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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 7/01, 2011, and ending 6/30, 2012

GLEN & ELLEN MCLAUGHLIN FOUNDATION
155 EL PINAR
LOS GATOS, CA 95032-1147

A Employer identification number
77-0388864

B Telephone number (see the instructions)
408-871-0251

C If exemption application is pending, check here

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

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

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

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 564,833.

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

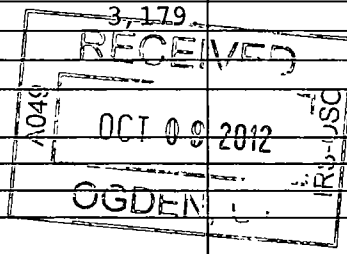
Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	16,827.	16,827.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	10,550.			
b Gross sales price for all assets on line 6a	132,674.			
7 Capital gain net income (from Part IV, line 2)		10,550.		
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/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	122.	122.		
12 Total. Add lines 1 through 11	27,499.	27,499.	0.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	5,236.			2,618.
c Other prof fees (attach sch) SEE ST 3	3,179.	3,179.		
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 4	516.			30.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	125.			125.
24 Total operating and administrative expenses. Add lines 13 through 23	9,056.	3,179.		2,773.
25 Contributions, gifts, grants paid PART XV	39,560.			39,560.
26 Total expenses and disbursements. Add lines 24 and 25	48,616.	3,179.	0.	42,333.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-21,117.			
b Net investment income (if negative, enter -0-)		24,320.		
c Adjusted net income (if negative, enter -0-)			0.	

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ADMINISTRATIVE OPERATING AND EXPENSES



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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			
	2 Savings and temporary cash investments	66,255.	45,388.	45,388.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	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) STATEMENT 6	493,586.	493,822.	519,055.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 7)	876.	390.	390.	
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	560,717.	539,600.	564,833.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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. <input checked="" type="checkbox"/>			
	24 Unrestricted	560,717.	539,600.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	560,717.	539,600.		
31 Total liabilities and net assets/fund balances (see instructions)	560,717.	539,600.		

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	560,717.
2 Enter amount from Part I, line 27a	2	-21,117.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	539,600.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	539,600.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 8			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	10,550.
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	0.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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 (column (b) divided by column (c))
2010	47,258.	614,857.	0.076860
2009	56,959.	587,037.	0.097028
2008	62,821.	633,849.	0.099110
2007	72,288.	808,859.	0.089370
2006	77,715.	754,741.	0.102969

2 Total of line 1, column (d)	2	0.465337
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	0.093067
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	569,917.
5 Multiply line 4 by line 3	5	53,040.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	243.
7 Add lines 5 and 6	7	53,283.
8 Enter qualifying distributions from Part XII, line 4	8	42,333.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	486.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	486.
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	486.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	876.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	876.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		390.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	390.	Refunded 0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ <u>GLEN MCLAUGHLIN</u> Telephone no. ▶ <u>408-871-0251</u> Located at ▶ <u>155 EL PINAR LOS GATOS CA</u> ZIP + 4 ▶ <u>95032-1147</u>			
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 ▶ N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶		Yes	No
				X

Part VIII Statements Regarding Activities for Which Form 4720 May Be Required

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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.)	3 b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)?

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?

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

5b	N/A	
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
GLEN MCLAUGHLIN 155 EL PINAR LOS GATOS, CA 95032-1147	PRESIDENT 0	0.	0.	0.
HELEN E. O'ROURKE 30 HANCOCK STREET #5 BOSTON, MA 02114	VP/DIR/SEC 0	0.	0.	0.
ELLEN MCLAUGHLIN 155 EL PINAR LOS GATOS, CA 95032-1147	VP/DIR/TRES/ 0	0.	0.	0.
GLEN W. MCLAUGHLIN 2736 MILANO WAY SAN CARLOS, CA 94070	VP/DIRECTOR 0	0.	0.	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
NONE				

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

0

Part VII 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
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 (see instructions)

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.

BAA

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	529,522.
b	Average of monthly cash balances	1b	49,074.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	578,596.
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	578,596.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,679.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	569,917.
6	Minimum investment return Enter 5% of line 5	6	28,496.

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	28,496.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	486.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	486.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,010.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	28,010.
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	28,010.

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	42,333.
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	42,333.
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	42,333.

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				28,010.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	77,715.			
b From 2007	72,288.			
c From 2008	62,821.			
d From 2009	56,959.			
e From 2010	47,258.			
f Total of lines 3a through e	317,041.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 42,333.				
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)	42,333.			
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	28,010.			28,010.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	331,364.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	49,705.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	281,659.			
10 Analysis of line 9:				
a Excess from 2007	72,288.			
b Excess from 2008	62,821.			
c Excess from 2009	56,959.			
d Excess from 2010	47,258.			
e Excess from 2011	42,333.			

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

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

SEE STATEMENT 9

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:

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 VII 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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE 'A'	NONE	PUBLIC	VARIOUS GRANTS/CONTRIBUTIONS	39,560.
Total				▶ 3a 39,560.
b <i>Approved for future payment</i>				
Total				▶ 3b

GLEN & ELLEN MCLAUGHLIN FOUNDATION

77-0388864

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT			
TOTAL	\$ 122.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING				
TOTAL	\$ 5,236.	\$ 0.	\$ 0.	\$ 2,618.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO MANAGEMENT FEES				
TOTAL	\$ 3,179.	\$ 3,179.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX FILING FEES	\$ 486. 30.			\$ 30.
TOTAL	\$ 516.	\$ 0.	\$ 0.	\$ 30.

GLEN & ELLEN MCLAUGHLIN FOUNDATION

77-0388864

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	\$ 125.			\$ 125.
TOTAL	\$ 125.	\$ 0.	\$ 0.	\$ 125.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER SECURITIES</u>			
290 IVY GLOBAL NATURAL RESOURCE	COST	\$ 6,829.	\$ 4,590.
148 ISHARES RUSSELL MIDCAP INDX	COST	11,276.	15,593.
790 JPMORGAN HIGH YIELD BOND	COST	6,018.	6,221.
902 JPMORGAN SHORT DURA BOND	COST	9,840.	9,899.
2256 JPMORGAN STRATEGIC INCOME	COST	26,101.	26,124.
928 PROFESSIONALLY MNGD PORTFOLIO	COST	22,281.	25,167.
709 ARTISAN INTL VALUE FUND	COST	16,904.	18,769.
185 ASTON OPTIMUM	COST	6,354.	5,920.
31 DODGE & COX INTERNL STOCK	COST	979.	937.
582 DODGE & COX INTERNL STOCK	COST	18,807.	17,585.
12 DODGE & COX INTERNL STOCK	COST	433.	363.
185 DODGE & COX INTERNL STOCK	COST	5,733.	5,576.
21 DODGE & COX INTERNL STOCK	COST	615.	642.
437 DREYFUS/LAUREL FDS TR	COST	6,195.	6,204.
1835 EDGEWOOD GROWTH FUND	COST	21,189.	23,647.
847 HARTFORD CAPITAL APPR FUND	COST	25,000.	26,264.
305 HARTFORD CAPITAL APPR FUND	COST	9,814.	9,458.
1173 ISHARES MSCI JAPAN INDEX	COST	11,626.	11,038.
195 ISHARES MSCI JAPAN INDEX	COST	10,376.	10,259.
15 JPMORGAN HIGH YIELD BOND	COST	98.	118.
15 JPMORGAN HIGH YIELD BOND	COST	99.	117.
17 JPMORGAN HIGH YIELD BOND	COST	122.	134.
17 JPMORGAN HIGH YIELD BOND	COST	122.	134.
17 JPMORGAN HIGH YIELD BOND	COST	128.	134.
17 JPMORGAN HIGH YIELD BOND	COST	129.	134.
17 JPMORGAN HIGH YIELD BOND	COST	125.	134.
33 JPMORGAN HIGH YIELD BOND	COST	259.	260.
1807 JPMORGAN HIGH YIELD BOND	COST	10,771.	14,221.
26 JPMORGAN HIGH YIELD BOND	COST	205.	205.
26 JPMORGAN HIGH YIELD BOND	COST	202.	205.
28 JPMORGAN HIGH YIELD BOND	COST	220.	220.
27 JPMORGAN HIGH YIELD BOND	COST	217.	212.
33 JPMORGAN HIGH YIELD BOND	COST	252.	260.
30 JPMORGAN HIGH YIELD BOND	COST	229.	236.
29 JPMORGAN HIGH YIELD BOND	COST	226.	228.
29 JPMORGAN HIGH YIELD BOND	COST	228.	228.
27 JPMORGAN HIGH YIELD BOND	COST	217.	212.
29 JPMORGAN HIGH YIELD BOND	COST	235.	228.
30 JPMORGAN HIGH YIELD BOND	COST	245.	236.
7 JPMORGAN HIGH YIELD BOND	COST	58.	55.

GLEN & ELLEN MCLAUGHLIN FOUNDATION

77-0388864

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER SECURITIES</u>			
8 JPMORGAN HIGH YIELD BOND	COST	\$ 62.	\$ 63.
30 JPMORGAN HIGH YIELD BOND	COST	244.	236.
25 JPMORGAN HIGH YIELD BOND	COST	187.	196.
52 JPMORGAN HIGH YIELD BOND	COST	392.	407.
32 JPMORGAN HIGH YIELD BOND	COST	240.	249.
17 JPMORGAN HIGH YIELD BOND	COST	135.	137.
1101 JPMORGAN INTERNL CURRENCY	COST	11,861.	12,038.
270 JPMORGAN INTREPID AMERICA	COST	6,737.	6,706.
253 JPMORGAN INTREPID AMERICA	COST	5,733.	6,286.
717 JPMORGAN LARGE CAP GROWTH	COST	17,038.	16,938.
128 JPMORGAN MID CAP EQUITY FUND	COST	3,939.	3,990.
20 JPMORGAN MID CAP EQUITY FUND	COST	623.	606.
1 JPMORGAN MID CAP EQUITY FUND	COST	18.	30.
1 JPMORGAN MID CAP EQUITY FUND	COST	27.	30.
1 JPMORGAN MID CAP EQUITY FUND	COST	14.	15.
1 JPMORGAN MID CAP EQUITY FUND	COST	16.	30.
51 JPMORGAN MID CAP EQUITY FUND	COST	866.	1,568.
5 JPMORGAN MID CAP EQUITY FUND	COST	75.	140.
2 JPMORGAN MID CAP EQUITY FUND	COST	32.	60.
1 JPMORGAN MID CAP EQUITY FUND	COST	22.	30.
1 JPMORGAN MID CAP EQUITY FUND	COST	27.	30.
1 JPMORGAN MID CAP EQUITY FUND	COST	18.	30.
1 JPMORGAN MID CAP EQUITY FUND	COST	21.	30.
1 JPMORGAN MID CAP EQUITY FUND	COST	24.	30.
1 JPMORGAN MID CAP EQUITY FUND	COST	13.	1.
1 JPMORGAN MID CAP EQUITY FUND	COST	6.	6.
1 JPMORGAN MID CAP EQUITY FUND	COST	4.	5.
1 JPMORGAN MID CAP EQUITY FUND	COST	10.	11.
1 JPMORGAN MID CAP EQUITY FUND	COST	10.	10.
694 JPMORGAN MID CAP EQUITY FUND	COST	12,104.	14,687.
1113 JPMORGAN TR I INFL MANAGED	COST	11,954.	11,876.
849 MANNING & NAPIER FUND	COST	15,165.	15,441.
712 MANNING & NAPIER FUND	COST	12,663.	12,952.
454 MFS INTL VALUE	COST	11,466.	11,911.
1262 NEUBERGER BERMAN MULTI CAP	COST	12,707.	13,102.
1142 NEUBERGER BERMAN MULTI CAP	COST	11,756.	11,855.
863 NEUBERGER BERMAN MULTI CAP	COST	8,240.	8,956.
991 RIDGEWORTH FDS SEIX FLRT HI	COST	8,600.	8,699.
915 RIVER/TREADNEEDLE/COLUMBIA	COST	10,243.	10,526.
139 SPDR S&P 500 ETF TRST	COST	14,737.	18,919.
123 SPDR S&P 500 ETF TRST	COST	14,483.	16,740.
45 SPDR S&P 500 ETF TRST	COST	5,617.	6,125.
190 TROWE PRICE INTERNL FUND	COST	3,535.	2,884.
43 TROWE PRICE INTERNL FUND	COST	345.	652.
502 TROWE PRICE INTERNL FUND	COST	6,300.	7,622.
92 TROWE PRICE INTERNL FUND	COST	1,495.	1,396.
4 TROWE PRICE INTERNL FUND	COST	60.	61.
8 TROWE PRICE INTERNL FUND	COST	120.	121.
12 TROWE PRICE INTERNL FUND	COST	227.	182.
7 TROWE PRICE INTERNL FUND	COST	136.	106.
172 TROWE PRICE INTERNL FUND	COST	2,344.	2,610.
9 TROWE PRICE INTERNL FUND	COST	129.	143.
1508 TROWE PRICE OVERSEAS STK	COST	12,000.	11,533.

GLEN & ELLEN MCLAUGHLIN FOUNDATION

77-0388864

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	<u>VALUATION METHOD</u>		<u>BOOK VALUE</u>		<u>FAIR MARKET VALUE</u>
<u>OTHER SECURITIES</u>					
1390 TROWE PRICE OVERSEAS STK	COST	\$	12,133.	\$	10,632.
621 VANGUARD FIXED INCOME	COST		6,048.		6,338.
2227 VIRTUS INSIGHT TR EMRG	COST		20,064.		20,911.
	TOTAL	\$	<u>493,822.</u>	\$	<u>519,055.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PREPAID TAXES	\$ 390.	\$ 390.
TOTAL	<u>\$ 390.</u>	<u>\$ 390.</u>

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	250 IVY GLOBAL NATURAL RESOURCE	PURCHASED	3/07/2011	11/10/2011
2	2 JPMORGAN ASIA EQUITY FUND	PURCHASED	12/21/2011	6/19/2012
3	24 JPMORGAN HIGH YIELD BOND	PURCHASED	6/01/2011	5/14/2012
4	22 JPMORGAN HIGH YIELD BOND	PURCHASED	7/01/2011	5/14/2012
5	23 JPMORGAN HIGH YIELD BOND	PURCHASED	8/01/2011	5/14/2012
6	25 JPMORGAN HIGH YIELD BOND	PURCHASED	9/01/2011	5/14/2012
7	23 JPMORGAN HIGH YIELD BOND	PURCHASED	11/01/2011	5/14/2012
8	26 JPMORGAN HIGH YIELD BOND	PURCHASED	12/01/2011	5/14/2012
9	27 JPMORGAN HIGH YIELD BOND	PURCHASED	1/03/2012	5/14/2012
10	22 JPMORGAN HIGH YIELD BOND	PURCHASED	2/01/2012	5/14/2012
11	23 JPMORGAN HIGH YIELD BOND	PURCHASED	3/01/2012	5/14/2012
12	25 JPMORGAN HIGH YIELD BOND	PURCHASED	4/02/2012	5/14/2012
13	20 JPMORGAN HIGH YIELD BOND	PURCHASED	5/01/2012	5/14/2012
14	257 DREYFUS INVT FDS	PURCHASED	12/03/2009	11/02/2011
15	84 DREYFUS INVT FDS	PURCHASED	12/03/2009	11/02/2011
16	228 DREYFUS INVT FDS BOSTON	PURCHASED	4/17/2009	11/10/2011
17	104 ISHARES BARCLAYS TIPS BOND	PURCHASED	3/21/2010	8/05/2011
18	123 ISHARES RUSSELL 1000 GROWTH	PURCHASED	6/02/2005	2/14/2012
19	146 ISHARES RUSSELL 1000 GROWTH	PURCHASED	1/11/2011	2/14/2012
20	6 ISHARES RUSSELL MIDCAP INDEX	PURCHASED	9/10/2009	5/14/2012
21	12 ISHARES RUSSELL MIDCAP INDEX	PURCHASED	9/19/2008	5/14/2012
22	4 JPMORGAN ASIA EQUITY FUND	PURCHASED	12/23/2008	6/19/2012
23	139 JPMORGAN ASIA EQUITY FUND	PURCHASED	4/17/2009	6/19/2012
24	207 JPMORGAN ASIA EQUITY FUND	PURCHASED	2/12/2010	6/19/2012
25	1 JPMORGAN ASIA EQUITY FUND	PURCHASED	12/21/2010	6/19/2012
26	0 JPMORGAN ASIA EQUITY FUND	PURCHASED	1/03/2011	6/19/2012

GLEN & ELLEN MCLAUGHLIN FOUNDATION

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STATEMENT 8 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
27	682 JPMORGAN HIGH YIELD BOND	PURCHASED	12/03/2009	5/14/2012
28	23 JPMORGAN HIGH YIELD BOND	PURCHASED	2/01/2011	5/14/2012
29	21 JPMORGAN HIGH YIELD BOND	PURCHASED	3/01/2011	5/14/2012
30	24 JPMORGAN HIGH YIELD BOND	PURCHASED	4/01/2011	5/14/2012
31	24 JPMORGAN HIGH YIELD BOND	PURCHASED	5/01/2011	5/14/2012
32	227 JPMORGAN SHORT DURA BOND	PURCHASED	12/03/2009	11/10/2011
33	359 JPMORGAN STRATEGIC INCOME	PURCHASED	12/03/2009	11/10/2011
34	593 JPMORGAN TR I GROWTH	PURCHASED	3/17/2010	11/10/2011
35	185 JPMORGAN TR I GROWTH	PURCHASED	2/12/2010	11/10/2011
36	286 PROFESSIONALLY MNGD PORTFOLIO	PURCHASED	12/03/2009	5/14/2012
37	219 PROFESSIONALLY MNGD PORTFOLIO	PURCHASED	10/21/2010	5/14/2012
38	389 VANGUARD EMERGING MKT ETF	PURCHASED	10/11/2010	11/02/2011
39	138 VANGUARD EMERGING MKT ETF	PURCHASED	10/11/2010	12/05/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	4,616.		5,878.	-1,262.				\$ -1,262.
2	60.		60.	0.				0.
3	192.		202.	-10.				-10.
4	178.		183.	-5.				-5.
5	186.		192.	-6.				-6.
6	202.		197.	5.				5.
7	182.		180.	2.				2.
8	205.		197.	8.				8.
9	211.		203.	8.				8.
10	174.		171.	3.				3.
11	184.		184.	0.				0.
12	195.		193.	2.				2.
13	160.		161.	-1.				-1.
14	13,452.		10,868.	2,584.				2,584.
15	4,411.		3,552.	859.				859.
16	11,934.		8,000.	3,934.				3,934.
17	11,818.		10,880.	938.				938.
18	7,764.		5,999.	1,765.				1,765.
19	9,216.		8,500.	716.				716.
20	636.		457.	179.				179.
21	1,273.		1,051.	222.				222.
22	117.		77.	40.				40.
23	4,063.		3,070.	993.				993.
24	6,051.		6,000.	51.				51.
25	29.		44.	-15.				-15.
26	0.		2.	-2.				-2.
27	5,419.		5,186.	233.				233.
28	181.		187.	-6.				-6.
29	163.		168.	-5.				-5.
30	190.		197.	-7.				-7.
31	194.		200.	-6.				-6.
32	2,500.		2,483.	17.				17.
33	4,147.		4,159.	-12.				-12.
34	5,182.		4,511.	671.				671.
35	1,617.		1,290.	327.				327.
36	7,754.		6,861.	893.				893.
37	5,938.		5,651.	287.				287.
38	16,181.		18,254.	-2,073.				-2,073.

GLEN & ELLEN MCLAUGHLIN FOUNDATION

77-0388864

STATEMENT 8 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
39	5,699.		6,476.	-777.				\$ -777.
							TOTAL	\$ 10,550.

STATEMENT 9
 FORM 990-PF, PART XV, LINE 1A
 FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

GLEN MCLAUGHLIN
 ELLEN MCLAUGHLIN

**ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS
AS CURRENT YEAR CORPUS DISTRIBUTIONS**

PURSUANT TO REGULATION 53.4942(A)-3(C)(2)(IV), THE FOUNDATION HEREBY ELECTS TO TREAT, AS A CURRENT DISTRIBUTION OUT OF CORPUS, THE FOLLOWING UNUSED PRIOR YEARS DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTIONS UNDER REGULATION 53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAX YEAR:

<u>TAX YEAR</u>	<u>AMOUNT</u>
2006	28,010.

SIGNED: X 
GLEN MCLAUGHLIN
PRESIDENT

Schedule A
Recipients Paid
Glen & Ellen McLaughlin Foundation
Fiscal Year ending June 30, 2012

Name and Address	Donee / Recipient Relationship	Foundation Status	Purpose of Grant/Contribution	Amount
American Cancer Society Santa Clara County Unit 747 Camden Ave , Suite B Campbell, CA 95008	None	Public	Annual Fund	500 00
Boston College Law School Alumni Development Office 885 Center Street Newton, MA 02159	None	Public	Annual Fund Annual Fund	250 00 250 00
Choate Rosemary Hall Foundation 333 Christian Street Wallingford, CT 06492	None	Public	Annual Fund	500 00
Commonwealth Club of California 595 Market Street, 2nd Floor San Francisco, CA 94106-2805	None	Public	Annual Fund	1,000 00
Cornell Fund P O Box 2600 Ithaca, NY 14851-9968	None	Public	Annual Fund for College of Arts & Sciences	250 00
Gould Academy P O Box 860 Bethel, ME 04217-0860	None	Public	Science & Technology Annual Fund Science & Technology Annual Fund	2,500 00 7,500 00
Grabhorn Institute 1802 Hayes Street, The Presidio San Francisco, CA 94129	None	Public	Annual Fund	1,000 00
Grace Methodist Church 56 Magazine St Cambridge, MA 02139	None	Public	Boy Scouts Campership/Troop 56	1,000 00
Harvard Business School Teele Hall - Development Operations Soldiers Field Boston, MA 02163	None	Public	Annual Fund	500 00
Library of Congress Geography and Map Division 101 Independence Ave, SE Washington, DC 20540-4650	None	Public	Annual Fund-Phillips Society Gift Fund	1,000 00
OU Foundation Office of Development The University of Oklahoma 201 E Lindsey Street Norman, OK 73069-9984	None	Public	Sooner Heritage Scholarship Fund President's Associates Annual Fund -1/2 to School of Accounting	500 00 1,000 00

**Schedule A
Recipients Paid
Glen & Ellen McLaughlin Foundation
Fiscal Year ending June 30, 2012**

Name and Address	Donee / Recipient Relationship	Foundation Status	Purpose of Grant/Contribution	Amount
OU Foundation Sigma Alpha Epsilon Oklahoma Kappa Board of Trustees P O Box 720207 Norman, OK 73070	None	Public	SAE-OKKA Annual House Scholarship	5,500 00
Santa Clara County Council/BSA 970 W Julian Street San Jose, CA 95126	None	Public	Golden Eagle Campaign	2,500 00
Sovereign Order of St John 1723 Dorrance Drive San Jose, CA 95125	None	Public	Valley Medical Center Donation	5,000 00
			General Fund Donation	520 00
			General Fund Donation	520 00
			General Fund Donation	520 00
			Donation to George Mark House	1,000 00
			GPOA 100 Year History Project	5,000 00
University of Wisconsin Foundation History of Cartography Project US Bank Lockbox PO Box 78807 Milwaukee, WI 53278-0807	None	Public	History of Cartography Project	1,000 00
Worcester Polytechnic Institute Alumni Fund 100 Institute Road Worcester, MA 01609	None	Public	Annual Fund	250 00
TOTAL				39,560.00