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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 JUL 1, 2012, and ending JUN 30, 2013

Name of foundation THE MCGEE FOUNDATION, INC.		A Employer identification number 73-6099203
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 18127	Room/suite	B Telephone number (405) 842-6266
City or town, state, and ZIP code OKLAHOMA CITY, OK 73154-0127		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 11,962,961.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		280.	280.		
4 Dividends and interest from securities		534,487.	300,199.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-1,015.			
b Gross sales price for all assets on line 6a		1,184,758.			
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		533,752.	300,479.		
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 1		5,000.	3,000.		2,000.
c Other professional fees STMT 2		305.	305.		0.
17 Interest					
18 Taxes STMT 3		6,877.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		110.	110.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		12,292.	3,415.		2,000.
25 Contributions, gifts, grants paid		577,000.			577,000.
26 Total expenses and disbursements. Add lines 24 and 25		589,292.	3,415.		579,000.
27 Subtract line 26 from line 12		-55,540.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			297,064.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,967,492.	2,633,481.	2,633,481.
	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	4,015,571.	4,015,725.	4,529,030.
	b Investments - corporate stock STMT 6	821,906.	535,788.	508,611.
	c Investments - corporate bonds STMT 7	4,510,911.	4,075,265.	4,291,839.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	11,315,880.	11,260,259.	11,962,961.	
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 ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	11,315,880.	11,260,259.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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	11,315,880.	11,260,259.		
31 Total liabilities and net assets/fund balances	11,315,880.	11,260,259.		

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	11,315,880.
2 Enter amount from Part I, line 27a	2	-55,540.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,260,340.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	81.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,260,259.

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 STATEMENT			
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 1,184,758.		1,185,773.	-1,015.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			-1,015.

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	-1,015.
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	564,578.	11,966,490.	.047180
2010	501,530.	11,591,376.	.043268
2009	475,720.	11,182,561.	.042541
2008	332,640.	10,425,747.	.031906
2007	267,918.	10,742,919.	.024939

2 Total of line 1, column (d)	2	.189834
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	.037967
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,439,428.
5 Multiply line 4 by line 3	5	472,288.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,971.
7 Add lines 5 and 6	7	475,259.
8 Enter qualifying distributions from Part XII, line 4	8	579,000.

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 <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	2,971.
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	2,971.
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	2,971.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,200.
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	5,200.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	2,229.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,229. Refunded <input checked="" type="checkbox"/>	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?		X
1b 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
1c 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?		
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"/> OK		
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

N/A

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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 ► <u>WWW.FDNCENTER.ORG</u>	13	X	
14	The books are in care of ► <u>ALLEN EVANS C/O CROWE AND DUNLEVY</u> Telephone no ► <u>(405) 842-6266</u> Located at ► <u>20 N. BROADWAY, OKLAHOMA CITY, OK</u> ZIP+4 ► <u>73102</u>			
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	1b
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
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 ► <u>2011</u> , <u>2010</u> , _____	<input checked="" type="checkbox"/> Yes <input 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.)		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?	<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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARCIA MCGEE BIEBER	PRES/DIR			
P.O. BOX 18127				
OKLAHOMA CITY, OK 731540127	0.50	0.	0.	0.
CHARLES BIEBER, M.D.	SECTY-TREAS/DIR			
P.O. BOX 18127				
OKLAHOMA CITY, OK 731540127	0.15	0.	0.	0.
PATRICIA MCGEE MAINO	VICE PRES/DIR			
P.O. BOX 18127				
OKLAHOMA CITY, OK 731540127	0.15	0.	0.	0.
PAULA LOVE	DIRECTOR			
P.O. BOX 18127				
OKLAHOMA CITY, OK 731540127	0.50	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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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."

[illegible]

Total number of others receiving over \$50,000 for professional services

 \overline{C}

Part IX-A Summary of Direct Charitable Activities	
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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.

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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	12,479,224.
b	Average of monthly cash balances	1b	149,637.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,628,861.
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	12,628,861.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	189,433.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,439,428.
6	Minimum investment return. Enter 5% of line 5	6	621,971.

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	621,971.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,971.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,971.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	619,000.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	619,000.
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	619,000.

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	579,000.
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	579,000.
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	2,971.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	576,029.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				619,000.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			593,373.	
b Total for prior years 2010		5,589.		
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 ▶ \$ 579,000.				
a Applied to 2011, but not more than line 2a			579,000.	
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				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		5,589.		
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		5,589.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			14,373.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				619,000.
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				

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				(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

THE MCGEE FOUNDATION
P.O. BOX 18127, OKLAHOMA CITY, OK 731540127

- b The form in which applications should be submitted and information and materials they should include

NO SPECIFIED FORM

- c Any submission deadlines

NONE

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

NONE

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 SCHEDULE		PUBLIC	SEE SCHEDULE	577,000.
Total			3a	577,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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			14	280.	
4 Dividends and interest from securities			14	534,487.	
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			14	-1,015.	
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.		533,752.	0.
13 Total Add line 12, columns (b), (d), and (e)				533,752.	533,752.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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?

(1) Cash

1a(1)	X
-------	---

1a(2)		X
-------	--	---

1b(1)	X
-------	---

1b(2)	X
-------	---

1b(3)		X
-------	--	----------

1b(4)		X
-------	--	---

1b(5)		X
--------------	--	----------

1b(6)		X
-------	--	---

1c		X
----	--	---

Other assets,

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

☐ Yes ☒ No

(a) Name of organization

(b) Type of organization

(c) Description of relationship

N/A

N/A		


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.

Date/

Title

☒ Yes ☐ No

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date 10/24/13	Check <input type="checkbox"/> if self-employed	PTIN P00360769
	Firm's name ▶ JOHNSON & KURN, LLP			Firm's EIN ▶ 94-3345534	
	Firm's address ▶ 1232 BELMONT AVENUE SAN CARLOS, CA 94070			Phone no (650) 592-2967	

Form **990-PF** (2012)

THE MCGEE FOUNDATION, INC.

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	100,000 UBS AG	P	01/24/12	08/01/12
b	FRACTIONAL SH GENERAL MOTORS	P	07/28/11	08/01/12
c	1,000 BAC CAP TR V	P	10/22/04	11/05/12
d	2,000 BAC CAP TR XII	P	07/27/06	11/05/12
e	100,000 MORGAN STANLEY STEP CPN	P	08/16/10	11/19/12
f	100,000 NOMURA AMER FIN	P	10/26/10	11/23/12
g	250,000 GE CAPITAL	P	09/28/06	04/15/13
h	381 BANK ONE CAPITAL VI	P	08/07/03	05/08/13
i	2,000 EVEREST RE CAP TR II	P	03/25/04	05/24/13
j	2,000 JP MORGAN CHASE CAP XII	P	09/29/03	05/08/13
k	4,000 JP MORGAN CHASE CAP XIX	P	09/22/06	05/08/13
l	150,000 GMAC	P	03/01/02	08/28/12
m	200,000 GENERAL ELECTRIC	P	01/15/09	10/09/12
n	KAYNE ANDERSON FRACTIONAL SH	P	VARIOUS	02/01/13
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 100,000.		100,005.	-5.
b 78.			78.
c 25,000.		25,000.	0.
d 50,000.		50,000.	0.
e 100,000.		100,000.	0.
f 100,000.		100,005.	-5.
g 250,000.		250,000.	0.
h 9,525.		9,877.	-352.
i 50,000.		50,000.	0.
j 50,000.		50,000.	0.
k 100,000.		100,000.	0.
l 150,000.		150,594.	-594.
m 200,000.		199,050.	950.
n 155.		1,242.	-1,087.
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-5.
b			78.
c			0.
d			0.
e			0.
f			-5.
g			0.
h			-352.
i			0.
j			0.
k			0.
l			-594.
m			950.
n			-1,087.
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	-1,015.
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

McGee Foundation Gifts**FYE June 2013**

Planned Parenthood Mar Monte 1605 The Alameda San Jose, CA 95126	\$120,000
CASA of Oklahoma County 5905 Classen Court, Ste 310 Oklahoma City, OK 73118	\$35,000
Planned Parenthood of Central Oklahoma 619 N. E. 23rd St. Oklahoma City, OK	\$65,000
Free to Live P O Box 5884 Edmond, Oklahoma 73083-5884	\$8,000
School of Earth Sciences Mitchell Bldg. 101 397 Panama Mall Stanford, CA 94305-2210	\$65,000
Planned Parenthood Los Angeles 400 West 30th Street Los Angeles, CA 90007	\$65,000
Lyric Theatre 1727 N W 16 th St. Oklahoma City, OK 73106	\$25,000
Oklahoma City Community Foundation P O Box 1146 Oklahoma City, OK 73101-1146	\$82,000
National Museum of Wildlife Art P O Box 6825 2820 Rungius Road Jackson, WY 83002	\$25,000
Oklahoma Lawyers for Children 4901 Richmond, Ste.101 Oklahoma City, OK 73118	\$10,000
National Children's Chorus P O Box 24625 Los Angeles, CA 90024-0625	\$15,000

Oklahoma Humanities Council 428 W. California, Ste 270 Oklahoma City, OK 73102	\$10,000
Humane Society Silicon Valley 901 Ames Ave. Milpitas, CA 95035	\$5,000
Positive Tomorrows P O Box 61190 Oklahoma City, OK 73146	\$10,000
Community Literacy Centers P O Box 60687 Oklahoma City, OK 73146-0687	\$7,000
Myriad Gardens Foundation Attn: Development Office 301 W. Reno Oklahoma City, OK 73102	\$15,000
Alaska Wildlife Conservation Center PO Box 949 • Mile 79, Seward Highway Portage, AK	\$10,000
Canterbury Choral Society 428 W. California, Ste. 100 Oklahoma City, OK, 73102	\$5,000
	<hr/>
Total	\$577,000

McGEE FOUNDATION GIFTS FYE 2013

Oklahoma County CASA
5905 Classen Blvd
Oklahoma City, OK 73118 Trains volunteer advocates for children involved in juvenile court

Free to Live
P O Box 130072
Edmond, Oklahoma 73013-0072 Non profit animal sanctuary

Planned Parenthood of Central Oklahoma
619 N. E. 23rd St.
Oklahoma City, OK 73103 Provides low cost reproductive and medical care and information.

Stanford School of Earth Sciences
Stanford University
Mitchell Bldg. 101
Stanford, CA 94305-2210 Donation to provide funds for student research programs

Planned Parenthood Mar Monte
1691 The Alameda
San Jose, CA 95126 Provides low cost reproductive and medical care and information

Planned Parenthood Los Angeles
400 West 30th Street
Los Angeles, CA 90007 Provides low cost reproductive and medical care and information.

Oklahoma City Community Foundation
P O Box 1146
Oklahoma City, OK 73101-1146 Non profit community foundation

Lyric Theatre
1727 N W 16th St.
Oklahoma City, OK 73106 Non profit community theater

National Museum of Wildlife Art
P O Box 6825
2820 Rungius Road
Jackson, WY 83002 Non profit art museum

Oklahoma Lawyers for Children
4901 Richmond, Ste.101
Oklahoma City, OK 73118 Non profit providing legal services children in court

National Children's Chorus
P O Box 24625
Los Angeles, CA 90024-0625 Non profit children performing chorus

Oklahoma Humanities Council
428 W. California, Ste 270
Oklahoma City, OK 73102 Non profit to improve humanities education and learning

Canterbury Choral Society
428 W. California, Ste. 100
Oklahoma City, OK, 73102

Non profit choral society

Alaska Wildlife Conservation
PO Box 949 • Mile 79, Seward Highway
Portage, AK

Non profit animal conservation facility

Community Literacy Centers
P O Box 60687
Oklahoma City, OK 73146-0687

Non profit teaching adults reading

Positive Tomorrows
P O Box 61190
Oklahoma City, OK 73146

Non profit school for homeless children in Oklahoma City

Myriad Gardens
301 W. Reno
Oklahoma City, OK 73102

Non profit public garden and conservatory

Humane Society Silicon Valley
901 Ames Ave.
Milpitas, CA 95035

Non profit animal shelter

FORM 990-PF	ACCOUNTING FEES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
JOHNSON & KURN, LLP ACCOUNTING	5,000.	3,000.		2,000.	
TO FORM 990-PF, PG 1, LN 16B	5,000.	3,000.		2,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE	305.	305.		0.	
TO FORM 990-PF, PG 1, LN 16C	305.	305.		0.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	6,877.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,877.	0.		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	
BANK FEES	110.	110.		0.	
TO FORM 990-PF, PG 1, LN 23	110.	110.		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
CAL BOND 7.5% (BANK OF OK)		X	315,764.	385,763.
CALIFORNIA ST 5%		X	188,103.	205,218.
CALIFORNIA ST 7.5%		X	101,210.	130,350.
100,000 BEAUMONT TX 5.81%		X	104,000.	100,391.
400,000 CALIFORNIA ST 6.2%		X	399,233.	471,640.
100,000 CAL ST BUILD AMER		X	104,258.	130,350.
250,000 FHLB BOND 5.%	X		249,980.	288,318.
250,000 FHLB BOND 5.%	X		249,926.	288,317.
250,000 FHLB BOND 5.125%	X		244,917.	290,575.
300,000 ST OF CA VAR GEN		X	299,903.	350,448.
100,000 ST OF CA VAR GEN		X	99,996.	116,816.
100,000 SOUTHERN CA PUB PWR		X	99,834.	107,994.
50,000 RIALTO CA		X	47,041.	49,079.
300,000 LOS ANG CAL		X	292,742.	328,545.
300,000 CALIF ST 5.5%		X	291,203.	325,710.
100,000 MEMPHIS TN		X	106,535.	115,306.
100,000 DENTON TX		X	103,969.	113,154.
100,000 SAN ANTONIO, TX		X	105,681.	115,913.
100,000 SPRINGFIELD, MO		X	102,918.	109,175.
100,000 SANTA BARBARA, CA		X	102,349.	96,963.
100,000 SC CAL WTR		X	100,217.	104,050.
200,000 WEST CONTRA COSTA 6.25%		X	206,107.	210,778.
100,000 EAST SIDE UNION 5.32%		X	99,839.	94,177.
TOTAL U.S. GOVERNMENT OBLIGATIONS			744,823.	867,210.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,270,902.	3,661,820.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,015,725.	4,529,030.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH CAP V TR	50,000.	50,320.
ING GROUP 7.05%	25,000.	24,860.
2000 SH CITIGROUP CAP XI	50,000.	49,840.
TRONOX INC	17,978.	19,280.
383 SH GENERAL MOTORS	37,734.	12,677.
348 WARRANTS GM	34,279.	5,676.
348 WARRANTS GM	34,279.	8,270.
2,500 SH VERIZON COMM	94,255.	125,850.
3,000 SH KAYNE ANDERSON MLP INV	92,262.	116,670.

4,000 SH SCE TRUST I	100,000.	94,400.
25 SH MOTORS LIQ	1.	768.
TOTAL TO FORM 990-PF, PART II, LINE 10B	535,788.	508,611.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WEYERHAEUSER NOTE 6.875%	98,700.	114,249.
FLORIDA 5.625%	98,755.	115,400.
AMERITECH CAP FUNDING	199,050.	236,085.
200,000 MORGAN STANLEY	197,947.	216,150.
250,000 HARTFORD	251,808.	276,488.
100,000 KERR MCGEE 7.875%	96,952.	124,858.
100,000 ZIONS BAMC	100,000.	100,273.
100,000 DOW CHEMICALS	100,000.	100,118.
100,000 ALCOA INC 5.87%	99,995.	97,301.
200,000 SUNTRUST BKS	200,023.	225,782.
100,000 GOLDMAN SACHS 5.95%	98,850.	102,826.
100,000 ALCOA INC 5.9%	99,758.	93,540.
100,000 ALCOA INC 5.9%	99,993.	93,540.
200,000 MORGAN STANLEY 5%	199,767.	206,798.
100,000 SARA LEE	93,705.	101,214.
100,000 ALLSTATE CORP	98,567.	107,171.
100,000 PETRO CANADA MW	96,713.	101,141.
100,000 WACHOVIA CORP	98,623.	103,015.
100,000 ARIZONA PUB SR	99,895.	108,947.
100,000 GE CAPITAL 5.5%	100,000.	107,356.
100,000 CREDIT SUISSE NY	99,882.	108,344.
100,000 ARCELORMITTAL CALL	95,606.	99,500.
100,000 CENTURYLINK	99,735.	98,500.
100,000 LLOYDS 5.5%	100,000.	106,626.
100,000 GOLDMAN SACHS 5.5%	100,000.	106,249.
100,000 FLEET FIN 6.7%	96,544.	106,987.
100,000 SARA LEE	97,957.	101,214.
100,000 QWEST 6.875%	99,855.	96,750.
100,000 PRUDENTIAL FIN 5.4%	99,850.	100,162.
100,000 FORTUNE BRANDS 5.875%	99,448.	109,924.
100,000 HARTFORD FIN 5.95%	93,274.	107,410.
200,000 CLIFFS NAT RESOURCES	205,410.	168,283.
150,000 ALCOA	158,675.	154,854.
100,000 WESTERN UNION 6.2%	99,928.	94,784.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,075,265.	4,291,839.