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

2011

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

For calendar year 2011 or tax year beginning APR 1, 2011, and ending MAR 31, 2012

Name of foundation MCMAHON FOUNDATION		A Employer identification number 73-0664314
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 2156	Room/suite	B Telephone number (580) 355-4622
City or town, state, and ZIP code LAWTON, OK 73502		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 52,565,381.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		40,785.	40,785.	40,785.	STATEMENT 1
4 Dividends and interest from securities		1,315,162.	1,315,162.	1,315,162.	STATEMENT 2
5a Gross rents		9,000.	9,000.	9,000.	STATEMENT 3
b Net rental income or (loss) 9,000.					
6a Net gain or (loss) from sale of assets not on line 10		-44,219.			
b Gross sales price for all assets on line 6a 15,651,573.					
7 Capital gain net income (from Part IV, line 2)			-44,219.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		577,956.	577,956.	0.	STATEMENT 4
12 Total. Add lines 1 through 11		1,898,684.	1,898,684.	1,364,947.	
13 Compensation of officers, directors, trustees, etc		58,712.	44,034.	44,034.	14,678.
14 Other employee salaries and wages		45,685.	22,512.	22,512.	23,173.
15 Pension plans, employee benefits		2,336.	1,635.	1,635.	701.
16a Legal fees					
b Accounting fees STMT 5		21,597.	21,597.	21,597.	0.
c Other professional fees STMT 6		102,775.	102,775.	102,775.	0.
17 Interest					
18 Taxes STMT 7		97,778.	28,070.	28,070.	2,948.
19 Depreciation and depletion		7,086.	159.	159.	
20 Occupancy		35,610.	7,306.	7,306.	28,304.
21 Travel, conferences, and meetings		1,460.	0.	0.	0.
22 Printing and publications					
23 Other expenses STMT 8		18,747.	18,326.	18,326.	421.
24 Total operating and administrative expenses. Add lines 13 through 23		391,786.	246,414.	246,414.	70,225.
25 Contributions, gifts, grants paid		2,388,056.			2,388,056.
26 Total expenses and disbursements. Add lines 24 and 25		2,779,842.	246,414.	246,414.	2,458,281.
27 Subtract line 26 from line 12		-881,158.			
a Excess of revenue over expenses and disbursements			1,652,270.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				1,118,533.	

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	200.	200.	200.
	2	Savings and temporary cash investments	2,240,450.	1,790,095.	1,790,095.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 9	6,002,900.	5,456,915.	5,882,492.
	b	Investments - corporate stock STMT 10	37,482,678.	37,236,615.	37,661,436.
	c	Investments - corporate bonds STMT 11	3,956,544.	4,321,858.	4,440,437.
Liabilities	11	Investments - land, buildings, and equipment basis ▶ 66,100.			
		Less: accumulated depreciation ▶	66,100.	66,100.	200,000.
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	44,359.	44,200.	910,625.
	14	Land, buildings, and equipment basis ▶ 558,662.			
		Less: accumulated depreciation ▶ 351,843.	212,766.	206,819.	1,589,046.
	15	Other assets (describe ▶ STATEMENT 13)	6,290.	6,331.	91,050.
	16	Total assets (to be completed by all filers)	50,012,287.	49,129,133.	52,565,381.
	17	Accounts payable and accrued expenses	3,988.	1,990.	
	18	Grants payable	126,440.	2,384,993.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	130,428.	2,386,983.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	39,269,827.	35,931,928.	
	25	Temporarily restricted			
	26	Permanently restricted	10,612,032.	10,810,222.	
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	49,881,859.	46,742,150.	
	31	Total liabilities and net assets/fund balances	50,012,287.	49,129,133.	

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	49,881,859.
2	Enter amount from Part I, line 27a	2	-881,158.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	49,000,701.
5	Decreases not included in line 2 (itemize) ▶ INCREASE IN GRANTS PAYABLE	5	2,258,551.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	46,742,150.

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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 CAPITAL LOSSES - SEE SUPPORTING STATEMENTS		P	VARIOUS	VARIOUS
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 15,651,573.		15,695,792.	-44,219.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-44,219.
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	-44,219.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	-44,219.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,423,734.	51,401,461.	.047153
2009	2,547,608.	48,114,761.	.052949
2008	2,682,837.	50,989,169.	.052616
2007	1,878,848.	56,208,194.	.033427
2006	3,134,686.	56,048,633.	.055928

2 Total of line 1, column (d)	2	.242073
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	.048415
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	52,071,607.
5 Multiply line 4 by line 3	5	2,521,047.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,523.
7 Add lines 5 and 6	7	2,537,570.
8 Enter qualifying distributions from Part XII, line 4	8	2,458,281.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	33,045.
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	33,045.
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	33,045.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	66,760.	
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	66,760.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,715.	
11 Enter the amount of line 10 to be credited to 2012 estimated tax. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OK		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

N/A

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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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► DANA PARRISH Located at ► 714-716 AVENUE C LAWTON, OK	Telephone no	► 580-355-4622	
		ZIP+4	► 73501	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)?

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

5b

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

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

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANA PARRISH 1018 SE ALTA LANE, LAWTON, OK 73501	EXECUTIVE SECRETARY 40.00	0.	0.	0.

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 630 FIFTH AVENUE, NEW YORK, NY 10111	INVESTMENT COUNSEL	102,775.

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 SEE STATEMENT 15	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	48,789,600.
b	Average of monthly cash balances	1b	2,867,342.
c	Fair market value of all other assets	1c	1,207,634.
d	Total (add lines 1a, b, and c)	1d	52,864,576.
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	52,864,576.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	792,969.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,071,607.
6	Minimum investment return. Enter 5% of line 5	6	2,603,580.

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

1	Minimum investment return from Part X, line 6	1	2,603,580.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	33,045.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33,045.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,570,535.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,570,535.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,570,535.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,458,281.
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	2,458,281.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,458,281.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,570,535.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,386,205.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,458,281.				
a Applied to 2010, but not more than line 2a			2,386,205.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				72,076.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,498,459.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

NO GRANTS MADE OUTSIDE THE STATE OF OKLAHOMA.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 15				
Total			3a	0.
b Approved for future payment				
SEE STATEMENT 16				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	40,785.	
4	Dividends and interest from securities			14	1,315,162.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16	9,000.	
6	Net rental income or (loss) from personal property					
7	Other investment income			14	577,956.	
8	Gain or (loss) from sales of assets other than inventory					-44,219.
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.		1,942,903.	-44,219.
13	Total. Add line 12, columns (b), (d), and (e)					1,898,684.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee


7-11-12
Date

▶ Chairman
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ **X** Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name GARY A. DAVIDSON	Preparer's signature 	Date 6-5-12	Check <input type="checkbox"/> if self-employed	PTIN P00218822
Firm's name ► DAVIDSON FREEDLE ESPENHOVER & OVERBY, P			Firm's EIN ► 74-2933856	
Firm's address ► 222 SIDNEY BAKER SOUTH, SUITE 635 KERRVILLE, TX 78028			Phone no 830-896-1100	

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

SOURCE	AMOUNT
INTEREST INCOME	40,785.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	40,785.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PRIMARILY BESSEMER TRUST	1,315,162.	0.	1,315,162.
TOTAL TO FM 990-PF, PART I, LN 4	1,315,162.	0.	1,315,162.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME	1	9,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		9,000.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS	577,956.	577,956.	577,956.
TOTAL TO FORM 990-PF, PART I, LINE 11	577,956.	577,956.	577,956.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DAVIDSON, FREEDLE, ESPENHOVER & OVERBY, P.C., AUDITING & 990PF	21,597.	21,597.	21,597.	0.	
TO FORM 990-PF, PG 1, LN 16B	21,597.	21,597.	21,597.	0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BESSEMER TRUST MANAGEMENT FEES	102,775.	102,775.	102,775.	0.	
TO FORM 990-PF, PG 1, LN 16C	102,775.	102,775.	102,775.	0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AD VALOREM TAXES	22,880.	28,070.	28,070.	2,948.	
PAYROLL TAXES	7,986.	0.	0.	0.	
FEDERAL EXCISE TAXES	66,760.	0.	0.	0.	
STATE UNEMPLOYMENT TAXES	152.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	97,778.	28,070.	28,070.	2,948.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	18,747.	18,326.	18,326.	421.	
TO FORM 990-PF, PG 1, LN 23	18,747.	18,326.	18,326.	421.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE INVESTMENTS SUPPORTING SCHEDULE	X		5,456,915.	5,882,492.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,456,915.	5,882,492.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,456,915.	5,882,492.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE INVESTMENTS SUPPORTING SCHEDULE	37,236,615.		37,661,436.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,236,615.		37,661,436.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	11
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE INVESTMENTS SUPPORTING SCHEDULE	4,321,858.		4,440,437.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,321,858.		4,440,437.	

FORM 990-PF		OTHER INVESTMENTS		STATEMENT 12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OIL & GAS PROPERTY	COST	44,200.	910,625.	
TOTAL TO FORM 990-PF, PART II, LINE 13		44,200.	910,625.	

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
JEWELRY	6,290.	6,290.	91,009.
ACCRUED INTEREST PURCHASED	0.	41.	41.
TO FORM 990-PF, PART II, LINE 15	6,290.	6,331.	91,050.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENNETH BRIDGES 3304 BALTIMORE LAWTON, OK 73505	CHAIRMAN 0.00	0.	0.	0.
KENNETH EASTON 715 N.W. 46TH LAWTON, OK 73505	VICE CHAIRMAN 0.00	0.	0.	0.
MICHAEL MAYHALL 143 N.W. 36TH LAWTON, OK 73505	SEC./TREAS. 0.00	0.	0.	0.
DR. CHARLES GRAYBILL 116 N.W. 36TH ST LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
RONALD E. CAGLE, M.D. 3501 N.W. RIDGEROAD PL. LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
GALE SADLER 327 N.W. 37TH STREET LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
ORVILLE D. SMITH 8003 N.W. ALDWICK LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
DANA PARRISH 1018 SE ALTA LANE LAWTON, OK 73501	EXECUTIVE SECRETARY 40.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE MCMAHON FOUNDATION

March 31, 2012

Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Arts For All, Inc. PO Box 592 Lawton, OK 73502	Public charity	Support community arts	20,000 00
Bethel Road Volunteer Fire Department c/o Bobby Klein 3900 SE Bethel Rd Lawton, OK 73501	Tax exempt	Support	2,000.00
Cache Volunteer Fire Department c/o Dale Winham 302 NW 14th Lawton, OK 73507	Tax exempt	Support	2,000.00
Cameron University 2800 W Gore Blvd. Lawton, OK 73505	Tax exempt	Capital improvements & scholarships	1,085,000.00
Cancer Centers of SW Oklahoma PO Box 129 Lawton, OK 73502	Public charity	Support special program	10,000 00
Center for Creative Living 3501 SW Dr. Elsie Hamm Dr. Lawton, OK 73505	Public charity	Support	1,000.00
Chattanooga Volunteer Fire Department c/o Jack Nicolson PO Box 165 Chattanooga, OK 73528	Tax exempt	Support	2,000 00
Christian Family Counseling Center 5002 SW Lee Blvd. Lawton, OK 73505	Public charity	Support	1,000.00
Comanche County Saddle & Sirloin Club PO Box 2009 Lawton, OK 73502	Public charity	Support youth programs	4,000.00
Comanche County Memorial Hospital PO Box 129 Lawton, OK 73502	Tax exempt	Construction of new facility	500,000 00
Comanche County Memorial Hospital Foundation 3401 W. Gore Blvd Lawton, OK 73505	Public foundation 73-1424430	Support special program	2,000 00

STATEMENT 15

THE MCMAHON FOUNDATION

March 31, 2012

Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Cove Acres Volunteer Fire Department c/o Matthew Eccles PO Box 402 Elgin, OK 73538	Tax exempt	Support	2,000.00
Cox's Store Volunteer Fire Department c/o Al Dreves 14810 NE Rogers Ln. Lawton, OK 73507	Tax exempt	Support	2,000 00
Crime Stoppers of Lawton 10 S 4th St Lawton, OK 73501	Public charity	Support	1,000.00
Edgewater Park Volunteer Fire Dept. c/o Herman Fehring 304 S Hilltop Rd Apache, OK 73006	Tax exempt	Support	2,000 00
Elgin Volunteer Fire Dept c/o Mike Baker PO Box 310 Elgin, OK 73538	Tax exempt	Support	2,000.00
Fletcher Volunteer Fire Department c/o Stanley Miller PO Box 448 Fletcher, OK 73541	Tax exempt	Support	2,000.00
Flower Mound Volunteer Fire Dept c/o Josh Sullivan 197 SE Skyline Lawton, OK 73501	Tax exempt	Support	2,000.00
Geronimo Volunteer Fire Department c/o Norman Leveille 601 Ridgeway Geronimo, OK 73543	Tax exempt	Support	2,000 00
Great Plains Technology Center 4500 W Lee Blvd Lawton, OK 73505	Tax exempt	Support student competition	7,000 00
Great Plains Technology Ctr. Found 4500 W Lee Blvd Lawton, OK 73505	Public foundation 73-1108753	Scholarships	51,447.46

THE MCMAHON FOUNDATION

March 31, 2012

Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Hulen Volunteer Fire Department c/o Chris Carter 13702 SE Baseline Rd Walters, OK 73572	Tax exempt	Support	2,000 00
Indiahoma Volunteer Fire Department c/o Arthur Webster 25688 NW Townley Indiahoma, OK 73552	Tax exempt	Support	2,000.00
Lawton Area Reading Council c/o Ashley Ghrayyeb, President 4411 NW Wolfcreek Blvd. Lawton, OK 73505	Public charity	Support special program	5,000.00
Lawton Arts & Humanities Council PO Box 1054 Lawton, OK 73502	Tax exempt	Support special program	3,000.00
Lawton Enhancement Trust Authority 103 SW 4th St. Lawton, OK 73501	Public charity	Park improvements	150,000.00
Lawton Philharmonic Society PO Box 1473 Lawton, OK 73502	Public charity	Support	22,276.80
Lawton Public Schools PO Box 1009 Lawton, OK 73502	Tax exempt	Support special program	25,000.00
Lawton Schubert Music Club 513 NW Arlington Lawton, OK 73501	Public charity	Music camp scholarships	1,200 00
Lawton Family YMCA 5 SW 5th St Lawton, OK 73501	Public charity	Capital improvements	375,632.00
Medicine Park Volunteer Fire Dept c/o David McCoy PO Box 244 Medicine Park, OK 73557	Tax exempt	Support	2,000.00
Meers Volunteer Fire Dept c/o Bill Cunningham 26167 State Hwy 115 Lawton, OK 73507	Tax exempt	Support	2,000 00

STATEMENT 15

THE MCMAHON FOUNDATION

March 31, 2012

Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Paradise Valley Volunteer Fire Dept c/o Dough Wright 6851 NW Meers Porter Hill Lawton, OK 73507	Tax exempt	Support	2,000 00
Porter Hill Volunteer Fire Dept c/o Clifford Nunley 612 NW Meers Porter Hill Elgin, OK 73538	Tax exempt	Support	2,000 00
Regional Food Bank of Oklahoma PO Box 270968 Oklahoma City, OK 73137-9068	Public charity	Support special program	7,500.00
Robert E Greiner School PO Box 45 Lawton, OK 73502	Public charity	Support	15,000.00
Salvation Army 1306 SW E Avenue Lawton, OK 73501	Public charity	Support	1,000.00
Sterling Volunteer Fire Department c/o Brian Lawson PO Box 188 Sterling, OK 73567	Tax exempt	Support	2,000 00
Teen Court, Inc. PO Box 1971 Lawton, OK 73502	Public charity	Support special program	3,000.00
Treasure Lake Job Corp 1111 Indianahoma Road Indianahoma, OK 73552	Tax exempt	Support	1,000.00
Wichita Mountain Estates VFD c/o Bob Martineau 218 Wichita Dr. Lawton, OK 73507	Tax exempt	Support	2,000.00
United Way of Lawton-Ft. Sill 1118 SW A Avenue Lawton, OK 73501	Public charity	Annual support	60,000 00
Total			<u>2,388,056.26</u>

THE MCMAHON FOUNDATION
March 31, 2012
Grants Contributions Approved for Future Payments

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Armed Services YMCA 201 SW 4th St. Lawton, OK 73501	Public charity	Purchase building	\$ 300,000.00
Cameron University 2800 W. Gore Blvd Lawton, OK 73505	Tax exempt	Capital improvements	20,000.00
Comanche County Memorial Hospital PO Box 129 Lawton, OK 73502	Tax exempt	Construction of new facility	1,000,000.00
Great Plains Technology Ctr Found 4500 W Lee Blvd Lawton, OK 73505	Public foundation 73-1108753	Scholarships	29,992 76
Museum of the Great Plains Authority 601 NW Ferris Avenue Lawton, OK 73507	Public charity	Remodel exhibition area	500,000.00
Medicine Park Museum of Natural Science PO Box 84 Medicine Park, OK 73557	Public charity	Construction of facility	500,000.00
University of Oklahoma Foundation 100 Timberdell Rd. Norman, OK 73019	Public foundation 73-6091755	Scholarships	35,000 00
Total			<u>2,384,992 76</u>

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF GAINS AND LOSSES ON SALES OF STOCKS AND BONDS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2012

	SHARES, PRINCIPAL, OR UNITS	COST	SALES PRICE	GAIN (LOSS)
STOCKS				
Ace, Ltd	2,250	\$ 121,334	\$ 146,343	\$ 25,009
American Express	6,600	181,622	294,510	112,888
Apple, Inc	1,075	375,876	395,988	20,112
Archer Daniel Midland	7,550	223,677	191,791	(31,886)
Carnival Corporation	350	10,723	10,639	(84)
Devon Energy Corporation	3,700	319,936	209,426	(110,510)
Disney	5,875	98,371	197,868	99,497
Ecolab, Inc	6,200	330,742	332,741	1,999
EMC Corporation	6,200	92,650	169,609	76,959
General Electric	18,400	291,777	272,771	(19,006)
General Motors	9,950	325,762	302,422	(23,340)
GDF Suez ADR	632	15,671	16,535	864
Google	540	250,503	274,281	23,778
Hess Corporation	1,950	106,074	157,051	50,977
Honeywell, Inc	4,875	216,378	207,020	(9,358)
Ingersoll-Rand	4,925	176,213	195,500	19,287
International Paper	9,375	230,032	243,053	13,021
Johnson Controls	5,750	237,244	161,689	(75,555)
J P Morgan Chase and Co	6,075	260,874	174,445	(86,429)
Kraft Foods, Inc	7,975	246,070	271,081	25,011
Mastercard	1,000	226,947	301,791	74,844
Metlife, Inc	7,000	296,607	189,661	(106,946)
Microsoft Corp	7,000	195,263	171,337	(23,926)
Morgan Stanley	12,175	354,399	209,094	(145,305)
National Oilwell Varco	4,300	185,357	282,776	97,419
News Corporation	20,100	340,150	315,901	(24,249)
Noble Corporation	3,250	112,558	127,734	15,176
Occidental Petroleum	1,950	205,997	158,173	(47,824)
Old Westbury Large Cap Strategies	23,955	273,934	235,000	(38,934)
Old Westbury Global Small Cap Fund	9,914	110,141	150,000	39,859
Pfizer	13,800	238,303	257,017	18,714
Precision Cast Parts Corp	1,175	171,441	170,808	(633)
Proctor & Gamble	4,225	285,883	258,655	(27,228)
Qualcomm, Inc	4,050	168,579	218,074	49,495
Stanley Black & Decker	2,825	201,436	159,933	(41,503)
St Jude Medical, Inc	8,600	331,562	350,903	19,341
Teva Pharmaceuticals	6,000	286,062	219,485	(66,577)
TD Ameritrade Holdings	12,200	254,147	204,460	(49,687)
Wal-Mart	4,400	218,153	233,000	14,847
Whirlpool	2,000	162,395	107,179	(55,216)

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF GAINS AND LOSSES ON SALES OF STOCKS AND BONDS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2012

	SHARES, PRINCIPAL, OR UNITS	COST	SALES PRICE	GAIN (LOSS)
CURRENCY FUNDS				
Hong Kong Dollar	109,333	14,041	14,083	42
Mexican Peso	62,198	4,588	4,795	207
Norwegian Crone	40,270	7,021	7,093	72
Singapore Dollar	11,167	8,776	8,854	78
South African Rand	2,780,168	387,750	337,846	(49,904)
BONDS				
USTN 3%, due 7/15/12	350,000	428,622	458,067	29,445
USTN 2 75%, due 11/30/16	2,725,000	2,773,772	2,912,094	138,322
USTB 06%, 5/3/12	2,260,000	2,259,410	2,259,323	(87)
FHLB 5%, due 9/14/12	855,000	866,161	884,930	18,769
Wyeth St NT 5 5%, due 2/1/14	200,000	214,806	218,744	3,938
		\$ 15,695,790	\$ 15,651,573	\$ (44,217)

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF UNITED STATES GOVERNMENT OBLIGATIONS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2012

	(1)	(1)	(2)	(2)	(2)	(7)	(3)		(3)		(6)	(4)
	Balance, March 31, 2011		Purchased			Discount (Premium)	Matured/Sold		Balance, March 31, 2012		Approximate Market Value	Interest Received Year Ended March 31,
	Principal	Cost	Principal	Cost		Amortization	Principal	Cost	Principal	Cost		2012
Treasury Notes and Bills												
USTB, 06%, 5/3/12			\$ 2,260,000	\$ 2,259,410			\$ 2,260,000	\$ 2,259,410			\$	350
USTN 2.75%, 12/31/17			2,682,000	2,910,069		(18,246)			\$ 2,682,000	\$ 2,891,823	\$ 2,903,479	18,439
USTN 3%, inflation indexed, 7/15/12	\$ 428,621	\$ 428,621					428,621	428,621				4,921
USTN 3.375%, inflation indexed, 4/15/32	558,225	558,225				\$ 16,340			574,565	574,565	874,651	19,121
	\$ 986,846	\$ 986,846	\$ 4,942,000	\$ 5,169,479	\$ (1,906)		\$ 2,688,621	\$ 2,688,031	\$ 3,256,565	\$ 3,466,388	\$ 3,778,130	\$ 42,831

Federal Home Loan Mortgage and Farm Credit

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INVESTMENTS SUPPORTING SCHEDULES
US GOVERNMENT OBLIGATIONS

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF CORPORATE AND GOVERNMENT BONDS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2012

	Balance, March 31, 2011		Purchased		Discount (Premium) Amortization	Matured		Balance, March 31, 2012		Approximate Market Value	Interest Received Year Ended March 31, 2012
	Principal	Cost	Principal	Cost		Principal	Cost	Principal	Cost		
Bank of America	\$ 200,000	\$ 199,838			\$ 40			\$ 200,000	\$ 199,879	\$ 207,152	\$ 9,000
Bank of New York Mellon	200,000	199,791			50			200,000	199,841	210,610	5,900
Bank of New York Mellon	192,000	200,729			(2,831)			192,000	197,898	205,603	8,256
Boeing Capital	200,000	201,669			(466)			200,000	201,203	213,158	6,500
Credit Suisse USA	200,000	210,282			(3,739)			200,000	206,543	211,166	10,250
Deutsche Bank	175,000	174,758			61			175,000	174,818	181,520	6,038
Eli Lilly & Co	200,000	209,302			(3,189)			200,000	206,113	213,230	8,400
Finova Capital	48,429	50,553						48,429	50,553	48	
General Electric	250,000	249,888			41			250,000	249,929	255,185	5,250
IBM			\$ 200,000	\$ 199,114	30			200,000	199,144	198,396	
JP Morgan Chase	150,000	157,087			(2,238)			150,000	154,849	159,903	6,975
KFW			200,000	199,258	25			200,000	199,283	199,136	
Maryland State	230,000	230,000						230,000	230,000	238,682	7,478
Medtronic	200,000	199,986			4			200,000	199,989	211,852	6,000
New York State	225,000	221,751			661			225,000	222,412	236,832	6,356
Norvartis Capital	200,000	199,232			188			200,000	199,420	213,116	5,800
PNC Funding	200,000	199,680			83			200,000	199,764	212,618	7,250
Province of Ontario	200,000	199,922			18			200,000	199,940	211,030	5,400
Shell International Finance	150,000	156,094			(2,031)			150,000	154,062	160,039	6,000
Tennessee Valley Authority	460,000	481,177			(9,076)			460,000	472,101	487,121	21,850
Texas Instruments			205,000	203,961	156			205,000	204,117	214,040	2,313
Wyeth	200,000	214,806				\$ 200,000	\$ 214,806	-	-		12,375
	\$ 3,880,429	\$ 3,956,544	\$ 605,000	\$ 602,333	\$ (22,214)	\$ 200,000	\$ 214,806	\$ 4,285,429	\$ 4,321,858	\$ 4,440,437	\$ 147,391

INVESTMENTS SUPPORTING SCHEDULES
CORPORATE AND GOVERNMENT BONDS

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS AND MUTUAL FUNDS FOR THE YEAR ENDED MARCH 31, 2012 (MODIFIED CASH BASIS)

	BALANCE MARCH 31, 2011		PURCHASED		SOLD		BALANCE MARCH 31, 2012		APPROXIMATE MARKET VALUE MARCH 31, 2012	DIVIDENDS RECEIVED YEAR ENDED MARCH 31, 2012
	SHARES	COST	SHARES	COST	SHARES	COST	SHARES	COST		
STOCKS AND MUTUAL FUNDS										
Abertus Infraestr ADR			4,325	\$ 34,429			4,325	\$ 34,429	\$ 36,762	
AB Foods, Ltd			4,100	71,229			4,100	71,229	79,921	\$ 728
Ace, Ltd	4,150	\$ 223,794	75	5,445	2,250	\$ 121,334	1,975	107,905	144,570	5,168
Accenture PLC			2,900	162,365			2,900	162,365	187,050	
Ainomoto, Inc			650	76,670			650	76,670	81,985	
Allianz Aktreniges ADR			4,350	46,064			4,350	46,064	51,830	
Akzo Nobel ADR			2,125	35,941			2,125	35,941	41,758	
American Express	6,600	181,622			6,600	181,622				2,241
Apple, Inc	825	292,592	250	83,284	1,075	375,876				2,416
Archer Daniel Midland	7,550	223,677			7,550	223,677				609
Barclays PLC			5,100	60,671			5,100	60,671	77,265	465
Barrick Gold Corp			2,650	128,935			2,650	128,935	115,222	1,072
BHP Billiton PLC			1,000	57,036			1,000	57,036	61,380	475
Carnival Corporation			2,250	68,935	350	10,723	1,900	58,212	60,952	
China Construction			6,500	94,088			6,500	94,088	100,464	
China Telecom			1,725	102,832			1,725	102,832	94,702	281
Comcast Corporation			2,825	62,634			2,825	62,634	84,778	643
ConocoPhillips			1,275	91,901			1,275	91,901	96,912	2,175
Century Link, Inc			2,100	79,850			2,100	79,850	81,165	236
CVS /Caremark, Corp			1,575	59,643			1,575	59,643	70,560	382
Detroit Energy Co			700	34,851			700	34,851	38,521	1,258
Deutsche Post Ag			3,650	54,718			3,650	54,718	70,163	
Devon Energy Corporation	3,700	319,936			3,700	319,936				
Disney	5,875	98,371			5,875	98,371				1,593
East Japan Rail ADR			10,475	106,369			10,475	106,369	110,532	
Ecolab, Inc			6,200	330,742	6,200	330,742				
Embraer SA ADR			1,350	43,483			1,350	43,483	43,173	
EMC Corporation	6,200	92,650			6,200	92,650				1,050
ENI SPA ADR			2,300	94,943			2,300	94,943	107,686	
Exelon Corp			2,000	81,966			2,000	81,966	78,420	
Fifth Avenue Global Offshore Fund	1,415	2,290,000			1,415	2,290,000			2,229,884	
Fifth Avenue Special Situations Fund	1,027	2,295,000			1,027	2,295,000			2,237,023	
Fifth Avenue Value Creation Fund	869	915,000					869	915,000	1,039,769	
First Energy, Corp			3,125	131,295			3,125	131,295	142,468	1,719
Freeport McMoran			1,275	47,678			1,275	47,678	48,501	300
General Dynamics Corp			750	49,807			750	49,807	55,035	200
General Electric	18,400	291,777			18,400	291,777				8,096
General Motors	5,600	190,243	4,350	135,519	9,950	325,762			464	
GDF Suez ADR			650	16,117	632	15,671	18	446		
Google	400	169,165	140	81,338	540	250,503				
Hess Corporation	1,950	106,074			1,950	106,074				

INVESTMENTS SUPPORTING SCHEDULES
CORPORATE STOCKS AND MUTUAL FUNDS

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS AND MUTUAL FUNDS FOR THE YEAR ENDED MARCH 31, 2012 (MODIFIED CASH BASIS)

	BALANCE MARCH 31, 2011		PURCHASED		SOLD		BALANCE MARCH 31, 2012		APPROXIMATE MARKET VALUE MARCH 31, 2012	DIVIDENDS RECEIVED YEAR ENDED MARCH 31, 2012
	SHARES	COST	SHARES	COST	SHARES	COST	SHARES	COST		
Honeywell, Inc	4,875	216,378			4,875	216,378			148,141	3,242
IBM			710	133,686			710	133,686		375
Imperial Royalties Co, Preferred	10	1					10	1		
Ingersoll-Rand	4,925	176,213			4,925	176,213				473
International Paper	9,375	230,032			9,375	230,032				7,383
Imperial Tobacco LT ADR			1,825	134,881			1,825	134,881	147,835	1,640
Itochu Corp ADR			3,700	78,587			3,700	78,587	81,196	
Johnson Controls			5,750	237,244			5,750	237,244		920
Johnson & Johnson			2,050	131,028			2,050	131,028	135,218	812
J P Morgan Chase and Co	6,075	260,874			6,075	260,874				4,556
Kraft Foods, Inc	7,975	246,070			7,975	246,070				5,909
Kon Ahold ADR			6,275	81,040			6,275	81,040	86,820	
Koh Philip Electric ADR			2,075	40,900			2,075	40,900	42,226	
Lowes			2,850	86,275			2,850	86,275	89,433	
Macy's, Inc			2,625	92,823			2,625	92,823	104,291	55
Magna International, Inc			1,475	60,000			1,475	60,000	70,416	515
Marathon Oil Corporation			3,000	87,327			3,000	87,327	95,100	510
Mastercard	1,000	226,947			1,000	226,947			84,822	304
McGraw Hill Companies			1,750	76,573			1,750	76,573	81,957	446
Merk KGAA ADR			2,225	73,787			2,225	73,787		
Methlife, Inc			7,000	296,607			7,000	296,607		
Microsoft Corp	11,675	325,670	600	19,440	7,000	296,607	5,275	149,847	170,145	7,006
Morgan Stanley	8,675	259,095	3,500	95,304	12,175	354,399				1,217
Munich RE Group ADR			14,275	180,699			14,275	180,699	214,910	
National Oilwell Varco	4,300	185,357			4,300	185,357				594
Newmont Mining Corporation			2,275	141,323			2,275	141,323	116,639	1,094
News Corporation	15,200	255,423	4,900	84,727	20,100	340,150				1,140
Noble Corporation			3,250	112,558			3,250	112,558		464
Nordea BK Sweden AB ADR			6,800	51,740			6,800	51,740	61,642	
Occidental Petroleum			1,950	205,997			1,950	205,997		1,438
Old Westbury Large Cap Strategies	476,435	5,449,618	524	4,555	23,955	273,934	453,004	5,180,239	4,493,802	69,350
Old Westbury Global Opportunity Fd	917,525	6,875,101	52,187	365,494			969,712	7,240,595	7,069,202	365,493
Old Westbury Global Real Estate Fund	211,076	241,002	158,601	183,992			369,677	410,814	347,496	12,040
Old Westbury Global Small Cap Fund	478,234	5,231,861	27,922	391,310	9,914	14,180 (14)	496,242	5,513,030	7,557,764	391,311
Old Westbury Private Equity Fund X	123,121	141,962	157,247	174,583	5,530	21,642	274,838	294,903	278,685	895
Old Westbury Private Equity Fund XI			37,167	48,989			37,167	48,989	34,379	
Old Westbury Real Return Fund	409,699	5,093,035	8,908	93,054			418,607	5,186,089	4,018,625	93,055
Pecos Royalty Syndicate	221	1					221	1		
Pfizer	13,800	238,303			13,800	238,303				8,280
Precision Cast Parts Corp	1,175	171,441			1,175	171,441				86
Proctor & Gamble	3,025	208,003	1,200	77,880	4,225	285,883				6,024
Qualcomm, Inc	4,050	168,579			4,050	168,579				1,924

INVESTMENTS SUPPORTING SCHEDULES
CORPORATE STOCKS AND MUTUAL FUNDS

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS AND MUTUAL FUNDS FOR THE YEAR ENDED MARCH 31, 2012 (MODIFIED CASH BASIS)

	BALANCE MARCH 31, 2011		PURCHASED		SOLD		BALANCE MARCH 31, 2012		APPROXIMATE MARKET VALUE MARCH 31, 2012	DIVIDENDS RECEIVED YEAR ENDED MARCH 31, 2012
	SHARES	COST	SHARES	COST	SHARES	COST	SHARES	COST		
Sanofi ADR			3,700	130,344			3,700	130,344	143,375	
Sinopec/China			950	103,207			950	103,207	103,284	
SK Telecom ADR			8,025	112,202			8,025	112,202	111,627	
SSE PLC			3,100	64,757			3,100	64,757	65,825	306
Stanley Black & Decker			2,825	201,436						1,158
St Jude Medical, Inc	8,600	331,562			8,600	331,562				3,864
Sumitomo Mitsui			24,200	148,220			24,200	148,220	160,688	
Suncorp Group			8,700	75,272			8,700	75,272	75,707	
Target Corporation			3,675	187,053			3,675	187,053	214,142	1,102
Teva Pharmaceuticals	4,300	202,730	5,775	257,748	6,000	286,062	4,075	174,416	183,619	3,181
TD Ameritrade Holdings	12,200	254,147			12,200	254,147				1,070
Tele 2 AB ADR			9,200	88,698			9,200	88,698	93,591	
TIM Participacoes SA			4,700	131,462			4,700	131,462	151,622	
Tokyo Gas, Ltd			1,825	80,028			1,825	80,028	86,488	
Total SA ADR			2,600	133,738			2,600	133,738	132,912	612
Unilever NV			1,550	49,752			1,550	49,752	52,746	378
United Health Group			1,475	70,402			1,475	70,402	86,936	325
Wal-Mart	4,400	218,153			4,400	218,153				1,606
Walters Cooperative Elevator	8	221					8	221		
Western Union			5,000	87,869			5,000	87,869	88,000	700
Wharf Holdings			4,800	46,676			4,800	46,676	52,180	
Whirlpool			2,000	162,395	2,000	162,395				1,000
Yum Brands, Inc			1,800	100,490			1,800	100,490	128,124	470
CURRENCY FUNDS										
Hong Kong Dollar	8,051,241	1,034,000			109,333	14,041	7,941,908	1,019,959	1,022,917	
Mexican Peso			4,580,244	337,846	62,198	4,588	4,518,046	333,258	350,600	
Norwegian Crone	2,965,512	517,000			40,270	7,021	2,925,242	509,979	512,502	
Singapore Dollar	822,353	646,250			11,167	8,776	811,186	637,474	644,892	
South African Rand	2,780,168	387,750			2,780,168	387,750				
	<u>17,425,789</u>	<u>\$ 37,482,680</u>	<u>5,283,500</u>	<u>\$ 8,942,776</u>	<u>3,268,832</u>	<u>\$ 9,188,841</u>	<u>19,440,457</u>	<u>\$ 37,236,615</u>	<u>\$ 37,661,436</u>	<u>\$ 1,035,430</u>

INVESTMENTS SUPPORTING SCHEDULES
CORPORATE STOCKS AND MUTUAL FUNDS