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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 10/01, 2012, and ending 09/30, 2013

Name of foundation: **GEORGE W.P. MAGEE TRUST**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1802**

Room/suite: _____

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

A Employer identification number
04-6011097

B Telephone number (see instructions)
888-866-3275

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

G Check all that apply:

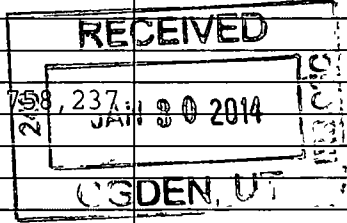
<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **7,516,854.**

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B <input checked="" type="checkbox"/>				
2	Check <input checked="" type="checkbox"/>				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	172,829.	172,288.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	758,237.			
b	Gross sales price for all assets on line 6a	4,990,170.			
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) (attach schedule)				
11	Other income (attach schedule)	30.			STMT 3
12	Total. Add lines 1 through 11	931,096.	930,525.		
13	Compensation of officers, directors, trustees, etc.	54,989.	32,993.		21,996.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 5	13,410.			13,410.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	10,733.	1,238.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 7	6,155.			6,155.
24	Total operating and administrative expenses. Add lines 13 through 23	86,537.	34,231.	NONE	42,811.
25	Contributions, gifts, grants paid	298,700.			298,700.
26	Total expenses and disbursements Add lines 24 and 25	385,237.	34,231.	NONE	341,511.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	545,859.			
b	Net investment income (if negative, enter -0-)		896,294.		
c	Adjusted net income (if negative, enter -0-)				



ENVELOPE - JAN 28 2014
POSTMARK DATE

SCANNED FEB 26 2014
Revenue

Operating and Administrative Expenses

706



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	916,739.	2,444,890.	2,444,890.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - US and state government obligations (attach schedule)	128,397.	118,661.	129,499.
	b	Investments - corporate stock (attach schedule)	5,144,138.	3,821,033.	4,553,622.
	c	Investments - corporate bonds (attach schedule)	380,105.	375,734.	388,843.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,569,379.	6,760,318.	7,516,854.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,569,379.	6,760,318.	
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 (see instructions)	6,569,379.	6,760,318.		
31	Total liabilities and net assets/fund balances (see instructions)	6,569,379.	6,760,318.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 6,569,379.
2	Enter amount from Part I, line 27a	2 545,859.
3	Other increases not included in line 2 (itemize) ▶ TYE INC ADJ	3 1,120.
4	Add lines 1, 2, and 3	4 7,116,358.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5 356,041.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 6,760,317.



Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,990,170.		4,231,933.	758,237.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
a			758,237.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	758,237.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

(a) Base period years Calendar year (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	341,949.	6,662,420.	0.051325
2010	273,764.	6,895,547.	0.039702
2009	312,875.	6,408,606.	0.048821
2008	365,328.	5,656,864.	0.064581
2007			
2 Total of line 1, column (d)			2 0.204429
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 0.051107
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 7,055,418.
5 Multiply line 4 by line 3			5 360,581.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,963.
7 Add lines 5 and 6			7 369,544.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			8 341,511.



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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount credited to 2013.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL, tax on political expenditures, reimbursement, IRS reporting, unrelated business income, tax return filing, liquidation, requirements of section 508(e), assets, states reported, Form 990-PF copies, private operating foundation status, and substantial contributors.



Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(888) 866-3275</u> Located at ▶ <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ▶ <u>02901-1802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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 ▶		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X



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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 100 FEDERAL STREET, BOSTON, MA 02110	TRUSTEE 1	56,510.	- 0 -	- 0 -

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

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

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



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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	6,729,381.
b	Average of monthly cash balances	1b	433,480.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,162,861.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,162,861.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	107,443.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,055,418.
6	Minimum investment return. Enter 5% of line 5	6	352,771.

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	352,771.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,926.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,926.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	334,845.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	334,845.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	334,845.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	341,511.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	341,511.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	341,511.

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



Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				334,845.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007		NONE		
b From 2008		12,434.		
c From 2009		NONE		
d From 2010		NONE		
e From 2011		15,273.		
f Total of lines 3a through e	27,707.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 341,511.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				334,845.
e Remaining amount distributed out of corpus	6,666.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,373.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	34,373.			
10 Analysis of line 9				
a Excess from 2008	12,434.			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	15,273.			
e Excess from 2012	6,666.			

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

NOT APPLICABLE

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

Table with 5 columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here [] 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 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

Form 990-PF (2012)

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				
WESTERN MA COUNCIL CHESTERFIELD	NONE	PC	UNRESTRICTED GENERAL PURPOSES	27,300.
ANNAWON COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	25,000.
BOSTON MINUTEMAN COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	35,000.
KNOX TRAIL COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	30,900.
NASHUA VALLEY COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	30,000.
MOHEGAN COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	27,000.
OLD COLONY COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	40,000.
YANKEE CLIPPER COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	28,500.
CAPE COD & THE ISLANDS COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	25,000.
NARRAGANSETT COUNCIL	NONE	PC	UNRESTRICTED GENERAL PURPOSES	30,000.
Total				3a 298,700.
b Approved for future payment				
Total				3b

GEORGE W.P. MAGEE TRUST

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESCO INTL GROWTH FUND CL Y	2,995.	2,995.
APPLE INC COM	3,648.	3,648.
BOFA GOVERNMENT RESERVES CAPITAL CLASS	31.	31.
CIGNA CORPORATION	15.	15.
CITIGROUP INC NEW COM	9.	9.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	7,623.	7,623.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	24,364.	24,364.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	1,307.	1,307.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	337.	337.
COSTCO WHSL CORP NEW COM	3,472.	3,472.
DEUTSCHE TELEKOM INTL FIN B V GTD NT NET	438.	438.
DUN & BRADSTREET CORP DEL NEW COM	340.	340.
E M C CORP MASS	131.	131.
FNMA POOL #500982 DTD 6/1/99 6.00% DUE 6	256.	256.
GENERAL ELEC CAP CORP MTN SER A	1,350.	1,350.
GOLDMAN SACHS GROUP INC	600.	600.
GOLDMAN SACHS GROUP INC NT	12,875.	12,875.
ISHARES MSCI EMERGING MKTS INDEX FUND	6,565.	6,565.
J P MORGAN CHASE & CO COM	2,266.	2,266.
LORILLARD INC COM	1,885.	1,885.
MFS RESEARCH BD FUND CL I	12,731.	12,731.
MCKESSON HBOC INC	340.	340.
METRO WEST T/R BD CL I	22,152.	22,152.
MICROSOFT CORPORATION	3,087.	3,087.
NORDSTROM INCORPORATED	661.	661.
OCCIDENTAL PETROLEUM CORPORATION	1,652.	1,652.
PIMCO TOTAL RETURN FUND INSTL	22,858.	22,858.
PIMCO HIGH YIELD FUND	8,352.	8,352.
PNC BK CORP	832.	832.
PEPSICO INCORPORATED	1,160.	1,160.
PIMCO COMMODITY REALRETURN STRATEGY FUND	4,373.	4,373.
PRICE T ROWE GROUP INC COM	422.	422.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRUDENTIAL FINL INC MTN SER B	713.	713.
PRUDENTIAL JENNISON MID-CAP GROWTH FUND	1,051.	1,051.
QUEBEC PROV CDA GLOBAL DEB CANADA	88.	88.
SCHLUMBERGER LIMITED	699.	699.
TARGET CORP DTD 10/31/2002 6.35% DUE 11/	1,905.	1,905.
THERMO ELECTRON CORP	276.	276.
UNITED STATES TREAS BD DTD 02/15/01 5.37	1,881.	1,881.
UNITED STATES TREAS NT DTD 03/15/05 4.00	2,400.	2,400.
UNITED STATES TREAS NTS DTD 11/15/05	900.	900.
UNITED TECHNOLOGIES CORP	1,455.	1,455.
VANGUARD REIT ETF	5,612.	5,071.
VERIZON COMMUNICATIONS	1,803.	1,803.
VODAFONE GROUP PLC NEW NT UNITED KINGDOM	269.	269.
WAL-MART STORES INC GLOBAL NT	2,025.	2,025.
WELLS FARGO COMPANY	2,625.	2,625.
TOTAL	172,829.	172,288.



GEORGE W.P. MAGEE TRUST

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FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	30.
TOTALS	----- 30. =====

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

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

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	13,410.	13,410.
	-----	-----
TOTALS	13,410.	13,410.
	=====	=====



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FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	3,045.	
EXCISE TAX ESTIMATES	6,450.	
FOREIGN TAXES ON QUALIFIED FOR	965.	965.
FOREIGN TAXES ON NONQUALIFIED	273.	273.
TOTALS	10,733.	1,238.

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER CHARITABLE EXPENSES
OTHER CHARITABLE EXPENSES

4,585.
1,570.

4,585.
1,570.

TOTALS

6,155.
=====

6,155.
=====



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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
912810FP8 UNITED STATES TREAS	39,902.	44,636.
912828DM9 UNITED STATES TREAS	58,675.	63,115.
912828EN6 UNITED STATES TREAS	20,084.	21,748.
TOTALS	118,661.	129,499.

GEORGE W.P. MAGEE TRUST

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287234 ISHARES MSCI EMERGIN	333,759.	333,783.
922908553 VANGUARD REIT ETF	140,954.	143,855.
674599105 OCCIDENTAL PETE CORP	46,087.	65,478.
806857108 SCHLUMBERGER LTD COM	58,242.	52,574.
26483E100 DUN & BRADSTREET COR	17,115.	22,328.
913017109 UNITED TECHNOLOGIES	38,969.	73,318.
023135106 AMAZON COM INC COM	7,582.	37,517.
655664100 NORDSTROM INC COM	30,109.	31,753.
22160K105 COSTCO WHSL CORP NEW	28,499.	48,947.
544147101 LORILLARD INC COM	24,572.	38,959.
713448108 PEPSICO INC COM	34,618.	41,738.
125509109 CIGNA CORP COM	11,341.	28,438.
375558103 GILEAD SCIENCES INC	29,540.	77,959.
58155Q103 MCKESSON CORP COM	24,283.	54,528.
883556102 THERMO FISHER SCIENT	26,582.	43,771.
172967424 CITIGROUP INC NEW CO	83,917.	11,497.
38141G104 GOLDMAN SACHS GROUP	54,936.	47,463.
46625H100 J P MORGAN CHASE & C	79,740.	91,491.
693475105 PNC FINL SVCS GROUP	32,555.	35,863.
74144T108 PRICE T ROWE GROUP I	10,183.	12,228.
949746101 WELLS FARGO & CO NEW	89,810.	101,358.
037833100 APPLE INC COM	32,202.	152,560.
268648102 EMC CORP COM	22,487.	33,356.
38259P508 GOOGLE INC CL A COM	31,079.	56,934.
594918104 MICROSOFT CORP COM	90,697.	111,654.
92343V104 VERIZON COMMUNICATIO	28,518.	40,841.
552983694 MFS VALUE FUND CL I	520,000.	517,155.
19765N245 COLUMBIA DIVIDEND IN	365,453.	514,072.
19765Y688 COLUMBIA SELECT LARG	318,769.	528,203.

GEORGE W.P. MAGEE TRUST

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FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
693390700 PIMCO TOTAL RETURN F	152,004.	148,616.
693390841 PIMCO HIGH YIELD FD	140,000.	139,265.
19765H362 COLUMBIA SHORT TERM	370,000.	370,000.
22544R305 CREDIT SUISSE COMMOD	177,968.	175,563.
592905509 METRO WEST T/R BD CL	368,463.	370,557.
TOTALS	3,821,033.	4,553,622.

GEORGE W.P. MAGEE TRUST

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
36962GXZ2 GENERAL ELEC CAP COR	19,297.	23,856.
38143UAB7 GOLDMAN SACHS GROUP	253,151.	253,218.
74432QAD7 PRUDENTIAL FINL INC	14,953.	15,317.
87612EAK2 TARGET CORP DTD 10/3	33,781.	36,139.
931142BY8 WAL-MART STORES INC	42,947.	48,086.
25156PAC7 DEUTSCHE TELEKOM INT	6,391.	6,928.
92857WAD2 VODAFONE GROUP PLC N	5,214.	5,299.
TOTALS	375,734.	388,843.



GEORGE W.P. MAGEE TRUST

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

=====

DESCRIPTION -----	AMOUNT -----
TYE SALES ADJ	355,381.
ADJ CARRYING VALUE	660.

TOTAL	356,041.
	=====

GEORGE W.P. MAGEE TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6011097

RECIPIENT NAME:
ONLINE APPLICATION
FORM, INFORMATION AND MATERIALS:
WWW.BANKOFAMERICA.COM/GRANTMAKING

STATEMENT 13

FEDERAL FOOTNOTES

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