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 JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation: THE MCLAIN FAMILY FOUNDATION, INC.

A Employer identification number: 20-1865497

Number and street (or P O box number if mail is not delivered to street address): 3625 TUXEDO ROAD NW | Room/suite

B Telephone number: 404-968-8100

City or town, state, and ZIP code: ATLANTA, GA 30305

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 798,483.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	6,865.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		STATEMENT 1
	4 Dividends and interest from securities	21,108.	21,108.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-7,303.			
	b Gross sales price for all assets on line 6a 630,318.				
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	20,674.	21,112.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,635.	0.		1,635.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	643.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	11.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	2,289.	0.		1,635.
	25 Contributions, gifts, grants paid	93,333.			93,333.
	26 **Total expenses and disbursements.** Add lines 24 and 25	95,622.	0.		94,968.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-74,948.			
	b **Net investment income** (if negative, enter -0-)		21,112.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	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	75,440.	33,601.	33,601.
	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			
	b Investments - corporate stock STMT 6	430,691.	468,934.	493,848.
	c Investments - corporate bonds STMT 7	347,357.	276,005.	271,034.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	853,488.	778,540.	798,483.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	853,488.	778,540.	
	30 **Total net assets or fund balances**	853,488.	778,540.	
	31 **Total liabilities and net assets/fund balances**	853,488.	778,540.	

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	853,488.
2 Enter amount from Part I, line 27a	2	-74,948.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	778,540.
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	778,540.

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	ATTACHMENT #1	P	VARIOUS	VARIOUS
b	SCHWAB VALUE ADV FUND	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	424,634.		436,776.	-12,142.
b	200,845.		200,845.	0.
c	4,839.			4,839.
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				-12,142.
b				0.
c				4,839.
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	-7,303.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	109,218.	892,147.	.122422
2009	108,887.	963,740.	.112984
2008	142,263.	989,616.	.143756
2007	65,330.	877,708.	.074432
2006	49,016.	698,235.	.070200

2 **Total** of line 1, column (d)	2	.523794
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	.104759
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	800,017.
5 Multiply line 4 by line 3	5	83,809.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	211.
7 Add lines 5 and 6	7	84,020.
8 Enter qualifying distributions from Part XII, line 4	8	94,968.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	211.
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	211.
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	211.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 400.		
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	400.
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	189.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 189. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA, IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8	10	X	

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MICHAEL A. MCLAIN Telephone no. ▶ 404-968-8100

Located at ▶ 3625 TUXEDO ROAD NW, ATLANTA, GA ZIP+4 ▶ 30305

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

		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		X
	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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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	762,788.
b	Average of monthly cash balances		1b	49,412.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	812,200.
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	812,200.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	12,183.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	800,017.
6	**Minimum investment return.** Enter 5% of line 5		6	40,001.

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	40,001.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 211.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	211.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	39,790.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	39,790.
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	39,790.

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	94,968.
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	94,968.
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	211.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	94,757.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				39,790.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008 92,892.				
d From 2009 60,810.				
e From 2010 65,097.				
f **Total** of lines 3a through e	218,799.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 94,968.				
a Applied to 2010, but not more than line 2a			0.	
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				39,790.
e Remaining amount distributed out of corpus	55,178.			
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	273,977.			
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				0.
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	273,977.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008 92,892.				
c Excess from 2009 60,810.				
d Excess from 2010 65,097.				
e Excess from 2011 55,178.				

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

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

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

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

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

MICHAEL A. MCLAIN

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

MICHAEL A. MCLAIN, 404-968-8100
3625 TUXEDO ROAD NW, ATLANTA, GA 30305

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

INTENDED PURPOSE OF FUND

c Any submission deadlines:

NONE

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

NONE

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				
AFTD 290 KING OF PRUSSIA ROAD, SUITE 200 RADNOR, PA 19087	NONE	501(C)(3)	GENERAL PURPOSE	1,000.
AMERICAN INSTITUTE FOR CANCER RESEARCH 1759 R STREET NW WASHINGTON, DC 20009	NONE	501(C)(3)	GENERAL PURPOSE	100.
AMERICAN RED CROSS 2025 EAST STREET NW WASHINGTON, DC 20006	NONE	501(C)(3)	GENERAL PURPOSE	1,000.
ATLANTA BALLET 1695 MARIETTA BOULEVARD NW ATLANTA, GA 30318	NONE	501(C)(3)	GENERAL PURPOSE	155.
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVENUE NE ATLANTA, GA 30309	NONE	501(C)(3)	GENERAL PURPOSE	279.
Total SEE CONTINUATION SHEET(S)			▶ 3a	93,333.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ATLANTA COMMUNITY MINISTRIES 3525 PIEDMONT ROAD NE ATLANTA, GA 30305	NONE	501(C)(3)	GENERAL PURPOSE	5,750.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD NW ATLANTA, GA 30305	NONE	501(C)(3)	GENERAL PURPOSE	350.
ATLANTA YOUNG SINGERS OF CALLANWOLDE 980 BRIARCLIFF ROAD NE ATLANTA, GA 30306	NONE	501(C)(3)	GENERAL PURPOSE	500.
AUBURN ALUMNI ASSOCIATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501(C)(3)	GENERAL PURPOSE	205.
AUBURN TIGERS UNLIMITED FOUNDATION P.O. BOX 351 AUBURN, AL 36831	NONE	501(C)(3)	GENERAL PURPOSE	14,580.
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501(C)(3)	GENERAL PURPOSE	1,000.
AUBURN UNIVERSITY 415 WEST MAGNOLIA AVENUE, SUITE 516 AUBURN, AL 36849	NONE	501(C)(3)	COLLEGE OF BUSINESS	25,000.
BONEFISH & TARPON TRUST 24 DOCKSIDE LANE, PMB 83 KEY LARGO, FL 33037	NONE	501(C)(3)	GENERAL PURPOSE	1,000.
BROOKGREEN GARDENS 1931 BROOKGREEN DRIVE MURRELLS INLET, SC 29576	NONE	501(C)(3)	GENERAL PURPOSE	1,200.
BUCKNELL UNIVERSITY COOLEY HALL LEWISBURG, PA 17837	NONE	501(C)(3)	GENERAL PURPOSE	500.
Total from continuation sheets				90,799.

123631 08-03-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHRISTAMORE HOUSE GUILD 502 NORTH TREMONT STREET INDIANAPOLIS, IN 46222	NONE	501(C)(3)	GENERAL PURPOSE	20.
DUKE UNIVERSITY 502 OREGON STREET DURHAM, NC 27705	NONE	501(C)(3)	FUQUA ANNUAL FUND	1,000.
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	NONE	501(C)(3)	GENERAL PURPOSE	300.
FORWARD ARTS FOUNDATION 3130 SLATON DRIVE NW ATLANTA, GA 30305	NONE	501(C)(3)	GENERAL PURPOSE	450.
FRENCH HERITAGE SOCIETY 14 EAST 60TH STREET, SUITE 605 NEW YORK, NY 10022	NONE	501(C)(3)	GENERAL PURPOSE	6,610.
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENVILLE, SC 29613	NONE	501(C)(3)	GENERAL PURPOSE	1,000.
GIBBES MUSEUM OF ART 135 MEETING STREET CHARLESTON, SC 29401	NONE	501(C)(3)	GENERAL PURPOSE	600.
GOD'S LOVE 533 NORTH MAIN STREET HELENA, MT 59601	NONE	501(C)(3)	GENERAL PURPOSE	500.
GOOD FRIENDS P.O. BOX 150 MURRYSVILLE, PA 15668	NONE	501(C)(3)	GENERAL PURPOSE	250.
HIGH MUSEUM OF ART 1280 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	501(C)(3)	GENERAL PURPOSE	300.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HISTORICAL CHARLESTON FOUNDATION 40 EAST BAY STREET CHARLESTON, SC 29401	NONE	501(C)(3)	GENERAL PURPOSE	290.
INSTITUTE OF CLASSICAL ARCHITECTURE & ART 20 WEST 44TH STREET NEW YORK, NY 10036	NONE	501(C)(3)	GENERAL PURPOSE	200.
LST 3201 AIRPORT FREEWAY, SUITE 115 BEDFORD, TX 76021	NONE	501(C)(3)	GENERAL PURPOSE	20.
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE	501(C)(3)	GENERAL PURPOSE	100.
NATIONAL PARKINSON FOUNDATION 1501 NW 9TH AVENUE MIAMI, FL 33136	NONE	501(C)(3)	GENERAL PURPOSE	750.
NORTH CAROLINA COMMUNITY FOUNDATION 4601 SIX FORKS ROAD, SUITE 524 RALEIGH, NC 27609	NONE	501(C)(3)	LAN O'LOUGHLIN PERSONAL ACHIEVEMENT AWARD	100.
PARK TUDOR SCHOOL 7200 NORTH COLLEGE AVENUE INDIANAPOLIS, IN 46240	NONE	501(C)(3)	GENERAL PURPOSE	500.
PEACHTREE PRESBYTERIAN CHURCH 3434 ROSWELL ROAD NW ATLANTA, GA 30305	NONE	501(C)(3)	GENERAL PURPOSE	18,000.
PIEDMONT DRIVING CLUB 1215 PIEDMONT AVENUE NE ATLANTA, GA 30309	NONE	501(C)(3)	CHRISTMAS FUND	100.
PLANTERS GARDEN CLUB 710 EAST ROLLINS STREET ORLANDO, FL 32803	NONE	501(C)(3)	GENERAL PURPOSE	50.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PRESERVATION SOCIETY OF CHARLESTON 147 KING STREET CHARLESTON, SC 29401	NONE	501(C)(3)	GENERAL PURPOSE	250.
SMITH MEDICAL CLINIC P.O. BOX 990 PAWLEYS ISLAND, SC 29585	NONE	501(C)(3)	GENERAL PURPOSE	100.
ST. JUDE'S CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	501(C)(3)	GENERAL PURPOSE	75.
ST. MARGARET'S HOSPITAL GUILD 4270 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46208	NONE	501(C)(3)	GENERAL PURPOSE	100.
SUSAN G. KOMEN BREAST CANCER FOUNDATION 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE	501(C)(3)	GENERAL PURPOSE	100.
THE CITADEL 171 MOULTRIE STREET CHARLESTON, SC 29409	NONE	501(C)(3)	SCHOOL OF BUSINESS	200.
THE PRESERVATION SOCIETY OF NEWPORT COUNTY 424 BELLEVUE AVENUE NEWPORT, RI 02840	NONE	501(C)(3)	GENERAL PURPOSE	49.
THE SALVATION ARMY 615 SLATERS LANE, P.O. BOX 269 ALEXANDRIA, VA 22313	NONE	501(C)(3)	GENERAL PURPOSE	500.
USO P.O. BOX 96322 WASHINGTON, DC 20090	NONE	501(C)(3)	GENERAL PURPOSE	350.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE	501(C)(3)	PEABODY COLLEGE	5,000.
Total from continuation sheets				

123631 08-03-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VERMONT LAW SCHOOL CHELSEA STREET SOUTH ROYALTON, VT 05068	NONE	501(C)(3)	GENERAL PURPOSE	2,500.
YESHIVA UNIVERSITY 55 FIFTH AVENUE NEW YORK, NY 10003	NONE	501(C)(3)	BENJAMIN N. CARDOZO SCHOOL OF LAW	350.
Total from continuation sheets				

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
	(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			14	4.	
4 Dividends and interest from securities			14	21,108.	
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			18	-7,303.	
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.		13,809.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 13,809.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Michael A McLain | 8/6/12 | ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM C. LANKFORD		8/31/-		P00577880

Firm's name ▶ MOORE STEPHENS TILLER LLC — Firm's EIN ▶ 58-0673524

Firm's address ▶ 780 JOHNSON FERRY RD., STE. 325 ATLANTA, GA 30342 — Phone no. 404-256-1606

Form **990-PF** (2011)

123622 12-02-11

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE MCLAIN FAMILY FOUNDATION, INC.

Employer identification number

20-1865497

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE MCLAIN FAMILY FOUNDATION, INC.	20-1865497

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL AND JANE MCLAIN 3625 TUXEDO ROAD NW ATLANTA, GA 30305	$ 6,865.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE MCLAIN FAMILY FOUNDATION, INC.	20-1865497

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE MCLAIN FAMILY FOUNDATION, INC.	20-1865497

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
CHARLES SCHWAB	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	25,947.	4,839.	21,108.
TOTAL TO FM 990-PF, PART I, LN 4	25,947.	4,839.	21,108.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,635.	0.		1,635.
TO FORM 990-PF, PG 1, LN 16B	1,635.	0.		1,635.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	643.	0.		0.
TO FORM 990-PF, PG 1, LN 18	643.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	11.	0.		0.
TO FORM 990-PF, PG 1, LN 23	11.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DFA INTERNATIONAL SMALL CAP VALUE FUND	26,895.	24,126.
DFA INTERNATIONAL VALUE FUND	54,957.	50,908.
DFA US LARGE CAP VALUE	47,954.	51,787.
DFA US VECTOR EQUITY	45,064.	48,738.
HENNESSY FOCUS 30	25,717.	24,876.
HODGES SMALL CAP	33,955.	36,134.
ISHARES S&P 500 GROWTH INDEX	49,204.	52,413.
MARKETFIELD FUND	65,987.	79,067.
MATTHEWS ASIAN GROWTH AND INCOME	39,789.	40,234.
TOUCHSTONE SANDS CAPITAL	36,851.	42,834.
VANGUARD HIGH DIVIDEND YIELD INDEX	42,561.	42,731.
TOTAL TO FORM 990-PF, PART II, LINE 10B	468,934.	493,848.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RETURN BOND I	53,520.	53,404.
DRIEHAUS ACTIVE INCOME	57,326.	52,949.
GOLDMAN STRATEGIC INCOME FUND	56,100.	54,306.
PIMCO INVESTMENT GRADE CORP BOND	54,209.	55,467.
PIMCO TOTAL RETURN FUND	54,850.	54,908.
TOTAL TO FORM 990-PF, PART II, LINE 10C	276,005.	271,034.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 8

NAME OF CONTRIBUTOR	ADDRESS
MICHAEL AND JANE MCLAIN	3625 TUXEDO ROAD NW ATLANTA, GA 30305

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHAEL A. MCLAIN 3625 TUXEDO ROAD NW ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
JANE T. MCLAIN 3625 TUXEDO ROAD NW ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
MICHAEL A. MCLAIN, JR. 3625 TUXEDO ROAD NW ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
MATTHEW B. MCLAIN 3625 TUXEDO ROAD NW ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
JORDAN E. MCLAIN 3625 TUXEDO ROAD NW ATLANTA, GA 30305	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

charles SCHWAB

7079-4661 THE MCLAIN FAMILY
Charity Nonprof FOUNDATION INC
3625 TUXEDO RD NW

Total Known Realized Gain/(Loss) $/%
($12,142.54)/(2.78%)

Total Known Short-Term Gain/(Loss)
($13,562.03)

Total Known Long-Term Gain/(Loss)
$1,419.49

Total Known Proceeds
$424,633.71

Total Known Cost Basis
$436,776.25

Cost Basis - Realized Gain/(Loss) - Filtered by: From 07/01/2011 Through 06/30/2012 **Results: 31**

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term	Long Term	Total	Total %	Notes[1]
CISGX	TOUCHSTONE SANDS CAPITAL INSTL GROWTH FD	01/04/2012	11/10/2011	311 29500	$4,500 00	$4,517 12	($17 12)		($17 12)	(0 38%)	
⊟ DFIVX	DFA INTL VALUE PORTFOLIO	12/08/2011	Hide Lots	202.14200	$3,000 00	$3,363 28	($146 96)	($216 32)	($363 28)	(10 80%)	
		12/08/2011	07/23/2010	155 02200	$2,300 68	$2,507 60		($206 92)	($206 92)	(8 25%)	a
		12/08/2011	09/08/2010	6 53500	$96 99	$106 39		($9 40)	($9 40)	(8 84%)	a
		12/08/2011	12/09/2010	8 96200	$133 01	$161 04	($28 03)		($28 03)	(17 41%)	a
		12/08/2011	03/08/2011	4 53400	$67 29	$88 19	($20 90)		($20 90)	(23 70%)	
		12/08/2011	06/08/2011	27.08900	$402.03	$500 06	($98 03)		($98 03)	(19 60%)	
DFIVX	DFA INTL VALUE PORTFOLIO	01/04/2012	07/23/2010	232 49700	$3,500 00	$3,760 81		($260 81)	($260 81)	(6 93%)	
DFLVX	DFA U S LARGE CAP VALUE PORTFOLIO	12/08/2011	11/10/2011	213 48900	$4,000.00	$4,066 39	($66 39)		($66 39)	(1 63%)	
DFVEX	DFA US VECTOR EQUITY PORTFOLIO	12/08/2011	11/10/2011	300 19900	$3,000 00	$3,042 19	($42 19)		($42 19)	(1 39%)	
DFVEX	DFA US VECTOR EQUITY PORTFOLIO	01/04/2012	11/10/2011	386 16700	$4,000 00	$3,913 38	$86 62		$86 62	2 21%	
⊟ GSZIX	GOLDMAN SACHS STRATEGIC INCM FD INST	11/10/2011	Hide Lots	2,817 51800	$27,000 00	$28,407.81	($1 407 81)		($1,407 81)	(4 96%)	
		11/10/2011	04/27/2011	2,783 47200	$26,673 74	$28,064 25	($1 390 51)		($1,390 51)	(4 95%)	
		11/10/2011	04/29/2011	3 26500	$31 29	$32.98	($1 69)		($1 69)	(5 12%)	
		11/10/2011	05/31/2011	30 78100	$294 97	$310 58	($15 61)		($15 61)	(5 03%)	
GSZIX	GOLDMAN SACHS STRATEGIC INCM FD INST	12/09/2011	04/27/2011	527 31100	$5,000 00	$5,316.59	($316 59)		($316 59)	(5 95%)	
GSZIX	GOLDMAN SACHS STRATEGIC INCM FD INST	02/17/2012	04/27/2011	1,280 41200	$12,400 00	$12,909.71	($509 71)		($509 71)	(3 95%)	

ATTACHMENT #1

ATTACHMENT #1

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term	Long Term	Total	Total %	Notes[1]
HDPSX	HODGES SMALL CAP	02/17/2012	11/10/2011	390 01600	$5,000 00	$4,609 99	$390 01		$390 01	8 46%	
HIFTX	HENNESSY FOCUS 30 INST	01/04/2012	07/14/2011	315 54200	$4,000 00	$4,420.04	($420 04)		($420 04)	(9 50%)	
HIFTX	HENNESSY FOCUS 30 INST	11/10/2011	07/14/2011	1,062 85700	$13,000.00	$14,888 26	($1,888 26)		($1 888 26)	(12 68%)	
HSGFX	HUSSMAN STRATEGIC GROWTH	08/10/2011	07/28/2010	1,905 92200	$23,913 38	$25,056 35		($1,142 97)	($1 142 97)	(4 56%)	
⊟ HSGFX	HUSSMAN STRATEGIC GROWTH	02/15/2012	Hide Lots	1,905 92200	$22,736 71	$25,049 00		($2 312 29)	($2 312 29)	(9 23%)	
		02/15/2012	07/28/2010	1,897 35000	$22,634 45	$24,943 65		($2,309 20)	($2 309 20)	(9 26%)	a
		02/15/2012	12/31/2010	8 57200	$102 26	$105 35		($3 09)	($3 09)	(2 93%)	
IVW	ISHARES S&P 500 GROWTH S&P 500 GROWTH INDEX FD	12/09/2011	07/14/2011	60 00000	$4,050 32	$4,164 29	($113 97)		($113 97)	(2 74%)	
IWO	ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND	03/22/2012	07/14/2011	271 00000	$25,579 41	$25,623 03	($43 62)		($43 62)	(0 17%)	
IWO	ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND	11/10/2011	07/14/2011	150 00000	$12,490 06	$14,182 49	($1,692 43)		($1 692 43)	(11 93%)	
IWO	ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND	01/04/2012	07/14/2011	55 00000	$4,665 26	$5,200 24	($534 98)		($534 98)	(10 29%)	
LCMAX	DRIEHAUS ACTIVE INCM FD	02/17/2012	03/31/2011	1,294 89600	$13,700.00	$14,528 73	($828 73)		($828 73)	(5 70%)	
LCMAX	DRIEHAUS ACTIVE INCM FD	11/10/2011	03/31/2011	5,392 15700	$55,000 00	$60,500 00	($5,500 00)		($5,500 00)	(9 09%)	
LCMAX	DRIEHAUS ACTIVE INCM FD	01/04/2012	03/31/2011	407 55500	$4,100 00	$4,572 77	($472 77)		($472 77)	(10 34%)	
MACSX	MATTHEWS ASIAN GROWTH & INCOME FUND INV CLASS	02/17/2012	11/10/2011	757 48300	$12,400 00	$12,210 63	$189 37		$189 37	1 55%	
MFLDX	MARKETFIELD FD	12/09/2011	12/28/2009	181 42200	$2,500.00	$2,160 74		$339 26	$339 26	15 70%	
⊟ MFLDX	MARKETFIELD FD	11/10/2011	Hide Lots	4,246 87700	$57,800 00	$53,097 78	$0 01	$4,702 21	$4,702 22	8 86%	
		11/10/2011	12/28/2009	251 05800	$3,416 90	$2,990 10		$426 80	$426 80	14 27%	a
		11/10/2011	07/28/2010	3,987 24100	$54,266 35	$50,000 00		$4,266 35	$4,266 35	8 53%	a
		11/10/2011	07/28/2010	8 47000	$115 28	$106 22		$9 06	$9 06	8 53%	a
		11/10/2011	12/29/2010	0 10800	$1 47	$1 46	$0 01		$0 01	0 68%	a
MFLDX	MARKETFIELD FD	12/08/2011	12/28/2009	219 29800	$3,000 00	$2,611.84		$388 16	$388 16	14 86%	
PIGIX	PIMCO INVESTMENT GRADE CORP BD INSTL	01/04/2012	11/10/2011	341.08500	$3,500 00	$3,630 18	($130 18)		($130 18)	(3 59%)	

ATTACHMENT #1

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term	Long Term	Total	Total %	Notes[1]
PIGIX	PIMCO INVESTMENT GRADE CORP BD INSTL	02/17/2012	11/10/2011	1,144.47600	$12,100 00	$12,180 70	($80 70)		($80 70)	(0 66%)	
PTTRX	PIMCO TOTAL RETURN FUND INSTL CL	02/17/2012	07/28/2010	1,065.82500	$11,800 00	$12,100.14		($300 14)	($300 14)	(2 48%)	
⊟ PTTRX	PIMCO TOTAL RETURN FUND INSTL CL	11/10/2011	Hide Lots	3,123 96700	$34,000.00	$35,487 47	($15 59)	($1,471 88)	($1 487 47)	(4 19%)	
		11/10/2011	07/28/2010	3,026 27800	$32,936 80	$34,356 84		($1 420 04)	($1 420 04)	(4 13%)	a
		11/10/2011	07/30/2010	3 15900	$34 38	$36 01		($1 63)	($1 63)	(4 53%)	a
		11/10/2011	08/31/2010	21 87900	$238 12	$252 48		($14 36)	($14 36)	(5 69%)	a
		11/10/2011	09/30/2010	22 40900	$243 89	$259 95		($16 06)	($16 06)	(6 18%)	a
		11/10/2011	10/29/2010	24 53600	$267 04	$286 83		($19 79)	($19 79)	(6 90%)	a
		11/10/2011	11/30/2010	25 70600	$279 77	$295 36	($15 59)		($15 59)	(5 28%)	a
PTTRX	PIMCO TOTAL RETURN FUND INSTL CL	12/09/2011	07/28/2010	463 10000	$5,000 00	$5,257 50		($257 50)	($257 50)	(4 90%)	
VWO	VANGUARD MSCI EMERGING MARKETS ETF	02/14/2012	05/04/2010	639 00000	$27,898 57	$25,946 80		$1,951 77	$1,951 77	7 52%	

Disclosures

The Realized Gain/Loss page provides summary information of closed transactions Not all closed transactions appear on this page

We calculate cost basis using data that you or your client have provided to us or that we have obtained from market data supplied by third party sources We may also display cost basis data that we have not calculated but that has been supplied by *you or your client, a prior custodian or another third party source* Because the accuracy of cost basis data depends upon these third party inputs we are not able to guarantee the availability, accuracy or completeness of such cost basis data.

Only covered transactions will be reported to the IRS Schwab does not provide tax or legal advice Please have your clients consult with a tax advisor regarding their specific tax situation

Footnotes apply where indicated on the data view.

Missing: Indicates cost basis has not been provided for this security.

Not Tracked: Indicates original cost basis is not available.

1 a Data for this holding has been edited or provided by the Advisor.
e Data for this holding has been edited or provided by the end client
t Data for this holding has been edited or provided by a third party.
w Cost Basis adjusted due to a wash sale

3 Cost Basis for fixed income securities is now adjusted to *reflect amortized/accreted values Click the acquired/opened date to view original cost in the Details page* Note Some securities, including variable rate/term instruments and mortgage backed securities, may only reflect original cost even when the amortization/accretion preference is on.

8 Total excludes *missing cost basis information*, or values not tracked by Schwab

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