Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation: WILLIAM J. MCKEE CHARITABLE FOUNDATION

A Employer identification number: 04-6640238

Number and street (or P O box number if mail is not delivered to street address): 370 MAIN STREET, 12TH FLOOR

Room/suite:

B Telephone number: 508-459-8000

City or town, state, and ZIP code: WORCESTER, MA 01608

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,610,736.

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

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

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

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	21,982.	21,982.		STATEMENT 1
4	Dividends and interest from securities	142,184.	126,180.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	297,151.			
b	Gross sales price for all assets on line 6a 3,930,392.				
7	Capital gain net income (from Part IV, line 2)		297,151.		
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	-16,926.	10.		STATEMENT 3
12	**Total.** Add lines 1 through 11	444,391.	445,323.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	66,343.	33,171.		33,172.
c	Other professional fees				
17	Interest	78.	0.		0.
18	Taxes STMT 5	5,389.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	2,455.	174.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	74,265.	33,345.		33,172.
25	Contributions, gifts, grants paid	350,009.			350,009.
26	**Total expenses and disbursements.** Add lines 24 and 25	424,274.	33,345.		383,181.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	20,117.			
b	**Net investment income** (if negative, enter -0-)		411,978.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	139,966.		
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			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 8	4,109,585.	4,340,471.	4,610,736.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	4,249,551.	4,340,471.	4,610,736.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 9)	0.	150,838.	
23 **Total liabilities** (add lines 17 through 22)	0.	150,838.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	3,676,308.	3,676,308.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	573,243.	513,325.	
30 **Total net assets or fund balances**	4,249,551.	4,189,633.	
31 **Total liabilities and net assets/fund balances**	4,249,551.	4,340,471.	

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	4,249,551.
2 Enter amount from Part I, line 27a	2	20,117.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	3,293.
4 Add lines 1, 2, and 3	4	4,272,961.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR INVESTMENT LIABILITIES	5	83,328.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,189,633.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,930,392.		3,632,878.	297,151.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				297,151.

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** 297,151.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	278,867.	4,770,897.	.058452
2010	114,734.	4,514,543.	.025414
2009	71,864.	4,040,644.	.017785
2008			
2007			

2 **Total** of line 1, column (d)	2	.101651
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	.033884
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,588,662.
5 Multiply line 4 by line 3	5	155,482.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,120.
7 Add lines 5 and 6	7	159,602.
8 Enter qualifying distributions from Part XII, line 4	8	383,181.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	4,120.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,120.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	4,120.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,319.		
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	6,319.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,199.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,199. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FLETCHER TILTON PC Telephone no. ▶ 508-459-8000

Located at ▶ 370 MAIN STREET, SUITE 1200, WORCESTER, MA ZIP+4 ▶ 01608

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | 0.

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? [ ] Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] Yes [ ] No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? [ ] Yes [X] No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) [ ] Yes [X] 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? [ ] Yes [X] No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [ ] Yes [X] No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN E. HODGSON 370 MAIN STREET, SUITE 1200 WORCESTER, MA 01608	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
FLETCHER TILTON PC - 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA 01608	TRUST AND ACCOUNTING FEES	66,343.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	4,445,588.
b	Average of monthly cash balances		1b	212,952.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,658,540.
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	4,658,540.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	69,878.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,588,662.
6	**Minimum investment return.** Enter 5% of line 5		6	229,433.

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	229,433.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,120.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,120.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	225,313.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	225,313.
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	225,313.

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	383,181.
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	383,181.
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	4,120.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	379,061.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				225,313.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			171,254.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 383,181.				
a Applied to 2011, but not more than line 2a			171,254.	
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 2012 distributable amount				211,927.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				13,386.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ▶ [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 or e-mail 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				
ST. SEBASTIAN'S 1191 GREENDALE AVE NEEDHAM, MA 02492	NONE	PUBLIC CHARITY	ONGOING SUPPORT	50,000.
WORCESTER ANIMAL RESCUE LEAGUE 137 HOLDEN ST WORCESTER, MA 01606	NONE	PUBLIC CHARITY	ONGOING SUPPORT	45,000.
BUCKEYE PARTNERS - K-1 PO BOX 56169 HOUSTON, TX 77256	NONE		K-1 CHARITABLE PAYMENT	6.
GUIDE POST FOUNDATION 39 OLD RIDGEBURY ROAD DANBURY, CT 06810	NONE	PUBLIC CHARITY	ONGOING SUPPORT	10,000.
MASS AUDOBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE	PUBLIC CHARITY	ONGOING SUPPORT	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	350,009.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21,982.	
4 Dividends and interest from securities			14	142,184.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	10.	
8 Gain or (loss) from sales of assets other than inventory			18	297,151.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 10		-16,936.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-16,936.		461,327.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	444,391.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/14/13 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT THOMPSON	[signature]	11/14/13		P01236382

Firm's name ▶ FLETCHER TILTON PC | Firm's EIN ▶ 04-2628601

Firm's address ▶ 370 MAIN STREET, SUITE 1250
WORCESTER, MA 01608-1779 | Phone no. (508)459-8000

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12-05-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED MERRILL LYNCH - S/T	P		
b	SEE ATTACHED MERRILL LYNCH - L/T	P		
c	SEE ATTACHED MERRILL LYNCH - OTHER	P		
d	MERRILL LYNCH CALLS AND PUTS	P		
e	WILLIAMS PARTNERS K-1 LTCG	P		
f	BUCKEYE PARTNERS K-1 SECTION 1231	P		
g	ENTERPRISE PRODUCTS PARTNERS K-1 SECTION 1231	P		
h	REGENCY ENERGY PARTNERS K-1 SECTION 1231	P		
i	WILLIAMS PARTNERS K-1 SECTION 1231	P		
j	VANGUARD NATURAL RESOURCES K-1 SECTION 1231	P		
k	KINDER MORGAN K-1 SECTION 1231	P		
l	ENERGY TRANSFER PARTNERS K-1 SECTION 1231	P		
m	AMERIGAS PARTNERS K-1 SECTION 1231	P		
n	CROSSTEX ENERGY K-1 SECTION 1231	P		
o	CAPITAL GAINS DIVIDENDS			

	(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	1,580,660.		1,500,677.	79,983.
b	1,933,268.		1,909,074.	24,194.
c	264,981.		223,127.	41,854.
d	133,345.			133,345.
e				5.
f				-210.
g				-41.
h				-48.
i				-132.
j				50.
k				11.
l				12.
m				-13.
n				3.
o	18,138.			18,138.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				79,983.
b				24,194.
c				41,854.
d				133,345.
e				5.
f				-210.
g				-41.
h				-48.
i				-132.
j				50.
k				11.
l				12.
m				-13.
n				3.
o				18,138.

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	297,151.
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 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
UMASS MEMORIAL FOUNDATION ROUTE 9 WORCESTER, MA 01604	NONE	PUBLIC CHARITY	ONGOING SUPPORT	50,000.
UNITED CONGREGATIONAL CHURCH MAIN STREET WORCESTER, MA 01608	NONE	PUBLIC CHARITY	ONGOING SUPPORT	45,000.
UNIVERSITY OF MICHIGAN 530 S STATE ST ANN ARBOR, MI 48109	NONE	PUBLIC CHARITY	ONGOING SUPPORT	50,000.
BARTON BROOK KENNELS 305 RIVER ST LEICESTER, MA 01524	NONE	PUBLIC CHARITY	ONGOING SUPPORT	50,000.
REGENCY ENERGY K-1 2001 BRYAN ST DALLAS, TX 75201	NONE		K-1 CHARITABLE PAYMENT	2.
WILLIAMS PARTNERS K-1 ONE WILLIAMS CENTER TULSA, OK 74172	NONE		K-1 CHARITABLE PAYMENT	1.
Total from continuation sheets				195,003.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH	17,932.
MERRILL LYNCH - OID	4,050.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	21,982.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERIGAS K-1 - INTEREST	75.	0.	75.
BUCKEYE PARTNERS K-1 - DIVIDENDS	38.	0.	38.
BUCKEYE PARTNERS K-1 - INTEREST	24.	0.	24.
CROSSTEX K-1 - INTEREST	37.	0.	37.
ENERGY TRANSFER K-1 - DIVIDENDS	33.	0.	33.
ENERGY TRANSFER K-1 - INTEREST	3.	0.	3.
ENTERPRISE PRODUCTS PARTNERS K-1 - INTEREST	1.	0.	1.
KINDER MORGAN K-1 - DIVIDENDS	30.	0.	30.
KINDER MORGAN K-1 - INTEREST	56.	0.	56.
MERRILL LYNCH	125,865.	0.	125,865.
MERRILL LYNCH - CGD	18,138.	18,138.	0.
MERRILL LYNCH - NON TAX DIST	1,323.	0.	1,323.
MERRILL LYNCH - NON TAX DIST FROM PARTNERSHIPS	14,681.	0.	14,681.
REGENCY K-1 - INTEREST	12.	0.	12.
WILLIAMS PARTNERS K-1 - DIVIDENDS	1.	0.	1.
WILLIAMS PARTNERS K-1 - INTEREST	5.	0.	5.
TOTAL TO FM 990-PF, PART I, LN 4	160,322.	18,138.	142,184.

FORM 990-PF — OTHER INCOME — STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VANGUARD K-1 - ROYALTY	10.	10.	
BUCKEYE PARTNERS - K-1	-27.	0.	
ACCESS MIDSTREAM K-1	-267.	0.	
ENTERPRISE PRODUCT PARTNERS K-1	-1,651.	0.	
REGENCY ENERGY K-1	-4,971.	0.	
WILLIAMS PARTNERS K-1	-6,148.	0.	
PIONEER SW ENERGY K-1	1,114.	0.	
VANGUARD NATURAL RESOURCES K-1	91.	0.	
KINDER MORGAN K-1	-2,366.	0.	
ENERGY TRANSFER K-1	-411.	0.	
AMERIGAS PARTNERS K-1	-1,358.	0.	
EV ENERGY K-1	12.	0.	
CROSSTEX ENERGY K-1	-954.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-16,926.	10.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST FEES	60,000.	30,000.		30,000.
ACCOUNTING FEES	6,343.	3,171.		3,172.
TO FORM 990-PF, PG 1, LN 16B	66,343.	33,171.		33,172.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	389.	0.		0.
FEDERAL TAXES	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,389.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	174.	174.		0.
K-1 DEDUCTIONS	2,281.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,455.	174.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
CHANGE IN PUBLICLY TRADED PARTNERSHIP BASIS	3,293.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,293.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	869,482.	911,571.
EQUITIES	COST	2,049,414.	2,350,933.
PREFERRED STOCK	COST	772,851.	770,780.
ALTERNATIVE INV	COST	300,000.	296,800.
CORP BONDS	COST	297,284.	226,988.
OTHER INVESTMENTS	COST	51,440.	53,664.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,340,471.	4,610,736.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INVESTMENT LIABILITIES	0.	150,838.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	150,838.

FORM 990-PF OTHER REVENUE STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
BUCKEYE PARTNERS - K-1	523000	-27.			
ACCESS MIDSTREAM K-1	523000	-267.			
ENTERPRISE PRODUCT PARTNERS K-1	523000	-1,651.			
REGENCY ENERGY K-1	523000	-4,971.			
WILLIAMS PARTNERS K-1	523000	-6,148.			
PIONEER SW ENERGY K-1	523000	1,114.			
VANGUARD NATURAL RESOURCES K-1	523000	91.			
KINDER MORGAN K-1	523000	-2,366.			
ENERGY TRANSFER K-1	523000	-411.			
AMERIGAS PARTNERS K-1	523000	-1,358.			
EV ENERGY K-1	523000	12.			
CROSSTEX ENERGY K-1	523000	-954.			
TOTAL TO FORM 990-PF, PG 12, LN 11		-16,936.			

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions WILLIAM J. MCKEE CHARITABLE FOUNDATION	Employer identification number (EIN) or 04-6640238
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 370 MAIN STREET, 12TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WORCESTER, MA 01608	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ FLETCHER TILTON PC 370 MAIN STREET, SUITE 1200 - WORCESTER, MA 01608

Telephone No. ▶ 508-459-8000 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO PREPARE AN ACCURATE AND COMPLETE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 2,804.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 6,319.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, ~~and that I am~~ authorized to prepare this form.

Signature ▶ Sandra Horsch Title ▶ EA Date ▶ 7-29-13

223842
01-21-13

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	WILLIAM J. MCKEE CHARITABLE FOUNDATION	04-6640238
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 370 MAIN STREET, 12TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WORCESTER, MA 01608	

Enter the Return code for the return that this application is for (file a separate application for each return) [0|4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FLETCHER TILTON PC 370 MAIN STREET, SUITE 1200 - WORCESTER, MA 01608
  Telephone No. ▶ 508-459-8000 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 2,804.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 6,319.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

JOHN E HODGSON TTEE

2012 TAX REPORTING STATEMENT

he following sections are provided to facilitate your review and the preparation of your tax return.

he 2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those vith a purchase date within the following timeline. Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012 Legislation requires reporting the gross roceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities " Any sale of a security that is considered a "noncovered security" will still be ncluded in this section with the adjusted cost basis (where available) but the adjusted basis will not be transmitted to the IRS.

n *calculating gain (loss)*, unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of axable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and on-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities listributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available The cost basis for most Original Issue Discount ("OID") bligations includes the accretion of OID For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a emarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount llocable to the debt component was allocated to the purchase contract In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract djustment payments in income when received.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
APOLLO INVESTMENT CORP		*CUSIP Number*	*03761U304*					
4000.0000	Sale	10/01/12	12/27/12	92,756 91	100,000 00	0.00	(7,243.09)	
ASSOCIATED ESTATES RLTY		*CUSIP Number*	*045604105*					
700 0000	Sale	06/22/12	06/29/12	10,420.57	10,080 00	0 00	340.57	
AMERICAN INTERNATIONAL		*CUSIP Number*	*026874784*					
3000.0000	Sale	05/06/12	05/08/12	94,701 66	91,500.00	0.00	3,201.66	
3000.0000	Sale	09/11/12	09/13/12	98,918 28	97,500 00	0.00	1,418.28	
800.0000	Sale	12/11/12	12/11/12	27,334 49	26,000.00	0.00	1,334.49	
	Security Subtotal			***220,954.43***	***215,000.00***	***0.00***	***5,954.43***	
AG MTG INVT TR INC		*CUSIP Number*	*001228105*					
500 0000	Sale	01/19/12	08/14/12	11,605 65	9,500.00	0.00	2,105.65	
AMERICAN CAP AGY CORP		*CUSIP Number*	*02503X105*					
1500 0000	Sale	03/07/12	09/17/12	54,350.42	44,025.00	0.00	10,325.42	

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AEGON N V (AEG)		CUSIP Number	007924608					
1400 0000	Sale	01/24/12	03/27/12	36,212 66	35,000.00	0.00	1,212.66	
600.0000	Sale	01/24/12	03/27/12	15,535.51	15,000.00	0.00	535 51	
	Security Subtotal			***51,748.17***	***50,000.00***	***0.00***	***1,748.17***	
COLONY FINCL CO (CLNY)		CUSIP Number	19624R205					
1133 0000	Sale	07/10/12	12/24/12	29,750.87	29,101.11	0.00	649.76	
2867.0000	Sale	07/10/12	12/26/12	75,200.20	73,638.89	0.00	1,561 31	
	Security Subtotal			***104,951.07***	***102,740.00***	***0.00***	***2,211.07***	
COMMONWEALTH REIT		CUSIP Number	203233101					
400 0000	Sale	07/13/11	07/09/12	7,492.28	9,446 92	0.00	(1,954.64)	
CYS INVESTMENTS INC		CUSIP Number	12673A108					
500.0000	Sale	01/27/12	08/14/12	7,001 06	6,640.00	0.00	361.06	
800 0000	Sale	07/11/12	08/14/12	11,201 72	10,960.00	0.00	241.72	
	Security Subtotal			***18,202.78***	***17,600.00***	***0.00***	***602.78***	
DISCOVER FINANCIAL SVS		CUSIP Number	254709207					
4000 0000	Sale	10/09/12	10/10/12	101,394.65	100,000.00	0.00	1,394 65	
DYNEX CAPITAL INC NEW		CUSIP Number	26817Q506					
400.0000	Sale	01/27/12	03/27/12	3,768 81	3,648.00	0.00	120.81	
200.0000	Sale	01/27/12	03/27/12	1,879.08	1,824.00	0.00	55.08	
	Security Subtotal			***5,647.89***	***5,472.00***	***0.00***	***175.89***	
DCT INDUSTRIAL TRUST INC		CUSIP Number	233153105					
500 0000	Sale	09/05/12	10/09/12	3,155 83	3,073.21	0.00	82.62	
HOME PROPERTIES INC REIT		CUSIP Number	437306103					
600.0000	Sale	09/20/11	03/27/12	35,754.01	35,013 73	0.00	740.28	
HERSHA HOSPTLTY TR A SBI REIT		CUSIP Number	427825104					
2500 0000	Sale	05/03/12	08/22/12	12,439 37	13,851.92	0.00	(1,412 55)	
HUDSON PAC PPTYS INC		CUSIP Number	444097109					
400.0000	Sale	05/15/12	07/09/12	7,072.29	5,973.90	0.00	1,098.39	

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
HOME LN SERVICING SOLTNS		*CUSIP Number*	*G6648D109*					
800.0000	Sale	12/18/12	12/24/12	15,166.15	15,200.00	0.00	(33.85)	
HEALTH CARE REIT INC COM		*CUSIP Number*	*42217K106*					
1000.0000	Sale	09/19/12	09/19/12	57,003.37	56,000.00	0.00	1,003.37	
THL CREDIT INC		*CUSIP Number*	*872438106*					
1000.0000	Sale	09/20/12	10/09/12	14,124.33	14,090 00	0.00	34.33	
NEXTERA ENERGY CAPITAL		*CUSIP Number*	*65339K704*					
4000.0000	Sale	06/13/12	06/29/12	102,832.34	100,000.00	0.00	2,832.34	
MAIDEN HOLDINGS LTD		*CUSIP Number*	*G5753U120*					
4000.0000	Sale	08/22/12	10/09/12	103,953.08	100,000 00	0.00	3,953.08	
PEBBLEBROOK HOTEL TRUST		*CUSIP Number*	*70509V100*					
200 0000	Sale	06/19/12	06/29/12	4,522.35	4,420 00	0 00	102.35	
PDC ENERGY INC		*CUSIP Number*	*69327R101*					
1000.0000	Sale	05/15/12	08/14/12	26.366.63	26,500.00	0.00	(133.37)	
REALTY INCM CRP MD PV$1 REIT		*CUSIP Number*	*756109104*					
100 0000	Sale	09/21/11	03/27/12	3,832.26	3,389.29	0.00	442.97	
400.0000	Sale	09/21/11	03/27/12	15,353.64	13,557 16	0.00	1,796.48	
	Security Subtotal			***19,185.90***	***16,946.45***	***0.00***	***2,239.45***	
RAMCO-GERSHENSON PPTYSBI REIT		*CUSIP Number*	*751452202*					
400.0000	Sale	05/17/12	07/09/12	4,972.34	4,808.45	0.00	163.89	
800 0000	Sale	05/17/12	07/09/12	9,959 78	9,616.89	0.00	342.89	
	Security Subtotal			***14,932.12***	***14,425.34***	***0.00***	***506.78***	
SL GREEN REALTY CORP		*CUSIP Number*	*78440X507*					
4000 0000	Sale	08/07/12	10/22/12	103,952 32	100,000.00	0 00	3,952.32	
STANLEY BLACK&DECKER		*CUSIP Number*	*854502705*					
4000.0000	Sale	07/18/12	08/06/12	102,854.34	100,000.00	0.00	2,854.34	
SBA COMMUNICATIONS CRP A		*CUSIP Number*	*78388J106*					
400.0000	Sale	04/03/12	09/17/12	23,972.11	20,100 00	0.00	3,872.11	

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
UDR INC		*CUSIP Number*	*902653104*					
500.0000	Sale	05/30/12	06/19/12	12,940.02	12,850.00	0.00	90.02	
800 0000	Sale	05/30/12	06/19/12	20,712 67	20,560.00	0.00	152 67	
200.0000	Sale	05/30/12	06/19/12	5,178.65	5,140.00	0.00	38.65	
	Security Subtotal			***38,831.34***	***38,550.00***	***0.00***	***281.34***	
SAFE BULKERS INC		*CUSIP Number*	*Y7388L103*					
100 0000	Sale	03/13/12	03/27/12	649 64	650 00	0 00	(0.36)	
600.0000	Sale	03/13/12	03/27/12	3,934.13	3,900.00	0.00	34 13	
	Security Subtotal			***4,583.77***	***4,550.00***	***0.00***	***33.77***	
VAN KAMPEN 1120 E/I		*CUSIP Number*	*92121P261*					
.1129	Sale	08/28/12	09/07/12	1.07	1.06	0.00	0 01	
92.0000	Sale	01/09/12	10/01/12	885.92	780.99	0.00	104.93	
119 0000	Sale	01/10/12	10/01/12	1,145.92	1,022 57	0.00	123.35	
1 0000	Sale	01/26/12	10/01/12	9.62	8.61	0.00	1.01	
52 0000	Sale	01/26/12	10/01/12	500 74	462.54	0 00	38 20	
201.0000	Sale	02/28/12	10/01/12	1,935.55	1,866 49	0.00	69.06	
134.0000	Sale	03/27/12	10/01/12	1,290 37	1,249.42	0 00	40.95	
234.0000	Sale	04/26/12	10/01/12	2,253 33	2,147.17	0 00	106 16	
1.0000	Sale	05/29/12	10/01/12	9.62	9.19	0.00	0.43	
222.0000	Sale	05/29/12	10/01/12	2,137 78	1,946.05	0.00	191.73	
1 0000	Sale	06/26/12	10/01/12	9 62	8.84	0.00	0 78	
147 0000	Sale	06/26/12	10/01/12	1,415.56	1,319.17	0.00	96 39	
223 0000	Sale	07/30/12	10/01/12	2,147.42	2,053.83	0 00	93.59	
1 0000	Sale	08/28/12	10/01/12	9 62	9.25	0 00	0.37	
212 0000	Sale	08/28/12	10/01/12	2,041.51	1,994 71	0 00	46.80	
	Security Subtotal			***15,793.65***	***14,879.89***	***0.00***	***913.76***	
L SAYLES STRT INC CL Y		*CUSIP Number*	*543487250*					
5640	Sale	07/24/12	08/07/12	8 44	8.29	0.00	0.15	
.0360	Sale	08/23/12	08/31/12	0 54	0.54	0.00	0.00	
79 0000	Sale	01/25/12	11/19/12	1,199 98	1,164.45	0.00	35 53	
1 0000	Sale	02/24/12	11/19/12	15 18	14.77	0.00	0 41	
105 0000	Sale	02/24/12	11/19/12	1,594 91	1,582 34	0.00	12.57	
81 0000	Sale	03/26/12	11/19/12	1,230.36	1,224 71	0.00	5.65	
94.0000	Sale	04/24/12	11/19/12	1,427.82	1,409 05	0.00	18.77	
132 0000	Sale	05/24/12	11/19/12	2,005 03	1,919.28	0.00	85.75	
1.0000	Sale	06/25/12	11/19/12	15.18	14 85	0 00	0.33	
95.0000	Sale	06/25/12	11/19/12	1,443.02	1,399 34	0.00	43.68	

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SAYLES STRT INC CL Y		CUSIP Number	543487250					
1.0000	Sale	07/24/12	11/19/12	15.18	14 73	0.00	0.45	
86.0000	Sale	07/24/12	11/19/12	1,306.32	1,265.06	0 00	41.26	
1.0000	Sale	08/23/12	11/19/12	15.18	14.59	0.00	0.59	
66 0000	Sale	08/23/12	11/19/12	1,002.53	989.33	0.00	13.20	
1.0000	Sale	09/24/12	11/19/12	15 18	15.10	0.00	0.08	
33.0000	Sale	09/24/12	11/19/12	501.27	508.52	0.00	(7.25)	
.6820	Sale	10/23/12	11/19/12	10.36	10 51	0.00	(0.15)	
35 0000	Sale	10/23/12	11/19/12	531.66	539 00	0 00	(7.34)	
	Security Subtotal			***12,338.14***	***12,094.46***	***0.00***	***243.68***	
Covered Short Term Capital Gains and Losses Subtotal				**1,398,358.26**	**1,359,532.82**	**0.00**	**38,825.44**	

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CALL GE	JUN 00019 00	CUSIP Number						
50 0000	Short Sale *	06/13/12	10/14/11(S)	2,908 04	2,212.10	0.00	695.94	NOT 1099 REPORTABLE
CALL PBR	OCT 00031 00	CUSIP Number						
20 0000	Short Sale *	08/14/12	03/27/12(S)	1,458.42	65.35	0.00	1,393.07	NOT 1099 REPORTABLE
CALL EMR	JUN 00050 00	CUSIP Number						
10 0000	Short Sale *	06/18/12	12/27/11(S)	1,738.07	0 00	0.00	1,738.07	NOT 1099 REPORTABLE
CALL DTV	JAN 00050 00	CUSIP Number						
10 0000	Short Sale *	01/11/12	02/11/11(S)	1,169.97	65 35	0.00	1,104.62	NOT 1099 REPORTABLE
CALL PG	JAN 00067 50	CUSIP Number						
30 0000	Short Sale *	01/11/12	01/12/11(S)	6,963.78	140.35	0.00	6,823.43	NOT 1099 REPORTABLE
CALL JNJ	JAN 00067.50	CUSIP Number						
15 0000	Short Sale *	01/11/12	04/19/11(S)	1,104.93	95.35	0.00	1,009.58	NOT 1099 REPORTABLE
CALL FCX	MAY 00045 00	CUSIP Number						
20 0000	Short Sale *	05/21/12	10/14/11(S)	4,367 50	0.00	0 00	4,367.50	NOT 1099 REPORTABLE
CALL PFE	JAN 00020.00	CUSIP Number						
25.0000	Short Sale *	01/11/12	01/24/11(S)	1,883.54	5,100 75	0.00	(3,217.21)	NOT 1099 REPORTABLE

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CALL PBR JAN 00030.00		CUSIP Number						
40.0000	Short Sale *	12/27/12	08/14/12(S)	3,041.66	964.55	0.00	2,077.11	NOT 1099 REPORTABLE
CALL PBR JAN 00035 00		CUSIP Number						
19 0000	Short Sale *	08/14/12	08/30/11(S)	3,522 66	91.33	0.00	3,431 33	NOT 1099 REPORTABLE
1.0000	Short Sale *	08/14/12	08/30/11(S)	185 40	5 52	0.00	179 88	NOT 1099 REPORTABLE
	Security Subtotal			**3,708.06**	**96.85**	**0.00**	**3,611.21**	
CALL PBR JAN 00040.00		CUSIP Number						
20.0000	Short Sale *	03/27/12	07/07/11(S)	4,526.15	410.35	0.00	4,115.80	NOT 1099 REPORTABLE
CALL GLW JAN 00017.50		CUSIP Number						
30 0000	Short Sale *	08/14/12	10/14/11(S)	2,927.13	215 00	0.00	2,712.13	NOT 1099 REPORTABLE
DJ TITNS LIRN ISSUER BAC		CUSIP Number	06052R567					
8200 0000	Sale	08/30/11	03/27/12	83,042 76	72,353.95	0.00	10,688.81	
FNANCIAL ARN ISSUER BARC		CUSIP Number	06741JB36					
6000 0000	Sale	08/30/11	05/25/12	51,276 29	48,425.35	0.00	2,850.94	
VAN KAMPEN UNIT TRS 1120		CUSIP Number	92121P261					
1 0000	Sale	10/26/11	10/01/12	9 62	8.47	0.00	1 15	
245 0000	Sale	10/26/11	10/01/12	2,359 25	2,051.03	0.00	308 22	
1 0000	Sale	11/28/11	10/01/12	9 62	8.28	0 00	1.34	
218 0000	Sale	11/28/11	10/01/12	2,099 25	1,800 67	0.00	298 58	
151.0000	Sale	12/29/11	10/01/12	1,454.07	1,268 85	0.00	185.22	
	Security Subtotal			**5,931.81**	**5,137.30**	**0.00**	**794.51**	
L SAYLES STRT INC CL Y		CUSIP Number	543487250					
135 0000	Sale	11/22/11	11/19/12	2,050 59	1,923.75	0.00	126 84	
1 0000	Sale	12/20/11	11/19/12	15.18	14.39	0.00	0 79	
273.0000	Sale	12/20/11	11/19/12	4,146.76	3,884.78	0 00	261.98	
	Security Subtotal			**6,212.53**	**5,822.92**	**0.00**	**389.61**	
CGM ADV TARGET EQ CL A		CUSIP Number	63872R103					
1 0000	Sale	12/28/11	08/07/12	10 00	9 81	0 00	0.19	
1530	Sale	12/28/11	08/07/12	1.53	1 43	0.00	0.10	
3 0000	Sale	12/28/11	08/07/12	30 02	27 95	0 00	2 07	
	Security Subtotal			**41.55**	**39.19**	**0.00**	**2.36**	

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
Noncovered Short Term Capital Gains and Losses Subtotal				**182,302.19**	**141,144.71**	**0.00**	**41,157.48**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**1,580,660.45**	**1,500,677.53**	**0.00**	**79,982.92**	
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
CISCO SYSTEMS INC COM		*CUSIP Number*	*17275R102*					
2000.0000	Sale	02/10/11	04/03/12	35,234.89 (P)	38,833.46	0.00	(3,598.57)	
1000 0000	Sale	02/10/11	04/03/12	17,617.45 (P)	19,414.26	0.00	(1,796.81)	
	Security Subtotal			***52,852.34***	***58,247.72***	***0.00***	***(5,395.38)***	
Covered Long Term Capital Gains and Losses Subtotal				**52,852.34**	**58,247.72**	**0.00**	**(5,395.38)**	
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
BANK OF AMERICA CORP CLD		*CUSIP Number*	*06048WDA5*					
75000 0000	Sale	08/16/10	08/20/12	75,000.00	75,000.00	0.00	0.00	
MORGAN STANLEY CLD		*CUSIP Number*	*61745E5Q0*					
50000.0000	Sale	08/31/10	11/30/12	50,000.00	50,000.00	0 00	0.00	
GOLDMAN SACHS GROUP CLD		*CUSIP Number*	*38143UVE8*					
100000 0000	Sale	06/08/11	09/14/12	100,000 00	100,000 00	0.00	0.00	
AUTOMATIC DATA PROC		*CUSIP Number*	*053015103*					
1000 0000	Sale	03/07/08	01/20/12	52,292 91 (P)	19,076.58	0.00	33,216.33	
OIL ARN ISSUER BAC		*CUSIP Number*	*06052R591*					
10000 0000	Sale	01/13/11	01/24/12	112,210 00	100,000 00	0.00	12,210.00	
XAU CLIRN ISSUER BAC		*CUSIP Number*	*06052K596*					
5000 0000	Sale	08/25/10	08/31/12	50,000.00	50,000.00	0.00	0.00	
FNANCIAL ARN ISSUER BARC		*CUSIP Number*	*06741J836*					
10000 0000	Sale	03/24/11	05/25/12	85 460.46	100,000 00	0 00	(14,539.54)	

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount		3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
BLACKROCK INC		*CUSIP Number*	*09247X101*						
500.0000	Sale	11/08/10	04/23/12	91,020 00	(P)	81,500.00	0.00	9,520.00	
S&P US PFD STK INDEX FD		*CUSIP Number*	*464288687*						
1500 0000	Sale	07/02/09	06/19/12	57,629.43		48,494.76	0.00	9,134.67	
500.0000	Sale	08/26/09	06/19/12	19,209.81		17,881.43	0.00	1,328.38	
1600 0000	Sale	08/26/09	06/19/12	61,471.41		57,195.43	0.00	4,275.98	
	Security Subtotal			***138,310.65***		***123,571.62***	***0.00***	***14,739.03***	
HATTERAS FINL CORP		*CUSIP Number*	*41902R103*						
200.0000	Sale	07/02/09	09/17/12	5,787.66		5,597.10	0.00	190.56	
1600 0000	Sale	07/02/09	09/17/12	46,301.34		44,814 11	0.00	1,487.23	
	Security Subtotal			***52,089.00***		***50,411.21***	***0.00***	***1,677.79***	
MONSANTO CO NEW DEL COM		*CUSIP Number*	*61166W101*						
29 0000	Sale	01/28/08	01/20/12	2,360.69	(P)	3,132 91	0 00	(772.22)	
340.0000	Sale	03/07/08	01/20/12	27,677 07	(P)	2,523.31	0.00	25,153.76	
530 0000	Sale	04/01/08	01/20/12	43,143 71	(P)	59,746.90	0.00	(16,603.19)	
1.0000	Sale	01/07/09	01/20/12	81.41	(P)	86.30	0.00	(4.89)	
	Security Subtotal			***73,262.88***		***65,489.42***	***0.00***	***7,773.46***	
MERCK AND CO INC SHS		*CUSIP Number*	*58933Y105*						
1000 0000	Sale	12/16/09	01/20/12	36,044.88	(P)	38,205.64	0.00	(2,160 76)	
500 0000	Sale	01/11/10	01/20/12	18,022.46	(P)	19,184 28	0 00	(1,161 82)	
	Security Subtotal			***54,067.34***		***57,389.92***	***0.00***	***(3,322.58)***	
MYLAN INC COR		*CUSIP Number*	*628530107*						
56 0000	Sale	08/27/09	01/20/12	1,147.88	(P)	946.07	0 00	201 81	
1644 0000	Sale	08/27/09	01/20/12	33,698 42	(P)	27,774.01	0.00	5,924.41	
56 0000	Sale	08/27/09	08/14/12	1,295 26	(P)	946.07	0 00	349 19	
	Security Subtotal			***36,141.56***		***29,666.15***	***0.00***	***6,475.41***	
PETROLEO BRAS SA ADR		*CUSIP Number*	*71654V101*						
2000 0000	Sale	09/24/10	12/27/12	37,780 38		61,180.00	0.00	(23,399 62)	

JOHN E HODGSON TTEE

2012 TAX REPORTING STATEMENT

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
PETRLEO BRAS VTG SPD ADR		CUSIP Number	71654V408					
1936 0000	Sale	03/24/08	12/27/12	36 889.32	95,133.11	0.00	(58,243.79)	
64 0000	Sale	04/02/09	12/27/12	1,219.48	2,286 68	0.00	(1,067.20)	
2000 0000	Sale	09/24/10	12/27/12	38,108 82	68 980.00	0.00	(30,871.18)	
	Security Subtotal			***76,217.62***	***166,399.79***	***0.00***	***(90,182.17)***	
PFIZER INC COR		CUSIP Number	717081103					
2036 0000	Sale	03/07/08	01/20/12	41,839.06 (P)	6,590 49	0 00	35,248.57	
464 0000	Sale	09/21/09	01/20/12	9,535 03 (P)	7,783 92	0 00	1,751.11	
	Security Subtotal			***51,374.09***	***14,374.41***	***0.00***	***36,999.68***	
WAL-MART STORES INC		CUSIP Number	931142103					
2500 0000	Sale	04/01/08	01/20/12	140,329.02 (P)	135,125.00	0.00	5,204.02	
VAN KAMPEN UNIT TRS 1120		CUSIP Number	92121P261					
11111 0000	Sale	08/15/11	09/06/12	105 042.28	100,069.33	0.00	4,972.95	
16493.0000	Sale	08/15/11	10/01/12	158,820.99	148,541.40	0.00	10,279.59	
138 0000	Sale	09/27/11	10/01/12	1,328.88	1,168 31	0.00	160.57	
	Security Subtotal			***265,192.15***	***249,779.04***	***0.00***	***15,413.11***	
SAYLES STRT INC CL Y		CUSIP Number	543487250					
6684 0000	Sale	04/02/08	08/07/12	99,987.29	96,851 16	0.00	3,136.13	
2860	Sale	04/02/08	08/07/12	4.27	4 14	0.00	0.13	
3335 0000	Sale	04/02/08	08/22/12	49,986 30	48,324 15	0.00	1,662.15	
2000	Sale	04/02/08	08/22/12	3.00	2.89	0.00	0.11	
7140	Sale	04/02/08	08/22/12	10 70	10.34	0.00	0.36	
3327 0000	Sale	04/02/08	08/31/12	49,999 46	48,208.23	0.00	1,791.23	
3906.0000	Sale	04/02/08	11/19/12	59,330.04	56,597 94	0.00	2,732.10	
97.0000	Sale	04/29/08	11/19/12	1,473.37	1,424.93	0.00	48.44	
97 0000	Sale	05/27/08	11/19/12	1,473 37	1,425 90	0.00	47.47	
107.0000	Sale	06/24/08	11/19/12	1,625 27	1,534.38	0.00	90.89	
1.0000	Sale	06/25/08	11/19/12	15.18	14.35	0 00	0.83	
111 0000	Sale	07/29/08	11/19/12	1,686 03	1,544.01	0.00	142.02	
107 0000	Sale	08/26/08	11/19/12	1,625 27	1,465.90	0.00	159.37	
120.0000	Sale	09/23/08	11/19/12	1,822.73	1,525.20	0.00	297.53	
1.0000	Sale	09/24/08	11/19/12	15.18	12.68	0 00	2.50	
147 0000	Sale	10/28/08	11/19/12	2,232.85	1 474.41	0.00	758.44	
1 0000	Sale	10/29/08	11/19/12	15.18	10 11	0 00	5.07	
148 0000	Sale	11/25/08	11/19/12	2,248.04	1,448.92	0 00	799.12	
1 0000	Sale	11/26/08	11/19/12	15.18	9 84	0.00	5.34	

JOHN E HODGSON TTEE

2012 TAX REPORTING STATEMENT

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
L SAYLES STRT INC CL Y		CUSIP Number	543487250					
25.0000	Sale	12/29/08	11/19/12	379.73	258.75	0 00	120 98	
117 0000	Sale	12/29/08	11/19/12	1,777.16	1,210.95	0.00	566.21	
247 0000	Sale	12/29/08	11/19/12	3,751.80	2,556.45	0.00	1,195.35	
1 0000	Sale	12/30/08	11/19/12	15.18	10.52	0 00	4.66	
118.0000	Sale	01/27/09	11/19/12	1,792 35	1,262 60	0 00	529 75	
110.0000	Sale	02/24/09	11/19/12	1,670 84	1,149.50	0.00	521.34	
1 0000	Sale	02/25/09	11/19/12	15.18	10 39	0.00	4.79	
118.0000	Sale	03/24/09	11/19/12	1,792.35	1,216.58	0.00	575.77	
105.0000	Sale	04/28/09	11/19/12	1,594 89	1,130.85	0.00	464 04	
1 0000	Sale	04/29/09	11/19/12	15.18	10.86	0.00	4.32	
104 0000	Sale	05/27/09	11/19/12	1,579.70	1,189.76	0.00	389.94	
101.0000	Sale	06/23/09	11/19/12	1,534.13	1,204.93	0.00	329.20	
104.0000	Sale	07/28/09	11/19/12	1,579.70	1,291 68	0.00	288.02	
1.0000	Sale	07/29/09	11/19/12	15.18	12 47	0.00	2.71	
111.0000	Sale	08/25/09	11/19/12	1,686.03	1,421 91	0.00	264.12	
1 0000	Sale	08/26/09	11/19/12	15.18	12.82	0.00	2 36	
93.0000	Sale	09/22/09	11/19/12	1,412 62	1,234.11	0.00	178.51	
1 0000	Sale	09/23/09	11/19/12	15.18	13.30	0 00	1.88	
102 0000	Sale	10/27/09	11/19/12	1,549.32	1,373.94	0 00	175 38	
100 0000	Sale	11/24/09	11/19/12	1,518.95	1,364.00	0.00	154 95	
1.0000	Sale	11/25/09	11/19/12	15.18	13 71	0.00	1.47	
108 0000	Sale	12/22/09	11/19/12	1,640.46	1,480.68	0 00	159.78	
106 0000	Sale	01/26/10	11/19/12	1,610.08	1,471.28	0 00	138.80	
1 0000	Sale	01/27/10	11/19/12	15.18	13 88	0 00	1.30	
101 0000	Sale	02/23/10	11/19/12	1,534.14	1,399.86	0.00	134.28	
1 0000	Sale	02/24/10	11/19/12	15.18	13 88	0.00	1.30	
93 0000	Sale	03/23/10	11/19/12	1,412 62	1,328.97	0 00	83.65	
96 0000	Sale	04/27/10	11/19/12	1,458.19	1,385.28	0 00	72.91	
1 0000	Sale	04/28/10	11/19/12	15 18	14 42	0.00	0 76	
99 0000	Sale	05/26/10	11/19/12	1,503.76	1,366 20	0.00	137.56	
1.0000	Sale	05/27/10	11/19/12	15 18	13 90	0.00	1.28	
100.0000	Sale	06/22/10	11/19/12	1,518.95	1,402.99	0 00	115.96	
1.0000	Sale	07/27/10	11/19/12	15.18	14 12	0 00	1.06	
108 0000	Sale	07/27/10	11/19/12	1,640.47	1,542 23	0 00	98.24	
1 0000	Sale	08/24/10	11/19/12	15.18	14 29	0 00	0.89	
91 0000	Sale	08/24/10	11/19/12	1,382.24	1,301.29	0.00	80.95	
97 0000	Sale	09/21/10	11/19/12	1,473.38	1,415 23	0 00	58.15	
1.0000	Sale	10/26/10	11/19/12	15.18	14.56	0 00	0 62	
94.0000	Sale	10/26/10	11/19/12	1,427.81	1,396.84	0 00	30.97	
1.0000	Sale	11/23/10	11/19/12	15.18	14.73	0 00	0.45	
97 0000	Sale	11/23/10	11/19/12	1,473.38	1,423.96	0.00	49.42	

JOHN E HODGSON TTEE

2012 TAX REPORTING STATEMENT

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SAYLES STRT INC CL Y		CUSIP Number	543487250					
141 0000	Sale	12/21/10	11/19/12	2,141.72	2,058.60	0 00	83.12	
1.0000	Sale	01/25/11	11/19/12	15.18	14.78	0.00	0.40	
101 0000	Sale	01/25/11	11/19/12	1,534.14	1,508.93	0.00	25.21	
102 0000	Sale	02/22/11	11/19/12	1,549.33	1.530 00	0.00	19.33	
98.0000	Sale	03/22/11	11/19/12	1,488.57	1,471.95	0.00	16.62	
1 0000	Sale	04/26/11	11/19/12	15.18	15.07	0.00	0.11	
95 0000	Sale	04/26/11	11/19/12	1,443.01	1,467 74	0.00	(24.73)	
1 0000	Sale	05/24/11	11/19/12	15.18	15.46	0.00	(0.28)	
97 0000	Sale	05/24/11	11/19/12	1,473.39	1,497.67	0.00	(24.28)	
97.0000	Sale	06/21/11	11/19/12	1,473 39	1,481.18	0 00	(7.79)	
1 0000	Sale	07/26/11	11/19/12	15.18	15.38	0.00	(0.20)	
97.0000	Sale	07/26/11	11/19/12	1,473.39	1,505.44	0 00	(32.05)	
103.0000	Sale	08/23/11	11/19/12	1,564.52	1,526.46	0 00	38.06	
101 0000	Sale	09/20/11	11/19/12	1.534.15	1,482.68	0.00	51.47	
1 0000	Sale	10/25/11	11/19/12	15.18	14.82	0.00	0.36	
97 0000	Sale	10/25/11	11/19/12	1 473.39	1,430 74	0.00	42.65	
	Security Subtotal			***332,716.36***	***313,905.05***	***0.00***	***18,811.31***	
CGM ADV TARGET EQ CL A		CUSIP Number	63872R103					
657.0000	Sale	02/07/08	08/07/12	6.571 54	7,555.50	0 00	(983.96)	
23 0000	Sale	04/14/08	08/07/12	230.05	263.35	0 00	(33.30)	
1 0000	Sale	04/14/08	08/07/12	10.00	11 45	0.00	(1.45)	
1 0000	Sale	04/15/08	08/07/12	10.00	11.56	0.00	(1.56)	
5 0000	Sale	12/19/08	08/07/12	50.01	37 80	0.00	12.21	
1.0000	Sale	12/22/08	08/07/12	10.00	7.47	0.00	2.53	
3.0000	Sale	12/15/09	08/07/12	30.01	28.77	0 00	1.24	
1 0000	Sale	12/29/10	08/07/12	10 00	9.62	0.00	0.38	
3 0000	Sale	12/29/10	08/07/12	30.01	33.24	0.00	(3.23)	
	Security Subtotal			***6,951.62***	***7,958.76***	***0.00***	***(1,007.14)***	
Noncovered Long Term Capital Gains and Losses Subtotal				**1,880,416.04**	**1,850,826.95**	**0.00**	**29,589.09**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**1,933,268.38**	**1,909,074.67**	**0.00**	**24,193.71**	

JOHN E HODGSON TTEE

2012 TAX REPORTING STATEMENT

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
OTHER TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
COPANO ENERGY LLC		*CUSIP Number*	*217202100*					
300 0000	Sale	01/13/12	03/27/12	10,525.64	10,209 00	0 00	N/C	
VANGUARD NAT RES LLC		*CUSIP Number*	*92205F106*					
102.0000	Sale	01/19/12	03/27/12	2,825 74	2,826 42	0 00	N/C	
398 0000	Sale	01/19/12	03/27/12	11,024.55	11,028.58	0.00	N/C	
600 0000	Sale	09/12/12	09/17/12	17,025 74	16,506 00	0 00	N/C	
	Security Subtotal			***30,876.03***	***30,361.00***	***0.00***		
EAGLE ROCK ENERGY		*CUSIP Number*	*26985R104*					
1200 0000	Sale	08/14/12	08/14/12	10,758.52	10,464.00	0.00	N/C	
KINDER MORGAN ENERGY		*CUSIP Number*	*494550106*					
300.0000	Sale	01/11/10	08/27/12	24,294.38	19,317.31	0.00	N/C	
100.0000	Sale	01/11/10	08/27/12	8,098.12	6,445.46	0.00	N/C	
200.0000	Sale	01/11/10	08/27/12	16,196 27	12,880.03	0.00	N/C	
	Security Subtotal			***48,588.77***	***38,642.80***	***0.00***		
CROSSTEX ENERGY L P		*CUSIP Number*	*22765U102*					
1500 0000	Sale	05/10/12	07/18/12	25,049.44	24,420 00	0.00	N/C	
100 0000	Sale	05/10/12	07/18/12	1,664.65	1,628 00	0.00	N/C	
	Security Subtotal			***26,714.09***	***26,048.00***	***0.00***		
AMERIGAS PARTNERS L P		*CUSIP Number*	*030975106*					
1000.0000	Sale	03/15/12	07/13/12	41,623.82	41,250.00	0 00	N/C	
20 0000	Sale	05/21/12	07/13/12	832.48	772.00	0.00	N/C	
.7254	Sale	05/21/12	07/16/12	27 02	28.00	0.00	N/C	
	Security Subtotal			***42,483.32***	***42,050.00***	***0.00***		
PIONEER SOUTHWEST ENERGY		*CUSIP Number*	*72388B106*					
600.0000	Sale	12/13/11	08/27/12	15,653 28	17,520.00	0.00	N/C	
CHESAPEAKE MDSTRAM PRT		*CUSIP Number*	*16524K108*					
600 0000	Sale	10/12/11	03/27/12	17,833 49	15,990.00	0.00	N/C	

JOHN E HODGSON TTEE

2012 TAX REPORTING STATEMENT

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ENERGY TRANSFER PTNRS LP		*CUSIP Number*	*29273R109*					
300 0000	Sale	06/28/12	07/18/12	13,652.69	13,371 00	0.00	N/C	
483.0000	Sale	06/28/12	07/18/12	21,980.89	21,527 31	0 00	N/C	
17 0000	Sale	06/28/12	07/18/12	773.73	757.69	0.00	N/C	
100.0000	Sale	06/28/12	07/18/12	4,551.57	4,457 00	0 00	N/C	
100.0000	Sale	06/28/12	07/18/12	4,551.80	4,457.00	0 00	N/C	
100 0000	Sale	06/28/12	07/18/12	4,547.25	4,457.00	0 00	N/C	
100 0000	Sale	06/28/12	07/18/12	4,552 90	4,457.00	0 00	N/C	
	Security Subtotal			***54,610.83***	***53,484.00***	***0.00***		
EV ENERGY PARTNERS L P		*CUSIP Number*	*26926V107*					
100.0000	Sale	02/10/12	03/27/12	6,937.40	6,795 00	0.00	N/C	
Other Transactions Subtotal				**264,981.37**	**251,563.80**	**0.00**		

TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES	**3,778,910.20**
TOTAL REPORTED SALES PROCEEDS	**3,743,112.95**
DIFFERENCE	**35,797.25** **

** Difference results from our inclusion of items within the Proceeds from Broker and Barter Exchange Transactions Section that are not subject to 1099-B reporting (e g., realized gains and losses from option trading) Although we are not required to report these items to the IRS, we have included them because the gains and losses are relevant to your tax return preparation

* This transaction denotes the gain or loss on the sale of an option. While option sales are not subject to 1099-B reporting, the gain or loss information is relevant for tax return preparation

(S) Short Sale

(P) Indicates that an option premium has been included in the calculation

N/C Results may not be calculated for transactions which involve the amortization of premium, the repayment of principal, the sale of partnership interest, derivative products purchased in the secondary market, or the determination of ordinary income and/or capital items for discount and zero-coupon issues.

2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
38,825.44	41,157.48	(5,395.38)	29,589.09