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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
MCM FOUNDATION

A Employer identification number
26-0018914

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2000 FIFTH STREET

B Telephone number (see page 10 of the instructions)
(510) 704-2823

City or town, state, and ZIP code
BERKELEY, CA 94710

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,888,940

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	36,685	36,685		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-16,767			
	b	Gross sales price for all assets on line 6a 227,456				
	7	Capital gain net income (from Part IV, line 2)		0		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	19,918	36,685	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,055	0	0	6,055
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	450	450	0	0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,549	0	0	1,549
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,000	72	0	2,928
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,054	522	0	10,532
	25	Contributions, gifts, grants paid	120,000			120,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	131,054	522	0	130,532
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-111,136			
	b	**Net investment income** (if negative, enter -0-)		36,163		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	4,567	5,754	5,754
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,860,993	1,663,275	1,671,947
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	115,989	201,384	211,239
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,981,549	1,870,413	1,888,940
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	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	1,981,549	1,870,413	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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)	1,981,549	1,870,413	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,981,549	1,870,413	

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	1,981,549
2	Enter amount from Part I, line 27a	2	-111,136
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,870,413
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	1,870,413

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-16,767
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2010	126,811	1,876,495	0 067579
2009	73,874	1,674,902	0 044106
2008	141,212	1,988,582	0 071011
2007	96,062	2,302,650	0 041718
2006	157,542	2,214,750	0 071133

2	**Total** of line 1, column (d)	2	0 295547
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 059109
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,961,928
5	Multiply line 4 by line 3	5	115,968
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	362
7	Add lines 5 and 6	7	116,330
8	Enter qualifying distributions from Part XII, line 4	8	130,532

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	362
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	362
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	362
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,608		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,608
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	3,246
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,406		**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		No
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)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
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	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶HTTP //WWW MCMFOUNDATION ORG

14 The books are in care of ▶MACGREGOR READ Telephone no ▶(510) 704-2823

Located at ▶2000 FIFTH STREET BERKELEY CA ZIP+4 ▶94710

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 |

		Line	Yes	No
16	At any time during calendar year 2011, 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		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☑ Yes ☐ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ **Yes** ☑ **No**

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	**1a**	1,978,754
b	Average of monthly cash balances	**1b**	13,051
c	Fair market value of all other assets (see page 24 of the instructions)	**1c**	0
d	**Total** (add lines 1a, b, and c)	**1d**	1,991,805
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**	1,991,805
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	**4**	29,877
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	1,961,928
6	**Minimum investment return.** Enter 5% of line 5	**6**	98,096

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	**1**	98,096
2a	Tax on investment income for 2011 from Part VI, line 5 — **2a** 362		
b	Income tax for 2011 (This does not include the tax from Part VI) — **2b**		
c	Add lines 2a and 2b	**2c**	362
3	Distributable amount before adjustments Subtract line 2c from line 1	**3**	97,734
4	Recoveries of amounts treated as qualifying distributions	**4**	0
5	Add lines 3 and 4	**5**	97,734
6	Deduction from distributable amount (see page 25 of the instructions)	**6**	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	**7**	97,734

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	**1a**	130,532
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**	130,532
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	**5**	362
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	130,170

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					97,734
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.					
c From 2008.	6,887				
d From 2009.					
e From 2010.	33,478				
f Total of lines 3a through e.		40,365			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 130,532					
a Applied to 2010, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					97,734
e Remaining amount distributed out of corpus		32,798			
5 Excess distributions carryover applied to 2011 *(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		73,163			
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 page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		73,163			
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .	6,887				
c Excess from 2009. . . .					
d Excess from 2010. . . .	33,478				
e Excess from 2011. . . .	32,798				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 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))

STEVEN M READ

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

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

SEE STATEMENT A
2000 FIFTH STREET
BERKELEY, CA 94710
(510) 704-2823

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

SEE STATEMENT A

c Any submission deadlines

SEE STATEMENT A

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

SEE STATEMENT A

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 Additional Data Table				
Total . . . . ▶ **3a**				120,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities. . . .			14	36,685	
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.					
8 Gain or (loss) from sales of assets other than inventory			14	-16,767	
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		19,918	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 19,918

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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 of officer or trustee | 2012-07-25 Date | Title

Paid Preparer's Use Only

Preparer's Signature LAWRENCE B WOOD	Date	Check if self-employed ☑	PTIN P00011493
Firm's name DZH PHILLIPS LLP		Firm's EIN 26-4677183	
Firm's address 135 MAIN STREET 9TH FL SAN FRANCISCO, CA 94105		Phone no (415) 781-2500	

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☐ **No**

Additional Data

Software ID:
Software Version:
EIN: 26-0018914
Name: MCM FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CHARLES SCHWAB #6111-7350 - SEE STATEMENT B	P	2008-05-19	
CHARLES SCHWAB #6111-7350 - SEE STATEMENT C	P	2008-05-19	
CHARLES SCHWAB #6111-7350 - SEE STATEMENT D	P	2008-05-19	2011-04-04
CHARLES SCHWAB #6111-7350 - SEE STATEMENT E	P	2008-05-19	2011-05-23
CHARLES SCHWAB #6111-7350 - SEE STATEMENT F	P	2008-05-19	2011-07-13
CHARLES SCHWAB #6111-7350 - SEE STATEMENT G	P	2008-05-19	2011-08-29
CHARLES SCHWAB #6111-7350 - SEE STATEMENT H	P	2008-05-19	2011-10-14
CHARLES SCHWAB #6111-7350 - SEE STATEMENT I	P	2008-05-19	2011-11-15
CHARLES SCHWAB #6111-7350 - SEE STATEMENT J	P	2008-05-19	2011-12-12
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
45,363		49,810	-4,447
29,992		34,285	-4,293
18,006		20,408	-2,402
19,773		22,570	-2,797
19,860		22,018	-2,158
30,806		36,113	-5,307
19,950		21,306	-1,356
29,925		33,060	-3,135
4,975		4,653	322
8,806			8,806

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-4,447
			-4,293
			-2,402
			-2,797
			-2,158
			-5,307
			-1,356
			-3,135
			322
			8,806

Form 990PF Part VIII Line 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
STEVEN M READ 2000 FIFTH STREET BERKELEY,CA 94710	DIRECTOR 1 00	0	0	0
MARY ANN READ 2000 FIFTH STREET BERKELEY,CA 94710	DIRECTOR 1 00	0	0	0
STEVEN MACGREGOR READ JR 2000 FIFTH STREET BERKELEY,CA 94710	SECRETARY 1 00	0	0	0
COURTNEY BAMBERGER 2000 FIFTH STREET BERKELEY,CA 94710	DIRECTOR 1 00	0	0	0
MORGAN READ 2000 FIFTH STREET BERKELEY,CA 94710	TREASURY 1 00	0	0	0
BRENT BAMBERGER 2000 FIFTH STREET BERKELEY,CA 94710	DIRECTOR 1 00	0	0	0
MARY KATHARINE READ 2000 FIFTH STREET BERKELEY,CA 94710	PRESIDENT 10 00	6,055	0	0

Form 990PF Part XV Line 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*				
BONEFISH & TARPON TRUST24 DOCKSIDE LANE PMB 83 KEY LARGO,FL 33037	NONE	PUBLIC CHARITY	EDUCATION	500
CALIFORNIA ACADEMY OF SCIENCES55 MUSIC CONCOURSE DRIVE SAN FRANCISCO,CA 94118	NONE	PUBLIC CHARITY	EDUCATION	1,000
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION2015 STEINER STREET SAN FRANCISCO,CA 94115	NONE	PUBLIC CHARITY	HEALTHCARE	5,000
CALIFORNIA TROUT360 PINE STREET 4TH FLOOR SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	500
CALIFORNIA WATERFOWL ASSOCIATION4630 NORTHGATE BLVD 150 SACRAMENTO,CA 95834	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	1,000
CHILDREN OF SHELTERS2269 CHESTNUT STREET BOX 439 SAN FRANCISCO,CA 94123	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	1,000
DUCKS UNLIMITED1 WATERFOWL WAY MEMPHIS,TN 38120	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	500
EDGEWOOD CENTER FOR CHILDREN AND FAMILIES1801 VICENTE STREET SAN FRANCISCO,CA 94116	NONE	PUBLIC CHARITY	CHILDREN AND FAMILY CRISIS FUND	500
EDUCATIONAL FOUNDATION OF ORINDA21 C ORINDA WAY 123 ORINDA,CA 94563	NONE	PUBLIC CHARITY	EDUCATION	10,000
FIRST GRADUATE THE PRESIDIOPO BOX 29415 SAN FRANCISCO,CA 94129	NONE	PUBLIC CHARITY	EDUCATION	10,000
GROCERY OUTLET TOUCHING LIVES FOUNDATION2000 5TH STREET BERKELEY,CA 94710	NONE	PRIVATE CHARITY	HUMAN SERVICES	1,000
HEAD-ROYCE4315 LINCOLN AVE OAKLAND,CA 94602	NONE	SCHOOL	EDUCATION	10,000
JUMA VENTURES131 STEUART STREET STE 201 SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	1,000
KATHERINE DELMAR BURKE SCHOOL7070 CALIFORNIA STREET SAN FRANCISCO,CA 94121	NONE	SCHOOL	EDUCATION	11,500
THE LANCE ARMSTRONG FOUNDATION2201 E SIXTH STREET AUSTIN,TX 78702	NONE	PUBLIC CHARITY	HEALTHCARE RESEARCH	1,000
MARIN HORIZON SCHOOL305 MONTFORD AVE MILL VALLEY,CA 94941	NONE	SCHOOL	EDUCATION	2,000
MASTERWORKS CHORALE SOCIETY PO BOX 5465 SAN MATEO,CA 94402	NONE	PUBLIC CHARITY	EDUCATION	1,000
SAN FRANCISCO MUSEUM OF MODERN ART151 THIRD ST SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	EDUCATION	2,000
SAN FRANCISCO PARKS ALLIANCE PO BOX 170160 SAN FRANCISCO,CA 94117	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	2,000
SAN FRANCISCO PARKS TRUST501 STANYAN SAN FRANCISCO,CA 94117	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	2,500
SAN FRANCISCO ZOOLOGICAL SOCIETY1 ZOO ROAD SAN FRANCISCO,CA 94132	NONE	PUBLIC CHARITY	CONSERVATION	12,500
SLEEPY HOLLOW SCHOOL20 WASHINGTON LANE ORINDA,CA 94563	NONE	SCHOOL	EDUCATION	5,000
ST CATHERINE'S SCHOOL17500 PEAK AVE MORGAN HILL,CA 95037	NONE	SCHOOL	EDUCATION	500
THE FIRST TEE OF SAN FRANCISCO 99 HARDING ROAD SAN FRANCISCO,CA 94123	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	1,000
TIPPING POINT COMMUNITY703 MARKET STREET STE 708 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	EDUCATION	18,000
TOWN SCHOOL FOR BOYS2750 JACKSON STREET SAN FRANCISCO,CA 94115	NONE	SCHOOL	EDUCATION	15,000
TROUT UNLIMITED1300 N 17TH ST STE 500 ARLINGTON,VA 22209	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	500
UNIVERSITY OF VIRGINIA400 RAY C HUNT DRIVE PO BOX 400807 CHARLOTTESVILLE,VA 229044807	NONE	SCHOOL	EDUCATION	1,000
VIRGINIA CENTER FOR THE CREATIVE ARTS154 SAN ANGELO DRIVE AMHERST,VA 24521	NONE	PUBLIC CHARITY	EDUCATION	2,000
WILD SALMON CENTER721 NW 9TH AVE STE 300 PORTLAND,OR 97209	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	500
Total . . . . ▶ **3a**				120,000

TY 2011 Investments Corporate Stock Schedule

Name: MCM FOUNDATION

EIN: 26-0018914

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB	1,663,275	1,671,947

TY 2011 Investments - Other Schedule

Name: MCM FOUNDATION

EIN: 26-0018914

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS SELECT SERIES III, LLC	AT COST	201,384	211,239

TY 2011 Other Expenses Schedule

Name: MCM FOUNDATION

EIN: 26-0018914

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD EXPENSE	2,908	0	0	2,908
BANK FEES	72	72	0	0
MISCELLANEOUS	20	0	0	20

TY 2011 Other Professional Fees Schedule

Name: MCM FOUNDATION

EIN: 26-0018914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	450	450	0	0

TY 2011 Taxes Schedule

Name: MCM FOUNDATION

EIN: 26-0018914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	345	0	0	345
TAX & LICENSES	865	0	0	865
FTB FILING FEE	10	0	0	10
FOREIGN TAXES PAID	329	0	0	329

Guidelines How to Apply

- MCM Foundation will consider grants to assist credible agencies and institutions serving children and youth, and projects benefiting general education endeavors. Grant requests from credible agencies or institutions will be entertained both for specific programs and for capital expenditures.
- Consideration will be given to the support of well conceived experimental or demonstration projects in program areas of grant focus that promise significant positive results and are likely to produce long-term multiplier effects.
- Grants are usually awarded for a limited period of time. Some grants may be paid over a multi-year period; however, the Foundation generally does not approve grants to any organization on a continuing annual basis Final action on all grants will be determined by the Foundation Board of Directors.
- Grants are awarded to children and institutions located in the Bay Area including San Francisco, Marin, Alameda, Contra Costa, Sonoma, Solano, San Mateo, Napa and Santa Clara counties.

Send Request Letter

If, after reviewing the guidelines, there is sufficient reason to believe that the Foundation's funding priorities and interests are compatible with the needs of the organization seeking support, then a brief test letter should be addressed to the President of mcm Foundation.

All test letters will be given an in-depth screening to determine their relevance to the Foundation's funding priorities and interests. In most instances, written responses will be sent promptly to the applicant.

On the letterhead of the applicant organization or institution, the following information must be included in the Test letter:

1. Any of the following not included on the letterhead. organization's legal name, mailing address, city, state, zip, phone and fax numbers, e-mail and web site address, if available.
2. A brief description of the organization.
3. A brief description of the project for which funding is sought.
4. The total cost of the project for which funding is sought.
5. The amount requested from the mcm Foundation. The Foundation expects all applicant organizations to show substantial support from internal sources as well as other outside sources.
6. First time applicants must include a copy of the IRS 501(c)(3) ruling for the organization or institution.
7. Optional one copy of any supporting data that the applicant selects may accompany the test letter.

Please limit the above information to not more that two pages; brevity and clarity are appreciated.

Click here to fill out the above in an online form or mail the above information to:

MCM Foundation
c/o MacGregor Read
2000 Fifth Street
Berkeley, CA 94710

charles SCHWAB INSTITUTIONAL

Schwab One® Account of
MCM FOUNDATION

Account Number
6111-7350

Statement Period
January 1-31, 2011

Investment Detail - Total

Total Investment Detail	**1,865,256.88**
Total Account Value	**1,865,256.88**
Total Cost Basis	1,811,183.60

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA INTL SMALL COMPANY PORTFOLIO FUND : DFISX	739.0560	05/19/08	01/19/11	12,937.12	13,990 33	(1,053.21)
DFA U.S. SMALL CAP PORT : DFSTX	362.3190	05/19/08	01/19/11	7,772.10	6,757 25	1,014 85
DFA EMERGING MKTS PORT . DFEMX	292.9690	05/19/08	01/20/11	8,884.18	9,878.91	(994.73)
DFA ENHANCED U.S. LARGE COMPANY PORTFOLIO: DFELX	244 7980	05/19/08	01/20/11	1,972.55	2,364.75	(392.20)
DFA INTL SMALL COMPANY PORTFOLIO FUND : DFISX	342 0750	05/19/08	01/20/11	5,892.90	6,475.48	(582.58)
DFA LARGE CAP INTL PORT : DFALX	393 1200	05/19/08	01/20/11	7,904.24	10,342.99	(2,438.75)
Total Long Term				**45,363.09**	**49,809.71**	**(4,446.62)**
Total Realized Gain or (Loss)				**45,363.09**	**49,809.71**	**(4,446.62)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Basis not furnished to IRS Statement B

charles SCHWAB INSTITUTIONAL

Schwab One® Account of
MCM FOUNDATION

Account Number
6111-7350

Statement Period
March 1-31, 2011

Investment Detail - Total

Total Investment Detail	**1,885,739.04**
Total Account Value	**1,885,739.04**
Total Cost Basis	1,781,271.83

Realized Gain or (Loss)

Accounting Method. First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA ENHANCED U.S. LARGE COMPANY PORTFOLIO: DFELX	1,207.7300	05/19/08	03/23/11	9,999.15	11,666.67	(1,667.52)
DFA U.S. LARGE CAP VALUE PORTFOLIO . DFLVX	468.1650	05/19/08	03/23/11	9,993.73	11,104.87	(1,044.35)
DFA ENHANCED U.S. LARGE COMPANY PORTFOLIO. DFELX	1,191.8950	05/19/08	03/25/11	9,998.84	11,513.71	(1,514.87)
Total Long Term				**29,991.72**	**34,285.25**	**(4,226.74)**
Total Realized Gain or (Loss)				**29,991.72**	**34,285.25**	**(4,226.74)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
03/08/11	03/08/11	Reinvested Shares	DFA INTERM GOVT FIXED INCOME PORTFOLIO: DFIGX	246.9090	12.1700	(3,004.88)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Basis not furnished to IRS Statement C

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
MCM FOUNDATION

Account Number
6111-7350

Statement Period
April 1-30, 2011

Investment Detail - Total

Total Investment Detail	**1,919,186.56**
Total Account Value	**1,919,186.56**
Total Cost Basis	1,760,922.74

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA ENHANCED U.S. LARGE COMPANY PORTFOLIO: DFELX	2,112.6760	05/19/08	04/04/11	18,006.16	20,408.45	(2,402.29)
Total Long Term				**18,006.16**	**20,408.45**	**(2,402.29)**
Total Realized Gain or (Loss)				**18,006.16**	**20,408.45**	**(2,402.29)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
04/08/11	04/08/11	Reinvested Shares	DFA ONE YEAR FIXED INCOME PORTFOLIO: DFIHX	5.7460	10.3300	(59.36)
Total Bond Funds Activity						**(59.36)**

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Basis not Furnished to IRS Statement D

charles SCHWAB INSTITUTIONAL

Schwab One® Account of **MCM FOUNDATION**

Account Number **6111-7350**

Statement Period **May 1-31, 2011**

Investment Detail - Total

Total Investment Detail	**1,888,567.18**
Total Account Value	**1,888,567.18**
Total Cost Basis	1,738,426.87

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA ENHANCED U.S. LARGE COMPANY PORTFOLIO: DFELX	2,336.4490	05/19/08	05/23/11	19,773 45	22,570.10	(2,796.65)
Total Long Term				**19,773.45**	**22,570.10**	**(2,796.65)**
Total Realized Gain or (Loss)				**19,773.45**	**22,570.10**	**(2,796.65)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here.

Option Customers· Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
05/10/11	05/10/11	Reinvested Shares	DFA ONE YEAR FIXED INCOME PORTFOLIO: DFIHX	7.1720	10.3500	(74.23)
Total Bond Funds Activity						**(74.23)**

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Basis not Furnished to IRS Statement E

charles SCHWAB INSTITUTIONAL

Schwab One® Account of **MCM FOUNDATION**

Account Number **6111-7350**

Statement Period **July 1-31, 2011**

Investment Detail - Total

Total Investment Detail	**1,831,022.37**
Total Account Value	**1,831,022.37**
Total Cost Basis	1,726,231.97

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA ENHANCED U.S. LARGE COMPANY PORTFOLIO: DFELX	1,176.4710	05/19/08	07/13/11	9,986.76	11,364.71	(1,377.95)
DFA REAL ESTATE SECURITIES PORTFOLIO: DFREX	408 3300	05/19/08	07/13/11	9,872.92	10,653.33	(780 41)
Total Long Term				**19,859.68**	**22,018.04**	**(2,158.36)**
Total Realized Gain or (Loss)				**19,859.68**	**22,018.04**	**(2,158.36)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Basis not Furnished to IRS Statement F

SIPC

charles SCHWAB INSTITUTIONAL

Schwab One® Account of
MCM FOUNDATION

Account Number
6111-7350

Statement Period
August 1-31, 2011

Investment Detail - Total

Total Investment Detail	**1,728,230.75**
Total Account Value	**1,728,230.75**
Total Cost Basis	1,690,178.70

Realized Gain or (Loss)

Accounting Method First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA INTL SMALL COMPANY PORTFOLIO FUND DFISX	645.5780	05/19/08	08/29/11	10,188.04	12,220.79	(2,032.75)
DFA REAL ESTATE SECURITIES PORTFOLIO: DFREX	915.7510	05/19/08	08/29/11	20,618.02	23,891.95	(3,273 93)
Total Long Term				**30,806.06**	**36,112.74**	**(5,306.68)**
Total Realized Gain or (Loss)				**30,806.06**	**36,112.74**	**(5,306.68)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Basis not Furnished to IRS Statement G

charles SCHWAB INSTITUTIONAL

Schwab One® Account of
MCM FOUNDATION

Account Number
6111-7350

Statement Period
October 1-31, 2011

Investment Detail - Total

Total Investment Detail	**1,712,791.08**
Total Account Value	**1,712,791.08**
Total Cost Basis	1,676,861.73

Realized Gain or (Loss)

Accounting Method First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA ENHANCED U.S. LARGE COMPANY PORTFOLIO: DFELX	1,133.5010	05/19/08	10/14/11	8,975.00	10,949.62	(1,974.62)
DFA U.S. SMALL CAP PORT: DFSTX	555 2750	05/19/08	10/14/11	10,975 00	10,355.88	619.12
Total Long Term				**19,950.00**	**21,305.50**	**(1,355.50)**
Total Realized Gain or (Loss)				**19,950.00**	**21,305.50**	**(1,355.50)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available. the investment will not be listed here
Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550. Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
10/10/11	10/10/11	Reinvested Shares	DFA ONE YEAR FIXED INCOME PORTFOLIO: DFIHX	7.1940	10.3400	(74.39)
Total Bond Funds Activity						**(74.39)**

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Basis not Furnished to IRS Statement H

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INSTITUTIONAL

Schwab One® Account of
MCM FOUNDATION

Account Number
6111-7350

Statement Period
November 1-30, 2011

Investment Detail - Total

Total Investment Detail	**1,670,456.85**
Total Account Value	**1,670,456.85**
Total Cost Basis	1,643,860.98

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA ENHANCED U.S. LARGE COMPANY PORTFOLIO: DFELX	1,466.9930	05/19/08	11/15/11	11,975.00	14,171.15	(2,196.15)
DFA U.S. LARGE CAP VALUE PORTFOLIO : DFLVX	415.5840	05/19/08	11/15/11	7,975.00	9,857.65	(1,882.65)
DFA U.S. SMALL CAP PORT : DFSTX	484.2620	05/19/08	11/15/11	9,975.00	9,031.49	943.51
Total Long Term				**29,925.00**	**33,060.29**	**(3,135.29)**
Total Realized Gain or (Loss)				**29,925.00**	**33,060.29**	**(3,135.29)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Basis not Furnished to IRS Statement I

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Schwab One® Account of
MCM FOUNDATION

Account Number
6111-7350

Statement Period
December 1-31, 2011

Investment Detail - Total

Total Investment Detail	**1,673,403.84**
Total Account Value	**1,673,403.84**
Total Cost Basis	1,663,274.91

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA INTERM GOVT FIXED INCOME PORTFOLIO: DFIGX	389.7120	05/19/08	12/12/11	4,975.00	4,653.16	321.84
Total Long Term				**4,975.00**	**4,653.16**	**321.84**
Total Realized Gain or (Loss)				**4,975.00**	**4,653.16**	**321.84**

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/12/11	12/12/11	Reinvested Shares	DFA INTERM GOVT FIXED INCOME PORTFOLIO: DFIGX	442.5330	12.8300	(5,677.70)
12/12/11	12/12/11	Reinvested Shares	DFA INTERM GOVT FIXED INCOME PORTFOLIO: DFIGX	292.8040	12.8300	(3,756.67)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Basis not Furnished to IRS Statement J