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Form **990-PF**

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.

Department of the Treasury Internal Revenue Service

ror c	alen	idar year 2012 or tax year beginning		, and (ending		
Nam	ne of	foundation				A Employer identification	number
M	αм	ILLEN FAMILY FOUNDATIO	N			26-1593449	•
		IN Street (or P O box number if mail is not delivered to street			Room/suite	B Telephone number	
		0 SEA COVE DRIVE				310-344-71	0.0
		own, state, and ZIP code				C If exemption application is p	
			90275				g ,
G C	heck	all that apply: Initial return	Initial return of	a former public	charity	D 1 Foreign organizations	s, check here 🕨
		Final return	Amended retu	rn			
		Address change	Name change			Foreign organizations me check here and attach co	eeting the 85% test, proputation
H_C	-		exempt private foundation	1		E If private foundation sta	itus was terminated
<u>L</u>		ction 4947(a)(1) nonexempt charitable trust	Other taxable private for			under section 507(b)(1))(A), check here ►L
		· —	nting method: X Cas	sh LJ Acc	rual	F If the foundation is in a	
		Part II, col. (c), line 16) (Part I, co	Other (specify)	ich bacie l		under section 507(b)(1))(B), check here ►L
_ ▶ Pa							(d) Dishings
га	, , ,	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 book	s (b) Net i	nvestment :ome	(c) Adjusted net income	(d) Disbursements for charitable purpose
1	1	Contributions, gifts, grants, etc., received	824,44			N/A	(cash basis only)
	2	Check if the foundation is not required to attach Sch B	V21,14			11/15	
	3	Interest on savings and temporary cash investments	7.	4.	74.		STATEMENT
	4	Dividends and interest from securities	10,95		0,955.		STATEMENT
	5a	Gross rents					
i	b	Net rental income or (loss)					
9	6a	Net gain or (loss) from sale of assets not on line 10	694,08	0.			
Revenue	þ	Gross sales price for all assets on line 6a 2,689,327.	-				
ě	7	Capital gain net income (from Part IV, line 2)		69	4,080.	•	
- 1	8	Net short-term capital gain				 	
	100	Income medications IVED Gross sales least either IVED and allowances					
						 	
	c	Gross profit/A (loss) 4 2013	•	<u> </u>			
	11	Other Income		İ			
	12	Total Add-lines i-through 11, ,-	1,529,55		5,109.		
	13	Compensation of officers, directors, trustees, etc.	25,000	0.	L1,250.		13,75
	14	Other employee salaries and wages					
S	15	Pension plans, employee benefits			 	 	
nse		Legal fees	0.051	-			
ğ		Accounting fees STMT 3	8,05		0.		65
e E		Other professional fees STMT 4	5,10	<u> </u>	<u> </u>	•	5,10
Operating and Administrative Expenses	17 18	Taxes STMT 5	8,84	9.	140.		
istr	19	Depreciation and depletion	0,04		<u> </u>		
ᇐ	20	Occupancy					
A	21	Travel, conferences, and meetings					
and	22	Printing and publications					
ng.	23	Other expenses STMT 6	96	9.	0.		96
rati	24	Total operating and administrative		_			
ā		expenses. Add lines 13 through 23	47,97	5.	L1,390.	•	20,46
-	25	Contributions, gifts, grants paid	2,165,08	U •			2,165,08
	26	Total expenses and disbursements.	2 212 05	_	11 200		2 105 54
\dashv	07	Add lines 24 and 25	2,213,05	D • • • • • • • • • • • • • • • • • • •	11,390.		2,185,54
	27	Subtract line 26 from line 12:	-683,50	4			
		Excess of revenue over expenses and disbursements Net investment income (if negative, enter -0-)	-003,30		3,719.		
		Adjusted net income (if negative, enter -0-)			, <u>, , , , , , , , , , , , , , , , , , </u>	N/A	
		rialagion not income to negative, enter o	e instructions	 			Form 990-PF (2

12570507 769039 55983

For	m 99	00-PF (2012) MCMILLEN FAMILY FOUNDAT		26-1	L593449 Page 2
P	art	Balance Sheets Attached schedules and amounts in the description Column should be for end-of-year amounts only	Beginning of year	End of	year
<u></u>	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non⊣nterest-bearing	19,429.	109,111.	109,111.
	2	Savings and temporary cash investments	8,619.	427,205.	427,205.
	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			
	ľ	disqualified persons			
	,	Other notes and loans receivable			
	'				
		Less; allowance for doubtful accounts			
ssets	1	Inventories for sale or use			 .
Ass	1	Prepaid expenses and deferred charges			
•		Investments - U.S. and state government obligations			_
		Investments - corporate stock STMT 7	1,558,975.	118,534.	141,186.
	C	Investments - corporate bonds			<u> </u>
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment; basis ►			
		Less accumulated depreciation			
	15	Other assets (describe ►)			
	1	· · · · · · · · · · · · · · · · · · ·			
	16	Total assets (to be completed by all filers)	1,587,023.	654,850.	677,502.
	_	Accounts payable and accrued expenses			0,,,0021
	18	Grants payable			
S	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
Ē	21	Mortgages and other notes payable			
Ξ.		Other liabilities (describe)			
	~~	Other Habilities (describe			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
_	23	Total liabilities (add lines 17 through 22)	<u> </u>	<u> </u>	
		Foundations that follow SFAS 117, check here			
S	0.4	and complete lines 24 through 26 and lines 30 and 31.			
ဋ	24	Unrestricted			
Net Assets or Fund Balances	25	Temporarily restricted			
d B	26	Permanently restricted			
ڃ		Foundations that do not follow SFAS 117, check here			
ě		and complete lines 27 through 31		_ 1	
ţ	27	Capital stock, trust principal, or current funds	0.	0.	
SSe	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Ž	29	Retained earnings, accumulated income, endowment, or other funds	1,587,023.	654,850.	
ž	30	Total net assets or fund balances	1,587,023.	654,850.	
	31	Total liabilities and net assets/fund balances	1,587,023.	654,850.	· · · · · · · · · · · · · · · · · · ·
Р	art	III Analysis of Changes in Net Assets or Fund B	alances		
				1-1-	
1		I net assets or fund balances at beginning of year - Part II, column (a), line	ა U		1 505 000
_	-	st agree with end-of-year figure reported on prior year's return)		1	1,587,023.
		r amount from Part I, line 27a		2	-683,504.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	903,519.
		eases not included in line 2 (itemize) NET ASSET VALU		5	248,669.
<u>6</u> _	Tota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (b), line 30	6	654,850.
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		_			
	2011	1,601,639.	2,341,643.		.683981
	2010	1,471,602.	2,838,068.		.518522
	2009	572,730.	1,873,253.		.305741
	2008	440,608.	1,750,313.		.251731
_	2007	0.	41,794.		.000000
2	Total of line 1, column (d)	and the total and the Object	h. Ma ayarba afaya	2	1.759975
3	Average distribution ratio for the 5-year bathe foundation has been in existence if les		or by the number of years	3	.351995
4	Enter the net value of noncharitable-use as	ssets for 2012 from Part X, line 5		4	1,296,816.
5	Multiply line 4 by line 3			5	456,473.
6	Enter 1% of net investment income (1% o	f Part I, line 27b)		6	6,937.
7	Add lines 5 and 6			7	463,410.

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.

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2,185,549.

See the Part VI instructions.

Enter qualifying distributions from Part XII, line 4

1a Evernitar operating foundations described in section 4940(d)(2), check here ▶ □ and enter NW* on line 1. Date of uniting or destination letter: "date heavy of letter in inecessary-sections 1. Date of uniting to destination that must the section 4940(e) requirements in Part V, check here ▶ □ XI and enter 1% of Part I, line 27.0. of Part I, line 27.0. All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12c, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0.) 3 Add lines 1 and 2. 4 Add lines 1 and 2. Subtlike A (morne) bax (domestic section 4947(a)(1) trusts and baselie foundations only. Others enter -0.) 5 Cordust-Payments 5 Tax based on Investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Cordust-Payments 5 Cordust-Payments 5 2 1012 estimated tax payments and 2011 overpayment credited to 2012 Evernity foreign organizations: Exx withheld at source 1 Exx past with application for extension of time to file (Form 888) 6 Backup withholding arroneously withheld 7 Total credits and payments. Add lines 6a throught 6d 8 Evernity foreign organizations of 1 with 10 test lines 6a throught 6d 8 Tax face. If the 10tol of lines 5 and 5 is more than line 7, enter amount owed 9 1 Tax dave. If the 10tol of lines 5 and 5 is more than line 7, enter amount owed 10 Evernity files and payments. Add lines 5 and 5 is more than line 7, enter amount owed 11 Enter the amount of line 10 to 5e. Credited to 2013 estimated tax ▶ 12 Evernity files and payments of 10 to 5e. Credited to 2013 estimated tax ▶ 13 Evernity files and payment of line 10 to 5e. Credited to 2013 estimated tax ▶ 14 Evernity files and payment of line 10 to 5e. Credited to 2013 estimated tax ▶ 15 Did it spend more than 5100 during the year (either directly) for political purposes (see instructions for distinator)? 15 In the amount of line 10 to 5e. Credited to 2013 estimated tax ▶ 16 In the incomposi		990-PF (: t VI	2012) MCMILLEN FAMILY FOUNDATION Excise Tax Based on Investment Income (Section 4940)	0(a), 4940(b), 4940(e),		–1593 3 - see i			Page 4
Dates for fulling or determination letter:									
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here									
of Part I, Ime 27b					1	1		6.9	37.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 d. Add lines 1 and 2? 4 Subtitle A (mcome) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on livestment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on livestment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on livestment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on livestment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on livestment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on livestment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Based with application for extension of time to file (form 886) 6 Based with application for extension of time to file (form 886) 7 Total credits and payments. Add lines 5a through 6d 8 Enter any peaalty for underpayment of estimated tax. Check here □ d from 2220 s attached 8 Enter any peaalty for underpayment of estimated tax. Check here □ d from 2220 s attached 8 Enter any peaalty for underpayment of estimated tax. Check here □ d from 2220 s attached 8 Enter any peaalty for underpayment of estimated tax. Provided any of the close of the line of t			· · · · · · · · · · · · · · · · · · ·			<u> </u>		- 1 -	
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4 Subbitle A (ncome) bax (domestic section 4947(a)(1) trusts and taxable foundations only, 0 there enter -0 -					2				0.
4 Subbitle A (ncome) bax (domestic section 4947(a)(1) trusts and taxable foundations only, 0 there enter -0 -	3	Add lines	s 1 and 2	·	3			6,9	$\overline{37.}$
5. Credits/Payments 2 2012 estimated tax payments and 2011 overpayment credited to 2012 6. Exempt foreign organizations - tax withheld at source 6. Exempt foreign organizations - tax withheld at source 6. Exempt foreign organizations - tax withheld at source 6. Exempt foreign organizations - tax withheld at source 6. Exempt foreign organizations - tax withheld at source 6. Each and a second organization of extension of time to bite (Form 8869) 7. Total credits and payments. Add lines 6a through 6d 8. Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9. 2, 713. 10. Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10. Part VII-A Statements Regarding Activities 11. Enter the amount of line 10 to lee: Gredited to 2013 attainated tax be a second organization or did it participate or intervene in any political campaign? 12. During the tax war, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 13. A state of the second organization of the activities and copies of any materials published or distributed by the foundation attempt to with the activities and copies of any materials published or distributed by the foundation meconection with the activities and copies of any materials published or distributed by the foundation meconection with the activities and copies of any materials published or distributed by the foundation his Form IT-12-POL to first bysar? 15. Enter the remover in the foundation his Form IT-12-POL to first bysar? 16. It is a secondation or composition of the activities and copies of any materials published or distributed by the foundation managers. S. S. O. C. (2) On foundation managers. S. S. O. C. Enter the removersement (if any) paid by the foundation during the year? 16. It is a state to distributed description of the activities of the secondation of the activities of the secondation of the activities of the secondation	4	Subtitle A	A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. O	thers enter -0-)	4				0.
a 2012 estimated tax payments and 2011 overpayment credeted to 2012 b Exempt foreign organizations - tax withheld at source fox paid with application for extension of time to file (Form 8868) 6 Beb 6 Filter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines S and 8, enter the amount ower paid 10 toverpayment if line? Is more than the total of lines S and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Oredited to 2013 estimated tax ▶ 12 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or miervene in any political campagin? 12 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or miervene in any political campagin? 13 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or miervene in any political campagin? 14 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or miervene in any official campagin? 15 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or miervene in any official campagin? 16 Line answer is "Yes" to fa or 15, attach a detailed description of influence any national, state, or local legislation or did it participate or miervene in any official campagin? 16 Are the requirement (if any) paid by the foundation during the year? 17 Yes, "attach a detailed description of the	5	Tax base	ed on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5			6,9	37.
b Exempl to reign or granzations - Lax withhold at source of Tax paid with application for extension of time to file (Form 8868) d Sackup withholding erroneously withhold 7 Total credits and payments. Add lines 68 through 6d 7 Total credits and payments. Add lines 68 through 6d 8 B 7 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount over 8 B 9 2, 713. 10 Overpayment! If Ine 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment! If Ine 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Deart VII-A Statements Regarding Activities 12 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any obtical campaign? 12 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any obtical campaign? 13 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any obtical campaign? 14 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any obtical approach of the activities and copies (see instructions for definition)? 15 During the tax year, did the foundation in connection with the activities and copies (see instructions for all epislation or did it participate or intervene in any obtical expenditure (section 4955) imposed during the year: (1) On the foundation if any object the productives (section 4955) imposed during the year: (1) On the foundation if any participation of the activities and copies of any materials published or distributed by the foundation during the year optical expenditure tax imposed on foundation managers. ► \$ 0. (2) On foundation managers. ► \$ 0. (2) On foundation managers. ► \$ 0. (2) On foundation managers in the common of the activities and the foundation of the activit	6	Credits/P	'ayments'					-	
d Backup withholding erroneously withhold 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 8 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 8 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 2 7,713. 10 Overpayment if line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Part VII-A Statements Regarding Activities 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 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 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? 1b Did it spend more than \$100 during the year (either directly or undirectly) for political purposes (see instructions for definition)? 1b Lithe answer is "Yes" to 1a or 1b, attach a detailed description of the activities 1c Did the foundation in Form 1120-POL for this year? 1c Did the foundation. Did the foundation of incorporation of the activities 2 D. (2) On foundation managers. ► \$ O. 2 Has the foundation. Did the political expenditures (section 4955) imposed during the year: 1) On the foundation. Did the incorporation of the activities 1 Lines and the statement of the activities 2 D. (3) D. (4)	а	2012 esti	imated tax payments and 2011 overpayment credited to 2012	6a 4,2	24.				
d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶ 9 2,713. 10 Verspayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 10 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 10 12 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 10 13 Eurong the tax year, dot the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 15 Did it spend more than \$100 during the year (either directly) or indirectly) for political purposes (see instructions for definition)? 16 It is spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 16 It is spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 17 If the answer is "Yes" to 1 aor 10, attach a detailed description of the activities 18 It is the foundation file Form 1120-PDL for this year? 29 It is the amount (if any) of tax on polltical expenditures (section 4955) imposed during the year: 20 It is the foundation file Form 1120-PDL for this year? 20 It is the foundation made any changes, not previously reported to the IRS? 21 It is the foundation made any changes, not previously reported to the IRS? 22 It is the foundation made any changes, not previously reported to the IRS? 23 It is the foundation and any changes, not previously reported to the IRS? 24 It is the foundation made any changes, not previously reported on the IRS? 25 It is the foundation share unrelated business gross income of \$1,000 or more during the year? 26 It is the foundation have unrelated business gross income of \$1,000 or mo	b	Exempt fo	oreign organizations - tax withheld at source	6b					
7 4 4,224. 8 Enter any penalty four orderpoyment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount owed 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ Refunded 11 Part VII-A Statements Regarding Activities 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 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? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities of the loundation file Form 1120-PDL for this yea? 2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: 2 In on the foundation. Proof of the activities of the activities of the activities of the loundation did any of tax on political expenditures (section 4955) imposed during the year: 3 In as the foundation engaged in any activities that have not previously been reported to the IRS? 3 In a state of undation and any activities that have not previously been reported to the IRS? 4 If "Yes," attach a detailed description of the activities 5 In a state foundation engaged in any activities that have not previously reported to the IRS. 5 If "Yes," has if filed a tax return on Form 990-T for this year? If "Yes," attach the statement required by General Instruction 7 If "No," attach explanation of the changes If "Yes," attach the statement required by General Instruction 7 If "No," attach explanation If the sanswer is "Yes" to line 7,	C	Tax paid	with application for extension of time to file (Form 8868)	6c					
8 Enter lary penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	d	Backup w	vithholding erroneously withheld	6d					
9 2 2,713. 10 Overpayment if the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment if the 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax > Refunded > 11 Part VII-A Statements Regarding Activities 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? 12 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 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? 1b Did at spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b Did any political campaign? 1c Enter the answer is "Yes" to 1 a 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 1c Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: 1c Did not the foundation. 1c Enter the amount (if any) of a by the foundation during the year for political expenditure tax imposed on foundation managers. \$\infty\$ 0. 2 It as the foundation engaged in any activities that have not previously been reported to the IRS? 1f "Yes," attach a detailed description of the activities 3 A X 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 1b If "Yes," attach has a detailed description of the activities 3 A X 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 1b If "Yes," attach has a titled a tax retirue for 999 of 15 or	7	Total cred	dits and payments. Add lines 6a through 6d		7			$\frac{4}{2}$	<u>24.</u>
10 Overpayment If line? Its more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 10				ched	8			<u></u>	
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Part VII-A Statements Regarding Activities (continued) 11		990-PF (2012) MCMILLEN FAMILY FOUNDATION 26	-159344	9	Page 5
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Located at P 21300 VICTORY BLVD STE 520, WOODLAND HILLS, CA 2IP-4 P91367 Section 447(a)) monement charable trasts then less of form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 16. At any time during calendar year 2012, 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 TDF 90:22.1. It "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. 1 burning the year odd the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualited person? (2) Borrow money from, lied money to, or otherwise extend credit to (or accept it from) a disqualitied person? (3) Furrish goods, serverse, or facilities to (or accept them from) a disqualitied person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualited person? (5) Transfer any income or assets to a disqualited person (or make any of either available for the benefit or use of a disqualited person (or make any of either available for the benefit or use of a disqualited person (or make any of either available for the benefit or use of a disqualited person (or make any of either available for the benefit or use of a disqualited person (or make any of either available for the benefit or use of a disqualited person (or the foundation angread to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) 1 If any in the second variety of the second property of the propriety of the provisions of section 4942(a)(3) or a port year any of the section 4942(a) or a period after termination of government official propriety or the propriety of the provisions of s	14		818)501	-283	3
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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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 povernment service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 53.494 1(d)-3 or in a current notice regarding disaster assistance (see instructions)? 7		country			
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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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Ja Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? If 'Yes,' did it have excess business holdings in 2012 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 2012.) N/A 3b If Yes, 'did it have excess business holdings in 2012.) N/A A 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	C				l
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a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years Yes X No If "Yes," list the years Yes X No If "Yes," list the years Yes X No If "Yes," list the 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? If Yes X No If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after Yes X No If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after Yes X No If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after Yes X No If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after Yes X No If "Yes X No Yes X No If "Yes X No Yes X No If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years listed, answer "No" and attach N/A If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years listed, answer "No" and attach N/A If the provisions of section	2			1	
before 2012? If "Yes," list the years 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.) IN/A If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Image: Area of the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? In "Yes IX No If "Yes IX No If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Image: Area of the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? In a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? In a Did 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 2012.) In A Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? In A Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that					
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statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	C				
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3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2012 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 2012.) 13b 14a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 25 Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	·				
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b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	42				x
				+	
		had not been removed from jeopardy before the first day of the tax year beginning in 2012?			x

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Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (contin	ued)	
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))?	Y6	es X No	
(2) Influence the outcome of any specific public election (see section 4955); or	r to carry on, directly or indire			
any voter registration drive?			es X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	?	Y6	es X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	es 🗶 No 📗	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t	for		
the prevention of cruelty to children or animals?		Y6	s X No	1 1
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	ler the exceptions described	ın Regulations		
section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check hi	ere			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	om the tax because it mainta	ined		
expenditure responsibility for the grant?	N	I/A 🗌 Ye	es 🔲 No	
If "Yes," attach the statement required by Regulations section 53 4945	5-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	pay premiums on			
a personal benefit contract?		Ye	es 🗶 No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal 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 s	helter transaction?	Ye	es 🗓 No 📙	
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b
Part VIII Information About Officers, Directors, Trusto	es, Foundation Ma	nagers, Highly	У	
List all officers, directors, trustees, foundation managers and their		(c) Compensation	(d) Contributions to	() Fymana
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	to position	enter -0-)	compensation	allowances
SEE STATEMENT 9		25 000		
SEE STATEMENT 9		25,000.	0.	0.
				,
Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."		1
(-) Name and address of each analysis and asset the OFO OOC	(b) Title, and average		(d) Contributions to employee benefit plans	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation	account, other allowances
NONE				
				·
		<u> </u>		
		<u> </u>		
		<u> </u>		
Total number of other employees paid over \$50,000			>	0
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Part VIII Information About Officers, Directors, Trustees Paid Employees, and Contractors (continued)	s, Foundation Managers, Highly	
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 number of organizations and other beneficiaries served, conferences convened, research	relevant statistical information such as the ch papers produced, etc.	Expenses
1N/A		
3		
4		
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during to	he tax year on lines 1 and 2.	Amount
1N/A		
2		
All other program-related investments. See instructions. 3		
Total Add lines 1 through 3	>	0.

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	1,034,382.
	Average of monthly cash balances	1b	282,182.
	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,316,564.
	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	1,316,564.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,748.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,296,816.
6	Minimum investment return. Enter 5% of line 5	6	64,841.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certain	
1	Minimum investment return from Part X, line 6	1	64,841.
2a	Tax on investment income for 2012 from Part VI, line 5		
b	Income tax for 2012. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	6,937.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,904.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	57,904.
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	57,904.
_	art 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	<u>2,185,549.</u>
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:		
а	Suitability test (prior IRS approval required)	3a	·
	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,185,549.
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	6,937.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,178,612.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	qualifies fo	r the section

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for	2012 from Part XI,		·		
line 7	,				57,904.
2 Undistributed income, if any,	as of the end of 2012				<u> </u>
a Enter amount for 2011 or	nly			0.	
b Total for prior years:	·				
. ,			0.		
3 Excess distributions carry	yover, if any, to 2012:		· · ·		
a From 2007					
b From 2008	353,750.				
c From 2009	479,953.				
d From 2010	1,340,607.				
	1,493,001.				
f Total of lines 3a through		3,667,311.			
4 Qualifying distributions for					
Part XII, line 4: ► \$					
a Applied to 2011, but not				0.	
b Applied to undistributed					
years (Election required -			0.		
c Treated as distributions of	· F		• • • • • • • • • • • • • • • • • • • •		
(Election required - see in	,	0.			
d Applied to 2012 distribut	, , , , , , , , , , , , , , , , , , ,				57,904.
e Remaining amount distri	T T	2,127,645.			0.75010
5 Excess distributions carryove	' t	0.			0.
(If an amount appears in column (a)	mn (d), the same amount				
6 Enter the net total of each	·				
a Corpus Add lines 3f, 4c, and	4e Subtract line 5	5,794,956.			
b Prior years' undistributed	The state of the s	1 - 1 -			
line 4b from line 2b			0.		
c Enter the amount of prior	r vears'				
undistributed income for	which a notice of				
deficiency has been issue the section 4942(a) tax h					
assessed	ias been previously		0.		,
d Subtract line 6c from line	e 6b. Taxable				
amount - see instruction	s		0.		
e Undistributed income for	r 2011. Subtract line		•	•	
4a from line 2a. Taxable	amount - see instr.			0.	
f Undistributed income for	r 2012. Subtract				
lines 4d and 5 from line	1. This amount must				
be distributed in 2013					0.
7 Amounts treated as distr	butions out of				
corpus to satisfy require	ments imposed by				
section 170(b)(1)(F) or 4	1942(g)(3)	0.			
8 Excess distributions carr	yover from 2007]	
not applied on line 5 or li	ine 7	0.			
9 Excess distributions car	ryover to 2013.			-	
Subtract lines 7 and 8 fro	om line 6a	5,794,956.			
10 Analysis of line 9:	-			1	
a Excess from 2008	353,750.				
b Excess from 2009	479,953.				
c Excess from 2010	1,340,607.				
d Excess from 2011	1,493,001.				
e Excess from 2012	2,127,645.				- 000 55
					Form 990-PF (2012)

Part XIV Private Operating For	N FAMILY FO		A guestion 9)		-1593449 Page 10
1 a If the foundation has received a ruling or			71, 400011011 07	N/A	
foundation, and the ruling is effective for					
b Check box to indicate whether the found		*	n saction	4942(j)(3) or	4942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	ig localidation described i	Prior 3 years		1342())(3)
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for	(-/	(0)	(4) == 1	(-/	- (0) 1000
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				<u> </u>	
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 Info			if the foundatio	n had \$5,000 o	or more in assets
at any time during t	he year-see instr	ructions.)			
1 Information Regarding Foundatio	n Managers:				
a List any managers of the foundation who			ributions received by th	ne foundation before	the close of any tax
year (but only if they have contributed m	nore than \$5,000). (See s	ection 507(d)(2).)			
KARL MCMILLEN JR					
b List any managers of the foundation who other entity) of which the foundation has			or an equally large por	tion of the ownership	of a partnership or
NONE	.				
2 Information Regarding Contributi	on, Grant, Gift, Loan,	Scholarship, etc., Pr	ograms:		
Check here ▶ ☐ If the foundation o			_	s not accept unsolicit	ed requests for funds. If
the foundation makes gifts, grants, etc.	(see instructions) to indiv	riduals or organizations u	nder other conditions,	complete items 2a, b	, c, and d.
a The name, address, and telephone number	ber or e-mail of the perso	n to whom applications s	hould be addressed:		
SEE STATEMENT 10					
b The form in which applications should b	e submitted and informat	tion and materials they sh	rould include:		====
c Any submission deadlines:					
d Any restrictions or limitations on awards	s, such as by geographica	al areas, charitable fields.	kınds of institutions, o	r other factors:	
,					

Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Purpose of grant or contribution Foundation show any relationship to Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year BEACON HOUSE N/A PUBLIC CHARITY FUND THE RENOVATION OF 1003 SOUTH BEACON ST ONE OF THEIR RESIDENCE SAN PEDRO, CA 90731 125,000. HOMES. CASA N/A PUBLIC CHARITY FUND ADDICTION 633 THIRD AVE RESEARCH NEW YORK, NY 10017 10,000. HOUSE OF HOPE N/A PUBLIC CHARITY FUND THE REMODEL OF 245 W 10TH ST THE MAIN HOUSE AND SAN PEDRO, CA 90731 COTTAGES 71,600, PATHWAYS TO INDEPENDENCE N/A PUBLIC CHARITY FUND THE ADMITTANCE OF PO BOX 43 ADDITIONAL GIRLS INTO LOS ALAMITOS, CA 90720 THE PROGRAM 901,000. ROWDY RIDGE CAMP N/A PUBLIC CHARITY FUND WOMEN'S RECOVERY 23440 HAWTHORNE BLVD., #250 PROGRAMS TORRANCE CA 90505 25,000. SEE CONTINUATION SHEET(S Total ➤ 3a 2 165 080. b Approved for future payment NONE Total

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated I	ousiness income		y section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
-	Code		Code		
ab	_				
· · · · · · · · · · · · · · · · · · ·	- 		 		
	i i	··· · -			
e					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	74.	
4 Dividends and interest from securities			14	10,955.	
5 Net rental income or (loss) from real estate: a Debt-financed property					
 Not debt-financed property Net rental income or (loss) from personal property 		·			<u> </u>
7 Other investment income					
8 Gain or (loss) from sales of assets other					
than inventory			18	694,080.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c	1 1				
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			0.	705,109.	0
13 Total. Add line 12, columns (b), (d), and (e)				13	705,109
(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).

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Part XVII	Information Re Exempt Organ		and Transactions ar	nd Relationships With Nonch	aritable
1 Did the or	ganization directly or indi	rectly engage in any of the followir	ng with any other organization	described in section 501(c) of	Yes No
the Code	(other than section 501(c	c)(3) organizations) or in section 52	27, relating to political organiz	eations?	
a Transfers	from the reporting found	lation to a noncharitable exempt or	ganization of:		
(1) Cash					1a(1) X
(2) Other	r assets				1a(2) X
b Other tran					
(1) Sales	s of assets to a noncharita	ible exempt organization			1b(1) X
` '		oncharitable exempt organization			1b(2) X
	al of facilities, equipment,				1b(3) X
	bursement arrangements	;			1b(4) X
` '	s or loan guarantees				1b(5) X
		embership or fundraising solicitation			1b(6) X
		ailing lists, other assets, or paid em			1c X
				ays show the fair market value of the goods	
				in any transaction or sharing arrangement	, snow in
	(b) Amount involved	(c) Name of noncharitable		(4) 0	
(a) Line no	(b) Amount involved	· ' '	e exempt organization	(d) Description of transfers, transactions, an	d sharing arrangements
		N/A			
					-
					
			<u> </u>		
		 			
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					, <u></u>
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			<u> </u>		· · · · · · · · · · · · · · · · · · ·
					
			· · · · · · ·		<u> </u>
in section	1501(c) of the Code (othe omplete the following sch		tion 527?		Yes X No
	(a) Name of org	ganization	(b) Type of organization	(c) Description of relation	nship
	N/A				
				tion of which preparer has any knowledge	May the IRS discuss this eturn with the preparer thown below (see instr.)? X Yes No
Sigi	nature of officer or trustee		Date	Title	
Paid	Print/Type preparer's na	/ Ж	monatore ,	Date Check if PTIN self- employed	
Preparer	DANIEL J.		<u> </u>		00380589
Use Only		OCK, PLANT, EISN	IER, FIORITO,	ET AL. Firm's EIN ▶ 95-	4083514
USE OILLY		200 117000011 711	m #500		
	•	L300 VICTORY BLV		Dhans 010	_01/ 7100
	ı wc	OODLAND HILLS, C	A 3130/		– 9 1 4 – 7 1 0 0 Form 990-PF (2012)
					ronn 220-i i (2012)

Schedule B

or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

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

OMB No 1545-0047

2012

Employer identification number

MCMILLEN FAMILY FOUNDATION 26-1593449 Organization type (check one) Filers of: Section: 501(c)(Form 990 or 990-EZ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions. **General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II **Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990 EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year \$ Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF),

but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part II, line 2 of its Form 990-PF, to

certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

MCMILLEN FAMILY FOUNDATION

26-1593449

Part I	 Contributors 	(see instructions)	Use duplicate copies	of Part I if additional s	space is needed
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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KARL MCMILLEN JR 6490 SEA COVE DRIVE RANCHO PALOS VERDES, CA 90275	\$ 799,442.	Person X Payroll Noncash X (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	KARL MCMILLEN JR 6490 SEA COVE DRIVE RANCHO PALOS VERDES, CA 90275	\$ 25,000.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash Complete Part II if there is a noncash contribution)

Employer identification number

MCMILLEN FAMILY FOUNDATION

26-1593449

Part II	Noncash Propert	(see instructions)	Use duplicate copies	of Part II if additional space is needed
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No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_1	SEE ATTACHED SCHEDULE		
		\$\$	11/20/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. rom Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. rom Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. rom Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. rom Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

lame of orga	inization	Employer identification numb					
MCMILL Part III	EN FAMILY FOUNDATION Exclusively religious, charitable, etc., indiverse, Complete columns (a) through (e) and the columns (b) through (e) and the columns (e) through (e) and	vidual contributions to section 501(he following line entry. For organizati	c)(7), (8), or (10) organizations that total more than \$1,000 ions completing Part III, enter				
	the total of exclusively religious, charitable, et	c., contributions of \$1,000 or less fo	or the year. (Enter this information once)				
(a) No. from Part I	Use duplicate copies of Part III if addition (b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
		(e) Transfer of gi	ift				
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
	Transferee's name, address, a	(e) Transfer of gi	ift Relationship of transferor to transferee				
(a) No. from Part I	(b) Purpose of gift (c) Use of		(d) Description of how gift is held				
	(e) Transfer of gift						
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
		(e) Transfer of gi	ift				
	Transferee's name, address, a		Relationship of transferor to transferee				

3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
SERVICE CONNECTION	N/A	PUBLIC CHARITY	FUND EDUCATIONAL	
510 N. PROSPECT AVE #209 REDONDO BEACH, CA 90277			CONFERENCE ON ALCOHOL AND DRUG RECOVERY	3 60
REDONDO BEACH, CA 90277		 	AND DRUG RECOVERY	3,604
T. MCMILLEN CENTER FOR CHEMICAL	N/A	PUBLIC CHARITY	FUND THE INTAKE	
DEPENDENCY AT TORRANCE MEMORIAL			COUNSELOR FOR RECOVERY	
3333 SKYPARK DRIVE			PROGRAM	55 000
TORRANCE, CA 90505				55,000
TORRANCE MEMORIAL HEALTHCARE	N/A	NOT-FOR-PROFIT	FUND THE PREMIUM OF K	
FOUNDATION		HOSPITAL	MCMILLENS LIFE INS	
3330 LOMITA BLVD, WEST TOWER, 4TH			POLICY BEQUEATHED TO	
FLOOR TORRANCE, CA 90505			THE FOUNDATION	200,000
TURRILL TRANSITIONAL ASSISTANCE	N/A	PUBLIC CHARITY	FUND TREATMENT FOR	
2130 N. ARROWHEAD AVE, STE 206			HOMELESSNESS AND	
SAN BERNARDINO, CA 92405			SUBSTANCE ABUSE	161,802
			1	
VILLA CENTER, INC.	N/A	PUBLIC CHARITY	FUND WOMEN'S RECOVERY	
910 N. FRENCH ST.			PROGRAMS	
SANTA ANA, CA 92701				612,074
	-		-	
		-		
	<u> </u>		1	

McMillen Family Foundation			_				1
Gains/Loss Schedule							
Wells Fargo #1671							
4010410040							
12/31/2012 .	ļi						
1							
Short Term - Covered	 						
	Qty	Cost		Date acquired	Date sold	Proceeds	Gain/Loss
Apple, Inc	300	103,707 54	무	1/13/2011	1/3/2012 2/8/2012	123,255 13	19,547 59 588 53
Apple, Inc	131	1,763 90 55,546 61	D	3/1/2011 1/9/2012	9/26/2012	2,352 43 87,130 54	31,583 93
Apple, Inc Apple, Inc	157	66,571 12	D	1/9/2012	11/21/2012	88,212 84	21,641 72
Google Inc	25	14,415 45	- - - -	Various	1/3/2012	16,445 18	2,029 73
Ishares MSCI Emerging Mkts	500	23,904 68	P	5/11/2011	4/23/2012	20 621 14	(3,283 54)
Mastercard Inc	80	21,123 25	D	4/6/2011	1/3/2012	29,444 23	8,320 98
Mastercard Inc	69	18,292 42	D	Various	1/20/2012	23,419 55	5,127 13
Novo Nordisk A S ADR	189	21,595 12	D	12/28/2011	11/21/2012	29,206 95	7,611 83
VISA Inc	26	3,058 50	D	6/11/2012	11/21/2012	3,790 62	732 12
	<u> </u>			•			
Total Short Term - Covered		329,978 59				423,878 61	93,900 02
							ļ <u></u>
Short Term - Noncovered	11						
	Qty	Cost		Date acquired	Date sold	Proceeds	Gain/Loss
Apple, Inc	5	1,708 00	D	4/5/2011	2/8/2012	2,352 44	644 44
Deageo PLC	3	258 18	D		11/21/2012	352 84	94 66
Dril-Quip Inc	300	6,795 00	D		1/3/2012	20,214 13	13,419 13
Kirby Corp	400	10,679 00	D	12/22/2011	1/3/2012	25,929 70	15,250 70
SPDR Gold Trust	276	25,045 00	D	12/22/2011	1/3/2012	42,963 04	17,918 04
Vanguard REIT	1,122	59,965 61	D	11/29/2011	9/26/2012	71,920 97	11,955 36
Table 1	ļ	104 450 70				162 722 12	50 202 22
Total Short Term - Noncovered	 	104,450 79	 			163,733,12	59,282 33
	 						
Long Term - Covered	 						-
Long Term - Covered	Qty	Cost		Date acquired	Date sold	Proceeds	Gain/Loss
Alexion Pharmaceuticals	463	23,026 79	D	Various	11/21/2012	43,420 71	20,393 92
Apple, Inc	340	117,535 21	D	1/13/2011	2/8/2012	159,965 47	42,430 26
Apple, Inc	5	1,881 72	D	10/7/2011	11/21/2012	2,809 33	927 61
Ishares MSCI Emerging Mkts	125	5,976 17	P	5/11/2011	8/7/2012	5,028 64	(947 53)
Ishares MSCI Emerging Mkts	475	22,709 43	P	5/11/2011	9/12/2012	18,992 91	(3,716 52)
Priceline Com Inc	83	36,410 44	D		11/21/2012	52,847 81	16,437 37
VISA Inc	717	61 132 66	D		11/21/2012	104,533 73	43,401 07
							· · · · · ·
Total Long Term - Covered		268,672 42				387,598 60	118,926 18
	<u> </u>						
					-		
Long Term - Noncovered							
	Qty	Cost		Date acquired	Date sold	Proceeds	Gain/Loss
Advisory Board	225	5,533 00	D		1/3/2012	16,476 93	10,943 93
Affiliated Managers Group	115	2,686 00	D		1/3/2012	11,214 83	8,528 83
Baidu Inc	281	20,548 23	D	5/28/2010	1/3/2012	34,657 09	14,108 86
Chevron	334	20,782 38	D	Various	2/8/2012	35,762 37	14,979 99
Diageo PLC	2	116 96	D		1/3/2012	138 81	21 85
Diageo PLC	441	27,072 52	D	Various	1/20/2012	51,867 28	24,794 76
IBM			_				
	342	41,470 52	D	Various	1/20/2012	64,383 17	22,912 65
Ishares Barclays Tips Bond FD	1,000	41,470 52 94,079 52	Р	10/24/08	3/15/2012	117,422 98	23,343 46
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD	1,000 400	41,470 52 94,079 52 41,894 07	P P	10/24/08 03/17/10	3/15/2012 4/13/2012	117,422 98 47,553 93	23,343 46 5,659 86
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD	1,000 400 550	41,470 52 94,079 52 41,894 07 57,604 34	P P P	10/24/08 03/17/10 03/17/10	3/15/2012 4/13/2012 9/17/2012	117,422 98 47,553 93 66,224 54	23,343 46 5,659 86 8,620 20
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD	1,000 400 550 2,300	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39	P P P	10/24/08 03/17/10 03/17/10 10/24/08	3/15/2012 4/13/2012 9/17/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39	23,343 46 5,659 86 8,620 20 29,865 00
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD	1,000 400 550 2,300 2,101	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74	P P P D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc	1,000 400 550 2,300 2,101 80	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00	P P P D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR	1,000 400 550 2,300 2,101 80 240	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00	P P P D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes	1,000 400 550 2,300 2,101 80 240	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94	P P P D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes	1,000 400 550 2,300 2,101 80 240 3	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56	P P P D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 11/21/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industries PPG Industries Peets Coffee & Tea Inc	1,000 400 550 2,300 2,101 80 240 3 414 165	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00	P P D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes Peets Coffee & Tea Inc Philip Morns Internati Inc	1,000 400 550 2,300 2,101 80 240 3 414 165 281	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00	P P D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industnes Peets Coffee & Tea Inc Philip Morns Internati Inc Precision Castparts Corp	1,000 400 550 2,300 2,101 80 240 3 414 165 281	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00 13,743 71 15,350 44	P P P D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industnes Peets Coffee & Tea Inc Philip Morns Internatl Inc Precision Castparts Corp Raven Industnes Inc	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00 13,743 71 15,350 44 4,213 00	P P P D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industres Peets Coffee & Tea Inc Philip Morns Internati Inc Precision Castparts Corp Raven Industnes Inc SPDR S&P 500 Tr	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180 2,900	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00 13,743 71 15,350 44 4,213 00 257,906 69	P P P D D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08 Various	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88 404,864 06	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88 146,957 37
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industnes Peets Coffee & Tea Inc Philip Morns Internatl Inc Precision Castparts Corp Raven Industries Inc SPDR S&P 500 Tr Vanguard FD Wellelsey	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180 2,900 3,900	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00 13,743 71 15,350 44 4,213 00 257,906 69 209,242 03	P P P D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08 Various 03/10/11	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88 404,864 06 231,435 00	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88 146,957 37 22,192 97
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industres Peets Coffee & Tea Inc Philip Morns Internati Inc Precision Castparts Corp Raven Industnes Inc SPDR S&P 500 Tr	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180 2,900	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00 13,743 71 15,350 44 4,213 00 257,906 69	P P P D D D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08 Various 03/10/11	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88 404,864 06	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88 146,957 37 22,192 97
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industnes Peets Coffee & Tea Inc Philip Morns Internatl Inc Precision Castparts Corp Raven Industries Inc SPDR S&P 500 Tr Vanguard FD Wellelsey	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180 2,900 3,900	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00 13,743 71 15,350 44 4,213 00 257,906 69 209,242 03	P P P D D D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08 Various 03/10/11	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88 404,864 06 231,435 00	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88 146,957 37
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industnes Peets Coffee & Tea Inc Philip Morris Internatil Inc Precision Castparts Corp Raven Industnes Inc SPDR S&P 500 Tr Vanguard FD Wellelsey Vanguard Short Term Bond	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180 2,900 3,900	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00 13,743 71 15,350 44 4,213 00 257,906 69 209,242 03 232,547 40	P P P D D D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08 Various 03/10/11	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88 404,864 06 231,435 00 234,315 52	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88 146,957 37 22,192 97 1,768 12
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industnes Peets Coffee & Tea Inc Philip Morris Internatil Inc Precision Castparts Corp Raven Industnes Inc SPDR S&P 500 Tr Vanguard FD Wellelsey Vanguard Short Term Bond	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180 2,900 3,900	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 3,264 00 13,743 71 15,350 44 4,213 00 257,906 69 209,242 03 232,547 40	P P P D D D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08 Various 03/10/11	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88 404,864 06 231,435 00 234,315 52	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88 146,957 37 22,192 97 1,768 12
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industines PPG Industines PPG Industines Peets Coffee & Tea Inc Philip Morris Internati Inc Precision Castparts Corp Raven Industines Inc SPDR S&P 500 Tr Vanguard FD Wellelsey Vanguard Short Term Bond Total Long Term - Noncovered	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180 2,900 3,900	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 24,717 56 13,743 71 15,350 44 4,213 00 257,906 69 209,242 03 232,547 40	P P P D D D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08 Various 03/10/11	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88 404,864 06 231,435 00 234,315 52 1,713,287 33	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88 146,957 37 22,192 97 1,768 12
Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares Barclays Tips Bond FD Ishares MSCI EAFE Index FD Ishares Tr Russel Midcap Grth Index FD Mahattan Associates Inc Novo Nordisk A S ADR PPG Industnes PPG Industnes PPG Industnes Peets Coffee & Tea Inc Philip Morns Internati Inc Precision Castparts Corp Raven Industnes Inc SPDR S&P 500 Tr Vanguard FD Wellelsey Vanguard Short Term Bond Total Long Term - Noncovered	1,000 400 550 2,300 2,101 80 240 3 414 165 281 124 180 2,900 3,900	41,470 52 94,079 52 41,894 07 57,604 34 92,624 39 105,980 74 1,209 00 19,428 00 130 94 24,717 56 24,717 56 13,743 71 15,350 44 4,213 00 257,906 69 209,242 03 232,547 40	P P P D D D D D D	10/24/08 03/17/10 03/17/10 10/24/08 04/21/10 10/23/08 04/26/10 04/03/09 Various 07/01/08 12/24/09 Various 12/05/08 Various 03/10/11	3/15/2012 4/13/2012 9/17/2012 Various 9/26/2012 1/20/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 1/3/2012 Various	117,422 98 47,553 93 66,224 54 122,489 39 128,419 21 3,348 73 27,939 87 216 26 50,142 25 10,014 09 22,138 58 20,945 56 11,316 88 404,864 06 231,435 00 234,315 52 1,713,287 33	23,343 46 5,659 86 8,620 20 29,865 00 22,438 47 2,139 73 8,511 87 85 32 25,424 69 6,750 09 8,394 87 5,595 12 7,103 88 146,957 37 22,192 97 1,768 12

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McMillen Family Foundation Non Cash Donations to Foundation 2012

		Donor's	Date of	FMV
<u>Security</u>	<u>Qty</u>	Cost	Donation	<u>Value</u>
Apple (AAPL)	131	55,546 62	09/26/12	87,139 00
Shares MidCap Growth (IWP)	2,101	27,432 69	09/26/12	128,419 00
Vanguard MSCI Emerging Mkts (VNQ)	1,122	15,803 09	09/26/12	71,921 00
PPG Industries (PPG)	414	24,718 00	11/20/12	50,321 70
Diageo PLC - ADR (DEO)	444	27,330.00	11/20/12	52,241 04
Priceline Com Inc	83	36,410 44	11/20/12	52,753 14
Apple (AAPL)	312	132,055 82	11/20/12	175,003 92
VISA Inc - Class A (V)	743	64,191 16	11/20/12	108,730 62
Alexion Pharmaceuticals (ALXN)	463	24,776.79	11/20/12	43,549 78
Novo Nordisk A/S - ADR (NVO)	189	21,595 00	11/20/12	29,363 04
	-	429,859 61		799,442 24

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FORM 990-PF INTEREST ON SAVI	NGS AND TEM	PORARY CASH	INVESTMENTS	STATEMENT	
SOURCE `				AMOUNT	
WELLS FARGO-9647 WELLS FARGO-9769					5.
TOTAL TO FORM 990-PF, PART I,	LINE 3, CO	LUMN A		7	4.
FORM 990-PF DIVIDENT	OS AND INTER	EST FROM SEC	URITIES	STATEMENT	2
SOURCE	GROSS		PITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
WELLS FARGO-9769		11,784.	829.	10,95	5.
TOTAL TO FM 990-PF, PART I, I	JN 4	11,784.	829.	10,95	5.
FORM 990-PF	ACCOUNTI	NG FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
ACCOUNTING FEES	8,057.	0	•	65	0.
TO FORM 990-PF, PG 1, LN 16B	8,057.	0	•	65	0.
FORM 990-PF C	THER PROFES	SIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
PROFESSIONAL FEES	5,100.	0	•	5,10	0.
TO FORM 990-PF, PG 1, LN 16C	5,100.	0	•	5,10	0.

FORM 990-PF	TAX	ES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
FOREIGN TAXES STATE TAXES TAX ON INVESTMENT INCOME	140. 160. 8,549.	140.		0. 0. 0.
TO FORM 990-PF, PG 1, LN 18	8,849.	140.		0.
FORM 990-PF	OTHER E	XPENSES		STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
POSTAGE PUBLIC RELATIONS	96. 873.			96. 873.
TO FORM 990-PF, PG 1, LN 23	969.	0.		969.
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 7
DESCRIPTION		во	OOK VALUE	FAIR MARKET VALUE
INVESTMENTS			118,534.	141,186.
TOTAL TO FORM 990-PF, PART I	OTAL TO FORM 990-PF, PART II, LINE 10B			

	STANTIAL CONTRIB	SUTORS	STATI	EMENT 8
NAME OF CONTRIBUTOR	ADDRESS			
KARL MCMILLEN	3005 VIA VICT PALOS VERDES,			
FORM 990-PF PART VIII - LIST TRUSTEES AND	OF OFFICERS, DEFOUNDATION MANA		STAT	EMENT S
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
KARL MCMILLEN JR 6490 SEA COVE DRIVE RANCHO PALOS VERDES, CA 90275	DIRECTOR/PRESI	DENT 0.	0.	0
CAROL MCMILLEN 6490 SEA COVE DRIVE RANCHO PALOS VERDES, CA 90275	DIRECTOR/SECRE 0.00	CTARY/CFO 0.	0.	0
GARY MICHEL 9401 WILSHIRE BLVD #900 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0
DANIEL FIORITO 16542 VENTURA BLVD #300 ENCINO, CA 91436	DIRECTOR 0.00	0.	0.	0
DAVID BISHOP 5267 WARNER AVE #184 HUNTINGTON BEACH, CA 92649	DIRECTOR 0.00	0.	0.	0
MERLE COUNTRYMAN 601 PASEO DE LA PLAZA TORRANCE, CA 90277	DIRECTOR 10.00	25,000.	0.	0
MOE GELBART 3333 SKYPARK DRIVE TORRANCE, CA 90505	DIRECTOR 0.00	0.	0.	0
SHANNON MCMILLEN 801 E ORANGEWOOD BUILDING L #265 ANAHEIM, CA 92802	DIRECTOR 0.00	0.	0.	0
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	25,000.	0.	0

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT PART XV, LINES 2A THROUGH 2D

10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MERLE COUNTRYMAN P.O. BOX 3260 PALOS VERDES, CA 90274

TELEPHONE NUMBER

310-344-7100

FORM AND CONTENT OF APPLICATIONS

A LETTER OF INTRODUCTION THAT INCLUDES A BRIEF DESCRIPTION OF YOUR PROGRAM AND THE GRANT AMOUNT REQUESTED. INCLUDE A COPY OF YOUR NON PROFIT STATUS -501 (C)(3). INCLUDE A COPY OF YOUR MOST RECENT ANNUAL REPORT.

ANY SUBMISSION DEADLINES

NOT AVAILABLE

RESTRICTIONS AND LIMITATIONS ON AWARDS

MCMILLEN FAMILY FOUNDATION WILL CONSIDER GRANTS TO ASSIST ORGANIZATIONS SERVING THOSE INDIVIDUALS IN RECOVERY FROM DRUGS AND ALCOHOL. THE FOUNDATION WILL ALSO CONSIDER ORGANIZATIONS WHICH PROVIDE THE OPPORTUNITY TO RECEIVE THE EDUCATION NEEDED BY THOSE AFFECTED BY ALCOHOL, DRUGS, AND OTHER UNFORTUNATE CIRCUMSTANCES TO BUILD SOUND FINANCIAL, SPIRITUAL, AND PHYSICALLY HEALTHY LIVES FOR THEMSELVES AND THEIR FAMILIES. ORGANIZATION MUST BE CERTIFIED UNDER SECTION 501(C)(3) OF THE U.S. INTERNAL REVENUE CODE AND IS NOT A PRIVATE FOUNDATION, AS DEFINED IN SECTION 509 (A) OF THAT CODE.