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

**2010**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation <b>D W MCMILLAN FOUNDATION</b>		A Employer identification number <b>63-6044830</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>329 BELLEVILLE AVENUE, PO BOX 867</b>		B Telephone number (see page 10 of the instructions) <b>(251) 867-4881</b>	
City or town, state, and ZIP code <b>BREWTON AL 36426</b>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 26,643,656</b>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

**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)
<b>Revenue</b>				
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	1,215,469	1,215,469		
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	1,036,693			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		1,036,693		
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	2,252,162	2,252,162	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	106,908	69,490		37,418
14 Other employee salaries and wages	65,952	42,869		23,083
15 Pension plans, employee benefits	15,000	9,750		5,250
16 a Legal fees (attach schedule)	7,938	6,350	0	1,588
b Accounting fees (attach schedule)	19,600	0	0	0
c Other professional fees (attach schedule)	63,042	63,042	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	17,874	9,051	0	4,613
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings	1,385			
22 Printing and publications				
23 Other expenses (attach schedule)	4,250	0	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	301,949	200,552	0	71,952
25 Contributions, gifts, grants paid	1,105,500			1,105,500
26 Total expenses and disbursements. Add lines 24 and 25	1,407,449	200,552	0	1,177,452
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	844,713			
b Net investment income (if negative, enter -0-)		2,051,610		
c Adjusted net income (if negative, enter -0-)			0	

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

Form **990-PF** (2010)

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	33,129	81,145	81,145
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶	0		
	Less allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0		
	Less allowance for doubtful accounts ▶	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
	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)	12,179,805	13,174,596	14,280,222
	c Investments—corporate bonds (attach schedule)	11,402,911	11,280,014	11,756,061
Liabilities	11 Investments—land, buildings, and equipment basis ▶	0		
	Less accumulated depreciation (attach schedule) ▶	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
	15 Other assets (describe ▶ )	288,195	288,195	526,228
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	23,904,040	24,823,950	26,643,656
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	
	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	23,904,040	24,823,950	
	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)	23,904,040	24,823,950	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	23,904,040	24,823,950	

## 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	23,904,040
2 Enter amount from Part I, line 27a	2	844,713
3 Other increases not included in line 2 (itemize) ▶ SEE SUPPLEMENT ATTACHED	3	75,196
4 Add lines 1, 2, and 3	4	24,823,949
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	24,823,950

**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.)
<b>1a</b> SEE SUPPLEMENT ATTACHED	P		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 5,737,686	0	4,700,993	1,036,693
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 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	
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

<b>2</b> 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 }	<b>2</b>	0
<b>3</b> 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 }	<b>3</b>	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))
2009	1,380,047	23,684,341	0.058268
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.250602
<b>3</b> 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	<b>3</b>	0.050120
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	25,607,299
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,283,438
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	20,516
<b>7</b> Add lines 5 and 6	<b>7</b>	1,303,954
<b>8</b> 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	<b>8</b>	1,177,452

**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 type="checkbox"/> and enter 1% of Part I, line 27b		1	41,032	
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	41,032	
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	41,032	
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	8,889		
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	8,889		
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	32,143		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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 <input type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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 <input type="checkbox"/> _____				
14	The books are in care of <input type="checkbox"/> BOOHAKER, SCHILLACI & CO., PC Telephone no <input type="checkbox"/> (251) 867-7722			
Located at <input type="checkbox"/> 335 BELLEVILLE AVE BREWTON AL ZIP+4 <input type="checkbox"/> 36426				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				X

**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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> 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 22 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 <input type="checkbox"/> 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 2010 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 2010)	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 2010?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?☐

Organizations relying on a current notice regarding disaster assistance check here

**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?

If "Yes" to 6b, file Form 8870

**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****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 35226	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

**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
<b>Total number of others receiving over \$50,000 for professional services</b> .....		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
<b>1</b> .....	
.....	
<b>2</b> .....	
.....	
<b>3</b> .....	
.....	
<b>4</b> .....	
.....	

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

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	25,281,225
<b>b</b>	Average of monthly cash balances	<b>1b</b>	189,805
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	526,228
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	25,997,258
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	25,997,258
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	389,959
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	25,607,299
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,280,365

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,280,365
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	41,032
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	41,032
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,239,333
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,239,333
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,239,333

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,177,452
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,177,452
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,177,452

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				1,239,333
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			1,104,959	
<b>b</b> Total for prior years 20 06 , 20 07 , 20 08				
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	0			
<b>b</b> From 2006	0			
<b>c</b> From 2007	0			
<b>d</b> From 2008	0			
<b>e</b> From 2009	0			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ► \$ 1,177,452				
<b>a</b> Applied to 2009, but not more than line 2a			1,104,959	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2010 distributable amount				72,493
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,166,840
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	0			
<b>b</b> Excess from 2007	0			
<b>c</b> Excess from 2008	0			
<b>d</b> Excess from 2009	0			
<b>e</b> Excess from 2010	0			

**Part XIV Private Operating Foundations** (see page 27 of the 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 2010, 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)

- 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

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
				0
				0
				0
				0

- 3** Complete 3a, b, or c for the alternative test relied upon.

- a** "Assets" alternative test—enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c** "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

none

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

none

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ED LEIGH MCMILLAN II PO BOX 867 BREWTON AL 36427 (251) 867-4881

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

PROOF OF NEED AND QUALIFICATION AS POOR & NEEDY RESIDENT OF ESCAMBIA COUNTY ALA OR FLA

- c** Any submission deadlines

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

GEOGRAPHICAL AREA OF ESCAMBIA COUNTY, AL OR ESCAMBIA COUNTY, FL

**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
<b>a</b> Paid during the year SEE SUPPLEMENT ATTACHED	NONE			1,105,500
<b>Total</b>			<b>3a</b>	1,105,500
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	0





**D. W. MCMILLAN FOUNDATION 63-6044830**  
**SCHEDULE OF INFORMATION FOR FORM 990-PF**  
**2010**

**PART 1, LINE 16-A**

Cabaniss, Johnston, Gardner, Dumas & O'Neal General Legal Services and Services in Annual Accounting to the Court		<u>\$ 7,938</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	\$ 11,200	
Boohaker, Schillaci & Co., C.P.A.'s Audit	<u>8,400</u>	<u>\$ 19,600</u>

**PART 1, LINE 16-C**

UBS - Investment Counselor Fees	\$ 61,442	
Bank Trust - Investment Fees	<u>1,600</u>	<u>\$ 63,042</u>

**PART 1, LINE 18, TAXES**

Property Taxes	\$ 492	
Payroll Taxes	13,182	
Federal Excise Tax	<u>4,200</u>	<u>\$ 17,874</u>

**PART 1, LINE 23, OTHER EXPENSES**

Dues	\$ 3,000	
Insurance	<u>1,250</u>	<u>\$ 4,250</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>\$ 75,196</u>
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**D. W. MCMILLAN FOUNDATION - 63-6044830**  
**SUPPLEMENT TO FORM 990-PF**  
**GAIN OR (LOSS) ON SALE OF ASSETS**  
**For the Year Ended December 31, 2010**

Description	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
First Union National Bank 7 785% 200M	07/18/2000	02/16/2010	\$ 200,000 00	\$ 200,015 19	\$ (15 19)
CIT Group, Inc B/E 7% 21,057	12/10/2009	01/07/2010	19,375 19	19,583 01	(207 82)
CIT Group, Inc B/E 7% 31,586	12/10/2009	01/07/2010	28,515 96	28,901.19	(385 23)
CIT Group, Inc B/E 7% 31,586	12/10/2009	01/07/2010	27,808 75	27,874 64	(65 89)
CIT Group, Inc B/E 7% 52, 643	12/10/2009	01/07/2010	45,696 24	45,009 76	686.48
CIT Group, Inc B/E 7% 73,700	12/10/2009	01/07/2010	63,610 38	61,539 50	2,070 88
CIT Group, Inc 1,812 Shs	12/10/2009	01/05/2010	51,057 32	52,529 88	(1,472 56)
Bristol Myers Squibb Co DE 8,400 Shs	02/13/2008	04/05/2010	223,260 24	199,505 25	23,754 99
CIT Group, Inc Cash in Lieu (Prior Year)	04/14/2003	01/31/2010		16 41	(16 41)
Nucor Corp 40 Shs (Option)	03/04/2009	02/17/2010	9,879 47	9,578 00	301 47
Bank of America Corp 80 Shs (Option)	09/01/2010	03/10/2010	25,231 97	540 00	24,691 97
Chevron 66 Shs (Option)	07/19/2010	04/29/2010	17,073 60	462 00	16,611 60
Intel Corp 180 Shs (Option)	05/03/1999	04/20/2010	18,906 88	180 00	18,726 88
General Electric 9000 Shs	10/26/1994	05/25/2010	138,141 36	76,307 65	61,833 71
IBM 925 Shs	06/25/2003	05/25/2010	112,505 49	103,185 13	9,320 36
Caterpillar 7 9% 150M	12/03/2008	05/04/2010	184,869 75	151,514 01	33,355 74
Electronic Data Systems 6% 250M	03/05/2004	05/04/2010	279,369 75	250,241 40	29,128 35
FHLMC 5% 250M	08/21/2008	05/21/2010	250,000 00	250,756 13	(756 13)
Kimberly Clark Corp 7000 Shs	Various	10/20/2010	463,392 16	393,750 38	69,641 78
Johnson & Johnson 60 Shs (Option)	10/07/2006	06/10/2010	6,599 88	1,020 00	5,579 88
Vulcan Materials 58 Shs (Option)	06/10/2010	05/03/2010	20,709 14	2,900 63	17,808 51
Vulcan Materials 58 Shs (Option)	08/03/2010	06/10/2010	11,601 67	1,587 40	10,014 27
A T & T Corp Global Nts 6 5 % 250M	12/12/2002	06/17/2010	272,494 75	238,750 00	33,744 75
Weyerhaeuser 6 75% 345M	02/19/2009	06/22/2010	372,600 00	340,937 70	31,662 30
Peabody Energy 400 Shs	07/22/2010	07/26/2010	18,117 29	17,996 80	120 49
DuPont De Nemours 6000 Shs	08/28/2009	07/16/2010	217,796 35	193,834 65	23,961 70
Chevron Corp 6600 Shs	Various	11/15/2010	518,441 03	224,492 90	293,948 13
Frontier Communication Corp	01/21/2004	07/07/2010	15,983 52	17,905 77	(1,922 25)
A T & T Global Nts 6 5% 200M	12/12/2002	07/08/2010	219,448 75	191,000 00	28,448 75
Vulcan Material Co 5800 Shs	09/03/1985	08/03/2010	249,532 08	147,946 80	101,585 28

**D. W. MCMILLAN FOUNDATION - 63-6044830**  
**SUPPLEMENT TO FORM 990-PF**  
**GAIN OR (LOSS) ON SALE OF ASSETS**  
**For the Year Ended December 31, 2010**

Description	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
Unilever					
100 Shs (Option)	10/06/2010	08/04/2010	\$ 14,499 75	\$ 11,200 00	\$ 3,299 75
Peabody Energy Corp					
1800 Shs	07/22/2010	08/02/2010	83,879 48	80,985 60	2,893 88
Xerox Credit Corp					
6 125% 150M	05/24/2005	08/18/2010	150,000 00	147,750 00	2,250 00
Qualcomm					
70 Shs (Option)	12/09/2010	09/17/2010	11,549 84	30,026 50	(18,476 66)
Nucor Corp					
4000 Shs	03/04/2009	09/27/2010	150,119 86	140,600 00	9,519 86
A T & T Global Nts					
6 5% 245M	12/02/2002	09/07/2010	268,882 25	244,700 00	24,182 25
Campbell Soup Co					
4 875% 200M	10/06/2003	10/20/2010	221,734 75	202,237 00	19,497 75
Kroger Co Notes					
5 5% 150M	12/31/2005	10/20/2010	163,494 75	148,951 50	14,543 25
Bank of America					
18000 Shs	10/16/1994	10/18/2010	216,768 53	164,171 00	52,597 53
Ratheon Co - New					
7300 Shs	Various	12/08/2010	339,804 14	280,508 78	59,295 36
Capital Gains Distributions					
Plum Creek Timber Co			28,560 00		28,560 00
Duke Realty Corp			1,150 00		1,150 00
Colonial Properties Trust			582 66		582 66
Weyerhaeuser Co			4,640 82		4,640 82
			<u>\$ 5,737,685 80</u>	<u>\$ 4,700,992 56</u>	<u>\$ 1,036,693 24</u>

**D. W. MCMILLAN FOUNDATION - 63-6044830**

**SUPPLEMENT TO FORM 990-PF**

**INVESTMENT IN STOCK**

**December 31, 2010**

<b>Stocks</b>	<b>No. Shares</b>	<b>Adjusted Cost</b>	<b>Market Value 12/31/2010</b>
Abbott Labs	10,100	\$ 494,053 62	\$ 483,891 00
Alabama Power Co , Preferred, 5 875%	8,000	200,000 00	208,000.00
Alcoa, Inc.	12,000	156,599 70	184,680 00
Amgen, Inc	3,000	189,275 00	164,700 00
A T & T, Inc	17,000	437,475 48	499,460 00
A T & T, Inc , Preferred, 6 375%	8,000	202,960 00	212,880 00
BancTrust-Fin Group, Inc	19,329	292,040 64	51,608 43
Caterpillar, Inc	4,600	296,061 00	430,836 00
Citigroup, Inc.	7,863	251,516 31	37,191 99
Clorox Co	3,000	176,478 05	189,840 00
Coca-Cola Co	11,000	43,503 62	723,470 00
Colonial Properties Trust	21,500	649,260 83	388,075 00
Congra Foods, Inc	4,000	97,005 00	90,320 00
Cons Edison Co	6,000	293,086 05	297,420 00
Duke Energy Corp - New	12,492	173,037 77	222,482 52
Duke Realty Corp	9,000	257,754 81	112,140 00
Exxon Mobil Corp	5,000	17,995 26	365,600 00
Freeport McMoran Copper & Gold CL B	3,000	172,502 88	360,270 00
G/S Group, Inc Floating Preferred	9,700	251,230 00	203,894 00
General Dynamics Corp	3,700	299,291 26	262,552 00
General Electric-Common	9,000	264,122 03	164,610 00
Great Plains Energy, Inc	10,000	290,675 61	193,900 00
Halliburton Co	5,000	151,200 00	204,150 00
H J Heinz, Co	6,000	202,355 00	296,760 00
IBM	2,875	270,222 20	421,935 00
Intel Corp	18,000	423,680 25	378,540 00
Johnson & Johnson	6,000	398,645.00	371,100 00
JPM Chase Capital XXVI	8,200	223,250 14	220,662 00
Lincoln National Corp	8,500	218,716 05	236,385 00
Merck and Co , Inc	12,000	434,696 40	432,480 00
Microsoft Corp	15,000	339,772 26	418,650 00
Northrop Grumman Corp	1,500	104,390 00	97,170 00
Peabody Energy Corp	3,600	161,971 19	230,328 00
Pepsico, Inc	2,000	101,605 00	130,660 00
Pfizer, Inc	13,000	298,355 25	227,630 00
Plum Creek Timber Co , Inc.	17,000	450,738.76	636,650 00
Progress Energy, Inc	9,000	397,209 80	391,320 00
Qualcomm Inc DE	7,000	266,886 55	346,430 00
Regions Financial Corp - New	18,200	380,005.23	127,400 00

**D. W. MCMILLAN FOUNDATION - 63-6044830**

**SUPPLEMENT TO FORM 990-PF**

**INVESTMENT IN STOCK**

**December 31, 2010**

<b>Stocks</b>	<b>No. Shares</b>	<b>Adjusted Cost</b>	<b>Market Value 12/31/2010</b>
Southern Company	15,000	\$ 234,375 81	\$ 573,450 00
Unilever NV NY	10,000	301,000 00	314,000 00
Verizon Communications	9,300	265,637 85	332,754 00
Walgreen Company DE	7,000	231,120 76	272,720 00
Walmart Stores, Inc	5,500	269,246 45	296,615 00
Walt Disney Company	3,000	98,780 58	112,530 00
Wells Fargo and Company New	3,026	106,989 19	93,775 74
Wells Fargo Capital XI, 6 25% Pref	10,000	250,000 00	251,100 00
Wells Fargo Capital XII, 7 875% Pref	26,200	663,212 55	702,684 00
Weyerhaeuser Corp	16,615	424,609 06	314,521 95
	<u>455,800</u>	<u>\$ 13,174,596 25</u>	<u>\$ 14,280,221 63</u>

**D. W. MCMILLAN FOUNDATION - 63-6044830**

**SUPPLEMENT TO FORM 990-PF**

**INVESTMENT IN BONDS**

**December 31, 2010**

Description			Date Due	Rate %	Adjusted Cost	FMV
						December 31, 2010
AETNA, Inc	200	M	09/15/2013	6 750	\$ 191,114 50	\$ 217,568 00
Alcoa, Inc.	100	M	07/15/2018	6 750	99,521 25	108,959 00
Alcoa, Inc	500	M	02/01/2017	5 550	500,825 99	519,300 00
Americian Express Company	100	M	03/19/2018	7 000	92,543 25	116,477 00
America Express Company Nts	100	M	08/28/2017	6 150	105,571 49	112,721 00
American Home Products	100	M	03/15/2011	6 700	100,000 00	101,289 00
BankAmerica Corp	200	M	01/15/2013	4 875	201,335 80	208,416 00
Bank of America Corp Nts	100	M	03/15/2019	5 490	98,991 25	97,546 00
BancTrust Co , Inc - Fed Prime Obligation				Var	298,673.49	298,673 49
Capital One Bk Med T Sr Bk Nt	100	M	02/15/2014	5 125	100,904 22	106,120 00
Caterpillar Financial Service Corp	200	M	02/15/2016	6 000	200,000 00	200,788 00
Citigroup, Inc	200	M	01/18/2011	6 500	200,000 00	200,408 00
Citigroup, Inc Notes	100	M	02/15/2017	5 500	91,874 25	103,504 00
Coca-Cola Co	250	M	03/15/2011	5.750	247,390 00	252,612 50
Cox Communications, Inc	300	M	10/01/2015	5 500	304,866 02	330,084 00
Dow Chemical Company Nts B/E	200	M	03/15/2020	5 700	200,000 00	201,284 00
Eli Lilly & Co	250	M	03/15/2012	6 000	251,471 87	266,190 00
Federal Home Loan Mtg Corp	200	M	01/15/2012	5 750	202,307 90	210,798 00
FHLM Corp Global Ref Notes	200	M	07/15/2013	4 500	200,969 45	217,898 00
FHLM Corp Global Ref Notes	250	M	07/15/2013	4 500	249,851 85	272,372 50
FNMA B/E Benchmark Notes	250	M	10/15/2011	5 000	250,827 49	259,022 50
Freeport - McMoran Copper	200	M	04/01/2017	8 375	198,023 25	221,250 00
General Electric Co	100	M	12/06/2017	5 250	103,856 53	108,009 00
General Electric Co	250	M	12/06/2017	5 250	246,672 75	270,022 50
General Electric Cap Corp	250	M	10/29/2019	5 375	250,000 00	251,255 00
General Motors	100	M	07/15/2013	7 125	101,750 60	33,500 00
General Motors Accep Corp	100	M	08/28/2012	6 875	100,500 85	104,324 00
Georgia Pacific Corp	350	M	05/15/2011	8 125	337,284 50	361,375 00
GMACC	150	M	03/02/2011	7 250	150,000 00	150,949 50
GMAC Nts Bk	150	M	12/01/2014	6 750	150,542 66	157,171.50
G N M A			06/15/2013	11 500	1,080 69	405 26
G.N M A #C138102			07/15/2016	9 000	3,039 68	1,469 13
G/S Bank NY US RT	100	M	02/25/2019	4 000	100,000 00	110,368 00
Goldman Sachs Group Inc , US	300	M	01/15/2015	5 125	302,652 64	322,314 00
Hartford Financial Nts	100	M	03/15/2017	5 375	100,425 81	101,778 00
Hartford Financial Services	260	M	01/15/2019	6 000	272,080 69	270,964 20
IBM Corp	150	M	11/29/2012	4 750	150,816 39	161,037 00

**D. W. MCMILLAN FOUNDATION - 63-6044830****SUPPLEMENT TO FORM 990-PF****INVESTMENT IN BONDS****December 31, 2010**

<b>Description</b>			<b>Date</b>	<b>Rate</b>	<b>Adjusted</b>	<b>FMV</b>
			<b>Due</b>	<b>%</b>	<b>Cost</b>	<b>December 31, 2010</b>
International Business Machines	250	M	09/14/2017	5 700	\$ 254,692 93	\$ 286,937 50
International Paper Co	150	M	01/15/2014	5 500	149,173 50	160,668 00
John Deere Capital Corporation	100	M	04/03/2018	5 350	101,074 80	110,493 00
Kimberly-Clark Corp Notes	150	M	08/15/2013	5 000	151,870 29	163,998 00
Merrill Lynch & Co	200	M	05/02/2017	5.700	200,783 16	200,672 00
Morgan Stanley Global S Nts	300	M	04/01/2014	4 750	300,933 55	307,209 00
PNC Funding Corp B/E	200	M	02/01/2017	5 625	177,279 25	213,788 00
Protective Life Corp Notes	153	M	06/01/2013	4 300	143,240 79	159,220 98
Protective Life Corp	400	M	10/15/2019	7 375	402,632 65	433,048 00
Sunoco, Inc	500	M	01/15/2017	5 750	509,618 02	522,105 00
Tennessee Valley Auth. Power	100	M	03/15/2013	6 000	102,493 40	111,199 00
The Dow Chemical Co Notes	250	M	06/15/2014	7 200	250,000 00	253,265 00
UBS Money Funds (Bond Account)					193,511 99	193,511 99
UBS Money Funds (Stock Account)					982,850 23	982,850 23
Vulcan Material Company	600	M	06/15/2018	7 000	602,092 50	628,872 00
<b>TOTAL TO LINE 10C</b>					<b>\$ 11,280,014.17</b>	<b>\$ 11,756,060.78</b>
<b>TIMBERLAND TO LINE 15, PART II</b>					<b>\$ 288,195.35</b>	<b>\$ 526,228.00</b>

**D. W. MCMILLAN FOUNDATION - 63-6044830**  
**SUPPLEMENT TO FORM 990-PF**  
**DISTRIBUTIONS TO CHARITIES**  
**For the Year Ended December 31, 2010**

Name	Address	Individual	Status	Purpose	Amount
Alzheimer's Family Service	Pensacola, Florida	N/A	Public	Needy	\$ 5,000.00
Abundant Life Outreach	Century, Florida	N/A	Public	Food pantry.	10,000.00
Alpha Center, Incorporated	Pensacola, Florida	N/A	Public	Assistant to unwed mothers and their children	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
Catholic Charities of N/W Florida	Pensacola, Florida	N/A	Public	Indigent support funds	240,000.00
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
Department of Human Resources, Escambia Co., AL	Brewton, Alabama	N/A	Public	Assistant for Needy, Esc Co AL	160,000.00
Disabled Adults & Children's Fund	Brewton, Alabama	N/A	Public	Goodwill/Easter Seals - Disabled children & Adults	10,000.00
Escambia County Alabama-Regional Child Advocacy Center	Brewton, Alabama	N/A	Public	Poor and Needy	15,000.00
Escambia County Alabama-Healthcare Authority	Brewton, Alabama	N/A	Public	Medical care for indigent patients	60,000.00
Escambia County Alabama-Health Department	Brewton, Alabama	N/A	Public	Public Health Programs	40,000.00
Escambia County Alabama-Rescue Squad	Brewton, Alabama	N/A	Public	Community rescue and transportation programs	5,000.00
Escambia County Florida-Health Department	Pensacola, Florida	N/A	Public	Healthcare testing	40,000.00
Favor House of N/W Florida	Pensacola, Florida	N/A	Public	Shelter for abused women and children	5,000.00
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	Grant Support	30,000.00
Gulf Coast Council-Boy Scouts of America	Pensacola, Florida	N/A	Public	Support for boy scout programs	10,000.00
Jefferson Davis Community College	Brewton, Alabama	N/A	Public	Scholarship for financially needed students	40,000.00
Junior Achievement of N/W FL	Pensacola, Florida	N/A	Public	Education and mentoring program for children	2,500.00
Lakeview Center Foundation	Pensacola, Florida	N/A	Public	Healthcare services	20,000.00
Lupus Support Network	Pensacola, Florida	N/A	Public	Medical assistance to lupus patients	10,000.00
Manna Food Banks, Incorporated	Pensacola, Florida	N/A	Public	Food for needy	15,000.00
Northwest Florida Blood Center	Pensacola, Florida	N/A	Public	Therapeutic phlebotomy	20,000.00
Pensacola Habitat for Humanity, Incorporated	Pensacola, Florida	N/A	Public	Housing for needy	15,000.00
Rehabilitation Fund of N/W 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	10,000.00
Southwest Alabama Mental Health - Mental Retarded Board	Brewton, Alabama	N/A	Public	Unrestricted	35,000.00

**D. W. MCMILLAN FOUNDATION - 63-6044830**  
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**DISTRIBUTIONS TO CHARITIES**  
**For the Year Ended December 31, 2010**

Name	Address	Individual	Status	Purpose	Amount
The Christmas Project	Brewton, Alabama	N/A	Public	Gifts to needy children at Christmas	\$ 3,000.00
Tri-County Medical Center	Brewton, Alabama	N/A	Public	Dental clinic - Van	20,000.00
United Fund of Atmore	Atmore, Alabama	N/A	Public	Unrestricted support	5,000.00
United Way-Brewton/East Brewton, Alabama	Brewton/East Brewton, AL	N/A	Public	Unrestricted support	12,000.00
United Way of Escambia County, Inc., FL	Pensacola, Florida	N/A	Public	Unrestricted support	30,000 00
Waterfront Rescue Mission	Pensacola, Florida	N/A	Public	Shelter for homeless persons	24,000 00
					<u><u>\$ 1,105,500.00</u></u>