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

2011

For calendar year 2011 or tax year beginning , and ending

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): 44 BELGIAN CIRCLE | Room/suite:

B Telephone number: 860-677-9797

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ 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) ▶$ 1,819,948.

J Accounting method: ☒ 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	50,000.		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	37,567.	37,567.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,721.			
	b Gross sales price for all assets on line 6a 268,123.				
	7 Capital gain net income (from Part IV, line 2)		36,708.		
	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	97,288.	74,275.		
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	3,450.	2,500.		750.
	c Other professional fees				
	17 Interest				
	18 Taxes	126.	126.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	14,610.	14,160.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	18,186.	16,786.		750.
	25 Contributions, gifts, grants paid	101,560.			101,560.
	26 Total expenses and disbursements. Add lines 24 and 25	119,746.	16,786.		102,310.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-22,458.			
	b Net investment income (if negative, enter -0-)		57,489.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	258,267.	167,102.	167,102.
	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	139,732.	139,732.	175,197.
	b Investments - corporate stock STMT 7	779,991.	703,589.	856,367.
	c Investments - corporate bonds STMT 8	19,330.	19,330.	22,398.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	420,295.	565,404.	598,884.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,617,615.	1,595,157.	1,819,948.
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	1,617,615.	1,595,157.	
	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**	1,617,615.	1,595,157.	
	31 **Total liabilities and net assets/fund balances**	1,617,615.	1,595,157.	

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	1,617,615.
2	Enter amount from Part I, line 27a	2	-22,458.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,595,157.
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	1,595,157.

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	P		
c	SEE ATTACHED SCH PUBLIC TRADED SECURITIES	D		
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	50,752.		50,676.	76.
b	148,383.		145,081.	3,302.
c	68,988.		35,658.	33,330.
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				76.
b				3,302.
c				33,330.
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 36,708.

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))
2010	132,528.	1,726,122.	.076778
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

2	**Total** of line 1, column (d)	2	.314483
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	.062897
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,863,614.
5	Multiply line 4 by line 3	5	117,216.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	575.
7	Add lines 5 and 6	7	117,791.
8	Enter qualifying distributions from Part XII, line 4	8	102,310.

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	1,150.
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	1,150.
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	1,150.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,399.		
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	1,399.
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	249.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 249. Refunded ▶	11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 2011, 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 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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(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 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 2011 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 2011.)*	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 2011?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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
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.

Form **990-PF** (2011)

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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	1,711,900.
b	Average of monthly cash balances	1b	180,094.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,891,994.
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	1,891,994.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,380.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,863,614.
6	**Minimum investment return.** Enter 5% of line 5	6	93,181.

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	93,181.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 1,150.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,150.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,031.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	92,031.
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	92,031.

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	102,310.
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	102,310.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	102,310.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				92,031.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 12,086.				
b From 2007				
c From 2008 40,265.				
d From 2009				
e From 2010 46,666.				
f **Total** of lines 3a through e	99,017.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 102,310.				
a Applied to 2010, 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 2011 distributable amount				92,031.
e Remaining amount distributed out of corpus	10,279.			
5 Excess distributions carryover applied to 2011 (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	109,296.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	12,086.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	97,210.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008 40,265.				
c Excess from 2009				
d Excess from 2010 46,666.				
e Excess from 2011 10,279.				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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				101,560.
Total			▶ 3a	101,560.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	37,567.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	9,721.	
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.		47,288.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 47,288.

(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

123821
12-02-11

Form **990-PF** (2011)

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

Signature of officer or trustee: [signature] Date: 5-9-12 Title: Corporate Secretary

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

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	04/14/12		P00466085

Firm's name ▶ GITLIN CAMPISE, LLC — Firm's EIN ▶ 06-0671881

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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

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	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: MCPHEE FOUNDATION INC

Employer identification number: 06-1479791

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL MCPHEE 46 EAST HYERDALE GOSHEN, CT 06756	$ 50,000.	Person [X] 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.)
		$	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). Use duplicate copies of Part II if additional space is needed.

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

Name of organization: MCPHEE FOUNDATION INC

Employer identification number: 06-1479791

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ $

Use duplicate copies of Part III if additional space is needed.

(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

Checks (continued)

Check number	Date cleared	Description	Amount ($)
010482	Oct 19, 11	THE OPEN HEARTH	5,000 00
010483	Oct 20, 11	THE PLAINVILLE COMM FOOD PA	5,000 00
010484	Oct 17, 11	ST PAUL CATH HS	5,810 00
010485	Oct 18, 11	VOLUNTEERS IN PSYCHOTHERAPY	10,000 00
Total			**$110,010.00**
Total Checks			**$110,010.00**

Realized gains and losses

Estimated 2011 gains and losses for transactions with trade dates through 12/30/11 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

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

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
COHEN & STEERS QUALITY INCOME REALTY FUND INC	FIFO	15 000	Jun 30, 10	Jun 27, 11	140 89	95 04 P			45 85
	FIFO	24 000	Sep 30, 10	Jun 27, 11	225 43	193 33			32 10
	FIFO	22 000	Dec 31, 10	Jun 27, 11	206 64	196 23			10 41
	FIFO	19 041	Mar 31, 11	Jun 27, 11	178 85	191 33		-12 48	
SOVEREIGN BK FSB PA US RT 00 2000% MAT 10/06/11 FIXED RATE CD	FIFO	50,000 000	Jun 27, 11	Oct 06, 11	50,000 00	50,000 00 P			
Total					**$50,751.81**	**$50,675.93**		**-$12.48**	**$88.36**
Net short-term capital gains and losses									**$75.88**

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
BANK OF AMER CORP	FIFO	175 000	Dec 31, 04	Jun 27, 11	1,888 21	8,244 25 P		-6,356 04	
	FIFO	50 000	Apr 25, 07	Jun 27, 11	539 49	2,557 00		-2,017 51	
	FIFO	75 000	Nov 09, 07	Jun 27, 11	809 23	3,310 50		-2,501 27	

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 ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	FIFO	50 000	Jul 31, 08	Jun 27, 11	539 49	1,663 50 P		-1,124 01	
	FIFO	50 000	Oct 09, 08	Jun 27, 11	539 49	1,087 00		-547 51	
CEPHALON INC *MERGER EFF 10/2011*	FIFO	100 000	Aug 09, 99	May 03, 11	8,002 10	1,370 00 D 6664.35	16554.35		6,632 10
	FIFO	150 000	Aug 09, 99	May 03, 11	12,003 14	3443.00 2,073 00 D 9885.00			9,930 14
CITIGROUP INC	FIFO	100 000	Aug 13, 09	Jun 27, 11	3,997 07	4,100 00 D 4100.00		-102 93	
COHEN & STEERS QUALITY INCOME REALTY FUND INC	FIFO	466 610	Apr 16, 07	Jun 27, 11	4,382 78	13,103 47 P	-390 53	-8,720 69	
	FIFO	1 866	May 31, 07	Jun 27, 11	17 53	53 12		-35 59	
	FIFO	1 866	Jun 29, 07	Jun 27, 11	17 52	49 63		-32 11	
	FIFO	1 866	Jul 31, 07	Jun 27, 11	17 53	42 71		-25 18	
	FIFO	233 305	Aug 30, 07	Jun 27, 11	2,191 39	5,113 00		-2,921 61	
	FIFO	1 866	Aug 31, 07	Jun 27, 11	17 53	43 02		-25 49	
	FIFO	2 800	Sep 28, 07	Jun 27, 11	26 30	68 26		-41 96	
	FIFO	3 733	Oct 31, 07	Jun 27, 11	35 06	85 65		-50 59	
	FIFO	3 733	Nov 30, 07	Jun 27, 11	35 06	77 43		-42 37	
	FIFO	94 255	Dec 31, 07	Jun 27, 11	885 32	1,679 83		-794 51	
	FIFO	5 599	Jan 31, 08	Jun 27, 11	52 59	100 26		-47 67	
	FIFO	5 599	Feb 29, 08	Jun 27, 11	52 59	95 22		-42 63	
	FIFO	5 599	Mar 31, 08	Jun 27, 11	52 59	93 47		-40 88	
	FIFO	5 599	Apr 30, 08	Jun 27, 11	52 59	102 96		-50 37	
	FIFO	5 599	May 30, 08	Jun 27, 11	52 59	100 26		-47 67	
	FIFO	6 533	Jun 30, 08	Jun 27, 11	61 37	99 08		-37 71	
	FIFO	6 533	Jul 31, 08	Jun 27, 11	61 36	95 54		-34 18	
	FIFO	7 466	Aug 29, 08	Jun 27, 11	70 13	102 89		-32 76	
	FIFO	11 199	Sep 30, 08	Jun 27, 11	105.19	109 38		-4 19	
	FIFO	17 731	Oct 31, 08	Jun 27, 11	166 54	109 63			56 91
	FIFO	33 596	Nov 28, 08	Jun 27, 11	315 56	114.13			201 43
	FIFO	27 997	Dec 31, 08	Jun 27, 11	262 97	116 22			146 75
	FIFO	35 462	Mar 31, 09	Jun 27, 11	333 09	92 20			240 89

continued next page

UBS

Friendly account name Foundation
Account number HG 83413 08

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 ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	FIFO	19 598	Jun 30, 09	Jun 27, 11	184 08	94 60 P			89 48
	FIFO	13 998	Sep 30, 09	Jun 27, 11	131 48	94 49			36 99
	FIFO	70 950	Dec 31, 09	Jun 27, 11	666 43	515 03			151 40
DIONEX CORP *MERGER EFF 06/2011*	FIFO	200 000	May 14, 97	May 16, 11	23,700 00	5,239 20 P			18,460 80
ISHARES INC MSCI EMU INDEX FUND	FIFO	400 000	Oct 28, 03	Sep 20, 11	11,265 68	10,848 00 P			417 68
ISHARES TRUST S&P 500 GROWTH INDEX FUND	FIFO	400 000	Jun 08, 06	Jun 27 11	26,772 68	23,216 00 P			3,556 68
	FIFO	350 000	Dec 27, 07	Jun 27 11	23 426 10	24,618 30		-1 192 20	
	FIFO	250 000	Dec 31, 08	Jun 27, 11	16,732 93	11,224 50			5,508 43
NEW ENG BANCSHARES INC NEW	FIFO	500 000	Jul 31, 96	Jun 27, 11	4,799 90	5,000 00 D	16 250.00	-200 10	
	FIFO	1 000 000	Jul 31, 96	Jul 21, 11	9,449 91 25000.00	10,000 00 D		-550 09	
	FIFO	1,000 000	Jul 31, 96	Jul 21, 11	9,454 81	10,000 00 D		-545 19	
ORACLE CORP	FIFO	580 000	Sep 16, 96	Jul 21, 11	18,844 30	2,748 62 D	23743.46		16,095 68
	FIFO	75 000	Jan 14, 97	Jul 21, 11	2,436 76 3115.36	366 74 D	1997.00		2,070 02
TARGET CORP	FIFO	250 000	Sep 12, 06	Jun 27, 11	11 482 78	13,160 00 P		-1,677 22	
	FIFO	445 000	Apr 09, 09	Jun 27 11	20,439 34	17,561 30			2,878 04
Total					$217,370 58	$180,739 39		-$29,842 23	$66,473.42
Net long-term capital gains or losses					268122.39				$36,631.19
Net capital gains/losses	TOTALS					231415 32			$36,707.07

D= DONATED LONG TERM	68987.99	35658.36	33329.63
P= PURCHASE - COST SHORT TERM	50757.81	50675.93	75.88
P= ⊥ ⊥ LONG TERM	148382.59	145081 03	3301.56
	268122.39	231415.32	36707.07

D= DONATED BASIS MV@DATE of GIFT:
CEPHALON - DONOR BASIS (3443.00)
⊥ MV DATE GIFT 16554.35
NEW ENG B - DONOR BASIS (25000.00)
⊥ MV DATE GIFT 16250.00
ORACLE - DONOR BASIS (3115.36)
MV DATE GIFT 25740.46
(26986.45)

TOTAL BOOK BASIS 268122.39 258401.77 9720.62

D = DONATED	68987.99	62644.81	6343.18
P = PURCHASE - COST	50757.81	50675.93	75.88
⊥ ⊥	148382.59	145081.03	3301.56
	268122.39	258401.77	9720.62

McPhee Foundation Inc FORM 990PF ATTACHEMENT

Name	Valuation Method	# Share 12/31/2011	Book Basis Balance 12/31/2011	Marlet Value 12/31/2011
Government Securities		0	0 00	0 00
FHLB Bond 3 950%	Cost	20,000	20,806 20	20,067 80
US Trsy Note 8/15/12	Cost	50,000	49,560 55	51,316 50
US Trsy Bond 6% 2/15/26	Cost	40,000	40,732 46	57,650 00
US Trsy Bond 6 25% 2/15/27	Cost	30,000	28,633 20	46,162 50
Tot Governmt Obligations 990PF Part II line 10a		**140,000**	**139,732.41**	**175,196.80**
Corporate Stocks				
Air Prod & Chemical	Cost	200	12,583 50	17,038 00
Anadarko Petroleum	Cost	190	12,598 90	14,502 70
Apache Corp	Cost	175	13,436 50	15,851 50
Bed Bath & Beyond	MV Date Gift	410	13,247 10	23,767 70
Berkshire Hathaway	Cost	50	2,936 85	3,815 00
	Cost	450	28,485 00	34,335 00
Biomarin Pharmaceutical	Cost	300	1,554 00	10,314 00
Cisco Sys	MV Date Gift	600	40,735 81	10,848 00
Exxon Mobil	Cost	400	24,135 68	33,904 00
	Cost	300	12,720 00	25,428 00
Genl Elec	MV Date Gift	375	13,386 00	6,716 25
	MV Date Gift	1,125	37,870 00	20,148 75
	Cost	500	7,200 00	8,955 00
Gilead Sci	Cost	350	9,633 75	14,325 50
Goldman Sachs	Cost	202	35,981 86	18,266 86
Home Depot	Cost	300	4,435 63	12,612 00
	Cost	100	3,665 00	4,204 00
	Cost	500	11,284 76	21,020 00
Human Genome Sciences Inc	Cost	1,370	39,065 55	10,124 30
Intel	MV Date Gift	400	9,792 00	9,700 00
Intel	Cost	600	11,099 45	14,550 00
McDonalds	Cost	250	6,591 94	25,082 50
Mead Johnson Nutrition	Cost	169	6,895 80	11,615 37
Medtronic Inc	Cost	500	22,707 75	19,125 00
Merck & Co	Cost	30	1,398 29	1,131 00
Merck & Co	Cost	480	16,947 60	18,096 00
Microsoft	MV Date Gift	450	6,696 00	11,682 00
	Cost	800	11,580 70	20,768 00
New England Banc Shares	MV Date Gift	4,600	29,900 00	47,702.00
Northeast Utilities	Cost	620	12,449 60	22,363 40
Oracle	MV Date Gift	1,500	39,940 00	38,475 00
Pepsico	Cost	380	18,726 40	25,213.00
Pfizer	Cost	600	8,009 65	12,984.00
	Cost	1,100	20,223 04	23,804 00
Price T Rowe	Cost	470	5,287 20	26,766 50
Procter & Gamble	Cost	43	1,824.18	2,868 53
	Cost	146	5,240 63	9,739 66
	Cost	98	3,088 25	6,537 58
Ralph Lauren	Cost	325	35,218 95	44,876 00
Royal Dutch Shell	Cost	250	11,702 50	18,272 50
Southern Co	Cost	500	11,875 00	23,145 00
Travelers	Cost	175	8,495 69	10,354 75
United Technologies	Cost	400	15,690 00	29,236 00
	Cost	100	2,492 50	7,309 00
Wal Mart Stores	Cost	300	14,718 00	17,928 00

McPhee Foundation Inc FORM 990PF ATTACHEMENT

Name	Valuation Method		# Share 12/31/2011		Book Basis Balance 12/31/2011		Marlet Value 12/31/2011
Walgreen	Cost		970		26,412 86		32,068 20
3M Co	Cost		230		13,628 65		18,797 90
Total Corporate Stocks 990PF Part II line 10b			**24,383**		**703,588.52**		**856,367.45**
Corp Bonds & Notes							
GE Global Insurance	Cost		20,000		19,330 00		22,397 80
Tot Corp Bds & Nts - 990PF Part II line 10c			**20,000**		**19,330.00**		**22,397.80**
OTHER INVESTMENTS							
Closed End Mutuals							
Cohen & Steers WW Realty Inc	Cost		20		592 19		169 40
Ishares Inc MSCI Mexico Free Index	Cost		775		48,295 57		41,664 00
Ishares Russell 3000	Cost		250		15,990 00		18,545 00
	Cost		300		25,557 00		22,254 00
Ishare DJ US Basic Matl Sectr	Cost		340		18,710 82		21,862 00
Ishares Russell Midcap	Cost		250		23,350 00		24,605 00
	Cost		250		26,090 00		24,605 00
Ishares Transport Avg Index	Cost		200		16,998 00		17,894 00
Ishars FTSE/XINHUA China 25	Cost		600		10,798 00		20,922 00
Ishares Russell Microcap	Cost		300		16,065 00		13,395 00
	Cost		200		11,398 00		8,930 00
	Cost		250		13,530 00		11,162 50
	Cost		140		4,145 40		6,251 00
Ishare US Dow Jones Medical Equip index	Cost		600		35,852 76		35,256 00
Ishare S&P Global Consumer Discretionary	Cost		900		36,267 74		44,955 00
Vanguard Intl Equity Indx Emerging Markets	Cost		810		34,449 30		30,950 10
	Cost		0		0 00		0 00
Total Closed end Mutual funds			**6,185**		**338,089.78**		**343,420.00**
Mutual Funds							
Henderson Global investor European Focus	Cost		475		11,241 20		10,238 28
	Cost		28		579 44		595 75
Tot Mutual Funds			**503**		**11,820.64**		**10,834.03**
Fixed Inc-Closed end							
Ishares Barclays US TIPS	Cost		250		26,390.00		29,172 50
Tot Fixed Inc Clsd End			**250**		**26,390.00**		**29,172.50**
Mutual Funds -Fixed Income							
Franklin/templeton Global	Cost		2,859		40,000 00		35,482 48
Franklin/templeton Global reinvested	Cost		121		1,521 92		1,495 65
Tot Mutual Funds-Fixed Income			**2,980**		**41,521.92**		**36,978.13**
Broad commodities							
ETFS Palladium Tr	Cost		290		17,459.39		18,722 40
ETFS Platinum Tr	Cost		103		17,388 37		14,195 46

McPhee Foundation Inc FORM 990PF ATTACHEMENT

Name	Valuation Method		# Share 12/31/2011		**Book Basis Balance 12/31/2011**		**Marlet Value 12/31/2011**
Streettracks Gold Trust	Cost		300		12,771 00		45,597 00
Tot Broad commodities			**693**		**47,618.76**		**78,514.86**
CD's							
Enerbank UT Us			50,000		50,000 00		49,999 00
Safra Natl Bk NY			50,000		49,963.27		49,965 50
Sovereign Bk			0		0 00		0 00
			0		0 00		0 00
Tot CD's			**100,000**		**99,963.27**		**99,964.50**
			0		0 00		0 00
TOTAL OTHER INVEST 990PF PART II LINE 13			**110,611**		**565,404.37**		**598,884.02**
TOTAL INVESTNMENTS			294,994		1,428,055 30		1,652,846 07

McPhee Foundation Gift Recipients During 2011 Year	Donee Relationship	Foundation Status	Puropose of Grant	Amount & Date	EXHIBIT H 2011 Total: $101,560
Boys & Girls Clubs of Hartford, Inc. 170 Sigourney Street Hartford, CT 06105 Attn Samuel S. Gray Jr.	None	501(c)(3)	Passport to Manhood Program- Promoting positive values and responsible behavior	$ 4,000 10-11-2011	Phone 860-724-0700 Fax 860-724-2722 Samuel Gray x316 sgray@bgchartford org
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	$ 5,000 10-11-2011	Phone 860-521-8035 Fax 860-521-8036 Martha Rennie martha@bridgefamilycenter org
Bristol Adult Resource Center, Inc 621 Jerome Ave., P.O. Box 726 Bristol, CT 06010 Attn· Francine M. Pangaro, Ph D	None	501(c)(3)	Staff training and Educational Support for the Disables	$10,000 10-11-2011	Phone 860-582-9102 Fax 860-582-8280 Francine Pangaro bristolarc@bristolarc.org
Bristol Eastern High School 632 King Street Bristol, CT 06010 Attn. Erin Wininger	None	501(c)(3)	Challege Day Teen Program- Surviving High School	$ 4,000 10-11-2011	Phone 860-584-7876 Fax 860-584-3896 Erin Wininger erinwininger@ci bristol ct us
Community Partners in Action 110 Bartholomew Avenue- 4th Floor Hartford, CT 06106 Attn· Maureen Price- Boreland	None	501(c)(3)	Resettlement program- 10 Rental Subsidies, 5 Security Deposits	$ 9,250 10-11-2011	Phone 860-566-2030 Fax 860-566-8089 Maureen Price- Boreland mboreland@cpa-ct.org
Coordinated Council Childrenin Crisis 131 Dwight Street New Haven, CT 06511 Attn Cheryl Burack, MS	None	501(c)(3)	Parental Support and Parental Rights Initiative Program (PSPRI)	$ 5,000 10-11-2011	Phone 203-624-2600 Fax 203-562-6232 Cheryl Burack cburack@ccccnh org
Farmington Food Pantry 75 Main Street- Amistad Hall Farmington, CT Attn. Jennifer Hopkins	None	501(c)(3)	James Harris Milk Fund/ Yogurt Fund	$ 3,500 10-11-2011	Phone 860-675-2390 Jennifer Hopkins 402-2987 jhleslie11@yahoo com
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073 Attn. Robin G Mahfood, Pres/CFO	None	501(c)(3)	Haiti- Construction of Double Housing Units with Sanitation and a Water componet	$ 5,000 10-11-2011	Phone 954-427-2222 Fax 954-596-4022 Robin G. Mahfood robin@foodforthepoor.com
Hartford Area Habitat for Humanity 780 Windsor Street; P O Box 1933 Hartford, CT 06144 Attn· Michael Brett	None	501(c)(3)	South Marshall/ Laurel Street Neighborhood Build	$10,000 10-11-2011	Phone 860-541-2208 Fax 860-541-2211 mckinley@hartfordhabitat org
Hartford Food System, Inc. 86 Park Street- 2nd Floor Hartford, CT 06106	None	501(c)(3)	Support "Grow Hartford"- urban agricultural youth program for low income Hartford residents	$ 5,000 10-11-2011	Phone 860-296-9325 Fax 860-296-8326 Martha Page

McPhee Foundation Gift Recipients During 2010 Year	***Donee Relationship***	***Foundation Status***	***Puropose of Grant***	***Amount & Date***	**EXHIBIT H** ***2011 Total: $101,560***
Attn Martha Page					mpage@hartfordfood org
Hartford Public Library 500 Main Street Hartford, CT 06103 Attn: Matthew K. Poland	None	501(c)(3)	McPhee Homework Clubs at Seven (7) Library Sites	$10,000 10-11-2011	Phone 860-695-6360 Fax 860-722-6900 Matthew Ploand 860-695-6303 mpoland@hplct org
Mercy Learning Center 637 Park Avenue Bridgeport, CT 06604 Attn: Jane Ferreira	None	501(c)(3)	Literacy and Life Skills Program, empowerment of marginalized women	$ 5,000 10-11-2011	Phone 203-334-6699 Fax 203-332-6852 Jane Ferreira mercy.learning.cntr@snet net
The Open Hearth 437 Sheldon Street- P.O Box 1077 Hartford, CT 06143-1077 Attn: Marilyn E. Rossetti	None	501(c)(3)	Food Costs for 110 Resident Homeless Men	$ 5,000 10-11-2011	Phone 860-525-3447 Fax 860-920-0011 Marilyn Rossetti herbert@theopenhearth org
Plainville Community Food Pantry Inc. 54 South Canal Street- P.O. Box 233 Plainville, CT 06062 Susie Woerz	None	501(c)(3)	Pantry Stock- Food and Clothing Expenses	$ 5,000 10-11-2011	Phone 860-747-1919 Fax 860-793-2475 Susie Woerz PlainvilleFoodPantry@yahoo.com
St Paul Catholic High School 1001 Stafford Avenue Bristol, CT 06010 Attn: Cary Dupont	None	501(c)(3)	Music Room Renovations- New Carpet and sixty (60) Padded Folding Chairs	$ 5,810 10-11-2011	Phone 860-584-0911 Fax 860-585-8815 Cary Dupont website: www spchs net
Volunteers in Psychotherapy, Inc. 7 South Main Street West Hartford, CT 06107-2105 Attn. Richard Shulman, Ph D.	None	501(c)(3)	182 Professional Psychotherapy sessions- Clients volunteer in exchange for sessions	$10,000 10-11-2011	Phone 860-233-5115 Fax 860-231-9063 Richard Shulman ctvip@hotmail com

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
50,752.	50,676.	0.	0.	76.

(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
148,383.	145,081.	0.	0.	3,302.

(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
68,988.	62,645.	0.	0.	6,343.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	9,721.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS PORTFOLIO MANAGEMENT 413	37,567.	0.	37,567.
TOTAL TO FM 990-PF, PART I, LN 4	37,567.	0.	37,567.

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	126.	126.		0.
TO FORM 990-PF, PG 1, LN 18	126.	126.		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	14,610.	14,160.		0.
TO FORM 990-PF, PG 1, LN 23	14,610.	14,160.		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.	175,197.
TOTAL U.S. GOVERNMENT OBLIGATIONS			139,732.	175,197.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			139,732.	175,197.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK -SEE ATTACHED	703,589.	856,367.
TOTAL TO FORM 990-PF, PART II, LINE 10B	703,589.	856,367.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS -SEE ATTACHED	19,330.	22,398.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,330.	22,398.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED	COST	565,404.	598,884.
TOTAL TO FORM 990-PF, PART II, LINE 13		565,404.	598,884.

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 44 BELGIAN CIRCLE BRISTOL, CT 06010	PRESIDENT 0.00	0.	0.	0.
CAROLE T MCPHEE 44 BELGIAN CIRCLE 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