Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning JUL 1, 2008 **, and ending** JUN 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MCMILLAN FAMILY FOUNDATION	**A Employer identification number** 91-6511722
	Number and street (or P O box number if mail is not delivered to street address) 1617 6TH AVE., 6TH FLOOR Room/suite	B Telephone number 425-462-8220
	City or town, state, and ZIP code SEATTLE, WA 98101-1742	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 ▶ ☐

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)* ▶$ 2,481,993.

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

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 ▶ ☐

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	0.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	21,976.	21,976.		STATEMENT 2
	4	Dividends and interest from securities	41,722.	41,722.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-112,932.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 525,388.				
	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	-49,234.	63,698.		
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 4	5,088.	2,544.		2,544.
	c	Other professional fees STMT 5	282.	141.		141.
	17	Interest				
	18	Taxes STMT 6	986.	986.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	28,713.	28,713.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	35,069.	32,384.		2,685.
	25	Contributions, gifts, grants paid	110,000.			110,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	145,069.	32,384.		112,685.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-194,303.			
	b	**Net investment income** (if negative, enter -0-)		31,314.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	144,915.	121,825.	121,825.
	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 8	478,779.	479,520.	492,768.
	b	Investments - corporate stock STMT 9	1,940,971.	1,775,612.	1,720,691.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	175,960.	171,050.	146,709.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	1,685.	0.	0.
	16	**Total assets** (to be completed by all filers)	2,742,310.	2,548,007.	2,481,993.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,742,310.	2,548,007.	
	30	**Total net assets or fund balances**	2,742,310.	2,548,007.	
	31	**Total liabilities and net assets/fund balances**	2,742,310.	2,548,007.	

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	2,742,310.
2	Enter amount from Part I, line 27a	2	-194,303.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,548,007.
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	2,548,007.

Form **990-PF** (2008)

823511
01-02-09

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	525,388.		638,320.	-112,932.

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				-112,932.

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	-112,932.
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 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))
2007	176,130.	3,439,653.	.051206
2006	162,908.	3,437,844.	.047387
2005	164,180.	3,320,599.	.049443
2004	169,856.	3,272,960.	.051897
2003	171,172.	3,283,345.	.052133

2 Total of line 1, column (d)	2	.252066
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	.050413
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,516,900.
5 Multiply line 4 by line 3	5	126,884.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	313.
7 Add lines 5 and 6	7	127,197.
8 Enter qualifying distributions from Part XII, line 4	8	112,685.

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 letter: ____________ **(attach copy of ruling 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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			1	626.
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	626.
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	626.
6 Credits/Payments:				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	732.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	722.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,454.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	828.
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 828. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
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 2008 or the taxable year beginning in 2008 (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	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ JOHN A. MCMILLAN Telephone no.▶ 425-462-8220

Located at ▶ WELLSPRING GROUP, 10885 NE 4TH ST, BELLEVUE, WA ZIP+4 ▶ 98004

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

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?	☐ 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 page 20 of the 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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ 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 2008 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 2008.)*	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 2008?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 you answered "Yes" to 6b, also 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
JOHN A MCMILLAN 1617 SIXTH STREET SEATTLE, WA 98101	TRUSTEE 1.00	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

Form **990-PF** (2008)

823551
01-02-09

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.

Form **990-PF** (2008)

823561
01-02-09

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	2,432,165.
b	Average of monthly cash balances			1b	123,063.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,555,228.
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	2,555,228.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	38,328.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2,516,900.
6	**Minimum investment return.** Enter 5% of line 5			6	125,845.

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	125,845.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	626.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	626.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	125,219.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	125,219.
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	125,219.

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	112,685.
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	112,685.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	112,685.

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.

Form **990-PF** (2008)

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7					125,219.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2008:					
a From 2003					
b From 2004					
c From 2005					
d From 2006					
e From 2007	1,621.				
f **Total** of lines 3a through e		1,621.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 112,685.					
a Applied to 2007, 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 2008 distributable amount					112,685.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)		1,621.			1,621.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income. Subtract line 4b from line 2b			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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009					10,913.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9:					
a Excess from 2004					
b Excess from 2005					
c Excess from 2006					
d Excess from 2007					
e Excess from 2008					

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 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	(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 the 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).)

JOHN A MCMILLAN

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

NONE

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

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

a The name, address, and telephone number 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				
AGROS INTERNATIONAL, 4528 8TH AVENUE N.E., SUITE 1A, SEATTLE, WA 98105	NONE	PUBLIC CHARITY-501-C(3)	GENERAL FUND	10,000.
BAKKE GRADUATE UNIVERSITY, 1013 8TH AVENUE, SUITE 401, SEATTLE, WA 98104	NONE	PUBLIC CHARITY-501-C(3)	GENERAL FUND	25,000.
FAMILIES NORTHWEST, 2055 152ND AVENUE NE, REDMOND, WA 98052	NONE	PUBLIC CHARITY-501-C(3)	GENERAL FUND	10,000.
URBAN IMPACT, 7728 RANIER AVENUE SOUTH, SEATTLE, WA 98118-4139	NONE	PUBLIC CHARITY-501-C(3)	GENERAL FUND	5,000.
JOHN M. PERKINS FOUNDATION, 1831 ROBINSON STREET, JACKSON, MS 39209	NONE	PUBLIC CHARITY-501-C(3)	GENERAL FUND	30,000.
LEADERSHIP DEV. FOUNDATION, 10908 MOORELANDS ST NW, GIG HARBOR, WA 98335	NONE	PUBLIC CHARITY-501-C(3)	GENERAL FUND	30,000.
Total			▶ 3a	110,000.
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			14	21,976.	
4 Dividends and interest from securities			14	41,722.	
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	-112,932.	
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.		-49,234.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -49,234.

(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).

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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 or fiduciary) is based on all information of which preparer has any knowledge

Jon A. McMillan X 2/10/10 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature | Date 2/8/10 | Check if self-employed ▶ ☐ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code ▶ WELLSPRING GROUP P.S., CPAS
10885 NE 4TH ST., SUITE 320
BELLEVUE, WA 98004

EIN ▶

Phone no. 425-462-8220

Form **990-PF** (2008)

CONTINUATION FOR 990-PF, PART IV
MCMILLAN FAMILY FOUNDATION 91-6511722 PAGE 1 OF 3

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	CLASS ACTION SETTLEMENT - BRISTOL MEYERS SQUIBB	P	VARIOUS	07/09/08
b	CLASS ACTION SETTLEMENT - ENRON	P	VARIOUS	12/31/08
c	CLASS ACTION SETTLEMENT - AIG	P	VARIOUS	06/22/09
d	200 SHS - MOODY'S CORP	P	03/18/08	12/05/08
e	600 SHS - MOODY'S CORP	P	02/12/08	12/05/08
f	500 SHS - VALERO ENERGY CORP NEW	P	08/14/08	12/05/08
g	200 SHS - MOODY'S CORP	P	03/20/08	12/05/08
h	390 SHS - IPATH DOW JONES-AIG COMMDTY	P	03/12/08	01/27/09
i	200 SHS - HONEYWELL INTL INC	P	05/05/05	08/14/08
j	25 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	P	11/07/00	08/14/08
k	125 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	P	09/29/00	08/14/08
l	150 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	P	10/26/00	08/14/08
m	300 SHS - NOKIA CORP ADR-A SHS	P	09/29/00	08/14/08
n	250 SHS - ISHARES INC	P	01/15/04	08/14/08
o	100 SHS - GENENTECH INC	P	05/15/07	08/14/08

	(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	55.			55.
b	6,525.			6,525.
c	225.			225.
d	4,268.		6,974.	-2,706.
e	12,804.		23,244.	-10,440.
f	8,201.		17,034.	-8,833.
g	4,268.		6,958.	-2,690.
h	13,082.		25,960.	-12,878.
i	10,198.		7,036.	3,162.
j	1,704.		1,479.	225.
k	8,517.		7,580.	937.
l	10,221.		8,909.	1,312.
m	7,845.		12,005.	-4,160.
n	10,207.		6,320.	3,887.
o	9,853.		7,893.	1,960.

	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				55.
b				6,525.
c				225.
d				-2,706.
e				-10,440.
f				-8,833.
g				-2,690.
h				-12,878.
i				3,162.
j				225.
k				937.
l				1,312.
m				-4,160.
n				3,887.
o				1,960.

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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04-25-08

CONTINUATION FOR 990-PF, PART IV
MCMILLAN FAMILY FOUNDATION 91-6511722 PAGE 2 OF 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	100 SHS - DANAHER CORP COMMON	P	09/29/00	08/14/08
b	125 SHS - GOLDMAN SACHS GROUP INC	P	03/23/07	09/17/08
c	75 SHS - ISHARES MSCI EAFE INDEX FD	P	08/27/07	09/30/08
d	425 SHS - ISHARES MSCI EAFE INDEX FD	P	02/13/07	09/30/08
e	375 SHS - ZIMMER HLDGS INC	P	08/16/05	02/05/09
f	75 SHS - ZIMMER HLDGS INC	P	10/21/05	02/05/09
g	600 SHS - ISHARES TR	P	03/03/06	02/12/09
h	250 SHS - ISHARES MSCI EAFE INDEX FD	P	02/13/07	02/12/09
i	150 SHS - ISHARES MSCI EAFE INDEX FD	P	05/25/04	02/12/09
j	200 SHS - GENENTECH INC	P	05/15/07	03/25/09
k	150 SHS - GENENTECH INC	P	11/01/07	03/25/09
l	2,000 SHS - ISHARES INC	P	03/01/06	04/03/09
m	1,100 SHS - WALGREEN COMPANY COMMON	P	03/01/02	04/03/09
n	225 SHS - COSTCO WHSL CORP NEW	P	10/26/00	05/27/09
o	75 SHS - COSTCO WHSL CORP NEW	P	11/07/00	05/27/09

	(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	8,408.		2,479.	5,929.
b	15,401.		26,448.	-11,047.
c	4,166.		5,831.	-1,665.
d	23,609.		31,988.	-8,379.
e	14,458.		30,741.	-16,283.
f	2,892.		4,631.	-1,739.
g	23,838.		37,494.	-13,656.
h	9,600.		18,817.	-9,217.
i	5,760.		6,838.	-1,078.
j	19,000.		15,786.	3,214.
k	14,250.		11,103.	3,147.
l	16,560.		27,879.	-11,319.
m	29,381.		43,439.	-14,058.
n	11,135.		7,425.	3,710.
o	3,712.		2,639.	1,073.

	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				5,929.
b				-11,047.
c				-1,665.
d				-8,379.
e				-16,283.
f				-1,739.
g				-13,656.
h				-9,217.
i				-1,078.
j				3,214.
k				3,147.
l				-11,319.
m				-14,058.
n				3,710.
o				1,073.

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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04-25-08

CONTINUATION FOR 990-PF, PART IV

MCMILLAN FAMILY FOUNDATION 91-6511722 PAGE 3 OF 3

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	300 SHS - AUTOMATIC DATA PROCESSING INC COMMON	P	09/29/00	05/27/09
b	275 SHS - CISCO SYS INC	P	10/26/00	05/27/09
c	100 SHS - TARGET CORP	P	09/29/00	05/27/09
d	300 SHS - BEST BUY INC COM	P	01/02/03	05/27/09
e	25 SHS - CISCO SYS INC	P	11/07/00	05/27/09
f	200 SHS - UNITED PARCEL SVC INC CL B	P	04/30/08	05/27/09
g	400 SHS - MICROSOFT COM	P	10/26/00	05/27/09
h	100 SHS - MICROSOFT COM	P	11/07/00	05/27/09
i	100 SHS - IBM CORP	P	01/02/03	05/27/09
j	100 SHS - PEPSICO INC	P	04/22/03	05/27/09
k	300 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	P	11/07/00	05/27/09
l	200 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	P	12/22/00	05/27/09
m	500 SHS - HONEYWELL INTL INC	P	05/05/05	05/27/09
n	100,000 SHS - CREDIT SUISSE FB USA INC	P	08/24/04	06/01/09
o	CAPITAL GAINS DIVIDENDS			

	(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	11,196.		18,042.	-6,846.
b	5,107.		13,821.	-8,714.
c	4,060.		2,627.	1,433.
d	10,734.		4,972.	5,762.
e	464.		1,410.	-946.
f	10,184.		14,668.	-4,484.
g	8,184.		12,662.	-4,478.
h	2,046.		3,522.	-1,476.
i	10,452.		7,989.	2,463.
j	5,070.		4,252.	818.
k	15,646.		17,743.	-2,097.
l	10,431.		11,766.	-1,335.
m	16,308.		17,590.	-1,282.
n	100,000.		102,326.	-2,326.
o	5,363.			5,363.

	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				-6,846.
b				-8,714.
c				1,433.
d				5,762.
e				-946.
f				-4,484.
g				-4,478.
h				-1,476.
i				2,463.
j				818.
k				-2,097.
l				-1,335.
m				-1,282.
n				-2,326.
o				5,363.

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	-112,932.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENT - BRISTOL MEYERS SQUIBB	PURCHASED	VARIOUS	07/09/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55.	0.	0.	0.	55.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENT - ENRON	PURCHASED	VARIOUS	12/31/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,525.	0.	0.	0.	6,525.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENT - AIG	PURCHASED	VARIOUS	06/22/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
225.	0.	0.	0.	225.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS - MOODY'S CORP	PURCHASED	03/18/08	12/05/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,268.	6,974.	0.	0.	-2,706.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
600 SHS - MOODY'S CORP	PURCHASED	02/12/08	12/05/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,804.	23,244.	0.	0.	-10,440.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS - VALERO ENERGY CORP NEW	PURCHASED	08/14/08	12/05/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,201.	17,034.	0.	0.	-8,833.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS - MOODY'S CORP	PURCHASED	03/20/08	12/05/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,268.	6,958.	0.	0.	-2,690.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
390 SHS - IPATH DOW JONES-AIG COMMDTY	PURCHASED	03/12/08	01/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,082.	25,960.	0.	0.	-12,878.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS - HONEYWELL INTL INC	PURCHASED	05/05/05	08/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,198.	7,036.	0.	0.	3,162.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	PURCHASED	11/07/00	08/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,704.	1,479.	0.	0.	225.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	PURCHASED	09/29/00	08/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,517.	7,580.	0.	0.	937.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	PURCHASED	10/26/00	08/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,221.	8,909.	0.	0.	1,312.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SHS - NOKIA CORP ADR-A SHS	PURCHASED	09/29/00	08/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,845.	12,005.	0.	0.	-4,160.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS - ISHARES INC	PURCHASED	01/15/04	08/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,207.	6,320.	0.	0.	3,887.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS - GENENTECH INC	PURCHASED	05/15/07	08/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,853.	7,893.	0.	0.	1,960.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS - DANAHER CORP COMMON	PURCHASED	09/29/00	08/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,408.	2,479.	0.	0.	5,929.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHS - GOLDMAN SACHS GROUP INC	PURCHASED	03/23/07	09/17/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,401.	26,448.	0.	0.	-11,047.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS - ISHARES MSCI EAFE INDEX FD	PURCHASED	08/27/07	09/30/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,166.	5,831.	0.	0.	-1,665.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
425 SHS - ISHARES MSCI EAFE INDEX FD	PURCHASED	02/13/07	09/30/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,609.	31,988.	0.	0.	-8,379.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
375 SHS - ZIMMER HLDGS INC	PURCHASED	08/16/05	02/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,458.	30,741.	0.	0.	-16,283.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS - ZIMMER HLDGS INC	PURCHASED	10/21/05	02/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,892.	4,631.	0.	0.	-1,739.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
600 SHS - ISHARES TR	PURCHASED	03/03/06	02/12/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,838.	37,494.	0.	0.	-13,656.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS - ISHARES MSCI EAFE INDEX FD	PURCHASED	02/13/07	02/12/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,600.	18,817.	0.	0.	-9,217.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS - ISHARES MSCI EAFE INDEX FD	PURCHASED	05/25/04	02/12/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,760.	6,838.	0.	0.	-1,078.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS - GENENTECH INC	PURCHASED	05/15/07	03/25/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,000.	15,786.	0.	0.	3,214.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS - GENENTECH INC	PURCHASED	11/01/07	03/25/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,250.	11,103.	0.	0.	3,147.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,000 SHS - ISHARES INC	PURCHASED	03/01/06	04/03/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,560.	27,879.	0.	0.	-11,319.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,100 SHS - WALGREEN COMPANY COMMON	PURCHASED	03/01/02	04/03/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,381.	43,439.	0.	0.	-14,058.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
225 SHS - COSTCO WHSL CORP NEW	PURCHASED	10/26/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,135.	7,425.	0.	0.	3,710.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS - COSTCO WHSL CORP NEW	PURCHASED	11/07/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,712.	2,639.	0.	0.	1,073.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SHS - AUTOMATIC DATA PROCESSING INC COMMON	PURCHASED	09/29/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,196.	18,042.	0.	0.	-6,846.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
275 SHS - CISCO SYS INC	PURCHASED	10/26/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,107.	13,821.	0.	0.	-8,714.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS - TARGET CORP	PURCHASED	09/29/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,060.	2,627.	0.	0.	1,433.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SHS - BEST BUY INC COM	PURCHASED	01/02/03	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,734.	4,972.	0.	0.	5,762.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25 SHS - CISCO SYS INC	PURCHASED	11/07/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
464.	1,410.	0.	0.	-946.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200·SHS - UNITED PARCEL SVC INC CL B	PURCHASED	04/30/08	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,184.	14,668.	0.	0.	-4,484.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
400 SHS - MICROSOFT COM	PURCHASED	10/26/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,184.	12,662.	0.	0.	-4,478.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS - MICROSOFT COM	PURCHASED	11/07/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,046.	3,522.	0.	0.	-1,476.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS - IBM CORP	PURCHASED	01/02/03	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,452.	7,989.	0.	0.	2,463.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS - PEPSICO INC	PURCHASED	04/22/03	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,070.	4,252.	0.	0.	818.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	PURCHASED	11/07/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,646.	17,743.	0.	0.	-2,097.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS - ROYAL DUTCH SHELL PLC SPONS ADR	PURCHASED	12/22/00	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,431.	11,766.	0.	0.	-1,335.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS - HONEYWELL INTL INC	PURCHASED	05/05/05	05/27/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,308.	17,590.	0.	0.	-1,282.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 SHS - CREDIT SUISSE FB USA INC	PURCHASED	08/24/04	06/01/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	102,326.	0.	0.	-2,326.

CAPITAL GAINS DIVIDENDS FROM PART IV	5,363.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-112,932.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
WELLS FARGO	21,976.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	21,976.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	47,085.	5,363.	41,722.
TOTAL TO FM 990-PF, PART I, LN 4	47,085.	5,363.	41,722.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,684.	1,842.		1,842.
BOOKKEEPING	1,404.	702.		702.
TO FORM 990-PF, PG 1, LN 16B	5,088.	2,544.		2,544.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	282.	141.		141.
TO FORM 990-PF, PG 1, LN 16C	282.	141.		141.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX-FOREIGN	986.	986.		0.
TO FORM 990-PF, PG 1, LN 18	986.	986.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	28,688.	28,688.		0.
LICENSES AND PERMITS	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	28,713.	28,713.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	X		479,520.	492,768.
TOTAL U.S. GOVERNMENT OBLIGATIONS			479,520.	492,768.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			479,520.	492,768.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES	1,775,612.	1,720,691.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,775,612.	1,720,691.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REIT	COST	100,000.	81,163.
OTHER INVESTMENTS	COST	71,050.	65,546.
TOTAL TO FORM 990-PF, PART II, LINE 13		171,050.	146,709.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	1,685.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,685.	0.	0.

Account Statement For:
MCMILLAN FAMILY FOUNDATION
EIN: 91-6511722
2008 FORM 990-PF

Period Covered June 1, 2009 - June 30, 2009

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
FIDELITY INSTITUTIONAL MONEY MARKET PORTFOLIO CLASS I #59	121,824 560		$121,824 56	$121,824 56	$0 00	$836 45	0 69%
Total Money Market			**$121,824.56**	**$121,824.56**	**$0.00**	**$836.45**	**0.69%**
Total Cash & Equivalents			**$121,824.56**	**$121,824.56**	**$0.00**	**$836.45**	**0.69%**

Asset Description	Par Value	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income							
GOVERNMENT OBLIGATIONS							
FED HOME LN BK DTD 03/27/06 5 000 09/09/2011 CUSIP: 3133XF5T9 MOODY'S RATING AAA STANDARD & POOR'S RATING AAA	75,000 000	$106 906	$80,179 50	$75,380 03	$4,799 47	$3,750 00	1 77%
FED HOME LN MTG CORP DTD 06/04/04 4 250 07/15/2009 CUSIP: 3134A4US1 MOODY'S RATING AAA STANDARD & POOR'S RATING AAA	100,000 000	100 156	100,156 00	99,062 50	1,093 50	4,250 00	4 24
FED NATL MTG ASSN SER 1 DTD 08/24/05 5 000 08/24/2010 CUSIP: 3136F7JW8 MOODY'S RATING AAA STANDARD & POOR'S RATING AAA	100,000 000	104 906	104,906 00	100,328 30	4,577 70	5,000 00	0 71
Total Government Obligations			**$285,241.50**	**$274,770.83**	**$10,470.67**	**$13,000.00**	

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 06/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS							
BELLSOUTH CORP DTD 09/13/04 5 200 09/15/2014 CUSIP: 079860AG7 MOODY'S RATING A2 STANDARD & POOR'S RATING A	100,000 000	$104 104	$104,104 00	$101,682 00	$2,422 00	$5,200 00	4 31%
HEWLETT-PACKARD CO DTD 05/27/09 2 950 08/15/2012 CUSIP: 428236AY9 MOODY'S RATING: A2 STANDARD & POOR'S RATING A	50,000 000	100 739	50,369.50	50,121.50	248 00	1,475 00	2 70
WALGREEN CO DTD 07/17/08 4.875 08/01/2013 CUSIP: 931422AD1 MOODY'S RATING· A2 STANDARD & POOR'S RATING· A+	50,000 000	106 106	53,053.00	52,945 35	107 65	2,437 50	3 27
Total Corporate Obligations			**$207,526.50**	**$204,748.85**	**$2,777.65**	**$9,112.50**	
Total Fixed Income			**$492,768.00** ✓	**$479,519.68**	**$13,248.32**	**$22,112.50**	

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
BEST BUY INC SYMBOL: BBY CUSIP: 086516101	800 000	$33 490	$26,792 00	$13,258 66	$13,533 34	$448 00	1 67%
CARNIVAL CORP SYMBOL: CCL CUSIP: 143658300	1,100 000	25.770	28,347 00	29,988 50	- 1,641.50	0 00	0 00
FORTUNE BRANDS INC SYMBOL: FO CUSIP. 349631101	375 000	34 740	13,027 50	26,962 98	- 13,935 48	285 00	2 19
NIKE INC CL B SYMBOL: NKE CUSIP: 654106103	250 000	51.780	12,945 00	13,777.50	- 832 50	250 00	1 93
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	800 000	39 470	31,576 00	20,428 07	11,147 93	544 00	1 72
Total Consumer Discretionary			**$112,687.50**	**$104,415.71**	**$8,271.79**	**$1,527.00**	**1.36%**
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	1,000 000	$31.870	$31,870.00	$28,376 65	$3,493 35	$305 00	0 96%
DIAGEO PLC - ADR SPONSORED ADR SYMBOL: DEO CUSIP: 25243Q205	300 000	57 250	17,175 00	16,284 00	891 00	683 10	3 98
PEPSICO INC SYMBOL: PEP CUSIP. 713448108	600 000	54 960	32,976 00	25,516 29	7,459 71	1,080 00	3 27
SYSCO CORP SYMBOL: SYY CUSIP: 871829107	1,300.000	22 480	29,224 00	35,135 00	- 5,911 00	1,248 00	4 27
Total Consumer Staples			**$111,245.00**	**$105,311.94**	**$5,933.06**	**$3,316.10**	**2.98%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
ENERGY							
BAKER HUGHES INC COM SYMBOL: BHI CUSIP: 057224107	350 000	$36.440	$12,754 00	$27,288 56	- $14,534 56	$210 00	1 65%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	500 000	66 250	33,125.00	33,070 00	55 00	1,300.00	3 92
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	1,400.000	69.910	97,874 00	62,807 57	35,066 43	2,352 00	2 40
TRANSOCEAN LTD SYMBOL: RIG CUSIP: H8817H100	250 000	74 290	18,572 50	16,880 78	1,691 72	0 00	0 00
Total Energy			**$162,325.50**	**$140,046.91**	**$22,278.59**	**$3,862.00**	**2.38%**
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP: 001055102	650.000	$31.090	$20,208 50	$31,069 94	- $10,861 44	$728 00	3 60%
AMEX FINANCIAL SELECT SPDR SYMBOL: XLF CUSIP: 81369Y605	5,500 000	11 950	65,725 00	128,054 00	- 62,329 00	4,394 50	6.69
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP. 46625H100	700 000	34 110	23,877 00	29,461 00	- 5,584 00	140 00	0 59
US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304	900 000	17.920	16,128 00	22,530 84	- 6,402 84	180 00	1 12
Total Financials			**$125,938.50**	**$211,115.78**	**- $85,177.28**	**$5,442.50**	**4.32%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
CELGENE CORP COM SYMBOL: CELG CUSIP: 151020104	400 000	$47.840	$19,136 00	$19,339 19	- $203 19	$0 00	0 00%
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	900 000	56 800	51,120 00	42,520 06	8,599 94	1,764 00	3 45
NOVARTIS AG - ADR SPONSORED ADR SYMBOL: NVS CUSIP: 66987V109	550 000	40.790	22,434 50	28,919 00	- 6,484 50	799 70	3 56
QUEST DIAGNOSTICS INC SYMBOL: DGX CUSIP. 74834L100	800 000	56 430	45,144.00	22,061 50	23,082 50	320 00	0 71
THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102	700 000	40 770	28,539 00	39,203 95	- 10,664.95	0 00	0 00
VARIAN MED SYS INC COM SYMBOL: VAR CUSIP. 92220P105	800 000	35 140	28,112.00	27,803 00	309 00	0 00	0 00
WYETH COM SYMBOL: WYE CUSIP· 983024100	800 000	45.390	36,312 00	31,598 00	4,714.00	960 00	2 64
Total Health Care			**$230,797.50**	**$211,444.70**	**$19,352.80**	**$3,843.70**	**1.67%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INDUSTRIALS							
DANAHER CORP SYMBOL: DHR CUSIP: 235851102	600.000	$61 740	$37,044 00	$14,874 00	$22,170 00	$72 00	0 19%
DEERE & CO SYMBOL: DE CUSIP: 244199105	400 000	39 950	15,980 00	23,550 58	- 7,570 58	448 00	2 80
FIRST SOLAR INC SYMBOL: FSLR CUSIP. 336433107	125 000	162 200	20,275 00	15,701 25	4,573 75	0 00	0 00
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	1,500 000	11 720	17,580 00	60,361 19	- 42,781 19	600 00	3 41
ITT CORPORATION SYMBOL: ITT CUSIP: 450911102	700 000	44 500	31,150 00	31,551 50	- 401 50	595.00	1 91
JACOBS ENGR GROUP INC SYMBOL· JEC CUSIP: 469814107	500 000	42.090	21,045 00	18,487.23	2,557 77	0 00	0 00
PRECISION CASTPARTS CORP SYMBOL: PCP CUSIP: 740189105	400.000	73 030	29,212 00	42,671 25	- 13,459 25	48 00	0 16
Total Industrials			**$172,286.00**	**$207,197.00**	**- $34,911.00**	**$1,763.00**	**1.02%**
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP· 037833100	200 000	$142 430	$28,486 00	$19,783 00	$8,703.00	$0 00	0 00%
AUTOMATIC DATA PROCESSING INC SYMBOL: ADP CUSIP: 053015103	500 000	35.440	17,720 00	28,642 51	- 10,922 51	660 00	3 72
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP. 17275R102	2,000 000	18 650	37,300 00	37,221 00	79 00	0 00	0 00
CITRIX SYS INC COM SYMBOL: CTXS CUSIP: 177376100	800 000	31.890	25,512 00	33,064.00	- 7,552 00	0 00	0 00
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508	65 000	421 590	27,403 35	33,927 40	- 6,524 05	0 00	0 00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	1,600 000	16 550	26,480 00	65,257 82	- 38,777 82	896 00	3 38

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
INFORMATION TECHNOLOGY *(continued)*							
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	300 000	104 420	31,326 00	23,967 00	7,359 00	660 00	2 11
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	1,500.000	23 770	35,655 00	43,321 88	- 7,666 88	780 00	2 19
NOKIA CORPORATION - ADR SPONSORED ADR SYMBOL: NOK CUSIP: 654902204	1,700.000	14 580	24,786 00	35,732 32	- 10,946 32	668 10	2 69
QUALCOMM INC SYMBOL: QCOM CUSIP: 747525103	1,200.000	45.200	54,240 00	25,279 95	28,960 05	816 00	1 50
VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839	270 000	62.260	16,810 20	15,171 78	1,638 42	113 40	0 67
Total Information Technology			**$325,718.55**	**$361,368.66**	**- $35,650.11**	**$4,593.50**	**1.41%**
MATERIALS							
MONSANTO CO NEW SYMBOL: MON CUSIP: 61166W101	300.000	$74 340	$22,302 00	$24,315 00	- $2,013 00	$318 00	1 43%
Total Materials			**$22,302.00**	**$24,315.00**	**- $2,013.00**	**$318.00**	**1.43%**
TELECOMMUNICATION SERVICES							
VODAFONE GROUP PLC NEW SYMBOL: VOD CUSIP: 92857W209	1,000 000	$19 490	$19,490 00	$19,100 00	$390 00	$1,141.00	5 85%
Total Telecommunication Services			**$19,490.00**	**$19,100.00**	**$390.00**	**$1,141.00**	**5.85%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
MUTUAL FUNDS							
ING INTERNATIONAL SMALL CAP FUND CLASS I #2634 SYMBOL: NAPIX CUSIP: 44980Q567	632.225	$26.760	$16,918 34	$35,000 00	- $18,081 66	$564 58	3.34%
ISHARES INC MSCI PACIFIC EX-JAPAN INDEX FD SYMBOL: EPP CUSIP: 464286665	2,000 000	31 670	63,340 00	50,560 00	12,780 00	1,254 00	1 98
ISHARES MSCI EAFE SYMBOL: EFA CUSIP: 464287465	3,600 000	45 810	164,916 00	143,252 00	21,664 00	6,804 00	4 13
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL: EEM CUSIP. 464287234	1,700.000	32.230	54,791 00	59,283 40	- 4,492 40	841.50	1 54
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL: IJR CUSIP: 464287804	500 000	44.430	22,215 00	19,289 00	2,926 00	228 00	1 03
MIDCAP SPDR SYMBOL: MDY CUSIP: 595635103	1,100 000	105.200	115,720.00	83,912 40	31,807 60	1,733 60	1.50
Total Mutual Funds			**$437,900.34**	**$391,296.80**	**$46,603.54**	**$11,425.68**	**2.61%**
Total Equities			**$1,720,690.89**✓	**$1,775,612.50**✓	**- $54,921.61**	**$37,232.48**	**2.16%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Alternative Investments							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	3,182 686	$12 990	$41,343 09	$50,000.00	- $8,656 91	$79 57	0 19%
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP: 73935S105	1,070 000	22.620	24,203 40	21,050 08	3,153 32	0 00	0 00
Total Other			**$65,546.49**	**$71,050.08**	**- $5,503.59**	**$79.57**	**0.12%**
Total Alternative Investments			**$65,546.49** ✓	**$71,050.08** ✓	**- $5,503.59**	**$79.57**	**0.12%**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Real Estate & Specialty Assets							
REAL ESTATE FUNDS							
MADISON HARBOR PRIVATE EQUITY FUND OF FUNDS CUSIP: 557529104	100 000	$811 630	$81,163 00	$100,000 00	- $18,837 00	$2,767.50	3 41%
Total Real Estate Funds			**$81,163.00**	**$100,000.00**	**- $18,837.00**	**$2,767.50**	**3.41%**
Total Real Estate & Specialty Assets			**$81,163.00** ✓	**$100,000.00** ✓	**- $18,837.00**	**$2,767.50**	**3.41%**

	ACCOUNT VALUE AS OF 06/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
TOTAL ASSETS	**$2,481,992.94**	**$2,548,006.82**	**- $66,013.88**	**$63,028.50**