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

2009

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 change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THOMAS R. & ELIZABETH E. MCLEAN
FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 58329

City or town, state, and ZIP code
FAYETTEVILLE, NC 28305

A Employer identification number
31-1470721

B Telephone number

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 foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 16,690,913.

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

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(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	113,008.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	160,670.	160,670.		STATEMENT 1
	4 Dividends and interest from securities	223,348.	223,320.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	530,770.			
	b Gross sales price for all assets on line 6a 1,488,818.				
	7 Capital gain net income (from Part IV, line 2)		530,770.		
	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	89,968.	89,968.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,117,764.	1,004,728.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	158,088.	59,283.		59,283.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	9,000.	4,500.		4,500.
	c Other professional fees STMT 5	28,509.	28,509.		0.
	17 Interest				
	18 Taxes STMT 6	5,801.	1,421.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	14.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	201,412.	93,713.		63,783.
	25 Contributions, gifts, grants paid	688,500.			688,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	889,912.	93,713.		752,283.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	227,852.			
	b **Net investment income** (if negative, enter -0-)		911,015.		
	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.**

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	50,250.	27,778.	27,778.
	2	Savings and temporary cash investments	9,234,327.	8,535,736.	8,535,736.
	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 STMT 8	6,829,173.	7,210,165.	7,395,599.
	c	Investments - corporate bonds STMT 9	216,775.	784,698.	731,800.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	16,330,525.	16,558,377.	16,690,913.
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	8,960,983.	8,960,983.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	7,369,542.	7,597,394.	
	30	**Total net assets or fund balances**	16,330,525.	16,558,377.	
	31	**Total liabilities and net assets/fund balances**	16,330,525.	16,558,377.	

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	16,330,525.
2	Enter amount from Part I, line 27a	2	227,852.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,558,377.
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	16,558,377.

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	1,488,818.		958,048.	530,770.

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				530,770.

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 } 2 530,770.

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))
2008	926,834.	14,533,705.	.063771
2007	1,015,393.	18,458,048.	.055011
2006	744,587.	17,293,905.	.043055
2005	700,466.	16,243,198.	.043124
2004	657,181.	15,651,429.	.041989

2	Total of line 1, column (d)	2	.246950
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	.049390
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,806,426.
5	Multiply line 4 by line 3	5	731,289.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,110.
7	Add lines 5 and 6	7	740,399.
8	Enter qualifying distributions from Part XII, line 4	8	752,283.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	9,110.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	9,110.
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	9,110.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,600.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	7,600.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,510.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b 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*	1b		X
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? *If "Yes," attach a detailed description of the activities.*	2		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*	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? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
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 2009 or the taxable year beginning in 2009 (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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ ALFRED E. CLEVELAND Telephone no. ▶910-483-8104

Located at ▶PO BOX 87009, FAYETTEVILLE, NC ZIP+4 ▶28304

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 2009?		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?	☐ 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 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

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
HARRY SHAW FAYETTEVILLE, NC	VICE-PRESIDENT 20.00	79,044.	0.	0.
ALFRED CLEVELAND FAYETTEVILLE, NC	PRESIDENT 25.00	79,044.	0.	0.

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	6,915,120.
b	Average of monthly cash balances			1b	8,116,785.
c	*Fair market value of all other assets*			1c	
d	**Total** (add lines 1a, b, and c)			1d	15,031,905.
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	15,031,905.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	225,479.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	14,806,426.
6	**Minimum investment return.** Enter 5% of line 5			6	740,321.

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	740,321.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	9,110.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,110.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	731,211.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	731,211.
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	731,211.

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	752,283.
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	752,283.
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	9,110.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	743,173.

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
1 Distributable amount for 2009 from Part XI, line 7				731,211.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 145,448.				
f **Total** of lines 3a through e	145,448.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 752,283.				
a Applied to 2008, 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 2009 distributable amount				731,211.
e Remaining amount distributed out of corpus	21,072.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	166,520.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	166,520.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 145,448.				
e Excess from 2009 21,072.				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(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).)

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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:

THOMAS & ELIZABETH MCLEAN FOUNDATION
PO BOX 58329, FAYETTEVILLE, NC 28305

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

WRITTEN REQUEST EXPLAINING PURPOSE, TIME, PERIOD & COST

c Any submission deadlines:

NONE

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

NORTH CAROLINA ORGANIZATIONS OR CHAPTERS OF NATIONAL CHARITIES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				688,500.
Total			▶ 3a	688,500.
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	160,670.	
4 Dividends and interest from securities			14	223,348.	
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			15	89,968.	
8 Gain or (loss) from sales of assets other than inventory			18	530,770.	
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.		1,004,756.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,004,756.

(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).

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

▶ , Pres 5-14-10 ▶ President

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature ▶	Date 4-29-10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶	HAIGH, BYRD & LAMBERT, LLP PO BOX 53349 FAYETTEVILLE, NC 28305-3349	EIN ▶	
		Phone no.	(910)483-1437

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
THOMAS R. & ELIZABETH E. MCLEAN
FOUNDATION, INC

Employer identification number
31-1470721

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.**

Name of organization	Employer identification number
THOMAS R. & ELIZABETH E. MCLEAN FOUNDATION, INC	31-1470721

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF THOMAS R. MCLEAN PO BOX 87009 FAYETTEVILLE, NC 28304	$ 113,008.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

THOMAS R. & ELIZABETH E. MCLEAN
FOUNDATION, INC

CONTINUATION FOR 990-PF, PART IV
31-1470721 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	400 SHS AGRIUM INC	P	06/04/08	02/04/09
b	100000 ALCOA INC	P	04/03/09	05/11/09
c	100000 AMERICAN EXPRESS	P	06/02/09	08/11/09
d	200 SHS CSX CORPORATION	P	11/17/00	07/15/09
e	1300 SHS INTL BUSINESS MACH	P	06/15/09	07/17/09
f	100000 REGIONS FINL	P	04/16/09	06/24/09
g	100000 RYDER SYSTEM	P	03/11/09	06/24/09
h	100000 RYDER SYSTEM	P	06/23/09	08/11/09
i	500 SHS ALLEGHENY ENERGY	P	01/11/08	05/26/09
j	1000 SHS CXS CORP	P	VARIOUS	07/15/09
k	109 SHS FAIRPOINT COMMUNICATIONS	P	VARIOUS	08/11/09
l	200 SHS GENERAL ELECTRIC	P	06/22/07	02/24/09
m	.74 SHS WELLS FARGO & CO	P	02/16/05	01/02/09
n	10 SHS AVNET INC	P	04/24/09	10/06/09
o	13 SHS BANK OF AMERICA	P	02/11/09	05/18/09

	(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	13,232.		32,004.	<18,772.>
b	98,500.		95,501.	2,999.
c	102,625.		100,962.	1,663.
d	7,277.		7,728.	<451.>
e	138,662.		130,903.	7,759.
f	96,000.		95,010.	990.
g	99,625.		97,479.	2,146.
h	97,250.		93,470.	3,780.
i	11,761.		31,066.	<19,305.>
j	36,386.		31,862.	4,524.
k	26.		824.	<798.>
l	1,742.		7,191.	<5,449.>
m	21.		932.	<911.>
n	252.		185.	67.
o	8,970.		5,146.	3,824.

	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				<18,772.>
b				2,999.
c				1,663.
d				<451.>
e				7,759.
f				990.
g				2,146.
h				3,780.
i				<19,305.>
j				4,524.
k				<798.>
l				<5,449.>
m				<911.>
n				67.
o				3,824.

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	

THOMAS R. & ELIZABETH E. MCLEAN FOUNDATION, INC

CONTINUATION FOR 990-PF, PART IV
31-1470721 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	320 SHS BRINKER INTERNATIONAL	P	11/07/08	09/24/09
b	140 SHS CHICO'S FAS, INC	P	05/21/08	05/19/09
c	530 SHS COVENTRY HEALTHCARE	P	VARIOUS	04/17/09
d	95 SHS HALLIBURTON CO	P	04/21/09	10/06/09
e	270 SHS INTEL CORP	P	10/24/08	06/30/09
f	360 SHS LEGG MASON INC	P	VARIOUS	02/05/09
g	115 SHS ST JUDE MEDICAL	P	10/24/08	01/07/09
h	40 SHS TRANSOCEAN LTD	P	VARIOUS	10/12/09
i	830 SHS BRINKER INTERNATIONAL	P	01/04/08	04/23/09
j	545 SHS CARTERS, INC	P	02/26/07	VARIOUS
k	1100 SHS CHICO'S FAS INC	P	05/21/08	VARIOUS
l	300 SHS COVENTRY HEALTHCARE	P	VARIOUS	04/17/09
m	170 SHS OMNICARE INC	P	07/06/07	01/08/09
n	740 SHS PACIFIC SUNWEAR	P	03/14/07	02/25/09
o	10 SHS UNUMPROVIDENT	P	05/11/06	10/06/09

	(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	5,108.		2,884.	2,224.
b	1,135.		975.	160.
c	7,700.		7,906.	<206.>
d	2,593.		1,899.	694.
e	4,401.		3,848.	553.
f	5,641.		16,025.	<10,384.>
g	3,588.		3,907.	<319.>
h	3,648.		2,030.	1,618.
i	14,216.		15,047.	<831.>
j	10,165.		13,244.	<3,079.>
k	13,647.		7,663.	5,984.
l	4,358.		14,774.	<10,416.>
m	4,596.		6,164.	<1,568.>
n	1,130.		13,317.	<12,187.>
o	212.		177.	35.

	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				2,224.
b				160.
c				<206.>
d				694.
e				553.
f				<10,384.>
g				<319.>
h				1,618.
i				<831.>
j				<3,079.>
k				5,984.
l				<10,416.>
m				<1,568.>
n				<12,187.>
o				35.

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	

THOMAS R. & ELIZABETH E. MCLEAN FOUNDATION, INC

CONTINUATION FOR 990-PF, PART IV
31-1470721 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	695 SHS ASPEN INSURANCE	P	VARIOUS	VARIOUS
b	475 SHS ENDURANCE SPLTY	P	VARIOUS	VARIOUS
c	549 SHS XL CAPITAL LTD	P	VARIOUS	VARIOUS
d	500 SHS ALLERGAN INC	P	VARIOUS	04/21/09
e	1500 SHS PHARMACEUTICAL PROD DEV	P	11/06/06	07/21/09
f	K-1 - ESTATE OF THOMAS R. MCLEAN 56-6532868	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	15,233.		16,701.	<1,468.>
b	16,996.		17,411.	<415.>
c	9,431.		18,234.	<8,803.>
d	22,968.		17,047.	5,921.
e	32,699.		48,532.	<15,833.>
f	597,024.			597,024.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	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				<1,468.>
b				<415.>
c				<8,803.>
d				5,921.
e				<15,833.>
f				597,024.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	530,770.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BB&T	102,541.
BB&T	35,145.
REGIONS BANK	22,984.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	160,670.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BB&T CAPITAL MARKETS	6,500.	0.	6,500.
MORGAN KEEGAN	191,586.	0.	191,586.
MORGAN KEEGAN	7,412.	0.	7,412.
PERSHING	17,812.	0.	17,812.
WELLS FARGO	38.	0.	38.
TOTAL TO FM 990-PF, PART I, LN 4	223,348.	0.	223,348.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
K-1 - ESTATE OF THOMAS R. MCLEAN 56-6532868 - DIVIDENDS & INTEREST	22,951.	22,951.	
K-1 - ESTATE OF THOMAS R. MCLEAN 56-6532868 - NET RENTAL INCOME	4,323.	4,323.	
K-1 - ESTATE OF THOMAS R. MCLEAN 56-6532868 - OTHER INCOME	62,694.	62,694.	
TOTAL TO FORM 990-PF, PART I, LINE 11	89,968.	89,968.	

ORM 990-PF ACCOUNTING FEES STATEMENT 4

ESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CCOUNTING FEES	9,000.	4,500.		4,500.
O FORM 990-PF, PG 1, LN 16B	9,000.	4,500.		4,500.

ORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

ESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NVESTMENT FEES	28,509.	28,509.		0.
O FORM 990-PF, PG 1, LN 16C	28,509.	28,509.		0.

ORM 990-PF TAXES STATEMENT 6

ESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OREIGN TAXES PAID	1,421.	1,421.		0.
XCISE TAX	4,380.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,801.	1,421.		0.

ORM 990-PF OTHER EXPENSES STATEMENT 7

ESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICES CHARGES	14.	0.		0.
TO FORM 990-PF, PG 1, LN 23	14.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
400 SHS BANK OF AMERICA	14,965.	6,024.
300 SHS CISCO SYSTEMS	7,671.	7,182.
1900 SHS AQUA AMERICA INC	44,565.	33,269.
800 SHS BANK OF AMERICA	37,223.	12,048.
800 SHS COVANCE	35,267.	43,656.
850 SHS DEVON ENERGY CORP	19,947.	62,475.
1100 SHS FISERV INC	44,287.	53,328.
800 SHS GENZYME CORP	37,151.	39,208.
1200 SHS HERSHEY FOODS	40,904.	42,948.
1000 SHS MCCORMICK & CO	25,821.	36,130.
750 SHS MILLIPORE CORP	47,933.	54,263.
750 SHS PEPSICO INC	45,332.	45,600.
700 SHS RLI CORP	19,539.	37,275.
1000 SHS STANCORP FINL GROUP	26,544.	40,020.
1200 SHS XTO ENERGY	15,159.	69,795.
600 SHS 3-M COMPANY	47,542.	49,602.
800 SHS ALTRIA GROUP	15,398.	15,704.
16746 SHS AT&T INC	669,045.	469,390.
800 SHS BANK OF AMERICA	30,514.	12,048.
22700 SHS BB&T CORP	848,413.	575,899.
11820 SHS CHEVRONTEXACO CORP	427,660.	910,022.
1200 SHS CISCO SYSTEMS	29,716.	28,728.
200 SHS CSX CORPORATION	9,349.	9,698.
900 SHS CULLEN FROST BANKERS	44,463.	45,000.
1200 SHS DUKE ENERGY	17,183.	20,652.
500 SHS EI DUPONT DE NEMOURS & CO	24,917.	16,835.
1200 SHS ENCANA CORP	37,679.	38,868.
500 SHS EXELON CORP	38,630.	24,435.
19000 SHS EXXON MOBIL CORP	705,672.	1,295,610.
1000 SHS GENERAL ELECTRIC	35,957.	15,130.
7075.69 SHS INVESTMENT CO OF AMERICA	225,304.	183,614.
1500 SHS JP MORGAN & CHASE CO	69,352.	62,505.
100 SHS JOHNSON & JOHNSON	7,088.	6,441.
1300 SHS NCR CORP	30,091.	14,469.
3700 SHS NORFOLK SOUTHERN CORP	129,018.	193,954.
700 SHS PEABODY ENERGY	38,530.	31,647.
1200 SHS PIEDMONT NATURAL GAS	27,059.	32,100.
3200 SHS PROGRESS ENERGY INC	141,890.	131,232.
400 SHS PROSPERITY BANCSHARES	14,271.	16,188.
1000 SHS ROYAL BANK OF CANADA	47,032.	53,550.
300 SHS STERLING BANCSHARES INC	3,731.	1,539.
2400 SHS SUNTRUST	193,897.	48,696.
500 SHS VALERO ENERGY CORP	35,382.	8,375.
5800 SHS VERIZON COMMUNICATIONS	264,116.	192,154.
450 SHS AGILENT TECHNOLOGIES INC	14,057.	13,982.
940 SHS ALCOA, INC	23,339.	15,153.
1170 SHS BANK OF AMERICA	30,909.	17,620.

190 SHS CONOCOPHILLIPS	12,437.	9,703.
325 SHS DU PONT EI DE NEMOURS CO	14,792.	10,943.
725 SHS GAP INC	13,115.	15,189.
810 SHS GENERAL ELECTRIC	26,644.	12,255.
660 SHS HEALTH NET INC	21,993.	15,371.
470 SHS JP MORGAN CHASE & CO	20,124.	19,585.
475 SHS MARATHON OIL CORP	19,417.	14,830.
845 SHS PATTERSON-UTI ENERGY INC	18,512.	12,971.
755 SHS PFIZER, INC	18,857.	13,733.
660 SHS UNUMPROVIDENT	11,676.	12,883.
426 SHS XL CAPITAL	14,149.	7,809.
100 SHS SUNTRUST BANK INC	8,739.	2,029.
300 SHS ALLEGHENY ENERGY INC	18,640.	7,044.
50 SHS AMERICAN INTERNATIONAL GROUP	71,364.	1,499.
687 SHS BANCO BILBAO VIZCAYA	14,014.	12,393.
600 SHS COCA-COLA CO	34,824.	34,200.
200 SHS FIRST HORIZON NATIONAL CORP	7,955.	2,948.
815 SHS KRAFT FOODS INC	23,073.	22,152.
19628.513 SHS LATEEF FUND	200,002.	166,254.
30 SHS PATRIOT COAL CORP	939.	928.
200 SHS PEPSICO INC	12,333.	12,160.
600 SHS PNC BANK CORP	44,590.	31,674.
400 SHS REGIONS FINANCIAL CORP	14,040.	2,116.
600 SHS SPECTRA ENERGY CORP	12,387.	12,306.
400 SHS SYNOVUS FINANCIAL CORP	5,930.	820.
1100 SHS TERADATA CORP	28,158.	34,573.
200 SHS WALGREEN CO	9,167.	7,344.
625 SHS COMMUNITY HEALTH SYSTEMS	22,141.	22,250.
1065 SHS HERCULES OFFSHORE	26,024.	5,091.
425 SHS OMNICARE INC	15,409.	10,277.
250 SHS TRAVELERS COS INC	9,363.	12,465.
700 SHS WAL-MART STORES	39,075.	37,415.
1125 SHS ACCENTURE LTD	41,263.	46,710.
1000 SHS ADOBE SYSTEMS INC	38,916.	36,780.
1275 SHS AMPHENOL CORP	45,633.	58,880.
781 SHS BROWN FORMAN CORP	45,643.	41,838.
775 SHS CERNER CORP	46,248.	63,891.
450 SHS CH ROBINSON WORLDWIDE INC	23,506.	26,429.
650 SHS GOODRICH CORP	38,400.	41,763.
1000 SHS THERMO FISHER SCIENTIFIC	54,205.	47,690.
200 SHS CHARLES RIVER LAB	13,351.	6,738.
800 SHS AGRIUM INC	64,008.	49,200.
1200 SHS PHILIP MORRIS INTL	55,130.	57,828.
400 SHS ARCH COAL INC	22,204.	8,900.
10 SHS BERKSHIRE HATHAWAY	44,133.	32,860.
600 SHS CHARLES RIVER LABORATORIES	40,057.	20,214.
400 SHS COSTCO WHOLESALE CORP	27,532.	23,668.
200 SHS KANSAS CITY SOUTHERN IND	6,201.	6,658.
400 SHS PROCTER & GAMBLE CO	23,774.	24,252.
193 SHS TOTAL SYSTEMS SERVICES	7,495.	3,333.
200 SHS URBAN OUTFITTERS INC	6,467.	6,998.
250 SHS AMGEN INC	12,015.	14,143.
555 SHS AVNET INC	9,664.	16,739.
520 SHS HALLIBURTON CO	8,901.	15,647.

370 SHS METLIFE INC	10,832.	13,080.
585 SHS TEXAS INSTRUMENTS	10,458.	15,245.
165 SHS TRANSOCEAN LTD	8,088.	13,662.
515 SHS UNITED HEALTHCARE GR	13,839.	15,697.
440 SHS WELLS FARGO & CO	13,090.	11,876.
530 SHS WESCO INTERNATIONAL	15,109.	14,315.
2300 SHS ALTERA SYSTEMS	50,160.	52,049.
1500 SHS COGNIZANT TECHNOLOTY	47,514.	67,950.
525 SHS JOHNSON & JOHNSON	33,417.	33,815.
825 SHS MEDCOHEALTH SOLUTIONS	39,820.	52,726.
1056 SHS VEOLIA ENVIRONMENT	55,819.	34,721.
1200 SHS CENOVUS ENERGY INC	35,484.	30,240.
500 SHS INTL BUSINESS MACHINES	59,086.	65,450.
400 SHS MCDONALDS CORP	23,484.	24,976.
1400 SHS NUCOR CORP	63,715.	65,310.
278 SHS WELLS FARGO & CO	72,144.	7,503.
495 SHS ALLSTATE CORP	9,784.	14,870.
625 SHS AMERICAN EAGLE OUTFITTERS	9,046.	10,613.
100 SHS BOEING CO	4,811.	5,413.
95 SHS EATON CORP	5,083.	6,044.
325 SHS LIFE POINT HOSPITAL	8,732.	10,572.
450 SHS LOWES COMPANIES	9,678.	10,526.
535 SHS MACY'S INC	8,848.	8,967.
250 SHS MEDTRONIC INC	8,495.	10,995.
120 SHS NUCOR CORP	4,686.	5,598.
190 SHS PNC BANK CORP	8,373.	10,030.
320 SHS PRUDENTIAL FINANCIAL	14,076.	15,923.
450 SHS SAFEWAY INC	9,446.	9,581.
2200 SHS ABB LTD	31,391.	42,020.
1000 SHS ANSYS INC	29,562.	43,460.
1000 SHS BJS WHOLESALE CLUB	33,498.	32,710.
950 SHS CHOICE HOTELS INTL	23,906.	30,077.
350 SHS FLOWSERVE CORP	35,987.	33,086.
650 SHS FTI CONSULTING	33,820.	30,654.
2000 SHS INFORMATICA CORP	37,096.	51,720.
675 SHS ITRON INC	38,563.	45,610.
750 SHS SPX CORPORATION	33,238.	41,025.
900 SHS SYBASE INC	35,846.	39,060.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,210,165.	7,395,599.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS EUROPACIFIC	219,408.	164,955.
250000 BB&T CORP 3.1% DUE 7/28/11	253,742.	254,425.
200000 BB&T CORP 6.5% DUE 8/1/11	210,114.	212,420.
100000 REGIONS FINL 4.75% DUE 12/1/10	101,434.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	784,698.	731,800.

McLean Foundation

Year 2009 Grants Made

Cape Fear Regional Theatre *Roof Repair*	$ 40,000
Methodist University *Renovation Campaign*	$ 6,000
North Carolina Symphony *Music Education Programs*	$ 20,000
Cumberland Community Foundation *Freedom Memorial Park Fund* *Unrestricted/Landscaping*	$ 20,000
Community Concerts of Fayetteville, Inc. *Promotional*	$ 15,000
The Salvation Army *K2K Program*	$ 5,000
Sandhills Area Land Trust *Operational Expenses*	$ 25,000
Cross Creek Linear Park *Extension of City Park*	$ 75,000
Cumberland Community Foundation *Operational Expenses*	$ 50,000
Vision Resource Center *Operational Expenses*	$ 10,000
Cape Fear Botanical Garden *Unrestricted/Admin. Expenses*	$ 100,000
Fayetteville Symphony Orchestra *Administrative Expenses*	$ 50,000
Fayetteville State University *Unrestricted*	$ 50,000
Fayetteville Animal Protection Society *Unrestricted*	$ 2,500

McLean Foundation

Child Advocacy Center *Operational Expenses*	$ 40,000
Methodist University *PA Program*	$100,000
Airborne & Special Operations Museum *Unrestricted*	$ 60,000
Child Advocacy Center *Operational Expenses*	$ 12,500
Sandhills Area Land Trust *Operational Expenses*	$ 7,500
TOTAL MADE 2009	***$688,500***