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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

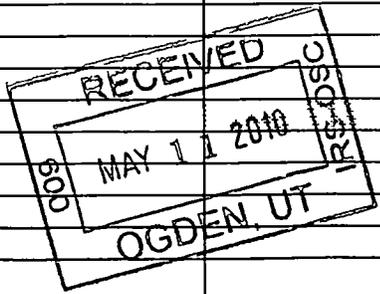
G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JOHN LUTHER MCLEAN & ISABELLE GRAY MCLEAN TRUST		A Employer identification number 56-6065281
	Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 1368		B Telephone number (see page 10 of the instructions)
	City or town, state, and ZIP code LUMBERTON NC 28359		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,378,382 (Part I, column (d) must be on cash basis)		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)
1 Contributions, gifts, grants, etc., received (attach schedule)	32,500			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	568	568		
4 Dividends and interest from securities	99,331	97,939		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	45,400			
b Gross sales price for all assets on line 6a 812,610				
7 Capital gain net income (from Part IV, line 2)		45,400		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	177,799	143,907	0	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) Stmt 1	20,390	20,390		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 2	2,447	2,447		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch)				
24 Total operating and administrative expenses. Add lines 13 through 23	22,837	22,837		0
25 Contributions, gifts, grants paid	214,214			214,214
26 Total expenses and disbursements. Add lines 24 and 25	237,051	22,837	0	214,214
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-59,252			
b Net investment income (if negative, enter -0-)		121,070		
c Adjusted net income (if negative, enter -0-)			0	

Operating and Administrative Expenses MAY 1 2 2010 Revenue



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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	205,103		
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	84,806		
	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 (att schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,332	2,471	2,471
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 3	1,868,616	2,860,614	3,291,105
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach sch) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach sch) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,997,569	2,947,891	3,378,382	
Liabilities	17	Accounts payable and accrued expenses		9,574	
	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)	0	9,574	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	2,997,569	2,938,317	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,997,569	2,938,317	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,997,569	2,947,891	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 2,997,569
2	Enter amount from Part I, line 27a	2 -59,252
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 2,938,317
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 2,938,317

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 Worksheet				
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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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				
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]		45,400
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]		4,157

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	194,314	4,310,093	0.045083
2007	190,100	3,993,939	0.047597
2006	181,574	3,818,439	0.047552
2005	166,819	3,664,274	0.045526
2004	161,868	3,503,237	0.046205
2 Total of line 1, column (d)			0.231963
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			0.046393
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			3,508,817
5 Multiply line 4 by line 3			162,785
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,211
7 Add lines 5 and 6			163,996
8 Enter qualifying distributions from Part XII, line 4			214,214

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

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,211
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	1,211
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	1,211
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,682
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	3,682
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,471
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 2,471 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

<p>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)</p>	11		X
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A</p>	13	X	
<p>14 The books are in care of ▶ JOHN P MCLEAN Telephone no ▶ 910-739-3217 PO BOX 1368 Located at ▶ LUMBERTON, NC ZIP+4 ▶ 28359</p>			
<p>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</p>			▶ <input type="checkbox"/>

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
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>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</p> <p style="text-align: right;">N/A ▶ <input type="checkbox"/></p>	1b			
<p>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?</p> <p style="text-align: right;">N/A</p>	1c			
<p>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)):</p> <p>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? If "Yes," list the years ▶ 20 , 20 , 20 , 20</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>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.)</p> <p style="text-align: right;">N/A</p>	2b			
<p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20</p>				
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>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)</p> <p style="text-align: right;">N/A</p>	3b			
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a			X
<p>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?</p>	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)? (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)? Organizations relying on a current notice regarding disaster assistance check here **N/A** **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **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** Yes No **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** Yes No **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
JOHN P MCLEAN 1383 TURPIKE ROAD LUMBERTON NC 28358	TRUSTEE 2.00	0	0	0
ISABELLE G MCLEAN 201 EAST 20TH STREET LUMBERTON NC 28358	TRUSTEE 2.00	0	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 ▶

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 24 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 N/A	
2	
3 All other program-related investments. See page 24 of the instructions.	

Total. Add lines 1 through 3 ▶

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	2,954,136
b	Average of monthly cash balances	1b	102,551
c	Fair market value of all other assets (see page 24 of the instructions)	1c	505,564
d	Total (add lines 1a, b, and c)	1d	3,562,251
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	3,562,251
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	53,434
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,508,817
6	Minimum investment return. Enter 5% of line 5	6	175,441

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	175,441
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,211
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,211
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	174,230
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	174,230
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	174,230

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	214,214
b	Program-related investments—total from Part IX-B	1b	
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	214,214
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	1,211
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	213,003

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				174,230
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			213,787	
b Total for prior years 20____, 20____, 20____				
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>214,214</u>				
a Applied to 2008, but not more than line 2a			213,787	
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				427
e Remaining amount distributed out of corpus				
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				
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				173,803
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				
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				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 page 28 of 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).)
See Statement 4

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 page 28 of the 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:
N/A

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

c Any submission deadlines:
N/A

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 5				214,214
Total			▶ 3a	214,214
b Approved for future payment N/A				
Total			▶ 3b	

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2009

For calendar year 2009, or tax year beginning _____, and ending _____

Name **JOHN LUTHER MCLEAN & ISABELLE GRAY
MCLEAN TRUST** Employer Identification Number **56-6065281**

(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.)
(1) JP MORGAN CHASE & CO	P	03/07/08	01/21/09
(2) PFIZER INC	P	12/18/08	02/11/09
(3) AMDOCS LTD	P	Various	02/11/09
(4) ARTIO TOTAL RETURN BOND FD	P	12/31/08	04/30/09
(5) PIMCO FDS TOTAL	P	12/31/08	04/30/09
(6) AT&T	P	12/18/08	05/04/09
(7) AGILENT TECHNOLOGIES	P	12/18/08	05/04/09
(8) BMC SOFTWARE INC	P	07/28/08	05/04/09
(9) FIRST ENERGY CORP	P	07/28/08	05/04/09
(10) GAP INC	P	01/21/09	05/04/09
(11) SEMPRA ENERGY	P	12/18/08	05/04/09
(12) STATE STR CORP	P	12/18/08	05/04/09
(13) ACCENTURE LTD	P	02/11/09	05/04/09
(14) BMC SOFTWARE INC	P	07/28/08	06/30/09
(15) FIRST ENERGY CORP	P	Various	06/30/09

(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)
(1) 7,660		14,274	-6,614
(2) 11,318		13,696	-2,378
(3) 11,164		15,592	-4,428
(4) 45,000		45,000	
(5) 45,000		44,648	352
(6) 15,875		16,656	-781
(7) 2,854		2,437	417
(8) 4,657		4,427	230
(9) 2,106		3,633	-1,527
(10) 1,214		850	364
(11) 1,663		1,420	243
(12) 4,199		4,706	-507
(13) 1,061		1,122	-61
(14) 1,541		1,476	65
(15) 8,849		14,291	-5,442

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))
(1)			-6,614
(2)			-2,378
(3)			-4,428
(4)			
(5)			352
(6)			-781
(7)			417
(8)			230
(9)			-1,527
(10)			364
(11)			243
(12)			-507
(13)			-61
(14)			65
(15)			-5,442

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2009

For calendar year 2009, or tax year beginning _____, and ending _____

Name **JOHN LUTHER MCLEAN & ISABELLE GRAY
MCLEAN TRUST** Employer Identification Number **56-6065281**

(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.)
(1) MCDONALDS CORP	P	12/18/08	06/30/09
(2) ROSS STORES INC	P	12/18/08	06/30/09
(3) SEMPRA ENERGY	P	12/18/08	06/30/09
(4) STATE STR CORP	P	12/18/08	06/30/09
(5) VERIZON COMMUNICATIONS	P	07/28/08	06/30/09
(6) WATSON PHARMACEUTICALS	P	12/18/08	06/30/09
(7) COVIDIEN PLC	P	05/04/09	06/30/09
(8) CENTURYTEL INC	P	05/04/09	07/14/09
(9) NORFOLK SOUTERN CORP	P	06/30/09	07/17/09
(10) AON CORP	P	01/21/09	07/30/09
(11) CHUBB CORP	P	Various	07/30/09
(12) OIL STATES INTL	P	05/04/09	07/30/09
(13) VERIZON COMMUNICATIONS	P	12/18/08	07/30/09
(14) EMERSON ELEC CO	P	05/04/09	10/14/09
(15) HEWLETT PACKARD CO	P	12/18/08	10/14/09

(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)
(1) 1,152		1,231	-79
(2) 6,217		4,747	1,470
(3) 1,249		1,014	235
(4) 3,147		2,549	598
(5) 3,129		3,379	-250
(6) 1,693		1,213	480
(7) 1,126		996	130
(8) 27		26	1
(9) 8,683		8,007	676
(10) 1,974		2,066	-92
(11) 15,914		16,783	-869
(12) 9,435		7,032	2,403
(13) 4,876		4,975	-99
(14) 13,870		12,958	912
(15) 4,053		2,994	1,059

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-79
(2)			1,470
(3)			235
(4)			598
(5)			-250
(6)			480
(7)			130
(8)			1
(9)			676
(10)			-92
(11)			-869
(12)			2,403
(13)			-99
(14)			912
(15)			1,059

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2009

For calendar year 2009, or tax year beginning

, and ending

Name

**JOHN LUTHER MCLEAN & ISABELLE GRAY
MCLEAN TRUST**

Employer Identification Number

56-6065281

(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.)
(1) SYBASE INC	P	07/30/09	10/14/09
(2) COOPER INDUSTRIES	P	05/04/09	10/14/09
(3) WYETH COM	P	Various	10/16/09
(4) PFIZER INC	P	10/16/09	10/23/09
(5) EII INTERNATIONAL PROPERTY	P	05/07/09	12/31/09
(6) ING REAL ESTATE FUND	P	12/31/08	12/31/09
(7) JP MORGAN HIGH YIELD	P	12/31/08	12/31/09
(8) DEBON ENERGY CORP	P	01/14/04	12/21/09
(9) JP MORGAN CHASE & CO	P	02/12/96	01/21/09
(10) PROCTOR & GAMBLE	P	03/06/00	02/11/09
(11) PIMCO FOREIGN BOND FUND	P	12/22/06	04/30/09
(12) ABBOTT LABS W/RIGHTS	P	Various	05/04/09
(13) CONOCOPHILLIPS	P	09/17/02	05/04/09
(14) EXXON MOBIL CORP	P	01/16/02	05/04/09
(15) INTL CORP	P	03/07/08	05/04/09

(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)
(1) 16,532		14,416	2,116
(2) 14,737		12,766	1,971
(3) 9,323		8,086	1,237
(4) 4		4	
(5) 10,000		7,632	2,368
(6) 10,000		8,066	1,934
(7) 30,000		21,977	8,023
(8) 16,854		8,811	8,043
(9) 8,769		9,725	-956
(10) 35,801		30,603	5,198
(11) 30,000		33,366	-3,366
(12) 47,085		40,656	6,429
(13) 52,456		30,246	22,210
(14) 34,376		19,465	14,911
(15) 2,478		2,994	-516

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			2,116
(2)			1,971
(3)			1,237
(4)			
(5)			2,368
(6)			1,934
(7)			8,023
(8)			8,043
(9)			-956
(10)			5,198
(11)			-3,366
(12)			6,429
(13)			22,210
(14)			14,911
(15)			-516

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2009

For calendar year 2009, or tax year beginning _____, and ending _____

Name **JOHN LUTHER MCLEAN & ISABELLE GRAY
MCLEAN TRUST** Employer Identification Number **56-6065281**

(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.)
(1) JOHNSON & JOHNSON	P	04/28/99	05/04/09
(2) LOCKHEED MARTIN CORP	P	09/16/03	05/04/09
(3) PROCTOR & GAMBLE	P	03/06/00	05/04/09
(4) UNITED TECHNOLOGIES CORP	P	09/17/02	05/04/09
(5) DREYFUS THE BOSTON CO SMALL CAP	P	Various	05/07/09
(6) CONOCOPHILLIPS COM	P	09/17/02	06/30/09
(7) INTEL CORP	P	03/07/08	06/30/09
(8) INTL BUSINESS MACHINES	P	03/07/00	06/30/09
(9) NIKE INC	P	03/07/08	06/30/09
(10) PROCTOR & GAMBLE	P	03/06/00	06/30/09
(11) AON CORP	P	07/28/08	07/30/09
(12) VERIZON COMMUNICATIONS	P	07/28/08	07/30/09
(13) LOCKHEED MARTIN CORP	P	09/16/03	10/14/09
(14) VANGUARD INFLATION-PROTECTED SECURIT	P	12/22/06	12/31/09
(15) WACHOVIA TRUST			

(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)
(1) 2,124		2,013	111
(2) 28,255		17,468	10,787
(3) 3,777		3,279	498
(4) 51,009		29,371	21,638
(5) 91,191		147,950	-56,759
(6) 2,099		1,260	839
(7) 1,063		1,297	-234
(8) 2,632		2,614	18
(9) 1,288		1,455	-167
(10) 2,083		1,749	334
(11) 12,831		14,131	-1,300
(12) 8,940		9,292	-352
(13) 13,132		8,734	4,398
(14) 25,000		23,586	1,414
(15) 8,065			8,065

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))
(1)			111
(2)			10,787
(3)			498
(4)			21,638
(5)			-56,759
(6)			839
(7)			-234
(8)			18
(9)			-167
(10)			334
(11)			-1,300
(12)			-352
(13)			4,398
(14)			1,414
(15)			8,065

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES	\$ 3,538	\$ 3,538	\$	\$
TRUSTEE FEES	16,852	16,852		
Total	\$ 20,390	\$ 20,390	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAX	\$ 1,211	\$ 1,211	\$	\$
FOREIGN INCOME TAX	1,236	1,236		
Total	\$ 2,447	\$ 2,447	\$ 0	\$ 0

Federal Statements

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VARIOUS	\$ 1,868,616	\$ 2,860,614	Cost	\$ 3,291,105
Total	\$ 1,868,616	\$ 2,860,614		\$ 3,291,105

Federal Statements**Statement 4 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

<u>Name of Manager</u>	<u>Amount</u>
JOHN P MCLEAN	\$ 7,500
PROTECTIVE AGENCY INC	25,000
Total	\$ <u>32,500</u>

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

<u>Name of Manager</u>	<u>Amount</u>
NONE	\$
Total	\$ <u>0</u>

56-6065281

Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
BOYS & GIRLS HOME OF NC					
LAKE WACCAMAW NC		NONE		CHARITABLE	2,500
COMMUNITIES IN SCHOOLS					
LUMBERTON NC		NONE		EDUCATIONAL	7,000
UNITED WAY OF ROBESON					
LUMBERTON NC		NONE		CHARITABLE	82,993
EMPTY STOCKING FUND					
LUMBERTON NC		NONE		CHARITABLE	5,000
FIRST PRESBYTERIAN CHURCH					
LUMBERTON NC		NONE		RELIGIOUS	5,000
RCC FOUNDATION					
LUMBERTON NC		NONE		EDUCATIONAL	6,921
SOUTHEASTERN ACADEMY ENDO					
LUMBERTON NC		NONE		EDUCATIONAL	5,000
SRMC FOUNDATION					
LUMBERTON NC		NONE		CHARITABLE/MEDICAL	3,100
MEDICAL, BENEVOLENT FOUNDA					
LUMBERTON NC		NONE		CHARITABLE	5,000
HOSPICE OF ROBESON					
LUMBERTON NC		NONE		CHARITABLE/MEDICAL	3,800
EXPLORATION STATION					
LUMBERTON NC		NONE		EDUCATIONAL	2,500
LUMBERTON FOOTBALL ASSOCI					
LUMBERTON NC		NONE		CHARITABLE	1,000
PRESBYTERIAN FOUNDATION					
LUMBERTON NC		NONE		RELIGIOUS	3,600
DUKE UNIVERSITY MEDICAL C					
DURHAM NC		NONE		CHARITABLE/MEDICAL	2,000
AMERICAN CANCER SOCIETY					
WILMINGTON NC		NONE		CHARITABLE	5,000
CAPE FEAR COUNCIL BSA					
WILMINGTON NC		NONE		CHARITABLE	5,500
FRIENDS OF THE ROBESON CO					
LUMBERTON NC		NONE		CHARITABLE/EDUCATIONAL	2,500
UMAR					
HUNTERSVILLE NC		NONE		CHARITABLE	5,000
PRESBYTERIAN LEARNING CTR					
LUMBERTON NC		NONE		EDUCATIONAL	15,000

Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
NEW BEGINNING CHURCH LUMBERTON NC		NONE		RELIGIOUS	7,000
ANTIOCH CHRISTIAN ACADEMY LUMBERTON NC		NONE		EDUCATIONAL	2,500
CAMP GRACE FAIRMONT NC		NONE		CHARITABLE	2,500
VARIOUS VARIOUS NC		NONE		CHARITABLE	33,800
Total					<u>214,214</u>

Federal Statements

Direct Public Support

<u>Contributor</u>	<u>Cash Contribution</u>	<u>Noncash Contribution</u>
PROTECTIVE AGENCY INC	25,000	
JOHN P MCLEAN	7,500	
Total	<u>32,500</u>	<u>0</u>

Federal Statements**Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
WACHOVIA TRUST	\$ 5		14	
WACHOVIA TRUST	558		14	
FIRST UNION NATIONAL BANK	5		14	
Total	<u>\$ 568</u>			

Tax-Exempt Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
WACHOVIA SECURITIES	\$ 1,392		14	
Total	<u>\$ 1,392</u>			

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
WACHOVIA TRUST	\$ 1,292		14	
WACHOVIA TRUST	90,137		14	
WACHOVIA TRUST - US GOVT DIV	6,510		14	
Total	<u>\$ 97,939</u>			