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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

For ca	lond	ar year 2012 or tax year beginning			, and e	nding					
Nam	e of f	oundation					A Employ	er identifica	tion	number	
D.	w.	MCMILLAN FOUNDATION					63-	60448	<u>30</u>		
		d street (or P O box number if mail is not delivered to street	address	3)		Room/suite		one number			
		BOX 867				<u> </u>	(25	<u>51)867</u>	<u> – 4 </u>	881	
-		wn, state, and ZIP code					C If exemp	tion application	ı is pe	ending, check here	
		TON, AL 36427		<u></u>						ĺ	
G Ct	eck :	all that apply: Initial return	Ļ	Initial return of a fo	rmer public (charity	D 1 . Fore	ign organizat	tions	, check here	Ш
		Final return	<u> </u>	Amended return			2 Fores	an organization	ne ma	ating the 85% test	
		Address change	Ļ	Name change			ched	here and atta	ch co	eting the 85% test, mputation	Ш
H C		type of organization: X Section 501(c)(3) ex					E If priva	te foundatior	ı stat	tus was terminated	
				taxable private founda			under s	section 507(t	ა)(1)	(A), check here	Ш
		ket value of all assets at end of year J Accounti	-		Accı	rual				60-month termination	
				pecify)	1		under s	section 507(t	ວ)(1)	(B), check here	ш
<u>▶</u> :	 ,	27,315,626. (Part I, colu								(4)	
Pa	π ι	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		a) Revenue and openses per books		ome		djusted net income		(d) Disbursements for charitable purpos (cash basis only)	ses
	1	Contributions, gifts, grants, etc., received					1	A\v			
		Check X of the foundation is not required to attach Sch. B									
	3	Interest on savings and temporary cash investments	<u> </u>								
ı	4	Dividends and interest from securities	1	.,021,381.	1,02	1,381.				STATEMENT	_1_
	5a	Gross rents						·			
	b	Net rental income or (loss)	↓					R!	ΞÇ	EIVED	1
<u>a</u>	6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all 12000	<u> </u>	833,171.	· -						
en C		assets on line 6a	<u> </u>	<u>-</u>				8	ΛV.	C)	
Revenue		Capital gain net income (from Part IV, line 2)			83	33,171.		2 M	41	2 1 2013	
_	8	Net short-term capital gain	-			1	[t-in-	<u></u>	S	 -
	40-	Income modifications Gross sales less returns					ļ.	<u> </u>	D	EN, UT	
		and allowances Less Cost of goods sold	1	,		-					
		Gross profit or (loss)								-	
	11	Other income		774.		774.				STATEMENT	2
	12	Total. Add lines 1 through 11		L,855,326.	1.85	55,326.					
	13	Compensation of officers, directors, trustees, etc		118,647.		77,120.				41,5	$\overline{27}$.
	14	Other employee salaries and wages		58,545.		38,054.				20,4	91.
	15	Pension plans, employee benefits		36,000.		23,400.				12,6	00.
ses	16a	Legal fees STMT 3		17,097.		L3,668.				3,4	19.
Expense	b	Accounting fees STMT 4		20,250.		16,200.				4,0	
Ext	C	Other professional fees STMT 5	L	72,694.		<u>58,155.</u>				14,5	39.
ě.	17	Interest		. <u>. –</u> . <u>–</u>			_				
Administrative	18	Taxes STMT 6		24,307.		9,462.				4,8	<u>45.</u>
nis	19	Depreciation and depletion	<u> </u>				<u> </u>			ē -	
Ë	20	Occupancy					_			ļ	
Ă	21	Travel, conferences, and meetings					<u> </u>			<u> </u>	
and	22	Printing and publications	1								
ing	23	Other expenses STMT 7	-	4,736.	 	0.	ļ	 			0.
rat	24	Total operating and administrative		250 076		26 252				1	
Operating		expenses. Add lines 13 through 23		<u>352,276.</u>	<u> </u>	<u>36,059.</u>				101,4	<u>/1.</u>
•	25	Contributions, gifts, grants paid	-	1,224,500 .	to a peliso		2		-	1,224,5	<u>, UU</u>
	26	Total expenses and disbursements.		1 576 776	1	3 <i>6</i> 0E0				1 205 0	71
_	07	Add lines 24 and 25	-= -	<u>1,576,776.</u>	4	<u>36,059</u> .	1.484			1,325,9	/1.
	1	Subtract line 26 from line 12:	- 2	278,550.	7 T	- 1 J 	,		 		
	l	Net investment income (if negative, enter -0-)	===			19,267					
	1	Adjusted net income (if negative, enter -0-)			-/-			N/A		1=	

P	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End	of year
÷		column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1.	Cash - non-interest-bearing	114,837.	196,891	. 196,891.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	1	Receivables due from officers, directors, trustees, and other	· · · · · · · · · · · · · · · · · · ·		
	ľ	disqualified persons			
	7	Other notes and loans receivable			-
	'				
		Less: allowance for doubtful accounts ▶		<u></u>	
Assets	-	Inventories for sale or use			
Ass	9	Prepaid expenses and deferred charges			
	l	Investments - U.S. and state government obligations	4.		
	l	Investments - corporate stock STMT 8	14,162,508.		
	C	Investments - corporate bonds STMT 9	10,102,546.	11,465,814	. 11,909,552.
	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 ► TIMBERLAND)	288,195.	288,195	. 526,228.
	1				
_	16	Total assets (to be completed by all filers)	24,668,086.	25,032,961	. 27,315,626.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
S	19	Deferred revenue			7
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			7
аþ	21	Mortgages and other notes payable			7
⊐	22	Other liabilities (describe >			7
	l				7
	23	Total liabilities (add lines 17 through 22)	0.	0	•
		Foundations that follow SFAS 117, check here			7
		and complete lines 24 through 26 and lines 30 and 31.			
Ses	24	Unrestricted			
au	25	Temporarily restricted			-
Bal	1	Permanently restricted			-
þ		Foundations that do not follow SFAS 117, check here			╡.
3		and complete lines 27 through 31.			n
ğ	27	Capital stock, trust principal, or current funds	24,988,238.	25,074,563	
šets	1	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0	-
Ass	29	Retained earnings, accumulated income, endowment, or other funds	-320,152.	-41,602	<u>-</u>
Net Assets or Fund Balance	30	Total net assets or fund balances	24,668,086.	25,032,961	
2		1011 101 10000 07 10110 0011000		23,032,301	-
	31	Total liabilities and net assets/fund balances	24,668,086.	25,032,961	
				23,032,301	•
LF	art	Analysis of Changes in Net Assets or Fund B	alances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30		
		st agree with end-of-year figure reported on prior year's return)		١,	24,668,086.
2		r amount from Part I, line 27a			
3		r increases not included in line 2 (itemize) TRANSFER FR	ом в мемтт		
4	Add	lines 1, 2, and 3	OH D.W. MCMILL		
5		reases not included in line 2 (itemize)			
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (h) line 30		$\begin{array}{c ccccccccccccccccccccccccccccccccccc$
<u>~</u>	. 010	The second of the second of your time 4 timins into 3) - Fall II, U	omini (n), illie oo		Form 990-PF (2012)
22	2511				FUIIII 330-F F (2012)

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Form 990-PF (2012) D.W. MCMILLAN FOUNDATION

rait iv Oapital Gallis	and LC	SSES IOI TAX OII III	vestment	income						
		nd(s) of property sold (e.g. or common stock, 200 shs			(b) I	How ac - Purcl - Dona	Hase I '	c) Date a (mo., da	acquired ay, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED S	TATE	MENT			1		P			
b CAPITAL GAINS	DIVI	DENDS								
C							11111111111			
d										
<u>e</u>										
(e) Gross sales price	(f)	Depreciation allowed (or allowable)		t or other basis xpense of sale				(h) Ga (e) plus	ain or (loss) (f) minus (g)
a 12,979,510.			1	2,176,82	28.				-	802,682.
b 30,489.								-		802,682. 30,489.
C				-						
đ									- -	<u> </u>
e										
Complete only for assets shown	ng gain in	column (h) and owned by	the foundation	on 12/31/69			(1)	Gains (C	ol. (h) gain	minus
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any	-		col. (k), but r	ot less thar (from col. (i	1 -0-) or
a							-			802,682.
b										30,489.
C				•		-				30/1031
d										
e										
	L	C If agus, also agter	un Dart Lina		7					
2 Capital gain net income or (net ca	aoital loss	If gain, also enter $\left\{\begin{array}{l} \text{If gain, also enter} \\ \text{If (loss), enter -0} \end{array}\right.$	in Part I, line	<i>(</i> 7	- 1	2				833,171.
		•		,	ا ر	_				
3 Net short-term capital gain or (lo If gain, also enter in Part I, line 8,			10 (6):		ا ۱					
If (loss), enter -0- in Part I, line 8		·).			 	3			N/A	
Part V Qualification L	Inder S	Section 4940(e) for	Reduced	Tax on Net	lnv	estm	nent Inco	me	11/11	
If section 4940(d)(2) applies, leave to Was the foundation liable for the section and the foundation does not quarticular the appropriate amount in	tion 4942 lify under	tax on the distributable arr	mplete this pa	rt.						Yes X No
	each colu		istructions be	ore making any i						(4)
(a) Base period years Calendar year (or tax year beginn	ıng ın)	Adjusted qualifying dis		Net value of no		rıtable-			Distrib (col. (b) div	(d) oution ratio ided by col. (c))
2011			0,888.				9,169		_	.047063
2010			7,452.				7,299			.045981
2009			0,047.				4,341			.058268
2008			3,075.				9,917			.053513
2007		1,36	8,468.		30	, 28	2,413	· 		.045190
2 Total of line 1, column (d)	_							2		.250015
3 Average distribution ratio for the the foundation has been in existe			on line 2 by 5,	or by the numbe	r of ye	ears		3		.050003
4 Enter the net value of noncharita	ble-use as	ssets for 2012 from Part X,	line 5					4	2	7,094,044.
5 Multiply line 4 by line 3								5		1,354,783.
·										
6 Enter 1% of net investment inco	me (1% o	f Part I, line 27b)						6		16,193.
7 Add lines 5 and 6								7		1,370,976.
8 Enter qualifying distributions fro		•						8		1,325,971.
If line 8 is equal to or greater that See the Part VI instructions.	in line 7, c	heck the box in Part VI, line	th, and comp	olete that part usi	ng a 1	% tax	rate.			

	t VI Excise Tax Recod on Investment Income (Section 4040(a), 4040(b), 4040(c), or 41	03-00 040 -	<u> </u>	t	age 4
	rt VI . Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49	248 - S	ee instri	lotion	ns)
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%	1		2,3	85.
	of Part I, line 27b				
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				^
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		2 2	<u> </u>
_	Add lines 1 and 2	3	<u>:</u>	12,3	85.
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		12,3	0.5
	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- Credits/Payments:	5	3	4,3	03.
	25 420				
		-			
	Tax paid with application for extension of time to file (Form 8868) Backup withholding erroneously withheld 6d				
	Total credits and payments. Add lines 6a through 6d	,	-	5,4	3 0
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8		J,4	<u> </u>
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		3,0	15
	Enter the amount of line 10 to be: Credited to 2013 estimated tax	11		3,0	0.
	rt VII-A Statements Regarding Activities				<u> </u>
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın		Yes	No
	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 publishe	d or			
	distributed by the foundation in connection with the activities.				
C	Did the foundation file Form 1120-POL for this year?		1c		Х
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 .				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. ► \$				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	ļ	_X
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, o	r			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		<u>X</u>
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	_	4a	1	<u>X</u>
	If "Yes," has it filed a tax return on Form 990-T for this year?	N/2		↓	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		_ 5		X
	If "Yes," attach the statement required by General Instruction T.				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			1	
	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			1
_	remain in the governing instrument?		6	X	<u> </u>
1	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	
	If "Yes," complete Part II, col (c), and Part XV				
88	Enter the states to which the foundation reports or with which it is registered (see instructions)		-		
	If the appropriate Versite line 7, here the foundation furnished a convent Form 000 DE to the Atterney Convent (or describe)			1	
{	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
n	of each state as required by General Instruction G? If "No," attach explanation		<u>8b</u>	X	-
y	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cale	noar		-	v
10	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	+	X

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Pa	irt 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		Х
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privilegi		1	
-	If "Yes," attach statement (see instructions)	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	+x	
	Website address ► N/A	10		
14	The books are in care of ► DANIEL W. MCMILLAN Telephone no. ►			
•	**************************************	4 ▶3642	7	—
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	3042		
10	· · · · · · · · · · · · · · · · · · ·	1 1	T/D	·
16		<u> </u>	V/A Yes	No
10	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,	مد ا	162	
	securities, or other financial account in a foreign country?	16	<u> </u>	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
Pa	country Int 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?	Ü No │		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	Ω No. I		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	□ 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)?	O No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	- ··•	i	
	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.)	O No		
h	of fany 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)?	1b		х
	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			ļ
Ī	before the first day of the tax year beginning in 2012?	10	ľ	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	' <u>'</u>		
-	defined in section 4942(j)(3) or 4942(j)(5)):			
9	1 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		İ	
	before 2012?	ملا ا		
	15 M/ - 11 - 14 L - 1 - 1 - 1 - 1	2 100	1	
,	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
١	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach		-	
		I/A 2b		
	of the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	N/A 2b	+	
•	• The provisions of section 4-3-2(a)(2) are being applied to any of the years listed in 2a, list the years field.			
38	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?	Σ No		1
ı	of "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 disposi	,		
	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,			
		N/A 3b		1
4:	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	1	x
	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	70	1	 *
	had not been removed from repoardy before the first day of the tax year beginning in 2012?			l _x

Form **990-PF** (2012)

Dort VII D. Statements Departing Activities for Which E	4700 11 . D . C		03-00448	130	Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4/20 May Be F	required (continu	ied)		
5a During the year did the foundation pay or incur any amount to:	10.454 11.0	٠	(1		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			s X No	ļ	}
(2) Influence the outcome of any specific public election (see section 4955); or	to carry on, directly or indire		[]		
any voter registration drive?			s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		Ye	s LX 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)?		-	s X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f			Ì	
the prevention of cruelty to children or animals?			s X No	}	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und		n Regulations			{
section 53.4945 or in a current notice regarding disaster assistance (see instruc	•		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check he			▶∟∟		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from				- (ļ
expenditure responsibility for the grant?	N	T∕A ∟ Ye	8 L 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 p	ay premiums on			-	- }
a personal benefit contract?		Ye	s X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a per-	ersonal benefit contract?		1	6b	X
If "Yes" to 6b, file Form 8870.					
7a At any time during the tax year, was the foundation a party to a prohibited tax st	helter transaction?	Ye	s X No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu			N/A	7b	
Part VIII Information About Officers, Directors, Truste Paid Employees, and Contractors	ees, Foundation Ma	ınagers, Highly	<i>(</i>		
List all officers, directors, trustees, foundation managers and their	compensation.				
		(c) Compensation	(d) Contributions to	(e	Expense ount, other
(a) Name and address	(b) Title, and average hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	acc	ount, other lowances
	to position	enter -0-j	compensation	+	
		1		1	
SEE STATEMENT 10		118,647.	0	.	0.
JIII DIRIBRIA IO		110,047.	<u>-</u>	Ή	
				Ì	
		 		+	
		 		+	
			l		
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none.	enter "NONE."	L	—	
	(b) Title, and average		(d) Contributions to	le) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plan and deferred	acc	ount, other lowances
NONE	devoted to bosition	 	compensation	1 4	iowalices_
NONE					
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Total number of other employees paid over \$50,000			L 1		Λ

Form 990-PF (2012) D.W. MCMILLAN FOUNDATION	63-6	044830 Page 7
Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	ation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	er "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 Part IX-A Summary of Direct Charitable Activities		<u>▶</u> 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant state number of organizations and other beneficiaries served, conferences convened, research papers pro		Expenses
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 of	n lines 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3	>	0.

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations	s, 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	26,819,120.
	Average of monthly cash balances	1b	161,296.
C	Fair market value of all other assets	1c	526,228.
d		10	27,506,644.
e	Reduction claimed for blockage or other factors reported on lines 1a and	_ ``	21/300/044
-	1c (attach detailed explanation) 1e 0 •		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,506,644.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	412,600.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,094,044.
6	Minimum investment return. Enter 5% of line 5	6	1,354,702.
_	Distributable Amount		<u> </u>
LP	foreign organizations check here \blacktriangleright and do not complete this part.)	U CCI LAIII	I
1	Minimum investment return from Part X, line 6	1	1,354,702.
2a	Tax on investment income for 2012 from Part VI, line 5		2/332//02:
Ь	Income tax for 2012. (This does not include the tax from Part VI.)	1 1	
C	Add lines 2a and 2b	2c	32,385.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,322,317.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,322,317.
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	1,322,317.
F	Part XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	i l	
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,325,971.
þ	3-2	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1-02
3	Amounts set aside for specific charitable projects that satisfy the:	1	
а	Suitability test (prior IRS approval required)	3a	
b		3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,325,971.
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	1,325,971.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years.	qualifies (for the section

Form **990-PF** (2012)

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				1,322,317.
2 Undistributed income, if any, as of the end of 2012			· · · · · · · · · · · · · · · · · · ·	= 102513111
a Enter amount for 2011 only	<u></u>	_	1,224,300.	* <u>+</u>
b Total for prior years:		<u> </u>		
		0.	•	
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from	0.			
Part XII, line 4: > \$ 1,325,971.				
a Applied to 2011, but not more than line 2a			1 224 200	
l l			1,224,300.	
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				101,671.
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).)	0.			0.
6 Enter the net total of each column as indicated below;		-		-
8 Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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			_	1,220,646.
7 Amounts treated as distributions out of				1,220,040.
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	0.			
10 Analysis of line 9: a Excess from 2008				<u>.</u>
b Excess from 2009			[한화자기목 [편편]	
c Excess from 2010				-
d Excess from 2011				
e Excess from 2012				

Part XV Private Operating Foundations (see instructions and Part VII.4 question 9) N/A	Form 990-PF (2012) D.W. MC	MILLAN FOUN	DATION			6044830 Page 1
toundation, and the ruling is effective for 2012, enter the date of the ruling b. Check bots indicate whether the foundation is a purision greating foundation described in section 2 a first the lesser of the educated net immunity in the rule of the ruling in the rule of t					N/A	
a. Enfort he lesser of the adjusted in a grave of the adjusted in a section of the adjusted in the adjusted in a section of the adjusted in the adjusted	-					
2 a Entir the lisses of the adjusted at mome from Part of the minimum (a) 2012 (b) 2011 (c) 2010 (d) 2009 (e) Total mome from Part X for each year listed a Situation of the Part X for each year listed a Situation of the Part X for each year listed a Manufacture of exempt activates of exempt activates (c) 2010 (e) 2010 (e) 2010 (e) 2010 (e) 1014 (e) 101	_		-	· · · ► L	74040440	7 (0.07) (5)
moment from Part I or the minimum meastment team from Part X for each year listed a 85% of line 2a Coasilying distributions from Part XII, line 4 for each year listed 9 d Amounts mutuated in line 2a not used directly for active conduct of exempt activities. Solidated and a 2d from line 2d f			ig foundation described		_1 4942(j)(3) or	<u> </u>
nivestment roturn from Part X for each year histed 8 8% of line 2 a C Qualifying distributions from Part XII, line 4 for each year histed d Amounts included in line 2c not used directly for active conduct of exempt activities C Qualifying distributions made directly for active conduct of exempt activities C Qualifying distributions made directly for active conduct of exempt activities C Demplet 9a, for of for the interpretation of	•		/h) 2011		(4) 2000	
each year listed b 85% of line 2a Cousilying distributions from Part XII, line 4 for each year listed 4 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 Complete 3a, b, or c for the alternative start relied upon: 1 Value of 38 assets qualifying under several earth of the conduction of the activities of the conduction of the		(4) 2012	(1) 2011	(6) 20 10	(0) 2009	(e) total
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c Qualifying distributions from Part XII, line it for each year issted A Amonis motivated and his 2c not used directly for active conduct of exempt activities e Qualifying distributions made directly for active conduct of exempt activities e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c Subtract line 2d from line 2c Assets alternative test - enter: (1) Yollus of assets qualifying under seaton 4942(1)(3)(8)(0) Disdownment alternative test - enter: (1) Yollus of assets qualifying under seaton 4942(1)(3)(8)(0) Disdownment alternative test - enter: (1) Total support other than gross unsetternation come (interest, dividends, rants, payments on securess losses (seaton 512(a)(5)), or royaltes) (2) Support from general public and 5 or more exempt and 5 or more exempt and 5 or more exempt assets of the foundation and the seaton 4942(1)(3)(8)(9) (9) (3) Largest amount of support from an exempt organization (4) Gross investment income (interest, dividends, rants, payments on exempts and second 4942(1)(3)(8)(9) (9) 1 Information Regarding Foundation Managers: a List any managers of the toundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (out only if they have contributed more than \$5,000). (See section 507(d)(2).) NONIE b List any managers of the toundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (out only if they have contributed more than \$5,000). (See section 507(d)(2).) NONIE b List any managers of the toundation who have contributed more than \$5,000 (See section 507(d)(2).) NONIE c Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: C hack here b if the foundation only makes contributions to granizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to midveduals or orga	•		 -	 		
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under section 4942()(3)(8)(i) b *Endowmen* alternative test - enter b *Col 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()(3)(6)(ii) (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 asset: at any time during the year-see instructions.) 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 or other entity) of which the foundation has a 10% or greater interest. NONE Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here b 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 should be addressed: SEE STATEMENT 11 b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:	Subtract line 2d from line 2c Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter:					
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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: SEE STATEMENT 11 b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:	a List any managers of the foundation wh	no have contributed more	than 2% of the total co section 507(d)(2).)	ntributions received by t	he foundation before th	e close of any tax
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: SEE STATEMENT 11 b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:			,,,,,			
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: SEE STATEMENT 11 b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:	b List any managers of the foundation wi			n (or an equally large po	rtion of the ownership o	of a partnership or
 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here	• •	V				
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: SEE STATEMENT 11 b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:		tion Grant Ciff Las-	Sobolership -4-	Drograma		
a The name, address, and telephone number or e-mail of the person to whom applications should be addressed: SEE STATEMENT 11 b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:	Check here 🕨 🔙 if the foundation	only makes contributions	to preselected charitab	le organizations and doe	s not accept unsolicited	frequests for funds. If
b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:					, complete items 2a, D,	σ, ατιά U.
b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:	SEE STATEMENT 11					
		be submitted and inform	ation and materials they	should include:	<u> </u>	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	c Any submission deadlines:		 			
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:						
	d Any restrictions or limitations on award	ds, such as by geographi	cal areas, charitable field	ds, kinds of institutions,	or other factors:	· · · · · · · · · · · · · · · · · · ·

3 Grants and Contributions Paid During th		Payment		
Recipient	If recipient is an individual,			
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	or substantial botterbator	1001710111		
5 · a				
SEE SUPPLEMENT ATTACHED				1,224,500,
				1,224,300,
			:	
		<u> </u>		
Total	· · · · · · · · · · · · · · · · · · ·		▶ 3a	1,224,500
b Approved for future payment				
NONE				
HOHE				
				1
Total			> 3b	0
10.5.			P 3U	

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

nter gross amounts unless otherwise indicated.	Unrelate	d business income		ed by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
-	0000		1		
a					
c		·	1		
d					
e			1		
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	1,021,381.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			1		
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property			_		
7 Other investment income			15	774.	
8 Gain or (loss) from sales of assets other					
than inventory			18	833,171.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:			1		
a		****	+		
b			 		
·	1		+ +		
0			+		
e	 	0		1,855,326.	0.
13 Total. Add line 12, columns (b), (d), and (e)	L		<u>'••</u>	1,855,526.	1,855,326.
(See worksheet in line 13 instructions to verify calculations.)			-	10	1,000,020.
Part XVI-B Relationship of Activities	to the Acc	omplishment of I	Exempt	Purposes	
Line No. Explain below how each activity for which income					plishment of
▼ the foundation's exempt purposes (other than				,	,
		<u> </u>			
				·····	
	. <u> </u>				
	<u> </u>				
			. 		
					
				····	
1					

orm 990 Part 2	(VII Information Re	MCMILLAN FOR egarding Transfer			nd Relationsl		44830 haritable		ige 13
the a Trai (1) (2) b Oth (1)	Exempt Organ the organization directly or indi Code (other than section 501(c nsfers from the reporting found Cash Other assets er transactions: Sales of assets to a noncharita Purchases of assets from a no	rectly engage in any of the ()(3) organizations) or in selection to a noncharitable example example exempt organization	ection 527, rela kempt organiza	ating to political organiz		on 501(c) of	1a(1) 1a(2) 1b(1) 1b(2)	Yes	X X X
(3) (4) (5) (6) c Sha d If th	Rental of facilities, equipment, Reimbursement arrangements Loans or loan guarantees Performance of services or mairing of facilities, equipment, mairing of the above is services given by the reporting furnin (d) the value of the goods,	or other assets embership or fundraising s alling lists, other assets, or "Yes," complete the follow foundation. If the foundation	solicitations paid employed ving schedule. on received less	Column (b) should alw			1b(3) 1b(4) 1b(5) 1b(6) 1c ds, other ass	sets,	X X X X
a) Line no	(b) Amount involved	(c) Name of nonc	charitable exen	npt organization	(d) Description	of transfers, transactions,	and sharing ar	талдете	ents
ın s	he foundation directly or indirectly occion 501(c) of the Code (other fest, "complete the following sci	er than section 501(c)(3)) on the section 501(c)(3)) of the section 50			ations described		Yes		No
	(a) Name of or		(b)	Type of organization		(c) Description of relati	onship		
	N/A								
Sign Here	Under penalties of perjury, I declar and belief it is true, correct, and construction with the second secon	MCMiCOunce Be	r (other than taxp	ayer) is based on all inform. 5-9 - 20 (3) Date	ation of which prepare	best of my knowledge r has any knowledge	May the IRS return with the shown below	v (see ins	rer
Paid Prep	Print/Type preparer's narer JOHN H. Ri Firm's name ► BOO	EAMEY	eparer's signate	L Koawey & COMPANY,	Date 5-8-13 PC	Check	200527		<u> </u>

Firm's address ▶ 601 VESTAVIA PARKWAY SUITE 300 BIRMINGHAM, AL 35216

Form **990-PF** (2012)

205/824-1617

Phone no.

Use Only

FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECU	JRITIES	STATEMENT	1
SOURCE	•	GROSS	AMOUNT	_	PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT)
DIVIDENDS INTEREST	-		536,778. 515,092.		30,489.	506,2 515,0	
TOTAL TO FM 990-PF, PART I, I	.N 4 =	1,0	051,870.		30,489.	1,021,3	81.
FORM 990-PF	O'	THER II	NCOME			STATEMENT	2
DESCRIPTION		1	(A) REVENUE PER BOOK		(B) NET INVEST- MENT INCOME	(C) ADJUSTE NET INCO	
OIL LEASE				774.	774	•	
TOTAL TO FORM 990-PF, PART I,	LINE	11		774.	774	•	
FORM 990-PF		LEGAL	FEES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN	EST-	(C) ADJUSTED NET INCOM		
LEGAL EXPENSE	1	7,097.	13	,668	•	3,4	19.
TO FM 990-PF, PG 1, LN 16A	1	7,097.	13	,668	•	3,4	19.
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	4
DESCRIPTION	EXPE	A) INSES BOOKS	(B) NET INV MENT IN	EST-	(C) ADJUSTED NET INCOM		
ACCOUNTING FEES	2	0,250.	16	,200	•	4,0	50.
TO FORM 990-PF, PG 1, LN 16B	2	0,250.	16	,200	•	4,0	50.
== = ==================================		,		, 200	· 		_

FORM 990-PF	OTHER PROFES	SIONAL FEES	S:	FATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES AGENCY & CUSTODY FEES	72,084. 610.	57,667. 488.		14,417.
TO FORM 990-PF, PG 1, LN 16C	72,694.	58,155.		14,539.
FORM 990-PF	TAX	ES	S	ratement 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES PAYROLL TAXES FEDERAL EXCISE TAXES	465. 13,842. 10,000.	465. 8,997. 0.		0. 4,845. 0.
TO FORM 990-PF, PG 1, LN 18	24,307.	9,462.		4,845.
FORM 990-PF	OTHER E	XPENSES	S	ratement 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES INSURANCE MISCELLANEOUS OFFICE EXPENSE	2,500. 1,375. 500. 361.	0.		0 . 0 . 0 .
TO FORM 990-PF, PG 1, LN 23	4,736.	0.		0.

FORM 990-PF	CORPORATE STOCK		STAT	EMENT	8
DESCRIPTION		BOOK VALUE		MARKE ALUE	Т
	•	13,082,06	51. 14	,682,9	55.
TOTAL TO FORM 990-PF, PART II,	LINE 10B	13,082,06	51. 14	,682,9	55.
FORM 990-PF	CORPORATE BONDS		STAT	EMENT	9
DESCRIPTION		BOOK VALUI		MARKE ALUE	т
	•	11,465,81	14. 11	,909,5	52.
TOTAL TO FORM 990-PF, PART II,	LINE 10C	11,465,83	14. 11	,909,5	52.
	LIST OF OFFICERS, D		STAT	EMENT	10
TRUSTEES	AND FOUNDATION MANA		EMPLOYEE		
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPEN	
	TITLE AND	COMPEN-	BEN PLAN CONTRIB	ACCOU	NT
NAME AND ADDRESS ED LEIGH MCMILLAN II P.O. BOX 867	TITLE AND AVRG HRS/WK TRUSTEE	COMPEN- SATION	BEN PLAN CONTRIB	ACCOU	NT 0.
NAME AND ADDRESS ED LEIGH MCMILLAN II P.O. BOX 867 BREWTON, AL 36427 JOHN D FINLAY JR P.O. BOX 867	TITLE AND AVRG HRS/WK TRUSTEE 0.00	COMPEN- SATION 13,128.	CONTRIB 0.	ACCOU	0.
NAME AND ADDRESS ED LEIGH MCMILLAN II P.O. BOX 867 BREWTON, AL 36427 JOHN D FINLAY JR P.O. BOX 867 BREWTON, AL 36427 MICHAEL N HOKE 3040 VALLEY RIDGE ROAD	TITLE AND AVRG HRS/WK TRUSTEE 0.00 TRUSTEE 0.00	COMPEN- SATION 13,128.	O. O.	ACCOU	0. 0.
NAME AND ADDRESS ED LEIGH MCMILLAN II P.O. BOX 867 BREWTON, AL 36427 JOHN D FINLAY JR P.O. BOX 867 BREWTON, AL 36427 MICHAEL N HOKE 3040 VALLEY RIDGE ROAD HOOVER, AL 35242 ALLISON R SINROD 4380 D'EVEROUX DRIVE	TITLE AND AVRG HRS/WK TRUSTEE 0.00 TRUSTEE 0.00 TRUSTEE 0.00	COMPEN- SATION 13,128. 34,656.	O. O.	ACCOU	

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DANIEL W. MCMILLAN P.O. BOX 867 BREWTON, AL 36427

TELEPHONE NUMBER

251-867-4881

FORM AND CONTENT OF APPLICATIONS

PROOF OF NEED AND QUALIFICATION AS POOR & NEEDY RESIDENT OF ESCAMBIA COUNTY, AL OR FL

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

GEOGRAPHICAL AREA OF ESCAMBIA COUNTY, AL OR ESCAMBIA COUNTY, FL

D. W. MCMILLAN FOUNDATION - 63-6044830 SUPPLEMENT TO FORM 990-PF GAIN OR (LOSS) ON SALE OF ASSETS For the Year Ended December 31, 2012

Description	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
Prior Year Unsettled Options: Option-A T & T		01/10/12	13,242.70	6,665.43	6,577 27 ***
Option-Microsoft Corp		01/24/12	10,739 96	17,573 94	(6,833.98) ***
Opton-Lincoln Natl Corp		01/15/12	11,522 81	1,890 01	9,632 80 ***
Option-Cons Energy, Inc		01/13/12	35,999.30	934.02	35,065.28 ***
Option - Johnson & Johnson		expired	8,459 83	-	8,459 83 ***
Option - Unilever		expired	17,999 65	-	17,999 65 ***
Option-Abbott Labs		01/31/12	19,337.82	11,440 07	7,897 75 ***
Stocks: Cons Energy, Inc 10000 Shs Halliburton Co 10000 Shs	10/10/11 10/14/11	01/12/12 01/03/12	363,585.93 342,684 12	378,575 15 353,255.23	(14,989.22) (10,571.11)
Coca Cola 5000 Shs	05/01/92	02/17/12	343,553.13	22,688.09	320,865 04
Colonial Properties Tr 21500 Shs Pepsico	05/04/05	02/17/12	448,756 72	643,665.03	(194,908.31)
5050 Shs Abbott Lab DE	08/04/11	02/15/12	318,891.30	297,154.53	21,736 77
3000 Shs Abbott Labs	07/22/10	02/17/12	169,056.25	146,748 60	22,307.65
2350 Shs Abbott Labs	07/22/10	03/30/12	143,782 36	114,953.07	28,829 29
4750 Shs Caterpillar Inc DE	07/22/10	05/09/12	293,483 38	232,351.95	61,131 43
2600 Shs Duke Realty	03/07/07	2/17/12	294,911 39	167,338.83	127,572.56
9000 Shs Ford Motor	05/04/05	02/17/12	125,832.53	251,835.01	(126,002 48)
18000 Shs Great Plains Energy	06/01/11	02/27/12	229,495 86	258,339.60	(28,843.74)
10000 Shs Huntington Ingall	09/29/06	02/17/12	210,148 19	290,675.61	(80,527 42)
250 Shs Plum Creek Timber	10/17/06	02/17/12	9,104 86	10,096.81	(991.95)
7000 Shs Southern Co	05/09/01	02/17/12	271,469.66	154,680.01	116,789.65
5000 Shs Verizon Comm	03/10/93	02/17/12	221,996 30	38,224.39	183,771 91
9300 Shs Microsoft Corp DE	01/21/04	02/17/12	356,527.17	265,637.85	90,889.32
5050 Shs A T & T	03/10/09	03/09/12	161,632 77	102,651.41	58,981.36
8500 Shs A T & T	03/03/03	03/09/12	264,272.62	217,005.00	47,267.62
5000 Shs	Various	08/01/12	188,995 76	128,175.48	60,820.28
Proctor & Gamble 5350 Shs	08/04/11	03/09/12	357,127.91	323,229.93	33,897 98
Lyondellbasell Industries NV 7000 Shs	07/01/12	10/16/12	370,693 58	290,000.11	80,693.47
Joy Global Inc 5500 Shs	03/08/12	04/30/12	389,180.14	445,364.20	(56,184.06)
Kimberly Clark 3000 Shs Duke Energy	04/26/11	05/16/12	239,803 97	195,136 20	44,667.77
Cash in Lieu		07/05/12	32.07	31 34	0 73

Description	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
Soda Stream Intl LTD					
7700 Shs	08/16/12	10/05/12	281,063 03	297,573.42	(16,510 3
Baker Hughes					•
8000 Shs Corning Inc DE	05/21/12	11/07/12	330,082 43	396,510 10	(66,427.6
21300 Shs	05/10/12	11/07/12	245,371.99	284,771.24	(39,399.2
Baxter Intl Inc 7800 Shs	05/01/12	11/16/12	443,030 07	435,464.34	7,565 7
Duke Corp New De 2000 Shs	06/25/03	12/17/12	129,391 10	96,641 56	32,749 5
Ditigroup Inc DE 4000 Shs	05/21/12	12/20/12	156,088 50	335,273 62	(179,185 1
Mylan Inc DE			•		·
5300 Shs Merck & Co	03/30/12	12/17/12	149,387.75	124,198 64	25,189 1
3000 Shs	05/04/12	12/12/12	123,948.94	107,100.00	16,848 9
Merck & Co 3000 Shs	03/30/10	03/09/12	113,009 33	113,224.95	(215 6
Merck & Co	03/30/10	03/03/12	113,003 33	110,224.30	(2100
6000 Shs	03/30/10	02/17/12	232,644 48	214,371 45	18,273.0
ntel Corp 10000 Shs	05/03/99	12/19/12	211,442.84	216,621.10	(5,178.2
SPDR Gold Trust	03/03/33	12/31/12	1,134 67	1,134.67	(5,176.2
Bonds:					
FHL Mtg Corp Global 5,75% 200M	09/16/02	01/15/12	200,000 00	200,000.00	-
A T & T	00/10/02	0.710712			
6.375% 200M	04/04/07	02/15/12	200,000 00	202,960.00	(2,960
American Express 7% 100M	03/19/09	03/01/12	122,833.75	92,543.25	30,290
Aetna Services 6 75% 200M	06/30/97	03/06/12	213,794.75	191,114 50	22,680.
BM 5.7% 250M	08/21/08	03/01/12	303,432.25	253,302.37	50,129
Cox Communication					
5 5% 300M John Deere	02/10/04	03/01/12	340,104.75	302,852 66	37,252
5.35% 100M	03/19/09	03/01/12	119,229 75	100,800.48	18,429
Genl Electric 5 25% 100M	01/06/10	03/01/12	117,623.50	102,571.09	15,052.
Genl Electric 5.25% 250M	08/21/08	03/01/12	294,058.75	246,672 75	47,386.
Wells Fargo XII 7.88%	03/05/08	03/12/12	340,968.57	330,000 00	10,968
Freeport McMoran			•	•	
8 375% 200M Lilly Eli & Co	05/18/09	03/14/12	209,106 62	198,023.25	11,083
6% 250M	08/01/02	03/15/12	250,000.00	250,000.00	-
Alabama Power Co 5.875% 200M	04/04/07	04/02/12	200,000 00	200,000.00	-
Genl Elec Corp Nts 5.375% 250M	10/18/04	04/29/12	250,000.00	250,000 00	_
Wells Fargo Cap XI	10/10/04	04/25/12	230,000.00	230,000 00	_
6.25% 250M	05/16/07	06/15/12	250,000.00	250,000.00	-
4.75% 150M	10/06/03	11/29/12	150,000 00	150,000 00	-
JPM Chase Capital XXVI 8200 Shs 8%	10/20/10	07/12/12	205,000.00	223,250.14	(18,250.
General Mtrs Accep Corp					(10,200
100M 6 875% Ford Cr Nts	06/01/04	08/28/12	100,000 00	100,000.00	-
5.25% 250M	06/06/11	12/20/12	250,000.00	250,000 00	-
GNMA 11.5%	-	12/31/12	184 46	184 46	-
GNMA 9.0%		12/31/12	140.90	140 90	

Description	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
Options: Option - ATT		01/10/12	17,719 40	24,097 52	(6,378 12)
Öption - Lin€oln National		02/15/12	13,687 95	18,175.80	(4,487 85)
Option - Merck		01/05/12	12,087 08	5,288.68	6,798.40
Option-McDonald Corp		01/10/12	5,442 88	74.59	5,368 29
Option-Joy Global Inc		03/19/12	27,440.96	4,950 00	22,490.96
Option Kimberly Clark Corp		03/27/12	2,885 81	15,600 00	(12,714 19)
Option-McDonald		06/30/12	8,799 80	15,200.00	(6,400.20)
Option-Lyondellbassell		07/31/12	24,764 93	66,500.00	(41,735 07)
Option-Genl Electric		07/31/12	22,387 63	41,267 10	(18,879 47)
Option-Intel		07/31/12	8,830 78		8,830.78
Option-Deere & Co		08/31/12	11,684 73	16,623.16	(4,938.43)
Option - Microsoft		01/23/12	8,180.84	11,107 25	(2,926 41)
Option-Soda Stream Intl Lt		08/31/12	26,826 11	18,825.46	8,000 65
Option-Mylan, Inc		10/31/12	23,377.70	55,500.19	(32,122 49)
Unsettled Options: McDonalds Dow Chemical Deere and Co Mylan		07/12/12 12/19/12 12/21/12 12/13/12	10,863 79 12,300 69 7,905.11 11,842 11		10,863 79 *** 12,300 69 *** 7,905.11 *** 11,842 11 ***
Capital Gain Distributions: Colonial Properties Plum Creek Timber Weyerhaeuser Co			447 59 19,740 00 10,301 30		447 59 19,740.00 10,301.30
			13,052,910.41	12,176,827.59	876,082 82
		Unsettled Options	(42,911 70)	_	(42,911.70)
			13,009,998 71	<u>-</u>	833,171 12
Proceeds per 1099	4,116,478 05 8,531,613 10				
	12,648,091 15				
Capital Gain Distributions Options Not Reported on 1099-B Prior Year Unsettled Options (settled) Current Year Unsettled Options	30,488 89 214,116.61 117,302 07 42,911.70	***			
·	13,052,910.42				

D. W. MCMILLAN FOUNDATION SUPPLEMENT TO STATEMENT OF PRINCIPAL CASH BASIS December 31, 2012

	December 01, 201	-	
Distributions to Charity			
Community Foundation of N/W FL		\$ 15,000 00)
Pensacola Habitat for Humanity		10,000 00)
United Cerebral Palsy of N/W, FL		10,000 00)
Frederic Ozanam Charitable Pharmacy	,	10,000 00)
Escambia County Commission-Service		10,000 00)
Escambia County, AL Mental Health		10,000 00	
Esc Co , AL Community Enalbed, Inc		10,000 00	
		10,000 00	
Covenant Hospice, Inc-Pensacola, FL		36,000 00	
Escambia County, Health Dept-FL		5,000 00	
Alzheimer's Family Service			
Sav-A-Life		10,000 00	
Esc Co , AL Regional Child Advocacy	Center	10,000 00	
Brewton Habitat for Humane Society		5,000 00	
Lupus Support Network-Pensacola, FL		5,000 00	
Appleton Volunteer Fire Dept		5,000 00	0
Brewton Public Library		5,000 00	0
Christian Benevolent Fund		30,000 00	0
Lakeview Center Foundation-FL		10,000 00	0
Volunteers of America		5,000 00	0
Escambia County, AL Extension Service	20	15,000 00	
United Fund of Atmore, AL		5,000 00	
Children's Home Society, FL		35,000 0	
		5,000 0	
American Red Cross, West Esc, AL		10,000 0	
Brewton Civic League		5,000 0	
Carlisa, Inc		· ·	
Brewton Area YMCA, Inc		30,000 0	
Boys & Girls Clubs of Escambia Co		5,000 0	
Big Bros/Big Sisters N/W FL		10,000 0	
Greater Brewton Community Foundation	on	10,000 0	
YMCA of Northwest, FL		20,000 0	
Brewton Kiwanis Club-Operation Santa	a Clauss	3,500 0	0
Escambia County Commission-Social	Worker	32,000 0	0
Escambia Co , AL Rescue Squad		5,000 0	0
The Christmas Project		3,000 0	0
Baptist Hospital, Pensacola		26,000 0	0
Gulf Coast Council-Boy Scouts of Ame	erica	15,000 0	0
Covenant Hospice, Inc-Brewton		5,000 0	0
Escambia County Drug Court		10,000 0	0
Association for Retarded Citizens, FL		10,000 0	
Esc Co AL-Health Department		36,000 0	
Escambia Co , AL Healthcare Authorit	v	109,000 0	
	у	10,000 0	
Children's Hospital-Sacred Hrt, FL		4,000 0	
Epilepsy Society of N/W FL		20,000 0	
HIV Care Center, Inc	. 1	•	
Jefferson Davis Community College, A	\L	30,000.0	
Disabled Adults & Children Fund, AL		15,000 0	
Lion's Club Eye Fund		5,000 0	
Alpha Center, Inc	~	5,000 0	
Sacred Heart Hospital-FL		26,000 0	
Salvation Army-Pensacola, FL		22,000 0	
Department of Human Resources Esc	ambia Co , AL	140,000 0	
United Way of Escambia Co FL		20,000 0	
United Fund of Brewton/E Brewton, A	L	10,000 0)0
Waterfront Rescue Mission-FL		22,000 0)0
Tri-County Medical Center		20,000 0)0
Gulf Coast Kid's House, Esc Co., FL		15,000 0	00
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D. W. MCMILLAN FOUNDATION SUPPLEMENT TO STATEMENT OF PRINCIPAL CASH BASIS

December 31, 2012

Ronald McDonald House 5,000 00
Escambia County Commission-Victim A 20,000 00
Catholic Charities of N/W FL 220,000 00
Total Distributions to Charity

\$ 1,224,500.00