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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

| | | | |
|--|--|--|--|
| Name of foundation James & Madeleine McMullan Family Foundation | | A Employer identification number 36-3506203 | |
| % CARLETTE MCMULLAN | | B Telephone number (see instructions) (312) 236-1600 | |
| Number and street (or P O box number if mail is not delivered to street address) 800 South Ridge Road Suite | | | |
| City or town, state, and ZIP code Lake Forest, IL 60045 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 13,049,489 | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | | | |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|--|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | 0 | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities. | 118,843 | 118,843 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 43,667 | | | |
| | b Gross sales price for all assets on line 6a _____ 1,165,099 | | | | |
| | 7 Capital gain net income (from Part IV , line 2) | | 43,667 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | <input checked="" type="checkbox"/> 10,859,047 | | | |
| | 12 Total. Add lines 1 through 11 | 11,021,557 | 162,510 | | |
| | 13 Compensation of officers, directors, trustees, etc | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | <input checked="" type="checkbox"/> 7,728 | | | 7,728 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | <input checked="" type="checkbox"/> 387 | 387 | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | <input checked="" type="checkbox"/> 9,778 | 9,778 | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 17,893 | 10,165 | | 7,728 |
| | 25 Contributions, gifts, grants paid | 95,550 | | | 95,550 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 113,443 | 10,165 | | 103,278 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 10,908,114 | | | |
| | b Net investment income (if negative, enter -0-) | | 152,345 | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

| | | Beginning of year | End of year | |
|-----------------------------|-----|--|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 0 | |
| | 2 | Savings and temporary cash investments | 89,212 | 29,339 |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | |
| | 5 | Grants receivable | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | |
| | 8 | Inventories for sale or use | | |
| | 9 | Prepaid expenses and deferred charges | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | 0 | 781,658 |
| | b | Investments—corporate stock (attach schedule) | 1,367,612 | 11,055,401 |
| | c | Investments—corporate bonds (attach schedule). | 0 | 498,538 |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | |
| | 12 | Investments—mortgage loans | | |
| | 13 | Investments—other (attach schedule) | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | |
| Liabilities | 15 | Other assets (describe ▶ _____) | | |
| | 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 1,456,824 | 12,364,936 |
| | 17 | Accounts payable and accrued expenses | | |
| | 18 | Grants payable | | |
| | 19 | Deferred revenue | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | |
| Net Assets or Fund Balances | 22 | Other liabilities (describe ▶ _____) | | |
| | 23 | Total liabilities (add lines 17 through 22) | | 0 |
| | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | |
| | 27 | Capital stock, trust principal, or current funds | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 1,456,824 | 12,364,938 |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 1,456,824 | 12,364,938 |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 1,456,824 | 12,364,938 |

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 | 1,456,824 |
| 2 | Enter amount from Part I, line 27a | 2 | 10,908,114 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 12,364,938 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 12,364,938 |

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) |
| 1 a | THRU WM BLAIR *58706-SEE ATTACHED | P | | |
| b | THRU WM BLAIR *58706-SEE ATTACHED | P | | |
| c | CAPITAL GAIN DIVIDENDS | P | | |
| 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 1,090,917 | | 1,067,717 | 23,200 |
| b 70,405 | | 53,715 | 16,690 |
| c | | | 3,777 |
| d | | | |
| e | | | |

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

| | | | |
|--------------------------|--------------------------------------|---|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| a | | | 23,200 |
| b | | | 16,690 |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|--|---|---|--------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 43,667 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 } | | 3 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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 | 133,964 | 1,990,506 | 0 067301 |
| 2010 | 24,550 | 1,746,338 | 0 014058 |
| 2009 | 5,000 | 1,529,896 | 0 003268 |
| 2008 | 67,300 | 1,826,699 | 0 036842 |
| 2007 | 102,000 | 2,295,806 | 0 044429 |

| | | |
|--|---|-----------|
| 2 Total of line 1, column (d). | 2 | 0 165898 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0 03318 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. | 4 | 4,297,869 |
| 5 Multiply line 4 by line 3. | 5 | 142,603 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 1,523 |
| 7 Add lines 5 and 6. | 7 | 144,126 |
| 8 Enter qualifying distributions from Part XII, line 4. 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 | 8 | 103,278 |

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

| | | | | | |
|----|--|---|-----------------------------------|-----|-------|
| 1a | | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | | |
| | | Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | | |
| b | | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 3,047 |
| c | | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 | | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | |
| 3 | | Add lines 1 and 2. | | 3 | 3,047 |
| 4 | | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | |
| 5 | | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | | 5 | 3,047 |
| 6 | | Credits/Payments | | | |
| a | | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 404 | |
| 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 | 404 |
| 8 | | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 | | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | 2,643 |
| 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 <input type="checkbox"/> | Refunded <input type="checkbox"/> | 11 | |

Part VII-AStatements 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? <input type="checkbox"/> | | Yes | No |
| | | 1a | | No |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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. | 1b | | No |
| c | Did the foundation file Form 1120-POL for this year? | 1c | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | | |
| 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 | | No |
| 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 <input type="checkbox"/> | 3 | | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. <input type="checkbox"/> | 5 | | No |
| 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 | Yes | |
| 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 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL _____ | | | |
| 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 | Yes | |
| 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 | | No |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | No |

Part VII-A

Statements Regarding Activities *(continued)*

| | | | | |
|---|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 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 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |
| Website address ▶N/A | | | | |
| 14 | The books are in care of ▶CARLETTE MCMULLAN Telephone no ▶(312) 236-1600 Located at ▶222 WEST ADAMS STREET CHICAGO IL ZIP +4 ▶60606 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | | |
| 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 | | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ | | | | |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | Yes | No |
|---|---|----|-----|----|
| 1a | During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> | 1b | | |
| 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 | | No |
| 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>). | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| 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 | | No |

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))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | 5b | | |
| | Organizations relying on a current notice regarding disaster assistance check here. | <input checked="" type="checkbox"/> | | |
| 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? | <input type="checkbox"/> Yes <input type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | No |
| | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | 7b | | |

Part VIII

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

| | | | | |
|--|---|---|---|---------------------------------------|
| 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions). | | | | |
| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| James McMullan -Deceased 04-17-2012 | Trustee | 0 | | |
| 800 S Ridge Road | 0 | | | |
| Lake Forest,IL 60045 | | | | |
| Madeleine McMullan | Trustee | 0 | | |
| 800 S Ridge Road | 0 5 | | | |
| Lake Forest,IL 60045 | | | | |
| Carlette McMullan | Trustee | 0 | | |
| 1242 N Lake Shore Drive 24 | 1 0 | | | |
| Chicago,IL 60610 | | | | |
| Margaret McMullan | Trustee | 0 | | |
| 1916 Bayard Park Drive | 0 5 | | | |
| Evansville,IN 47714 | | | | |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." | | | | |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000. | | | | |

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". | | |
|--|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | |

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 N/A | |
| 2 | |
| | |
| | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. | |

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 | 4,312,711 |
| b | Average of monthly cash balances. | 1b | 50,608 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 4,363,319 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 4,363,319 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 65,450 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 4,297,869 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 214,893 |

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 | 214,893 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. | 2a | 3,047 |
| b | Income tax for 2012 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 3,047 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 211,846 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 211,846 |
| 6 | Deduction from distributable amount (see instructions). | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 211,846 |

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 | 103,278 |
| 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 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 103,278 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 103,278 |
| 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 | | | | 211,846 |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only. | | | 0 | |
| b Total for prior years 2010 , 2009 , 2008 | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007. | | | | |
| b From 2008. | | | | |
| c From 2009. | | | | |
| d From 2010. | | | | |
| e From 2011. | | | | 35,071 |
| f Total of lines 3a through e. | 35,071 | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 103,278 | | | | |
| a Applied to 2011, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | | | | |
| d Applied to 2012 distributable amount. | | | | 103,278 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | 35,071 | | | 35,071 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 73,497 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . | | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008. . . . | | | | |
| b Excess from 2009. . . . | | | | |
| c Excess from 2010. . . . | | | | |
| d Excess from 2011. . . . | | | | |
| e Excess from 2012. . . . | | | | |

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) ☐ 4942(j)(5)

| | | | | | | |
|----|---|----------|---------------|----------|----------|-----------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| | | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| | | | | | | |
| 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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

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

MS CILLE NORMAN NEWTON CNTY HS
16255 HIGHWAY 503
DECATUR, MS 39327
(601) 635-2718

b

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

APPLICATION AVAILABLE UPON REQUEST

c

Any submission deadlines

APRIL 1, CURRENT YEAR

d

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

STUDENTS OF NEWTON COUNTY HIGH SCHOOL ARE SELECTED FOR SCHOLARSHIPS BASED ON FINANCIAL NEED, SCHOLASTIC RECORD, PERSONAL STATEMENTS, ACTIVITY RECORD AND FACULTY RECOMMENDATION

Part XV

Supplementary Information (continued)

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

| Recipient | 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 |
|---|--|--------------------------------------|-------------------------------------|--------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | 3a | 95,550 |
| b Approved for future payment | | | | |
| Total | | | 3b | |

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | _____ | | | | | |
| b | _____ | | | | | |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| f | _____ | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments. | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | | |
| 4 | Dividends and interest from securities. | | | 14 | 118,843 | |
| 5 | Net rental income or (loss) from real estate | | | | | |
| a | Debt-financed property. | | | | | |
| b | Not debt-financed property. | | | | | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income. | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 18 | 43,667 | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory. | | | | | |
| 11 | Other revenue a DEFERRED COMPENSATION FROM RETIREMENT PLAN | | | | 10,859,047 | |
| b | _____ | | | | | |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e). | | | | 11,021,557 | |
| 13 | Total. Add line 12, columns (b), (d), and (e). | | | 13 | | 11,021,557 |

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

[illegible]

| | | | |
|---|--------------|------------|-----------|
| 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? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash. | 1a(1) | | No |
| (2) Other assets. | 1a(2) | | No |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization. | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | 1b(3) | | No |
| (4) Reimbursement arrangements. | 1b(4) | | No |
| (5) Loans or loan guarantees. | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
| 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. | | | |

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

| | | | |
|------------------|---|------|--|
| 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 or fiduciary) is based on all information of which preparer has any knowledge. | | |
| | <div style="border-bottom: 1px solid black; display: flex; justify-content: space-between;"> ***** 2013-04-30 </div> | ▶ | <div style="border-bottom: 1px solid black; display: flex; justify-content: space-between;"> ***** </div> |
| | Signature of officer or trustee | Date | Title |

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

Form **990-PF** (2012)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | 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 |
|---|---|--------------------------------|--|--------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| April Berry C/O Cille Norman Newton West High 201 West 1st Street Newton,MS 39346 | NONE | | COLLEGE TUITION AND EXPENSES | 1,250 |
| Jamie Jones C/O Cille Norman Newton West High 201 West 1st Street Newton,MS 39346 | NONE | | COLLEGE TUITION AND EXPENSES | 1,250 |
| Madeleine Logan C/O Cille Norman Newton West High 201 West 1st Street Newton,MS 39346 | NONE | | COLLEGE TUITION AND EXPENSES | 1,250 |
| Rehabilitation Institute of Chicago 345 E Superior Street First Floor Chicago,IL 60611 | PUBLIC CHARITY | | Support for Pediatrics | 5,000 |
| Friends of the Pass Christian Library 111 Hiern Ave Pass Christian,MS 39571 | public charity | | general support | 500 |
| Chicago Public Library Foundation 20 N Michigan Ave Suite 520 Chicago,IL 60602 | Public Charity | | General Support | 10,000 |
| Hope Enterprise Corporation 4 Old River Place Suite A Jackson,MS 39202 | public charity | | general support | 25,000 |
| Signature School 610 Main St Evansville,IN 47708 | Public Charity | | Support for college admission essay workshop | 1,500 |
| The Indiana State Library Foundation 140 N Senate Ave Indianapolis,IN 46204 | Public Charity | | Support for 2013 Young Hoosier Writers Celebration | 2,000 |
| Mississippi Public Broadcasting 3825 Ridgewood Road Jackson,MS 39211 | Public Charity | | Support for Preschool Literacy Initiative Program | 10,000 |
| Chicago Botanic 1000 Lake Cook Road Glencoe,IL 60022 | Public Charity | | Support for All Aboard Benefit | 5,000 |
| The Antiquarian Society 111 S Michigan Ave Chicago,IL 60603 | Public Charity | | General Support | 1,000 |
| Bravo - Waukegan 400 East Illinois Road Lake Forest,IL 60045 | Public Charity | | General Support | 1,500 |
| Chicago Public Library Foundation 20 N Michigan Ave Suite 6th Floor Chicago,IL 60602 | Public Charity | | Support for Carl Sandburg Society | 1,000 |
| Planned Parenthood of IL 18 S Michigan Ave Chicago,IL 60603 | Public Charity | | General Support | 1,000 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | 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 |
|--|---|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| The Art Institute of Chicago 111 S Michigan Ave Chicago,IL 60603 | Public Charity | | General Support | 2,800 |
| Chicago Symphony Orchestra 220 S Michigan Ave Chicago,IL 60604 | Public Charity | | General Support | 3,500 |
| Ragdale Foundation 1260 N Green Bay Road Lake Forest,IL 60045 | Public Charity | | General Support | 1,000 |
| University of Chicago Women's Board 401 N Michigan Ave Suite 1000 Chicago,IL 60611 | public charity | | general support | 1,000 |
| Willard Library 21 First Ave Evansville,IN 47710 | Public Charity | | General Support | 20,000 |
| Total ▶ 3a | | | | 95,550 |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: James & Madeleine McMullan Family Foundation

EIN: 36-3506203

TY 2012 Investments Corporate Bonds Schedule

Name: James & Madeleine McMullan Family Foundation

EIN: 36-3506203

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| WILLIAM BLAIR *58706-SEE ATCH | 498,538 | 494,818 |

**TY 2012 Investments Corporate
Stock Schedule****Name:** James & Madeleine McMullan Family Foundation**EIN:** 36-3506203

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|-----------------------------------|--|
| WILLIAM BLAIR *58706-SEE ATCH | 10,016,184 | 10,686,840 |
| WILLIAM BLAIR *58706-SEE ATCH | 1,039,217 | 1,047,645 |

TY 2012 Investments Government Obligations Schedule

Name: James & Madeleine McMullan Family Foundation

EIN: 36-3506203

**US Government Securities - End of
Year Book Value:**

781,658

**US Government Securities - End of
Year Fair Market Value:**

790,847

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Land, Etc. Schedule

Name: James & Madeleine McMullan Family Foundation

EIN: 36-3506203

TY 2012 Other Expenses Schedule

Name: James & Madeleine McMullan Family Foundation

EIN: 36-3506203

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------|-----------------------------------|--------------------------|---------------------|--|
| INVESTMENT ADVISORY FEES | 9,778 | 9,778 | | |

TY 2012 Other Income Schedule

Name: James & Madeleine McMullan Family Foundation

EIN: 36-3506203

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|-----------------------|-----------------------------------|--------------------------|---------------------|
| deferred compensation | 10,859,047 | | |

TY 2012 Other Professional Fees Schedule

Name: James & Madeleine McMullan Family Foundation

EIN: 36-3506203

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------|--------|--------------------------|------------------------|---|
| PROFESSIONAL FEES | 7,728 | | | 7,728 |

TY 2012 Taxes Schedule**Name:** James & Madeleine McMullan Family Foundation**EIN:** 36-3506203

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------|--------|--------------------------|------------------------|---|
| FOREIGN TAXES PAID | 387 | 387 | | |
| EXCISE TAXES PAID | 0 | | | |

James and Madeleine McMullan Family Foundation
Realized Gains/losses
12/31/12

FEIN 36-3506203

| <u>Purchase Date</u> | <u>Sale Date</u> | <u># Shares</u> | <u>Description Stocks</u> | <u>Cost</u> | <u>Sale Price</u> | <u>Short-Term Gain</u> | <u>Long-Term Gain</u> |
|--------------------------|----------------------|-----------------|--|-------------|-------------------|----------------------------|---------------------------|
| 2 15 2011 | 2 9 2012 | 3 000 00 | Republic Services Inc | 90 034 | 89 752 | (282) | |
| 3 11 2009 | 2 10 2012 | 1 000 00 | Pepsico Inc | 47 806 | 63 658 | | 15 852 |
| 9 16 2009 | 7 16 2012 | Fiac sh | Duke Energy Corporation Hldg Co | 31 | 43 | | 12 |
| 7 16 2010 | 7 26 2012 | 100 00 | Watco Inc | 5 878 | 6 704 | | 826 |
| 11 15 2011 | 8 2 2012 | 2 000 00 | Strker Corp | 97 480 | 102 386 | 4 906 | |
| 10 11 2012 | 11 1 2012 | | Microchip Technology Inc | 128 840 | 128 032 | (808) | |
| 10 11 2012 | 12 20 2012 | | Expeditors International of Washington Inc | 17 228 | 19 821 | 2 594 | |
| 10 11 2012 | 12 20 2012 | | Expeditors International of Washington Inc | 103 365 | 118 927 | 15 562 | |
| | | | | 490 662 | 529 323 | 21 972 | 16 690 |
| <u>Mutual Funds</u> | | | | | | | |
| 8 7 2012 | 8 8 2012 | 3 122 56 | Harbor Bond Fund Institutional | 40 031 | 40 000 | (31) | |
| 10 15 2012 | 10 17 2012 | 3 852 08 | Harbor Bond Fund Institutional | 50 154 | 50 000 | (154) | |
| 10 11 2012 | 11 20 2012 | | Harbor Bond Fund Institutional | 10 849 | 10 857 | 8 | |
| 8 7 2012 | 11 20 2012 | 4 677 75 | Harbor Bond Fund Institutional | 59 968 | 60 951 | 983 | |
| 10 15 2012 | 11 20 2012 | 34 550 38 | Harbor Bond Fund Institutional | 449 845 | 450 191 | 346 | |
| 10 11 2012 | 11 28 2012 | | Harbor Bond Fund Institutional | 19 923 | 20 000 | 77 | |
| | | | | 630 771 | 631 999 | 1 228 | - |
| <u>Total</u> | | | | 1 121 432 | 1 161 322 | 23,200 | 16,690 |

James and Madeleine McMullan Foundation
Summary of Holdings, 12/31/12

FEIN: 36-3506203

| | Shares or Par | Description | Book Value |
|-------------------------|---------------|--|----------------|
| US Bonds: | | | |
| | 100.000 00 | UNITED STATES TREAS NTs (912828HW3) Government Agency (Dealer Quotations) DTD 04 15 2008 Mat 04 15 2013 0 625% 10 11 2012 | \$ 100.984 |
| | 100.000 00 | U S TREAS SEC STRIPPED INT PMT (912833DD9) Financial Times Interactive Data Mat 02 15 2013 0% 10 11 2012 | 99.960 |
| | 100.000 00 | U S TREAS SEC STRIPPED INT PMT (912833DG2) Financial Times Interactive Data Mat 08 15 2014 0% 10 11 2012 | 99.500 |
| | 100.000 00 | U S TREAS SEC STRIPPED INT PMT (912833JT8) Financial Times Interactive Data Mat 08 15 2015 0% 10 11 2012 | 98.969 |
| | 100.000 00 | U S TREAS SEC STRIPPED INT PMT (912833KH2) Financial Times Interactive Data Mat 05 15 2016 0% 10 11 2012 | 98.381 |
| | 100.000 00 | U S TREAS SEC STRIPPED INT PMT (912833KM1) Financial Times Interactive Data Mat 05 15 2017 0% 10 11 2012 | 97.064 |
| | 100.000 00 | U S TREAS SEC STRIPPED INT PMT (912833KS8) Financial Times Interactive Data Mat 08 15 2018 0% 10 11 2012 | 94.821 |
| | 100.000 00 | U S TREAS SEC STRIPPED INT PMT (912833KN7) Financial Times Interactive Data DTD 05 15 1990 Mat 11 15 2019 0% 10 11 2012 | 91.979 |
| | | | <u>781.658</u> |
| Corporate Bonds: | | | |
| | 50.000 00 | BERKSHIRE HATHAWAY FIN CORP (084664BD2) New York Bond Exchange DTD 11 15 2008 Mat 05 15 2013 4 6% 10 11 2012 | 51.231 |
| | 100.000 00 | GOLDMAN SACHS GROUP INC (38141GCM4) New York Bond Exchange DTD 11 15 2002 Mat 11 15 2014 5 5% 10 11 2012 | 108.452 |
| | 100.000 00 | GENERAL ELEC CAP CORP MTN BE (36962GP65) New York Bond Exchange DTD 03 04 2005 Mat 03 04 2015 4 875% 10 11 2012 | 108.999 |
| | 50.000 00 | CSX CORP (126408GN7) New York Bond Exchange DTD 03 27 2008 Mat 04 01 2015 6 25% 10 11 2012 | 56.756 |
| | 50.000 00 | MEDTRONIC INC (585055AH9) New York Bond Exchange DTD 09 15 2005 Mat 09 15 2015 4 75% 10 11 2012 | 55.835 |

James and Madeleine McMullan Foundation
Summary of Holdings, 12/31/12

FEIN: 36-3506203

| Shares or Par | Description | Book Value |
|---------------|---|--------------------|
| 100.000 00 | COMMONWEALTH EDISON CO (202795HN3) New York Bond Exchange DTD 08 28 2006 Mat 08 15 2016 5 95% 10 11 2012 | 117.266 498.538 |

Equities:

| | | |
|-----------|--|---------|
| 2.500 00 | AIRGAS INC (009363102) | 202.813 |
| 3.400 00 | ALLERGAN INC (018490102) | 313.956 |
| 800 00 | APPLE INC (037833100) | 510.120 |
| 10.000 00 | AT&T INC (00206R102) | 366.800 |
| 5.000 00 | BRISTOL MYERS SQUIBB CO (110122108) | 165.775 |
| 2.000 00 | CERNER CORP (156782104) | 148.177 |
| 4.000 00 | DANAHER CORP DEL (235851102) | 223.940 |
| 5.999 00 | DUKE ENERGY CORP NEW (26441C204) | 388.345 |
| 6.000 00 | ECOLAB INC (278865100) | 384.960 |
| 2.000 00 | EXXON MOBIL CORP (30231G102) | 183.045 |
| 13.000 00 | HEALTHCARE SVCS GRP INC (421906108) | 296.335 |
| 3.000 00 | IDEXX LABS INC (45168D104) | 289.920 |
| 2.000 00 | INTERNATIONAL BUSINESS MACHS (459200101) | 412.900 |
| 600 00 | INTUITIVE SURGICAL INC (46120E602) | 298.092 |
| 2.000 00 | JOHNSON & JOHNSON (478160104) | 136.160 |
| 9.750 00 | PAYCHEX INC (704326107) | 320.385 |
| 1.750 00 | PRAXAIR INC (74005P104) | 182.665 |
| 5.300 00 | PRICE T ROWE GROUP INC (74144T108) | 340.870 |
| 5.000 00 | QUALCOMM INC (747525103) | 299.175 |
| 5.050 00 | SIRONA DENTAL SYSTEMS INC (82966C103) | 291.158 |
| 8.000 00 | STARBUCKS CORP (855244109) | 377.640 |
| 1.500 00 | STERICYCLE INC (858912108) | 135.683 |
| 5.000 00 | STRYKER CORP (863667101) | 263.913 |
| 5.400 00 | TRACTOR SUPPLY CO (892356106) | 532.278 |
| 4.000 00 | UNITED PARCEL SERVICE INC (911312106) | 290.680 |
| 3.000 00 | VISA INC (92826C839) | 417.030 |
| 1.500 00 | WATSCO INC (942622200) | 113.850 |
| 10.700 00 | RITCHIE BROS AUCTIONEERS (767744105) | 221.223 |
| 1.000 00 | Airgas Inc | 74.613 |
| 800 00 | Allergan Inc | 58.688 |
| 1.000 00 | AT&T Inc | 28.260 |
| 800 00 | Cerner Corp | 31.910 |
| 300 00 | Chipotle Mexican Grill Inc | 22.726 |
| 3.100 00 | Cooper Companies Inc New | 284.324 |
| 2.500 00 | CVS Caremark Corporation | 97.325 |
| 2.000 00 | Danaher Corp | 58.417 |
| 666 00 | Duke Energy Corporation | 31.508 |
| 2.000 00 | Dunkin Brands Group, Inc | 55.837 |
| 1.800 00 | Ecolab Inc | 54.189 |
| 3.750 00 | Healthcare Services Group Inc | 56.704 |
| 1.000 00 | Idexx Laboratories Corp | 53.710 |
| 400 00 | International Business Machines Corp | 37.291 |
| 120 00 | Intuitive Surgical Inc New | 45.687 |
| 2.500 00 | Johnson & Johnson | 179.821 |
| 700 00 | Mead Johnson Nutrition Company | 47.751 |
| 1.187 00 | Paychex Inc | 12.784 |
| 800 00 | Praxair Inc | 64.635 |
| 1.200 00 | Price T Rowe Group Inc | 65.100 |
| 1.200 00 | Proctor & Gamble Co | 73.228 |
| 2.000 00 | Robert Half International Inc | 58.474 |
| 7.000 00 | Scotts Miracle Gro Co | 290.329 |
| 1.050 00 | Sirona Dental Systems Inc | 46.310 |
| 2.000 00 | Starbucks Corp | 21.810 |
| 600 00 | Watco Inc | 35.273 |

James and Madeleine McMullan Foundation
Summary of Holdings, 12/31/12

FEIN: 36-3506203

| | Shares or Par | Description | Book Value |
|-----------------------|---------------|--|---------------|
| | 2,700.00 | Richie Bros Auctioneers Inc | 21,595 |
| | | | 10,016.184 |
| Mutual Funds: | | | |
| | 21,425.28 | Harbor Bond Fund Institutional | 260,302 |
| | 5,681.44 | Vanguard Dividend Growth Fund | 74,027 |
| | 22,830.91 | VANGUARD SPECIALIZED PORTFOLIO (921908604) | 385,842 |
| | 24,504.24 | HARBOR FD (411511108) | 319,045 |
| | | | 1,039,217 |
| Total Holdings | | | \$ 12,335,597 |