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

2010

For calendar year 2010, 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

Name of foundation: MCPHEE FOUNDATION INC

A Employer identification number: 06-1479791

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

B Telephone number: 860-677-9797

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

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 ▶☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,891,481.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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	95,256.		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	38,326.	38,326.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-12,021.			STATEMENT 1
b Gross sales price for all assets on line 6a 264,900.				
7 Capital gain net income (from Part IV, line 2)		160.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	121,561.	38,486.		
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 3	3,450.	2,500.		750.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	232.	232.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	13,519.	13,519.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	17,201.	16,251.		750.
25 Contributions, gifts, grants paid	132,000.			132,000.
26 Total expenses and disbursements. Add lines 24 and 25	149,201.	16,251.		132,750.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-27,640.			
b Net investment income (if negative, enter -0-)		22,235.		
c Adjusted net income (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2010)

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	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	234,986.	258,267.	258,267.
	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 6	189,891.	139,732.	162,932.
	b Investments - corporate stock STMT 7	776,396.	779,991.	955,192.
	c Investments - corporate bonds STMT 8	19,330.	19,330.	21,348.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	424,652.	420,295.	493,742.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,645,255.	1,617,615.	1,891,481.
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	1,645,255.	1,617,615.	
	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	1,645,255.	1,617,615.	
	31 Total liabilities and net assets/fund balances	1,645,255.	1,617,615.	

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	1,645,255.
2 Enter amount from Part I, line 27a	2	-27,640.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,617,615.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,617,615.

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 SCH PUBLIC TRADED SECURITIES	P		
b	SEE ATTACHED SCH PUBLIC TRADED SECURITIES	D		
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	250,610.		256,688.	-6,078.
b	14,290.		8,052.	6,238.
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				-6,078.
b				6,238.
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 — 160.

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 X 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))
2009	91,275.	1,401,218.	.065140
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

2	**Total** of line 1, column (d)	2	.343120
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	.068624
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,726,122.
5	Multiply line 4 by line 3	5	118,453.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	222.
7	Add lines 5 and 6	7	118,675.
8	Enter qualifying distributions from Part XII, line 4	8	132,750.

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	222.
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	222.
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	222.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,621.		
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	1,621.
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	1,399.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	1,399. **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)? *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.*	1b		X
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 2010 or the taxable year beginning in 2010 (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)*

			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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 X 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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes X 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 X No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* 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 2010?	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 ☒ 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 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 ☒ 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 X No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

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? 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 10		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.

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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	1,544,000.
b	Average of monthly cash balances	1b	208,408.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,752,408.
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	1,752,408.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,286.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,726,122.
6	**Minimum investment return.** Enter 5% of line 5	6	86,306.

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	86,306.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 222.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	222.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,084.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	86,084.
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	86,084.

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	132,750.
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	132,750.
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	222.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	132,528.

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.

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					86,084.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	73,113.				
b From 2006	12,086.				
c From 2007					
d From 2008	40,265.				
e From 2009					
f **Total** of lines 3a through e		125,464.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $	132,750.				
a Applied to 2009, 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 2010 distributable amount					86,084.
e Remaining amount distributed out of corpus		46,666.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		172,130.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7		73,113.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		99,017.			
10 Analysis of line 9:					
a Excess from 2006	12,086.				
b Excess from 2007					
c Excess from 2008	40,265.				
d Excess from 2009					
e Excess from 2010	46,666.				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 11

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 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				132,000.
Total			▶ 3a	132,000.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	38,326.	
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		
8 Gain or (loss) from sales of assets other than inventory			18	-12,021.	
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.		26,305.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 26,305.

(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

023621
12-07-10

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

▶ Edward T. McPhee | 4.25.11 | ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HENRY A. O'NEAL	Henry O'Neal	04/20/11		
Firm's name ▶ GITLIN CAMPISE, LLC			Firm's EIN ▶	
Firm's address ▶ 836 FARMINGTON AVE. WEST HARTFORD, CT 06119			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 **2010**

Name of the organization	Employer identification number
MCPHEE FOUNDATION INC	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	[X] 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

[X] 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

MCPHEE FOUNDATION INC

Employer identification number

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	$ 20,000.	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	MR. AND MRS. EDWARD T MCPHEE JR 99 BEECHWOOD LANE BRISTOL, CT 06010	$ 25,256.	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)
		$	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
3	800 SHARES OF ORACLE EQUAL TOTAL OF $25,256.	$ 25,256.	12/28/10

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCH PUBLIC TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,610.	256,688.	0.	0.	-6,078.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCH PUBLIC TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,290.	20,233.	0.	0.	-5,943.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-12,021.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS PORTFOLIO MANAGEMENT 413	38,326.	0.	38,326.
TOTAL TO FM 990-PF, PART I, LN 4	38,326.	0.	38,326.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND RETURN PREPARATION	3,450.	2,500.		750.
TO FORM 990-PF, PG 1, LN 16B	3,450.	2,500.		750.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS - FOREIGN TAX WITHHELD	232.	232.		0.
TO FORM 990-PF, PG 1, LN 18	232.	232.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS FEES	13,519.	13,519.		0.
TO FORM 990-PF, PG 1, LN 23	13,519.	13,519.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS - SEE ATTACHED	X		139,732.	162,932.
TOTAL U.S. GOVERNMENT OBLIGATIONS			139,732.	162,932.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			139,732.	162,932.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK -SEE ATTACHED	779,991.	955,192.
TOTAL TO FORM 990-PF, PART II, LINE 10B	779,991.	955,192.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS -SEE ATTACHED	19,330.	21,348.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,330.	21,348.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED	COST	420,295.	493,742.
TOTAL TO FORM 990-PF, PART II, LINE 13		420,295.	493,742.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

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 11

NAME OF MANAGER

EDWARD T MCPHEE JR
CAROLE T MCPHEE

Checks (continued)

Check number	Date cleared	Description	Amount ($)
010466	Oct 12, 10	VOLUNTEERS IN PSYCHOTHERAPY	5,000 00
010467	Oct 6, 10	WHEELER CLINIC INC	5,000 00
010468	Dec 31, 10	Payee Unrecorded Catholic Relief Svcs	15,000 00
Total			**$130,450.00**
Total Checks			**$130,450.00**

Realized gains and losses

Information about your statement on the last page of this statement for more information

Long-term capital gains and losses

Security description	Method	Quantity or face value ($)	Purchase date	Sale date	Sale amount ($)	Purchase amount ($)	Loss ($)	Gain ($)	Net gain or loss ($)
COASTAL BANK GA US RT 01 5000% MAT 11/08/10 FIXED RATE CD	FIFO	25,000 000	May 15, 09	Nov 08, 10	25,000 00	24,900 00 P		100 00	
BRISTOL MYERS SQUIBB CO	FIFO	231 000	May 30, 03	Apr 19, 10	5,948 51	5,899 20 P		49 31	
CHINA MOBILE LTD SPON ADR	FIFO	575 000	Mar 24, 09	Dec 13, 10	28,951 68	25,235 70 P		3,715 98	
CITIGROUP INC	VSP	333 000	Jul 17, 00	Sep 13, 10	1,328 91	15,624 51 P	-14,295.60		
	FIFO	167 000	Sep 10, 01	Sep 13, 10	666 45	6,707 94	-6,041 49		
	FIFO	100 000	Mar 11, 08	Sep 13, 10	399 07	2,118 85	-1,719 78		
	FIFO	400 000	Jul 22, 08	Sep 13, 10	1,596 29	8,346 80	-6,750 51		
DIONEX CORP	FIFO	100 000	May 14, 97	Apr 19, 10	7,669 47	2,619 60 P		5,049 87	
DOW CHEMICAL	FIFO	300 000	Jan 02, 02	Apr 19, 10	9,216 59	10,260 00 P	-1,043 41		
GENZYME CORP GEN DIV	FIFO	200 000	Apr 29, 97	Nov 04, 10	14,390 94	2,283 25 P		12,107 69	
ISIS PHARMACEUTICALS INC	FIFO	300 000	Oct 20, 06	Dec 13, 10	2,901 21	2,688 00 P		213 21	
MERCK & CO INC NEW COM	FIFO	200 000	Feb 13, 89	Apr 19, 10	7,171 28	1,992 52 D 11,322.00		5,178 76	
	FIFO	100 000	Apr 20, 89	Apr 19, 10	3,585 64	1,059 63 D 5,661.00		2,526 01	
	FIFO	50 000	Jun 26, 02	Apr 19, 10	1,792 82	2,377 33 P	-584 51		
	FIFO	20 000	Jul 31, 02	Apr 19, 10	717 13	932 20 P	-215 07		

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 ($)	Net gain or loss ($)
MONSANTO CO NEW	FIFO	100 000	Feb 19, 08	Sep 28, 10	4,955 00	11,955.80 P	-7,000 80		
ROGERS CORP	FIFO	300 000	Mar 17, 03	Oct 25, 10	10,623 41	9,180 00 P		1,443 41	
	FIFO	120 000	Aug 11, 09	Oct 25, 10	4,249 37	3,054 66 P		1,194.71	
SCHWAB CHARLES CORP NEW	FIFO	250 000	Sep 10, 01	Jan 07, 10	4,711 58	2,970 00 P		1,741.58	
	FIFO	150 000	Mar 15, 06	Jan 07, 10	2,826 95	2,560 35 P		266 60	
VERIZON COMMUNICATIONS INC	FIFO	500 000	Jul 29, 02	Jan 06, 10	16,170 83	14,320 13 P		1,850 70	
	FIFO	100 000	Oct 06, 08	Jan 06, 10	3,234 17	2,937 75 P		296 42	
ISHARES MSCI EAFE INDEX FUND	FIFO	200 000	Aug 30, 07	Apr 19, 10	11,303 81	15,500 00 P	-4,196 19		
	FIFO	200 000	Dec 31, 08	Apr 19, 10	11,303 81	9,007 56 P		2,296 25	
SPDR SER TRUST BARCLAYS CAPITAL HIGH YIELD ETF	FIFO	750 000	May 15, 09	Nov 09, 10	30,651 98	25,050 00 P		5,601 98	
US TSY NOTE 04 250 % DUE 10/15/10 DTD 10/15/05 FC 04/15/06	FIFO	50,000 000	Aug 30, 07	Oct 15, 10	50,000 00	50,158 20 P	-158 20		
Total					**$261,366.90**	**$259,739.98**	**-$42,005.56**	**$43,632.48**	**$1,626.92**
Net capital gains/losses									**$1,626.92**

Gains and losses not calculated

Security description	Method	Quantity or face value ($)	Purchase date	Sale date	Sale amount ($)	Purchase amount ($)	Loss ($)	Gain ($)	Net gain or loss ($)
NEW ENG BANCSHARES INC NEW		500 000		Oct 19, 10	3,532 94	5000.00 D ~~0 00~~	⟨1467.06⟩	---This information was unavailable---	⟨1467.06⟩

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

	Sale amount	Purchase amount	Loss	Gain	Net gain or loss
TOTALS (COST / DONOR BASIS)	264 899.84	264,739.98	⟨43,472.62⟩	43,632.48	159.86
D = DONATED	14,289.86	8052.15	⟨1467.06⟩	7,704.77	6237.71
P = PURCHASE - COST	250,609.98	256,687.83	⟨42005.56⟩	35,927.71	⟨6077.85⟩
	264,899.84	264 739.98	⟨43,472.62⟩	43,632.48	159.86

BOOK BASIS

MERCK + CO - DONOR BASIS (1992.52)
MV DATE GIFT ⟨1059.63⟩
11,322.00
NEW ENG BANC - DONOR BASIS 5,661.00
MV DATE GIFT ⟨5,000.00⟩
3,250.00

⟨12180.85⟩

	Sale amount	Purchase amount	Net gain or loss
TOTAL BOOK BASIS	264,899.84	276,920.83	⟨12,020.99⟩
D = DONATED	14,289.86	20,233.00	⟨5943.14⟩
P = PURCHASE - COST	250,609.98	256687.83	⟨6077.85⟩
	264,899.84	276,920.83	⟨12020.99⟩

McPhee Foundation Inc FORM 990PF ATTACHMENT

Name		Valuation Method	# Share 12/31/2010	Book Basis Balance 12/31/2010	Marlet Value 12/31/2010
Government Securities					
FHLB Bond 3 950%		Cost	20,000	20,806 20	20,851 80
US Trsy Note 10/15/10		Cost	0	0 00	0 00
US Trsy Note 8/15/12		Cost	50,000	49,560 55	53,164 00
US Trsy Bond 6% 2/15/26		Cost	40,000	40,732 46	49,456 40
US Trsy Bond 6 25% 2/15/27		Cost	30,000	28,633 20	39,459 30
Total Government Obligations - 990PF Part II line 10a			**140,000**	**139,732.41**	**162,931.50**
Corporate Stocks					
Air Prod & Chemical		Cost	200	12,583 50	18,190 00
Anadarko Petroleum		Cost	190	12,598 90	14,470 40
Apache Corp		Cost	175	13,436 50	20,865 25
Bank of Amer		Cost	175	8,244 25	2,334 50
		Cost	50	2,557 00	667 00
		Cost	75	3,310 50	1,000 50
		Cost	50	1,663 50	667 00
	16,862 25	Cost	50	1,087 00	667 00
Bed Bath & Beyond		MV Date Gift	410	13,247 10	20,151 50
Berkshire Hathaway		Cost	50	2,936 85	4,005 50
	31,421 85	Cost	450	28,485 00	36,049 50
Biomarin Pharmaceutical		Cost	300	1,554 00	8,079 00
Bristol Myers Squibb		Cost	0	0 00	0 00
Chephalon		MV Date Gift	100	6,669 35	6,172 00
	16,554 35	MV Date Gift	150	9,885 00	9,258 00
China Mobile Ltd	9,885 00	Cost	0	0 00	0 00
Cisco Sys		MV Date Gift	600	40,735 81	12,138 00
Citigroup Inc		Cost	0	0 00	0 00
		Cost	0	0 00	0 00
		Cost	0	0 00	0 00
		Cost	0	0 00	0 00
	4,100 00	Cost	1,000	4,100 00	4,730 00
Dionex		Cost	200	5,239 20	23,602 00
Dow Chemical		Cost	0	0 00	0 00
Exxon Mobil		Cost	400	24,135 68	29,248 00
		Cost	300	12,720 00	21,936 00
Genl Elec		MV Date Gift	375	13,386 00	6,858 75
		MV Date Gift	1,125	37,870 00	20,576 25
	58,456 00	Cost	500	7,200 00	9,145 00
Genzyme		Cost	0	0 00	0 00
Gilead Sci		Cost	350	9,633 75	12,684 00
Goldman Sachs		Cost	202	35,981 86	33,968 32
Home Depot		Cost	300	4,435 63	10,518 00
		Cost	100	3,665 00	3,506 00
	19,385 39	Cost	500	11,284 76	17,530 00
Intel		MV Date Gift	400	9,792 00	8,412 00
	20,891 45	Cost	600	11,099 45	12,618 00
ISIS Pharmaceuticals		Cost	0	0 00	0 00
McDonalds		Cost	250	6,591 94	19,190 00
Mead Johnson Nutrition		Cost	169	6,895 80	10,520 25
Medtronic Inc		Cost	500	22,707 75	18,545 00
Merck & Co		Cost	0	0 00	0 00
		Cost	0	0 00	0 00
		Cost	0	0 00	0 00
		Cost	30	1,398 29	1,081 20
	18,345 89	Cost	480	16,947 60	17,299 20
Microsoft		MV Date Gift	450	6,696 00	12,559 50
	18,276 70	Cost	800	11,580 70	22,328 00
Monsanto (New)		Cost	0	0 00	0 00
New England Banc Shares		MV Date Gift	7,100	46,150 00	56,437 90
Northeast Utilities		Cost	620	12,449 60	19,765 60
Oracle		MV Date Gift	580	23,743 46	18,154 00
	65,680 46	MV Date Gift	1,575	41,937 00	49,297 50
Pepsico		Cost	380	18,726 40	24,825 40
Pfizer		Cost	600	8,009 65	10,506 00
	28,232 69	Cost	1,100	20,223 04	19,261 00
Polo Ralph Lauren		Cost	325	35,218 95	36,049 00
Price T Rowe		Cost	470	5,287 20	30,333 80
Procter & Gamble		Cost	43	1,824 18	2,766 19
		Cost	146	5,240 63	9,392 18

McPhee Foundation Inc FORM 990PF ATTACHMENT

Name		Valuation Method	# Share 12/31/2010	Book Basis Balance 12/31/2010	Marlet Value 12/31/2010
	10,153 06	Cost	98	3,088 25	6,304 34
Rogers Corp		Cost	0	0 00	0 00
	0 00	Cost	0	0 00	0 00
Royal Dutch Shell		Cost	250	11,702 50	16,695 00
Schwab Charles		Cost	0	0 00	0 00
	0 00	Cost	0	0 00	0 00
Southern Co		Cost	500	11,875 00	19,115 00
Target		Cost	250	13,160 00	15,032 50
	30,721 30	Cost	445	17,561 30	26,757 85
Travelers		Cost	175	8,495 69	9,749 25
United Technologies		Cost	400	15,690 00	31,488 00
	18,182 50	Cost	100	2,492 50	7,872 00
Verizon		Cost	0	0 00	0 00
	0 00	Cost	0	0 00	0 00
Wal Mart Stores		Cost	300	14,718 00	16,179 00
Walgreen		Cost	970	26,412 86	37,791 20
3M Co		Cost	230	13,628 65	19,849 00
Total Corporate Stocks - 990PF Part II line 10b			**28,713**	**779,990.53**	**955,192.33**

Corp Bonds & Notes				
GE Global Insurance	Cost	20,000	19,330 00	21,348 20
Tot Corp Bds & Nts - 990PF Part II Line 10c		**20,000**	**19,330.00**	**21,348.20**

OTHER INVESTMENTS

Closed End Mutuals					
Cohen & Steers WW Realty Inc		Cost	467	13,494 00	4,036 16
		Cost	233	5,113 00	2,018 09
	23,030 38	Cost	430	4,423 38	3,719 88
Ishares Russell 3000		Cost	250	15,990 00	18,737 50
	41,547 00	Cost	300	25,557 00	22,485 00
Ishares S&P 500 Growth		Cost	400	23,216 00	26,260 00
		Cost	350	24,618 30	22,977 50
	59,058 80	Cost	250	11,224 50	16,412 50
Ishare DJ US Basic Matl Sectr		Cost	340	18,710 82	26,336 40
Ishares Inc MSCI EMU		Cost	400	10,848 00	14,108 00
Ishares Russell Midcap		Cost	250	23,350 00	25,437 50
	49,440 00	Cost	250	26,090 00	25,437 50
Ishares MSCI EAFE Index Fd		Cost	0	0 00	0 00
	0 00	Cost	0	0 00	0 00
Ishares Transport Avg Index		Cost	200	16,998 00	18,464 00
Ishars FTSE/XINHUA China 25		Cost	600	10,798 00	25,854 00
Ishares Russell Microcap		Cost	300	16,065 00	15,033 00
		Cost	200	11,398 00	10,022 00
		Cost	250	13,530 00	12,527 50
	45,138 40	Cost	140	4,145 40	7,015 40
Ishare S&P Global Consumer Discretionary index		Cost	900	36,267 74	48,067 20
Vanguard Intl Equity Indx Emerging Markets ETF		Cost	810	34,449 30	38,998 26
Total Closed end Mutual funds			**7,320**	**346,286.44**	**383,947.39**
Fixed Inc-Closed end					
Ishares Barclays US TIPS		Cost	250	26,390 00	26,880 00
SPDR Barclays Cap High Yield		Cost	0	0 00	0 00
Tot Fixed Inc Clsd End			**250**	**26,390.00**	**26,880 00**
Alternative strategies					
ETFS Palladium Tr		Cost	290	17,459 39	23,159 11
ETFS Platinum Tr		Cost	103	17,388 37	18,139 33
Streettracks Gold Trust		Cost	300	12,771 00	41,616 00
Tot Altern Strategies			**693**	**47,618.76**	**82,914.44**
CD's					
Costal Bank		Cost	0	0 00	0 00
Tot CD's			**0**	**0.00**	**0.00**

McPhee Foundation Inc

FORM 990PF ATTACHMENT

Name	Valuation Method		# Share 12/31/2010		Book Basis Balance 12/31/2010		Marlet Value 12/31/2010
TOTAL OTHER INVEST 990PF PART II LINE 13			8,263		420,295.20		493,741.83
Total Investment			196,976		1,359,348.14		1,633,213.86
TOTAL CASH 990PF PART II LINE 1					258,267.09		258,267.09
TOTAL ASSETS PART II LINE 16					1,617,615.23		1,891,480.95

McPhee Foundation Gift Recipients During 2010 Year	***Donee Relationship***	***Foundation Status***	***Puropose of Grant***	***Amount & Date***	**EXHIBIT H** ***2010 Total: $132,000***
Boys & Girls Clubs of Hartford, Inc 170 Sigourney Street Hartford, CT 06105 Attn Samuel S Gray Jr	None	501(c)(3)	Power Hour- making the Minutes Count- after school homework assistance program	$10,000 9-23-2010	Phone 860-724-0700 Fax 860-724-2722
The Bridge Family Center 1022 Farmington Avenue West Hartford, CT 06107-2105 Attn Martha L Rennie, CFRE	None	501(c)(3)	Star Home Program- Youth CentersREcreational& Group Activities	$ 4,000 9-23-2010	Phone 860-521-8035 Fax 860-521-8036
Catholic Relief Services 228 West Lexington Street Baltimore, MA 21201-3413 Attn Michael Wiest, Exec V P	None	501(c)(3)	Provide Cholera relief for thousands devastated by earthquake in Haiti	$15,000 12-23-2010	Phone 800-235-2772 Fax 410-234-2994
Christian Fellowship Center, Inc 43 Prospect Street Bristol, CT 06010 Attn Dean Desjardins	None	501(c)(3)	Storehouse Operational Expenses	$ 3,000 9-23-2010	Phone 860-589-0662 Fax 860-589-8498
City Slickers, Inc 20 Wolf Hill Road, #7A Wolcott, CT 06716 Attn Ruth Fried	None	501(c)(3)	AfterSchoolPrograms- Academic, Social, Equestrian	$ 5,000 9-23-2010	Phone 203-910-5701 Fax 203-758-3259
Community Partners in Action 110 Bartholomew Avenue- 4th Floor Hartford, CT 06106 Attn Maureen Price	None	501(c)(3)	Resettlement-Transistional Housing Program- Support Rent subsidies for women released from prison	$ 7,000 9-23-2010	Phone 203-522-7400 Fax 860-293-3952
CT Radio Information Syst Inc 315 Windsor Avenue Windsor, CT 06095 Attn Scott Baecker	None	501(c)(3)	10-12 Internet Radios and 1/2 dozen or so standard radios	$ 1,000 9-23-2010	Phone 860-527-8000 Fax 860-727-9581
Coordinated Council Childrenin Crisis, Inc 131 Dwight Street New Haven, CT 06511 Attn Cheryl Burack, MS	None	501(c)(3)	Nuturing Families Program- parenting, education, screening, BEFORE a child's life is harmed	$ 5,000 9-23-2010	Phone 203-624-2600 Fax 203-562-6232
Coordinated Health Services, Inc 2110 Broad Street Augusta, GA 30904 Attn Kimberly Blanchard	None	501(c)(3)	Purchase vital medications for homeless clients w/ chronic conditions	$10,000 9-23-2010	Phone 706-364-2600 Fax 706-364-2602

McPhee Foundation Gift Recipients During 2010 Year	Donee Relationship	Foundation Status	Puropose of Grant	Amount & Date	EXHIBIT H 2010 Total: $132,000
Covenant to Care for Children, Inc 120 Mountain Ave , Suite 212 Bloomfield, CT 06002 Attn· Caryl Hallberg	None	501(c)(3)	Truck Maintenace, Fuel, Direct Program Expenses	$ 5,000 9-23-2010	Phone 860-243-1806 Fax 860-243-0100
Faith in Action of McHenry County 7105 Virginia Road- Suite 25 Crystal Lake, IL 60014 Attn Rhonda Anderson	None	501(c)(3)	Custom Data Management Software Program-enhance hours reporting, scheduling & planning	$10,000 9-23-2010	Phone 815-455-3120 ext 227 Fax 815-455-3813
Farmington Food Pantry 75 Main Street- Amistad Hall Farmington, CT Attn Jennifer Hopkins	None	501(c)(3)	James Harris Milk Fund-supply milk (and yogurt) to clients of the Pantry	$ 2,000 9-23-2010	Phone 860-675-2390
Hartford Food System, Inc 86 Park Street- 2nd Floor Hartford, CT 06106 Attn Martha Page	None	501(c)(3)	Support "Grow Hartford"- urban agricultural youth program for low income Hartford residents	$ 5,000 9-23-2010	Phone 860-296-9325 Fax 860-296-8326
Hartford Hospital 80 Seymour Street, P O Box 5037 Hartford, CT 06102-5037 Attn Donna Handley	None	501(c)(3)	Partnership for Breast Care Program- Purchase 90 Post-Mastectomy Jackets/ Care Kits	$ 5,000 9-23-2010	Phone 860-545-2160 Fax 860-545-2800
Hartford Public Library 500 Main Street Hartford, CT 06103 Attn Matthew K Poland	None	501(c)(3)	Establish 10 McPhee Homework Clubs- Pay 8 teen leaders @ minimum wage for 14 weeks	$10,000 9-23-2010	Phone 860-695-6360 Fax 860-722-6900
Mercy Learning Center 637 Park Avenue Bridgeport, CT 06604 Attn Jane Ferreira	None	501(c)(3)	Literacy and life skills progrtam, empowerment of marginalized women	$ 5,000 9-23-2010	Phone 203-334-6699 Fax 203-332-6852
Parent & Child Center at Bristol Hospital 9 Prospect Street Bristol, CT 06010 Attn Rebecca Tuttle, M Ed	None	501(c)(3)	Family Reading & Literacy-Maternal Child Family Literacy Program	$ 5,000 9-23-2010	Phone 860-585-3481 Fax 860-585-3954
St Paul Catholic High School 1001 Stafford Avenue Bristol, CT 06010 Attn Cary Dupont	None	501(c)(3)	Purchase Latin and orchestral percussion instruments	$ 5,000 9-23-2010	Phone 860-584-0911 Fax 860-585-8815

McPhee Foundation Gift Recipients During 2010 Year	Donee Relationship	Foundation Status	Puropose of Grant	Amount & Date	**EXHIBIT H** 2010 Total: $132,000
University of CT Health Center 263 Farmington Avenue Farmington, CT 06030 Attn Dana Carroll	None	501(c)(3)	Dr Avelar Research-Study Cardiac Magnetic Resonance Imaging, Serum, Echocardiography	$10,000 9-23-2010	Phone 860-679-8708 Fax 860-679-2670
Volunteers in Psychotherapy, Inc 7 South Main Street West Hartford, CT 06107-2105 Attn Richard Shulman, Ph D	None	501(c)(3)	90 psychotherapy sessions-clients volunteer exchange for sessions	$ 5,000 9-23-2010	Phone 860-233-5115 Fax 860-231-9063
Wheeler Clinic 91 Northwest Drive Plainville, CT 06062 Attn Wendy DeAngelo, MBA	None	501(c)(3)	Farm Hill- congregate care in Plainville to young girls with behavorial/emotional challenges	$ 5,000 9-23-2010	Phone 860-793-3500 Fax 860-793-3520
			TOTAL	132,000	