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Form 990-PF

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.  
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning JUL 1, 2017, and ending JUN 30, 2018

Name of foundation: **THE MCGEE FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 18127**

City or town, state or province, country, and ZIP or foreign postal code: **OKLAHOMA CITY, OK 73154-0127**

A Employer identification number: **73-6099203**

B Telephone number: **(405) 842-6266**

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:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 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): **\$ 11,729,685.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

03/26

6

04

Part I Analysis of Revenue and Expenses		(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			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4,104.	4,104.		
4	Dividends and interest from securities	586,837.	351,423.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-18,829.			
b	Gross sales price for all assets on line 6a	300,000.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	572,112.	355,527.		
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	5,800.	3,480.		2,320.
c	Other professional fees				
17	Interest				
18	Taxes	7,512.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	110.	110.		0.
24	Total operating and administrative expenses Add lines 13 through 23	13,422.	3,590.		2,320.
25	Contributions, gifts, grants paid	610,000.			610,000.
26	Total expenses and disbursements. Add lines 24 and 25	623,422.	3,590.		612,320.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-51,310.			
b	Net investment income (if negative, enter -0-)		351,937.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED FEB 04 2019

RECEIVED  
NOV 13 2018  
E1-126  
ADMINISTRATIVE EXPENSES  
\$5,000  
URGENT

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	971,142.	1,037,576.	1,037,576.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations <b>STMT 4</b>	3,827,166.	3,827,124.	4,360,425.
	b Investments - corporate stock <b>STMT 5</b>	1,361,557.	1,440,564.	1,389,901.
	c Investments - corporate bonds <b>STMT 6</b>	4,901,994.	4,705,285.	4,941,783.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,061,859.	11,010,549.	11,729,685.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26, and lines 30 and 31</b>			
	24 Unrestricted	11,061,859.	11,010,549.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> <b>and complete lines 27 through 31</b>			
	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 <b>Total net assets or fund balances</b>	11,061,859.	11,010,549.		
31 <b>Total liabilities and net assets/fund balances</b>	11,061,859.	11,010,549.		

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

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,061,859.
2 Enter amount from Part I, line 27a	2	-51,310.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,010,549.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,010,549.

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

(a) List and describe the kind(s) of property sold (for example, 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 AT&T BOND 6.45%	P	12/29/08	01/15/18
b EXPIRED OPTIONS	P	VARIOUS	02/26/18
c SCE TRUST	P	05/10/12	07/19/17
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 200,000.		199,050.	950.
b		19,779.	-19,779.
c 100,000.		100,000.	0.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			950.
b			-19,779.
c			0.
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	-18,829.
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 doesn't 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))
2016	592,240.	12,179,318.	.048627
2015	629,656.	11,928,229.	.052787
2014	619,170.	12,355,220.	.050114
2013	599,328.	12,072,124.	.049646
2012	576,029.	12,439,428.	.046307

2 Total of line 1, column (d)	2	.247481
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.049496
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	12,054,748.
5 Multiply line 4 by line 3	5	596,662.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,519.
7 Add lines 5 and 6	7	600,181.
8 Enter qualifying distributions from Part XII, line 4	8	612,320.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,519.
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	3,519.
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	3,519.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	0.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments Add lines 6a through 6d	7	0.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	126.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,645.	
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 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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 ► WWW.FDNCENTER.ORG	X	
14 The books are in care of ► ALLEN EVANS C/O CROWE AND DUNLEVY Telephone no. ► (405) 842-6266 Located at ► 20 N. BROADWAY, OKLAHOMA CITY, OK ZIP+4 ► 73102		
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		N/A
16 At any time during calendar year 2017, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 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 2017.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2017?		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:			<b>Yes</b>	<b>No</b>
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	N/A	5b		
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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, and foundation managers and their compensation.

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

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

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

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

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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'. Total row shows 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	12,079,907.
b	Average of monthly cash balances	1b	158,416.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	12,238,323.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,238,323.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	183,575.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,054,748.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	602,737.

**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	602,737.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,519.
b	Income tax for 2017. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,519.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	599,218.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	599,218.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	599,218.

**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	612,320.
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	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	612,320.
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	3,519.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	608,801.

**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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				599,218.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			599,292.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 612,320.				
a Applied to 2016, but not more than line 2a			599,292.	
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 2017 distributable amount				13,028.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				586,190.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

**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 2017, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

THE MCGEE FOUNDATION  
P.O. BOX 18127, OKLAHOMA CITY, OK 73154-0127

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

NO SPECIFIED FORM

- c Any submission deadlines:

NONE

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

NONE

**Part XV** Supplementary Information *(continued)*

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE SCHEDULE	SEE SCHEDULE	PUBLIC	SEE SCHEDULE	610,000.
<b>Total</b>			▶ 3a	610,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ 3b	0.





FORM 990-PF	ACCOUNTING FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JOHNSON & KURN, LLP ACCOUNTING	5,800.	3,480.		2,320.
TO FORM 990-PF, PG 1, LN 16B	5,800.	3,480.		2,320.

FORM 990-PF	TAXES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	7,512.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,512.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	110.	110.		0.
TO FORM 990-PF, PG 1, LN 23	110.	110.		0.

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**FORM 990-PF**                      **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS**                      **STATEMENT**                      **4**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
300,000 CAL BOND 7.5%		X	315,764.	427,452.
100,000 CALIFORNIA ST 7.5%		X	101,210.	140,449.
100,000 BEAUMONT TX 5.81%		X	104,000.	106,102.
400,000 CALIFORNIA ST 6.2%		X	399,233.	418,024.
100,000 CAL ST BUILD AMER		X	104,258.	140,449.
250,000 FHLB BOND 5.%	X		249,980.	288,683.
250,000 FHLB BOND 5.%	X		249,926.	288,683.
250,000 FHLB BOND 5.125%	X		244,917.	313,410.
300,000 ST OF CA VAR GEN		X	299,903.	326,088.
100,000 ST OF CA VAR GEN		X	99,995.	108,696.
100,000 SOUTHERN CA PUB PWR		X	99,834.	112,660.
50,000 RIALTO CA		X	47,993.	52,916.
300,000 LOS ANG CAL		X	292,742.	310,824.
300,000 CALIF ST 5.5%		X	291,203.	300,951.
100,000 MEMPHIS TN		X	106,535.	122,676.
100,000 DENTON TX		X	103,969.	106,996.
100,000 SAN ANTONIO, TX		X	105,681.	108,539.
100,000 SPRINGFIELD, MO		X	102,918.	106,471.
100,000 SANTA BARBARA, CA		X	102,349.	123,939.
100,000 SC CAL WTR		X	100,217.	106,185.
200,000 WEST CONTRA COSTA 6.25%		X	204,659.	242,806.
100,000 EAST SIDE UNION 5.32%		X	99,838.	107,426.
<b>TOTAL U.S. GOVERNMENT OBLIGATIONS</b>			<b>744,823.</b>	<b>890,776.</b>
<b>TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS</b>			<b>3,082,301.</b>	<b>3,469,649.</b>
<b>TOTAL TO FORM 990-PF, PART II, LINE 10A</b>			<b>3,827,124.</b>	<b>4,360,425.</b>

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**FORM 990-PF**                                      **CORPORATE STOCK**                                      **STATEMENT**                                      **5**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
383 WARRANTS GM	37,734.	14,380.
348 WARRANTS GM	34,279.	710.
348 WARRANTS GM	34,279.	7,863.
2,500 SH VERIZON COMM	94,255.	125,775.
3,000 SH KAYNE ANDERSON MLP INV	77,124.	56,520.
25 SH MOTORS LIQ	1.	248.
4,000 SH BOA PEF 6.625%	100,000.	105,600.
4,000 SH CITIGROUP PEF 6.875%	101,805.	103,920.
4,000 SH PUBLIC STORAGE PEF 5.875	100,000.	103,748.
4,000 SH QWEST PEF 6.875%	100,000.	89,320.

4,000 SH US CELLULAR PEF 7.25	100,000.	102,360.
10 SH GM	1.	394.
6 WARRANTS GM	1.	135.
2,400 BOA PEF 6.2%	60,000.	63,168.
4,000 BB&T CORP PEF 5.625%	100,000.	105,480.
4,000 SOUTHERN CO 6.25%	100,000.	105,200.
4,000 WELLS FARGO PEF 5.7%	100,000.	100,880.
4,000 DOMIMION ENERGY PEF 5.25%	100,000.	98,960.
4,000 BANK OF AMERICA 6%	101,085.	104,480.
4,000 RENAISSANCERE HDS 5.75%	100,000.	100,760.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,440,564.	1,389,901.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000 WEYERHAEUSER NOTE 6.875%	98,700.	122,140.
100,000 FLORIDA PWR & LT 5.625%	98,755.	116,884.
250,000 HARTFORD	250,391.	259,688.
100,000 KERR MCGEE 7.875%	96,952.	126,814.
100,000 ALCOA INC 5.87%	99,995.	104,350.
200,000 SUNTRUST BKS	200,016.	222,540.
100,000 GOLDMAN SACHS 5.95%	98,850.	108,326.
100,000 ALCOA INC 5.9%	99,758.	100,750.
100,000 ALCOA INC 5.9%	99,993.	100,750.
100,000 HILLSHIRE BRANDS	93,705.	112,045.
100,000 ALLSTATE CORP	98,567.	112,273.
100,000 PETRO CANADA MW	96,713.	109,770.
100,000 WACHOVIA CORP	98,623.	106,640.
100,000 ARIZONA PUB SR	99,895.	114,512.
100,000 GE CAPITAL 5.5%	100,000.	106,586.
100,000 CREDIT SUISSE NY	102,461.	102,882.
100,000 ARCELORMITTAL CALL	94,653.	104,200.
100,000 CENTURYLINK	99,735.	99,000.
100,000 LLOYDS 5.5%	100,000.	107,201.
100,000 GOLDMAN SACHS 5.5%	100,000.	110,191.
100,000 FLEET FIN 6.7%	96,544.	115,202.
100,000 HILLSHIRE BRANDS	97,957.	112,045.
54,000 US WEST COMM. 6.875%	53,922.	50,633.
100,000 PRUDENTIAL FIN 5.4%	99,850.	111,437.
100,000 FORTUNE BRANDS 5.875%	99,448.	112,864.
100,000 HARTFORD FIN 5.95%	93,274.	118,170.
200,000 CLIFFS NAT RESOURCES	205,410.	164,434.
150,000 ALCOA	158,675.	159,166.
100,000 WESTERN UNION 6.2%	99,927.	101,583.
200,000 US WEST COMMUNICATIONS	200,005.	187,530.
100,000 NEWMONT MINING	95,978.	114,608.
100,000 AT&T	98,872.	97,596.
85,000 NEWMONT MINING 6.25%	92,981.	98,257.

100,000 PETROBRAS INTL	110,945.	90,450.
100,000 PRUDENTIAL 5.875%	110,984.	105,625.
100,000 PRUDENTIAL 5.375%	103,401.	99,500.
100,000 JP MORGAN 5.150%	98,821.	98,500.
100,000 CITIGROUP 6.3%	103,755.	101,491.
100,000 JP MORGAN 6.0%	100,869.	102,125.
100,000 US BANCORP 5.125%	103,045.	102,625.
200,000 CITIGROUP 5.95%	202,245.	201,750.
50,000 KEYCORP 5.%	50,615.	48,650.
	<hr/>	<hr/>
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,705,285.	4,941,783.
	<hr/>	<hr/>

McGEE FOUNDATION GIFTS for 2018  
\$610,000.

Oklahoma County CASA  
5905 Classen Blvd.  
Oklahoma City, OK 73118  
\$45,000

Free to Live  
P O Box 130072  
Edmond, Oklahoma 73013-0072  
\$8,000

Planned Parenthood Great Plains  
4401 W 109<sup>th</sup> St, Suite 200  
Overland Park, KS 66211  
\$75,000.

Stanford School of Earth Sciences  
Stanford University  
Mitchell Bldg. 101  
Stanford, CA 94305-2210  
\$65,000

Planned Parenthood Mar Monte  
1691 The Alameda  
San Jose, CA 95126  
\$135,000

Planned Parenthood Los Angeles  
400 West 30th Street  
Los Angeles, CA 90007  
\$75,000

Oklahoma City Community Foundation  
P O Box 1146  
Oklahoma City, OK 73101-1146  
\$52,000

Lyric Theatre  
1727 N W 16<sup>th</sup> St.  
Oklahoma City, OK 73106  
\$25,000

National Museum of Wildlife Art  
P O Box 6825  
2820 Rungius Road  
Jackson, WY 83002  
\$25,000

National Children's Chorus  
P O Box 24625  
Los Angeles, CA 90024-0625  
\$10,000

Positive Tomorrows  
P O Box 61190  
Oklahoma City, OK 73146  
\$15,000

Myriad Gardens  
301 W. Reno  
Oklahoma City, OK 73102  
\$15,000

Peppers Ranch  
PO Box 3814  
Edmond, OK 73083  
\$35,000

San Juan Community Theater  
P O Box 1063  
Friday Harbor, WA 98250  
\$10,000

Blaze Tribute Equine Rescue  
17667 Markita Drive  
Jones, OK 73049  
\$5,000

Harn Homestead  
1721 N. Lincoln Blvd.  
Oklahoma City, OK 73105  
\$10,000

Humane Society Silicon Valley  
901 Ames Ave.  
Milpitas, CA 95035  
\$5,000

**McGEE FOUNDATION GIFTS FYE 2018**

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

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

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

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

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

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

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

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

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

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

Positive Tomorrows  
P O Box 61190  
Oklahoma City, OK 73146 Non profit school for homeless children in Oklahoma City

Myriad Gardens  
301 W. Reno  
Oklahoma City, OK 73102 Non profit public garden and conservatory

Peppers Ranch  
PO Box 3814  
Edmond, OK 73083      Home for foster children and caregiver parents

San Juan Community Theater  
P O Box 1063  
Friday Harbor, WA 98250      Non profit community theater

Blaze Tribute Equine Rescue  
17667 Markita Drive  
Jones, OK 73049      No profit organization for rescued horses

Harn Homestead  
1721 N. Lincoln Blvd.  
Oklahoma City, OK 73105      Non profit historical association and facility

Humane Society Silicon Valley  
901 Ames Ave.  
Milpitas, CA 95035      Non profit animal sanctuary and adoption