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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

(77)

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

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

Name of foundation

D. W. MCMILLAN FOUNDATION

A Employer identification number

63-6044830

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

Room/suite

329 BELLEVILLE AVENUE, PO BOX 867

B Telephone number (see page 10 of the instructions)

(251) 867-4881

City or town, state, and ZIP code

BREWTON

AL

36426

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization:

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

25,468,379

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) (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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	1,058,861	1,058,861		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	-589,081			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	469,780	1,058,861	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	106,908	69,490		37,418
14 Other employee salaries and wages	62,004	40,303		21,701
15 Pension plans, employee benefits	11,000	7,150		3,850
16 a Legal fees (attach schedule)	7,635	6,108	0	1,527
b Accounting fees (attach schedule)	19,200	0	0	0
c Other professional fees (attach schedule)	47,818	47,818	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	13,883	8,352	0	4,497
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings	2,826			
22 Printing and publications				
23 Other expenses (attach schedule)	4,800	0	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	276,074	179,221	0	68,993
25 Contributions, gifts, grants paid	1,319,850			1,319,850
26 Total expenses and disbursements. Add lines 24 and 25	1,595,924	179,221	0	1,388,843
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,126,144			
b Net investment income (if negative, enter -0-)		879,640		
c Adjusted net income (if negative, enter -0-)			0	

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

Form 990-PF (2009)

(HTA)

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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	37,650	33,129	33,129
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	12,108,436	12,179,805	13,024,047
	c Investments—corporate bonds (attach schedule)	12,212,853	11,402,911	11,908,563
Liabilities	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment, basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	288,195	288,195	502,640
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	24,647,134	23,904,040	25,468,379
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	24,647,134	23,904,040	
	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)	24,647,134	23,904,040	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	24,647,134	23,904,040	

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	24,647,134
2 Enter amount from Part I, line 27a	2	-1,126,144
3 Other increases not included in line 2 (itemize) ▶ see supplement	3	383,051
4 Add lines 1, 2, and 3	4	23,904,041
5 Decreases not included in line 2 (itemize) ▶ rounding	5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	23,904,040

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 supplement attached				
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 0	0	589,081	-589,081	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	-589,081	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	-589,081	
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		3	0	

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	1,433,075	26,779,917	0.053513
2007	1,368,468	30,282,413	0.045190
2006	1,359,371	28,270,348	0.048085
2005	1,273,211	27,954,353	0.045546
2004	1,065,522	26,151,292	0.040745
2 Total of line 1, column (d)		2	0.233079
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	0.046616
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4	23,684,341
5 Multiply line 4 by line 3		5	1,104,069
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	8,796
7 Add lines 5 and 6		7	1,112,865
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	1,388,843

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a 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	8,796	
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	8,796	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,796	
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	13,485		
b Exempt foreign organizations—tax withheld at source	6b			
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	13,485		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,689		
11 Enter the amount of line 10 to be credited to 2010 estimated tax	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> AL, FL		
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

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 **►** _____

14 The books are in care of **►** MCDOWELL & NEESE CPA'S Telephone no. **►** (251) 867-3216
 Located at **►** 222 BELLEVILLE AVENUE BREWTON AL ZIP+4 **►** 36426

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> 1b		X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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	N/A	
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____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) 3b	N/A	
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)? (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)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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
ED LEIGH MCMILLAN II PO BOX 867 BREWTON AL 36427	TRUSTEE .00	44,676	0	0
JOHN D FINLAY JR PO BOX 867 BREWTON AL 36427	TRUSTEE .00	29,784	0	0
MICHAEL N HOKE 3040 VALLEY RIDGE ROAD HOOVER AL 352	TRUSTEE .00	16,224	0	0
ALLISON R SINROD 4380 D'EVEROUX DR PENSACOLA FL 32504	TRUSTEE .00	16,224	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 ☐ 0 ☒ 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** (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		0
		0
		0
		0
		0
		0

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	
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	
2	
3 All other program-related investments See page 24 of the instructions	0
Total. Add lines 1 through 3	0

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	23,470,857
b	Average of monthly cash balances	1b	71,519
c	Fair market value of all other assets (see page 24 of the instructions)	1c	502,640
d	Total (add lines 1a, b, and c)	1d	24,045,016
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	
3	Subtract line 2 from line 1d	3	24,045,016
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	360,675
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	23,684,341
6	Minimum investment return. Enter 5% of line 5	6	1,184,217

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	1,184,217
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8,796
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,796
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,175,421
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,175,421
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	1,175,421

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	1,388,843
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,388,843
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	8,796
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,380,047

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				1,175,421
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			1,318,381	
b Total for prior years: 20 <u>05</u> , 20 <u>06</u> , 20 <u>07</u>		1,439,430		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>1,388,843</u>				
a Applied to 2008, but not more than line 2a			1,318,381	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				70,462
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).)	0			0
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		1,439,430		
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		1,439,430		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				1,104,959
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)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

Form **990-PF** (2009)

D. W. MCMILLAN FOUNDATION 63-6044830
SCHEDULE OF INFORMATION FOR FORM 990-PF
2009

PART 1, LINE 16-A

Cabaniss, Johnston, Gardner, Dumas & O'Neal General Legal Services and Services in Annual Accounting to the Court		<u>\$ 7,635</u>
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PART 1, LINE 16-B

McDowell and Neese, C.P.A.'s Accounting Services and Preparation of Form 990-PF	\$ 10,800	
Boohaker, Schillaci, Robinson & Co., C.P.A.'s Audit	<u>8,400</u>	<u>\$ 19,200</u>

PART 1, LINE 16-C

UBS - Investment Counselor Fees	\$ 47,218	
Bank Trust - Investment Fees	<u>600</u>	<u>\$ 47,818</u>

PART 1, LINE 18, TAXES

Property Taxes	\$ 484	
Payroll Taxes	12,849	
Federal Excise Tax	<u>550</u>	<u>\$ 13,883</u>

PART 1, LINE 23, OTHER EXPENSES

Office Supplies and Other Expenses	\$ 425	
Dues	3,000	
Insurance	<u>1,375</u>	<u>\$ 4,800</u>

OTHER ASSETS

Timberland		<u>\$ 288,195</u>
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PART III, LINE 3 - OTHER INCREASES

Transfer from D. W. McMillan Trust, Brewton, Alabama		<u>\$ 383,051</u>
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D. W. MCMILLAN FOUNDATION - 63-6044830**SUPPLEMENT TO FORM 990-PF****INVESTMENT IN STOCK****December 31, 2009**

Stocks	No. Shares	Adjusted Cost	Market Value 12/31/2009
Alabama Power Co., Preferred, 5.875%	8,000	\$ 200,000.00	\$ 204,160.00
Amgen, Inc	3,000	189,275.00	169,710.00
A T & T, Inc	12,500	318,810.48	350,375.00
A T & T, Inc., Preferred, 6.375%	8,000	202,960.00	213,520.00
Bank of America Corp.	18,000	164,171.00	271,080.00
BancTrust-Fin. Group, Inc	19,329	292,040.64	55,474.23
Bristol Meyers Squibb Co.	8,400	199,505.25	212,100.00
Caterpillar, Inc.	4,600	296,061.00	262,154.00
Chevron Corp.	6,600	224,492.90	508,134.00
CIT Group, Inc.	1,812	52,529.88	50,029.32
Citigroup, Inc.	7,863	251,516.31	26,026.53
Clorox Co.	3,000	176,478.05	183,000.00
Coca-Cola Co.	11,000	43,503.62	627,000.00
Colonial Properties Trust	21,500	656,437.24	252,195.00
Congra Foods, Inc.	4,000	97,005.00	92,200.00
Cons Edison Co.	6,000	293,086.05	272,580.00
Duke Energy Corp - New	12,492	173,037.77	214,987.32
Duke Realty Corp.	9,000	261,202.41	109,530.00
Dupont DeNemours	6,000	193,834.65	202,020.00
Exxon Mobil Corp	5,000	17,995.26	340,950.00
Freeport McMoran Copper & Gold CL B	3,000	172,502.88	240,870.00
G/S Group, Inc Floating Preferred	9,700	251,230.00	212,721.00
General Dynamics Corp.	3,700	299,291.26	252,229.00
General Electric-Common	18,000	340,429.68	272,340.00
Great Plains Energy, Inc.	10,000	290,675.61	193,900.00
H J. Heinz, Co.	6,000	202,355.00	256,560.00
IBM	3,800	373,407.33	497,420.00
Intel Corp.	18,000	423,680.25	367,200.00
Johnson & Johnson	6,000	398,645.00	386,460.00
Kimberly Clark Corp.	6,300	351,274.38	401,373.00
Merck and Co., Inc.	3,000	101,146.50	109,620.00
Microsoft Corp.	15,000	339,772.26	457,200.00
Northrop Grumman Corp.	1,500	104,390.00	83,775.00
Nucor Corp.	4,000	140,600.00	186,600.00
Pepsico, Inc	2,000	101,605.00	121,600.00
Pfizer, Inc.	13,000	298,355.25	236,470.00
Plum Creek Timber Co., Inc.	17,000	450,738.76	641,920.00
Progress Energy, Inc.	9,000	397,209.80	369,090.00

D. W. MCMILLAN FOUNDATION - 63-6044830**SUPPLEMENT TO FORM 990-PF****INVESTMENT IN STOCK****December 31, 2009**

Stocks	No. Shares	Adjusted Cost	Market Value 12/31/2009
Raytheon Company - New	5,700	\$ 195,991.02	\$ 293,664.00
Regions Financial Corp. - New	18,200	380,005 23	96,278.00
Southern Company	15,000	234,375 81	499,800.00
Verizon Communications	9,300	283,543 62	308,109.00
Vulcan Materials	5,000	111,323.36	263,350.00
Walgreen Company DE	4,200	132,980 76	154,224.00
Walmart Stores, Inc.	5,500	269,246.45	293,975.00
Walt Disney Company	3,000	98,780.58	96,750.00
Wells Fargo and Company New	3,026	106,989.19	81,671.74
Wells Fargo Capital XI, 6.25% Pref.	10,000	250,000.00	224,900.00
Wells Fargo Capital XII, 7.875% Pref.	20,000	500,000 00	513,400.00
Weyerhaeuser Corp.	6,800	275,317.93	293,352 00
	<u>430,822</u>	<u>\$ 12,179,805 42</u>	<u>\$ 13,024,047.14</u>

D. W. MCMILLAN FOUNDATION - 63-6044830

SUPPLEMENT TO FORM 990-PF

INVESTMENT IN BONDS

December 31, 2009

Description			Date	Rate	Adjusted	FMV
			Due	%	Cost	December 31, 2009
AETNA, Inc.	200	M	09/15/2013	6.750	\$ 191,114.50	\$ 211,730.00
Alcoa, Inc.	100	M	07/15/2018	6.750	99,521.25	102,007.00
Americian Express Company	100	M	03/19/2018	7.000	92,543.25	110,127.00
American Home Products	100	M	03/15/2011	6.700	100,538.06	106,826.00
A T & T Corp. Global Bonds	695	M	03/15/2013	6.500	674,450.00	759,753.15
BankAmerica Corp.	200	M	01/15/2013	4.875	202,003.60	207,992.00
BancTrust Co., Inc. - Fed. Prime Obligation				Var.	598,728.07	598,728.07
Campbell Soup Co.	200	M	10/01/2013	4.875	202,237.00	216,082.00
Capital One Bk Med T Sr Bk Nt	100	M	02/15/2014	5.125	101,189.70	104,031.00
Caterpillar, Inc.	150	M	12/15/2018	7.900	151,514.01	182,989.50
Caterpillar Financial Service Corp.	200	M	02/15/2016	6.000	200,000.00	204,298.00
CIT Group, Inc. - Par 21,057			05/01/2013	7.000	19,583.01	19,635.65
CIT Group, Inc. - Par 31,586			05/01/2014	7.000	28,901.19	29,335.49
CIT Group, Inc. - Par 31,586			05/01/2015	7.000	27,874.64	28,269.47
CIT Group, Inc - Par 52,643			05/01/2016	7.000	45,009.76	46,325.84
CIT Group, Inc. - Par 73,700			05/01/2017	7.000	61,539.50	63,934.75
Citigroup, Inc	200	M	01/18/2011	6.500	200,246.73	209,144.00
Citigroup, Inc. Notes	100	M	02/12/2017	5.500	91,874.25	94,633.00
Coca-Cola Co.	250	M	03/15/2011	5.750	247,390.00	265,035.00
Cox Communications, Inc.	300	M	10/01/2015	5.500	305,872.70	318,384.00
Electronic Data Systems	250	M	08/01/2013	6.500	250,241.40	276,355.00
Eli Lilly & Co	250	M	03/15/2012	6.000	252,733.43	273,057.50
Federal Home Loan Mtg. Corp.	200	M	01/15/2012	5.750	204,615.98	217,750.00
FHLMC Call Notes	250	M	05/21/2018	5.000	250,756.13	250,760.00
FHLM Corp. Global Ref. Notes	200	M	07/15/2013	4.500	201,344.69	215,876.00
FHLM Corp. Global Ref. Notes	250	M	07/15/2013	4.500	249,851.85	269,845.00
First Union Bank	200	M	02/15/2010	7.875	200,015.19	201,352.00
FNMA B/E Benchmark Notes	250	M	10/15/2011	5.000	251,820.25	267,187.50
Freeport - McMoran Copper	200	M	04/01/2017	8.375	198,023.25	219,000.00
General Electric Co.	250	M	12/06/2017	5.250	246,672.75	255,465.00
General Electric Cap. Corp.	250	M	10/29/2019	5.375	250,000.00	250,845.00
General Motors	100	M	07/15/2013	7.125	102,451.16	26,500.00
General Motors Accep. Corp.	100	M	08/28/2012	6.875	100,800.97	97,856.00
Georgia Pacific Corp.	350	M	05/15/2011	8.125	337,284.50	367,500.00
GMACC	150	M	03/02/2011	7.250	150,679.08	149,712.00
GMAC Nts BK	150	M	12/01/2014	6.750	150,681.14	142,477.50

D. W. MCMILLAN FOUNDATION - 63-6044830
SUPPLEMENT TO FORM 990-PF
INVESTMENT IN BONDS
December 31, 2009

Description			Date	Rate	Adjusted	FMV
			Due	%	Cost	December 31, 2009
G.N.M.A.			06/15/2013	11.500	\$ 1,222.90	\$ 601.50
G N.M.A. #C138102			07/15/2016	9.000	3,240.49	1,677.78
G/S Bank NY US RT	100	M	02/25/2019	4.000	100,000.00	104,631.00
Goldman Sachs Group Inc., US	300	M	01/15/2015	5.125	303,315.88	315,225.00
IBM Corp.	150	M	11/29/2012	4.750	151,242.75	161,151.00
International Business Machines	250	M	09/14/2017	5.700	255,388.21	273,327.50
International Paper Co	150	M	01/15/2014	5.500	149,173.50	155,241.00
John Deere Capital Corporation	100	M	04/03/2018	5.350	101,211.96	105,684.00
Kimberly-Clark Corp. Notes	150	M	08/15/2013	5.000	152,594.25	162,963.00
Kroger Co.	150	M	02/01/2013	5.500	148,951.50	160,192.50
Morgan Stanley Global S Nts	300	M	04/01/2014	4.750	301,220.95	301,725.00
PNC Funding Corp. B/E	200	M	02/01/2017	5.625	177,279.25	198,184.00
Protective Life Corp. Notes	153	M	06/01/2013	4.300	143,240.79	146,382.75
Protective Life Corp	400	M	10/15/2019	7.375	402,930.73	400,864.00
Tennessee Valley Auth. Power	100	M	03/15/2013	6.000	103,643.96	111,893.00
The Dow Chemical Co. Notes	250	M	06/15/2014	7.200	250,000.00	252,237.50
UBS Money Funds (Bond Account)					310,249.53	310,249.53
UBS Money Funds (Stock Account)					216,842.41	216,842.41
Vulcan Material Company	600	M	06/15/2018	7.000	602,371.50	654,408.00
Weyerhaeuser Company Notes B/E	345	M	03/15/2012	6.750	340,937.70	365,517.15
Xerox Cr Corp. M/T Nts	150	M	02/18/2014	6.125	147,750.00	148,765.50
TOTAL TO LINE 10C					\$ 11,402,911.25	\$ 11,908,562.54
TIMBERLAND TO LINE 15, PART II					\$ 288,195.35	\$ 502,640.00

D. W. MCMILLAN FOUNDATION - 63-6044830
SUPPLEMENT TO FORM 990-PF
GAIN OR (LOSS) ON SALE OF ASSETS
For the Year Ended December 31, 2009

Description	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
Ford Motor Cr Co., LLC					
5.8% 150M	06/07/1999	01/12/2009	\$ 150,000.00	\$ 139,747.50	\$ 10,252.50
Wachovia Corp.					
Frac. Shares	01/11/1994	01/02/2009	8.87	11.30	(2.43)
International Paper					
5,000 Shs	04/28/2006	02/13/2009	34,450.30	117,101.45	(82,651.15)
Fairpoint Communications, Inc.					
175 Shs	01/21/2004	02/13/2009	378.17	1,315.71	(937.54)
Constellation Energy Group, Inc.					
2,500 Shs	09/26/2006	02/17/2009	59,706.98	148,775.00	(89,068.02)
Cincinnati Bell Inc., B/E					
7.25% 200M	05/04/2005	11/04/2009	204,834.00	198,500.00	6,334.00
Spectra Energy Corp.					
6,246 Shs	06/25/2003	02/17/2009	84,573.48	124,738.45	(40,164.97)
BankAmerica					
5 875% 250M	06/15/1999	02/15/2009	250,000.00	230,627.50	19,372.50
FHLMC Nts					
5% 250M	11/27/2007	02/21/2009	250,000.00	251,946.23	(1,946.23)
Proshares Trust					
2,425 Shs	02/18/2009	03/04/2009	245,103.34	207,992.25	37,111.09
Proshares Trust					
2,425 Shs	02/18/2009	03/04/2009	274,509.92	207,992.25	66,517.67
Ishares Ftse/Xinuha					
9,900 Shs	03/04/2009	03/27/2009	342,036.69	253,074.69	88,962.00
Citigroup S AA					
8.125% 250M	01/22/2008	03/02/2009	79,894.23	250,000.00	(170,105.77)
FHLB Call Bond					
5.55% 250M	02/28/2008	03/16/2009	250,000.00	251,539.65	(1,539.65)
International Paper Co., Notes					
5 3% 250 M	05/28/2004	02/19/2009	189,239.50	239,040.00	(49,800.50)
International Paper Co., Notes					
5.5% 350M	12/03/2005	02/19/2009	296,882.25	348,071.50	(51,189.25)
Federal Farm Credit Bank					
5.65% 200M	08/21/2008	04/24/2009	200,000.00	205,306.61	(5,306.61)
FHLB Call Bond					
5.4% 250M	02/06/2008	04/06/2009	80,882.35	82,894.30	(2,011.95)
Nucor Corp.					
40 Shs (Option)	03/04/2009	04/20/2009	11,199.71	200.00	10,999.71
G/S Group, Inc.					
6.65% 250M	05/15/1999	05/15/2009	250,000.00	242,075.00	7,925.00
International Paper Co., SF Deb.					
6 75% 100M	09/16/2002	05/20/2009	104,000.00	102,918.80	1,081.20
Proshares Trust Proshares Ultra					
3,820 Shs	07/15/2009	07/24/2009	195,784.09	229,925.80	(34,141.71)
Cisco Systems, Inc., DE					
16,800 Shs	03/10/2009	07/22/2009	336,468.47	360,198.52	(23,730.05)
American Funds Capital Income					
4099.433 Shs	07/21/2004	07/13/2009	170,531.58	204,214.82	(33,683.24)
Colonial Bangroup, Inc.					
7,800 Shs	03/07/2009	08/06/2009	3,749.94	198,894.08	(195,144.14)
CIT Group Notes					
6.15% 300M	04/14/2003	12/10/2009	235,437.98	300,000.00	(64,562.02)
CIT Group, Inc.					
Frac. Shares	04/14/2003	12/10/2009	16.41	-	16.41
Sara Lee Corp.					
4500 Shs	05/04/2005	09/29/2009	49,364.63	83,708.38	(34,343.75)
Nucor Corp.					
40 Shs (Option)	07/10/2009	10/14/2009	10,799.72	4,000.00	6,799.72

D. W. MCMILLAN FOUNDATION - 63-6044830
SUPPLEMENT TO FORM 990-PF
GAIN OR (LOSS) ON SALE OF ASSETS
For the Year Ended December 31, 2009

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain (Loss)</u>
Nucor Corp.					
40 Shs (Option)	10/14/2009	12/14/2009	\$ 7,399.80	\$ 400.00	\$ 6,999.80
Capital Gains Distributions:					
Plum Creek Timber Co.			28,560.00	-	28,560.00
Duke Realty Corp.			316.13	-	316.13
			<u>\$ 4,396,128.54</u>	<u>\$ 4,985,209.79</u>	<u>\$ (589,081.25)</u>

D. W. MCMILLAN FOUNDATION - 63-6044830

SUPPLEMENT TO FORM 990-PF

DISTRIBUTIONS TO CHARITIES

For the Year Ended December 31, 2009

Name	Address	Individual	Status	Purpose	Amount
Abundant Life Outreach	Century, Florida	N/A	Public	Food pantry.	\$ 5,000.00
Alpha Center, Incorporated	Pensacola, Florida	N/A	Public	Assistant to unwed mothers and their children.	4,000.00
American Red Cross, West Escambia County, AL	Atmore, AL	N/A	Public	Home fires.	10,000.00
Atmore Area YMCA, Inc.	Atmore, AL	N/A	Public	Unrestricted support.	5,000.00
Baptist Hospital	Pensacola, Florida	N/A	Public	Medical care for indigent patients.	30,000.00
Big Brothers/Big Sisters, N/W Florida	Pensacola, Florida	N/A	Public	Mentoring program for at-risk youths.	10,000.00
Boys & Girls Clubs-Escambia County, Florida	Pensacola, Florida	N/A	Public	Program for at-risk youth.	10,000.00
Brewton Area YMCA, Inc.	Brewton, Alabama	N/A	Public	Unrestricted support.	30,000.00
Brewton Civic League	Brewton, Alabama	N/A	Public	Nursing scholarships.	5,000.00
Brewton Head Start Center	Brewton, Alabama	N/A	Public	Christmas for needy children.	1,000.00
Brewton Kiwanis Club	Brewton, Alabama	N/A	Public	Operation Santa Claus	3,000.00
Catholic Charities of N/W Florida	Pensacola, Florida	N/A	Public	Indigent support funds.	120,000.00
Carlisa, Inc.	Brewton, Alabama	N/A	Public	Hot meals to the needy and elderly	8,000.00
Children's Home Society	Pensacola, Florida	N/A	Public	Mentoring program	50,000.00
Children's Hospital, Sacred Heart	Pensacola, Florida	N/A	Public	Medical care for indigent patients.	25,000.00
Christian's Community Benevolent Fund	Brewton, Alabama	N/A	Public	Indigent support funds.	30,000.00
City of Brewton- CDBG Program	Brewton, Alabama	N/A	Public	Community grant block program.	25,000.00
Covenant Hospice, Incorporated	Brewton, Alabama	N/A	Public	Patient care.	10,000.00
Covenant Hospice, Incorporated	Pensacola, Florida	N/A	Public	Patient care.	20,000.00
Department of Human Resources, Escambia Co., AL	Brewton, Alabama	N/A	Public	1/2 Rent for Escambia County Trust.	80,000.00
Disabled Adults & Children's Fund	Brewton, Alabama	N/A	Public	Goodwill/Easter Seals - Disabled children & Adults.	10,000.00
Escambia County Alabama - Drug Court	Brewton, Alabama	N/A	Public	Drug tests.	20,000.00
Escambia County Alabama-Extension Service-Hope Place	Brewton, Alabama	N/A	Public	Assistance in education for needy care.	20,000.00
Escambia County Alabama-Healthcare Authority	Brewton, Alabama	N/A	Public	Medical care for indigent patients.	60,000.00
Escambia County Alabama-Healthcare Authority	Brewton, Alabama	N/A	Public	Wheels of Wellness.	5,000.00
Escambia County Alabama-Health Department	Brewton, Alabama	N/A	Public	Public Health Programs.	37,500.00
Escambia County Alabama-Rescue Squad	Brewton, Alabama	N/A	Public	Community rescue and transportation programs.	3,000.00
Escambia County Commission	Brewton, Alabama	N/A	Public	Dental clinic addition-paving lot.	40,000.00
Escambia County Commission	Brewton, Alabama	N/A	Public	Social Work-Case Aide-Linda Fansh - Salary.	30,000.00
Escambia County Commission	Brewton, Alabama	N/A	Public	Service work program-Pick up trash.	12,000.00
Escambia County Commission	Brewton, Alabama	N/A	Public	Victim Advocate.	20,000.00
Escambia County Community Enabled, Inc.	Brewton, Alabama	N/A	Public	Restricted for fire and disaster.	30,000.00
Escambia County Florida Association for the Retarded	Pensacola, Florida	N/A	Public	Assistance to mentally retarded persons.	5,000.00

D. W. MCMILLAN FOUNDATION - 63-6044830

SUPPLEMENT TO FORM 990-PF

DISTRIBUTIONS TO CHARITIES

For the Year Ended December 31, 2009

Name	Address	Individual	Status	Purpose	Amount
Escambia County Florida-Health Department	Pensacola, Florida	N/A	Public	Healthcare testing.	\$ 20,000.00
Escambia County Habitat for Humanity, Inc.	Brewton, Alabama	N/A	Public	Housing for needy.	15,000.00
Escambia County Mental Health Association	Brewton, Alabama	N/A	Public	Nutrition center-Senior meals.	20,000.00
Escambia County Regional Child Advocacy	Brewton, Alabama	N/A	Public	Abused children.	15,000.00
Favor House of NW Florida	Pensacola, Florida	N/A	Public	Shelter for abused women and children.	5,000.00
Greater Brewton Area Chamber of Commerce	Brewton, Alabama	N/A	Public	Adult leadership class-improving city park.	500.00
Greater Brewton Area Lion's Club	Brewton, Alabama	N/A	Public	Eye glasses and examination to needy.	5,000.00
Greater Brewton Community Foundation	Brewton, Alabama	N/A	Public	Support for community charitable causes.	20,000.00
Greater Escambia Community Foundation, Inc., FL	Pensacola, Florida	N/A	Public	Support for community charitable causes.	30,000.00
Gulf Coast Council-Boy Scouts of America	Pensacola, Florida	N/A	Public	Support for boy scout programs.	5,000.00
Healing of the Soul Outreach	East Brewton, Alabama	N/A	Public	Food to needy.	10,000.00
HIV Care Center, Inc.	Pensacola, Florida	N/A	Public	Dental care and meals for needy	30,000.00
Jefferson Davis Community College	Brewton, Alabama	N/A	Public	Scholarship for financially needed students.	40,000.00
Junior Achievement of NW FL	Pensacola, Florida	N/A	Public	Education and mentoring program for children.	2,500.00
Lakeview Center, Incorporated	Pensacola, Florida	N/A	Public	Healthcare services.	20,000.00
Lower Alabama Pediatric	Brewton, Alabama	N/A	Public	STARS Program.	3,000.00
Lupus Support Network	Pensacola, Florida	N/A	Public	Medical assistance to lupus patients.	5,000.00
Manna Food Banks, Incorporated	Pensacola, Florida	N/A	Public	Food for needy.	10,000.00
Northwest Florida Blood Center	Pensacola, Florida	N/A	Public	Therapeutic phlebotomy.	20,000.00
Ozanam Charitable Pharmacy	Brewton, Alabama	N/A	Public	Prescription drugs for elderly and needy.	15,000.00
PACE Center for Girls, Inc.	Pensacola, Florida	N/A	Public	Reading program.	15,000.00
Pack 42 Cub Scouts	Brewton, Alabama	N/A	Public	Needy children cub scout.	1,000.00
Pensacola Habitat for Humanity, Incorporated	Pensacola, Florida	N/A	Public	Housing for needy.	10,000.00
Pollard McCall Jr. High	Brewton, Alabama	N/A	Public	PTO Harvest Festival.	500.00
Quality of Life Fund	Brewton, Alabama	N/A	Public	Nursing home patients.	2,000.00
Rehabilitation Fund of NW Florida	Pensacola, Florida	N/A	Public	Assistance and therapy to injured persons.	5,000.00
Sacred Heart Hospital	Pensacola, Florida	N/A	Public	Medical care for indigent patients.	30,000.00
Salvation Army	Pensacola, Florida	N/A	Public	Assistance to homeless and needy.	24,000.00
Sav-A-Life	Brewton, Alabama	N/A	Public	Assist unplanned pregnancy.	8,000.00
Southwest Alabama Mental Health - Mental Retarded Board	Brewton, Alabama	N/A	Public	Unrestricted.	35,000.00
The Christmas Project	Brewton, Alabama	N/A	Public	Gifts to needy children at Christmas.	4,000.00
Tri-County Medical Center	Brewton, Alabama	N/A	Public	Dental clinic.	20,000.00
United Fund of Atmore	Atmore, Alabama	N/A	Public	Unrestricted support.	5,000.00

D. W. MCMILLAN FOUNDATION - 63-6044830
SUPPLEMENT TO FORM 990-PF
DISTRIBUTIONS TO CHARITIES
For the Year Ended December 31, 2009

Name	Address	Individual	Status	Purpose	Amount
United Way-Brewton/East Brewton, Alabama	Brewton/East Brewton, AL	N/A	Public	Unrestricted support.	\$ 10,000.00
United Way of Escambia County, Inc., FL	Pensacola, Florida	N/A	Public	Unrestricted support.	25,000.00
University of West Florida Foundation, Inc.	Pensacola, Florida	N/A	Public	Nursing scholarship fund.	25,000.00
Volunteers of America	Brewton, Alabama	N/A	Public	Unrestricted-housing for low income families.	10,000.00
Volunteers of America, Alabama	Brewton, Alabama	N/A	Public	Christmas for the elderly-Crepe Myrtle Village	1,850.00
Waterfront Rescue Mission	Pensacola, Florida	N/A	Public	Shelter for homeless persons.	24,000.00
					<u>\$ 1,319,850.00</u>