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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.

2011

For calendar year 2011 or tax year beginning

, and ending

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) 2001 WALNUT STREET	Room/suite	B Telephone number 816-471-4700
City or town, state, and ZIP code KANSAS CITY, MO 64108		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,652,063.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		257,439.	257,439.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		402,133.			
b Gross sales price for all assets on line 6a	4,832,040.				
7 Capital gain net income (from Part IV, line 2)			402,133.		
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		3,237.	3,237.		STATEMENT 2
12 Total. Add lines 1 through 11		662,809.	662,809.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	10,313.	1,547.		8,766.
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	12,071.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	82,463.	57,736.		24,542.
24 Total operating and administrative expenses. Add lines 13 through 23		104,847.	59,283.		33,308.
25 Contributions, gifts, grants paid		479,800.			479,800.
26 Total expenses and disbursements. Add lines 24 and 25		584,647.	59,283.		513,108.
27 Subtract line 26 from line 12		78,162.			
a Excess of revenue over expenses and disbursements			603,526.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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			1,100,011.	911,348.	911,348.
	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					
	b Investments - corporate stock STMT 6			4,702,791.	4,981,058.	5,774,334.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 7			6,067,588.	6,051,926.	4,966,381.
	14 Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			11,870,390.	11,944,332.	11,652,063.
	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 ▶ STATEMENT 8)			6,907.	2,687.		
23 Total liabilities (add lines 17 through 22)			6,907.	2,687.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			11,863,483.	11,941,645.	
30 Total net assets or fund balances			11,863,483.	11,941,645.		
31 Total liabilities and net assets/fund balances			11,870,390.	11,944,332.		

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	11,863,483.
2 Enter amount from Part I, line 27a	2	78,162.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,941,645.
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	11,941,645.

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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 VARIOUS SECURITIES	P		
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 4,832,040.		4,429,907.	402,133.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			402,133.
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	402,133.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	508,259.	11,025,073.	.046100
2009	624,863.	9,815,088.	.063664
2008	578,279.	12,495,009.	.046281
2007	732,782.	14,767,923.	.049620
2006	666,830.	13,832,416.	.048208

2 Total of line 1, column (d)	2	.253873
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	.050775
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,328,426.
5 Multiply line 4 by line 3	5	625,976.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,035.
7 Add lines 5 and 6	7	632,011.
8 Enter qualifying distributions from Part XII, line 4 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.	8	513,108.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	12,071.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	12,071.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	12,071.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,384.	
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	9,384.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	64.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,751.	
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A: Statements Regarding Activities (continued)

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 **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** **N/A**

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** **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **X**

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>		
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? X	1c	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years N/A	2a	
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. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? X	4a	
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? X	4b	

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

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 9		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

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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	11,572,079.
b	Average of monthly cash balances	1b	944,090.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,516,169.
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	12,516,169.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	187,743.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,328,426.
6	Minimum investment return. Enter 5% of line 5	6	616,421.

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	616,421.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,071.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,071.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	604,350.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	604,350.
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	604,350.

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	513,108.
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	513,108.
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	513,108.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				604,350.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			504,608.	
b Total for prior years:				
2009, 2008, 2007		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010		0.		
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$				513,108.
a Applied to 2010, but not more than line 2a			504,608.	
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				8,500.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				595,850.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

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

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

THE MCGEE FOUNDATION

Form 990-PF (2011)

C/O BERNARD J. DUFFY, III

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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				
CARITAS CLINICS 636 TAUROMEE KANSAS CITY, KS 66101			OPERATING SUPPORT	6,000.
CATHOLIC CHARITIES OF NORTHEAST KANSAS 9720 WEST 87TH STREET OVERLAND PARK, KS 66212			PROGRAM SUPPORT	15,000.
CATHOLIC EDUCATION FOUNDATION 12615 PARALLEL PARKWAY KANSAS CITY, KS 66109			SCHOLARSHIPS	15,000.
CRISTO REY KANSAS CITY 211 W. LINWOOD BLVD. KANSAS CITY, MO 64111			OPERATING SUPPORT	10,000.
DON BOSCO COMMUNITY CENTER 531 GARFIELD KANSAS CITY, MO 64124			OPERATING SUPPORT	25,000.
Total	SEE CONTINUATION SHEET(S)			479,800.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

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?				
a Transfers from the reporting foundation to a noncharitable exempt organization of:				
(1) Cash				X
(2) Other assets				X
b Other transactions:				
(1) Sales of assets to a noncharitable exempt organization				X
(2) Purchases of assets from a noncharitable exempt organization				X
(3) Rental of facilities, equipment, or other assets				X
(4) Reimbursement arrangements				X
(5) Loans or loan guarantees				X
(6) Performance of services or membership or fundraising solicitations				X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees				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.				

[illegible]

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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	<input checked="" type="checkbox"/> <i>Self</i> Officer or Treasurer Signature of officer or treasurer		<input checked="" type="checkbox"/> <i>5/10/2012</i> Date		<input type="checkbox"/> <i>Officer</i> Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check <input type="checkbox"/> if self-employed	
	MICHELLE BROWN		<i>Michelle L Brown</i>		PTIN	
	Firm's name <input checked="" type="checkbox"/> CBIZ MHM, LLC		Date <i>2/20/12</i>		P00225262	
Firm's address <input checked="" type="checkbox"/> 11440 TOMAHAWK CREEK PARKWAY LEAWOOD, KS 66211					Firm's EIN <input checked="" type="checkbox"/> 34-1874260	
					Phone no. 913-234-1000	

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

44-6006285

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
EL CENTRO, INC. 650 MINNESOTA AVENUE KANSAS CITY, KS 66101			OPERATING SUPPORT	10,000.
GUADALUPE CENTER, INC. 1015 AVENIDA CESAR E. CHAVEZ KANSAS CITY, MO 64108			OPERATING SUPPORT	15,000.
HARVESTERS COMMUNITY FOOD NETWORK 3801 TOPPING AVENUE KANSAS CITY, MO 64129			OPERATING SUPPORT	15,000.
HOPE FAITH MINISTRIES, INC. 705 VIRGINIA AVE KANSAS CITY, MO 64106			FACILITY RENOVATION	20,000.
KANSAS CITY COMMUNITY GARDENS, INC. 6917 KENSINGTON KANSAS CITY, MO 64132			OPERATING SUPPORT	5,000.
LITTLE SISTERS OF THE POOR 8745 JAMES A REED RD. KANSAS CITY, MO 64138			FACILITY RENOVATION	50,000.
METROPOLITAN ORGANIZATION TO COUNTER SEXUAL ASSAULT 3100 BROADWAY KANSAS CITY, MO 64111			PROGRAM SUPPORT	5,000.
NOTRE DAME DE SION 10631 WORNALL ROAD KANSAS CITY, MO 64114			SCHOLARSHIPS	35,000.
RESTART, INC. 918 E. 9TH STREET KANSAS CITY, MO 66101			OPERATING SUPPORT	10,000.
ROCKHURST HIGH SCHOOL 9301 STATE LINE ROAD KANSAS CITY, MO 64114			FACILITY UPGRADES	50,000.
Total from continuation sheets				408,800.

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

44-6006285

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ROCKHURST UNIVERSITY 1100 ROCKHURST ROAD KANSAS CITY, MO 64110			FACILITY IMPROVEMENTS	50,000.
RONALD MCDONALD HOUSE CHARITIES KANSAS CITY 2502 CHERRY STREET KANSAS CITY, MO 64108			FACILITY RENOVATION	10,000.
ROSE BROOKS CENTER, INC. PO BOX 320599 KANSAS CITY, MO 64132			OPERATING SUPPORT	10,000.
SAINT LUKE'S HEALTH SYSTEM HOME 3100 BROADWAY, STE 1000 KANSAS CITY, MO 64111			PROGRAM SUPPORT	30,000.
SETON CENTER, INC. 2816 EAST 23RD STREET KANSAS CITY, MO 64127			OPERATING SUPPORT	25,000.
SHEFFIELD PLACE 6604 EAST 12TH STREET KANSAS CITY, MO 64126			PROGRAM SUPPORT	5,000.
ST. JOSEPH'S INSTITUTE FOR THE DEAF 8835 MONROVIA LENEXA, KS 66215			OPERATING SUPPORT	6,000.
ST. TERESA'S ACADEMY 5600 MAIN STREET KANSAS CITY, MO 64113			OPERATING SUPPORT	31,800.
WESTPORT COOPERATIVE SERVICES, INC. 201 WESTPORT RD. KANSAS CITY, MO 64111			OPERATING SUPPORT	6,000.
WOMEN'S EMPLOYMENT NETWORK 920 MAIN STREET, SUITE 100 KANSAS CITY, MO 64105			OPERATING SUPPORT	5,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets												
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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MUTUAL FUND INTEREST	10,113.	0.	10,113.
OTHER BONDS INTEREST	68.	0.	68.
STOCK DIVIDENDS	247,258.	0.	247,258.
TOTAL TO FM 990-PF, PART I, LN 4	257,439.	0.	257,439.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION PROCEEDS	3,237.	3,237.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,237.	3,237.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,313.	1,547.		8,766.
TO FORM 990-PF, PG 1, LN 16B	10,313.	1,547.		8,766.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	12,071.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12,071.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	873.	131.		742.
FOREIGN TAX WITHHELD	1,014.	1,014.		0.
INVESTMENT FEES	41,046.	41,046.		0.
CUSTODIAL FEES	11,345.	11,345.		0.
CONTRACT ADMINISTRATION FEES	28,000.	4,200.		23,800.
UNDERPAYMENT PENALTIES	185.	0.		0.
TO FORM 990-PF, PG 1, LN 23	82,463.	57,736.		24,542.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS - SEE ATTACHED	4,981,058.	5,774,334.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,981,058.	5,774,334.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED	COST	6,051,926.	4,966,381.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,051,926.	4,966,381.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED FEDERAL EXCISE TAX	6,907.	2,687.
TOTAL TO FORM 990-PF, PART II, LINE 22	6,907.	2,687.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS R. MCGEE, JR. KANSAS CITY, MO 64105	DIRECTOR 0.00	0.	0.	0.
SIMON P. MCGEE KANSAS CITY, MO 64112	PRESIDENT 0.00	0.	0.	0.
SHEILA M. LILLIS KANSAS CITY, MO 64118	SECRETARY/DIRECTOR 0.00	0.	0.	0.
VIRGINIA L. COPPINGER KANSAS CITY, MO 64113	DIRECTOR 0.00	0.	0.	0.
JOHN R. MCGEE KANSAS CITY, MO 64108	DIRECTOR 0.00	0.	0.	0.
BERNARD J. DUFFY III KANSAS CITY, MO 64113	TREASURER 0.00	0.	0.	0.
CLYDE WENDEL KANSAS CITY, MO 64141	DIRECTOR 0.00	0.	0.	0.
MOLLY MCGEE KANSAS CITY, MO 64113	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 10
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ACTIVITY ONE

FOOTNOTE 1 - PAGE 7, PART IX-1 - SUMMARY OF DIRECT CHARITABLE ACTIVITIES
TOTAL GRANTS PAID DURING THE YEAR EQUALED \$479,800 AND WENT TO MANY DIFFERENT ORGANIZATIONS. SEE THE ATTACHED STATEMENT. TOTAL EXPENSES RELATED TO GRANTS AND PROGRAM RELATED INVESTMENTS TOTALED \$33,308. THIS AMOUNT INCLUDES \$8,766 IN PROFESSIONAL FEES, \$23,800 IN CONTRACT ADMINISTRATION FEES & \$741 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.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES33,308.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. WHITNEY HOSTY
1055 BROADWAY, SUITE 130
KANSAS CITY, MO 64105

TELEPHONE NUMBER

816-627-3441

FORM AND CONTENT OF 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 NEEDED.

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION GENERALLY DOES NOT FUND INSTITUTIONS OR PROGRAMS OUTSIDE 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 FOR APPLIED RESEARCH, THE FOUNDATION DOES NOT FUND SCHOLARLY RESEARCH PROJECTS AND PROGRAMS.

The McGee Foundation Cust-Bernstein
December 1, 2011 - December 31, 2011

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Income and Receipts

	<i>This Period</i>	<i>This Year</i>
Interest	4.08	10,180.24
Dividends	65,433.58	247,258.22
Other Receipts	17.97	3,255.35
Total	\$ 65,455.63	\$ 260,693.81

Realized Gains and Losses

	<i>This Period</i>	<i>This Year</i>
Assets Sold/Matured	65,355.69	402,789.14
Money Market Changes	0.00	0.00
Total	\$ 65,355.69	\$ 402,789.14

Asset Adjustments

	<i>This Period</i>	<i>This Year</i>
Asset Adjustments	-656.00	-656.00
Total	\$ -656.00	\$ -656.00

Disbursements and Expenses

	<i>This Period</i>	<i>This Year</i>
Payment For Clients	-231,000.00	-254,670.04
Fees	-1,042.68	-11,479.36
Taxes	-3,272.25	-17,517.78
Other Disbursements	-9,377.76	-305,218.24
Total	\$ -244,692.69	\$ -588,885.42

Asset Receipts and Deliveries

	<i>This Period</i>	<i>This Year</i>
Receipts	0.00	135,850.73
Deliveries	0.00	-135,850.73
Total	\$ 0.00	\$ 0.00

Unrealized Gains and Losses

	<i>This Period</i>	<i>This Year</i>
Unrealized Gain/Loss	-135,794.99	-1,115,858.90
Total	\$ -135,794.99	\$ -1,115,858.90

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Total Market</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Cash and Cash Equivalents						
Financial Square Tr Government Fd	911,348.30	911,348.30	911,348.30	7.82%	55.00	0.01%
Preferred CI Fund 488		1.00	1.00			
Income Cash		-980,564.33	-980,564.33	-8.42%	0.00	0.00%



The Commerce Trust Company

A division of Commerce Bank

The McGee Foundation Cust-Bernstein
December 1, 2011 - December 31, 2011

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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
Principal Cash		980,564.33	980,564.33	8.42%	0.00	0.00%
Total Cash and Cash Equivalents		\$ 911,348.30	\$ 911,348.30	7.82%	\$ 55.00	0.01%

Equity Investments

Domestic Equities

Common Stocks

Accenture PLC	475	23,675.76 49.84	25,284.25 53.23	0.22%	641.00	2.54%
Allergan Inc	750	53,870.71 71.83	65,805.00 87.74	0.56%	150.00	0.23%
Altria Group Inc	1,800	42,958.22 23.87	53,370.00 29.65	0.46%	2,952.00	5.53%
Amazon Com Inc	300	39,695.73 132.32	51,930.00 173.10	0.45%	0.00	0.00%
Anadarko Petroleum	660	50,054.33 75.84	50,377.80 76.33	0.43%	237.00	0.47%
Apple Inc	525	32,466.74 61.84	212,625.00 405.00	1.82%	0.00	0.00%
Applied Materials Inc	4,600	53,130.77 11.55	49,266.00 10.71	0.42%	1,472.00	2.99%
AT&T Inc	900	25,666.38 28.52	27,216.00 30.24	0.23%	1,584.00	5.82%
Boeing Co	600	38,984.18 64.97	44,010.00 73.35	0.38%	1,056.00	2.40%
Borg-Warner Automotive Inc	600	46,279.82 77.13	38,244.00 63.74	0.33%	0.00	0.00%

The McGee Foundation Cust-Bernstein
December 1, 2011 - December 31, 2011

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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
Broadcom Corp	1,900	63,259.78 33.30	55,784.00 29.36	0.48%	684.00	1.23%
Cbre Group Inc	1,500	25,210.80 16.81	22,830.00 15.22	0.20%	0.00	0.00%
Celgene Corp	225	11,986.02 53.27	15,210.00 67.60	0.13%	0.00	0.00%
Centerpoint Energy Inc	650	13,593.71 20.91	13,058.50 20.09	0.11%	513.00	3.93%
Centurylink	2,300	83,332.26 36.23	85,560.00 37.20	0.73%	6,670.00	7.80%
Cisco System Inc	1,100	20,334.60 18.49	19,888.00 18.08	0.17%	264.00	1.33%
CIT Group Inc	900	28,453.50 31.62	31,383.00 34.87	0.27%	0.00	0.00%
Citigroup Inc	4,800	190,430.59 39.67	126,288.00 26.31	1.08%	192.00	0.15%
Citrix Sys Inc	800	56,069.96 70.09	48,576.00 60.72	0.42%	0.00	0.00%
CMS Energy Corp	1,300	25,017.90 19.25	28,704.00 22.08	0.25%	1,092.00	3.80%
Comcast Corporation Cl-A	3,180	72,154.96 22.69	75,397.80 23.71	0.65%	1,431.00	1.90%
Commerce Bancshares Inc	14,374	33,167.58 2.31	547,936.88 38.12	4.70%	13,224.00	2.41%
Conocophillips	375	26,848.57 71.60	27,326.25 72.87	0.23%	990.00	3.62%
Constellation Brands Inc-Cl A	1,300	19,879.99 15.29	26,871.00 20.67	0.23%	0.00	0.00%
Corning Inc	2,300	41,537.95 18.06	29,854.00 12.98	0.26%	690.00	2.31%



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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
Covident PLC	1,100	54,518.57 49.56	49,511.00 45.01	0.42%	990.00	2.00%
Danaher Corp	1,700	57,155.91 33.62	79,968.00 47.04	0.69%	170.00	0.21%
Dell Inc	900	11,027.79 12.25	13,167.00 14.63	0.11%	0.00	0.00%
Delta Air Lines Inc	3,700	39,978.21 10.81	29,933.00 8.09	0.26%	0.00	0.00%
Devon Energy Corporation	600	45,386.60 75.64	37,200.00 62.00	0.32%	408.00	1.10%
Directv Class A	425	16,492.39 38.81	18,173.00 42.76	0.16%	0.00	0.00%
Disney Walt Co	2,000	64,072.42 32.04	75,000.00 37.50	0.64%	1,200.00	1.60%
Dollar General Corp	450	16,383.56 36.41	18,513.00 41.14	0.16%	0.00	0.00%
Dow Chemical	1,300	44,846.79 34.50	37,388.00 28.76	0.32%	1,300.00	3.48%
DTE Energy Co	600	27,566.49 45.94	32,670.00 54.45	0.28%	1,410.00	4.32%
EMC Corporation	2,800	50,749.31 18.13	60,312.00 21.54	0.52%	0.00	0.00%
Eog Resources Incorporated	650	65,373.45 100.58	64,031.50 98.51	0.55%	416.00	0.65%
Express Scripts Inc Cl-A	900	47,627.23 52.92	40,221.00 44.69	0.35%	0.00	0.00%
Flowserve Corp	500	61,813.25 123.63	49,660.00 99.32	0.43%	640.00	1.29%
FMC Technologies Inc	950	42,386.36 44.62	49,618.50 52.23	0.43%	0.00	0.00%

The McGee Foundation Cust-Bernstein
December 1, 2011 - December 31, 2011

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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
Ford Motor Company	1,000	12,873.20 12.87	10,760.00 10.76	0.09%	200.00	1.86%
Gamestop Corp Cl A	600	15,892.26 26.49	14,478.00 24.13	0.12%	0.00	0.00%
Gannett Inc	3,200	36,959.67 11.55	42,784.00 13.37	0.37%	1,024.00	2.39%
General Electric Co	1,600	25,008.92 15.63	28,656.00 17.91	0.25%	1,088.00	3.80%
General Mills Inc	1,500	57,943.40 38.63	60,615.00 40.41	0.52%	1,830.00	3.02%
General Motors Co	3,000	79,040.01 26.35	60,810.00 20.27	0.52%	0.00	0.00%
Gilead Sciences Inc	1,350	50,628.16 37.50	55,255.50 40.93	0.47%	0.00	0.00%
Goldman Sachs Group Incorporated	275	41,758.83 151.85	24,868.25 90.43	0.21%	385.00	1.55%
Goodrich (B F) Co	200	14,449.20 72.25	24,740.00 123.70	0.21%	232.00	0.94%
Google Inc Cl A	250	94,917.64 379.67	161,475.00 645.90	1.39%	0.00	0.00%
Harley Davidson Inc	550	20,782.06 37.79	21,378.50 38.87	0.18%	275.00	1.29%
Health Net Inc	800	20,729.76 25.91	24,336.00 30.42	0.21%	0.00	0.00%
Hewlett Packard Co	3,800	132,318.92 34.82	97,888.00 25.76	0.84%	1,824.00	1.86%
Illumina Incorporated	350	10,774.72 30.79	10,668.00 30.48	0.09%	0.00	0.00%
Ingersoll Rand PLC	450	14,142.90 31.43	13,711.50 30.47	0.12%	288.00	2.10%



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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
Intuit	1,100	53,345.26 48.50	57,849.00 52.59	0.50%	660.00	1.14%
Johnson and Johnson	2,000	119,785.68 59.89	131,160.00 65.58	1.13%	4,560.00	3.48%
Johnson Controls Inc	1,200	36,434.91 30.36	37,512.00 31.26	0.32%	864.00	2.30%
JP Morgan Chase & Co	3,840	137,345.58 35.77	127,680.00 33.25	1.10%	3,840.00	3.01%
Kroger Co	2,800	65,627.36 23.44	67,816.00 24.22	0.58%	1,288.00	1.90%
Lam Resh Corp	800	35,319.01 44.15	29,616.00 37.02	0.25%	0.00	0.00%
Las Vegas Sands Corp	175	7,278.56 41.59	7,477.75 42.73	0.06%	0.00	0.00%
Lauder Estee Cos Inc CI A	150	14,098.94 93.99	16,848.00 112.32	0.14%	157.00	0.93%
Lear Corp	700	26,435.22 37.77	27,860.00 39.80	0.24%	350.00	1.26%
Limited Inc	1,050	32,201.79 30.67	42,367.50 40.35	0.36%	840.00	1.98%
Lorillard Inc	500	53,417.89 106.84	57,000.00 114.00	0.49%	2,600.00	4.56%
Lowes Companies Inc	1,000	24,125.69 24.13	25,380.00 25.38	0.22%	560.00	2.21%
Lyondellbasell Indu-CI A	1,300	43,191.64 33.22	42,237.00 32.49	0.36%	1,300.00	3.08%
Marathon Oil Corp	2,100	45,470.08 21.65	61,467.00 29.27	0.53%	1,260.00	2.05%
Marathon Petroleum Corp	1,900	66,523.30 35.01	63,251.00 33.29	0.54%	1,900.00	3.00%

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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
McGraw-Hill Companies Inc	400	16,169.12 40.42	17,988.00 44.97	0.15%	400.00	2.22%
Metlife Inc	850	33,990.84 39.99	26,503.00 31.18	0.23%	629.00	2.37%
Micron Technology	4,800	26,818.86 5.59	30,192.00 6.29	0.26%	0.00	0.00%
Monsanto Co	950	65,507.08 68.96	66,566.50 70.07	0.57%	1,140.00	1.71%
Moody's Corporation	850	31,065.28 36.55	28,628.00 33.68	0.25%	544.00	1.90%
Morgan Stanley Dean Witter & Co	900	14,425.29 16.03	13,617.00 15.13	0.12%	180.00	1.32%
Newell Rubbermaid Incorporated	1,300	16,229.98 12.49	20,995.00 16.15	0.18%	416.00	1.98%
Noble Energy Inc	700	55,357.66 79.08	66,073.00 94.39	0.57%	616.00	0.93%
Northrop Grumman Corp	475	27,869.16 58.67	27,778.00 58.48	0.24%	950.00	3.42%
NV Energy Inc	1,700	24,717.70 14.54	27,795.00 16.35	0.24%	884.00	3.18%
Nvr Inc	20	12,379.45 618.97	13,720.00 686.00	0.12%	0.00	0.00%
Oracle Corporation	3,200	93,744.58 29.30	82,080.00 25.65	0.70%	768.00	0.94%
Pepsico Inc	275	16,767.52 60.97	18,246.25 66.35	0.16%	566.00	3.10%
Perrigo Co	175	15,604.75 89.17	17,027.50 97.30	0.15%	56.00	0.33%
Pfizer Inc	7,300	155,446.61 21.29	157,972.00 21.64	1.36%	6,424.00	4.07%



The Commerce Trust Company

A division of Commerce Bank

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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
Precision Castparts Corp	325	51,555.22 158.63	53,556.75 164.79	0.46%	39.00	0.07%
Procter & Gamble Co	175	10,701.60 61.15	11,674.25 66.71	0.10%	367.00	3.15%
Pvh Corp	275	18,316.86 66.61	19,384.75 70.49	0.17%	41.00	0.21%
Qualcomm Inc	1,900	103,204.16 54.32	103,930.00 54.70	0.89%	1,634.00	1.57%
Rockwell Automation Inc	550	40,739.55 74.07	40,353.50 73.37	0.35%	935.00	2.32%
Salesforce.Com Inc	125	14,817.03 118.54	12,682.50 101.46	0.11%	0.00	0.00%
Schlumberger LTD	1,325	74,733.26 56.40	90,510.75 68.31	0.78%	1,325.00	1.46%
Starbucks Corp	1,300	38,918.48 29.94	59,813.00 46.01	0.51%	884.00	1.48%
Time Warner Cable	800	26,487.29 33.11	50,856.00 63.57	0.44%	1,536.00	3.02%
Transocean LTD	1,100	64,622.82 58.75	42,229.00 38.39	0.36%	3,476.00	8.23%
Travelers Cos Inc	1,000	46,502.50 46.50	59,170.00 59.17	0.51%	1,640.00	2.77%
TRW Automotive Holdings Corporation	750	32,401.73 43.20	24,450.00 32.60	0.21%	0.00	0.00%
Tyson Foods Inc	1,600	30,694.32 19.18	33,024.00 20.64	0.28%	256.00	0.78%
United Parcel Service B	1,200	82,375.64 68.65	87,828.00 73.19	0.75%	2,496.00	2.84%
Unitedhealth Group Inc	1,400	66,608.35 47.58	70,952.00 50.68	0.61%	910.00	1.28%

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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
	V F Corp	175	19,302.64 110.30	22,223.25 126.99	0.19%	504.00	2.27%
	Viacom Inc-Class B	1,900	82,026.53 43.17	86,279.00 45.41	0.74%	1,900.00	2.20%
	Visa Inc Class A Shares	275	22,021.78 80.08	27,920.75 101.53	0.24%	242.00	0.87%
	Wellpoint Inc	1,200	85,453.71 71.21	79,500.00 66.25	0.68%	1,200.00	1.51%
	Wells Fargo & Company	436	10,647.16 24.42	12,016.16 27.56	0.10%	209.00	1.74%
	Total Common Stocks		\$ 4,680,484.21	\$ 5,479,641.39	47.03%	\$ 100,868.00	1.84%
	Total Domestic Equities		\$ 4,680,484.21	\$ 5,479,641.39	47.03%	\$ 100,868.00	1.84%
	International Equities						
	Common Stock - ADR						
	Astrazeneca PLC - Sponsored ADR	2,100	92,463.71 44.03	97,209.00 46.29	0.83%	5,670.00	5.83%
	BP PLC ADR	2,600	104,194.46 40.08	111,124.00 42.74	0.95%	4,368.00	3.93%
	Marvell Technology Group LTD	4,000	62,157.37 15.54	55,400.00 13.85	0.48%	0.00	0.00%
	Potash Corp Sask Inc	750	41,757.94 55.68	30,960.00 41.28	0.27%	210.00	0.68%
	Total Common Stock - ADR		\$ 300,573.48	\$ 294,693.00	2.53%	\$ 10,248.00	3.48%
	International Equity Mutual Funds						

International Equity Mutual Funds

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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
Bernstein International Portfolio	109,392.533	2,387,790.96 21.83	1,357,561.33 12.41	11.65%	0.00	0.00%
Sanford C Bernstein Fund Inc - Emerging Markets Value Portfolio	20,083.404	720,137.09 35.86	486,620.88 24.23	4.18%	0.00	0.00%
Total International Equity Mutual Funds		\$ 3,107,928.05	\$ 1,844,182.21	15.83%	\$ 0.00	0.00%
Total International Equities		\$ 3,408,501.53	\$ 2,138,875.21	18.36%	\$ 10,248.00	0.48%
Total Equity Investments		\$ 8,088,985.74	\$ 7,618,516.60	65.38%	\$ 111,116.00	1.46%
Fixed Income Investments						
Diversified Taxable Mutual Funds						
Bernstein Intermediate Duration Institutional Portfolio	195,749.167	2,943,998.27 15.04	3,122,199.21 15.95	26.80%	58,416.00	1.87%
Total Diversified Taxable Mutual Funds		\$ 2,943,998.27	\$ 3,122,199.21	26.80%	\$ 58,416.00	1.87%
Total Fixed Income Investments		\$ 2,943,998.27	\$ 3,122,199.21	26.80%	\$ 58,416.00	1.87%
Miscellaneous						
Apple Inc Securities Litigation 8/24/01 - 6/26/06 Due 3/15/11	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%