Form 990-PF — Department of the Treasury, Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052 — **2014** — Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: MCPHEE FOUNDATION INC

A Employer identification number: 06-1479791

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

B Telephone number: 860-677-9797

City or town, state or province, country, and ZIP or foreign postal code: BRISTOL, CT 06010

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 2,510,128.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	25,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	47,428.	47,428.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	129,027.			
	b Gross sales price for all assets on line 6a 400,723.				
	7 Capital gain net income (from Part IV, line 2)		129,027.		
	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	201,455.	176,455.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	3,750.	3,000.		750.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	140.	140.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	18,669.	18,669.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,559.	21,809.		750.
	25 Contributions, gifts, grants paid	179,000.			179,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	201,559.	21,809.		179,750.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-104.			
	b **Net investment income** (if negative, enter -0-)		154,646.		
	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	120,040.	45,953.	45,953.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	69,366.	69,067.	100,782.
	b Investments - corporate stock STMT 6	807,566.	921,639.	1,680,978.
	c Investments - corporate bonds STMT 7	19,330.	19,330.	22,818.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	543,210.	503,419.	659,597.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,559,512.	1,559,408.	2,510,128.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,559,512.	1,559,408.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,559,512.	1,559,408.	
	31 **Total liabilities and net assets/fund balances**	1,559,512.	1,559,408.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,559,512.
2 Enter amount from Part I, line 27a	2	-104.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,559,408.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,559,408.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	400,723.		271,696.	129,027.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				129,027.

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 — 129,027.

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))
2013	175,484.	2,227,754.	.078772
2012	135,876.	2,078,713.	.065365
2011	102,310.	1,863,614.	.054899
2010	132,528.	1,726,122.	.076778
2009	91,275.	1,401,218.	.065140

2	Total of line 1, column (d)	2	.340954
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	.068191
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,413,722.
5	Multiply line 4 by line 3	5	164,594.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,546.
7	Add lines 5 and 6	7	166,140.
8	Enter qualifying distributions from Part XII, line 4	8	179,750.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,546.
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	1,546.
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	1,546.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 494.		
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	494.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,052.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 9	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ MARIE C POPIELARCZYK Telephone no ▶ 860-677-9797

Located at ▶ 505 MAIN STREET, FARMINGTON, CT ZIP+4 ▶ 06032

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	*During the year did the foundation (either directly or indirectly):*				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	*If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations* section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		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 4945(d)(4)(A)? *(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)?	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
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

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

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

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

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,361,343.
b	Average of monthly cash balances	1b	89,136.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,450,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,450,479.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,757.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,413,722.
6	**Minimum investment return.** Enter 5% of line 5	6	120,686.

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	120,686.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 1,546.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,546.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119,140.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	119,140.
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	119,140.

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	179,750.
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	179,750.
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	1,546.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	178,204.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				119,140.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010 46,666.				
c From 2011 10,279.				
d From 2012 32,402.				
e From 2013 64,966.				
f Total of lines 3a through e	154,313.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 179,750.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				119,140.
e Remaining amount distributed out of corpus	60,610.			
5 Excess distributions carryover applied to 2014 (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	214,923.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a	214,923.			
10 Analysis of line 9:				
a Excess from 2010 46,666.				
b Excess from 2011 10,279.				
c Excess from 2012 32,402.				
d Excess from 2013 64,966.				
e Excess from 2014 60,610.				

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 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				179,000.
Total			▶ 3a	179,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	47,428.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	129,027.	
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.		176,455.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 176,455.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: 5-13-15 — Title: Corporate Secretary

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LOUIS VAMVAKAS		05/13/15		P00448023
Firm's name ▶ GITLIN CAMPISE PRENDERGAST, LLC			Firm's EIN ▶ 06-0671881	
Firm's address ▶ 836 FARMINGTON AVE. WEST HARTFORD, CT 06119			Phone no. (860)236-5833	

Form 990-PF (2014)

423622
11-24-14

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs gov/form990

OMB No 1545-0047

2014

Name of the organization

MCPHEE FOUNDATION INC

Employer identification number

06-1479791

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD T MCPHEE 44 BELGIAN CIRCLE BRISTOL, CT 06010	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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

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

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

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

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

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

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

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

Name of organization: MCPHEE FOUNDATION INC

Employer identification number: 06-1479791

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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	FIRST BANK OF PUERT PR		02/11/14	11/04/14
b	MEAD JOHNSON NUTRITION		02/11/14	03/10/14
c	NUVEEN SYMPHONY		VARIOUS	11/28/14
d	APACHE CORP		05/15/09	11/13/14
e	BERKSHIRE HATHAWAY INC		VARIOUS	09/26/14
f	CME GROUP		10/16/12	09/26/14
g	GILEAD SCIENCES INC		11/17/05	09/26/14
h	HOME DEPOT INC		06/06/97	09/26/14
i	INTEL CORP		07/31/96	09/26/14
j	ISHARES CHINA		VARIOUS	10/28/14
k	ISHARES TRANSPORTATION		02/07/08	02/03/14
l	ISHARES TRUST S&P		08/04/09	02/03/14
m	ISHARES US MEDICAL		01/11/11	09/26/14
n	MEAD JOHNSON NUTRITION		05/30/03	03/10/14
o	MERCK & CO NEW		VARIOUS	09/26/14

	(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	40,000.		40,000.	0.
b	11,015.		10,319.	696.
c	1,586.		1,672.	-86.
d	12,827.		13,437.	-610.
e	13,774.		6,102.	7,672.
f	12,903.		9,393.	3,510.
g	10,690.		1,376.	9,314.
h	9,199.		1,479.	7,720.
i	11,840.		8,519.	3,321.
j	39,312.		24,821.	14,491.
k	30,200.		16,994.	13,206.
l	69,633.		36,268.	33,365.
m	9,731.		5,796.	3,935.
n	13,892.		6,896.	6,996.
o	5,869.		3,870.	1,999.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				696.
c				-86.
d				-610.
e				7,672.
f				3,510.
g				9,314.
h				7,720.
i				3,321.
j				14,491.
k				13,206.
l				33,365.
m				3,935.
n				6,996.
o				1,999.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

423591
05-01-14

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	NUVEEN SYMPHONY		VARIOUS	12/08/14
b	UNTIED BANK CORP		VARIOUS	09/26/14
c	VANGUARD FTSE		01/05/10	09/26/14
d	WALGREEN CO		03/25/09	09/26/14
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	24,404.		25,308.	-904.
b	39,282.		20,368.	18,914.
c	34,370.		34,449.	-79.
d	10,196.		4,629.	5,567.
e				0.
f				0.
g				0.
h				0.
i				0.
j				0.
k				0.
l				0.
m				0.
n				0.
o				0.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				-904.
b				18,914.
c				-79.
d				5,567.
e				0.
f				0.
g				0.
h				0.
i				0.
j				0.
k				0.
l				0.
m				0.
n				0.
o				0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-14

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				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	129,027.
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

423591
05-01-14

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UBS PORTFOLIO MANAGEMENT 413	47,428.	0.	47,428.	47,428.	
TO PART I, LINE 4	47,428.	0.	47,428.	47,428.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

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

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS - FOREIGN TAX WITHHELD	140.	140.		0.
TO FORM 990-PF, PG 1, LN 18	140.	140.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS FEES	18,669.	18,669.		0.
TO FORM 990-PF, PG 1, LN 23	18,669.	18,669.		0.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS - SEE ATTACHED	X		69,067.	100,782.
TOTAL U.S. GOVERNMENT OBLIGATIONS			69,067.	100,782.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			69,067.	100,782.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK -SEE ATTACHED	921,639.	1,680,978.
TOTAL TO FORM 990-PF, PART II, LINE 10B	921,639.	1,680,978.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS -SEE ATTACHED	19,330.	22,818.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,330.	22,818.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED	COST	503,419.	659,597.
TOTAL TO FORM 990-PF, PART II, LINE 13		503,419.	659,597.

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

NAME OF CONTRIBUTOR	ADDRESS
MARCUS MCPHEE	72 WHIPPOORWILL LANE BRISTOL, CT 06010
MICHAEL MCPHEE	46 EAST HYERDALE GOSHEN, CT 06756
EDWARDE T MCPHEE	44 BELGIAN CIRCLE BRISTOL, CT 06010

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD T MCPHEE JR 44 BELGIAN CIRCLE BRISTOL, CT 06010	PRESIDENT 0.00	0.	0.	0.
CAROLE T MCPHEE 44 BELGIAN CIRCLE BRISTOL, CT 06010	VICE PRESIDENT 0.00	0.	0.	0.
MARIE C POPIELARCZYK 6 BRICH ST UNIONVILLE, CT 06085	SECRETARY 0.00	0.	0.	0.
BARBARA MCPHEE 46 EAST HYERDALE GOSHEN, CT 06756	DIRECTOR 0.00	0.	0.	0.
RITA MCPHEE 30 BELGIAN CIRCLE BRISTOL, CT 06010	DIRECTOR 0.00	0.	0.	0.
ROBIN MCPHEE 72 WHIPPOORWILL LANE BRISTOL, CT 06010	DIRECTOR 0.00	0.	0.	0.

MAUREEN LEE 103 BRADFORD WALK FARMINGTON, CT 06032	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

EDWARD T MCPHEE JR
CAROLE T MCPHEE

UBS Summary of Investments for McPhee Foundation

Name	Valuation Method	# Share 12/31/14	Book Basis Balance 12/31/14	Marlet Value 12/31/14
Equities				
Air Prod & Chemical	Cost	200	12,583 50	28,846 00
Alibaba Group	Cost	394	39,198.31	40,952.36
American Intl Group	Cost	675	19,500.75	37,806.75
Apple Inc	Cost	175	15,726 75	19,316 50
	Cost	105	6,384.30	11,589.90
	Cost	84	5,320.08	9,271.92
	Cost	91	6,937.45	10,044.58
	Cost	0	0.00	0.00
Bed Bath & Beyond	MV Date Gift	410	13,247.10	31,229.70
Berkshire Hathaway	Cost	0	0.00	0.00
	Cost	400	25,320.00	60,060 00
Biomarin Pharmaceutic	Cost	300	1,554 00	27,120 00
Celegne Corp	MV Date Gift	500	19,106.32	55,930.00
	MV Date Gift	0	0.00	0.00
Cisco Sys	MV Date Gift	600	40,735.81	16,689 00
	Cost	938	21,413.88	26,090.47
CME Group	Cost	537	30,943.45	47,605.05
	Cost	100	5,041.40	8,865.00
Exxon Mobil	Cost	400	24,135.68	36,980 00
	Cost	300	12,720.00	27,735.00
Facebook	Cost	500	22,423 75	39,010.00
Genl Elec	MV Date Gift	375	13,386.00	9,476.25
	MV Date Gift	1,125	37,870.00	28,428.75
	Cost	500	7,200 00	12,635.00
Gilead Sci	Cost	600	8,257.50	56,556.00
Google Inc. CL A	Cost	25	9,502.38	13,266.50
Google Inc. CL C	Cost	25	9,473 12	13,160.00
Home Depot	Cost	0	0.00	0.00
	Cost	100	3,665.00	10,497 00
	Cost	500	11,284.76	52,485 00
Intel	MV Date Gift	52	1,272.96	1,887.08
Intel	Cost	600	11,099.45	21,774.00
Intel	Cost	434	10,619.94	15,749 86
Intel	Cost	314	9,341.50	11,395.06
Linkedin Corp CL A	Cost	200	19,874.00	45,942.00
McDonalds	Cost	250	6,591.94	23,425.00
	Cost	170	17,569.00	15,929 00
	Cost	105	10,060 58	9,838.50
Merck & Co	Cost	410	14,476.07	23,283.90
Merck & Co	Cost	390	20,572.46	22,148.10
Microsoft	MV Date Gift	450	6,696.00	20,902.50
	Cost	800	11,580.70	37,160.00
United Financial Banc C	MV Date Gift	1,404	9,531.69	42,117.88
Northeast Utilities	Cost	620	12,449 60	33,182.40
Oracle	MV Date Gift	1,500	39,940.00	67,455.00
Pfizer	Cost	122	1,628.63	3,800 30
	Cost	1,100	20,223 04	34,265.00

UBS Summary of Investments for McPhee Foundation

Price T Rowe	Cost	470	5,287.20	40,354 20
Procter & Gamble	Cost	43	1,824 00	3,916.87
	Cost	146	5,240.63	13,299 14
	Cost	98	3,088 25	8,926.82
Ralph Lauren	Cost	275	29,800 65	50,919.00
Royal Dutch Shell	Cost	250	11,702.50	16,737.50
Royal Dutch Shell	Cost	392	25,806 52	27,267.52
Travelers	Cost	175	11,137.91	18,523.75
Travelers	Cost	175	8,495 69	18,523 75
United Technologies	Cost	400	15,690.00	46,000.00
	Cost	100	2,492.50	11,500.00
Vertex	Cost	400	30,969 08	47,520.00
	Cost	75	4,571.99	8,910.00
Wal Mart Stores	Cost	300	14,718 00	25,764.00
Wal Mart Stores	Cost	162	13,149.54	13,912.56
Walgreen	Cost	800	21,783 80	60,960 00
Whole foods	Cost	300	17,867.40	15,126.00
Whole foods	Cost	334	18,465.32	16,840 28
Whole foods	Cost	391	14,267.55	19,714.22
Zoetis (Pfizer 6/28/13)	Cost	385	5,192 49	16,566.55
3M Co	Cost	230	13,628 65	37,793.60
Total equities		**24,781**	**921,638.52**	**1,680,978.07**
		0	0.00	0.00
Closed End Mutuals		0	0.00	0.00
Ishares Inc MSCI Mexic	Cost	775	48,295.57	46,027.25
Ishares Russell 3000	Cost	250	15,990 00	30,572.50
	Cost	300	25,557.00	36,687.00
Ishares Russell Midcap	Cost	250	23,350 00	41,760.00
	Cost	250	26,090.00	41,760.00
Ishares Russell Microca	Cost	300	16,065 00	23,094 00
	Cost	200	11,398.00	15,396.00
	Cost	250	13,530.00	19,245.00
	Cost	140	4,145.40	10,777.20
Ishare US Dow Jones M	Cost	503	30,056.56	56,894.33
Vanguard Sector Index I	Cost	325	23,849.84	33,956.00
	Cost	100	7,337.50	10,448.00
	Cost	125	9,179.16	13,060.00
Vanguard Intl Equity Ind	Cost	0	0 00	0.00
	Cost	0	0 00	0 00
Total Closed end Mutual funds		**3,768**	**254,844.03**	**379,677.28**
Mutual Funds				
Henderson Global inves	Cost	475	11,241.20	15,620.95
	Cost	87	2,512.08	2,865.28
	Cost	1,837	56,004.21	60,444.88
Tot Mutual Funds		**2,398**	**69,757.49**	**78,931.11**
Fixed Inc-Closed end				
Tot Fixed Inc Clsd End		**0**	**0.00**	**0.00**

UBS Summary of Investments for McPhee Foundation

Mutual Funds -Fixed Income			
Franklin/templeton Glob Cost	2,868	40,000 00	35,588.88
Franklin/templeton Glob Cost	717	9,215 61	8,894.63
Tot Mutual Funds-Fixed Income	**3,584**	**49,215.61**	**44,483.51**
Broad commodities	0	0 00	0.00
ETFS Palladium Tr Cost	290	17,226.07	22,472.10
Streettracks Gold Trust Cost	300	12,402 19	34,074.00
Tot Altern Strategies	**590**	**29,628.26**	**56,546.10**
	0	0 00	0.00
Total Equities	***35,122***	***1,325,083.91***	***2,240,616.07***
Government Securities	0	0 00	0.00
US Trsy Bond 6% 2/15/: Cost	40,000	40,433 92	54,822.00
US Trsy Bond 6.25% 2/· Cost	30,000	28,633.20	45,960.21
Tot Governmt Sec	**70,000**	**69,067.12**	**100,782.21**
	0	0.00	0.00
Total US Government	**70,000**	**69,067.12**	**100,782.21**
CD's	0	0 00	0.00
First Bank	0	0 00	0.00
First Niagara Bank	50,000	50,011.06	49,986 50
Merrick BK UT US	50,000	49,962.50	49,971.50
Tot CD's	**100,000**	**99,973.56**	**99,958.00**
Corp Bonds & Notes	0	0.00	0.00
GE Global Insurance Cost	20,000	19,330.00	22,818.40
Tot Corp Bds & Nts	**20,000**	**19,330.00**	**22,818.40**
	0	0 00	0.00
Tot CD's and Corp Bds & Nts	**120,000**	**119,303.56**	**122,776.40**
	0	0.00	0.00
Total Investment	**225,122**	**1,513,454.59**	**2,464,174.68**

McPhee Foundation Gift Recipients During 2014 Year	Donee Relationship	Foundation Status	Purpose of Grant	Amount & Date	**EXHIBIT H** *2014 Total: $179,000*
Adelbrook, Inc - The Children's Home 60 Hicksville Road Cromwell, CT 06416	None	501©(3)	Enrichment Activities	$ 3,000 10-11-2014	Phone 860-635-6010 x312 Fax 860-635-3425 Cynthia Bartholomew cbartholomew@adelbrook.org
The Bridge Family Center, Inc 1022 Farmington Avenue West Hartford, CT 06107-2105	None	501©(3)	Group Activities/ Clothing	$ 8,000 10-11-2014	Phone 860-521-8035 Fax 860-521-8036 Margaret Hann info@bridgefamilycenter.org
Bristol Board of Education- Bristol Adult Education Center 210 Redstone Hill Road Bristol, CT 06010	None	501©(3)	Specialized Manufacturing Curriculum (SMC)	$ 3,000 10-11-2014	Phone 860-584-1029 Phone 860-585-4368 Fax 860-314-4642 Jeanne Audette jeanneaudette@ci.bristol.ct.us
Bristol Adult Resource Center, Inc. 621 Jerome Avenue, P O Box 726 Bristol, CT 06011-0726	None	501©(3)	Skill Development	$ 5,000 10-11-2014	Phone 860-582-9102 Fax 860-582-8280 Judy Gebben jgebben@bristolarc.org
Center for Children's Advocacy (CCA) 65 Elizabeth Street Hartford, CT 06105	None	501©(3)	Medical Legal Partnership (MLPP) Child Representation	$ 7,000 10-11-2014	Phone 860-570-5327 Fax 860-570-5256 Martha Stone mstone@kidscounsel.org
Community Partners in Action, Inc 110 Bartholomew Ave - Suite 3010 Hartford, CT 06106	None	501©(3)	Transistion to Independent Living	$ 7,000 10-11-2014	Phone 860-566-2030 Fax 860-566-8089 Maureen Price- Boreland mboreland@cpa-ct.org
The Connecticut Radio Information Syst., Inc 315 Windsor Avenue Windsor, CT 06095	None	501©(3)	18 Internet Radios	$ 2,000 10-11-2014	Phone 860-527-8000 Fax 860-727-9581 Diane Weaver Dunne info@cnsradio.org
Dress for Success Htfd County, Inc P O Box 2343 Hartford, CT 06146-2343	None	501©(3)	Suits / Shoes for Disadvantaged Women	$ 5,000 10-11-2014	Phone 860-525-5015 Fax 860-525-5025 Sara Avatapalli hartford@dressforsuccess.org
EVA Nepal, Inc 56 Tremont Street Hartford, CT 06105	None	501©(3)	Gaky's Light Fellowship	$ 3,000 10-11-2014	Phone 301-580-6689 Laura Spero laura@evanepal.org

McPhee Foundation Gift Recipients During 2014 Year	Donee Relationship	Foundation Status	Purpose of Grant	Amount & Date	EXHIBIT H 2014 Total· $179,000
Family and Children's Aid 75 West Street Danbury, CT 06810	None	501©(3)	Child Guidance Center Waterbury Expansion	$ 7,000 10-11-2014	Phone 203-205-2633 Fax 203-790-8183 Nick Hoffman Nick Hoffman@fcaweb org
The Family Center- Imagination Museum One Pleasant Street Bristol, CT 06010	None	501©(3)	Intervention- Engineering Studio	$ 5,000 10-11-2014	Phone 860-540-3160 Fax 860-584-3608 Doreen Stickney doreen stickney@imaginemuseum org
Harriet Beecher Stowe Center 77 Forest Street Hartford, CT 06105	None	501©(3)	Education Programs	$ 4,000 10-11-2014	Phone 860-522-9258 Fax 860-522-9259 Katherine Kane aspak@stowecenter org
Hartford Food System, Inc 1 Congress Street, Suite 302 Hartford, CT 06114	None	501©(3)	Urban Agricultural Program	$ 3,000 10-11-2014	Phone 860-296-9325 x 102 Fax 860-296-8326 Martha Page mpage@hartfordfood org
Hartford Area Habitat for Humanity, Inc 780 Windsor Street P O Box 1933 Hartford, CT 06144	None	501©(3)	Construction Costs	$15,000 10-11-2014	Phone 860-541-2208 x 103 Fax 860-541-2211 Kevin Morrison kevin@hartfordhabitat org
Hartford Hospital 80 Seymour Street P O Box 5037 Hartford, CT 06107-5037	None	501©(3)	Mastectomy Kits	$ 5,000 10-11-2014	Phone 860-545-1265 Fax 860-545-2800 Mickey Orkin Mickey Orkin@hhchealth org
Hartford Public Library 500 Main Street Hartford, CT 06103	None	501©(3)	Homework Clubs	$ 5,000 10-11-2014	Phone 860-695-6306 Fax 860-722-6900 Matthew Poland dalexandre@hplct org
Hartford Stage Company 50 Church Street Hartford, CT 06103	None	501©(3)	Education/ Theatrical Programs	$ 5,000 10-11-2014	Phone 860-525-5601 Fax 860-244-0183 John Bourdeaux gifts@hartfordstage org
Jubilee House 40 Clifford Street Hartford, CT 06114	None	501©(3)	English for Speakers of Other Languages (ESOL) Instruction & Support	$10,000 10-11-2014	Phone 860-247-3030 Fax 538-9635 Sister Jeanne Paulella jpaulella@jubileehouse org

McPhee Foundation Gift Recipients During 2014 Year	Donee Relationship	Foundation Status	Purpose of Grant	Amount & Date		**EXHIBIT H** *2014 Total: $179,000*
Lupus Foundation of America-CT Chapter 270 Farmington Avenue Farmington, CT 06032	None	501©(3)	Community Services Coordinator	$ 5,000	10-11-2014	Phone 860-269-6240 Fax 860-269-6243 Corrianne Gagliardi corrianne@lupusct.org
Mercy Learning Center of Bridgeport, Inc. 637 Park Avenue Bridgeport, CT 06604-4611 Attn Jane Ferrera	None	501©(3)	Literacy & Life Skills Program	$ 5,000	10-11-2014	Phone 203-334-6699 Fax 203-332-6852 Nicole Cassidy nicole.cassidy@mercylearningcenter.org
The Plainville Comm Food Pantry, Inc 54 South Canal St, P O Box 233 Plainville, CT 06062	None	501©(3)	Intervention- Outreach Referral Programs	$ 5,000	10-11-2014	Phone 860-747-1919 Fax 860-793-2475 Susie Woerz plainvillefoodpantry@yahoo.com
Prudence Crandall Center, Inc. 94 Burritt Street P O Box 895 New Britain, CT 06050	None	501©(3)	Rose Hill Facility Operating Support	$15,000	10-11-2014	Phone 860-225-5187 x13 Fax 860-826-4994 Barbara Damon bdamon@prudencecrandall.org
St Patrick's Parish 50 Church Street Collinsville, CT 06019-3309	None	501©(3)	Nourishing Minds & Bodies Program Feed Children Daily	$ 5,000	10-11-2014	Phone 860-693-3173 Fax 860-693-3173 Scot Scala scotscala@sbcglobal.net
SOIL- Sustainable Organic Integrated Livelihood 3950 Green Valley School RD Sebastopol, CA 95472 Attn Dr Sasha Kramer	None	501©(3)	Port-au-Prince Sanitation	$ 2,000	10-11-2014	Phone 860-748-1281 Deirdre Redden DRedden@kidscounsel.org
St Vincent DePaul Miss of Bristol, Inc 19 Jacobs St, P O Box 1922 Bristol, CT 06011-1922	None	501©(3)	Homeless Shelter Expenses	$30,000	10-11-2014	Phone 860-589-9098 Fax 860-589-4970 Phillip Lysiak bksvdo@comcast.net
Volunteers in Psychotherapy, Inc. 7 South Main Street West Hartford, CT 06107	None	501©(3)	180 Profession Therapy Sessions	$10,000	10-11-2014	Phone 860-233-5115 Fax 860-231-9063 Richard Shulman, Ph D ctvip@hotmail.com