***	***$ 0.00***	***0.00%***	***$ 0.00***	***0.00%***
Total Assets		**$ 10,910,929.92**	**$ 11,212,244.32**	**100.00%**	**$ 252,561.00**	**2.25%**