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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

OMB No 1545-0052

2009

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

, 2009, and ending

, 20

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

HAROLD AND RACHEL MCMILLEN FOUNDATION
#70060500

A Employer identification number

35-6011494

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

1919 DOUGLAS STREET
2ND FLOOR

Room/suite

B Telephone number (see page 10 of the instructions)

(260) 461-6470

City or town, state, and ZIP code

OMAHA, NE 68102

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) ▶ \$ 751,516.

J Accounting method.

☒

Cash

☐ Accrual☐ Other (specify)

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

E If private foundation status was terminated
under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

	(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 (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	27,111.	25,700.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	36,114.			
b Gross sales price for all assets on line 6a 491,927.				
7 Capital gain net income (from Part IV, line 2)		36,114.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,030.			ATCH 2
12 Total. Add lines 1 through 11	64,255.	61,814.		
13 Compensation of officers, directors, trustees, etc.	8,766.	4,383.		4,383.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	1,100.	0.	0.	1,100.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	301.	301.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	10,167.	4,684.	0.	5,483.
25 Contributions, gifts, grants paid	26,000.			26,000.
26 Total expenses and disbursements. Add lines 24 and 25	36,167.	4,684.	0.	31,483.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	28,088.			
b Net investment income (if negative, enter -0-)		57,130.		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA ** ATCH 4

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		18,193.	73,849.	73,849.
	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 (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) <u>ATCH 5</u>		372,998.	363,702.	443,936.
	c	Investments - corporate bonds (attach schedule) <u>ATCH 6</u>		240,790.	223,042.	233,731.
	11	Investments - land, buildings, and equipment: basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		631,981.	660,593.	751,516.	
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 (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
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		631,981.	660,593.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)		631,981.	660,593.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		631,981.	660,593.	

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	631,981.
2	Enter amount from Part I, line 27a	2	28,088.
3	Other increases not included in line 2 (itemize) <u>ATTACHMENT 7</u>	3	524.
4	Add lines 1, 2, and 3	4	660,593.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	660,593.

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 SEE PART IV SCHEDULE					
b					
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					
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					
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 36,114.		
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. 3		

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	47,471.	797,711.	0.059509
2007	42,311.	886,369.	0.047735
2006	38,473.	823,709.	0.046707
2005	41,258.	810,148.	0.050926
2004	44,954.	826,237.	0.054408
2 Total of line 1, column (d)			2 0.259285
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 0.051857
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 677,642.
5 Multiply line 4 by line 3			5 35,140.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 571.
7 Add lines 5 and 6			7 35,711.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 31,483.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)	1	1,143.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,143.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,143.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	280.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	280.
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	863.
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
c Did the foundation file Form 1120-POL for this year?		N/A
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>INDIANA</u>		
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 on page 27)? 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

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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 page 20 of the 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 ☐ WELLS FARGO Telephone no. ☐ 260-461-6470			
Located at ☐ P.O. BOX 960, FORT WAYNE, IN ZIP + 4 ☐ 46801-6632				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ N/A ☐	15		

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 page 20 of the instructions) ☐	2b	X
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.) ☐	3b	X
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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A
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? ☐ 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? **7b** N/A

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 (see page 22 of the instructions).**

(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
WELLS FARGO INVESTMENTS & TRUST FORT WAYNE, IN 46801	TRUSTEE 1.00	8,766.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). 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 NONE

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 (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	632,171.
b	Average of monthly cash balances	1b	55,790.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	687,961.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	687,961.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	10,319.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	677,642.
6	Minimum investment return. Enter 5% of line 5	6	33,882.

Part XI Distributable Amount (see page 25 of the 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	33,882.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,143.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,739.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	32,739.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	32,739.

Part XII Qualifying Distributions(see page 25 of the 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	31,483.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	31,483.
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 (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,483.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				32,739.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			24,877.	
b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>31,483.</u>				
a Applied to 2008, but not more than line 2a			24,877.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				6,606.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				26,133.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	0.			

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

4942(i)(5)

[illegible]

(4) Gross investment income

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 ATTACHMENT 8				
Total.			▶ 3a	26,000.
b Approved for future payment				
Total.			▶ 3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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) (See page 29 of the instructions.)

NOT APPLICABLE

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
62,669.		SHORT-TERM CAPITAL GAIN ON SALE OF INVES 58,016.					4,653.	
428,970.		LONG-TERM CAPITAL GAIN ON SALE OF INVEST 397,797.					31,173.	
414.		WELLS FARGO CAPITAL GAIN					414.	
61.		POWERSHARES ST					61.	
-187.		POWERSHARES LT					-187.	
TOTAL GAIN (LOSS)							<u>36,114.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	12,567.	12,567.
DIVIDEND INCOME	14,544.	13,133.
TOTAL	<u>27,111.</u>	<u>25,700.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>
FEDERAL EXCISE TAX REFUND	1,030.
TOTALS	<u>1,030.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BKD LLP 990-PF TAX PREP	1,100.	0.	0.	1,100.
TOTALS	<u>1,100.</u>	<u>0.</u>	<u>0.</u>	<u>1,100.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	301.	301.
TOTALS	<u>301.</u>	<u>301.</u>

ATTACHMENT 5

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
------------------------------	-----------------------

SEE ATTACHED

363,702. 443,936.

TOTALS

363,702. 443,936.

ATTACHMENT 6

<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
223,042.	233,731.
<u>223,042.</u>	<u>233,731.</u>

TOTALS

SEE ATTACHED

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CASH ADJUSTMENT

524.

TOTAL

524.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A HOPE CENTER FORT WAYNE, IN 46802	NONE PUBLIC		EDUCATIONAL PROGRAMS	7,500.
MCMLLEN CENTER FOR HEALTH EDUCATION FORT WAYNE, IN 46802	NONE PUBLIC		GENERAL OPERATING	15,000
INDIANA DEVELOPMENT COUNCIL FORT WAYNE, IN 46802	NONE PUBLIC		TRANSITION HOUSING PROGRAM	1,000.
AUDIENCES UNLIMITED FORT WAYNE, IN 46802	NONE PUBLIC		IN-FACILITY AND ROOM-TO-ROOM PROGRAMS	2,500

TOTAL CONTRIBUTIONS PAID

26,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FEDERAL EXCISE TAX REFUND					1,030.
TOTALS					<u>1,030.</u>

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

OMB No 1545-0092

2009

Name of estate or trust

HAROLD AND RACHEL MCMILLEN FOUNDATION

Employer identification number

35-6011494

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b		4,714.
--	--	--------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

[illegible]

Schedule D-1 (Form 1041) 2009



Account Statement For:
MCMILLEN, HAROLD & RACHEL CHAR

Period Covered: December 1, 2009 - December 31, 2009

Account Number 70060500

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

CASH

INCOME

Total Cash

MONEY MARKET

WELLS FARGO ADVANTAGE CASH
INVESTMENT MONEY MARKET SERVICE
#250

Asset held in Invested Income Portfolio

WELLS FARGO ADVANTAGE CASH
INVESTMENT MONEY MARKET SERVICE
#250

Total Money Market

Total Cash & Equivalents

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
			\$2,272.80	\$2,272.80	\$0.00		
			\$2,272.80	\$2,272.80	\$0.00		
			\$0.00	\$0.00	\$0.00	0.00%	\$0.03
	0.000						
			71,576.59	71,576.59	0.00	0.01	1.16
	71,576.590						
			\$71,576.59	\$71,576.59	\$0.00	0.01%	\$1.19
			\$73,849.39	\$73,849.39	\$0.00	0.01%	\$1.19

Account Statement For:
MCMILLEN, HAROLD & RACHEL CHAR

Period Covered: December 1, 2009 - December 31, 2009

Account Number 70060500

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income

CORPORATE OBLIGATIONS

ASTRAZENECA PLC
DTD 09/12/2007 5.400 09/15/2012
CUSIP: 046353AC2

MOODY'S RATING: A1
STANDARD & POOR'S RATING: AA-

EMERSON ELEC CO
DTD 08/24/05 4.750 10/15/2015
CUSIP: 291011AU8

MOODY'S RATING: A2
STANDARD & POOR'S RATING: A

SBC COMMUNICATIONS
DTD 11/14/05 5.300 11/15/2010
CUSIP: 78387GAS2

MOODY'S RATING: A2
STANDARD & POOR'S RATING: A

TARGET CORP
DTD 03/11/02 5.875 03/01/2012
CUSIP: 87612EAH9

MOODY'S RATING: A2
STANDARD & POOR'S RATING: A+

Total Corporate Obligations

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
ASTRAZENECA PLC DTD 09/12/2007 5.400 09/15/2012 CUSIP: 046353AC2 MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA-	25,000,000	\$109.235	\$27,308.75	\$25,280.50	\$2,028.25	1.88%	\$397.50
EMERSON ELEC CO DTD 08/24/05 4.750 10/15/2015 CUSIP: 291011AU8 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A	35,000,000	107.594	37,657.90	33,302.50	4,355.40	3.30	350.97
SBC COMMUNICATIONS DTD 11/14/05 5.300 11/15/2010 CUSIP: 78387GAS2 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A	25,000,000	103.954	25,988.50	25,142.25	846.25	0.74	169.31
TARGET CORP DTD 03/11/02 5.875 03/01/2012 CUSIP: 87612EAH9 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A+	35,000,000	108.352	37,923.20	35,427.35	2,495.85	1.92	685.42
Total Corporate Obligations			\$128,878.35	\$119,152.60	\$9,725.75		\$1,603.20

Account Statement For:
MCMILLEN, HAROLD & RACHEL CHAR

Period Covered: December 1, 2009 - December 31, 2009

Account Number 70060500

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income

MUTUAL FUNDS

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCURED INCOME
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 464287242	250.000	\$104.150	\$26,037.50	\$26,074.25	-\$36.75	5.50%	\$0.00
RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #855 CUSIP: 76628T645	2,157.497	9.280	20,021.57	20,000.00	21.57	8.17	9.07
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP: 880208400	2,442.997	12.690	31,001.63	30,000.00	1,001.63	4.48	0.00
VANGUARD BD INDEX FD INC SHORT TERM BD ETF CUSIP: 921937827	250.000	79.540	19,885.00	19,907.50	-22.50	2.51	0.00
VANGUARD INTERMEDIATE TERM B CUSIP: 921937819	100.000	79.070	7,907.00	7,907.96	-0.96	4.52	0.00
Total Mutual Funds			\$104,852.70	\$103,889.71	\$962.99	5.07%	\$9.07
Total Fixed Income			\$233,731.05	\$223,042.31	\$10,688.74		\$1,612.27

ASSET DESCRIPTION

Equities

CONSUMER DISCRETIONARY

AMEX CONSUMER DISCR SPDR
SYMBOL: XLY CUSIP: 81369Y407

Total Consumer Discretionary

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCURED INCOME
AMEX CONSUMER DISCR SPDR SYMBOL: XLY CUSIP: 81369Y407	500.000	\$29.770	\$14,885.00	\$12,715.00	\$2,170.00	2.16%	\$0.00
Total Consumer Discretionary			\$14,885.00	\$12,715.00	\$2,170.00	2.16%	\$0.00

Account Statement For:
MCMILLEN, HAROLD & RACHEL CHAR

Period Covered: December 1, 2009 - December 31, 2009

Account Number 70060500

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCURED INCOME
Equities <i>(continued)</i>							
CONSUMER STAPLES							
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	300.000	\$60.800	\$18,240.00	\$4,666.87	\$13,573.13	2.96%	\$135.00
Total Consumer Staples			\$18,240.00	\$4,666.87	\$13,573.13	2.96%	\$135.00
ENERGY							
AMEX ENERGY SELECT SPDR SYMBOL: XLE CUSIP: 81369Y506	355.000	\$57.010	\$20,238.55	\$18,194.69	\$2,043.86	2.14%	\$0.00
Total Energy			\$20,238.55	\$18,194.69	\$2,043.86	2.14%	\$0.00
FINANCIALS							
AMEX FINANCIAL SELECT SPDR SYMBOL: XLF CUSIP: 81369Y605	1,540.000	\$14.400	\$22,176.00	\$21,070.00	\$1,106.00	5.55%	\$0.00
Total Financials			\$22,176.00	\$21,070.00	\$1,106.00	5.55%	\$0.00
HEALTH CARE							
AMEX HEALTH CARE SPDR SYMBOL: XLV CUSIP: 81369Y209	550.000	\$31.070	\$17,088.50	\$16,578.48	\$510.02	1.83%	\$0.00
Total Health Care			\$17,088.50	\$16,578.48	\$510.02	1.83%	\$0.00
INDUSTRIALS							
EMERSON ELECTRIC CO SYMBOL: EMR CUSIP: 291011104	400.000	\$42.600	\$17,040.00	\$7,831.00	\$9,209.00	3.15%	\$0.00
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	500.000	15.130	7,565.00	3,130.58	4,434.42	2.64	50.00
Total Industrials			\$24,605.00	\$10,961.58	\$13,643.42	2.99%	\$50.00

Account Statement For:
MCMILLEN, HAROLD & RACHEL CHAR

Period Covered: December 1, 2009 - December 31, 2009

Account Number 70060500

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INFORMATION TECHNOLOGY

CISCO SYSTEMS INC

SYMBOL: CSCO CUSIP: 17275R102

INTEL CORP

COMM

SYMBOL: INTC CUSIP: 458140100

INTERNATIONAL BUSINESS MACHS CORP

COM

SYMBOL: IBM CUSIP: 459200101

VISA INC-CLASS A SHRS

SYMBOL: V CUSIP: 92826C839

Total Information Technology

MATERIALS

PRAXAIR INC COM

SYMBOL: PX CUSIP: 74005P104

Total Materials

UTILITIES

AMEX UTILITIES SPDR

SYMBOL: XLU CUSIP: 81369Y886

Total Utilities

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
	500.000	\$23.940	\$11,970.00	\$5,406.25	\$6,563.75	0.00%	\$0.00
	500.000	20.400	10,200.00	3,912.11	6,287.89	2.74	0.00
	100.000	130.900	13,090.00	9,131.38	3,958.62	1.68	0.00
	100.000	87.460	8,746.00	5,174.00	3,572.00	0.57	0.00
			\$44,006.00	\$23,623.74	\$20,382.26	1.25%	\$0.00
	100.000	\$80.310	\$8,031.00	\$4,733.33	\$3,297.67	1.99%	\$0.00
			\$8,031.00	\$4,733.33	\$3,297.67	1.99%	\$0.00
	80.000	\$31.020	\$2,481.60	\$2,282.40	\$199.20	3.94%	\$0.00
			\$2,481.60	\$2,282.40	\$199.20	3.94%	\$0.00

Account Statement For:
MCMILLEN, HAROLD & RACHEL CHAR

Period Covered: December 1, 2009 - December 31, 2009

Account Number 70060500

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

MUTUAL FUNDS

ISHARES MSCI EAFE
SYMBOL: EFA CUSIP: 464287465

ISHARES TR
S & P MIDCAP 400 INDEX FD
SYMBOL: IJH CUSIP: 464287507

ISHARES TR SMALLCAP 600 INDEX FD
SYMBOL: IJR CUSIP: 464287804

VANGUARD EMERGING MARKETS ETF
SYMBOL: VWO CUSIP: 922042858

Total Mutual Funds

Total Equities

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
ISHARES MSCI EAFE	1,550.000	\$55.280	\$85,684.00	\$82,246.50	\$3,437.50	2.61%	\$0.00
ISHARES TR S & P MIDCAP 400 INDEX FD	500.000	72.410	36,205.00	31,867.60	4,337.40	1.86	0.00
ISHARES TR SMALLCAP 600 INDEX FD	650.000	54.720	35,568.00	32,009.58	3,558.42	1.24	0.00
VANGUARD EMERGING MARKETS ETF	590.000	41.000	24,190.00	20,962.70	3,227.30	1.33	0.00
Total Mutual Funds			\$181,647.00	\$167,086.38	\$14,560.62	2.02%	\$0.00
Total Equities			\$353,398.65	\$281,912.47	\$71,486.18	2.28%	\$185.00

ASSET DESCRIPTION

Alternative Investments

OTHER

POWERSHARES DB COMMODITY INDEX
SYMBOL: DBC CUSIP: 739355105

Total Other

Total Alternative Investments

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
POWERSHARES DB COMMODITY INDEX	1,400.000	\$24.620	\$34,468.00	\$33,466.08	\$1,001.92	0.00%	\$0.00
Total Other			\$34,468.00	\$33,466.08	\$1,001.92	0.00%	\$0.00
Total Alternative Investments			\$34,468.00	\$33,466.08	\$1,001.92	0.00%	\$0.00

Account Statement For:
MCMILLEN, HAROLD & RACHEL CHAR

Period Covered: December 1, 2009 - December 31, 2009

Account Number 70060500

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Real Estate & Specialty Assets

REAL ESTATE FUNDS

SPDR DJ WILSHIRE INTERNATIONAL REAL
ESTATE ETF

SYMBOL: RWX CUSIP: 78463X863

VANGUARD REIT VIPER

SYMBOL: VNQ CUSIP: 922908553

Total Real Estate Funds

Total Real Estate & Specialty Assets

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
	485.000	\$34.890	\$16,921.65	\$15,659.10	\$1,262.55	6.74%	\$0.00
	875.000	44.740	39,147.50	32,664.61	6,482.89	5.22	0.00
			\$56,069.15	\$48,323.71	\$7,745.44	5.68%	\$0.00
			\$56,069.15	\$48,323.71	\$7,745.44	5.68%	\$0.00

	ACCOUNT VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
	\$751,516.24	\$660,593.96	\$90,922.28	\$1,798.46

TOTAL ASSETS