Extended to 2/15/11

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

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: MCMILLAN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 1617 6TH AVE., 6TH FLOOR

City or town, state, and ZIP code: SEATTLE, WA 98101-1742

A Employer identification number: 91-6511722

B Telephone number: 425-462-8220

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 2,549,013.

J Accounting method: [X] 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))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	23,304.	23,304.		STATEMENT 1
	4	Dividends and interest from securities	33,196.	33,196.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	13,994.			
	b	Gross sales price for all assets on line 6a 625,542.				
	7	Capital gain net income (from Part IV, line 2)		13,994.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	4,262.	4,262.		STATEMENT 3
	12	Total. Add lines 1 through 11	74,756.	74,756.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	2,834.	1,417.		1,417.
	c	Other professional fees STMT 5	908.	454.		454.
	17	Interest				
	18	Taxes STMT 6	1,212.	490.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	29,427.	29,427.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	34,381.	31,788.		1,871.
	25	Contributions, gifts, grants paid	138,000.			138,000.
	26	Total expenses and disbursements. Add lines 24 and 25	172,381.	31,788.		139,871.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-97,625.			
	b	Net investment income (if negative, enter -0-)		42,968.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form 990-PF (2009)

08011203 798408 0327.FOU01 2009.05000 MCMILLAN FAMILY FOUNDATION 0327_F01

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	121,825.	108,053.	108,053.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	479,520.	626,033.	649,559.
	b Investments - corporate stock STMT 9	1,775,612.	1,399,821.	1,519,690.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	171,050.	316,475.	271,711.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,548,007.	2,450,382.	2,549,013.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,548,007.	2,450,382.	
	30 **Total net assets or fund balances**	2,548,007.	2,450,382.	
	31 **Total liabilities and net assets/fund balances**	2,548,007.	2,450,382.	

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	2,548,007.
2	Enter amount from Part I, line 27a	2	-97,625.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,450,382.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,450,382.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	625,542.		611,548.	13,994.

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				13,994.

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	13,994.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	112,685.	2,516,900.	.044771
2007	176,130.	3,439,653.	.051206
2006	162,908.	3,437,844.	.047387
2005	164,180.	3,320,599.	.049443
2004	169,856.	3,272,960.	.051897

2 Total of line 1, column (d)	2	.244704
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	.048941
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,617,068.
5 Multiply line 4 by line 3	5	128,082.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	430.
7 Add lines 5 and 6	7	128,512.
8 Enter qualifying distributions from Part XII, line 4	8	139,871.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	430.
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	430.
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	430.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 828.		
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	828.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	398.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	398. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN A. MCMILLAN Telephone no.▶ 425-462-8220

Located at ▶ WELLSPRING GROUP, 10885 NE 4TH ST, BELLEVUE, WA ZIP+4 ▶ 98004

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN A MCMILLAN 1617 SIXTH STREET SEATTLE, WA 98101	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,587,339.
b	Average of monthly cash balances	1b	69,583.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,656,922.
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	2,656,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,854.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,617,068.
6	**Minimum investment return**. Enter 5% of line 5	6	130,853.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	130,853.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 430.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	430.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	130,423.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	130,423.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	130,423.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	139,871.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	139,871.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	430.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	139,441.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				130,423.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			10,913.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 139,871.				
a Applied to 2008, but not more than line 2a			10,913.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				128,958.
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		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				1,465.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

JOHN A MCMILLAN

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total			▶ 3a	138,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	23,304.	
4 Dividends and interest from securities			14	33,196.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	4,262.	
8 Gain or (loss) from sales of assets other than inventory			18	13,994.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		74,756.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 74,756.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ [signature] 12/21/10 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature]	Date 12/15/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ WELLSPRING GROUP P.S., CPAS 10885 NE 4TH ST., SUITE 320 BELLEVUE, WA 98004		EIN ▶	Phone no. 425-462-8220

Form **990-PF** (2009)

923622 02-02-10

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	POWERHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	VARIOUS
b	POWERHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	VARIOUS
c	SECURITIES LITIGATION SETTLEMENT - CARDINAL HEALT	P	VARIOUS	09/11/09
d	SECURITIES LITIGATION SETTLEMENT - ENRON CORP	P	VARIOUS	12/28/09
e	SECURITIES LITIGATION SETTLEMENT - WILLIMAS CO	P	VARIOUS	03/01/10
f	SECURITIES LITIGATION SETTLEMENT -LUCENT SECURITI	P	VARIOUS	03/15/10
g	SECURITIES LITIGATION SETTLEMENT - WORLD COM INC	P	VARIOUS	04/09/10
h	SECURITIES LITIGATION SETTLEMENT - KING PHARMACEU	P	VARIOUS	04/19/10
i	SECURITIES LITIGATION SETTLEMENT - ROYAL DUTCH PE	P	VARIOUS	06/28/10
j	50 SHS - TRANSOCEAN LTD	P	05/27/09	05/31/10
k	709 SHS - PFIZER INC COM	P	11/11/09	05/20/10
l	591 SHS - PFIZER INC COM	P	10/16/09	05/20/10
m	10000 SHS - FEDERAL HOME LOAN MTG CORP	P	06/10/04	07/15/09
n	100 SHS - QUALCOM INC	P	11/07/00	08/11/09
o	100 SHS - CISCO SYS INC	P	01/22/01	08/11/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	237.			237.
b	437.			437.
c	1,417.			1,417.
d	1,255.			1,255.
e	46.			46.
f	18.			18.
g	90.			90.
h	539.			539.
i	167.			167.
j	3,736.		3,823.	-87.
k	10,975.		12,500.	-1,525.
l	9,149.		10,352.	-1,203.
m	100,000.		99,062.	938.
n	4,557.		3,613.	944.
o	2,115.		4,057.	-1,942.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				237.
b				437.
c				1,417.
d				1,255.
e				46.
f				18.
g				90.
h				539.
i				167.
j				-87.
k				-1,525.
l				-1,203.
m				938.
n				944.
o				-1,942.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

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	200 SHS - CISCO SYS INC	P	10/22/00	08/11/09
b	100 SHS - ITT INDS INC	P	05/05/05	08/11/09
c	100 SHS - DANAHER CORP COMMOM	P	09/29/00	08/11/09
d	100 SHS - WYETH	P	10/21/05	08/11/09
e	50 SHS - QUEST DIAGNOSTICS INC	P	09/06/02	08/11/09
f	50 SHS - QUEST DIAGNOSTICS INC	P	01/02/03	08/11/09
g	100 SHS - JOHNSON & JOHNSON COM	P	10/28/03	08/11/09
h	100 SHS - BESTBUY INC COM	P	01/02/03	08/11/09
i	100 SHS - QUALCOM INC	P	10/26/00	08/11/09
j	100 SHS - WYETH	P	03/20/08	08/11/09
k	600 SHS - WYETH	P	10/06/04	10/15/09
l	125 SHS - NOKIA CORP ADR-A SHS	P	09/29/00	11/11/09
m	275 SHS - NOKIA CORP ADR-A SHS	P	10/26/00	11/11/09
n	200 SHS - VARIAN MED SYS INC	P	05/05/05	11/11/09
o	600 SHS - VARIAN MED SYS INC	P	03/23/05	11/11/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,230.		8,227.	-3,997.
b	4,855.		4,520.	335.
c	6,045.		2,479.	3,566.
d	4,672.		4,518.	154.
e	2,682.		1,383.	1,299.
f	2,682.		1,464.	1,218.
g	6,026.		4,999.	1,027.
h	3,676.		1,657.	2,019.
i	4,557.		3,335.	1,222.
j	4,672.		4,136.	536.
k	30,151.		22,944.	7,207.
l	1,707.		5,002.	-3,295.
m	3,756.		10,094.	-6,338.
n	9,046.		6,659.	2,387.
o	27,137.		21,144.	5,993.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-3,997.
b				335.
c				3,566.
d				154.
e				1,299.
f				1,218.
g				1,027.
h				2,019.
i				1,222.
j				536.
k				7,207.
l				-3,295.
m				-6,338.
n				2,387.
o				5,993.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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04-24-09

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	100 SHS - ADP INC COMMON	P	12/22/00	11/11/09
b	200 SHS - ADP INC COMMON	P	11/07/00	11/11/09
c	200 SHS - ADP INC COMMON	P	10/26/00	11/11/09
d	600 SHS - ISHARES MSCI EAFE INDEX FD	P	05/25/04	11/11/09
e	600 SHS - NOKIA CORP ADR-A SHS	P	09/06/01	11/11/09
f	375 SHS - NOKIA CORP ADR-A SHS	P	10/08/01	11/11/09
g	500 SHS - NOKIA CORP ADR-A SHS	P	10/28/03	11/11/09
h	100 SHS - QUEST DIAGNOSTICS INC	P	09/06/02	12/03/09
i	75 SHS - IBM CORP	P	01/02/03	12/03/09
j	500 SHS - ITT INDS INC	P	03/23/05	12/03/09
k	100 SHS - ITT INDS INC	P	05/05/05	12/03/09
l	100 SHS - QUALCOM INC	P	10/26/00	12/03/09
m	100 SHS - JOHNSON & JOHNSON COM	P	09/29/00	12/03/09
n	350 SHS - BAKER HUGHES	P	04/25/07	12/03/09
o	250 SHS - FORTUNE BANDS INC COM	P	05/25/04	12/03/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,318.		5,365.	-1,047.
b	8,636.		11,735.	-3,099.
c	8,636.		11,543.	-2,907.
d	33,780.		27,350.	6,430.
e	5,805.		5,589.	216.
f	5,122.		6,577.	-1,455.
g	6,830.		8,470.	-1,640.
h	5,840.		2,765.	3,075.
i	9,611.		5,992.	3,619.
j	25,960.		22,513.	3,447.
k	5,192.		4,519.	673.
l	4,490.		3,335.	1,155.
m	6,424.		4,745.	1,679.
n	14,035.		27,289.	-13,254.
o	9,992.		17,447.	-7,455.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-1,047.
b				-3,099.
c				-2,907.
d				6,430.
e				216.
f				-1,455.
g				-1,640.
h				3,075.
i				3,619.
j				3,447.
k				673.
l				1,155.
m				1,679.
n				-13,254.
o				-7,455.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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04-24-09

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	125 SHS - FORTUNE BANDS INC COM	P	03/23/05	12/03/09
b	250 SHS - DEERE & COMPANY	P	05/11/07	12/03/09
c	150 SHS - DEERE & COMPANY	P	05/25/07	12/03/09
d	200 SHS - MICROSOFT CORP COM	P	01/22/01	12/03/09
e	200 SHS - CISCO SYS INC	P	03/29/01	01/08/10
f	10 SHS - GOOGLE INC	P	07/20/07	01/08/10
g	175 SHS - INTEL CORP	P	11/07/00	01/08/10
h	25 SHS - INTEL CORP	P	10/26/00	01/08/10
i	200 SHS - CITRIX SYS INC COM	P	10/23/07	01/08/10
j	50 SHS - APPLE COMPUTER INC COM	P	09/30/08	01/08/10
k	200 SHS - MICROSOFT CORP COM	P	01/22/01	01/08/10
l	100 SHS - MICROSOFT CORP COM	P	09/29/00	01/08/10
m	300 SHS - QUALCOMM INC	P	10/08/01	01/08/10
n	100 SHS - JOHNSON & JOHNSON COM	P	09/29/00	01/08/10
o	100 SHS - QUEST DIAGNOSTICS INC	P	09/06/02	01/08/10

	(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	4,996.		9,516.	-4,520.
b	13,595.		14,986.	-1,391.
c	8,157.		8,565.	-408.
d	5,998.		6,081.	-83.
e	4,902.		3,050.	1,852.
f	6,020.		5,220.	800.
g	3,621.		8,017.	-4,396.
h	517.		1,058.	-541.
i	8,684.		8,266.	418.
j	10,547.		5,548.	4,999.
k	6,150.		6,081.	69.
l	3,075.		3,022.	53.
m	14,781.		5,997.	8,784.
n	6,390.		4,745.	1,645.
o	5,930.		2,766.	3,164.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-4,520.
b				-1,391.
c				-408.
d				-83.
e				1,852.
f				800.
g				-4,396.
h				-541.
i				418.
j				4,999.
k				69.
l				53.
m				8,784.
n				1,645.
o				3,164.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

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	632.23 SHS - ING INTL SM CAP FD-I #2634	P	02/16/07	01/08/10
b	100 SHS - CISCO SYS INC	P	01/22/01	01/08/10
c	150 SHS - SPDR S&P MIDCAP 400 ETF TRUST	P	10/15/02	02/10/10
d	50 SHS - SPDR S&P MIDCAP 400 ETF TRUST	P	03/06/02	02/10/10
e	300 SHS - ISHARES MSCO EAFE INDEX FD	P	05/25/04	02/10/10
f	700 SHS - SYSCO CORP	P	09/27/01	03/09/10
g	200 SHS - SYSCO CORP	P	10/08/01	03/09/10
h	400 SHS - SYSCO CORP	P	01/02/03	03/09/10
i	200 SHS - TRANSOCEAN LTD	P	04/03/09	05/03/10
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	21,331.		35,000.	-13,669.
b	2,451.		4,057.	-1,606.
c	19,054.		11,597.	7,457.
d	6,351.		4,907.	1,444.
e	15,472.		13,675.	1,797.
f	20,069.		17,871.	2,198.
g	5,734.		5,084.	650.
h	11,468.		12,180.	-712.
i	14,946.		13,057.	1,889.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-13,669.
b				-1,606.
c				7,457.
d				1,444.
e				1,797.
f				2,198.
g				650.
h				-712.
i				1,889.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	13,994.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

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

SOURCE	AMOUNT
POWERSHARES DB COMMODITY INDEX TRACKING FUND	28.
WELLS FARGO	23,276.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23,304.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	33,196.	0.	33,196.
TOTAL TO FM 990-PF, PART I, LN 4	33,196.	0.	33,196.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB COMMODITY INDEX TRACKING FUND	3,409.	3,409.	
MADISON HARBOR PRIVATE REIT	853.	853.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,262.	4,262.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,834.	1,417.		1,417.
TO FORM 990-PF, PG 1, LN 16B	2,834.	1,417.		1,417.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	908.	454.		454.
TO FORM 990-PF, PG 1, LN 16C	908.	454.		454.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX-FOREIGN	490.	490.		0.
FEDERAL TAX	722.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,212.	490.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	29,243.	29,243.		0.
LICENSES AND PERMITS	25.	25.		0.
PORTFOLIO DEDUCTIONS	159.	159.		0.
TO FORM 990-PF, PG 1, LN 23	29,427.	29,427.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	X		626,033.	649,559.
TOTAL U.S. GOVERNMENT OBLIGATIONS			626,033.	649,559.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			626,033.	649,559.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES	1,399,821.	1,519,690.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,399,821.	1,519,690.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REIT	COST	168,524.	127,678.
OTHER INVESTMENTS	COST	147,951.	144,033.
TOTAL TO FORM 990-PF, PART II, LINE 13		316,475.	271,711.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGROS INTERNATIONAL 4528 8TH AVENUE N.E., SUITE 1A SEATTLE, WA 98105	NONE GENERAL FUND	PUBLIC CHARITY-50	25,000.
BAKKE GRADUATE UNIVERSITY 1013 8TH AVENUE, SUITE 401 SEATTLE, WA 98104	NONE GENERAL FUND	PUBLIC CHARITY-50	35,000.
JOHN M. PERKINS FOUNDATION 1831 ROBINSON STREET JACKSON, MS 39209	NONE GENERAL FUND	PUBLIC CHARITY-50	30,000.
LEADERSHIP DEVELOPMENT FOUNDATION 10908 MOORELANDS STREET N.W. GIG HARBOR, WA 98335	NONE GENERAL FUND	PUBLIC CHARITY-50	32,000.
STRONGER FAMILIES 2055 152ND AVE NE REDMOND, WA 98052	NONE GENERAL FUND	PUBLIC CHARITY-50	5,000.
MATT TALBOT CENTER 2313 3RD AVE SEATTLE, WA 98121-1711	NONE GENERAL FUND	PUBLIC CHARITY-50	2,000.
TEATRO ZINZANNI 100 S KING STREET, SUITE 100 SEATTLE, WA 98104	NONE GENERAL FUND	PUBLIC CHARITY-50	1,500.
THE INTERNATIONAL FOUNDATION 1700 ROUTE 23 NORTH, SUITE 300 WAYNE, NJ 07470	NONE GENERAL FUND	PUBLIC CHARITY-50	7,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			138,000.

Form **8868** (Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Type or print	Name of Exempt Organization	Employer identification number
	MCMILLAN FAMILY FOUNDATION	91-6511722
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions 1617 6TH AVE., 6TH FLOOR	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SEATTLE, WA 98101-1742	

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

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

- The books are in the care of ▶ JOHN A. MCMILLAN
WELLSPRING GROUP, 10885 NE 4TH ST, BELLEVUE, WA - 98004

Telephone No ▶ 425-462-8220 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

2 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 422.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 828.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
CASH							
PRINCIPAL			$353.28	$353.28	$0.00		
Total Cash			**$353.28**	**$353.28**	**$0.00**		
MONEY MARKET							
FIDELITY INSTITUTIONAL MONEY MARKET PORTFOLIO CLASS I #59	107,700 190		$107,700.19	$107,700.19	$0.00	$284.45	0.26%
Total Money Market			**$107,700.19**	**$107,700.19**	**$0.00**	**$284.45**	**0.26%**
Total Cash & Equivalents			**$108,053.47**	**$108,053.47**	**$0.00**	**$284.45**	**0.26%**

Asset Description	Par Value	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income							
GOVERNMENT OBLIGATIONS							
FED HOME LN BK DTD 03/27/06 5.000 09/09/2011 CUSIP: 3133XF5T9 MOODY'S RATING: AAA STANDARD & POOR'S RATING AAA	75,000.000	$105.156	$78,867.00	$75,380.03	$3,486.97	$3,750.00	0.65%
FED NATL MTG ASSN SER 1 DTD 08/24/05 5.000 08/24/2010 CUSIP: 3136F7JW8 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA	100,000.000	100.688	100,688 00	100,328.30	359.70	5,000.00	4.97
Total Government Obligations			**$179,555.00**	**$175,708.33**	**$3,846.67**	**$8,750.00**	

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS							
BELLSOUTH CORP DTD 09/13/04 5.200 09/15/2014 CUSIP: 079860AG7 MOODY'S RATING: A2 STANDARD & POOR'S RATING A	100,000.000	$111.120	$111,120.00	$101,682 00	$9,438 00	$5,200 00	2.41%
CHARLES SCHWAB CORP DTD 06/05/09 4 950 06/01/2014 CUSIP: 808513AC9 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A	50,000.000	108.423	54,211.50	51,996.50	2,215.00	2,475.00	2.67
GENERAL ELEC CAP CORP MED TERM NOTE DTD 09/24/07 5 625 09/15/2017 CUSIP: 36962G3H5 MOODY'S RATING: AA2 STANDARD & POOR'S RATING. AA+	50,000 000	106.883	53,441.50	51,529.00	1,912.50	2,812 50	4.50
HEWLETT-PACKARD CO DTD 05/27/09 2 950 08/15/2012 CUSIP: 428236AY9 MOODY'S RATING: A2 STANDARD & POOR'S RATING· A	50,000.000	103.647	51,823.50	50,121 50	1,702 00	1,475 00	1.21
HONEYWELL INTERNATIONAL DTD 02/29/08 4 250 03/01/2013 CUSIP: 438516AW6 MOODY'S RATING· A2 STANDARD & POOR'S RATING A	50,000 000	107.781	53,890.50	52,113 00	1,777 50	2,125 00	1 28

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 06/30/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
TOTAL CAPITAL SA DTD 10/02/09 3.125 10/02/2015 CUSIP: 89152UAA0 MOODY'S RATING· AA1 STANDARD & POOR'S RATING. AA	50,000.000	101.742	50,871.00	49,937.50	933.50	1,562.50	2.77
WALGREEN CO DTD 07/17/08 4.875 08/01/2013 CUSIP: 931422AD1 MOODY'S RATING. A2 STANDARD & POOR'S RATING: A	50,000.000	109.969	54,984.50	52,945.35	2,039.15	2,437.50	1.55
Total Corporate Obligations			**$430,342.50**	**$410,324.85**	**$20,017.65**	**$18,087.50**	

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Fixed Income							
DOMESTIC MUTUAL FUNDS							
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP: 880208400	3,079.292	$12.880	$39,661 28	$40,000.00	- $338.72	$1,792.15	4.52%
Total Domestic Mutual Funds			**$39,661.28**	**$40,000.00**	**- $338.72**	**$1,792.15**	**4.52%**
Total Fixed Income			**$649,558.78**	**$626,033.18**	**$23,525.60**	**$28,629.65**	

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
BEST BUY INC SYMBOL: BBY CUSIP: 086516101	700.000	$33 860	$23,702 00	$11,601.33	$12,100.67	$420.00	1.77%
NIKE INC CL B SYMBOL: NKE CUSIP: 654106103	250.000	67.550	16,887.50	13,777.50	3,110.00	270 00	1.60
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	800.000	49 170	39,336.00	20,428.07	18,907.93	800.00	2.03
Total Consumer Discretionary			**$79,925.50**	**$45,806.90**	**$34,118.60**	**$1,490.00**	**1.86%**
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	1,000.000	$29.320	$29,320.00	$28,376.65	$943.35	$350.00	1.19%
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	600 000	60 950	36,570 00	25,516 29	11,053.71	1,152 00	3.15
Total Consumer Staples			**$65,890.00**	**$53,892.94**	**$11,997.06**	**$1,502.00**	**2.28%**
ENERGY							
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	500.000	$67.860	$33,930 00	$33,070.00	$860 00	$1,440.00	4.24%
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	1,400 000	57 070	79,898.00	62,807.57	17,090 43	2,464.00	3.08
Total Energy			**$113,828.00**	**$95,877.57**	**$17,950.43**	**$3,904.00**	**3.43%**
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP: 001055102	650 000	$42.670	$27,735.50	$31,069.94	- $3,334.44	$728.00	2.63%
AMEX FINANCIAL SELECT SPDR SYMBOL: XLF CUSIP: 81369Y605	5,500.000	13.810	75,955.00	128,054 00	- 52,099.00	4,394 50	5 79
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	700.000	36 610	25,627.00	29,461.00	- 3,834.00	140.00	0.55
US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304	900.000	22.350	20,115.00	22,530.84	- 2,415.84	180 00	0.89
Total Financials			**$149,432.50**	**$211,115.78**	**- $61,683.28**	**$5,442.50**	**3.64%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
CELGENE CORP COM SYMBOL: CELG CUSIP: 151020104	400 000	$50.820	$20,328.00	$19,339.19	$988.81	$0.00	0.00%
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	600.000	59.060	35,436 00	28,031.81	7,404 19	1,296.00	3.66
QUEST DIAGNOSTICS INC SYMBOL: DGX CUSIP: 74834L100	500.000	49.770	24,885.00	13,683 50	11,201.50	200.00	0.80
THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102	700 000	49 050	34,335.00	39,203.95	- 4,868.95	0.00	0.00
Total Health Care			**$114,984.00**	**$100,258.45**	**$14,725.55**	**$1,496.00**	**1.30%**
INDUSTRIALS							
DANAHER CORP SYMBOL: DHR CUSIP: 235851102	1,000 000	$37.120	$37,120.00	$12,395.00	$24,725 00	$80.00	0.22%
FIRST SOLAR INC SYMBOL: FSLR CUSIP: 336433107	125 000	113 830	14,228 75	15,701.25	- 1,472 50	0.00	0.00
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	1,500.000	14.420	21,630.00	60,361.19	- 38,731.19	600.00	2.77
JACOBS ENGR GROUP INC SYMBOL: JEC CUSIP: 469814107	500.000	36 440	18,220 00	18,487.23	- 267.23	0.00	0.00
L-3 COMMUNICATIONS CORP COM SYMBOL: LLL CUSIP: 502424104	225 000	70 840	15,939 00	17,819.69	- 1,880 69	360.00	2.26
PRECISION CASTPARTS CORP SYMBOL: PCP CUSIP: 740189105	400 000	102 920	41,168.00	42,671.25	- 1,503 25	48 00	0.12
Total Industrials			**$148,305.75**	**$167,435.61**	**- $19,129.86**	**$1,088.00**	**0.73%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP. 037833100	150.000	$251 530	$37,729 50	$14,235.00	$23,494 50	$0 00	0 00%
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	1,400 000	21.310	29,834 00	17,830 00	12,004.00	0 00	0 00
CITRIX SYS INC COM SYMBOL: CTXS CUSIP: 177376100	600 000	42 230	25,338 00	24,798 00	540 00	0 00	0.00
CREE, INC SYMBOL: CREE CUSIP: 225447101	400.000	60 030	24,012 00	18,576 00	5,436.00	0.00	0.00
GOOGLE INC CL A SYMBOL: GOOG CUSIP· 38259P508	55.000	444.950	24,472 25	28,707 80	- 4,235 55	0 00	0 00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	1,400 000	19.450	27,230 00	56,182 82	- 28,952 82	882 00	3 24
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	225 000	123.480	27,783 00	17,975.25	9,807.75	585.00	2 11
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	1,000.000	23.010	23,010.00	28,137 50	- 5,127.50	520 00	2 26
QUALCOMM INC SYMBOL: QCOM CUSIP: 747525103	600 000	32.840	19,704 00	8,998 85	10,705.15	456 00	2.31
TEXAS INSTRUMENTS INC SYMBOL: TXN CUSIP: 882508104	800 000	23 280	18,624 00	20,264.00	- 1,640 00	384 00	2.06
VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839	270 000	70.750	19,102.50	15,171.78	3,930 72	135 00	0.71
Total Information Technology			**$276,839.25**	**$250,877.00**	**$25,962.25**	**$2,962.00**	**1.07%**
MATERIALS							
MONSANTO CO NEW SYMBOL: MON CUSIP: 61166W101	300 000	$46 220	$13,866.00	$24,315.00	- $10,449.00	$318.00	2.29%
Total Materials			**$13,866.00**	**$24,315.00**	**- $10,449.00**	**$318.00**	**2.29%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES							
CARNIVAL CORP CUSIP: 143658300	1,100.000	$30.240	$33,264.00	$29,988.50	$3,275 50	$440.00	1.32%
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205	500 000	62 740	31,370 00	29,386.00	1,984.00	1,165.50	3.71
NOVARTIS AG - ADR SPONSORED ADR CUSIP: 66987V109	550.000	48.320	26,576.00	28,919.00	- 2,343.00	909.15	3.42
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR CUSIP: 881624209	400 000	51 990	20,796.00	21,023.56	- 227.56	230.80	1 11
VODAFONE GROUP PLC NEW CUSIP: 92857W209	1,000.000	20.670	20,670.00	19,100.00	1,570 00	1,211.00	5 86
Total International Equities			**$132,676.00**	**$128,417.06**	**$4,258.94**	**$3,956.45**	**2.98%**
DOMESTIC MUTUAL FUNDS							
ISHARES MSCI BRIC INDEX FUND SYMBOL: BKF CUSIP: 464286657	400 000	$40.990	$16,396.00	$18,743.00	- $2,347.00	$256.00	1 56%
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL: IJR CUSIP: 464287804	500 000	54.140	27,070 00	19,289.00	7,781.00	277.00	1.02
SPDR S&P MIDCAP 400 ETF TRUST SYMBOL: MDY CUSIP: 78467Y107	900 000	129.160	116,244 00	67,408 90	48,835 10	1,477.80	1 27
Total Domestic Mutual Funds			**$159,710.00**	**$105,440.90**	**$54,269.10**	**$2,010.80**	**1.26%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL MUTUAL FUNDS							
ISHARES INC MSCI PACIFIC EX-JAPAN INDEX FD SYMBOL: EPP CUSIP: 464286665	2,000 000	$35.740	$71,480.00	$50,560.00	$20,920 00	$2,734 00	3.82%
ISHARES MSCI EAFE SYMBOL: EFA CUSIP: 464287465	2,700.000	46 510	125,577.00	102,227.00	23,350.00	3,655.80	2.9
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL: EEM CUSIP: 464287234	1,800 000	37.320	67,176 00	63,596 28	3,579.72	1,074 60	1 60
Total International Mutual Funds			**$264,233.00**	**$216,383.28**	**$47,849.72**	**$7,464.40**	**2.8_%**
Total Equities			**$1,519,690.00**	**$1,399,820.49**	**$119,869.51**	**$31,634.15**	**2.08%**

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Complementary Strategies							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	5,450 288	$13 450	$73,306.37	$79,070 66	- $5,764 29	$92.65	0 13%
MERGER FD SH BEN INT SYMBOL: MERFX CUSIP: 589509108	4,539.559	15.580	70,726.33	68,879.99	1,846 34	0.00	0 00
Total Other			**$144,032.70**	**$147,950.65**	**- $3,917.95**	**$92.65**	**0.06%**
Total Complementary Strategies			**$144,032.70**	**$147,950.65**	**- $3,917.95**	**$92.65**	**0.06%**

505A*2408*08*4*

WELLS FARGO

Account Statement For:
MCMILLAN FAMILY FOUNDATION
EIN: 91-6511722
2009 FORM 990-PF

Period Covered: June 1, 2010 - June 30, 2010

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ASSET FUNDS							
IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN ETN DUE JUNE 12, 2036 SYMBOL: DJP CUSIP: 06738C778	600.000	$37.640	$22,584.00	$25,972.38	- $3,388 38	$0.00	0.00%
MADISON HARBOR PRIVATE EQUITY FUND OF FUNDS CUSIP: 557529104	100.000	634.180	63,418.00	100,000.00	- 36,582.00	2,767.50	4.36
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP: 73935S105	1,070.000	21 570	23,079.90	25,002.08 ~~21,050.08~~	2,029.82	0 00	0.00
VANGUARD REIT VIPER SYMBOL: VNQ CUSIP: 922908553	400 000	46.490	18,596.00	~~17,606 96~~ 17.549.19	989.04	734.00	3.95
Total Real Asset Funds			**$127,677.90**	~~[illegible]~~ 168,523.65	**- $36,951.52**	**$3,501.50**	**2.74%**
Total Real Assets			**$127,677.90**	~~**$164,629.42**~~	**- $36,951.52**	**$3,501.50**	**2.74%**

	Account Value as of 06/30/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$2,549,012.85**	~~**$2,446,487.21**~~ 2,450,381.44	**$102,525.64**	**$64,142.40**