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 , 2010, and ending , 20

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

A Employer identification number: 44-6006285

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

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

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

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)* ▶ $ 12,693,981.

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))*

	Line	Description	(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)	0.			
	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	252,853.	252,853.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	271,748.			
	b	Gross sales price for all assets on line 6a 4,275,728.				
	7	Capital gain net income (from Part IV, line 2)		271,748.		
	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)	8,991.	8,991.		ATCH 2
	12	**Total.** Add lines 1 through 11	533,592.	533,592.		
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) ATCH 3	9,846.	1,477.	0.	8,369.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	9,382.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	87,124.	63,016.		24,108.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	106,352.	64,493.	0.	32,477.
	25	Contributions, gifts, grants paid	475,782.			475,782.
	26	**Total expenses and disbursements.** Add lines 24 and 25	582,134.	64,493.	0.	508,259.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-48,542.			
	b	**Net investment income** (if negative, enter -0-)		469,099.		
	c	**Adjusted net income** (if negative, enter -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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	460,129.	1,100,011.	1,100,011.
	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 15 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			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	4,551,635.	4,702,791.	6,146,399.
	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	5,899,166.	6,067,588.	5,447,571.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 8)	1,095.	0.	
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,912,025.	11,870,390.	12,693,981.
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 ▶ ATCH 9)	0.	6,907.	
	23 **Total liabilities** (add lines 17 through 22)	0.	6,907.	
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	10,912,025.	11,863,483.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	10,912,025.	11,863,483.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,912,025.	11,870,390.	

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	10,912,025.
2	Enter amount from Part I, line 27a	2	-48,542.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	1,000,000.
4	Add lines 1, 2, and 3	4	11,863,483.
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	11,863,483.

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	271,748.
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))
2009	624,863.	9,815,088.	0.063664
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

2	Total of line 1, column (d)	2	0.254779
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	0.050956
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	11,025,072.
5	Multiply line 4 by line 3	5	561,794.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,691.
7	Add lines 5 and 6	7	566,485.
8	Enter qualifying distributions from Part XII, line 4	8	508,259.

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 ▶ [ ] and enter 1% of Part I, line 27b	1	9,382.
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	9,382.
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	9,382.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 2,456.		
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	2,456.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	185.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	7,111.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 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 2010 or the taxable year beginning in 2010 (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)*

			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

			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 ☒ 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)?	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 ☒ 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 22 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 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.)*	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 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 ☒ 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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see 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 ☒ No

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: 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 11		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	32,477.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 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	10,735,872.
b	Average of monthly cash balances	1b	457,011.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	84.
d	**Total** (add lines 1a, b, and c)	1d	11,192,967.
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	11,192,967.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	167,895.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,025,072.
6	**Minimum investment return.** Enter 5% of line 5	6	551,254.

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	551,254.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9,382.		
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,382.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	541,872.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	541,872.
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	541,872.

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	508,259.
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	508,259.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	508,259.

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				541,872.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			470,995.	
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010:				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009 0.				
f	Total of lines 3a through e	0.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 508,259.				
a	Applied to 2009, but not more than line 2a			470,995.	
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 2010 distributable amount				37,264.
e	Remaining amount distributed out of corpus	0.			
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	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 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				504,608.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10	Analysis of line 9.				
a	Excess from 2006				
b	Excess from 2007				
c	Excess from 2008				
d	Excess from 2009				
e	Excess from 2010 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 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 12

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

ATTACHMENT 13

c Any submission deadlines:

ATTACHMENT 14

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

ATTACHMENT 15

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				475,782.
Total . . . . ▶ **3a**				475,782.
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	252,853.	
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	8,991.	
8 Gain or (loss) from sales of assets other than inventory			18	271,748.	
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)				533,592.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 533,592.

(See worksheet in line 13 instructions on page 29 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.)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
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] — Signature of officer or trustee | 5/3/2011 — Date | Vice President — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michelle L. Brown	Michelle L. Brown	3/9/11		P00225262

Firm's name ▶ CBIZ MHM, LLC — Firm's EIN ▶ 34-1874260

Firm's address ▶ 11440 TOMAHAWK CREEK PARKWAY LEAWOOD, KS 66211 — Phone no 913.234.1000

The McGee Foundation
2010 Grants

Organization	Address	CityStZip	Grant Amount	Purpose
Avila University	11901 Wornall Road	Kansas City, MO 64145	$ 20,000.00	Facility Renovation
Bishop Sullivan Center	6435 Truman Road	Kansas City, MO 64126	$ 15,000.00	Program Support
Children's Mercy Hospital	2401 Gillham Road	Kansas City, MO 64108	$ 25,000.00	Equipment Purchase
Conception Abbey and Seminary College	37174 State Highway VV	Conception, MO 64433	$ 30,000 00	Facility Renovation
DeLaSalle Education Center	3740 Forest Avenue	Kanasas City, MO 64109	$ 20,000.00	Facility Renovation
Don Bosco Community Center	531 Garfield Avenue	Kansas City, MO 64124	$ 20,000 00	Operating Support
Harvesters	3801 Topping Avenue	Kansas City, MO 64129	$ 15,000.00	Program Support
Notre Dame de Sion	10631 Wornall Road	Kansas City, MO 64114	$ 30,000.00	Facility Renovation
Redemptorist Social Services Center	207 West Linwood	Kansas City, MO 64111	$ 50,000.00	Program Support
reStart, Inc.	918 E. 9th Street	Kansas City, MO 64106	$ 15,000.00	Program Support
Rockhurst High School	9301 State Line Road	Kansas City, MO 64114-3299	$ 40,000 00	Scholarships
Rockhurst University	1100 Rockhurst Road	Kansas City, MO 64110-2561	$ 50,000.00	Program Support
Rose Brooks Center, Inc.	P.O Box 320599	Kansas City, MO 64132-0599	$ 10,000.00	Program Support
Seton Center, Inc.	2816 E 23rd Street	Kansas City, MO 64127	$ 15,000.00	Program Support
Sisters, Servants of Mary	800 N 18th Street	Kansas City, KS 66102	$ 45,782.00	Facility Renovation
St Teresa's Academy	5600 Main Street	Kansas City, MO 64113-1298	$ 50,000.00	Facility Renovation
Truman Medical Center Charitable Foundation	2310 Holmes, Suite 735	Kansas City, MO 64108	$ 20,000.00	Program Support
Westport Cooperative Services, Inc	201 Westport Road	Kansas City, MO 64111	$ 5,000 00	Program Support
		Total	$ 475,782.00	

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		
4,275,728.		4,003,980.					271,748.	
TOTAL GAIN(LOSS)							271,748.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MUTUAL FUND INTEREST	113,772.	113,772.
OTHER BONDS INTEREST	31.	31.
STOCK DIVIDENDS	139,050.	139,050.
TOTAL	252,853.	252,853.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LITIGATION PROCEEDS		8,991.	8,991.
	TOTALS	8,991.	8,991.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	9,846.	1,477.		8,369.
TOTALS	9,846.	1,477.	0.	8,369.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX		9,382.
	TOTALS	9,382.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISCELLANEOUS	2,362.	354.	2,008.
FOREIGN TAX WITHHELD	495.	495.	
INVESTMENT FEES	48,279.	48,279.	
CUSTODIAL FEES	9,988.	9,988.	
CONTRACT ADMINISTRATION FEES	26,000.	3,900.	22,100.
TOTALS	87,124.	63,016.	24,108.

THE MCGEE FOUNDATION 44-6006285

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCKS - SEE ATTACHED	4,702,791.	6,146,399.
TOTALS	4,702,791.	6,146,399.

THE MCGEE FOUNDATION 44-6006285

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - SEE ATTACHED	6,067,588.	5,447,571.
TOTALS	6,067,588.	5,447,571.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE
FEDERAL EXCISE TAX RECEIVABLE	0.
TOTALS	0.

THE MÇGEE FOUNDATION 44-6006285

ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
ACCRUED FEDERAL EXCISE TAX	6,907.
TOTALS	6,907.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PRINCIPAL CONTRIBUTION		1,000,000.
	TOTAL	1,000,000.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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.
VIRGINIA L. COPPINGER KANSAS CITY, MO 64113	DIRECTOR	0.	0.	0.
JOHN R. MCGEE KANSAS CITY, MO 64108	DIRECTOR	0.	0.	0.
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.

ATTACHMENT 12

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.

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

2010

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 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 2009 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 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	271,748.
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 2009 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	271,748.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

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

			(1) Beneficiaries' (see instr.)	(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			271,748.
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			271,748.

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 ( )

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 2010 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 2010 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			4,275,728.	4,003,980.	271,748.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 271,748.

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FEDERAL FOOTNOTES

FOOTNOTE 1 - PAGE 7, PART IX-A - SUMMARY OF DIRECT CHARITABLE ACTIVITIES TOTAL GRANTS PAID DURING THE YEAR EQUALED $475,782 AND WENT TO MANY DIFFERENT ORGANIZATIONS. SEE THE ATTACHED STATEMENT. TOTAL EXPENSES RELATED TO GRANTS AND PROGRAM RELATED INVESTMENTS TOTALED $32,477. THIS AMOUNT INCLUDES $8,369 IN PROFESSIONAL FEES, $22,100 IN CONTRACT ADMINISTRATION FEES & $2,008 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.

Income and Receipts

	This Period	This Year
Interest	9,125.58	113,803.61
Dividends	49,216.40	139,049.38
Other Receipts	139.37	1,010,286.60
Total	**$ 58,481.35**	**$ 1,263,139.59**

Realized Gains and Losses

	This Period	This Year
Assets Sold/Matured	35,520.33	271,842.14
Money Market Changes	0.00	0.00
Total	**$ 35,520.33**	**$ 271,842.14**

Asset Adjustments

	This Period	This Year
Asset Adjustments	-94.50	-94.50
Total	**$ -94.50**	**$ -94.50**

Disbursements and Expenses

	This Period	This Year
Payment For Clients	-70,000.00	-432,362.20
Fees	-916.00	-9,961.02
Taxes	-635.70	-3,141.04
Other Disbursements	-9,522.11	-129,962.11
Total	**$ -81,073.81**	**$ -575,426.37**

Asset Receipts and Deliveries

	This Period	This Year
Receipts	0.00	57,023.58
Deliveries	0.00	-57,023.58
Total	**$ 0.00**	**$ 0.00**

Unrealized Gains and Losses

	This Period	This Year
Unrealized Gain/Loss	467,757.52	522,276.30
Total	**$ 467,757.52**	**$ 522,276.30**

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	1,100,011.15	1,100,011.15 1.00	1,100,011.15 1.00	8.67%	89.00	0.01%
Income Cash		-651,277.79	-651,277.79	-5.13%	0.00	0.00%

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List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Bunge Limited	800	38,163.12 47.70	52,416.00 65.52	0.41%	736.00	1.40%
Cablevision Sys Corp Class A	425	11,213.24 26.38	14,382.00 33.84	0.11%	212.00	1.48%
Cameron International Corporation	450	20,025.11 44.50	22,828.50 50.73	0.18%	0.00	0.00%
Capital One Fml Corp	650	27,910.59 42.94	27,664.00 42.56	0.22%	130.00	0.47%
Carnival Corporation	650	26,988.56 41.52	29,971.50 46.11	0.24%	260.00	0.87%
Celgene Corp	500	27,750.90 55.50	29,570.00 59.14	0.23%	0.00	0.00%
Centurylink	650	25,502.69 39.24	30,010.50 46.17	0.24%	1,885.00	6.28%
Cf Industries Holdings Inc	250	22,025.12 88.10	33,787.50 135.15	0.27%	100.00	0.30%
Cisco System Inc	3,500	78,372.57 22.39	70,805.00 20.23	0.56%	0.00	0.00%
Citrix Sys Inc	475	31,598.33 66.52	32,494.75 68.41	0.26%	0.00	0.00%
Cme Group Inc	170	55,388.85 325.82	54,697.50 321.75	0.43%	782.00	1.43%
Comcast Corporation Cl-A	2,975	50,894.68 17.11	65,360.75 21.97	0.51%	1,124.00	1.72%
Comerica Inc	500	21,133.20 42.27	21,120.00 42.24	0.17%	200.00	0.95%
Commerce Bancshares Inc	13,690	33,169.46 2.42	543,903.70 39.73	4.28%	12,868.00	2.37%
Commercial Metals Co	950	13,163.49 13.86	15,760.50 16.59	0.12%	456.00	2.89%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Conocophillips	650	32,178.15 49.51	44,265.00 68.10	0.35%	1,430.00	3.23%
Constellation Brands Inc-Cl A	1,300	19,879.99 15.29	28,795.00 22.15	0.23%	0.00	0.00%
Corning Inc	725	11,040.45 15.23	14,007.00 19.32	0.11%	145.00	1.04%
Costco Whsl Corp	275	12,706.67 46.21	19,857.75 72.21	0.16%	225.00	1.14%
Danaher Corp	1,550	49,343.37 31.83	73,113.50 47.17	0.58%	124.00	0.17%
Deere & Co	550	41,355.29 75.19	45,677.50 83.05	0.36%	770.00	1.69%
Dell Inc	4,900	64,172.49 13.10	66,395.00 13.55	0.52%	0.00	0.00%
Delta Air Lines Inc	3,000	41,374.58 13.79	37,800.00 12.60	0.30%	0.00	0.00%
Devon Energy Corporation	1,000	61,988.42 61.99	78,510.00 78.51	0.62%	640.00	0.82%
Directv Class A	600	21,474.54 35.79	23,958.00 39.93	0.19%	0.00	0.00%
Disney Walt Co	1,400	38,965.56 27.83	52,514.00 37.51	0.41%	560.00	1.07%
Dow Chemical	2,750	81,997.85 29.82	93,885.00 34.14	0.74%	1,650.00	1.76%
Eaton Corp	450	43,068.23 95.71	45,679.50 101.51	0.36%	1,044.00	2.29%
Edison International	550	21,106.86 38.38	21,230.00 38.60	0.17%	704.00	3.32%
EMC Corporation	3,400	58,930.21 17.33	77,860.00 22.90	0.61%	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
Eog Resources Incorporated	300	29,107.99 97.03	[illegible] [illegible]	0.22%	186.00	0.68%
Express Scripts Inc Cl-A	800	40,127.39 50.16	43,240.00 54.05	0.34%	0.00	0.00%
Fifth Third Bancorp	1,900	25,684.01 13.52	27,892.00 14.68	0.22%	76.00	0.27%
Flowserve Corp	125	14,179.25 113.43	14,902.50 119.22	0.12%	145.00	0.97%
Ford Motor Company	5,125	54,771.77 10.69	86,048.75 16.79	0.68%	0.00	0.00%
Freeport-McMoran Copper & Gold	175	10,763.59 61.51	21,015.75 120.09	0.17%	350.00	1.67%
Gannett Inc	1,000	13,022.80 13.02	15,090.00 15.09	0.12%	160.00	1.06%
Gap Inc	2,100	45,857.69 21.84	46,494.00 22.14	0.37%	840.00	1.81%
Garmin LTD	875	29,108.95 33.27	27,116.25 30.99	0.21%	1,312.00	4.84%
General Electric Co	2,100	32,872.27 15.65	38,409.00 [illegible]	0.30%	1,176.00	3.06%
General Mills Inc	175	5,902.05 33.73	6,228.25 35.59	0.05%	196.00	3.15%
General Motors Co	400	13,328.48 33.32	14,744.00 36.86	0.12%	0.00	0.00%
Gilead Sciences Inc	2,775	100,832.78 36.34	100,566.00 36.24	0.79%	0.00	0.00%
Goldman Sachs Group Incorporated	895	128,535.65 143.62	150,503.20 168.16	1.19%	1,253.00	0.83%
Goodrich (B F) Co	450	32,774.51 72.83	39,631.50 88.07	0.31%	522.00	1.32%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Google Inc Cl A	249	86,311.44 346.63	147,898.53 593.97	1.17%	0.00	0.00%
Health Net Inc	500	14,135.10 28.27	13,645.00 27.29	0.11%	0.00	0.00%
Hess Corporation	575	30,671.78 53.34	44,010.50 76.54	0.35%	230.00	0.52%
Hewlett Packard Co	1,353	51,398.25 37.99	56,961.30 42.10	0.45%	432.00	0.76%
Honeywell Intl Inc	650	26,978.30 41.51	34,554.00 53.16	0.27%	786.00	2.28%
Ingersoll Rand PLC	1,350	47,087.46 34.88	63,571.50 47.09	0.50%	378.00	0.59%
Intel Corp	1,075	17,904.61 16.66	22,607.25 21.03	0.18%	677.00	3.00%
Johnson and Johnson	2,000	119,435.76 59.72	123,700.00 61.85	0.97%	4,320.00	3.49%
Johnson Controls Inc	1,400	37,872.68 27.05	53,480.00 38.20	0.42%	896.00	1.68%
JP Morgan Chase & Co	6,500	240,690.54 37.03	275,730.00 42.42	2.17%	1,300.00	0.47%
Juniper Networks Inc	200	5,405.78 27.03	7,384.00 36.92	0.06%	0.00	0.00%
Kimberly Clark Corp	400	25,924.60 64.81	25,216.00 63.04	0.20%	1,056.00	4.19%
Kohls Corp	1,810	90,073.40 49.76	98,355.40 54.34	0.77%	0.00	0.00%
Kroger Co	2,400	56,697.12 23.62	53,664.00 22.36	0.42%	1,008.00	1.88%
Lear Corp	350	25,149.39 71.86	34,548.50 98.71	0.27%	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
Limited Inc	950	30,951.80 32.58	29,193.50 30.73	0.23%	570.00	1.95%
Lowes Companies Inc	1,500	38,919.82 25.95	37,620.00 25.08	0.30%	660.00	1.75%
Marathon Oil Corp	1,600	51,854.32 32.41	59,248.00 37.03	0.47%	1,600.00	2.70%
Microsoft Corp	2,175	53,549.12 24.62	60,704.25 27.91	0.48%	1,392.00	2.29%
Monsanto Co	225	12,713.51 56.50	15,669.00 69.64	0.12%	252.00	1.61%
Morgan Stanley Dean Witter & Co	1,000	32,509.70 32.51	27,210.00 27.21	0.21%	200.00	0.74%
Newfield Expl Co	475	26,125.91 55.00	34,252.25 72.11	0.27%	0.00	0.00%
News Corp Inc-Cl A	5,175	50,859.36 9.83	75,348.00 14.56	0.59%	776.00	1.03%
Nisource Incorporated	1,000	11,804.30 11.80	17,620.00 17.62	0.14%	920.00	5.22%
Noble Energy Inc	750	56,737.94 75.65	64,560.00 86.08	0.51%	540.00	0.84%
Northrop Grumman Corp	1,200	67,335.28 56.11	77,736.00 64.78	0.61%	2,256.00	2.90%
Nvidia Corp	1,100	13,154.02 11.96	16,940.00 15.40	0.13%	0.00	0.00%
Nvr Inc	40	25,516.97 637.92	27,640.80 691.02	0.22%	0.00	0.00%
Occidental Petroleum Corp	375	28,882.37 77.02	36,787.50 98.10	0.29%	570.00	1.55%
Office Depot Inc	4,200	26,944.68 6.42	22,680.00 5.40	0.18%	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
Oracle Corporation	1,900	53,049.63 27.92	59,470.00 31.30	0.47%	380.00	0.64%
Parker-Hannifin CP	700	51,511.90 73.59	60,410.00 86.30	0.48%	812.00	1.34%
Pepsico Inc	250	11,930.32 47.72	16,332.50 65.33	0.13%	480.00	2.94%
Pfizer Inc	6,500	139,023.17 21.39	113,815.00 17.51	0.90%	5,200.00	4.57%
Raytheon Co	300	14,583.93 48.61	13,902.00 46.34	0.11%	450.00	3.24%
Royal Caribbean Cruises LTD	500	13,393.35 26.79	23,500.00 47.00	0.19%	0.00	0.00%
Safeway Inc	1,700	42,264.21 24.86	38,233.00 22.49	0.30%	816.00	2.13%
Sara Lee Corp	1,900	26,390.81 13.89	33,269.00 17.51	0.26%	874.00	2.63%
Schlumberger LTD	1,800	109,156.61 60.64	150,300.00 83.50	1.18%	1,512.00	1.01%
Smithfield Foods Inc	1,500	23,742.39 15.83	30,945.00 20.63	0.24%	0.00	0.00%
Southwestern Energy Co	800	28,399.46 35.50	29,944.00 37.43	0.24%	0.00	0.00%
Starbucks Corp	1,400	38,962.52 27.83	44,982.00 32.13	0.35%	728.00	1.62%
Target Corp	200	10,192.18 50.96	12,026.00 60.13	0.09%	200.00	1.66%
Time Warner Cable	1,050	31,069.48 29.59	69,331.50 66.03	0.55%	1,680.00	2.42%
Time Warner Inc	850	20,073.52 23.62	27,344.50 32.17	0.22%	722.00	2.64%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Travelers Cos Inc	750	31,683.97 42.25	41,782.50 55.71	0.33%	1,080.00	2.58%
Tyco Electronics LTD	1,025	17,321.36 16.90	36,285.00 35.40	0.29%	656.00	1.81%
United Parcel Service B	1,000	67,647.74 67.65	72,580.00 72.58	0.57%	1,880.00	2.59%
Vertex Pharmaceuticals Inc	500	19,465.66 38.93	17,515.00 35.03	0.14%	0.00	0.00%
Viacom Inc-Class B	700	26,579.63 37.97	27,727.00 39.61	0.22%	420.00	1.51%
Wells Fargo & Company	4,741	139,105.69 29.34	146,923.59 30.99	1.16%	948.00	0.65%
Xl Group PLC	650	6,705.46 10.32	14,183.00 21.82	0.11%	260.00	1.83%
Total Common Stocks		**$ 4,251,422.07**	**$ 5,630,477.94**	**44.36%**	**$ 78,306.00**	**1.39%**
Total Domestic Equities		**$ 4,251,422.07**	**$ 5,630,477.94**	**44.36%**	**$ 78,306.00**	**1.39%**
International Equities						
Common Stock Foreign						
Alcon Inc	700	94,997.93 135.71	114,380.00 163.40	0.90%	2,380.00	2.08%
Total Common Stock Foreign		**$ 94,997.93**	**$ 114,380.00**	**0.90%**	**$ 2,380.00**	**2.08%**
Common Stock - ADR						
Agrium Inc	325	24,066.45 74.05	29,818.75 91.75	0.23%	35.00	0.12%

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Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Astrazeneca PLC - Sponsored ADR	1,700	73,813.73 43.42	78,523.00 46.19	0.62%	4,097.00	5.22%
Cooper Industries PLC New Ireland Company	1,000	43,085.77 43.09	58,290.00 58.29	0.46%	1,080.00	1.85%
Credit Suisse Group-Sponsored ADR	850	41,741.17 49.11	34,348.50 40.41	0.27%	985.00	2.87%
Ensco PLC	900	38,114.09 42.35	48,042.00 53.38	0.38%	967.00	2.01%
Marvell Technology Group LTD	1,000	19,816.30 19.82	18,550.00 18.55	0.15%	0.00	0.00%
Nexen Inc	1,600	32,772.29 20.48	36,640.00 22.90	0.29%	321.00	0.88%
Suncor Energy Inc	450	17,274.74 38.39	17,230.50 38.29	0.14%	0.00	0.00%
Teva Pharmaceutical Inds LTD - ADR	725	32,018.73 44.16	37,794.25 52.13	0.30%	483.00	1.28%
Vodafone Group PLC	1,600	33,668.11 21.04	42,304.00 26.44	0.33%	2,086.00	4.93%
Total Common Stock - ADR		**$ 356,371.38**	**$ 401,541.00**	**3.16%**	**$ 10,054.00**	**2.50%**
International Equity Mutual Funds						
Bernstein International Portfolio	107,112.591	2,360,477.25 22.04	1,673,098.67 15.62	13.18%	28,491.00	1.70%
Sanford C Bernstein Fund Inc - Emerging Markets Value Portfolio	19,138.104	697,534.98 36.45	637,298.86 33.30	5.02%	5,856.00	0.92%
Total International Equity Mutual Funds		**$ 3,058,012.23**	**$ 2,310,397.53**	**18.20%**	**$ 34,347.00**	**1.49%**
Total International Equities		**$ 3,509,381.54**	**$ 2,826,318.53**	**22.27%**	**$ 46,781.00**	**1.66%**

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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		***$ 7,760,803.61***	***$ 8,456,796.47***	***66.62%***	***$ 125,087.00***	***1.48%***
Fixed Income Investments						
Diversified Taxable Mutual Funds						
Bernstein Intermediate Duration Institutional Portfolio	200,202.544	3,009,576.02 15.03	3,137,173.86 15.67	24.71%	118,116.00	3.77%
Total Diversified Taxable Mutual Funds		**$ 3,009,576.02**	**$ 3,137,173.86**	**24.71%**	**$ 118,116.00**	**3.77%**
Total Fixed Income Investments		***$ 3,009,576.02***	***$ 3,137,173.86***	***24.71%***	***$ 118,116.00***	***3.77%***
Miscellaneous						
Broadcom Corporation Securities Litigation 7/21/05-10/11/06 Due 8/13/10	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Moore V. Halliburton Securities Litigation	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		**$ 11,870,390.78**	**$ 12,693,981.48**	**100.00%**	**$ 243,292.00**	**1.92%**