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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

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning 10/01, 2011, and ending 09/30, 2012

Name of foundation GEORGE W.P. MAGEE TRUST A Employer identification number 04-6011097

Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802 Room/suite _____ B Telephone number (see instructions) (888) 866-3275

City or town, state, and ZIP code PROVIDENCE, RI 02901-1802 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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,136,515. J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(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 (attach schedule)				
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	153,056.	153,056.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	199,050.			
b Gross sales price for all assets on line 6a <u>2,157,658.</u>				
7 Capital gain net income (from Part IV, line 2)		199,050.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	352,106.	352,106.		
13 Compensation of officers, directors, trustees, etc.	47,069.	28,242.		18,828.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	6,046.	1,629.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	5,471.			5,471.
24 Total operating and administrative expenses. Add lines 13 through 23	59,836.	29,871.	NONE	25,549.
25 Contributions, gifts, grants paid	316,400.			316,400.
26 Total expenses and disbursements. Add lines 24 and 25	376,236.	29,871.	NONE	341,949.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-24,130.			
b Net investment income (if negative, enter -)		322,235.		
c Adjusted net income (if negative, enter -)				

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For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing	NONE			
2 Savings and temporary cash investments	427,278.	916,739.	916,739.	
3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10 a Investments - U S and state government obligations (attach schedule)	128,397.	128,397.	153,954.	
b Investments - corporate stock (attach schedule)	5,730,062.	5,144,138.	5,653,938.	
c Investments - corporate bonds (attach schedule)	390,601.	380,105.	411,884.	
11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE			
12 Investments - mortgage loans	NONE			
13 Investments - other (attach schedule)	NONE			
14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)	NONE			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,676,338.	6,569,379.	7,136,515.	
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds	6,676,338.	6,569,379.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	NONE			
30 Total net assets or fund balances (see instructions)	6,676,338.	6,569,379.		
31 Total liabilities and net assets/fund balances (see instructions)	6,676,338.	6,569,379.		

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	6,676,338.
2 Enter amount from Part I, line 27a	2	-24,130.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,362.
4 Add lines 1, 2, and 3	4	6,653,570.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	84,191.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,569,379.



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 PUBLICLY TRADED SECURITIES						
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 2,127,211.		1,958,608.	168,603.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV. 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			168,603.			
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	199,050.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3		

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

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

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

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

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

(a) Base period years Calendar year (for 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	273,764.	6,895,547.	0.039702
2009	312,875.	6,408,606.	0.048821
2008	365,328.	5,656,864.	0.064581
2007			
2006			
2 Total of line 1, column (d)			0.153104
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			0.051035
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		6,662,420.	
5 Multiply line 4 by line 3			340,017.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,222.
7 Add lines 5 and 6			343,239.
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.			341,949.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 6,445, 3,400, and 3,045.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Values include 'X' in various cells, indicating affirmative answers.



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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X		
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> US TRUST FIDUCIARY TAX SERVICES Telephone no <input type="checkbox"/> (401) 278-6825			
Located at <input type="checkbox"/> P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 <input type="checkbox"/> 02901-1802				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year. <input type="checkbox"/> 15				
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?	Yes	No	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 <input type="checkbox"/>				

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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/>		X
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? <input type="checkbox"/>		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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.) <input type="checkbox"/>		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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.) <input type="checkbox"/>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>		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? <input type="checkbox"/>		X



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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		47,069.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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



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	6,223,838.
b	Average of monthly cash balances	1b	540,040.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,763,878.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,763,878.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,458.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,662,420.
6	Minimum investment return. Enter 5% of line 5	6	333,121.

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	333,121.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,445.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,445.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	326,676.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	326,676.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	326,676.

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	341,949.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	341,949.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	341,949.

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				326,676.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006			NONE	
b From 2007			NONE	
c From 2008			12,434.	
d From 2009			NONE	
e From 2010			NONE	
f Total of lines 3a through e	12,434.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 341,949.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				326,676.
e Remaining amount distributed out of corpus	15,273.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	27,707.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	27,707.			
10 Analysis of line 9				
a Excess from 2007			NONE	
b Excess from 2008			12,434.	
c Excess from 2009			NONE	
d Excess from 2010			NONE	
e Excess from 2011			15,273.	



Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

Empty box for date of ruling

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

4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2011, Prior 3 years (b) 2010, (c) 2009, (d) 2008, (e) Total

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).)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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 STATEMENT 11				
Total ▶ 3a				316,400.
b Approved for future payment				
Total ▶ 3b				



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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date, Title, SVP Tax.

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AMGEN INC COM	518.	518.
APPLE COMPUTER INCORPORATED	848.	848.
ARTIO GLOBAL HIGH INCOME FUND CL I	3,772.	3,772.
BOFA GOVERNMENT RESERVES CAPITAL CLASS	34.	34.
CIGNA CORPORATION	15.	15.
CITIGROUP INC NEW COM	9.	9.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	519.	519.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	606.	606.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	3,733.	3,733.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	22,306.	22,306.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	2,878.	2,878.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	703.	703.
COSTCO WHOLESALE CORP	438.	438.
DEUTSCHE TELEKOM INTL FIN B V GTD NT NET	438.	438.
DISCOVER FINL SVCS COM	50.	50.
DUN & BRADSTREET CORP DEL NEW COM	323.	323.
EATON VANCE LARGE-CAP VALUE FUND CL I	2,971.	2,971.
FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6	293.	293.
GENERAL ELEC CO	1,478.	1,478.
GENERAL ELEC CAP CORP MTN SER A	1,350.	1,350.
GOLDMAN SACHS GROUP INC	486.	486.
GOLDMAN SACHS GROUP INC SR UNSUB NT	330.	330.
GOLDMAN SACHS GROUP INC NT	12,875.	12,875.
HEWLETT PACKARD CO COM	197.	197.
ISHARES MSCI EMERGING MKTS INDEX FUND	6,339.	6,339.
J P MORGAN CHASE & CO COM	1,947.	1,947.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	758.	758.
KIMBERLY CLARK CORP COM	696.	696.
LORILLARD INC COM	1,726.	1,726.
MCKESSON HBOC INC	340.	340.
MERCK & CO INC NEW COM	1,354.	1,354.
METRO WEST T/R BD CL I	7,983.	7,983.
GQ0557 L775 10/22/2012 11:55:39		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICROSOFT CORPORATION	2,684.	2,684.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	514.	514.
NORDSTROM INCORPORATED	588.	588.
OCCIDENTAL PETROLEUM CORPORATION	1,400.	1,400.
PIMCO TOTAL RETURN FUND INSTL	24,626.	24,626.
PNC BK CORP	743.	743.
PEPSICO INCORPORATED	1,105.	1,105.
PIMCO COMMODITY REALRETURN STRATEGY FUND	24,181.	24,181.
PRICE T ROWE GROUP INC COM	226.	226.
PROCTER & GAMBLE CO COM	431.	431.
PRUDENTIAL FINL INC COM	334.	334.
PRUDENTIAL FINL INC MTN SER B	713.	713.
QUEBEC PROV CDA GLOBAL DEB CANADA	750.	750.
SCHLUMBERGER LIMITED	625.	625.
TARGET CORP	468.	468.
TARGET CORP DTD 10/31/2002 6.35% DUE 11/	1,905.	1,905.
TEXAS INSTRS INC	391.	391.
THERMO ELECTRON CORP	124.	124.
UNITED STATES TREAS BD DTD 02/15/01 5.37	1,881.	1,881.
UNITED STATES TREAS NT DTD 03/15/05 4.00	2,400.	2,400.
UNITED STATES TREAS NTS DTD 11/15/05	900.	900.
UNITED TECHNOLOGIES CORP	1,343.	1,343.
VERIZON COMMUNICATIONS	1,750.	1,750.
VIACOM INC CL B COM	454.	454.
VODAFONE GROUP PLC NEW NT UNITED KINGDOM	269.	269.
WAL-MART STORES INC GLOBAL NT	2,025.	2,025.
WELLS FARGO COMPANY	1,913.	1,913.
TOTAL	153,056.	153,056.

GEORGE W.P. MAGEE TRUST

04-6011097

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	987.	
FEDERAL ESTIMATES - PRINCIPAL	3,430.	
FOREIGN TAXES ON QUALIFIED FOR	176.	176.
FOREIGN TAXES ON NONQUALIFIED	1,453.	1,453.
TOTALS	6,046.	1,629.

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE-PRINCI
OTHER ALLOCABLE EXPENSE-INCOME

5,001.
470.

5,001.
470.

TOTALS

5,471.
=====

5,471.
=====



GEORGE W.P. MAGEE TRUST

04-6011097

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

=====

DESCRIPTION

AMOUNT

11-12 TYE INC ADJ

1,362.

TOTAL

1,362.

=====



GEORGE W.P. MAGEE TRUST

04-6011097

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

=====

DESCRIPTION -----	AMOUNT -----
11-12 TYE SALES ADJ	84,191.

TOTAL	84,191.
	=====



GEORGE W.P. MAGEE TRUST

04-6011097

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 47,069.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 47,069.

=====



GEORGE W.P. MAGEE TRUST 04-6011097
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
ANNAWON COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
BOSTON MINUTEMAN
COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 37,000.

RECIPIENT NAME:
KNOX TRAIL COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,900.

~~CONFIDENTIAL~~

GEORGE W.P. MAGEE TRUST

04-6011097

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

NASHUA VALLEY COUNCIL

ADDRESS:

BOY SCOUTS OF AMERICA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

MOHEGAN COUNCIL

ADDRESS:

BOY SCOUTS OF AMERICA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

OLD COLONY COUNCIL

ADDRESS:

BOY SCOUTS OF AMERICA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 40,000.



GEORGE W.P. MAGEE TRUST
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

04-6011097

RECIPIENT NAME:
YANKEE CLIPPER COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 28,500.

RECIPIENT NAME:
CAPE COD & THE ISLANDS
COUNCIL
ADDRESS:
BOY SCOUTS OF AMERICA

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
NARRAGANSETT COUNCIL

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
UNRESTRICTED

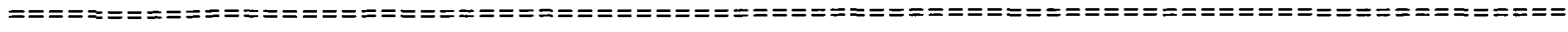
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 30,000.

TOTAL GRANTS PAID: 316,400.
=====



FEDERAL FOOTNOTES



THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES



**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

GEORGE W.P. MAGEE TRUST

Employer identification number

04-6011097

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 95,321.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶					5 95,321.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					30,447.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 73,282.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶					12 103,729.

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

Schedule D (Form 1041) 2011



Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		95,321.
14	Net long-term gain or (loss):			
a	Total for year	14a		103,729.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		199,050.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		



SCHEDULE D-1 (Form 1041)

Continuation Sheet for Schedule D (Form 1041)

OMB No 1545-0092

2011

Department of the Treasury Internal Revenue Service

See instructions for Schedule D (Form 1041). Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: GEORGE W.P. MAGEE TRUST; Employer identification number: 04-6011097

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

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss). Includes entries for ARTIO GLOBAL HIGH CL I, COLUMBIA SELECT GROWTH FUND CLASS Z SHARES, JOHN HANCOCK FDS DISCIPLINED VALUE MID CAP F, and NATIXIS FDS TR IV ESTATE FD CL Y COM.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 95,321.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D-1 (Form 1041) 2011

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

Employer identification number

GEORGE W.P. MAGEE TRUST

04-6011097

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. AMGEN INC COM	06/23/2008	03/29/2012	16,779.00	11,302.00	5,477.00
560. AMGEN INC COM	04/23/2008	03/29/2012	37,584.00	24,003.00	13,581.00
3282.297 ARTIO GLOBAL HIGH CL I	09/22/2010	04/26/2012	31,838.00	34,300.00	-2,462.00
6243.996 ARTIO GLOBAL HIGH CL I	09/16/2010	04/26/2012	60,567.00	65,000.00	-4,433.00
3846.183 COLUMBIA ACORN FU SHARES	10/24/2005	03/29/2012	122,386.00	106,462.00	15,924.00
4221.028 COLUMBIA ACORN FU SHARES	09/16/2010	03/29/2012	134,313.00	110,000.00	24,313.00
1993.865 COLUMBIA ACORN IN FUND CL Z	09/29/2009	09/28/2012	79,376.00	65,000.00	14,376.00
23950.396 COLUMBIA MARSICO AL OPPORTUNITIES FD CLASS Z	10/24/2005	03/29/2012	276,388.00	284,531.00	-8,143.00
92.5 DISCOVER FINL SVCS CO	06/11/2007	03/29/2012	3,042.00	2,691.00	351.00
90. DISCOVER FINL SVCS COM	05/25/2007	03/29/2012	2,960.00	2,505.00	455.00
127.5 DISCOVER FINL SVCS C	04/24/2007	03/29/2012	4,193.00	3,510.00	683.00
5415.162 EATON VANCE LARGE FUND CL I	09/22/2010	09/28/2012	106,191.00	90,000.00	16,191.00
2419.843 EATON VANCE LARGE FUND CL I	09/16/2010	09/28/2012	47,453.00	40,000.00	7,453.00
21.89 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	10/31/2011	22.00	20.00	2.00
28.26 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	11/30/2011	28.00	26.00	2.00
28.47 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	12/31/2011	28.00	27.00	1.00
28.63 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	01/31/2012	29.00	27.00	2.00
28.79 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	02/29/2012	29.00	27.00	2.00
29.05 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	03/31/2012	29.00	27.00	2.00
29.21 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	04/30/2012	29.00	27.00	2.00
29.37 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	05/31/2012	29.00	27.00	2.00
29.53 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	06/30/2012	30.00	28.00	2.00
29.7 FNMA POOL #500982 DTD 6.00% DUE 6/1/2029	03/09/2000	07/31/2012	30.00	28.00	2.00
29.87 FNMA POOL #500982 DT 6.00% DUE 6/1/2029	03/09/2000	08/31/2012	30.00	28.00	2.00
715. GENERAL ELEC CO	02/28/2008	03/29/2012	14,104.00	24,179.00	-10,075.00

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

SETTLEMENT DATE

A S S E T D E T A I L

AS OF 09/30/12

ACCOUNT

PAGE 3

GEORGE W P MAGEE TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
CASH AND CASH EQUIVALENTS							
MONEY MARKET FUNDS							
80,794.310	BOFA GOVERNMENT RESERVES CAPITAL CLASS (INCOME INVESTMENT) CUSIP NO: 097100630	80,794.31	80,794.31	80,794.31	1.132	0.010	8.08
835,944.370	BOFA GOVERNMENT RESERVES CAPITAL CLASS CUSIP NO: 097100630	835,944.37	835,944.37	835,944.37	11.714	0.010	83.59
	TOTAL MONEY MARKET FUNDS	<u>916,738.68</u>	<u>916,738.68</u>	<u>916,738.68</u>	<u>12.846</u>	<u>0.010</u>	<u>91.67</u>
	TOTAL CASH AND CASH EQUIVALENTS	<u>916,738.68</u>	<u>916,738.68</u>	<u>916,738.68</u>	<u>12.846</u>	<u>0.010</u>	<u>91.67</u>
FIXED INCOME							
GOVERNMENT AND AGENCY							
60,000.000	UNITED STATES TREAS NT DTD 02/15/05 4.000% DUE 02/15/15 CUSIP NO: 912828DM9	58,798.33	58,674.61	65,273.40	0.915	3.677	2,400.00
20,000.000	UNITED STATES TREAS NT DTD 11/15/05 4.500% DUE 11/15/15 CUSIP NO: 912828EN6	20,083.59	20,083.59	22,579.60	0.316	3.986	900.00
35,000.000	UNITED STATES TREAS BD DTD 02/15/01 5.375% DUE 02/15/31 CUSIP NO: 912810FP8	37,456.94	39,902.34	50,624.35	0.709	3.716	1,881.25
	TOTAL GOVERNMENT AND AGENCY	<u>116,338.86</u>	<u>118,660.54</u>	<u>138,477.35</u>	<u>1.940</u>	<u>3.742</u>	<u>5,181.25</u>
ASSET BACKED (GOVT & AGENCY)							

SETTLEMENT DATE

A S S E T D E T A I L

AS OF 09/30/12

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ACCOUNT

GEORGE W P MAGEE TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
4,692.410	FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6/1/2029 CUSIP NO: 31383ERB9	4,371.35	4,371.35	5,299.19	0.074	5.313	281.54
	TOTAL ASSET BACKED (GOVT & AGENCY)	<u>4,371.35</u>	<u>4,371.35</u>	<u>5,299.19</u>	<u>0.074</u>	<u>5.313</u>	<u>281.54</u>
	CORPORATE BONDS						
250,000.000	GOLDMAN SACHS GROUP INC NT DTD 01/13/04 5.150% DUE 01/15/14 CUSIP NO: 38143UAB7	253,151.00	253,151.00	262,500.00	3.678	4.905	12,875.00
15,000.000	PRUDENTIAL FINL INC MTN SER B DTD 04/01/04 4.750% DUE 04/01/14 CUSIP NO: 744320A07	14,952.75	14,952.75	15,811.65	0.222	4.506	712.50
45,000.000	WAL-MART STORES INC GLOBAL NT DTD 06/09/05 4.500% DUE 07/01/15 CUSIP NO: 931142BY8	42,947.10	42,947.10	49,915.35	0.699	4.057	2,025.00
20,000.000	GENERAL ELEC CAP CORP MTN SER A DTD 03/20/02 6.750% DUE 03/15/32 CUSIP NO: 36962GXZ2	19,296.60	19,296.60	25,620.40	0.359	5.269	1,350.00
30,000.000	TARGET CORP DTD 10/31/2002 6.35% DUE 11/1/2032 CUSIP NO: 87612EAK2	33,780.60	33,780.60	39,686.10	0.556	4.800	1,905.00
	TOTAL CORPORATE BONDS	<u>364,128.05</u>	<u>364,128.05</u>	<u>393,533.50</u>	<u>5.514</u>	<u>4.794</u>	<u>18,867.50</u>
	MUTUAL FUNDS-FIXED						
42,613.636	METRO WEST T/R BD CL I CUSIP NO: 592905509	450,000.00	450,000.00	470,880.68	6.598	4.154	19,559.66

SETTLEMENT DATE

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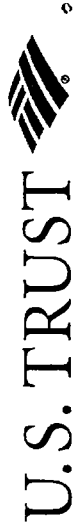
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GEORGE W P MAGEE TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
48,087.779	PIMCO TOTAL RETURN FUND INSTL CUSIP NO: 693390700	550,452.41	548,924.39	556,856.48	7.803	3.117	17,359.69
31,277.392	PIMCO COMMODITY REALRETURN STRATEGY FUND CUSIP NO: 722005667	239,500.00	239,500.00	223,320.58	3.129	13.936	31,121.01
	TOTAL MUTUAL FUNDS-FIXED	<u>1,239,952.41</u>	<u>1,238,424.39</u>	<u>1,251,057.74</u>	<u>17.530</u>	<u>5.439</u>	<u>68,040.36</u>
	FOREIGN BONDS						
5,000.000	VODAFONE GROUP PLC NEW NT UNITED KINGDOM DTD 12/18/02 5.375% DUE 01/30/15 CUSIP NO: 92857WAD2	5,214.45	5,214.45	5,530.95	0.078	4.859	268.75
10,000.000	QUEBEC PROV CDA GLOBAL DEB CANADA DTD 09/15/99 7.500% DUE 09/15/29 CUSIP NO: 748148QR7	9,736.40	9,736.40	15,476.40	0.217	4.846	750.00
5,000.000	DEUTSCHE TELEKOM INTL FIN B V GTD NT NETHERLANDS DTD 07/06/00 8.250% DUE 06/15/30 CUSIP NO: 25156PAC7	6,390.85	6,390.85	7,520.55	0.105	5.485	412.50
	TOTAL FOREIGN BONDS	<u>21,341.70</u>	<u>21,341.70</u>	<u>28,527.90</u>	<u>0.400</u>	<u>5.017</u>	<u>1,431.25</u>
	TOTAL FIXED INCOME	<u>1,746,132.37</u>	<u>1,746,926.03</u>	<u>1,816,895.68</u>	<u>25.458</u>	<u>5.163</u>	<u>93,801.90</u>
	EQUITIES						
	CONSUMER DISCRETIONARY						
120.000	AMAZON COM INC CUSIP NO: 023135106	9,123.96	7,581.69	30,518.40	0.428	0.000	0.00



Bank of America Private Wealth Management

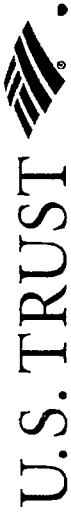
SETTLEMENT DATE ASSET DETAIL

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GEORGE W P MAGEE TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
565.000	NORDSTROM INC CUSIP NO: 655664100	25,032.15	30,109.31	31,176.70	0.437	1.957	610.20
	TOTAL CONSUMER DISCRETIONARY	<u>34,156.11</u>	<u>37,691.00</u>	<u>61,695.10</u>	<u>0.865</u>	<u>0.989</u>	<u>610.20</u>
	CONSUMER STAPLES						
425.000	COSTCO WHSL CORP NEW CUSIP NO: 22160K105	28,499.21	28,499.21	42,568.00	0.596	1.098	467.50
290.000	LORILLARD INC CUSIP NO: 544147101	24,571.71	24,571.71	33,770.50	0.473	5.324	1,798.00
525.000	PEPSICO INC CUSIP NO: 713448108	31,489.82	34,618.03	37,154.25	0.521	3.038	1,128.75
	TOTAL CONSUMER STAPLES	<u>84,560.74</u>	<u>87,688.95</u>	<u>113,492.75</u>	<u>1.590</u>	<u>2.991</u>	<u>3,394.25</u>
	ENERGY						
700.000	OCCIDENTAL PETE CORP DEL CUSIP NO: 674599105	46,087.02	46,087.02	60,242.00	0.844	2.510	1,512.00
595.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES CUSIP NO: 806857108	58,241.83	58,241.83	43,036.35	0.603	1.521	654.50
	TOTAL ENERGY	<u>104,328.85</u>	<u>104,328.85</u>	<u>103,278.35</u>	<u>1.447</u>	<u>2.098</u>	<u>2,166.50</u>
	FINANCIALS						
237.000	CITIGROUP INC NEW COM CUSIP NO: 172967424	78,091.62	83,916.94	7,754.64	0.109	0.122	9.48
300.000	GOLDMAN SACHS GROUP INC CUSIP NO: 38141G104	54,936.45	54,936.45	34,104.00	0.478	1.619	552.00



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1,770.000	J P MORGAN CHASE & CO CUSIP NO: 46625H100	77,310.78	79,740.33	71,649.60	1.004	2.964	2,124.00
495.000	PNC FINL SVCS GROUP INC CUSIP NO: 693475105	31,264.28	32,555.16	31,234.50	0.438	2.536	792.00
170.000	PRICE T ROWE GROUP INC CUSIP NO: 74144T108	10,183.03	10,183.03	10,761.00	0.151	2.148	231.20
230.000	PRUDENTIAL FINL INC CUSIP NO: 744320102	22,682.03	22,682.03	12,537.30	0.176	2.660	333.50
2,453.000	WELLS FARGO & CO NEW COM CUSIP NO: 949746101	89,808.52	89,810.09	84,702.09	1.187	2.549	2,158.64
	TOTAL FINANCIALS	<u>364,276.71</u>	<u>373,824.03</u>	<u>252,743.13</u>	<u>3.543</u>	<u>2.453</u>	<u>6,200.82</u>
	HEALTH CARE						
370.000	CIGNA CORP CUSIP NO: 125509109	12,782.04	11,341.22	17,452.90	0.245	0.085	14.80
620.000	GILEAD SCIENCES INC CUSIP NO: 375558103	29,540.29	29,540.29	41,124.60	0.576	0.000	0.00
425.000	MCKESSON CORP CUSIP NO: 581550103	24,283.40	24,283.40	36,562.75	0.512	0.930	340.00
475.000	THERMO FISHER SCIENTIFIC CORP CUSIP NO: 883556102	26,581.51	26,581.51	27,944.25	0.392	0.884	247.00
	TOTAL HEALTH CARE	<u>93,187.24</u>	<u>91,746.42</u>	<u>123,084.50</u>	<u>1.725</u>	<u>0.489</u>	<u>601.80</u>
	INDUSTRIALS						
215.000	DUN & BRADSTREET CORP DEL NEW CUSIP NO: 26483E100	16,781.17	17,114.76	17,118.30	0.240	1.909	326.80

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680.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	34,141.27	38,968.95	53,237.20	0.746	2.733	1,455.20
	TOTAL INDUSTRIALS	<u>50,922.44</u>	<u>56,083.71</u>	<u>70,355.50</u>	<u>0.986</u>	<u>2.533</u>	<u>1,782.00</u>
	INFORMATION TECHNOLOGY						
320.000	APPLE INC CUSIP NO: 037833100	31,600.32	32,201.90	213,473.60	2.991	1.589	3,392.00
1,305.000	EMC CORP CUSIP NO: 268648102	21,757.15	22,486.84	35,587.35	0.499	0.000	0.00
65.000	GOOGLE INC CL A COM CUSIP NO: 38259P508	31,078.77	31,078.77	49,042.50	0.687	0.000	0.00
3,355.000	MICROSOFT CORP CUSIP NO: 594918104	93,648.12	90,697.22	99,844.80	1.399	3.091	3,086.60
	TOTAL INFORMATION TECHNOLOGY	<u>178,084.36</u>	<u>176,464.73</u>	<u>397,948.25</u>	<u>5.576</u>	<u>1.628</u>	<u>6,478.60</u>
	TELECOMMUNICATION SERVICES						
875.000	VERIZON COMMUNICATIONS INC CUSIP NO: 92343V104	28,957.02	28,517.95	39,873.75	0.559	4.521	1,802.50
	TOTAL TELECOMMUNICATION SERVICES	<u>28,957.02</u>	<u>28,517.95</u>	<u>39,873.75</u>	<u>0.559</u>	<u>4.521</u>	<u>1,802.50</u>
	MUTUAL FUNDS-EQUITY						
7,586.705	INVESCO INTL GROWTH FUND CL Y CUSIP NO: 008882532	210,000.00	210,000.00	213,717.48	2.995	1.424	3,042.27
1,993.865	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES CUSIP NO: 197199813	65,000.00	65,000.00	79,375.77	1.112	0.492	390.80

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22,825.103	COLUMBIA MULTI-ADVISOR INTL EQUITY FUND CLASS Z SHARES CUSIP NO: 19765H677	429,723.27	369,105.40	265,455.95	3.720	1.135	3,012.91
57,954.830	COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES CUSIP NO: 19765N245	715,000.00	715,000.00	872,799.74	12.230	2.556	22,312.61
3,365.886	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES CUSIP NO: 19765N567	133,084.75	134,055.12	149,378.02	2.093	0.629	939.08
4,587.646	COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES CUSIP NO: 19765P596	118,544.78	118,544.78	141,437.13	1.982	0.000	0.00
58,031.519	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES CUSIP NO: 19765Y688	669,824.76	663,903.54	812,441.27	11.384	0.000	0.00
7,835.005	EATON VANCE LARGE-CAP VALUE FUND CLASS I CUSIP NO: 277905642	130,000.00	130,000.00	153,644.45	2.153	1.933	2,969.47
6,392.694	PRUDENTIAL JENNISSON MID-CAP GROWTH FUND INC CL Z CUSIP NO: 74441C808	210,000.00	210,000.00	213,707.76	2.995	0.293	626.48
	TOTAL MUTUAL FUNDS-EQUITY	<u>2,681,177.56</u>	<u>2,615,608.84</u>	<u>2,901,957.57</u>	<u>40.664</u>	<u>1.147</u>	<u>33,293.62</u>
	OTHER EQUITIES						
8,190.000	ISHARES MSCI EMERGING MKTS INDEX FUND CUSIP NO: 464287234	333,758.63	333,758.63	338,451.75	4.743	1.972	6,674.85

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UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
	TOTAL OTHER EQUITIES	<u>333,758.63</u>	<u>333,758.63</u>	<u>338,451.75</u>	<u>4.743</u>	<u>1.972</u>	<u>6,674.85</u>
	TOTAL EQUITIES	<u>3,953,409.66</u>	<u>3,905,713.11</u>	<u>4,402,880.65</u>	<u>61.698</u>	<u>1.431</u>	<u>63,005.14</u>
	TOTAL FOR ACCOUNT	<u>6,616,280.71</u>	<u>6,569,377.82</u>	<u>7,136,515.01</u>	<u>100.000</u>	<u>2.199</u>	<u>156,898.71</u>