Form 990-PF Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052
2012
Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THOMAS R. & ELIZABETH E. MCLEAN FOUNDATION, INC

A Employer identification number
31-1470721

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 58329

B Telephone number
(910)483-8104

City or town, state, and ZIP code
FAYETTEVILLE, NC 28305

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 18,344,588.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	227,494.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,051.	19,051.		STATEMENT 1
	4 Dividends and interest from securities	272,462.	272,462.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	119,037.			
	b Gross sales price for all assets on line 6a 1,148,096.				
	7 Capital gain net income (from Part IV, line 2)		119,037.		
	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	522,506.	522,506.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,160,550.	933,056.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	178,404.	64,652.		91,492.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	6,000.	3,000.		3,000.
	b Accounting fees STMT 5	9,000.	4,500.		4,500.
	c Other professional fees STMT 6	39,348.	39,348.		0.
	17 Interest				
	18 Taxes STMT 7	10,512.	1,076.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	5.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	243,269.	112,576.		98,992.
	25 Contributions, gifts, grants paid	825,039.			825,039.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,068,308.	112,576.		924,031.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	92,242.			
	b **Net investment income** (if negative, enter -0-)		820,480.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	26,577.	29,541.	29,541.
	2 Savings and temporary cash investments	7,563,249.	7,431,182.	7,431,182.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	8,436,235.	8,816,780.	10,883,865.
	c Investments - corporate bonds	159,200.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	16,185,261.	16,277,503.	18,344,588.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	8,960,983.	8,960,983.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,224,278.	7,316,520.	
	30 **Total net assets or fund balances**	16,185,261.	16,277,503.	
	31 **Total liabilities and net assets/fund balances**	16,185,261.	16,277,503.	

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	16,185,261.
2	Enter amount from Part I, line 27a	2	92,242.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,277,503.
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	16,277,503.

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 STATEMENT			
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	1,148,096.		1,029,059.	119,037.

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				119,037.

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 — 119,037.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	867,770.	17,710,615.	.048997
2010	832,596.	16,455,548.	.050597
2009	743,173.	14,806,426.	.050193
2008	926,834.	14,533,705.	.063771
2007	1,015,393.	18,458,048.	.055011

2	Total of line 1, column (d)	2	.268569
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	.053714
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,856,624.
5	Multiply line 4 by line 3	5	959,151.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,205.
7	Add lines 5 and 6	7	967,356.
8	Enter qualifying distributions from Part XII, line 4	8	924,031.

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	16,410.
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	16,410.
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	16,410.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,200.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	11,200.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	5,210.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

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) ▶ NC			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ALFRED E. CLEVELAND Telephone no. ▶ 910-483-8104

Located at ▶ PO BOX 87009, FAYETTEVILLE, NC ZIP+4 ▶ 28304

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 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?	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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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 2012?	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 | No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
ALFRED CLEVELAND FAYETTEVILLE, NC	PRESIDENT 25.00	74,202.	0.	0.
HARRY SHAW FAYETTEVILLE, NC	VICE-PRESIDENT 20.00	74,202.	0.	0.
JENNIFER ELAM RALEIGH, NC	DIRECTOR 5.00	15,000.	0.	0.
FAISON COVINGTON CHARLOTTE, NC	DIRECTOR 5.00	15,000.	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	10,417,161.
b	Average of monthly cash balances	1b	7,711,391.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,128,552.
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	18,128,552.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	271,928.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,856,624.
6	**Minimum investment return.** Enter 5% of line 5	6	892,831.

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	892,831.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 16,410.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	16,410.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	876,421.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	876,421.
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	876,421.

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	924,031.
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	924,031.
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	924,031.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				876,421.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 138,723.				
c From 2009 21,072.				
d From 2010 22,522.				
e From 2011				
f Total of lines 3a through e	182,317.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 924,031.				
a Applied to 2011, 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 2012 distributable amount				876,421.
e Remaining amount distributed out of corpus	47,610.			
5 Excess distributions carryover applied to 2012 (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	229,927.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	229,927.			
10 Analysis of line 9:				
a Excess from 2008 138,723.				
b Excess from 2009 21,072.				
c Excess from 2010 22,522.				
d Excess from 2011				
e Excess from 2012 47,610.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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).)

NONE

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 or e-mail of the person to whom applications should be addressed:

THOMAS & ELIZABETH MCLEAN FOUNDATION
PO BOX 58329, FAYETTEVILLE, NC 28305

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

WRITTEN REQUEST EXPLAINING PURPOSE, TIME, PERIOD & COST

c Any submission deadlines:

NONE

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

NORTH CAROLINA ORGANIZATIONS OR CHAPTERS OF NATIONAL CHARITIES

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*				
SEE SCHEDULE ATTACHED				825,039.
Total			▶ 3a	825,039.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	19,051.	
4 Dividends and interest from securities			14	272,462.	
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			15	522,506.	
8 Gain or (loss) from sales of assets other than inventory			18	119,037.	
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.		933,056.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 933,056.

(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

Signature of officer or trustee: [signature] Pres | Date: 5/15/13 | Title: President

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
J. WILLIAM LAMBERT, JR.	[signature]	5-7-13		P01306799

Firm's name ▶ HAIGH, BYRD & LAMBERT, LLP | Firm's EIN ▶ 56-0587513

Firm's address ▶ PO BOX 53349 FAYETTEVILLE, NC 28305-3349 | Phone no. (910)483-1437

223622
12-05-12

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
THOMAS R. & ELIZABETH E. MCLEAN FOUNDATION, INC

Employer identification number
31-1470721

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THOMAS R. & ELIZABETH E. MCLEAN FOUNDATION, INC	31-1470721

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF THOMAS R. MCLEAN PO BOX 87009 FAYETTEVILLE, NC 28304	$ 227,494.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THOMAS R. & ELIZABETH E. MCLEAN FOUNDATION, INC	31-1470721

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

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

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

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

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

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

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

Name of organization	Employer identification number
THOMAS R. & ELIZABETH E. MCLEAN FOUNDATION, INC	31-1470721

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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	MBNA MTN SR F 7.5	P	09/01/11	03/15/12
b	THRU MORGAN KEEGAN	P	VARIOUS	VARIOUS
c	THRU MORGAN KEEGAN	P	VARIOUS	VARIOUS
d	THRU MORGAN KEEGAN	P	VARIOUS	VARIOUS
e	THRU MORGAN KEEGAN	P	VARIOUS	VARIOUS
f	THRU MORGAN KEEGAN	P	VARIOUS	VARIOUS
g	THRU MORGAN KEEGAN	P	VARIOUS	VARIOUS
h	THRU LEGG MASON	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
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	150,000.		153,825.	<3,825.>
b	119,440.		127,029.	<7,589.>
c	18,934.		17,675.	1,259.
d	130,532.		110,052.	20,480.
e	123,737.		97,360.	26,377.
f	38,075.		41,051.	<2,976.>
g	171,932.		162,403.	9,529.
h	380,627.		319,664.	60,963.
i	14,819.			14,819.
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				<3,825.>
b				<7,589.>
c				1,259.
d				20,480.
e				26,377.
f				<2,976.>
g				9,529.
h				60,963.
i				14,819.
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	119,037.
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

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

SOURCE	AMOUNT
BB&T	7,529.
FIRST CITIZENS	11,522.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19,051.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BB&T CAPITAL MARKETS	5,625.	0.	5,625.
MORGAN KEEGAN	70.	0.	70.
MORGAN KEEGAN	19.	0.	19.
MORGAN KEEGAN	37.	0.	37.
MORGAN KEEGAN	234,837.	14,819.	220,018.
MORGAN KEEGAN	11,136.	0.	11,136.
PERSHING	35,557.	0.	35,557.
TOTAL TO FM 990-PF, PART I, LN 4	287,281.	14,819.	272,462.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 - ESTATE OF THOMAS R. MCLEAN 56-6532868 - DIVIDENDS & INTEREST	17,591.	17,591.	
K-1 - ESTATE OF THOMAS R. MCLEAN 56-6532868 - NET RENTAL INCOME	8,418.	8,418.	
K-1 - ESTATE OF THOMAS R. MCLEAN 56-6532868 - OTHER INCOME	145,763.	145,763.	
K-1 - ESTATE OF THOMAS R. MCLEAN 56-6532868 - NET LONG TERM CAPITAL GAIN	350,734.	350,734.	
TOTAL TO FORM 990-PF, PART I, LINE 11	522,506.	522,506.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,000.	3,000.		3,000.
TO FM 990-PF, PG 1, LN 16A	6,000.	3,000.		3,000.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,000.	4,500.		4,500.
TO FORM 990-PF, PG 1, LN 16B	9,000.	4,500.		4,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	39,348.	39,348.		0.
TO FORM 990-PF, PG 1, LN 16C	39,348.	39,348.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,076.	1,076.		0.
EXCISE TAX	9,436.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,512.	1,076.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICES CHARGES	5.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SCHEDULE ATTACHED	8,816,780.	10,883,865.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,816,780.	10,883,865.

10:25 AM

01/26/13

Accrual Basis

THOMAS R & ELIZABETH E MCLEAN FOUNDATION
Balance Sheet
As of December 31, 2012

		Dec 31, 12	
		Cost	FMV
	ASSETS		
	Current Assets		
	Checking/Savings		
	BB&T Checking	29,536 54	
	BB&T Savings	5,365,263 72	
	Total Checking/Savings	5,394,800 26	
	Total Current Assets	5,394,800 26	
	Other Assets		
	First Citizens		
	Money Market Fund	2,065,918 04	
	Total First Citizens	2,065,918 04	
	Morgan Keegan		
1200	3-M Company	99,161.12	111420.00
100	Aflac Corporation	4,634 85	5312.00
800	Altria Group	15,397 93	25152.00
50	American International Group	70,940 49	1765.00
24	American Intl' Group Warrants	423 51	358.80
200	Amgen Inc.	16,931 24	17240.00
16000	AT&T, Inc.	636,526 37	539360.00
1400	Bank of America	47,492 76	16254.00
22800	BB&T	851,433.41	663708.00
500	Berkshire Hathaway, Inc.	44,132 86	44850.00
1200	Cenovus Energy Inc.	35,483 98	40248.00
800	Charles River Laboratories Intl	53,407.06	29976.00
12020	ChevronTexaco Corp	449,583 50	1299842.80
1500	Cisco Systems	37,386 61	29473.50
1200	Coca-Cola Co.	34,824 12	43500.00
70	Comerica Incorporated	3,731 26	2123.80
600	Conocophillips	33,644.83	34794.00
600	Costco Wholesale Corp	47,032.21	59238.00
100	Cree Inc.	4,932 00	3398.00
3600	CSX Corporation	66,126 20	71028.00
1200	Cullen Frost Bankers	61,693.89	65124.00
400	Dana Holding Corp	7,239.32	6244.00
700	Deere & Co.	61,785 10	60494.00
3600	Duke Energy	180,628 25	229680.00
500	El Dupont De Nemours & Co	24,917.32	22489.00
400	Encana Corp	13,522 18	7904.00
500	Exelon Corporation	38,630.00	14870.00
19000	Exxon Mobile Corporation	705,671.87	1644450.00
200	First Energy Corp.	18,639 52	8352.00
235	First Horizon National Corp	7,954 83	2328.85
200	First Niagara Financial Group	2,916 45	1586.00
800	Ford Motor Company	11,053 82	10360.00
1392	Frontier Communications Corp	10,463 11	5957.76
1000	General Electric	35,956 83	20990.00
1500	Intl Business Machines Corp	213,789 32	287325.00
7174.094	Investment Company of America	228,276 23	216370.67
1500	J. P. Morgan Chase & Co.	69,352.19	65953.50
100	Johnson & Johnson	7,088 00	7010.00
1900	Kansas City Southern Indus	109,931 64	158612.00
25253.697	Lateef Fund	261,850 36	280316.03
1000	McDonalds Corp	76,685.22	88210.00
200	Monsanto Company	17,798 93	18930.00
1300	NCR Corp	30,091 15	33124.00
3900	Norfolk Southern Corp	141,653 79	241176.00
1800	Nucor Corp	82,851.44	77688.00
60	Patriot Coal Corp	938.70	4.38
700	Peabody Energy	38,529 75	18627.00
200	Pepsico, Inc.	12,333.00	13686.00
200	Philip Morris Intl	18,887.45	16728.00
300	Phillips 66	9,997 51	15930.00
600	PNC Bank Corp	44,590.00	34986.00
400	Procter & Gamble Co	23,774 00	27156.00

THOMAS R & ELIZABETH E MCLEAN FOUNDATION
Balance Sheet
As of December 31, 2012

		Dec 31, 12	
1400	Prosperity Bancshares	54,836 63	58800.00
400	Regions Financial Corp	14,039 67	2852.00
1200	Royal Bank of Canada	63,076 01	72360.00
100	Sensata Technologies Holding	3,807 00	3248.00
2000	Southern Co.	81,756.55	85620.00
600	Spectra Energy Corp	12,386.87	16428.00
2500	Suntrust	202,635 80	70875.00
400	Synovus Financial Corp	5,929.89	980.00
2400	Teradata Corp	103,593 22	148536.00
400	Texas Capital Bancshares Inc.	19,580 63	17928.00
193	Total Systems Services Inc.	7,494 57	4134.06
500	Valero Energy Corp	35,382 02	17060.00
6400	Verizon Communications	275,095 56	276928.00
700	Wal-Mart Stores Inc	39,075.45	47761.00
200	Walgreen Co.	9,166 98	7402.00
678	Wells Fargo & Company	86,076 14	23174.04
	Morgan Keegan - Other	110,082.30	110082.32
	Total Morgan Keegan	6,246,732.77	7705872.51 Stocks
	Morgan Keegan/Snow Cap		
445	Abercrombie and Fitch Co.	13,807 72	21346.65
810	Aecom Technologies Corp	16,299 16	19278.00
520	Agilent Technologies, Inc.	20,155 19	21288.80
460	Archer-Daniels-Midland Co.	14,186.42	12599.40
420	Aspen Insurance Holdings Ltd	10,420 55	13473.60
370	Atlas Air Worldwide	17,736 66	16398.40
570	Avery Dennison Corp.	16,630 65	19904.40
525	Avnet, Inc.	15,666 40	16070.25
365	Baker Hughes Inc.	18,023 25	14909.15
585	Big Lots Inc	17,182.38	16649.10
215	BP Amoco	8,414 54	8952.60
855	Chesapeake Energy Corporation	19,593 46	14210.10
710	Community Health Systems, Inc.	16,857 74	21825.40
355	Eaton Corp	15,313.64	19233.90
2560	First Niagara Financial Group	22,731 93	20300.80
140	General Dynamics Corp	9,396 57	9697.80
1495	Health Management Associates	12,216.51	13933.40
470	Hospira Inc.	14,587.29	14682.80
575	Intl Paper Co	14,601 03	22908.00
435	Johnson Controls Inc.	12,372.73	13341.45
170	Kennametal Inc.	6,827.28	6800.00
1170	Kindred Healthcare Inc	13,683.54	12659.40
510	Macy's Inc.	9,178 13	19900.20
625	Metlife, Inc.	18,875.52	20587.50
1145	Patterson-UTI Energy Inc.	21,382 53	21331.35
200	Quality Systems Inc.	3,706 46	3472.00
230	Rio Tinto PLC	11,936 46	13360.70
1265	Sealed Air Corp	21,530 52	22150.15
990	Terex Corp	18,068 28	26423.40
420	Teva Pharmaceutical	19,331 80	15682.80
585	Texas Instruments Inc	10,458 16	18070.65
730	The Barnes Group Inc.	16,039 94	16395.80
150	True Religion Apparel Inc	3,833 84	3813.00
735	Valero Energy Corp.	14,610.64	25078.20
345	Wellpoint Inc.	19,314.44	21017.40
520	Wells Fargo & Co	15,706 41	17773.60
	Morgan Keegan/Snow Cap - Other	31,084 89	31084.89
	Total Morgan Keegan/Snow Cap	561,762 66	626605.04 Stocks

AM

26/13

ccrual Basis

THOMAS R & ELIZABETH E MCLEAN FOUNDATION
Balance Sheet
As of December 31, 2012

		Dec 31, 12	
	Pershing Advisor		
975	Agco Corp	49,543 94	47892.00
600	Airgas Inc.	48,636 36	54774.00
1500	Align Technology Inc.	48,760 22	41625.00
850	Amphenol Corp	30,421 84	54995.00
1000	Ansys Inc.	29,561.70	67340.00
1900	Aqua Ameria Inc	44,565 40	48298.00
2800	Bank of America	63,843.36	32508.00
1350	BE Aerospace Inc	42,372 18	65 455.00
900	Brown Forman Corp	35,065.14	56 925.00
1850	Cavium Inc.	54,706 41	57 738.50
900	Cerner Corp	26,853.84	69 759.00
950	Choice Hotels Intl Inc.	23,906 09	31 939.00
875	Coach Inc.	31,961 47	48571.25
625	Cognizant Technology Solutions	19,797.41	46 176.44
375	Core Laboratories	36,961 80	40 991.25
1025	Cyberonics Inc	45,006 62	53843.25
1300	Dresser Rand Group Inc.	50,169.08	72 982.00
475	F5 Networks Inc.	42,154 73	46146.25
1100	FISERV Inc.	44,286.80	86 933.00
450	Flowserve Corp	45,267 62	66 060.00
900	FMC Corp	48,361 05	52 668.00
1800	Hanesbrands Inc.	45,205 76	64 476.00
1000	Hershey Foods	34,086 15	72 220.00
1825	Hexcel Corp	47,050 14	49 202.00
1525	Informatica Corp	34,479.40	46 238.00
1125	J B Hunt Trans Svcs Inc	45,980 44	67 173.75
950	Jacobs Engineering Group Inc.	36,084.32	40441.50
900	Kansas City Southern Com	52,301.79	75132.00
10409.644	Legg Mason Fund	114,891.57	139 802.19
1400	Lincoln Elec Hldgs Inc.	35,904 91	68152.00
1000	McCormick & Co.	25,820 90	63 530.00
375	Mettler-Toledo Intl Inc	58,610 57	72 487.50
1200	Oceaneering Intl Inc	52,572.12	64 548.00
750	Pepsico, Inc.	45,332.03	51 322.50
550	Perrigo Company	46,956.42	57216.50
3900	Sapient Corp	40,893.84	41184.00
825	Schlumberger Ltd.	57,213.17	57 171.35
900	Scripps Networks Interactive	37,626.30	52 128.00
1500	Sensata Technologies Holdg	51,660.16	48 720.00
750	SPX Corporation	33,237.90	52612.50
1000	Stancorp Finl Group	26,543 57	36670.00
2425	TIBCO Software Inc.	50,581.38	53301.50
1056	Veolia Environment Sponsored	55,819.30	12925.44
600	Wabtec Com	48,640 70	52524.00
	Pershing Advisor - Other	68,587 85	68587.85
	Total Pershing Advisor	2,008,283.75	2551386.52 Stocks
	Scott & Stringfellow 10792735		
	Total Other Assets		
	TOTAL ASSETS		
	LIABILITIES & EQUITY		
	Equity		
	Capital		
	Retained Earnings		
	Net Income		
	Total Equity		
	TOTAL LIABILITIES & EQUITY		

6,245,733·00+
561,763·00+
2,008,284·00+
8,815,780·00* Stocks at cost

7,705,873·00+
626,605·00+
2,551,387·00+
10,883,865·00* Stocks at FMV

CLEARVIEW CORRESPONDENT SERVICES, LLC

Account 83235648

Proceeds from Broker and Barter Exchange Transactions

2012

SHORT-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
				These columns are not reported to the IRS			
MBNA MTN SR F 7.5 031512 / CUSIP: 55263ECE3 / Symbol:							
03/15/12	150,000.000	150,000.00	09/01/11	153,825.00	-3,825.00	Redemption	

3,825.00-
7,588.91-
1,258.39+
20,473.53+
26,377.43+
2,375.91-
9,528.97+
60,963.15+
104,217.65*

Gain/(Loss) per Stmts

0.*
0.*
150,000.00+
119,439.61+
18,933.56+
130,531.80+
123,737.01+
33,075.16+
171,931.33+
380,627.10+
Sales Price 1,133,276.13*
1,133,276.13+
153,825.00+
127,028.52+
17,575.17+
110,052.27+
97,359.58+
41,051.07+
152,402.92+
319,655.95+
Basis 1,029,058.48*
1,029,058.48-
104,217.65*
Gain

Legg Mason Investment Counsel

REALIZED GAINS AND LOSSES

Thomas R. & Elizabeth E. McLean Foundation, Inc.

McLean_Thom_Eliz_Foundation

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-23-10	02-02-12	225	Coach Inc	8,218.66	15,912.14		7,693.47
01-08-02	02-02-12	200	Hershey Company	6,707.00	12,288.34		5,581.34
07-05-07	02-06-12	450	C H Robinson Worldwide Inc	23,506.11	28,780.68		5,274.57
04-23-10	02-06-12	150	C H Robinson Worldwide Inc	9,215.69	9,593.56		377.87
02-06-03	02-06-12	525	Devon Energy Corp New	12,168.55	33,118.52		20,949.96
05-21-03	02-06-12	150	Devon Energy Corp New	3,794.25	9,462.43		5,668.18
09-05-08	02-28-12	825	Medco Health Solutions Inc	39,819.53	55,951.40		16,131.87
07-09-10	05-15-12	1,675	Aecom Technology Corp	39,641.56	29,727.90		(9,913.66)
07-12-10	05-15-12	400	Aecom Technology Corp	9,458.76	7,099.20		(2,359.56)
01-09-09	06-26-12	2,200	ABB LTD-SPON ADR	31,390.92	33,930.71		2,539.79
04-28-10	07-02-12	1,075	Rovi Corp	42,607.09	20,151.49		(22,455.60)
06-29-07	07-17-12	181	Brown Forman Corp. CL B	10,574.60	17,438.37		6,863.77
08-21-07	07-27-12	550	Goodrich Corporation	32,492.19	70,125.00		37,632.81
03-05-12	09-20-12	750	Clean Harbors	50,069.03	37,047.36	(13,021.67)	
TOTAL GAINS							108,713.64
TOTAL LOSSES						(13,021.67)	(34,728.82)
				319,663.95	380,627.10	(13,021.67)	73,984.82
TOTAL REALIZED GAIN/LOSS			60,963.15				

McLean Foundation

Year 2012 Grants Made

Sandhills Area Land Trust *Operational Expenses*	$ 25,000
Boy Scouts of America *In-School Scouting Program*	$ 9,000
Methodist University *Physician Asst. Program*	$100,000
The North Carolina Symphony *Music Education Programs*	$ 30,000
Vision Resource Center *Healthy Living Programming*	$ 18,000
Fayetteville Area Habitat for Humanity *Home Building Program*	$ 25,000
Arts Council of Fayetteville *Administrative Expenses*	$ 20,586.32
Child Advocacy Center *Operational Expenses*	$ 75,000
Community Concerts of Fayetteville, Inc. *Promotional Expenses*	$ 25,000
Lafayette Society, Inc. *Unrestricted for Educational Events*	$ 5,000
Duke University *Hubert/Yeargan Center for Global Health* *Unrestricted*	$ 25,000
Fayetteville Family Life Center Inc. *Unrestricted*	$ 25,000
Cape Fear Regional Theatre *Sound & Video System Upgrades*	$ 58,827.23
Cumberland Community Foundation, Inc. *Operational Expenses*	$ 50,000
Cross Creek Linear Park *Completion of City Park*	$100,000

McLean Foundation

Fayetteville Symphony Orchestra *Educational/Outreach Programs*	$ 35,000
Child Advocacy Center *Purchase of Property*	$ 68,625
Methodist University *Physician Asst. Program*	$100,000
Vision Resource Center *Health-Wellness Programming*	$ 30,000
TOTAL MADE 2012	***$825,038.55***