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 July 1 **, 2011, and ending** June 30 **, 20**12

Name of foundation: McClelland Foundation

A Employer identification number: 38-3568733

Number and street (or P O box number if mail is not delivered to street address): 1111 W. Long Lake Road

Room/suite: 202

B Telephone number (see instructions): 248/641-9955

City or town, state, and ZIP code: Troy, MI 48098

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: ☐ 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)* ▶ $ 2,679,941

J Accounting method: ☒ 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) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,160	3,160		
	4	Dividends and interest from securities	35,437	35,437		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	13,338			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		13,338		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	51,935	51,935	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,032	3,032	3,032	
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	15,886	15,886	15,886	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	15	15	15	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) Priority mail	5	5	5	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,938	18,938	18,938	0
	25	Contributions, gifts, grants paid	126,000			126,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	144,938	18,938	18,938	126,000
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(93,003)			
	b	**Net investment income** (if negative, enter -0-)		32,997		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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ISA **For Paperwork Reduction Act Notice, see instructions.**

9

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	10,742	175,660	175,660
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	2,219,909	1,961,937	2,504,281
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,230,651	2,137,597	2,679,941
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,230,651	2,137,597	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,230,651	2,137,597	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,230,651
2	Enter amount from Part I, line 27a	2	(93,003)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,137,648
5	Decreases not included in line 2 (itemize) ▶ Miscellaneous adjustments	5	51
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,137,597

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Exhibit 1.	P		
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	183,893		170,555	13,338
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	13,338
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	124,000	2,487,149	0.0499
2009	116,000	2,384,235	0.0487
2008	99,000	2,028,316	0.0488
2007	115,500	2,355,296	0.0490
2006	115,500	2,586,642	0.0447

2	**Total** of line 1, column (d)	2	0.2411
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04822
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,598,768
5	Multiply line 4 by line 3	5	125,313
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	330
7	Add lines 5 and 6	7	125,643
8	Enter qualifying distributions from Part XII, line 4	8	126,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. __________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	330
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	
3	Add lines 1 and 2			3	330
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	330
6	Credits/Payments.				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	572		
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	572
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	242
11	Enter the amount of line 10 to be· **Credited to 2012 estimated tax** ▶ 242 **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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
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?	4b	N/	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5	N/	A
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) ▶ Michigan			
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*	10		X

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

			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 ▶ R. Keith Stark Telephone no. ▶ 248/641-9955

Located at ▶ 1111 W. Long Lake Rd., #202, Troy, MI ZIP+4 ▶ 48098

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

			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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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 ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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)*

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . **6b** No: 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? . **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James F. McClelland 4733 Fulton NW Washington DC 20007	Pres/Director Very little	0		
Pamela K. McClelland 5401 Macomb NW, Washington DC 20015	Vice Pres/Dir Very little	0		
R. Keith Stark 1111 W Long Lake Rd #202, Troy, MI 48098	Sec/Treas/Dir Very little	0		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		

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

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 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See 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	2,338,863
b	Average of monthly cash balances	1b	299,480
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,638,343
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,638,343
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	39,575
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,598,768
6	**Minimum investment return.** Enter 5% of line 5	6	129,938

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	129,938
2a	Tax on investment income for 2011 from Part VI, line 5	2a	330		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	330
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	129,608
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	129,608
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	129,608

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	126,000
b	Program-related investments—total from Part IX-B	1b	
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	126,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	126,000

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					129,608
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only					
b	Total for prior years 20___ , 20___ , 20___					
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	3,255				
b	From 2007					
c	From 2008					
d	From 2009					
e	From 2010					
f	**Total** of lines 3a through e		3,255			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 126,000					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					126,000
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		3,255			3,255
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
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 instructions				0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					353
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
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					

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

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

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

		Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .					0
b	85% of line 2a	0	0	0	0	0
c	Qualifying distributions from Part XII, line 4 for each year listed					0
d	Amounts included in line 2c not used directly for active conduct of exempt activities					0
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter (1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0

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))

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

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Groton School P.O. Box 991 Groton, MA 01450-0991		501(c)(3)	To support public charity	70,000
The Masters School 49 Clinton Avenue Dobbs Ferry, NY 10522		501(c)(3)	To support public charity	10,000
Huron Mountain Wildlife Foundation 5075 Warren Road Ann Arbor, MI 48105		501(c)(3)	To support public charity	25,000
National Wildlife Refuge Association 5335 Wisconsin Ave NW, Suite 521 Washington, DC 20015		501(c)(3)	To support public charity	15,000
Focus Hope 1355 Oakland Boulevard Detroit, Michigan 48238		501(c)(3)	To support public charity	2,000
The Kellermann Foundation P.O. Box 832809 Richardson, TX 75083-2809		501(c)(3)	To support public charity	3,000
Resources First Foundation 189 Main St, Yarmouth, ME 04096		501(c)(3)	To support public charity	1,000
Total			▶ **3a**	126,000
b *Approved for future payment*				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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		0	0

13 Total. Add line 12, columns (b), (d), and (e) 13 0

(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) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee R. Keith Stark

Date 8/9/12

Title Sec/Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
R. Keith Stark		8/9/12		P01436173

Firm's name ▶ Stark Reagan, P.C., 1111 W. Long Lake

Firm's EIN ▶ 38-2016115

Firm's address ▶ Suite 202, Troy, MI 48098

Phone no 248/641-9955

EXHIBITS TO 990-PF – RETURN OF PRIVATE FOUNDATION
McCLELLAND FOUNDATION
TAX YEAR BEGINNING JULY 1, 2011 AND ENDING JUNE 30, 2012

1. Investment Review year ended June 30, 2011 (Part II)
2. Investment Review year ended June 30, 2012 (Part II)
3. Capital gains schedule (Part IV)

For the Account of: ***MCCLELLAND FOUNDATION***
COMERICA #6815850034

McMillan Office, Inc. – Detroit

Account Number: ***23 00 0345 0 01***
Date: ***JUNE 30, 2011***

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
CASH									
INCOME CASH		1,920 57					0 1		1,920 57
PRINCIPAL CASH		8,821 77					0 3		8,821 77
TOTAL CASH		**10,742.34**					**0.4**		**10,742.34**
CASH EQUIVALENTS									
MONEY MARKET FUNDS									
RBC BANK DEPOSIT PROGRAM-I	117,002.93	117,002.93		105	0 1	0 1	4 6	1 000	117,002 93
RBC BANK DEPOSIT PROGRAM-P	241,000	241,000 00		217	0 1	0 1	9 4	1.000	241,000.00
TOTAL MONEY MARKET FUNDS		**358,002.93**		**322**	**0.1**	**0.1**	**14.0**		**358,002.93**
TOTAL CASH EQUIVALENTS		**358,002.93**		**322**	**0.1**	**0.1**	**14.0**		**358,002.93**
FIXED INCOME SECURITIES									
TAX EXEMPT MICHIGAN									
MATURITY (0 - 5 YRS)									
OSCEOLA CTY MI BLG AUTH LT 4 85% 11/1/15 C 5/10	30,000	30,373 21	2 3	1,455	4 8	4 8	1 2	100 793	30,237 90
TOTAL FIXED INCOME SECURITIES		**30,373.21**		**1,455**	**4.8**	**4.8**	**1.2**		**30,237.90**

For the Account of: *MCCLELLAND FOUNDATION*
COMERICA #6815850034

Account Number: *23 00 0345 0 01*
Date: *JUNE 30, 2011*

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
EQUITIES									
COMMON STOCK									
BASIC MATERIALS-CHEMICAL									
DOW CHEM CO	700	375 97		700	0 0	2 8	1 0	36 000	25,200 00
CAPITAL GOODS-ELECTRICAL EQUIP									
GENERAL ELECTRIC CO	7,000	223,265 12		4,200	1 9	3 2	5.1	18 860	132,020 00
COMMON STK FD-TECHNOLOGY INDEX									
POWERSHARES QQQ TRUST UNIT SERIES 1	10,000	381,407 00		4,180	1 1	0 7	22 2	57 050	570,500.00
CONSUMER CYCLICALS-PUBLISHING									
THE MCGRAW-HILL COS INC	1,000	53,984 40		1,000	1 9	2 4	1 6	41 910	41,910 00
CONSUMER STAPLES-BEVERAGE									
CONSTELLATION BRANDS INC	1,600	39,500 76		0	0 0	0 0	1 3	20 820	33,312.00
CONSUMER STAPLES-FOOD/DRUG RET									
WALGREEN CO	1,000	45,597 00		700	1.5	1 7	1 7	42 460	42,460 00
CONSUMER STAPLES-ENTERTAIN/REC									
WYNDHAM WORLDWIDE CORP	1,000	31,177.40		600	1 9	1 8	1.3	33.650	33,650 00
ENERGY-PETROLEUM									
EXXON MOBIL CORP	3,000	136,397.71		5,640	4 1	2 3	9 5	81 380	244,140.00

For the Account of: ***MCCLELLAND FOUNDATION***
COMERICA #6815850034

Account Number: ***23 00 0345 0 01***
Date: ***JUNE 30, 2011***

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
FINANCIAL- SERVICES									
AMERICAN EXPRESS CO	3,000	142,144 56		2,160	1 5	1.4	6.0	51 700	155,100 00
DISCOVER FINANCIAL SERVICES	1,000	22,457.80		240	1 1	0 9	1 0	26 750	26,750 00
TOTAL FINANCIAL- SERVICES		**164,602.36**		**2,400**	**1.5**	**1.3**	**7.1**		**181,850.00**
HEALTH CARE-PHARMACEUTICALS									
CEPHALON INC	600	34,444 20		0	0 0	0 0	1 9	79 900	47,940 00
PFIZER INC	994	17,554 16		795	4 5	3 9	0 8	20 600	20,476.40
TOTAL HEALTH CARE-PHARMACEUTICALS		**51,998.36**		**795**	**1.5**	**1.2**	**2.7**		**68,416.40**
HEALTH CARE-MEDICAL SUPPLIES									
JOHNSON & JOHNSON	2,600	132,890.75		5,928	4 5	3 4	6.7	66 520	172,952 00
TECHNOLOGY-COMPUTER & PERIPH									
APPLE INC	100	33,036 48		0	0 0	0 0	1 3	335 670	33,567.00
CISCO SYSTEMS INC	2,000	46,144 00		480	1 0	1 5	1 2	15 610	31,220 00
EMC CORP	3,600	52,817 00		0	0.0	0 0	3 9	27 550	99,180 00
TEXAS INSTRUMENTS INC	1,000	26,344 60		520	2 0	1 6	1.3	32 830	32,830 00
TOTAL TECHNOLOGY-COMPUTER & PERIPH		**158,342.08**		**1,000**	**0.6**	**0.5**	**7.7**		**196,797.00**
TECHNOLOGY-COMPUTER SOFTWARE									
GOOGLE INC	250	128,665 67		0	0 0	0 0	4 9	506 380	126,595 00
MICROSOFT CORP	5,600	122,989 57		3,584	2 9	2 5	5 7	26 000	145,600 00

For the Account of: *MCCLELLAND FOUNDATION*
COMERICA #6815850034

Account Number: *23 00 0345 0 01*
Date: *JUNE 30, 2011*

McMillan Office, Inc. – Detroit

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
ORACLE CORP	2,000	34,881.20		480	1.4	0.7	2 6	32 910	65,820 00
TOTAL TECHNOLOGY-COMPUTER SOFTWARE		**286,536.44**		**4,064**	**1.4**	**1.2**	**13.2**		**338,015.00**
TECHNOLOGY-INTERNET									
YAHOO INC	2,000	51,990 50		0	0 0	0 0	1 2	15.040	30,080.00
ZORAN CORP	5,000	50,952.00		0	0 0	0 0	1 6	8 400	42,000 00
TOTAL TECHNOLOGY-INTERNET		**102,942.50**		**0**	**0.0**	**0.0**	**2.8**		**72,080.00**
TECHNOLOGY-SEMICONDUCTOR									
FLEXTRONICS INTL LTD ORD	2,000	22,515 00		0	0 0	0 0	0.5	6 420	12,840 00
TOTAL COMMON STOCK		**1,831,532.85**		**31,207**	**1.7**	**1.4**	**84.4**		**2,166,142.40**
TOTAL EQUITIES		**1,831,532.85**		**31,207**	**1.7**	**1.4**	**84.4**		**2,166,142.40**
SUB-TOTALS		**2,230,651.33**		**32,984**	**1.5**	**1.3**	**100.0**		**2,565,125.57**
ACCRUED INTEREST									238 46
EX-DIVIDENDS									2,973 00
GRAND TOTALS		**2,230,651.33**		**32,984**	**1.5**	**1.3**	**100.0**		**2,568,337.03**

For the Account of: ***MCCLELLAND FOUNDATION***
RBC #350–95999

Account Number: *23 00 0345 0 01*
Date: *JUNE 30, 2012*

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BY:

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
CASH									
INCOME CASH		-3 39					0.0		-3 39
PRINCIPAL CASH		3 39					0 0		3.39
TOTAL CASH		**0.00**					**0.0**		**0.00**
CASH EQUIVALENTS									
MONEY MARKET FUNDS									
RBC BANK DEPOSIT PROGRAM-I	138,555 36	138,555 36		14	0.0	0 0	5.2	1.000	138,555.36
RBC BANK DEPOSIT PROGRAM-P	37,104 45	37,104 45		4	0 0	0 0	1 4	1 000	37,104 45
TOTAL MONEY MARKET FUNDS		**175,659.81**		**18**	**0.0**	**0.0**	**6.6**		**175,659.81**
TOTAL CASH EQUIVALENTS		**175,659.81**		**18**	**0.0**	**0.0**	**6.6**		**175,659.81**
FIXED INCOME SECURITIES									
TAX EXEMPT MICHIGAN									
MATURITY (0 - 5 YRS)									
OSCEOLA CTY MI BLG AUTH LT 4 85% 11/1/15 C 5/10	30,000	30,297 80	1 9	1,455	4 8	4 8	1 1	100 933	30,279 90
TAXABLE MUNICIPAL BOND									
MATURITY (0 - 5 YRS)									
WAYNE CTY MI TAXABLE LT 5% 9/15/13 SF3/15/12	21,000	21,220 93	4 2	1,050	4 9	5 0	0 8	100 312	21,065 52

For the Account of: ***MCCLELLAND FOUNDATION***
RBC #350–95999

Account Number: ***23 00 0345 0 01***
Date: ***JUNE 30, 2012***

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
MATURITY (10 YRS & UP)									
JOSEPHINE CTY OR TAXABLE MUN 6 25% 6/1/24 C 2/12	50,000	50,199 61	6 2	3,125	6 2	6 3	1.9	100 000	50,000 00
TOTAL TAXABLE MUNICIPAL BOND		**71,420.54**	**5.6**	**4,175**	**5.8**	**5.9**	**2.7**		**71,065.52**
TOTAL FIXED INCOME SECURITIES		**101,718.34**		**5,630**	**5.5**	**5.6**	**3.8**		**101,345.42**
EQUITIES									
COMMON STOCK									
BASIC MATERIALS–CHEMICAL									
DOW CHEM CO	700	375 97		896	0 0	4 1	0.8	31.500	22,050 00
CAPITAL GOODS–ELECTRICAL EQUIP									
EMERSON ELECTRIC CO	800	33,073 36		1,280	3 9	3 4	1 4	46 580	37,264 00
GENERAL ELECTRIC CO	7,000	223,265 12		4,760	2 1	3 3	5 5	20.840	145,880 00
TOTAL CAPITAL GOODS–ELECTRICAL EQUIP		**256,338.48**		**6,040**	**2.4**	**3.3**	**6.8**		**183,144.00**
CAPITAL GOODS–MACHINE INDUSTRY									
CATERPILLAR INC DEL	500	44,187 80		1,040	2.4	2 5	1 6	84 910	42,455 00
COMMON STK FD–TECHNOLOGY INDEX									
POWERSHARES QQQ TRUST UNIT SERIES 1	10,000	381,407 00		5,210	1 4	0 8	24 0	64 160	641,600 00
CONSUMER STAPLES–BEVERAGE									
CONSTELLATION BRANDS INC	1,600	39,500 76		0	0.0	0 0	1 6	27.060	43,296 00

For the Account of: ***MCCLELLAND FOUNDATION***
RBC #350-95999

McMillan Office, Inc. – Detroit

Account Number: ***23 00 0345 0 01***
Date: ***JUNE 30, 2012***

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
CONSUMER STAPLES-FOOD/DRUG RET									
WALGREEN CO	1,000	45,597 00		1,100	2 4	3 7	1.1	29 580	29,580 00
CONSUMER STAPLES-ENTERTAIN/REC									
WYNDHAM WORLDWIDE CORP	1,000	31,177 40		920	3.0	1 7	2.0	52.740	52,740 00
ENERGY-PETROLEUM									
APACHE CORP	600	49,555 20		408	0 8	0 8	2 0	87 890	52,734 00
EXXON MOBIL CORP	3,000	136,397 71		6,840	5 0	2.7	9.6	85 570	256,710 00
TOTAL ENERGY-PETROLEUM		**185,952.91**		**7,248**	**3.9**	**2.3**	**11.6**		**309,444.00**
FINANCIAL- SERVICES									
AMERICAN EXPRESS CO	3,000	142,144 56		2,400	1 7	1 4	6 5	58 210	174,630.00
DISCOVER FINANCIAL SERVICES	1,000	22,457 80		400	1 8	1 2	1 3	34 580	34,580.00
TOTAL FINANCIAL- SERVICES		**164,602.36**		**2,800**	**1.7**	**1.3**	**7.8**		**209,210.00**
HEALTH CARE-PHARMACEUTICALS									
PFIZER INC	994	17,554 16		875	5 0	3 8	0 9	23 000	22,862.00
HEALTH CARE-MEDICAL SUPPLIES									
JOHNSON & JOHNSON	2,600	132,890 75		6,344	4 8	3.6	6 6	67.560	175,656.00
TECHNOLOGY-COMPUTER & PERIPH									
APPLE INC	100	33,036 48		0	0 0	0 0	2 2	584 000	58,400.00
CISCO SYSTEMS INC	2,000	46,144.00		640	1 4	1 9	1 3	17.170	34,340 00
EMC CORP	4,600	73,054 40		0	0 0	0 0	4 4	25 630	117,898.00

For the Account of: *MCCLELLAND FOUNDATION*
RBC #350-95999

Account Number: *23 00 0345 0 01*
Date: *JUNE 30, 2012*

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
TEXAS INSTRUMENTS INC	1,000	26,344.60		680	2 6	2 4	1 1	28 690	28,690 00
TOTAL TECHNOLOGY-COMPUTER & PERIPH		**178,579.48**		**1,320**	**0.7**	**0.6**	**8.9**		**239,328.00**
TECHNOLOGY-COMPUTER SOFTWARE									
MAGIC SOFTWARE ENTERPRISES LTD	5,000	27,796 10		0	0 0	0 0	1 0	5 550	27,750 00
MICROSOFT CORP	5,600	122,989 57		4,480	3 6	2 6	6 4	30 590	171,304 00
ORACLE CORP	1,000	17,440 60		240	1 4	0 8	1 1	29 700	29,700 00
TOTAL TECHNOLOGY-COMPUTER SOFTWARE		**168,226.27**		**4,720**	**2.8**	**2.1**	**8.5**		**228,754.00**
TECHNOLOGY-INTERNET									
CSR PLC	736	10,657 28		194	1 8	1.9	0 4	13 720	10,097.92
GOOGLE INC	250	128,665 67		0	0 0	0 0	5 4	580 070	145,017 50
YAHOO INC	2,000	51,990 50		0	0 0	0 0	1 2	15 830	31,660 00
TOTAL TECHNOLOGY-INTERNET		**191,313.45**		**194**	**0.1**	**0.1**	**7.0**		**186,775.42**
TECHNOLOGY-SEMICONDUCTOR									
FLEXTRONICS INTL LTD ORD	2,000	22,515 00		0	0 0	0 0	0 5	6.200	12,400 00
TOTAL COMMON STOCK		**1,860,218.79**		**38,707**	**2.1**	**1.6**	**89.6**		**2,399,294.42**
TOTAL EQUITIES		**1,860,218.79**		**38,707**	**2.1**	**1.6**	**89.6**		**2,399,294.42**
SUB-TOTALS		**2,137,596.94**		**44,355**	**2.1**	**1.7**	**100.0**		**2,676,299.65**
ACCRUED INTEREST									796.45
EX-DIVIDENDS									2,845 00

For the Account of: *MCCLELLAND FOUNDATION*
RBC #350-95999

Account Number: *23 00 0345 0 01*
Date: *JUNE 30, 2012*

McMillan Office, Inc. – Detroit

Portfolio Investment Review

Asset Description	Shares or Par Value	Cost Value	Yield to Maturity	Projected Annual Income	YLD on Cost	YLD on MKT	% of Acct at Market	Current Unit Value	Current Market Value
GRAND TOTALS		2,137,596.94		44,355	2.1	1.7	100.0		2,679,941.10

McClelland Foundation
EIN 38-3568733

Attachment to Form 990-PF for year ended June 30, 2012

Part IV Capital gains and losses - for'Tax on Investment Income

Short term

(a) Description of Property	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price	(e) Cost or other basis	(f) Gain or (loss) for the entire year
.25 CSR PLC	09/01/11	02/07/12	4	4	0
1000 Spreadtrum Communications	07/22/11	01/11/12	17,346	15,296	2,050
9000 Wayne Cty 5% 9/15/13	08/18/11	03/16/12	9,000	9,095	(95)
5000 Zoran Corporation	05/04/11	02/06/12	31,300	40,291	(8,991)
			57,650	64,686	(7,036)

Long term

(a) Description of Property	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price	(e) Cost or other basis	(f) Gain or (loss) for the entire year
600 Cephalon Inc.	06/17/09	10/14/11	48,900	34,444	14,456
1000 McGraw-Hill	105/07	09/19/11	44,661	53,984	(9,323)
1000 Oracle Corp.	01/12/07	10/25/11	32,682	17,441	15,241
			126,243	105,869	20,374
Combined Total Net Capital Gain/Loss			**183,893**	**170,555**	**13,338**