Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 **, and ending** JUN 30, 2012

Name of foundation: MCMILLAN FAMILY FOUNDATION

A Employer identification number: 91-6511722

Number and street (or P O box number if mail is not delivered to street address): 1617 6TH AVE., 6TH FLOOR

Room/suite:

B Telephone number: 425-462-8220

City or town, state, and ZIP code: SEATTLE, WA 98101-1742

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)* ▶$ 2,783,045.

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))	**(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			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	25.	23.		STATEMENT 1
4	Dividends and interest from securities	67,364.	67,364.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	517,848.			
b	Gross sales price for all assets on line 6a 2,249,977.				
7	Capital gain net income (from Part IV, line 2)		517,848.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	1,946.	1,946.		STATEMENT 3
12	**Total.** Add lines 1 through 11	587,183.	587,181.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	3,499.	1,750.		1,749.
c	Other professional fees STMT 5	29,671.	29,324.		347.
17	Interest				
18	Taxes STMT 6	538.	538.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	390.	390.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	34,098.	32,002.		2,096.
25	Contributions, gifts, grants paid	131,000.			131,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	165,098.	32,002.		133,096.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	422,085.			
b	**Net investment income** (if negative, enter -0-)		555,179.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	63,498.	241,409.	241,409.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	75,380.	0.	0.
	b Investments - corporate stock STMT 9	1,237,636.	1,381,946.	1,374,234.
	c Investments - corporate bonds STMT 10	410,325.	925,740.	945,398.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	596,306.	257,080.	222,004.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	945.	0.	0.
	16 **Total assets** (to be completed by all filers)	2,384,090.	2,806,175.	2,783,045.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,384,090.	2,806,175.	
	30 **Total net assets or fund balances**	2,384,090.	2,806,175.	
	31 **Total liabilities and net assets/fund balances**	2,384,090.	2,806,175.	

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	2,384,090.
2	Enter amount from Part I, line 27a	2	422,085.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,806,175.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,806,175.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	2,249,977.		1,732,129.	517,848.

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				517,848.

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 } 2 517,848.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	138,166.	2,732,187.	.050570
2009	139,441.	2,617,068.	.053281
2008	112,685.	2,516,900.	.044771
2007	176,130.	3,439,653.	.051206
2006	162,908.	3,437,844.	.047387

2	**Total** of line 1, column (d)	2	.247215
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	.049443
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,690,944.
5	Multiply line 4 by line 3	5	133,048.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,552.
7	Add lines 5 and 6	7	138,600.
8	Enter qualifying distributions from Part XII, line 4	8	133,096.

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	11,104.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	11,104.
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	11,104.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	167.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	15,167.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	11.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,052.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 4,052. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
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

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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 ▶ JOHN A. MCMILLAN Telephone no. ▶ 425-462-8220

Located at ▶ WELLSPRING GROUP, 10885 NE 4TH ST, BELLEVUE, WA ZIP+4 ▶ 98004

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

			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.

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

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		

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

			Yes	No
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 ▶ ______ , ______ , ______ , ______

			Yes	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.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ______ , ______ , ______ , ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN A MCMILLAN 1617 SIXTH STREET SEATTLE, WA 98101	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,641,576.
b	Average of monthly cash balances	1b	90,347.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,731,923.
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	2,731,923.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,979.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,690,944.
6	**Minimum investment return.** Enter 5% of line 5	6	134,547.

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	134,547.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 11,104.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	11,104.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,443.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	123,443.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	123,443.

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	133,096.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	133,096.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	133,096.

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					123,443.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008					
d From 2009					
e From 2010	1,554.				
f **Total** of lines 3a through e		1,554.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $	133,096.				
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					123,443.
e Remaining amount distributed out of corpus		9,653.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		11,207.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		11,207.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	1,554.				
e Excess from 2011	9,653.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

JOHN A MCMILLAN

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 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*				
AGROS INTERNATIONAL 4528 8TH AVENUE N.E., SUITE 1A SEATTLE, WA 98105	NONE	PUBLIC CHARITY-501-C(3	GENERAL FUND	25,000.
BAKKE GRADUATE UNIVERSITY 1013 8TH AVENUE, SUITE 401 SEATTLE, WA 98104	NONE	PUBLIC CHARITY-501-C(3	GENERAL FUND	25,000.
JOHN M. PERKINS FOUNDATION 1831 ROBINSON STREET JACKSON, MS 39209	NONE	PUBLIC CHARITY-501-C(3	GENERAL FUND	30,000.
LEADERSHIP DEVELOPMENT FOUNDATION 10908 MOORELANDS STREET N.W. GIG HARBOR, WA 98335	NONE	PUBLIC CHARITY-501-C(3	GENERAL FUND	34,500.
SHARK FUND PO BOX 2050 MALIBU, CA 90265	NONE	PUBLIC CHARITY-501-C(3	GENERAL FUND	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	131,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	25.	
4 Dividends and interest from securities			14	67,364.	
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			14	1,946.	
8 Gain or (loss) from sales of assets other than inventory			18	517,848.	
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.		587,183.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 587,183.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ John A McMillan 5/9/13 ▶ TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MARIE E. NOURSE	Marie Nourse	5/9/13		P00312565

Firm's name ▶ WELLSPRING GROUP P.S., CPAS

Firm's EIN ▶ 91-2083338

Firm's address ▶ 10885 NE 4TH ST., SUITE 320
BELLEVUE, WA 98004

Phone no. 425-462-8220

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE INTERNATIONAL FOUNDATION 1700 ROUTE 23 NORTH, SUITE 300 WAYNE, NJ 07470	NONE	PUBLIC CHARITY-501-C(3	GENERAL FUND	10,000.
ZION PREPARATORY ACADEMY 4730 32ND AVE S SEATTLE, WA 98118	NONE	PUBLIC CHARITY-501-C(3	GENERAL FUND	5,000.
Total from continuation sheets				15,000.

123631 08-03-11

CONTINUATION FOR 990-PF, PART IV

MCMILLAN FAMILY FOUNDATION 91-6511722 PAGE 1 OF 2

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	SECURITIES LITIGATION PROCEEDS - ROYAL DUTCH SHEL	P	VARIOUS	07/08/11
b	POWERSHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	05/01/12
c	POWERSHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	05/01/12
d	325.37 SHS GATEWAY FUND	P	12/02/10	10/06/11
e	703.58 SHS EATON VANCE GLOBAL MACRO	P	10/25/10	10/06/11
f	75,000 SHS FED HOME LN BK 5% 9/9/11	P	08/27/07	08/11/11
g	45 SHS VISA INC	P	04/02/09	10/06/11
h	1,001.98 SHS MERGER FD SH BEN INT 260	P	12/03/09	10/06/11
i	250 SHS CHEVRON CORP	P	05/27/09	10/31/11
j	200 SHS DANAHER CORP	P	09/29/00	10/31/11
k	100 SHS EXXON MOBIL CORPORATION	P	11/21/00	10/31/11
l	25 SHS PRECISION CASTPARTS CORP	P	04/25/07	10/31/11
m	675 SHS IPATH DOW JONES UBS COMMODITY INDEX	P	VARIOUS	12/21/11
n	450 SHS MEDCO HEALTH SOLUTIONS INC	P	08/27/10	02/21/12
o	SCHWAB #8337 - SEE STATEMENT ATTACHED	P	VARIOUS	12/31/11

	(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	358.			358.
b			117.	-117.
c	238.			238.
d	8,261.		8,430.	-169.
e	6,923.		7,236.	-313.
f	75,275.		75,380.	-105.
g	3,849.		2,529.	1,320.
h	15,681.		15,450.	231.
i	25,370.		16,535.	8,835.
j	9,868.		2,479.	7,389.
k	7,994.		4,685.	3,309.
l	4,115.		2,621.	1,494.
m	28,390.		30,415.	-2,025.
n	28,629.		20,376.	8,253.
o	216,883.		197,186.	19,697.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				358.
b				-117.
c				238.
d				-169.
e				-313.
f				-105.
g				1,320.
h				231.
i				8,835.
j				7,389.
k				3,309.
l				1,494.
m				-2,025.
n				8,253.
o				19,697.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

MCMILLAN FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
91-6511722 PAGE 2 OF 2

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	SCHWAB #8337 - SEE STATEMENT ATTACHED	P	VARIOUS	12/31/11
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	1,817,749.		1,348,690.	469,059.
b	394.			394.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				469,059.
b				394.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	517,848.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

PORTFOLIO APPRAISAL

McMillan Family Foundation Trust

June 30, 2012

Quantity	Security Description	Adjusted Cost Basis	Price	Market Value
EQUITY				
US Large/Mid Cap				
9,484 0000	iShares Russell 1000 Index	735,191	75 21	713,292
International Large/Mid Equity				
7,792 0000	iShares Tr MSCI ACWI Ex	312,425	37.19	289,784
US Small Cap				
1,058 0000	iShares Russell 2000 Index	86,423	79.56	84,174
International Equity				
1,700.0000	iShares Tr Msci Eafe Idx	62,230	49.96	84,932
Unsupervised Small Cap US				
573.0000	iShares S&P Smallcap 600 Index	24,464	73.27	41,984
Emerging Markets				
2,726.0000	iShares Tr MSCI Emerg Mkt	103,607	39 13	106,682
International Small Cap				
656.0000	Vanguard FTSE All World Ex-US Small Cap	57,605	81 38	53,385
		1,381,946		1,374,234
FIXED INCOME				
Core Taxable F/I				
24,784 4030	Pimco Total Return Institutional	278,101	11.30	280,064
International Bond				
18,191.8900	Templeton Global Bond	237,314	12 81	233,038
Unmanaged Corporated Bonds				
50,000.0000	Hewlett Packard Co 2.950% Due 08-15-12	50,121	100.29	50,145
50,000.0000	Honeywell Intl Inc 4.250% Due 03-01-13	52,113	102.51	51,254
50,000.0000	Walgreen Co 4.875% Due 08-01-13	52,945	104.38	52,190
50,000.0000	Schwab Charles Corp New 4.950% Due 06-01-14	51,996	107.21	53,604
100,000.0000	Bellsouth Corp 5 200% Due 09-15-14	101,682	109.01	109,011
50,000.0000	Total Capital 3.125% Due 10-02-15	49,937	106.76	53,378
50,000.0000	General Elec Cap Corp Mtn Be 5 625% Due 09-15-17	51,529	115 06	57,532

Page 1 of

Cornerstone Advisors

PORTFOLIO APPRAISAL

McMillan Family Foundation Trust

Consolidated Cornerstone Investments

June 30, 2012

Quantity	Security Description	Adjusted Cost Basis	Price	Market Value
	Accrued Interest			5,183
		410,325		432,296
		925,740		945,398
OTHER				
Real Assets - Liquid				
4,366.0550	Blackrock Inflation Protected Bond	52,369	11 99	52,349
1,749 0000	Kayne Anderson MLP Investment Co	52,343	30.77	53,817
7,778 3060	Pimco Commodity Real Return I	52,368	6.42	49,937
		157,080		156,102

Schwab #8337
REALIZED GAINS AND LOSSES
McMillan Family Foundation Trust
Irrevocable Trust
From 07-01-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
08-27-10	04-26-12	2,819 549	Pimco Emerging Local Bond Instl	30,000	30,338		338
04-25-07	04-26-12	125.0000	Apple Inc	11,862	75,923		64,061
02-13-07	04-26-12	650 0000	Aflac Inc Com	31,070	29,153		-1,917
12-21-11	04-26-12	750 0000	Jpmorgan Chase & Co Alerian Ml Etn	28,432	29,642	1,209	
03-28-11	04-26-12	50 0000	Amazon Com Inc	8,474	9,772		1,298
03-23-11	04-26-12	100 0000	Amazon Com Inc	16,478	19,545		3,067
01-08-10	04-26-12	100.0000	Ishares Inc	4,772	4,003		-769
11-11-09	04-26-12	300 0000	Ishares Inc	13,971	12,008		-1,963
08-11-11	04-26-12	450.000	Vanguard Short-Term Bond ETF	36,679	36,509	-170	
08-27-10	04-26-12	100 0000	Cooper Inds Ltd Cl A	4,248	6,240		1,992
08-27-10	04-26-12	200 0000	Cooper Inds Ltd Cl A	8,496	12,481		3,985
08-27-10	04-26-12	50 0000	Cooper Inds Ltd Cl A	2,124	3,120		996
08-27-10	04-26-12	200 0000	Cooper Inds Ltd Cl A	8,496	12,481		3,985
06-07-02	04-26-12	350 0000	Carnival Corp Paired Ctf	10,377	11,375		998
10-04-02	04-26-12	300 0000	Carnival Corp Paired Ctf	7,152	9,750		2,598
09-06-02	04-26-12	150 0000	Carnival Corp Paired Ctf	3,564	4,875		1,311
02-12-09	04-26-12	250.0000	Celgene Corp Com	13,132	18,332		5,200
04-03-09	04-26-12	50.0000	Celgene Corp Com	2,083	3,666		1,583
05-27-09	04-26-12	100 0000	Celgene Corp Com	4,124	7,333		3,209
03-29-01	04-26-12	100 0000	Cisco Systems, Inc	1,525	1,956		431
03-29-01	04-26-12	200.0000	Cisco Systems, Inc	3,050	3,912		862
03-29-01	04-26-12	100 0000	Cisco Systems, Inc	1,525	1,956		431
10-15-02	04-26-12	800 0000	Cisco Systems, Inc	8,680	15,648		6,968
05-03-11	04-26-12	100 0000	Cognizant Technology Solutions Corp	7,691	7,337	-354	
05-03-11	04-26-12	100 0000	Cognizant Technology Solutions Corp	7,691	7,337	-354	
10-23-07	04-26-12	350 0000	Citrix Sys Inc Com	14,465	30,255		15,790
04-09-09	04-26-12	600 0000	CVS Caremark Corporation	17,026	26,611		9,585
05-27-09	04-26-12	250.0000	Chevron Corp	16,535	26,477		9,942
12-31-10	04-26-12	1070.0000	Powershares Db Cmdty Idx Track Unit Ben Int	28,718	30,219		1,501
03-09-10	04-26-12	200 0000	Diageo P L C Spon Adr New	13,102	20,348		7,246
05-27-09	04-26-12	100 0000	Diageo P L C Spon Adr New	5,428	10,174		4,746
05-27-09	04-26-12	200 0000	Diageo P L C Spon Adr New	10,856	20,348		9,492
09-29-00	04-26-12	700 0000	Danaher Corp Del Com	8,676	37,739		29,062
01-08-10	04-26-12	375 0000	Ipath Dj-Ubs Commodity Index Tr Etn	16,233	15,599		-633
10-06-10	04-26-12	800 0000	Ipath Dj-Ubs Commodity Index Tr Etn	34,254	33,278		-976
08-27-10	04-26-12	100 0000	Ecolab Inc	4,722	6,308		1,586
08-27-10	04-26-12	50 0000	Ecolab Inc	2,361	3,154		793
08-27-10	04-26-12	100 0000	Ecolab Inc	4,722	6,308		1,586
08-27-10	04-26-12	200 0000	Ecolab Inc.	9,443	12,616		3,173

REALIZED GAINS AND LOSSES

McMillan Family Foundation Trust
Irrevocable Trust
From 07-01-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-10-12	04-26-12	5,494 505	Eaton Vance Mut Fds Tr Flt Rt Cl I	50,000	49,560	-440	
10-25-10	04-26-12	1,234 407	Eaton Vance Glbl Macr Absolute Return I	12,737	12,258		-480
12-02-10	04-26-12	4,856 250	Eaton Vance Glbl Macr Absolute Return I	50,012	48,223		-1,790
01-15-04	04-26-12	1,100 0000	iShares Inc Msci Pac J Idx	27,808	48,501		20,693
03-23-01	04-26-12	200 0000	Fedex Corp	17,852	17,466		-386
07-20-07	04-26-12	50 0000	Google Inc	26,098	30,817		4,719
12-02-10	04-26-12	613 648	Gateway Tr Gateway Fd Y	15,900	16,648		749
10-06-10	04-26-12	1,763 323	Gateway Tr Gateway Fd Y	45,000	47,839		2,839
03-04-08	04-26-12	1,076 880	Hussman Invt Tr Strategic Grw	16,918	12,406		-4,512
12-03-09	04-26-12	2,267 602	Hussman Invt Tr Strategic Grw	29,071	26,123		-2,948
01-02-03	04-26-12	200 0000	International Business Machines Corp.	15,978	41,193		25,215
10-26-00	04-26-12	100 0000	Intel Corporation	4,231	2,819		-1,412
10-26-00	04-26-12	25 0000	Intel Corporation	1,058	705		-353
10-26-00	04-26-12	100 0000	Intel Corporation	4,231	2,819		-1,412
09-29-00	04-26-12	100 0000	Intel Corporation	4,200	2,819		-1,381
09-29-00	04-26-12	175 0000	Intel Corporation	7,350	4,933		-2,417
09-29-00	04-26-12	225 0000	Intel Corporation	9,450	6,343		-3,107
09-29-00	04-26-12	175 0000	Intel Corporation	7,350	4,933		-2,417
09-29-00	04-26-12	100 0000	Intel Corporation	4,200	2,819		-1,381
12-22-00	04-26-12	300 0000	Intel Corporation	9,881	8,457		-1,424
10-26-00	04-26-12	100 0000	Johnson & Johnson	4,716	6,487		1,771
11-07-00	04-26-12	300 0000	Johnson & Johnson	13,868	19,461		5,593
09-30-08	04-26-12	500 0000	JPMorgan Chase & Co	22,935	21,826		-1,109
12-05-08	04-26-12	200 0000	JPMorgan Chase & Co	6,526	8,730		2,204
12-31-10	04-26-12	100 0000	Midcap Spdr Tr Unit Ser 1	7,490	18,093		10,603
12-31-10	04-26-12	200 0000	Midcap Spdr Tr Unit Ser 1	14,980	36,185		21,206
12-31-10	04-26-12	200 0000	Midcap Spdr Tr Unit Ser 1	14,980	36,185		21,206
12-31-10	04-26-12	400 0000	Midcap Spdr Tr Unit Ser 1	29,960	72,373		42,413
12-03-09	04-26-12	870.916	Merger	13,430	13,743		314
06-30-09	04-26-12	2,666 667	Merger	40,000	42,080		2,080
08-27-10	04-26-12	400 0000	Nestle Sa Reg Shrs	20,416	24,463		4,047
10-21-05	04-26-12	450.0000	Novartis Ag	23,661	24,832		1,171
04-25-07	04-26-12	125 0000	Precision Castparts Corp Com	13,104	21,835		8,731
04-25-07	04-26-12	100 0000	Precision Castparts Corp Com	10,483	17,466		6,983
04-22-03	04-26-12	600 0000	Pepsico, Inc.	25,516	39,744		14,228
03-23-11	04-26-12	225 0000	Potash Corp. Sask Inc Com	12,528	9,673		-2,855
10-08-01	04-26-12	100 0000	Qualcomm Incorporated	1,999	6,373		4,374
08-22-02	04-26-12	200.0000	Qualcomm Incorporated	2,987	12,746		9,759
09-06-02	04-26-12	300 0000	Qualcomm Incorporated	4,013	19,119		15,107
10-31-11	04-26-12	60 0000	Schlumberger Limited	4,472	4,444	-27	
10-31-11	04-26-12	100 0000	Schlumberger Limited	7,453	7,407	-46	
08-11-11	04-26-12	250.0000	Spdr Trust, Series 1	29,172	34,990	5,818	

REALIZED GAINS AND LOSSES

McMillan Family Foundation Trust

Irrevocable Trust

From 07-01-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-21-12	04-26-12	150.0000	Sxc Health Solutions Corp Com	9,277	13,872	4,594	
11-11-09	04-26-12	100 0000	Teva Pharmaceutical Industries Limited	5,256	4,582		-674
11-11-09	04-26-12	200 0000	Teva Pharmaceutical Industries Limited	10,512	9,164		-1,348
11-11-09	04-26-12	100.0000	Teva Pharmaceutical Industries Limited	5,256	4,582		-674
09-29-00	04-26-12	275 0000	Target Corp Com	7,224	15,810		8,586
10-26-00	04-26-12	375 0000	Target Corp Com	9,264	21,559		12,295
02-12-08	04-26-12	300 0000	Thermo Fisher Scientific, Inc.	17,055	16,467		-588
03-20-08	04-26-12	100 0000	Thermo Fisher Scientific, Inc	5,395	5,489		94
03-18-08	04-26-12	100 0000	Thermo Fisher Scientific, Inc.	5,384	5,489		105
05-03-11	04-26-12	170 0000	Tractor Supply Co Com	10,132	16,537	6,405	
08-27-10	04-26-12	100 0000	Union Pac Corp Com	7,294	11,321		4,027
08-27-10	04-26-12	240 0000	Union Pac Corp Com	17,505	27,171		9,666
12-05-08	04-26-12	600 0000	Us Bancorp Del Com New	16,906	19,177		2,271
05-27-09	04-26-12	300 0000	Us Bancorp Del Com New	5,625	9,588		3,963
04-02-09	04-26-12	100 0000	Visa, Inc	5,619	12,225		6,606
04-02-09	04-26-12	125 0000	Visa, Inc	7,024	15,282		8,258
12-03-09	04-26-12	300.0000	Vanguard Index Fds Reit Etf	13,162	19,495		6,333
05-27-09	04-26-12	1,000 0000	Vodafone Group PLC New Spons ADR New	19,100	28,011		8,911
02-12-08	04-26-12	1,500 0000000	Financial Select Sector Spdr	40,425	23,207		-17,218
03-20-08	04-26-12	500 0000000	Financial Select Sector Spdr	12,825	7,736		-5,089
06-06-08	04-26-12	1,350 0000000	Financial Select Sector Spdr	31,981	20,887		-11,095
06-13-08	04-26-12	750 0000000	Financial Select Sector Spdr	17,056	11,604		-5,452
06-13-08	04-26-12	400 0000000	Financial Select Sector Spdr	9,097	6,188		-2,908
08-14-08	04-26-12	500 0000000	Financial Select Sector Spdr	10,580	7,735		-2,845
05-27-09	04-26-12	500 0000000	Financial Select Sector Spdr	6,090	7,735		1,645
11-21-00	04-26-12	200 0000	Exxon Mobil Corp	9,370	17,204		7,834
09-29-00	04-26-12	550 0000	Exxon Mobil Corp	24,669	47,311		22,642
11-07-00	04-26-12	50 0000	Exxon Mobil Corp	2,238	4,301		2,063
11-07-00	04-26-12	50.0000	Exxon Mobil Corp	2,238	4,301		2,063
10-26-00	04-26-12	250 0000	Exxon Mobil Corp	11,018	21,505		10,487
12-22-00	04-26-12	200 0000	Exxon Mobil Corp	8,589	17,204		8,615
02-21-12	04-26-12	100 0000	Sxc Health Solutions Corp Com	6,185	9,248	3,063	
03-23-11	05-01-12	300.000	iShares S&P Smallcap 600 Index	21,267	22,890		1,623
03-23-11	05-01-12	27 000	iShares S&P Smallcap 600 Index	1,914	2,060		146
03-23-11	05-01-12	100 000	iShares S&P Smallcap 600 Index	7,089	7,630		541
TOTAL GAINS						21,089	552,591
TOTAL LOSSES						-1,391	-83,532
				1,545,875	**2,034,632**	**19,697**	469,059
TOTAL REALIZED GAIN/LOSS			488,756				

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

SOURCE	AMOUNT
POWERSHARES DB COMMODITY INDEX TRACKING FUND	23.
SCHWAB #8337 - INTEREST	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB #8337 - DIVIDENDS	14,714.	0.	14,714.
SCHWAB #8337 - INTEREST	1,237.	0.	1,237.
WELLS FARGO #0545 - DIVIDENDS	33,363.	394.	32,969.
WELLS FARGO #0545 - INTEREST	18,444.	0.	18,444.
TOTAL TO FM 990-PF, PART I, LN 4	67,758.	394.	67,364.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB COMMODITY INDEX TRACKING FUND	890.	890.	
MADISON HARBOR PRIVATE REIT	499.	499.	
JPMORGAN CHASE ALERIAN MLP	355.	355.	
OTHER INVESTMENT INCOME	202.	202.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,946.	1,946.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,499.	1,750.		1,749.
TO FORM 990-PF, PG 1, LN 16B	3,499.	1,750.		1,749.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	695.	348.		347.
INVESTMENT MANAGEMENT	28,976.	28,976.		0.
TO FORM 990-PF, PG 1, LN 16C	29,671.	29,324.		347.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX-FOREIGN	538.	538.		0.
TO FORM 990-PF, PG 1, LN 18	538.	538.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	41.	41.		0.
PORTFOLIO DEDUCTIONS	349.	349.		0.
TO FORM 990-PF, PG 1, LN 23	390.	390.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN BANK BONDS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE STATEMENT ATTACHED	1,381,946.	1,374,234.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,381,946.	1,374,234.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STATEMENT ATTACHED	925,740.	945,398.
TOTAL TO FORM 990-PF, PART II, LINE 10C	925,740.	945,398.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMPLEMENTARY ASSET STRATEGIES - SEE STATEMENT ATTACHED	COST	157,080.	156,102.
EATON VANCE FLOATING RATE FUND CLASS I #924	COST	0.	0.
PIMCO EMERGING LOCAL BOND FUND INST #332	COST	0.	0.
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS #616	COST	0.	0.

MADISON HARBOR PRIVATE EQUITY FUND	COST	100,000.	65,902.
IPATH DOW JONES UBS COMMODITY INDEX	COST	0.	0.
POWERSHARES DB COMMODITY INDEX	COST	0.	0.
VANGUARD REIT VIPER	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		257,080.	222,004.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INCOME NOT YET RECIEVED	945.	0.	0.
TO FORM 990-PF, PART II, LINE 15	945.	0.	0.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
MCMILLAN FAMILY FOUNDATION

Employer identification number (EIN) or
☒ 91-6511722

Number, street, and room or suite no. If a P.O. box, see instructions.
1617 6TH AVE., 6TH FLOOR

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
SEATTLE, WA 98101-1742

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ JOHN A. MCMILLAN
WELLSPRING GROUP, 10885 NE 4TH ST - BELLEVUE, WA 98004
Telephone No. ▶ 425-462-8220 FAX No. ▶ 4254628218
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2013 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 15,167.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 15,167.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

Form **8868** (Rev. 1-2012)