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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS  
label.Otherwise,  
print  
or type.See Specific  
Instructions.

Name of foundation

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

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

P.O. BOX 5628

Room/suite

City or town, state, and ZIP code

MINNEAPOLIS, MN 55440-5628

A Employer identification number

26-2162073

B Telephone number

952-674-2800

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 ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col (c), line 16)

\$ 14,763,983. (Part I, column (d) must be on cash basis)

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)**Part I Analysis of Revenue and Expenses**(The total of amounts in columns (b), (c), and (d) may not  
necessarily equal the amounts in column (a).)(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)

1 Contributions, gifts, grants, etc., received

9,000,000.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B3 Interest on savings and temporary  
cash investments

49,682.

49,312.

STATEMENT 1

4 Dividends and interest from securities

239,726.

239,726.

STATEMENT 2

5a Gross rents

1,782.

1,782.

STATEMENT 3

b Net rental income or (loss)

1,782.

6a Net gain or (loss) from sale of assets not on line 10

&lt;293,278.&gt;

b Gross sales price for all  
assets on line 6a

&lt;293,278.&gt;

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)

&lt;200,434.&gt;

&lt;200,434.&gt;

STATEMENT 4

11 Other income

8,797,478.

90,386.

12 Total. Add lines 1 through 11

0.

0.

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

3,125.

0.

18 Taxes

10,834.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

105,275.

0.

24 Total operating and administrative

expenses. Add lines 13 through 23

119,234.

0.

25 Contributions, gifts, grants paid

403,626.

26 Total expenses and disbursements

Add lines 24 and 25

522,860.

0.

27 Subtract line 26 from line 12

8,274,618.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

90,386.

c Adjusted net income (if negative, enter -0-)

N/A

Operating and Administrative Expenses

640  
24

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	2,772,938.	1,297,655.	1,297,655.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,487,923.	11,237,824.	13,466,328.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,260,861.	12,535,479.	14,763,983.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	4,260,861.	12,535,479.	
30 Total net assets or fund balances	4,260,861.	12,535,479.		
31 Total liabilities and net assets/fund balances	4,260,861.	12,535,479.		

## 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	4,260,861.
2 Enter amount from Part I, line 27a	2	8,274,618.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,535,479.
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	12,535,479.

**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)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENT				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>	<293,278.>		<293,278.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>			<293,278.>	
<b>2</b> Capital gain net income or (net capital loss)		<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		<b>2</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c)            If (loss), enter -0- in Part I, line 8         </div>		<b>3</b>
				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))
2008	526,550.	3,436,311.	.153231
2007			
2006			
2005			
2004			
<b>2</b> Total of line 1, column (d)			<b>2</b> .153231
<b>3</b> 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			<b>3</b> .153231
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			<b>4</b> 11,379,927.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,743,758.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 904.
<b>7</b> Add lines 5 and 6			<b>7</b> 1,744,662.
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 403,626.

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)	1	1,808.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1,808.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,808.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		
6	<b>Credits/Payments</b>		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,800.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	11,800.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	24.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,968.
11	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/> 2,000.	11	7,968.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input 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?		
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"/> MN		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 8

**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? Website address ► N/A	13	X	
14	The books are in care of ► STEVEN HORNIG Telephone no ► 952-674-2800 Located at ► P.O. BOX 5628, MINNEAPOLIS, MN ZIP+4 ► 55440-5628			
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? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.) 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 2009?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NIVIN S. MACMILLAN	PRESIDENT			
PO BOX 5628				
MINNEAPOLIS, MN 55440-5628	0.00	0.	0.	0.
STEVEN A. HORNIG	SECRETARY/TREASURER			
PO BOX 5628				
MINNEAPOLIS, MN 55440-5628	0.00	0.	0.	0.
ROGER S. WHERRY	DIRECTOR			
PO BOX 5628				
MINNEAPOLIS, MN 55440-5628	0.00	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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,022,095.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,531,130.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	11,553,225.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	11,553,225.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	173,298.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,379,927.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	568,996.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	568,996.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	1,808.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,808.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	567,188.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	567,188.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	567,188.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	403,626.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	403,626.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	403,626.

**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 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				567,188.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				356,530.
<b>f</b> Total of lines 3a through e	356,530.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	403,626.			
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				403,626.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	163,562.			163,562.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	192,968.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	192,968.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008	192,968.			
<b>e</b> Excess from 2009				

## N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income

[illegible]

<b>Part XV</b>	<b>Supplementary Information</b> (continued)
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### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

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 STATEMENT 10				
<b>Total</b>				<b>▶ 3a 403,626.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>▶ 3b 0.</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	49,682.	
<b>4</b> Dividends and interest from securities			14	239,726.	
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property			14	1,782.	
b Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income			14	<200,434.>	
<b>8</b> Gain or (loss) from sales of assets other than inventory			14	<293,278.>	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		<202,522.>	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					<202,522.>

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	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.		

[illegible]



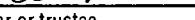

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes      ☒ No

b If "Yes," complete the following schedule

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

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.

Sign Here	 Signature of officer or trustee		19/9/10 Date	 Secretary/Treasurer Title	
	Paid Preparer's Use Only	Preparer's signature 		Date 08/19/10	Check if self-employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code WAYCROSSE, INC. 15407 MCGINTY ROAD WEST WAYZATA, MN 55391				EIN  Phone no 952-674-2800	

Form 990-PF (2009)

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2009**

Name of the organization

Employer identification number

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

26-2162073

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

26-2162073

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	W. DUNCAN MACMILLAN TRUST ESTATE P.O. BOX 5628 MINNEAPOLIS, MN 55440	\$ 9,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



LINE 7B – EXPECTED TAX BENEFITS

NON-TRADITIONAL STRATEGIES FUND OWNS PARTNERSHIP UNITS OF MAGNETAR CAPITAL FUND LP (EIN: 04-3818755) (“FUND”). FUND TRADES VARIOUS STOCK, SECURITIES AND RELATED FINANCIAL INSTRUMENTS FOR ITS OWN ACCOUNT. AS PART OF SUCH ACTIVITY, FUND MAY NEED TO MAINTAIN CASH BALANCES IN NON-U.S. DENOMINATED CURRENCIES. THE REGULAR ACTIVITY AND PURPOSE OF THE FUND IS TO GENERATE A PRE-TAX ECONOMIC RATE OF RETURN. THE AMOUNT OF SUCH NON-U.S. DOLLAR DENOMINATED CURRENCIES INCREASE AND/OR DECREASE THROUGHOUT THE YEAR AT FREQUENT INTERVALS. THE LOSSES REPORTED HEREIN HAVE RESULTED AS PART OF THIS REGULAR ACTIVITY AND PURSUANT TO THE SAME PURPOSE. FOR FINANCIAL REPORTING PURPOSES, THE TRANSACTION IS BEING ACCOUNTED FOR IN ACCORDANCE WITH U.S. GAAP. THE REPORTABLE LOSSES RECOGNIZED THIS YEAR MAY BE THE RESULT OF ACQUISITIONS AND BASIS ADJUSTMENTS OCCURRING IN THIS OR PRIOR YEARS. THE ADJUSTED TAX BASIS OF NON-U.S. DOLLAR DENOMINATED CURRENCIES OBTAINED BY THE FUND IS DETERMINED BY WAY OF CASH PAID AND GAINS AND LOSSES ON SUCH CURRENCY TRANSACTIONS ARE CHARACTERIZED AS ORDINARY UNDER REVENUE CODE (“IRC”) SECTION 988. DUE TO THE NATURE AND VOLUME OF ACTIVITY, IT IS NOT PRACTICAL TO ASCERTAIN WHETHER THE RELEVANT REPORTABLE LOSS THRESHOLDS ARE EXCEEDED FOR A GIVEN TRANSACTION HAS MET ANY OF THE SPECIFIED EXCEPTIONS PROVIDED IN REVENUE PROCEDURE 2003-24, AND SUCH TAXPAYER IS REPORTING THESE TRANSACTIONS TO THE INTERNAL REVENUE SERVICE ON A PROTECTIVE BASIS.

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
NON-TRADITIONAL STRATEGIES FUND	41,794.
NON-TRADITIONAL STRATEGIES FUND	370.
WXCLC, INC.	7,518.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	49,682.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GLOBAL BOND FUND	36,095.	0.	36,095.
GLOBAL EQUITY FUND	31,077.	0.	31,077.
INTERNATIONAL EQUITY FUND II	21,100.	0.	21,100.
NON-TRADITIONAL STRATEGIES FUND	13,391.	0.	13,391.
TAXABLE BOND FUND	96,912.	0.	96,912.
U.S. ALL CAP EQUITY FUND	41,151.	0.	41,151.
TOTAL TO FM 990-PF, PART I, LN 4	239,726.	0.	239,726.

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FORM 990-PF RENTAL INCOME STATEMENT 3

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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NON-TRADITIONAL STRATEGIES FUND	1	1,782.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,782.

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FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
U.S. ALL CAP EQUITY FUND	659.	659.		
GLOBAL EQUITY FUND	<524.>	<524.>		
INTERNATIONAL EQUITY FUND II	<160.>	<160.>		
GLOBAL BOND FUND	<15,119.>	<15,119.>		
NON-TRADITIONAL STRATEGIES FUND - ROYALTY INCOME	91.	91.		
NON-TRADITIONAL STRATEGIES FUND - OTHER INCOME	<34,174.>	<34,174.>		
NON-TRADITIONAL STRATEGIES FUND - ORDINARY INCOME	<151,207.>	<151,207.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<200,434.>	<200,434.>		

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID - GLOBAL BOND FUND	186.	0.		0.
FOREIGN TAXES PAID - U.S. ALL CAP EQUITY FUND	4.	0.		0.
FOREIGN TAXES PAID - GLOBAL EQUITY FUND	3,388.	0.		0.
FOREIGN TAXES PAID - INTERNATIONAL EQUITY FUND II	2,406.	0.		0.
2008 FEDERAL BALANCE DUE	1,919.	0.		0.
2009 ESTIMATE TAXES	1,800.	0.		0.
2008 FORM 1023	750.	0.		0.
FOREIGN TAXES PAID - NON-TRADITIONAL STRATEGIES FUND	381.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,834.	0.		0.

FORM 990-PF

## OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN SECRETARY OF STATE	25.	0.		0.
MISCELLANEOUS	197.	0.		0.
WAYCROSSE FEES	11,847.	0.		0.
INVESTMENT FEES - INTERNATIONAL EQUITY FUND II	3,437.	0.		0.
INVESTMENT FEES - TAXABLE BOND FUND	12,488.	0.		0.
INVESTMENT FEES - GLOBAL BOND FUND	9,587.	0.		0.
INVESTMENT FEES - U.S. ALL CAP FUND	7,328.	0.		0.
INVESTMENT FEES - GLOBAL EQUITY FUND	14,649.	0.		0.
NON-TRADITIONAL STRATEGIES FUND	45,717.	0.		0.
TO FORM 990-PF, PG 1, LN 23	105,275.	0.		0.

FORM 990-PF

## OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GLOBAL BOND FUND	COST	1,281,313.	1,383,074.
US ALL CAP EQUITY FUND	COST	2,687,708.	3,566,980.
TAXABLE BOND FUND	COST	1,989,154.	2,147,977.
GLOBAL EQUITY FUND	COST	1,948,579.	2,325,475.
INTERNATIONAL EQUITY FUND II	COST	1,086,070.	1,445,341.
NON-TRADITIONAL STRATEGIES FUND	COST	2,245,000.	2,597,481.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,237,824.	13,466,328.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 8

## NAME OF CONTRIBUTOR

## ADDRESS

W. DUNCAN MACMILLAN ESTATE

PO BOX 5628  
MINNEAPOLIS, MN 55440

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 9

## NAME OF MANAGER

STEVEN A. HORNIG  
ROGER S. WHERRY

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314	NONE UNRESTRICTED	PUBLIC CHARITY	1,500.
ABBOTT NORTHWESTERN HOSPITAL FOUNDATION 800 EAST 28TH STREET MINNEAPOLIS, MN 55407	NONE UNRESTRICTED	PUBLIC CHARITY	25,500.
MINNESOTA BRAILLE AND TALKING BOOK LIBRARY 1500 HIGHWAY 36W ROSEVILLE, MN 55113	NONE UNRESTRICTED	PUBLIC CHARITY	100.
MINNESOTA ZOO 13000 ZOO BOULEVARD APPLE VALLEY, MN 55124	NONE UNRESTRICTED	PUBLIC CHARITY	50.
BOYS & GIRLS CLUB OF MARTIN COUNTY PO BOX 910 HOBE SOUND, FL 33475	NONE UNRESTRICTED	PUBLIC CHARITY	7,900.
BERKSHIRE SCHOOL 245 N. UNDERMOUNTAIN ROAD SHEFFIELD, MA 01257	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
BROWN UNIVERSITY PO BOX 1893 PROVIDENCE , RI 02912	NONE UNRESTRICTED	PUBLIC CHARITY	15,000.
CHILDREN'S THEATER 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.

CHRIST MEMORIAL CHAPEL PO BOX 582 HOBE SOUND, FL 33475	NONE UNRESTRICTED	PUBLIC CHARITY	13,000.
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 77401	NONE UNRESTRICTED	PUBLIC CHARITY	2,000.
GUTHRIE THEATER FOUNDATION PO BOX 86 MINNEAPOLIS, MN 55486	NONE UNRESTRICTED	PUBLIC CHARITY	10,000.
HOBE SOUND COMMUNITY CHEST, INC. PO BOX 511 HOBE SOUND, FL 33475	NONE UNRESTRICTED	PUBLIC CHARITY	8,000.
INTERFAITH OUTREACH 110 GRAND AVENUE SOUTH WAYZATA, MN 55391	NONE UNRESTRICTED	PUBLIC CHARITY	7,700.
ST. JOHNS UNIVERSITY P.O. BOX 7222 COLLEGEVILLE, MN 56321	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
JUPITER MEDICAL CENTER 1210 SOUTH OLD DIXIE HIGHWAY JUPITER, FL 33458	NONE UNRESTRICTED	PUBLIC CHARITY	3,500.
MINNEAPOLIS HEART INSTITUTE 920 EAST 28TH STREET, SUITE 100 MINNEAPOLIS, MN 55407	NONE UNRESTRICTED	PUBLIC CHARITY	2,000.
MINNEAPOLIS INSTITUTE OF ARTS 2400 3RD AVE S MINNEAPOLIS, MN 55404	NONE UNRESTRICTED	PUBLIC CHARITY	155,934.
MINNESOTA LAND TRUST 2536 UNIVERSITY AVENUE WEST, SUITE 240 ST PAUL, MN 55114	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

26-2162073

MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM DRIVE CHASKA, MN 55318	NONE UNRESTRICTED	PUBLIC CHARITY	34,692.
MINNESOTA PUBLIC RADIO 480 CEDAR STREET ST PAUL, MN 55101	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
WESTTOWN SCHOOL 975 WESTTOWN ROAD WEST CHESTER , PA 19382	NONE UNRESTRICTED	PUBLIC CHARITY	25,000.
NATURE CONSERVANCY 1101 WEST RIVER PARKWAY, SUITE 200 MINNEAPOLIS, MN 55415	NONE UNRESTRICTED	PUBLIC CHARITY	25,000.
PFLAG 1726 M STREET NW, SUITE 400 WASHINGTON, DC 20036	NONE UNRESTRICTED	PUBLIC CHARITY	250.
DRAGONHEART 74 BEAR RUN ROAD #14 RICHMOND , VT 05477	NONE UNRESTRICTED	PUBLIC CHARITY	100.
ALLIANCE FRANCAISE 113 1ST STREET NORTH MINNEAPOLIS, MN 55401	NONE UNRESTRICTED	PUBLIC CHARITY	50.
WESTERN HENNEPIN COUNTY PIONEER MUSEUM 1953 W. WAYZATA BLVD. P.O. BOX 332 LONG LAKE, MN 55436	NONE CAPITAL CAMPAIGN	PUBLIC CHARITY	1,000.
TWIN CITIES PUBLIC TELEVISION 172 EAST 4TH STREET ST PAUL, MN 55101	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
WALKER ART CENTER 1750 HENNEPIN AVENUE MINNEAPOLIS, MN 55403	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.



W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

26-2162073

WOMEN'S FOUNDATION 155 5TH AVE S, SUITE 500 MINNEAPOLIS, MN 55401	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
PLANNED PARENTHOOD 1200 LAGOON AVENUE MINNEAPOLIS, MN 55408	NONE UNRESTRICTED	PUBLIC CHARITY	2,000.
PRIDE FOR PROJECT IN LIVING 1035 EAST FRANKLIN AVENUE MINNEAPOLIS, MN 55404	NONE UNRESTRICTED	PUBLIC CHARITY	2,000.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK , AK 72202	NONE UNRESTRICTED	PUBLIC CHARITY	15,000.
SECOND HARVEST 1140 GERVAIS AVE. ST. PAUL, MN 55109	NONE UNRESTRICTED	PUBLIC CHARITY	10,000.
WOMENS VENTURE 2324 UNIVERSITY AVENUE ST. PAUL, MN 55114	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
TUBMAN 3111 1ST AVENUE S. MINNEAPOLIS, MN 55408	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
UNITED WAY	NONE UNRESTRICTED	PUBLIC CHARITY	10,000.
PACER 8161 NORMANDALE BLVD. BLOOMINGTON, MN 55437	NONE UNRESTRICTED	PUBLIC CHARITY	250.
WAYZATA FIRE 600 RICE STREET EAST WAYZATA, MN 55391	NONE UNRESTRICTED	PUBLIC CHARITY	100.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

403,626.

**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	TAXABLE BOND FUND	P	VARIOUS	VARIOUS
b	TAXABLE BOND FUND	P	VARIOUS	VARIOUS
c	GLOBAL BOND FUND	P	VARIOUS	VARIOUS
d	GLOBAL BOND FUND	P	VARIOUS	VARIOUS
e	U.S. ALL CAP EQUITY FUND	P	VARIOUS	VARIOUS
f	U.S. ALL CAP EQUITY FUND	P	VARIOUS	VARIOUS
g	GLOBAL EQUITY FUND	P	VARIOUS	VARIOUS
h	GLOBAL EQUITY FUND	P	VARIOUS	VARIOUS
i	INTERNATIONAL EQUITY FUND II	P	VARIOUS	VARIOUS
j	INTERNATIONAL EQUITY FUND II	P	VARIOUS	VARIOUS
k	NON-TRADITIONAL STRATEGIES FUND	P	VARIOUS	VARIOUS
l	NON-TRADITIONAL STRATEGIES FUND	P	VARIOUS	VARIOUS
m	NON-TRADITIONAL STRATEGIES FUND	P	VARIOUS	VARIOUS
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	<2,474.>		<2,474.>
b	3,720.		3,720.
c	9,696.		9,696.
d	<9,932.>		<9,932.>
e	<151,127.>		<151,127.>
f	<68,383.>		<68,383.>
g	44,235.		44,235.
h	<36,278.>		<36,278.>
i	<40,682.>		<40,682.>
j	<18,124.>		<18,124.>
k	<1,675.>		<1,675.>
l	<22,377.>		<22,377.>
m	123.		123.
n			
o			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<2,474.>
b			3,720.
c			9,696.
d			<9,932.>
e			<151,127.>
f			<68,383.>
g			44,235.
h			<36,278.>
i			<40,682.>
j			<18,124.>
k			<1,675.>
l			<22,377.>
m			123.
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<293,278.>
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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or  
print

File by the  
extended  
due date for  
filing the  
return. See  
instructions

Name of Exempt Organization

W. DUNCAN AND NIVIN MACMILLAN FOUNDATION

Employer identification number

26-2162073

Number, street, and room or suite no. If a P.O. box, see instructions.

P.O. BOX 5628

For IRS use only

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

MINNEAPOLIS, MN 55440-5628

Check type of return to be filed (File a separate application for each return):

☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870  
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

STEVEN HORNIG

• The books are in the care of ☒ P.O. BOX 5628 - MINNEAPOLIS, MN 55440-5628

Telephone No. ☒ 952-674-2800

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009, or other tax year beginning                     , and ending                     .

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	10,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	10,000.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Brian Horne

Title ☒ CPA

Date ☒ 8/15/10

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits* - -

Type or print	Name of Exempt Organization	Employer identification number
	W. DUNCAN AND NIVIN MACMILLAN FOUNDATION	26-2162073
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 5628	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNEAPOLIS, MN 55440-5628	

**Check type of return to be filed** (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**STEVEN HORNIG**

- The books are in the care of ► **P.O. BOX 5628 - MINNEAPOLIS, MN 55440-5628**
- Telephone No. ► **952-674-2800** FAX No. ► ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ **X** calendar year **2009** or  
► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>10,000.</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>0.</b>
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	<b>10,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.