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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

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: MCPHEE FOUNDATION INC

A Employer identification number: 06-1479791

Number and street (or P O box number if mail is not delivered to street address): 44 BELGIAN CIRCLE — Room/suite:

B Telephone number: 860-677-9797

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

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

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 2,001,886.

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 ▶ [ ]

SCANNED MAY 21 2013

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received	115,000.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	42,197.	42,197.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-35,208.			
b Gross sales price for all assets on line 6a 481,274.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total** Add lines 1 through 11	121,989.	42,197.		
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 2	3,750.	3,000.		750.
c Other professional fees				
17 Interest				
18 Taxes STMT 3	1,045.	1,045.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	101.	101.		0.
23 Other expenses STMT 4	14,942.	14,942.		0.
24 **Total operating and administrative expenses** Add lines 13 through 23	19,838.	19,088.		750.
25 Contributions, gifts, grants paid	135,357.			135,357.
26 **Total expenses and disbursements.** Add lines 24 and 25	155,195.	19,088.		136,107.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-33,206.			
b **Net investment income** (if negative, enter -0-)		23,109.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions

3

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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	167,102.	150,647.	150,647.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 5	139,732.	69,366.	106,105.
	b Investments - corporate stock STMT 6	703,589.	758,764.	1,050,902.
	c Investments - corporate bonds STMT 7	19,330.	19,330.	23,296.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	565,404.	563,844.	670,936.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,595,157.	1,561,951.	2,001,886.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	1,595,157.	1,561,951.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,595,157.	1,561,951.	
	31 **Total liabilities and net assets/fund balances**	1,595,157.	1,561,951.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,595,157.
2	Enter amount from Part I, line 27a	2	-33,206.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,561,951.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,561,951.

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	481,274.		516,482.	-35,208.

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				-35,208.

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	-35,208.
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	102,310.	1,863,614.	.054899
2010	132,528.	1,726,122.	.076778
2009	91,275.	1,401,218.	.065140
2008	122,191.	1,649,888.	.074060
2007	71,834.	1,688,585.	.042541

2 Total of line 1, column (d)	2	.313418
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	.062684
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,078,713.
5 Multiply line 4 by line 3	5	130,302.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	231.
7 Add lines 5 and 6	7	130,533.
8 Enter qualifying distributions from Part XII, line 4	8	136,107.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	231.
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	231.
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	231.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,160.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,160.
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	929.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 929.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ MARIE C POPIELARCZYK Telephone no ▶ 860-677-9797 Located at ▶ 505 MAIN STREET, FARMINGTON, CT ZIP+4 ▶ 06032			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☒ 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 ☒ 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 (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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	1,946,366.
b	Average of monthly cash balances		1b	164,003.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,110,369.
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	2,110,369.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	31,656.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,078,713.
6	**Minimum investment return** Enter 5% of line 5		6	103,936.

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	103,936.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 231.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	231.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	103,705.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	103,705.
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	103,705.

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	136,107.
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	136,107.
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	231.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	135,876.

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					103,705.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008	40,265.				
c From 2009					
d From 2010	46,666.				
e From 2011	10,279.				
f Total of lines 3a through e		97,210.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 136,107.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					103,705.
e Remaining amount distributed out of corpus		32,402.			
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		129,612.			
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					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		129,612.			
10 Analysis of line 9					
a Excess from 2008	40,265.				
b Excess from 2009					
c Excess from 2010	46,666.				
d Excess from 2011	10,279.				
e Excess from 2012	32,402.				

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 (a) 2012	Prior 3 years (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))

SEE STATEMENT 11

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

NONE

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

Check here ▶ [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				
SEE ATTACHED SCHEDULE				135,357.
Total			▶ 3a	135,357.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	42,197.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-35,208.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		6,989.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 6,989.

(See worksheet in line 13 instructions to verify calculations)

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

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

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12-05-12

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

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

Signature of officer or trustee	Date	Title
[signature]	5-14-13	Corporate Secretary

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LOUIS VAMVAKAS CPA	[signature]	05/13/13		P00448023

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

Firm's address ▶ 836 FARMINGTON AVE. WEST HARTFORD, CT 06119 — Phone no (860)236-5833

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	BEAL BANK	P	02/07/12	08/01/12
b	BEAL BANK	P	07/19/12	10/31/12
c	BEAL BANK	P	01/19/12	07/18/12
d	ENERBANK	P	07/27/11	01/18/12
e	EVERBANK JACKSON	P	10/17/12	12/28/12
f	GOLDMAN SACHS	P	01/18/12	02/28/12
g	HUMAN GENOME SCIENCES	P	04/08/11	01/04/12
h	SAFRA NATL BK	P	10/07/11	04/09/12
i	SOVEREIGN BANK	P	04/10/12	09/28/12
j	COHEN & STEERS		06/30/11	01/19/12
k	FHLB BOND	P	12/18/08	02/06/12
l	GOLDMAN SACHS		03/25/10	02/28/12
m	MEDTRONIC INC		01/06/10	08/13/12
n	PEPSICO INC		10/19/04	02/28/12
o	PFIZER INC		04/30/97	11/20/12

	(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	20,000.		19,996.	4.
b	50,000.		50,083.	-83.
c	50,000.		49,990.	10.
d	50,000.		50,000.	0.
e	50,000.		50,010.	-10.
f	2,684.		2,407.	277.
g	9,697.		39,066.	-29,369.
h	50,000.		49,963.	37.
i	50,000.		49,981.	19.
j	182.		592.	-410.
k	20,000.		20,806.	-806.
l	23,572.		35,982.	-12,410.
m	20,121.		22,708.	-2,587.
n	23,994.		18,726.	5,268.
o	2,150.		1,188.	962.

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				4.
b				-83.
c				10.
d				0.
e				-10.
f				277.
g				-29,369.
h				37.
i				19.
j				-410.
k				-806.
l				-12,410.
m				-2,587.
n				5,268.
o				962.

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	
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	

223591
05-01-12

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	RALPH LAUREN CORP CL A		11/10/10	03/15/12
b	UNITED FINANICAL BANCORP		07/31/96	11/19/12
c	US TSY NOTE	P	08/02/07	08/15/12
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	8,867.		5,418.	3,449.
b	7.		5.	2.
c	50,000.		49,561.	439.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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				3,449.
b				2.
c				439.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	-35,208.
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

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05-01-12

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
MCPHEE FOUNDATION INC	06-1479791

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
MCPHEE FOUNDATION INC	06-1479791

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARCUS MCPHEE 72 WHIPPOORWILL LANE BRISTOL, CT 06010	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	PHALCON LTD 505 MAIN STREET FARMINGTON, CT 06032	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
MCPHEE FOUNDATION INC	06-1479791

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization

MCPHEE FOUNDATION INC

Employer identification number

06-1479791

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once) ▶ $

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS PORTFOLIO MANAGEMENT 413	42,197.	0.	42,197.
TOTAL TO FM 990-PF, PART I, LN 4	42,197.	0.	42,197.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND RETURN PREPARATION	3,750.	3,000.		750.
TO FORM 990-PF, PG 1, LN 16B	3,750.	3,000.		750.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS - FOREIGN TAX WITHHELD	128.	128.		0.
ESTIMATED TAXES	917.	917.		0.
TO FORM 990-PF, PG 1, LN 18	1,045.	1,045.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS FEES	14,942.	14,942.		0.
TO FORM 990-PF, PG 1, LN 23	14,942.	14,942.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS - SEE ATTACHED	X		69,366.	106,105.
TOTAL U.S. GOVERNMENT OBLIGATIONS			69,366.	106,105.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			69,366.	106,105.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK -SEE ATTACHED	758,764.	1,050,902.
TOTAL TO FORM 990-PF, PART II, LINE 10B	758,764.	1,050,902.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS -SEE ATTACHED	19,330.	23,296.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,330.	23,296.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED	COST	563,844.	670,936.
TOTAL TO FORM 990-PF, PART II, LINE 13		563,844.	670,936.

FORM 990-PF | LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 | STATEMENT 9

NAME OF CONTRIBUTOR	ADDRESS
MARCUS MCPHEE	72 WHIPPOORWILL LANE BRISTOL, CT 06010
PHALCON, LTD	505 MAIN STREET FARMINGTON, CT 06032

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD T MCPHEE JR 44 BELGIAN CIRCLE BRISTOL, CT 06010	PRESIDENT 0.00	0.	0.	0.
CAROLE T MCPHEE 44 BELGIAN CIRCLE BRISTOL, CT 06010	VICE PRESIDENT 0.00	0.	0.	0.
MARIE C POPIELARCZYK 6 BRICH ST UNIONVILLE, CT 06085	SECRETARY 0.00	0.	0.	0.
BARBARA MCPHEE 46 EAST HYERDALE GOSHEN, CT 06756	DIRECTOR 0.00	0.	0.	0.
RITA MCPHEE 30 BELGIAN CIRCLE BRISTOL, CT 06010	DIRECTOR 0.00	0.	0.	0.
ROBIN MCPHEE 72 WHIPPOORWILL LANE BRISTOL, CT 06010	DIRECTOR 0.00	0.	0.	0.
MAUREEN LEE 103 BRADFORD WALK FARMINGTON, CT 06032	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF | PART XV - LINE 1A | STATEMENT 11

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

EDWARD T MCPHEE JR
CAROLE T MCPHEE

UBS Summary of Investments for McPhee Foundation

Name	Valuation Method	# Share 12/31/2012	**Book Basis Balance 12/31/2012**	**Marlet Value 12/31/2012**
Equities				
Air Prod & Chemical	Cost	200	12,583 50	16,804.00
American Intl Group	Cost	675	19,500 75	23,827 50
Anadarko Petroleum	Cost	190	12,598 90	14,118 90
Apache Corp	Cost	175	13,436 50	13,737 50
Apple Inc	Cost	25	15,726 75	13,304 30
Barrick Gold Corp CAD	Cost	394	19,375 94	13,793 94
	Cost	75	2,572 50	2,625 75
	Cost	206	6,692 94	7,212 06
	Cost	0	0 00	0 00
Bed Bath & Beyond	MV Date Gift	410	13,247 10	22,923 10
Berkshire Hathaway	Cost	50	2,936 85	4,485 00
	Cost	450	28,485 00	40,365 00
Biomarin Pharmaceutic:	Cost	300	1,554 00	14,760 00
Celegne Corp	MV Date Gift	250	19,106 32	19,617 50
	MV Date Gift	0	0 00	0 00
Cisco Sys	MV Date Gift	600	40,735 81	11,789 40
CME Group	Cost	700	40,335 97	35,469 00
	Cost	0	0 00	0 00
Exxon Mobil	Cost	400	24,135 68	34,620 00
	Cost	300	12,720 00	25,965 00
Genl Elec	MV Date Gift	375	13,386 00	7,871 25
	MV Date Gift	1,125	37,870 00	23,613 75
	Cost	500	7,200 00	10,495 00
Gilead Sci	Cost	350	9,633 75	25,707 50
Goldman Sachs	Cost	0	0 00	0 00
Goldman Sachs	Cost	0	0 00	0 00
Google Inc CL A	Cost	25	18,975 50	17,684 50
Home Depot	Cost	300	4,435 63	18,555 00
	Cost	100	3,665 00	6,185 00
	Cost	500	11,284 76	30,925 00
Human Genome Scienc	Cost	0	0 00	0 00
Intel	MV Date Gift	400	9,792 00	8,248 00
Intel	Cost	600	11,099 45	12,372 00
Linkedin Corp CL A	Cost	250	24,842 50	28,705 00
McDonalds	Cost	250	6,591 94	22,052 50
Mead Johnson Nutrition	Cost	169	6,895 80	11,135 41
Medtronic Inc	Cost	0	0 00	0 00
Merck & Co	Cost	30	1,398 29	1,228 20
Merck & Co	Cost	480	16,947 60	19,651 20
Microsoft	MV Date Gift	450	6,696 00	12,019 05
	Cost	800	11,580 70	21,367 20
United Financial Banc C	MV Date Gift	4,404	29,896 61	69,230 88
Northeast Utilities	Cost	620	12,449 60	24,229 60
	MV Date Gift	0	0 00	0 00
Oracle	MV Date Gift	1,500	39,940 00	49,980 00
Pepsico	Cost	0	0 00	0 00
Pfizer	Cost	511	6,821 55	12,815 37
	Cost	1,100	20,223 04	27,586 89
Price T Rowe	Cost	470	5,287 20	30,604 99
Procter & Gamble	Cost	43	1,824 18	2,919 27
	Cost	146	5,240 63	9,911 94
	Cost	98	3,088 25	6,653 22
Ralph Lauren	Cost	275	29,800 65	41,228 00

UBS Summary of Investments for McPhee Foundation

Name	Valuation Method	# Share 12/31/2012	Book Basis Balance 12/31/2012	Marlet Value 12/31/2012
Royal Dutch Shell	Cost	250	11,702 50	17,237 50
Southern Co	Cost	500	11,875 00	21,405 00
	Cost	0	0 00	0 00
Travelers	Cost	175	11,137 91	12,568 50
Travelers	Cost	175	8,495 69	12,568 50
United Technologies	Cost	400	15,690 00	32,804 00
	Cost	100	2,492 50	8,201 00
Wal Mart Stores	Cost	300	14,718 00	20,469 00
Walgreen	Cost	970	26,412 86	35,899 70
3M Co	Cost	230	13,628 65	21,355 50
Total equities		**24,371**	**758,764.25**	**1,050,902.37**
		0	0 00	0 00
Closed End Mutuals		0	0 00	0 00
Ishares Inc MSCI Mexic	Cost	775	48,295 57	54,660 75
Ishares Russell 3000	Cost	250	15,990 00	21,170 00
	Cost	300	25,557 00	25,404 00
Ishare DJ US Basic Mat	Cost	340	18,710 82	23,565 40
Ishares Russell Midcap	Cost	250	23,350 00	28,275 00
	Cost	250	26,090 00	28,275 00
Ishares Transport Avg I	Cost	200	16,998 00	18,869 00
Ishars FTSE/XINHUA C	Cost	600	10,798 00	24,270 00
Ishars FTSE/XINHUA C	Cost	400	14,022 92	16,180 00
Ishares Russell Microca	Cost	300	16,065 00	15,696 00
	Cost	200	11,398 00	10,464 00
	Cost	250	13,530 00	13,080 00
	Cost	140	4,145 40	7,324 80
Ishare US Dow Jones M	Cost	600	35,852 76	40,560 00
Ishare S&P Global Cons	Cost	900	36,267 74	55,539 00
Vanguard Sector Index I	Cost	325	23,849 84	22,460 75
	Cost	100	7,337 50	6,911 00
Vanguard Intl Equity Ind	Cost	810	34,449 30	36,069 30
	Cost	0	0 00	0 00
Total Closed end Mutual funds		**6,990**	**382,707.85**	**448,774.00**
Mutual Funds				
Henderson Global inves	Cost	475	11,241 20	12,458 01
	Cost	35	765 49	914 00
Tot Mutual Funds		**510**	**12,006.69**	**13,372.01**
Fixed Inc-Closed end				
Ishares Barclays US TIF	Cost	250	26,390 00	30,352 50
Tot Fixed Inc Clsd End		**250**	**26,390.00**	**30,352.50**
Mutual Funds -Fixed Income				
Franklin/templeton Glob	Cost	2,859	40,000 00	38,255 89
Franklin/templeton Glob	Cost	341	4,420 38	4,567 30
RS Floating Rate Fund	Cost	4,931	50,000 00	50,641 01
RS Floating Rate Fund	Cost	68	699 95	702 85
Tot Mutual Funds-Fixed Income		**8,200**	**95,120.33**	**94,167.05**
Broad commodities		0	0 00	0 00
ETFS Palladium Tr	Cost	290	17,459 39	20,073 80
ETFS Platinum Tr	Cost	103	17,388 37	15,590 08
Streettracks Gold Trust	Cost	300	12,771 00	48,606 00
Tot Altern Strategies		**693**	**47,618.76**	**84,269.88**

UBS Summary of Investments for McPhee Foundation

Name	Valuation Method	# Share 12/31/2012	Book Basis Balance 12/31/2012	Marlet Value 12/31/2012
Total Other Investmetns			**563,843.63**	**670,935.44**
		0	0 00	0.00
Government Securities		0	0 00	0.00
US Trsy Bond 6% 2/15/:	Cost	40,000	40,732 46	59,956.51
US Trsy Bond 6 25% 2/	Cost	30,000	28,633 20	46,148 40
Tot Governmt Sec		**70,000**	**69,365.66**	**106,104.91**
		0	0 00	0 00
Total US Government		**70,000**	**69,365.66**	**106,104.91**
		0	0 00	0 00
Corp Bonds & Notes		0	0 00	0 00
GE Global Insurance	Cost	20,000	19,330 00	23,296 20
Tot Corp Bds & Nts		**20,000**	**19,330.00**	**23,296.20**
		0	0 00	0 00
Tot CD's and Corp Bds & Nts		**20,000**	**19,330.00**	**23,296.20**
		0	0 00	0 00
Total Investment		**131,014**	**1,411,303.54**	**1,851,238.92**

McPhee Foundation Gift Recipients During 2012 Year	Donee Relationship	Foundation Status	Puropose of Grant	Amount & Date	EXHIBIT H 2012 Total: $135,357
Bristol Business Education Foundation 170 Sigourney Street Hartford, CT 06105 Attn. Jeanine Audette	None	501(c)(3)	To purchase two robotic kits and sponsor one mini grant for K-12 educational staff	$ 1,200 10-11-2012	Phone 860-584-7043 Jeanine Audette jeanineaudette@ci bristol ct us
Bristol Hospital Inc -The Parent&Child Ctr 9 Prospect Street Bristol, CT 06010 Attn Kurt Barwis	None	501(c)(3)	Supplies to enhance the Center's childhood obesity prevention/parenting education services	$ 2,217 10-11-2012	Phone 860-585-3481 Fax 860-585-3954 Kurt Barwis kcarmeli@bristolhospital org
Christian Fellowship Center 43 Prospect Street Bristol, CT 06010 Attn Michelle Palmer, Promo Director	None	501(c)(3)	Five-family apartment building helps families, Gas $3,900, Oil $4,700, Electric $4,300	$12,900 10-11-2012	Phone 860-589-0662 Fax 860-589-8498 Michelle Palmer michelle@cfcstorehouse org
Community Partners in Action 110 Bartholomew Avenue- 4th Floor Hartford, CT 06106 Attn: Maureen Price- Boreland	None	501(c)(3)	Transition to independent living 10 Rental subsidies $6,000, Five security deposits $4,000	$10,000 10-11-2012	Phone 860-566-2030 Fax 860-566-8089 Maureen Price-Boreland mboreland@cpa-ct org
Connecticut Radio Information Sys , Inc. 120 Windsor Avenue Windsor, CT 06112 Attn. Diane Weaver Dunne	None	501(c)(3)	Funding for 15 Internet Radios for Assisted Living Facilities	$ 2,000 10-11-2012	Phone 860-527-8000 Fax 860-727-9581 Diane Weaver Dunne dwdunne@crisradio org
Covenant to Care for Children, Inc 120 Mountain Ave, Suite 212 Bloomfield, CT 06002 Attn: Caryl Hallberg, Exec Dir	None	501(c)(3)	Critical Goods Transport Program, Cargo Van $4,000, Gas & Truck Maintenance $6,000	$10,000 10-11-2012	Phone 860-243-1806 Fax 860-243-0100 Caryl Hallberg, Exec Director www covenanttocare org
Eva Nepal, Inc New York, NY 56 Tremont Street Hartford, CT 06105 Attn Laura Spero	None	501(c)(3)	Transforms areas in Rural Nepal, Sustainable Health and Education Youth Persue Professional Careers in Nepal	$ 5,000 10-11-2012	Phone 310-580-6689 Laura Spero www evanepal org
The Family Center-Imagine Nation Mus. One Pleasant Street Bristol, CT 06010 Attn. Doreen Stickney, Director	None	501(c)(3)	Pinwheel Pass Program will subsidize admission and free visits	$ 5,000 10-11-2012	Phone 860-540-3160 Fax 860-584-3608 Doreen Stickney, Director doreen@imaginemuseum org

McPhee Foundation Gift Recipients During 2012 Year	Donee Relationship	Foundation Status	Puropose of Grant	Amount & Date	EXHIBIT H 2012 Total: $135,357
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073 Attn Rick Schanzle	None	501(c)(3)	Haiti- Construction of Double Housing Units with Sanitation and a Water componet	$ 6,400 10-11-2012	Phone 954-427-2222 Fax 954-596-4022 Rick Schanzle ricks@foodforthepoor com
Gifts of Love Families Healing Families 35 East Main Street, PO Box 463 Avon, CT 06001 Attn Diane Goode, Exec Dir	None	501(c)(3)	Food & Nutrition Program to Assist the Working Poor	$1,000 10-11-2012	Phone 860-676-2323 Fax 860-676-9864 Diane Goode, Exec Dir dgoode@giftsoflovect org
Harriet Beecher Stowe Ctr 77 Forest Street Hartford, CT 06105 Attn. Katherine Kane	None	501(c)(3)	Outreach program for students K-12 to inspire community involvement, positive change	$ 5,000 10-11-2012	Phone 860-541-2208 Fax 860-541-2211 aspak@stowecenter org Katherine Kane
Hartford Food System, Inc 86 Park Street- 2nd Floor Hartford, CT 06106 Attn: Martha Page, Exec Dir	None	501(c)(3)	Support "Grow Hartford"- urban agricultural youth program for low income Hartford residents	$ 5,000 10-11-2012	Phone 860-296-9325 Fax 860-296-8326 Martha Page mpage@hartfordfood org
Hartford Hospital 85 Seymour Street, P O Box 5037 Hartford, CT 06102-5037 Attn· Katie L Carges	None	501(c)(3)	Post-Mastectomy Care Kits Each includes a jacket, notebook, lip balm, mirror, etc	$5,000 10-11-2012	Phone 860-545-2160 Fax 860-545-2800 kcarges@harthosp org
Hartford Public Library 500 Main Street Hartford, CT 06103 Attn Matthew K Poland	None	501(c)(3)	McPhee Homework Club @ 5 Library Sites	$ 5,000 10-11-2012	Phone 860-695-6360 Fax 860-722-6900 Matthew K Poland mpoland@hplct org
Mercy Learning Center 637 Park Avenue Bridgeport, CT 06604 Attn Elizabeth Bennett	None	501(c)(3)	Literacy and Life Skills Program, empowerment of marginalized women	$10,000 10-11-2012	Phone 203-334-6699 Fax 203-332-6852 Elizabeth Bennett info@mercylearningcenter org
My Sisters' Place 237 Hamilton Street, Suite 203 Hartford, CT 06106 Attn Diane Paige Blondet Exec Dir	None	501(c)(3)	For Love of Children Initiative for camp scholarships and enrichment activities	$ 5,000 10-11-2012	Phone 860-895-6629 Fax 860-493-1330 Diane Paige-Blondet Dpaige-Blondet@sistersplacect org

McPhee Foundation Gift Recipients During 2012 Year	Donee Relationship	Foundation Status	Puropose of Grant	Amount & Date	EXHIBIT H 2012 Total: $135,357
Prudence Crandall Center, Inc PO Box 895 New Britain, CT 06050 Attn. Barbara Damon, Exec Dir	None	501(c)(3)	Serving Victims of Domestic Violence, Utilities $5,000, Water & Sewer $4,640	$ 9,640 10-11-2012	Phone 860-225-5187 ext 13 Fax 860-826-4994 Barbara Damon bdamon@prudencecrandall org
St. Patrick's Parish Haiti Ministry 7 Burlington Avenue, PO Box 287 Collinsville, CT 06022 Attn: Scott Scala	None	501(c)(3)	Nourishing Minds-Nourishing Bodies. Food, cooling supplies and staff for meals for children	$ 5,000 10-11-2012	Phone 860-693-3173 Fax 860-693-3173 Scott Scala scotscala@sbcglobal net
St Vincent DePaul Mission of Bristol 19 Jacobs Street, PO Box 1922 Bristol, CT 06011-1922 Attn: Phillip J Lysiak	None	501(c)(3)	Shelter for homeless For operating costs to keep shelter running	$20,000 10-11-2012	Phone 860-589-9098 Fax 860-589-4970 Phillip J Lysiak edsvdp@comcast net
Talcott Mountain Science Center 19 Jacobs Street, PO Box 1922 Bristol, CT 06011-1922 Attn: Jonathan Craig, Director	None	501(c)(3)	Replace heat pump for high-efficiency unit	$10,000 10-11-2012	Phone 860-677-8571 Fax 860-676-0421 Jonathan Craig, Director jcraig@tmsc org

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
	MCPHEE FOUNDATION INC	06-1479791
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 44 BELGIAN CIRCLE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BRISTOL, CT 06010	

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 ▶ MARIE C POPIELARCZYK 505 MAIN STREET - FARMINGTON, CT 06032

  Telephone No ▶ 860-677-9797 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	$ 231.
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	$ 1,160.
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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841 01-21-13