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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE MCGEE FOUNDATION C/O BERNARD J. DUFFY, III</b>		A Employer identification number <b>44-6006285</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2001 WALNUT STREET</b>	Room/suite	B Telephone number <b>816-471-4700</b>
City or town, state, and ZIP code <b>KANSAS CITY, MO 64108</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 12,623,369.</b>	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> (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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		279,541.	279,541.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		227,022.			
b Gross sales price for all assets on line 6a <b>12,416,976.</b>			227,022.		
7 Capital gain net income (from Part IV, line 2)					
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		1,816.	1,816.		STATEMENT 2
12 Total. Add lines 1 through 11		508,379.	508,379.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		9,120.	1,368.		7,752.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		4,733.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		58,123.	33,655.		24,404.
24 Total operating and administrative expenses. Add lines 13 through 23		71,976.	35,023.		32,156.
25 Contributions, gifts, grants paid		584,119.			584,119.
26 Total expenses and disbursements. Add lines 24 and 25		656,095.	35,023.		616,275.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<147,716.>			
b Net investment income (if negative, enter -0-)			473,356.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 14 2013

**THE MCGEE FOUNDATION**

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	911,348.	169,641.	169,641.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	8,088,986.	8,827,321.	9,654,133.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	2,943,998.	2,789,629.	2,792,257.
	14 Land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	0.	7,338.	7,338.
	16 Total assets (to be completed by all filers)	11,944,332.	11,793,929.	12,623,369.
	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)	2,687.	0.	
	23 Total liabilities (add lines 17 through 22)	2,687.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,941,645.	11,793,929.	
	30 Total net assets or fund balances	11,941,645.	11,793,929.	
	31 Total liabilities and net assets/fund balances	11,944,332.	11,793,929.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,941,645.
2 Enter amount from Part I, line 27a	2	<147,716.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,793,929.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,793,929.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a VARIOUS SECURITIES</b>	<b>P</b>		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 12,416,976.</b>		<b>12,189,954.</b>	<b>227,022.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>227,022.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	<b>227,022.</b>
<b>3</b> 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	<b>3</b>	<b>N/A</b>

**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	513,108.	12,328,426.	.041620
2010	508,259.	11,025,073.	.046100
2009	624,863.	9,815,088.	.063664
2008	578,279.	12,495,009.	.046281
2007	732,782.	14,767,923.	.049620

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.247285</b>
<b>3</b> 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	<b>3</b>	<b>.049457</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>12,164,948.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>601,642.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>4,734.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>606,376.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>616,275.</b>

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,734.
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	4,734.
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	4,734.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,071.	
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	12,071.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	7,337.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 4,734. Refunded <input type="checkbox"/>	11	2,603.	

**Part VII-A: Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>BERNARD J. DUFFY III</b> Located at <b>814 WESTOVER, KANSAS CITY, MO</b> Telephone no. <b>816-471-4700</b> ZIP+4 <b>64113</b>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

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

☐ Yes ☒ No

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 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	
SEE STATEMENT 11	32,156.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,957,682.
b	Average of monthly cash balances	1b	389,132.
c	Fair market value of all other assets	1c	3,387.
d	Total (add lines 1a, b, and c)	1d	12,350,201.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,350,201.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	185,253.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,164,948.
6	Minimum investment return. Enter 5% of line 5	6	608,247.

**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	608,247.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,734.
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,734.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	603,513.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	603,513.
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	603,513.

**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	616,275.
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	616,275.
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	4,734.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	611,541.

**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.

## THE MCGEE FOUNDATION

Form 990-PF (2012)

C/O BERNARD J. DUFFY, III

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**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				603,513.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			595,850.	
b Total for prior years: 2010, 2009, 2008		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: ► \$ 616,275.				
a Applied to 2011, but not more than line 2a			595,850.	
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				20,425.
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:	0.			
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				583,088.
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				

## THE MCGEE FOUNDATION

Form 990-PF (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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 ☐ 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:

**SEE STATEMENT 12**

- 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:

## THE MCGEE FOUNDATION

Form 990-PF (2012)

C/O BERNARD J. DUFFY, III

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**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
AVILA UNIVERSITY 520 GARFIELD KANSAS CITY, MO 64124			PROGRAM SUPPORT	35,000.
CARITAS CLINICS 636 TAUROMEE KANSAS CITY, KS 66101			OPERATING SUPPORT	10,000.
CATHOLIC EDUCATION FOUNDATION 12615 PARALLEL PARKWAY KANSAS CITY, KS 66109			SCHOLARSHIPS	7,500.
COMMUNITY LINC 4012 TROOST KANSAS CITY, MO 64110			OPERATING SUPPORT	20,000.
CRISTO REY KANSAS CITY 211 W. LINWOOD BLVD. KANSAS CITY, MO 64111			PROGRAM SUPPORT	10,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>584,119.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	279,541.	
		18	1,816.	
		18	227,022.	
	0.		508,379.	0.
		<b>13</b>		<b>508,379.</b>

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

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
| (1)      | Cash .....   | <b>1a(1)</b> |            | X         |
| (2)      | Other assets .....   | <b>1a(2)</b> |            | X         |
| <b>b</b> | Other transactions:  |              |            |           |
| (1)      | Sales of assets to a noncharitable exempt organization .....   | <b>1b(1)</b> |            | X         |
| (2)      | Purchases of assets from a noncharitable exempt organization .....   | <b>1b(2)</b> |            | X         |
| (3)      | Rental of facilities, equipment, or other assets .....   | <b>1b(3)</b> |            | X         |
| (4)      | Reimbursement arrangements .....   | <b>1b(4)</b> |            | X         |
| (5)      | Loans or loan guarantees .....   | <b>1b(5)</b> |            | X         |
| (6)      | Performance of services or membership or fundraising solicitations .....   | <b>1b(6)</b> |            | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....   | <b>1c</b>    |            | X         |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |            |           |

[illegible]

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

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

**Sign  
Here**

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

Signature of officer or trustee W. J. [unclear] Vice President

Date \_\_\_\_\_

**Date**

OFFICER \_\_\_\_\_  
Title

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

MICHELLE BROWN

Firm's name ► CBIZ MHM, LLC

Firm's address ► 11440 TOMAHAWK CREEK PARKWAY  
LEAWOOD, KS 66211

Preparer's signature

David Allen

Date

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Check ☐ if  
self-employed

PTIN
------

P00225262

Firm's EIN ▶ 34-1874260

Phone no. 913-234-1000

Form 990-PF (2012)

# The McGee Foundation Cust

December 1, 2012 - December 31, 2012

## Income and Receipts

	This Period	This Year
Interest	0.81	27.69
Dividends	94,218.00	279,513.01
Other Receipts	45.19	2,759.52
<b>Total</b>	<b>\$ 94,264.00</b>	<b>\$ 282,300.22</b>

## Realized Gains and Losses

	This Period	This Year
Assets Sold/Matured	13,311.77	227,022.14
Money Market Changes	0.00	0.00
<b>Total</b>	<b>\$ 13,311.77</b>	<b>\$ 227,022.14</b>

## Asset Adjustments

	This Period	This Year
Asset Adjustments	0.00	0.00
<b>Total</b>	<b>\$ 0.00</b>	<b>\$ 0.00</b>

## Disbursements and Expenses

	This Period	This Year
Payment For Clients	0.00	-319,107.12
Fees	-948.34	-11,241.95
Taxes	-3,017.00	-14,865.90
Other Disbursements	-299,758.00	-321,848.83
<b>Total</b>	<b>\$ -303,723.34</b>	<b>\$ -667,063.80</b>

## Asset Receipts and Deliveries

	This Period	This Year
Receipts	0.00	0.00
Deliveries	0.00	0.00
<b>Total</b>	<b>\$ 0.00</b>	<b>\$ 0.00</b>

## Unrealized Gains and Losses

	This Period	This Year
Unrealized Gain/Loss	167,687.44	1,121,708.56
<b>Total</b>	<b>\$ 167,687.44</b>	<b>\$ 1,121,708.56</b>

**The McGee Foundation Cust**

December 1, 2012 - December 31, 2012

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Transaction Activity			
Date	Description	Income Cash	Principal Cash
12/01/12	Balances At Beginning of Period	\$ 1,193,858.96	\$ 1,193,858.96
12/03/12	Div To 11/30/12 Vanguard Short Term Bond Index Sig	3,318.18	0.00
12/03/12	Inf To 11/30/12 Financial Square Tr Government Fd Preferred Cl Fund 488	0.81	0.00
12/03/12	Transfer Due To Dividend Reinvestment	-3,318.18	3,318.18
12/03/12	Received 310.982 Shares As A Reinvested Div At \$ 10.670 Per Sh Vanguard Short Term Bond Index Sig	0.00	-3,318.18
12/10/12	Sold 3378.378 Shs 12/07/12 @ 10.36 DFA International Core Equity	0.00	35,000.00
12/10/12	Sold 7090.465 Shs 12/07/12 @ 12.27 DFA US Core Equity 1 Portfolio	0.00	87,000.00
12/10/12	Sold 4192.410 Shs 12/07/12 @ 22.66 DFA US Large Cap Value Portfolio	0.00	95,000.00
12/10/12	Sold 6560.450 Shs 12/07/12 @ 10.67 Vanguard Short Term Bond Index Sig	0.00	70,000.00



**The McGee Foundation Cust**  
December 1, 2012 - December 31, 2012

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<b>Transaction Activity</b>			
<i>Date</i>	<i>Description</i>	<i>Income Cash</i>	<i>Principal Cash</i>
12/12/12	Carlas Clinics Charitable Distribution Dba Duchesne Clinic	-10,000.00	0.00
12/12/12	Cristo Rey Kansas City Charitable Distribution	-10,000.00	0.00
12/12/12	Harvesters Charitable Distribution	-34,000.00	0.00
12/12/12	Kansas City Free Health Clinic Charitable Distribution	-25,000.00	0.00
12/12/12	Kansas City Hospice Inc Charitable Distribution	-25,000.00	0.00
12/12/12	Little Sisters of The Lamb Charitable Distribution	-25,000.00	0.00
12/12/12	Metropolitan Organization To Counter Charitable Distribution Sexual Assault	-6,000.00	0.00
12/12/12	Niles Home For Children Charitable Distribution	-4,200.00	0.00





**The McGee Foundation Cust**  
December 1, 2012 - December 31, 2012

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<b>Transaction Activity</b>			
<i>Date</i>	<i>Description</i>	<i>Income Cash</i>	<i>Principal Cash</i>
12/12/12	Norheare Hospice & Palliative Care Charitable Distribution	-17,558.00	0.00
12/12/12	Operation Breakthrough Inc Charitable Distribution	-30,000.00	0.00
12/12/12	Redemptorist Social Services Center Charitable Distribution Inc	-34,000.00	0.00
12/12/12	Seton Center, Inc Charitable Distribution	-40,000.00	0.00
12/12/12	Sheffield Place Charitable Distribution	-5,000.00	0.00
12/12/12	Greater Kansas City Community Charitable Distribution Foundation For The McGee Foundation Fund	-34,000.00	0.00
12/14/12	Monthly Fee	-948.34	0.00
12/17/12	Received Dividend of \$ .230 Per Share on 14374 Payable 12/17/12 Commerce Bancshares Inc	3,306.02	0.00
12/17/12	Special Distribution \$ 1.500 Per Share on 14374 Payable 12/17/12 Commerce Bancshares Inc	21,561.00	0.00

**The McGee Foundation Cust**  
December 1, 2012 - December 31, 2012

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Transaction Activity			
Date	Description	Income Cash	Principal Cash Cost
12/17/12	Federal Excise Tax Estimated Payment 4th Q 990pf Fy 12/31/2012 To Ac 99-9082019	-3,017.00	0.00
12/18/12	Received Dividend of \$.081 Per Share on 153583 Payable 12/18/12 DFA International Core Equity	12,440.29	0.00
12/18/12	Received Dividend of \$.094 Per Share on 324708 Payable 12/18/12 DFA US Core Equity 1 Portfolio	30,522.60	0.00
12/18/12	Received Dividend of \$.096 Per Share on 31888 Payable 12/18/12 DFA Emerging Markets Core Equity Portfolio	3,061.33	0.00
12/18/12	Received Dividend of \$.166 Per Share on 120533 Payable 12/18/12 DFA US Large Cap Value Portfolio	20,008.58	0.00
12/18/12	Transfer Due To Dividend Reinvestment	-12,440.29	0.00
12/18/12	Transfer Due To Dividend Reinvestment	-30,522.60	0.00
12/18/12	Transfer Due To Dividend Reinvestment	-3,061.33	0.00
12/18/12	Transfer Due To Dividend Reinvestment	-20,008.58	0.00



The McGee Foundation Cust  
December 1, 2012 - December 31, 2012

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Transaction Activity			
Date	Description	Income Cash	Principal Cash Cost
12/18/12	Received 1196.180 Share As A Reinvested Div At \$ 10.400 Per Sh DFA International Core Equity	0.00	-12,440.29 12,440.29
12/18/12	Received 2485.552 Share As A Reinvested Div At \$ 12.280 Per Sh DFA US Core Equity I Portfolio	0.00	-30,522.60 30,522.60
12/18/12	Received 154.144 Share As A Reinvested Div At \$ 19.860 Per Sh DFA Emerging Markets Core Equity Portfolio	0.00	-3,061.33 3,061.33
12/18/12	Received 886.908 Share As A Reinvested Div At \$ 22.560 Per Sh DFA US Large Cap Value Portfolio	0.00	-20,008.58 20,008.58
12/19/12	Cash In Lieu of Fractional Shares on .700 Units From Stock Dividend Commerce Bancshares Inc	0.00	24.66 -2.51
12/24/12	Received Short Term Capital Gain Distribution At \$ .004 Per Share Vanguard Short Term Bond Index Sig	1,047.95	0.00 0.00
12/24/12	Received Long Term Capital Gain Distribution At \$ .024 Per Share Vanguard Short Term Bond Index Sig	0.00	6,287.67 0.00
12/24/12	Transfer Due To Dividend Reinvestment	-1,047.95	1,047.95 0.00

**The McGee Foundation Cust**  
December 1, 2012 - December 31, 2012

Page 10 of 10

<b>Transaction Activity</b>			
<i>Date</i>	<i>Description</i>	<i>Income Cash</i>	<i>Principal Cash Cost</i>
12/24/12	Received 592,060 Shares As A Reinvested Capital Gain Distribution Vanguard Short Term Bond Index Sig	0.00	-6,287.67 6,287.67
12/24/12	Received 98,677 Shares As A Reinvested Capital Gain Distribution Vanguard Short Term Bond Index Sig	0.00	-1,047.95 1,047.95
12/31/12	Sales (2) 12/01/12 To 12/31/12 Financial Square Tr Government Fd	0.00	300,706.34 -300,706.34
12/31/12	Litigations Proceeds on Sec V Bank of America Corp Fair Fund Rec'D Ck# 813889	0.00	45.19 0.00
12/31/12	Purchases (5) 12/01/12 To 12/31/12 Financial Square Tr Government Fd	0.00	-308,920.68 308,920.68
12/31/12	<b>Balances At End of Period</b>	<b>\$ -1,472,714.47</b>	<b>\$ -1,472,714.47 \$ 11,786,590.87</b>

COMMERCE RECEIVES ADDITIONAL REVENUE FOR PROVIDING ADMINISTRATIVE, DISRUPTION AND SHAREHOLDER SERVICES TO MUTUAL FUNDS, INCLUDING THE COMMERCE FUNDS. THE ANNUAL RATE OF COMPENSATION, WHICH AFFECTS THE FUND EXPENSE RATIO, RANGES FROM 0.00% TO 1.00% OF THE AMOUNT INVESTED. COMMERCE MAY ALSO RECEIVE REVENUE FOR DISTRIBUTION AND OTHER SERVICES PROVIDED TO FUND ADVISORS. THESE PAYMENTS, WHICH DO NOT DIRECTLY AFFECT THE EXPENSE RATIO, AVERAGE 0.09%. COMMERCE ALSO ACTS AS ADVISOR TO THE COMMERCE FUNDS AND RECEIVES ADVISORY FEES FOR THIS SERVICE THAT RANGE FROM 0.30% TO 0.75% OF THE FUND VALUE. COMMERCE HAS A DUTY OF BEST EXECUTION IN SECURITIES TRADES. IN SELECTING BROKERS, COMMERCE CONSIDERS THE BROKER'S FINANCIAL STABILITY AND THE QUALITY AND RANGE OF SERVICE, INCLUDING RESEARCH. THE RESEARCH IS PROVIDED UNDER SOFT DOLLAR ARRANGEMENTS, WHICH INVOLVE THE USE OF COMMISSIONS TO OBTAIN RESEARCH USED IN THE INVESTMENT DECISION-MAKING PROCESS. THE RESEARCH, BOTH PROPRIETARY AND NON-PROPRIETARY, MAY BENEFIT CLIENTS OTHER THAN THOSE WHOSE TRADES GENERATE THE COMMISSIONS. THE RESEARCH INCLUDES ECONOMIC AND QUANTITATIVE ANALYSIS, PRICING AND MARKET NEWS AND PORTFOLIO ANALYTICS SOFTWARE. A LIST OF THE RESEARCH IS AVAILABLE ON REQUEST. COMMERCE DOES NOT RECEIVE RESEARCH FROM TRADES CONDUCTED ON A PRINCIPAL BASIS, WHERE THE TRADE INVOLVES A DISCOUNT OR SPREAD.

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

44-6006285

**Part XV. Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EL CENTRO, INC. 650 MINNESOTA AVENUE KANSAS CITY, KS 66101			SCHOLARSHIPS	10,000.
GREATER KANSAS CITY COMMUNITY FOUNDATION 1055 BROADWAY, SUITE 130 KANSAS CITY, MO 64105			GENERAL SUPPORT	34,000.
HARVESTERS COMMUNITY FOOD NETWORK 3801 TOPPING AVENUE KANSAS CITY, MO 64129			OPERATING SUPPORT	54,000.
KANSAS CITY FREE HEALTH CLINIC 3515 BROADWAY KANSAS CITY, MO 64111			OPERATING SUPPORT	25,000.
KANSAS CITY HOSPICE, INC. 9221 WARD PARKWAY KANSAS CITY, MO 64114			FACILITY UPGRADE	25,000.
LITTLE SISTERS OF THE LAMB 801 VERMONT AVE KANSAS CITY, KS 66101			FACILITY UPGRADE	25,000.
METROPOLITAN ORGANIZATION TO COUNTER SEXUAL ASSAULT 3100 BROADWAY KANSAS CITY, MO 64111			OPERATING SUPPORT	6,000.
NILES HOME FOR CHILDREN 1911 E. 23RD STREET KANSAS CITY, MO 64127			PROGRAM SUPPORT	4,200.
NORTHCARE HOSPICE & PALLATIVE CARE 2900 CLAY EDWARDS DRIVE NORTH KANSAS CITY, MO 64116			FACILITY UPGRADE	17,558.
OPERATION BREAKTHROUGH, INC. 3039 TROOST AVENUE KANSAS CITY, MO 64109			PROGRAM SUPPORT	30,000.
Total from continuation sheets				501,619.

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

44-6006285

**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OZANAM 421 EAST 137TH STREET KANSAS CITY, MO 64145			OPERATING SUPPORT	20,611.
REDEMPTORIST SOCIAL SERVICES CENTER, INC. 207 WEST LINWOOD KANSAS CITY, MO 64111			OPERATING SUPPORT	74,000.
ROCKHURST UNIVERSITY 1100 ROCKHURST ROAD KANSAS CITY, MO 64110			FACILITY UPGRADE	50,000.
ROSE BROOKS CENTER, INC. PO BOX 320599 KANSAS CITY, MO 64132			OPERATING SUPPORT	10,000.
SETON CENTER, INC. 2816 EAST 23RD STREET KANSAS CITY, MO 64127			PROGRAM SUPPORT	40,000.
SHEFFIELD PLACE 6604 EAST 12TH STREET KANSAS CITY, MO 64126			OPERATING SUPPORT	5,000.
ST. TERESA'S ACADEMY 5600 MAIN STREET KANSAS CITY, MO 64113			FACILITY UPGRADE	40,250.
TRUMAN MEDICAL CENTER CHARITABLE FOUNDATION 2310 HOLMES, SUITE 735 KANSAS CITY, MO 64108			FACILITY UPGRADE	25,000.
WESTPORT COOPERATIVE SERVICES, INC. 201 WESTPORT ROAD KANSAS CITY, MO 64111			OPERATING SUPPORT	6,000.
Total from continuation sheets				

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST	28.	0.	28.
STOCK DIVIDENDS	279,513.	0.	279,513.
TOTAL TO FM 990-PF, PART I, LN 4	279,541.	0.	279,541.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION PROCEEDS	1,816.	1,816.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,816.	1,816.	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,120.	1,368.		7,752.
TO FORM 990-PF, PG 1, LN 16B	9,120.	1,368.		7,752.

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FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	4,733.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,733.	0.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	711.	107.		604.
FOREIGN TAX WITHHELD	<860.>	<860.>		0.
INVESTMENT FEES	19,116.	19,116.		0.
CUSTODIAL FEES	11,092.	11,092.		0.
CONTRACT ADMINISTRATION FEES	28,000.	4,200.		23,800.
	64.	0.		0.
TO FORM 990-PF, PG 1, LN 23	58,123.	33,655.		24,404.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY INVESTMENTS - SEE ATTACHED	8,827,321.	9,654,133.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,827,321.	9,654,133.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS - SEE ATTACHED	COST	2,789,629.	2,792,257.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,789,629.	2,792,257.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE (NET OF ESTIMATES PAID)	0.	7,338.	7,338.
TO FORM 990-PF, PART II, LINE 15	0.	7,338.	7,338.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED FEDERAL EXCISE TAX	2,687.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,687.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS R. MCGEE, JR. KANSAS CITY, MO 64105	DIRECTOR 0.00	0.	0.	0.
SIMON P. MCGEE KANSAS CITY, MO 64112	PRESIDENT 0.00	0.	0.	0.
SHEILA M. LILLIS KANSAS CITY, MO 64118	SECRETARY/DIRECTOR 0.00	0.	0.	0.
VIRGINIA L. COPPINGER KANSAS CITY, MO 64113	DIRECTOR 0.00	0.	0.	0.
JOHN R. MCGEE KANSAS CITY, MO 64108	DIRECTOR 0.00	0.	0.	0.

BERNARD J. DUFFY III	TREASURER			
	0.00	0.	0.	0.
KANSAS CITY, MO 64113				
CLYDE WENDEL	DIRECTOR			
	0.00	0.	0.	0.
KANSAS CITY, MO 64141				
MOLLY MCGEE	DIRECTOR			
	0.00	0.	0.	0.
KANSAS CITY, MO 64113				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	11
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## ACTIVITY ONE

## FOOTNOTE 1 - PAGE 7, PART IX-1 - SUMMARY OF DIRECT CHARITABLE ACTIVITIES

TOTAL GRANTS PAID DURING THE YEAR EQUALED \$584,119 AND WENT TO MANY DIFFERENT ORGANIZATIONS. SEE THE ATTACHED STATEMENT. TOTAL EXPENSES RELATED TO GRANTS AND PROGRAM RELATED INVESTMENTS TOTALED \$32,156. THIS AMOUNT INCLUDES \$7,752 IN PROFESSIONAL FEES, \$23,800 IN CONTRACT ADMINISTRATION FEES & \$604 IN MISCELLANEOUS EXPENSES. ALLOCATION BETWEEN INVESTMENT & CHARITABLE PURPOSE IS BASED ON THE APPROXIMATE TIME SPENT ON GRANTS & PROGRAM INVESTMENTS. IF NO ALLOCATION IS POSSIBLE, EXPENSES ARE SPLIT 15% TO INVESTMENTS AND 85% TO GRANT COSTS.

## EXPENSES

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

32,156.

FORM 990-PF

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

STATEMENT 12

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

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TELEPHONE NUMBER

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816-627-3441

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FORM AND CONTENT OF APPLICATIONS

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REQUESTS SHOULD BE PRESENTED IN A ONE OR TWO PAGE LETTER DESCRIBING THE NEED, PURPOSE, PROGRAM OF THE REQUESTING ORGANIZATION, PROOF OF THE ORGANIZATION'S TAX-EXEMPT ELIGIBILITY FOR CHARITABLE CONTRIBUTIONS, AS WELL AS THE AMOUNT SOUGHT AND WHEN NEEDED.

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ANY SUBMISSION DEADLINES

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

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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THE FOUNDATION GENERALLY DOES NOT FUND INSTITUTIONS OR PROGRAMS OUTSIDE THE GREATER METROPOLITAN KANSAS CITY AREA. THE FOUNDATION DOES NOT MAKE CONTRIBUTIONS TO PRIVATE FOUNDATIONS OR TO ORGANIZATIONS CLASSIFIED AS PRIVATE FOUNDATIONS AND, WITH RARE EXCEPTION, THE FOUNDATION DOES NOT FUND INSTITUTIONS OR PROGRAMS IN THE VISUAL AND PERFORMING ARTS OR PROJECTS FOR THE PRESERVATION OF HISTORIC PLACES. WITH THE EXCEPTION FOR APPLIED RESEARCH, THE FOUNDATION DOES NOT FUND SCHOLARLY RESEARCH PROJECTS AND PROGRAMS.

The McGee Foundation Cust  
December 1, 2012 - December 31, 2012

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**List of Assets**

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
<b>Cash and Cash Equivalents</b>						
Financial Square Tr Government Fd Preferred Cl Fund 488	169,641.07	169,641.07 1.00	169,641.07 1.00	1.34%	10.00	0.01%
Income Cash		-1,472,714.47	-1,472,714.47	-11.67%	0.00	0.00%
Principal Cash		1,472,714.47	1,472,714.47	11.67%	0.00	0.00%
<b>Total Cash and Cash Equivalents</b>		<b>\$ 169,641.07</b>	<b>\$ 169,641.07</b>	<b>1.34%</b>	<b>\$ 10.00</b>	<b>0.01%</b>

**Equity Investments**

**Domestic Equities**

**Common Stocks**

Commerce Bancshares Inc	15,092	33,165.07 2.20	529,125.52 35.06	4.19%	13,884.00	2.62%
<b>Total Common Stocks</b>		<b>\$ 33,165.07</b>	<b>\$ 529,125.52</b>	<b>4.19%</b>	<b>\$ 13,884.00</b>	<b>2.62%</b>

**Mutual Funds**

DFA Emerging Markets Core Equity Portfolio	32,042.885	629,582.48 19.65	653,674.85 20.40	5.18%	10,702.00	1.64%
DFA US Core Equity 1 Portfolio	327,194.208	3,958,180.40 12.10	4,040,848.47 12.35	32.03%	72,309.00	1.79%
DFA US Large Cap Value Portfolio	121,420.54	2,606,840.63 21.47	2,780,530.37 22.90	22.04%	52,210.00	1.88%
<b>Total Mutual Funds</b>		<b>\$ 7,194,603.51</b>	<b>\$ 7,475,053.69</b>	<b>59.25%</b>	<b>\$ 135,221.00</b>	<b>1.81%</b>
<b>Total Domestic Equities</b>		<b>\$ 7,227,768.58</b>	<b>\$ 8,004,179.21</b>	<b>63.44%</b>	<b>\$ 149,105.00</b>	<b>1.86%</b>

**International Equities**

**The McGee Foundation Cust**  
December 1, 2012 - December 31, 2012

Page 4 of 10

<b>List of Assets</b>						
<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
<b>International Equity Mutual Funds</b>						
DFA International Core Equity	154,779.937	1,599,552.41 10.33	1,649,954.13 10.66	13.08%	45,969.00	2.79%
<b>Total International Equity Mutual Funds</b>		<b>\$ 1,599,552.41</b>	<b>\$ 1,649,954.13</b>	<b>13.08%</b>	<b>\$ 45,969.00</b>	<b>2.79%</b>
<b>Total International Equities</b>		<b>\$ 1,599,552.41</b>	<b>\$ 1,649,954.13</b>	<b>13.08%</b>	<b>\$ 45,969.00</b>	<b>2.79%</b>
<b>Total Equity Investments</b>		<b>\$ 8,827,320.99</b>	<b>\$ 9,654,133.34</b>	<b>76.52%</b>	<b>\$ 195,074.00</b>	<b>2.02%</b>
<b>Fixed Income Investments</b>						
<b>Diversified Taxable Mutual Funds</b>						
Vanguard Short Term Bond Index Sig	262,671.029	2,789,628.81 10.62	2,792,256.82 10.63	22.13%	37,678.00	1.35%
<b>Total Diversified Taxable Mutual Funds</b>		<b>\$ 2,789,628.81</b>	<b>\$ 2,792,256.82</b>	<b>22.13%</b>	<b>\$ 37,678.00</b>	<b>1.35%</b>
<b>Total Fixed Income Investments</b>		<b>\$ 2,789,628.81</b>	<b>\$ 2,792,256.82</b>	<b>22.13%</b>	<b>\$ 37,678.00</b>	<b>1.35%</b>
<b>Miscellaneous</b>						
Broadcom Corporation Securities Litigation. 2/14/06 - 8/25/06 Due 12/26/12	.1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Moore V. Halliburton Securities Litigation	.1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
<b>Total Miscellaneous</b>		<b>\$ 0.00</b>	<b>\$ 0.00</b>	<b>0.00%</b>	<b>\$ 0.00</b>	<b>0.00%</b>
<b>Net Assets and Liabilities</b>		<b>\$ 11,786,590.87</b>	<b>\$ 12,616,031.23</b>	<b>100.00%</b>	<b>\$ 232,762.00</b>	<b>1.85%</b>