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

For calendar year 2012, or tax year beginning , 2012, and ending ,

THE MEL AND GRACE MCLEAN FOUNDATION
1336 MAIN STREET
FORTUNA, CA 95540

A Employer identification number 68-0400603

B Telephone number (see the instructions) (707) 725-1722

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 26,992,840.

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	39,362.	39,362.	39,362.	
	4 Dividends and interest from securities	766,483.	766,483.	766,483.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-451,559.			
	b Gross sales price for all assets on line 6a 12,151,334.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	20,021.	20,021.	20,021.	
	12 **Total.** Add lines 1 through 11	374,307.	825,866.	825,866.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	21,815.	4,297.		19,772.
	14 Other employee salaries and wages	96,406.			96,406.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	35,918.	12,718.		23,200.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	9,007.	996.		8,011.
	19 Depreciation (attach sch) and depletion	4,113.	1,031.		
	20 Occupancy	15,676.	3,919.		11,757.
	21 Travel, conferences, and meetings	188.			188.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	169,721.	99,052.		70,669.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	352,844.	122,013.		230,003.
	25 Contributions, gifts, grants paid PART XV	1,014,020.			1,014,020.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,366,864.	122,013.	0.	1,244,023.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-992,557.			
	b **Net investment income** (if negative, enter 0)		703,853.		
	c **Adjusted net income** (if negative enter 0)			825,866.	

SCANNED JUL 0 8 2013

RECEIVED JUL 0 2 2013 OGDEN, UT 894 IRS-OSC

7 9A

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	200.	200.	200.
	2	Savings and temporary cash investments	132,351.	71,938.	71,938.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►	1,138.		
	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 instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use	333,900.	333,900.	333,900.
	9	Prepaid expenses and deferred charges	31,500.	10,437.	10,437.
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 5	25,010,659.	26,133,411.	26,133,411.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans	489,118.	417,310.	417,310.
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ► 53,829.			
		Less accumulated depreciation (attach schedule) SEE STMT 6 ► 30,337.	22,627.	23,492.	23,490.
	15	Other assets (describe ► SEE STATEMENT 7)	502,154.	2,154.	2,154.
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	26,523,647.	26,992,842.	26,992,840.
LIABILITIES	17	Accounts payable and accrued expenses	2,117.	3,136.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	500,001.		
	23	**Total liabilities** (add lines 17 through 22)	502,118.	3,136.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	26,021,529.	26,989,706.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	26,021,529.	26,989,706.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	26,523,647.	26,992,842.	

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	26,021,529.
2	Enter amount from Part I, line 27a	2	-992,557.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	1,983,018.
4	Add lines 1, 2, and 3	4	27,011,990.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	22,284.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	26,989,706.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	VARIOUS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	12,151,334.		12,602,893.	-451,559.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				-451,559.
b				
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	-451,559.
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	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	746,601.	25,839,671.	0.028894
2010	2,093,265.	24,177,154.	0.086580
2009	1,057,472.	22,030,844.	0.048000
2008	986,578.	25,901,500.	0.038090
2007	353,050.	26,103,379.	0.013525

2	**Total** of line 1, column (d)	2	0.215089
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	0.043018
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	24,892,985.
5	Multiply line 4 by line 3	5	1,070,846.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,039.
7	Add lines 5 and 6	7	1,077,885.
8	Enter qualifying distributions from Part XII, line 4	8	1,244,023.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a 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 instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	7,039.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	7,039.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,039.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	10,437.		
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	10,437.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	3,398.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 3,398. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ►$ 0. **(2)** On foundation managers ►$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ►$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
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*	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► DENNIS SCOTT Telephone no ► (707) 725-1722

Located at ► 1336 MAIN STREET FORTUNA CA ZIP + 4 ► 95540-2128

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies. Yes No

1 a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? **1 b** N/A

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

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? **1 c** No: X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If 'Yes,' list the years ► 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) **2 b** N/A

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__

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

b If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)* **3 b** N/A

4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4 a** No: X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? **4 b** No: X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? ☐ Yes ☒ No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 10		20,903.	0.	912.

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
LEIGH PIERRE-OETKER 204 DEAN ST. MANILA, CA 95521	EXECUTIVE DIR 35	76,603.	0.	2,567.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (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 instructions 3	
Total. Add lines 1 through 3 ►	0.

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	21,932,067.
b Average of monthly cash balances		1b	3,339,999.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	25,272,066.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	25,272,066.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	379,081.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	24,892,985.
6 **Minimum investment return.** Enter 5% of line 5		6	1,244,649.

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	1,244,649.
2a Tax on investment income for 2012 from Part VI, line 5	2a 7,039.		
b Income tax for 2012 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	7,039.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	1,237,610.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,237,610.
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	1,237,610.

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	1,244,023.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,244,023.
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	7,039.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,236,984.

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					1,237,610.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years 20 __, 20 __, 20 __			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010	704,881.				
e From 2011					
f **Total** of lines 3a through e		704,881.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 1,244,023.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2012 distributable amount					1,237,610.
e Remaining amount distributed out of corpus		6,413.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		711,294.			
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 instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		711,294.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	704,881.				
d Excess from 2011					
e Excess from 2012	6,413.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** 'Assets' alternative test – enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				
Total			► **3a**	1,014,020.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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			14	39,362.	
4 Dividends and interest from securities			14	766,483.	
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					-451,559.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MLP			14	11,000.	
b NATURAL RESOURCE PARTNERS			14	7,667.	
c ROYALTY TRUST			14	1,354.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				825,866.	-451,559.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	374,307.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 6/27/13 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name: KEITH D. BORGES	Preparer's signature: KEITH D. BORGES	Date: 6/24/13	Check ☐ if self employed	PTIN: P00183935
Firm's name ► ANDERSON, LUCAS, SOMERVILLE, ETAL			Firm's EIN ► 94-1167235	
Firm's address ► 1338 MAIN STREET FORTUNA, CA 95540			Phone no (707) 725-4442	

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MLP	$ 11,000.	$ 11,000.	$ 11,000.
NATURAL RESOURCE PARTNERS	7,667.	7,667.	7,667.
ROYALTY TRUST	1,354.	1,354.	1,354.
TOTAL	$ 20,021.	$ 20,021.	$ 20,021.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANDERSON, LUCAS, SOMERVILLE & BORGES	$ 24,168.	$ 8,459.		$ 15,709.
DAVID L MOONIE & CO	9,988.	2,497.		7,491.
DAVID L. MOONIE & CO	1,762.	1,762.		
TOTAL	$ 35,918.	$ 12,718.	$ 0.	$ 23,200.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	$ 8,028.	$ 17.		$ 8,011.
PROPERTY TAXES	910.	910.		
ROYALTY SEVERANCE TAXES	69.	69.		
TOTAL	$ 9,007.	$ 996.	$ 0.	$ 8,011.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION BOND DISCOUNT/PREMIUM	$ 6,568.	$ 6,568.		
AUTO ALLOWANCE-EMPLOYEES	2,928.			$ 2,928.
BANK CHARGES	-45.			-45.
COMPUTER MAINTENANCE	1,545.	386.		1,159.
CONSULTING SERVICES	1,378.			1,378.
DEPLETION	901.	901.		
DUES	529.			529.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDUCATION/CONFERENCES	$ 4,209.			$ 4,209.
EQUIPMENT RENT	1,320.	$ 330.		990.
FOREIGN TAX	2,828.	2,828.		
HEALTH INSURANCE	6,851.			6,851.
INSURANCE	5,954.	1,488.		4,466.
INVESTMENT EXPENSES	84,499.	84,499.		
MEALS & ENTERTAINMENT	5,006.			5,006.
MISCELLANEOUS	1,491.			1,491.
MISCELLANEOUS DONATION	2.			2.
MULTI-GENERATIONAL CENTER	31,645.			31,645.
OFFICE EXPENSE	2,886.	722.		2,164.
REPAIRS	1,090.	273.		817.
TECHNICAL SUPPORT	276.	69.		207.
UTILITIES AND TELEPHONE	3,953.	988.		2,965.
WORKER'S COMPENSATION	3,907.			3,907.
TOTAL	$ 169,721.	$ 99,052.	$ 0.	$ 70,669.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GBS INVESTMENT ACCOUNT	MKT VAL	$ 0.	$ 0.
SCHWAB	MKT VAL	13,782,699.	13,782,699.
VANGUARD	MKT VAL	12,350,712.	12,350,712.
	TOTAL	$ 26,133,411.	$ 26,133,411.

STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 11,243.	$ 9,470.	$ 1,773.	$ 1,772.
MACHINERY AND EQUIPMENT	14,273.	7,299.	6,974.	6,973.
IMPROVEMENTS	28,313.	13,568.	14,745.	14,745.
TOTAL	$ 53,829.	$ 30,337.	$ 23,492.	$ 23,490.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

		BOOK VALUE	FAIR MARKET VALUE
DEPOSITS		$ 795.	$ 795.
NET INTANGIBLE ASSETS		1,359.	1,359.
	TOTAL	$ 2,154.	$ 2,154.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

CHANGE IN FMV (MCCULLOUGH)		$ 669,682.
CHANGE IN FMV (SCHWAB)		674,512.
CHANGE IN FMV (VANGUARD)		160,408.
DISTRIBUTION FROM MCLEAN TRUST		478,416.
	TOTAL	$ 1,983,018.

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

AMENDED RETURNS 2010 AND 2008 (NET)		$ 1,059.
NON-DEDUCTIBLE PENALTIES		121.
PRIOR PERIOD ADJ FOR TAX, ETC. (2011)		21,102.
ROUNDING		2.
	TOTAL	$ 22,284.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
EUGENE LUCAS 1338 MAIN STREET FORTUNA, CA 95540	PRESIDENT 15.00	$ 675.	$ 0.	$ 0.
JOHN SELVAGE 207 FREDERICKSON LANE EUREKA, CA 95503	AT LARGE 5.00	938.	0.	94.
JON SAPPER 1965 HOME AVENUE FORTUNA, CA 95540	SECRETARY 5.00	2,300.	0.	0.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DENNIS SCOTT 14 PINECREST DRIVE FORTUNA, CA 95540	VICE PRESIDENT 15.00	$ 11,700.	$ 0.	$ 785.
JENNIFER BUDWIG P.O. BOX 717 HYDESVILLE, CA 95547	AT LARGE 5.00	3,065.	0.	0.
ERIN DUNN 1751 BEECH STREET FORTUNA, CA 95540	AT LARGE 5.00	2,225.	0.	33.
	TOTAL	$ 20,903.	$ 0.	$ 912.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	MCLEAN FOUNDATION
CARE OF:	
STREET ADDRESS:	1336 MAIN STREET
CITY, STATE, ZIP CODE:	FORTUNA, CA 95540
TELEPHONE:	(707) 725-1722
E-MAIL ADDRESS:	
FORM AND CONTENT:	
SUBMISSION DEADLINES:	
RESTRICTIONS ON AWARDS:	

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
SEE ATTACHED SCHEDULE , CA 95540			THE MELVIN F AND GRACE MCLEAN FOUNDATION HONORS THE MEMORY OF MEL AND GRACE THROUGH PROACTIVE GRANT MAKING TO ENHANCE THE QUALITY OF LIFE FOR THE PEOPLE OF HUMBOLDT COUNTY. THE FOUNDATION SUPPORTS PROJECTS AND ORGANIZATIONS THAT BENEFIT CHILDREN, YOUTH, THE ELDERLY AND THOSE IN NEED. THIS MISSION IS ACCOMPLISHED THROUGH PARTNERSHIPS, COLLABORATIONS AND SUPPORTING OUR LOCAL NONPROFIT SECTOR.	$ 514,020.
ST. JOSEPH HOSPITAL EUREKA, CA 95501				500,000.
			TOTAL	$ 1,014,020.

	12/31/11	12/31/12
GBS INVESTMENTS		
CORPORATE STOCKS AND BONDS	$25,010659	-0-
SCHWAB		
CORPORATE STOCKS	-0-	$26,133,410
VANGUARD		
CORPORATE BONDS	-0-	-0-

McLean Foundation
Fiscal Yr 2012

Grantee Organization	Status/Date	Request Grant Amount	Amount
Access Humboldt P O Box 157 Eureka, CA 95502	Paid Scheduled· 3/2/2011 Paid· 10/16/2012	$2500 00	$2500 00
Arcata House Partnership 1005 11th Street Arcata, CA 95521	Paid Scheduled 5/23/2012 Paid. 5/21/2012 Voided by Payment [2396]	$700 00	$200.00
Arcata House Partnership 1005 11th Street Arcata, CA 95521	Paid Scheduled 5/25/2012 Paid. 5/25/2012	$700.00	$600 00
Arcata House Partnership 1005 11th Street Arcata, CA 95521	Void Scheduled 5/25/2012 Paid 5/25/2012	$700 00	-$200 00
Arcata House Partnership 1005 11th Street Arcata, CA 95521	Void Scheduled 5/25/2012 Paid. 5/25/2012	$700 00	-$400.00
Arcata House Partnership 1005 11th Street Arcata, CA 95521	Paid Scheduled. 6/29/2012 Paid 6/26/2012	$2000.00	$2000 00
Arcata House Partnership 1005 11th Street Arcata, CA 95521	Paid Scheduled 5/9/2012 Paid 5/9/2012 Voided by Payment [2395]	$700 00	$400.00

McLean Foundation
Fiscal Yr 2012

Arcata House Partnership 1005 11th Street Arcata, CA 95521	Paid Scheduled 5/9/2012 Paid: 5/9/2012	$700 00	$100 00
Area 1 Agency on Aging 434 7th St Eureka, California	Paid Scheduled. 7/23/2012 Paid· 7/20/2012	$6000 00	$6000 00
Big Brothers Big Sisters of the North Coast P.O Box 5510 Eureka, CA 95502	Paid Scheduled: 1/13/2012 Paid 1/9/2012	$500 00	$133 92
Big Brothers Big Sisters of the North Coast P O. Box 5510 Eureka, CA 95502	Paid Scheduled. 7/11/2012 Paid: 7/2/2012	$500.00	$366 08
Big Brothers Big Sisters of the North Coast P O Box 5510 Eureka, CA 95502	Paid Scheduled. 6/22/2012 Paid 6/21/2012 Voided by Payment [2416]	$500 00	$366 08
Big Brothers Big Sisters of the North Coast P.O. Box 5510 Eureka, CA 95502	Void Scheduled· 7/11/2012 Paid: 7/11/2012 Reissued as Payment [2417]	$500 00	-$366 08
Bird Ally X po box 1020 arcata, CA 95518	Paid Scheduled· 8/8/2012 Paid 8/2/2012	$2000 00	$2000 00
Boys and Girls Club 3117 Prospect Eureka, CA 95503	Paid Scheduled 12/7/2012 Paid 12/5/2012	$500.00	$172 08

McLean Foundation
Fiscal Yr 2012

Boys and Girls Club 3117 Prospect Eureka, CA 95503	Paid Scheduled. 12/7/2012 Paid 12/5/2012	$1000.00	$1000 00
Boys and Girls Club 3117 Prospect Eureka, CA 95503	Paid Scheduled· 2/3/2012 Paid 2/1/2012	$7000 00	$7000 00
Boys and Girls Club 3117 Prospect Eureka, CA 95503	Paid Scheduled 2/3/2012 Paid· 2/1/2012	$2500 00	$2500 00
Bridgeville Community Center P O. Box 3 Bridgeville, CA 95526	Paid Scheduled 8/17/2012 Paid 8/10/2012	$1000 00	$1000.00
City of Arcata/Arcata Parks & Recreation Division 736 F Street Arcata, CA 95521	Paid Scheduled 6/29/2012 Paid 6/26/2012	$2000 00	$2000 00
Community Alliance with Family Farmers-Farm to School Program 922 E Street Suite 202 Eureka, CA 95501	Paid Scheduled 12/7/2012 Paid 12/5/2012	$5000 00	$5000.00
Eel River Valley Youth Soccer League PO Box 231 Fortuna, CA 95540	Paid Scheduled. 8/17/2012 Paid 8/10/2012	$1913.54	$1913 54
Faith Center/U-TURN 1032 Bay Street Eureka, CA 95501	Paid Scheduled· 5/23/2012 Paid 5/21/2012	$500 00	$500 00

McLean Foundation
Fiscal Yr 2012

Ferndale Unified School District 1231 Main Street Ferndale, CA 95536	Paid Scheduled 10/17/2012 Paid 10/16/2012	$15000 00	$15000 00
First Congregational Church, U C.C of Eureka 900 Hodgson Street Eureka, CA 95503	Paid Scheduled· 4/17/2012 Paid 4/15/2012	$7500 00	$7500 00
First Presbyterian Church of Arcata 670 11th Street Arcata, California 95521	Paid Scheduled. 11/15/2012 Paid 11/14/2012	$2500 00	$687 50
First Presbyterian Church of Arcata 670 11th Street Arcata, California 95521	Paid Scheduled. 8/17/2012 Paid· 8/10/2012	$2500 00	$694 48
Food for People, Inc. 307 W. 14th Street Eureka, CA 95501	Paid Scheduled 3/20/2012 Paid. 3/7/2012	$768 00	$96.00
Food for People, Inc 307 W 14th Street Eureka, CA 95501	Paid Scheduled. 3/6/2012 Paid 3/3/2012	$10000 00	$2322 95
Food for People, Inc 307 W 14th Street Eureka, CA 95501	Paid Scheduled. 2/15/2012 Paid 2/13/2012	$768.00	$96 00
Food for People, Inc 307 W. 14th Street Eureka, CA 95501	Paid Scheduled 4/17/2012 Paid· 4/15/2012	$10000 00	$2279 27

McLean Foundation
Fiscal Yr 2012

Food for People, Inc. 307 W 14th Street Eureka, CA 95501	Paid Scheduled· 5/23/2012 Paid 5/21/2012	$10000.00	$2147.12
Food for People, Inc 307 W. 14th Street Eureka, CA 95501	Paid Scheduled· 3/30/2012 Paid: 3/28/2012	$10000 00	$2044 44
Food for People, Inc. 307 W 14th Street Eureka, CA 95501	Paid Scheduled· 4/6/2012 Paid: 4/5/2012	$768 00	$96.00
Food for People, Inc 307 W 14th Street Eureka, CA 95501	Paid Scheduled 9/14/2012 Paid· 9/13/2012	$3136 00	$3136 00
Food for People, Inc 307 W 14th Street Eureka, CA 95501	Paid Scheduled. 6/22/2012 Paid 6/21/2012	$10000 00	$1206 22
Fortuna Chamber of Commerce 735 14th St Fortuna, CA 95540	Paid Scheduled 3/23/2012 Paid 3/21/2012	$3000 00	$3000 00
Fortuna Community Services 2331 Rohnerville Road Fortuna, CA 95540	Paid Scheduled. 1/20/2012 Paid· 1/19/2012	$2000 00	$2000.00
Fortuna Community Services 2331 Rohnerville Road Fortuna, CA 95540	Paid Scheduled 8/27/2012 Paid 8/23/2012	$7500 00	$5652 23
Fortuna Police Department 621 11th Street Fortuna, California 95540	Paid Scheduled 6/22/2012 Paid. 6/21/2012	$5000 00	$5000 00

McLean Foundation
Fiscal Yr 2012

Fortuna Senior Services P O Box 336 Fortuna, CA 95540	Paid Scheduled 1/20/2012 Paid 1/19/2012	$2159 74	$185 42
Fortuna Senior Services P O Box 336 Fortuna, CA 95540	Paid Scheduled 1/13/2012 Paid· 1/9/2012	$6000.00	$1000 00
Fortuna Senior Services P O. Box 336 Fortuna, CA 95540	Paid Scheduled 2/15/2012 Paid. 2/13/2012	$6000 00	$1000 00
Fortuna Senior Services P O Box 336 Fortuna, CA 95540	Paid Scheduled 1/20/2012 Paid· 1/19/2012	$1680 00	$120 00
Fortuna Senior Services P O Box 336 Fortuna, CA 95540	Paid Scheduled 3/6/2012 Paid. 3/3/2012	$6000 00	$1000 00
Fortuna Senior Services P O Box 336 Fortuna, CA 95540	Paid Scheduled 1/10/2012 Paid· 1/9/2012	$1680 00	$240 00
Fortuna Sunrise Rotary Club PO Box 814 Fortuna, CA 95540-0814	Paid Scheduled. 11/26/2012 Paid 11/20/2012	$5000 00	$5000 00
Fortuna Union Elementary School Distrct 843 L Street Fortuna, CA 95540	Paid Scheduled 6/22/2012 Paid. 6/21/2012	$1903 04	$1903 04

McLean Foundation
Fiscal Yr 2012

Fortuna Union High School District 379 Twelfth Street Fortuna, CA 95540	Paid Scheduled 9/14/2012 Paid. 9/13/2012	$1000 00	$1000 00
Fortuna Union High School District 379 Twelfth Street Fortuna, CA 95540	Paid Scheduled 4/6/2012 Paid 4/5/2012	$5000 00	$1804 38
Fortuna Union High School District 379 Twelfth Street Fortuna, CA 95540	Paid Scheduled 7/11/2012 Paid 7/2/2012	$17490 10	$17490 10
Friends of the Dunes P.O Box 186 Arcata, California 95518	Paid Scheduled 4/6/2012 Paid. 4/5/2012	$2250 00	$1000 00
Healthy Start Schools and Communities Partnership 6210 Abrahamsen Court Eureka, CA 95503	Paid Scheduled: 3/6/2012 Paid 3/3/2012	$4994 44	$364 65
Healthy Start Schools and Communities Partnership 6210 Abrahamsen Court Eureka, CA 95503	Paid Scheduled· 3/6/2012 Paid 3/3/2012	$4994 44	$350 00

Healthy Start Schools and Communities Partnership 6210 Abrahamsen Court Eureka, CA 95503	Paid Scheduled 1/10/2012 Paid 1/9/2012	$4994 44	$400 31
Healthy Start Schools and Communities Partnership 6210 Abrahamsen Court Eureka, CA 95503	Paid Scheduled 3/6/2012 Paid 3/3/2012	$4994 44	$150 15
Healy Senior Center of Southern Humboldt P O Box 1849 Redway, CA 95560	Paid Scheduled. 10/10/2012 Paid 10/8/2012	$10000.00	$3000 00
Healy Senior Center of Southern Humboldt P O Box 1849 Redway, CA 95560	Paid Scheduled. 7/23/2012 Paid· 7/20/2012	$10000 00	$7000.00
Housing Authority of Humboldt County 735 W Evering Eureka, CA 95501	Paid Scheduled 4/30/2012 Paid. 4/24/2012	$1499 85	$1499 85
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled. 3/6/2012 Paid 3/3/2012	$1467 00	$1467 00

McLean Foundation
Fiscal Yr 2012

Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 1/2/2013 Paid. 12/19/2012	$15500.00	$10500 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled: 3/6/2012 Paid: 3/3/2012	$7000.00	$7000 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 6/1/2012 Paid 5/25/2012	$4875.00	$4875 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 8/8/2012 Paid 7/27/2012	$10000.00	$10000.00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 8/8/2012 Paid· 7/27/2012	$2000 00	$2000 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled. 6/1/2012 Paid: 5/30/2012	$2500 00	$2500 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 2/3/2012 Paid· 2/1/2012	$5000 00	$5000 00

McLean Foundation
Fiscal Yr 2012

Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 6/22/2012 Paid 6/21/2012	$18610 00	$8610 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 2/15/2012 Paid 2/13/2012	$21000.00	$7000 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled. 8/8/2012 Paid· 7/27/2012	$7500 00	$7500 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 6/22/2012 Paid 6/22/2012	$3400 00	$3400 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled· 9/7/2012 Paid 9/5/2012	$21000 00	$14000 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 9/5/2012 Paid: 8/30/2012	$22712.15	$22000.00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 8/27/2012 Paid· 8/23/2012	$1467 00	$1467 00

McLean Foundation
Fiscal Yr 2012

Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 10/17/2012 Paid 10/16/2012	$15000.00	$15000 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 6/29/2012 Paid 6/26/2012	$5700 00	$5700 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled. 11/7/2012 Paid· 11/5/2012	$1663 35	$1663 35
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled. 11/7/2012 Paid 11/5/2012	$1000.00	$1000 00
Humboldt Area Foundation 373 Indianola Road Bayside, CA 95524	Paid Scheduled 11/26/2012 Paid. 11/20/2012	$22712.15	$712 15
Humboldt Botanical Gardens Foundation P O Box 6117 Eureka, CA 95502	Paid Scheduled. 11/15/2012 Paid· 11/14/2012	$5000 00	$5000 00
Humboldt Community Access and Resource Center P O Box 2010 Eureka, CA 95502	Paid Scheduled 10/10/2012 Paid 10/8/2012	$6000 00	$6000.00

McLean Foundation
Fiscal Yr 2012

Humboldt County Domestic Violence Coordinating Council P.O. Box 880 Eureka, CA 95502	Paid Scheduled 6/22/2012 Paid. 6/21/2012	$10000.00	$6535 00
Humboldt County Domestic Violence Coordinating Council P O Box 880 Eureka, CA 95502	Paid Scheduled 12/7/2012 Paid 12/5/2012	$10000 00	$3465 00
Humboldt County Library 1313 3rd Street Eureka, CA 95501	Paid Scheduled. 1/19/2011 Paid· 6/21/2012	$14417 91	$14417.91
Humboldt County Library 1313 3rd Street Eureka, CA 95501	Void Scheduled 6/22/2012 Paid 6/22/2012	$14417 91	-$3217 91
Humboldt County Library 1313 3rd Street Eureka, CA 95501	Paid Scheduled 6/22/2012 Paid 6/21/2012 Voided by Payment [2403]	$14417 91	$3217 91
Humboldt County Special Olympics PO Box 1146 Arcata, CA 95518-1146	Paid Scheduled 8/27/2012 Paid· 8/23/2012	$5000 00	$5000.00
Humboldt Domestic Violence Services P.O. Box 969 Eureka, CA 95502	Paid Scheduled 2/7/2011 Paid 5/21/2012	$10000.00	$10000 00

McLean Foundation
Fiscal Yr 2012

Humboldt Housing and Homesless Coalition 1005 11th st Arcata, CA 95521	Paid Scheduled 1/13/2012 Paid. 1/9/2012	$1909 95	$1129 75
Humboldt Senior Resource Center 1910 California Street Eureka, CA 95501	Paid Scheduled. 3/30/2012 Paid 3/28/2012	$5000 00	$5000.00
Lost Coast Camp P O Box 110 Petrolia, CA 95558	Paid Scheduled 7/23/2012 Paid· 7/20/2012	$5000 00	$5000 00
Lutheran Home for the Aging 2130 Smith Ln #24 Fortuna, CA 95540	Paid Scheduled. 12/7/2012 Paid. 12/5/2012	$3410 72	$3410 72
McKinleyville Community Collaborative PO Box 2668 McKinleyville, CA 95519	Paid Scheduled· 7/23/2012 Paid: 7/20/2012	$1754 99	$1754.99
McKinleyville Community Collaborative PO Box 2668 McKinleyville, CA 95519	Paid Scheduled 10/29/2012 Paid 10/24/2012	$810.00	$350 00
McKinleyville Community Collaborative PO Box 2668 McKinleyville, CA 95519	Paid Scheduled 10/10/2012 Paid 10/8/2012	$810 00	$155 00

McLean Foundation
Fiscal Yr 2012

New Life Christian School 1736 Newburg Road Fortuna, CA 95540	Paid Scheduled. 12/7/2012 Paid. 12/5/2012	$1000 00	$458.44
New Life Christian School 1736 Newburg Road Fortuna, CA 95540	Paid Scheduled. 6/1/2012 Paid· 5/30/2012	$1000 00	$541.56
North Coast Clinics Network 710 E Street Suite 145 Eureka, CA 95501	Paid Scheduled. 10/29/2012 Paid· 10/24/2012	$2000 00	$1000 00
North Coast Repertory Theatre 300 Fifth Street Eureka, California 95501	Paid Scheduled· 3/30/2012 Paid 3/28/2012	$7000 00	$7000 00
North Coast Substance Abuse Council, Inc P.O Box 1332 Eureka, CA 95502	Paid Scheduled. 2/3/2012 Paid 2/1/2012	$1000 00	$1000 00
Northern California Community Blood Bank 2524 Harrison Avenue Eureka, CA 95501	Paid Scheduled 4/30/2012 Paid 4/24/2012	$10000 00	$10000.00
Playhouse Arts 1251 9th Street Arcata, CA 95521	Paid Scheduled 2/15/2012 Paid 2/13/2012	$5000 00	$2000 00

McLean Foundation
Fiscal Yr 2012

Public Health-Humboldt County (DHHS) 908 7th Street Eureka, CA 95501	Paid Scheduled. 1/13/2012 Paid 1/10/2012	$1670 00	$701 00
Public Health-Humboldt County (DHHS-OCCD) 930 6th Street, Room 204 Eureka, CA 95501	Paid Scheduled 8/31/2010 Paid 10/24/2012	$2250 00	$2250 00
Redwood Coast Energy Authority 517 5th Street Eureka, CA 95501	Paid Scheduled. 11/7/2012 Paid 11/5/2012	$7292 65	$1837 94
Redwood Coast Energy Authority 517 5th Street Eureka, CA 95501	Paid Scheduled 10/29/2012 Paid· 10/24/2012	$7292.65	$3116.30
Redwood Coast Energy Authority 517 5th Street Eureka, CA 95501	Paid Scheduled· 10/29/2012 Paid 10/24/2012	$7292.65	$2338.41
Redwood Community Action Agency/Community Programs 904 G Street Eureka, CA 95501	Paid Scheduled 6/29/2012 Paid 6/26/2012	$10000 00	$10000 00

McLean Foundation
Fiscal Yr 2012

Redwood Community Action Agency/Family Services 904 G Street Eureka, CA 95501	Paid Scheduled: 9/14/2012 Paid 9/13/2012	$5497.59	$263 45
Redwood Community Action Agency/Family Services 904 G Street Eureka, CA 95501	Paid Scheduled: 5/23/2012 Paid: 5/21/2012	$5497 59	$1155.00
Redwood Community Action Agency/Family Services 904 G Street Eureka, CA 95501	Paid Scheduled 1/20/2012 Paid. 1/19/2012	$5497 59	$2228.77
Redwood Community Action Agency/Family Services 904 G Street Eureka, CA 95501	Paid Scheduled 8/17/2012 Paid· 8/10/2012	$5497 59	$1850.37
Redwood Memorial Foundation-RMH Fortuna, CA 95540	Paid Scheduled 11/2/2012 Paid 11/1/2012	$25000 00	$25000.00
Redwood Preparatory Charter School PO Box 179 Fortuna, CA 95540	Paid Scheduled· 11/7/2012 Paid 11/5/2012	$10000 00	$10000 00
River Life Foundation PO Box 384 Fortuna, CA 95540	Paid Scheduled· 12/20/2012 Paid. 12/19/2012	$1200 00	$1200 00

McLean Foundation
Fiscal Yr 2012

Rohnerville School District/Ambrosini School 3850 Rohnerville Rd Fortuna, CA 95540	Paid Scheduled: 6/22/2012 Paid 6/21/2012	$500 70	$500 70
Ruth Community Church po box 1125 Mad River, CA 95526	Paid Scheduled 9/14/2012 Paid 9/13/2012	$2250.00	$2250.00
Six Rivers Planned Parenthood 3225 Timber Fall Court Eureka, California 95503	Paid Scheduled. 8/17/2012 Paid: 8/10/2012	$2925 00	$975 00
Six Rivers Planned Parenthood 3225 Timber Fall Court Eureka, California 95503	Paid Scheduled: 10/29/2012 Paid 10/24/2012	$2925.00	$775 00
Six Rivers Planned Parenthood 3225 Timber Fall Court Eureka, California 95503	Paid Scheduled: 8/27/2012 Paid. 8/23/2012	$4215 17	$139 00
South Bay Union School District 6077 Loma Avenue Eureka, CA 95503	Paid Scheduled 3/16/2011 Paid 8/23/2012	$5000 00	$5000 00
Southern Humboldt Community Park P O. Box 1824 Redway, CA 95560	Paid Scheduled. 11/15/2012 Paid 11/14/2012	$5000 00	$3187.50

McLean Foundation
Fiscal Yr 2012

Southern Humboldt Community Park P.O Box 1824 Redway, CA 95560	Paid Scheduled 9/14/2012 Paid. 9/13/2012	$5000.00	$1812 50
St Joseph's Pantry Shelf P O Box 430 Fortuna, CA 95540	Paid Scheduled 3/20/2012 Paid 3/7/2012	$1200 00	$250 00
St Joseph's Pantry Shelf P O. Box 430 Fortuna, CA 95540	Paid Scheduled 4/6/2012 Paid 4/5/2012	$1200 00	$250 00
St Joseph's Pantry Shelf P O Box 430 Fortuna, CA 95540	Paid Scheduled 5/23/2012 Paid· 5/21/2012	$1200 00	$200 00
St Joseph's Pantry Shelf P O Box 430 Fortuna, CA 95540	Paid Scheduled 2/15/2012 Paid· 2/13/2012	$1200 00	$500.00
The Ink People Center for the Arts 517 3rd St, Suite 36 Eureka, CA 95501	Paid Scheduled 8/18/2010 Paid 3/21/2012	$1000.00	$1000.00
The Ink People Center for the Arts 517 3rd St, Suite 36 Eureka, CA 95501	Paid Scheduled· 8/17/2012 Paid· 8/10/2012	$10000 00	$2500 00
The Ink People Center for the Arts 517 3rd St, Suite 36 Eureka, CA 95501	Paid Scheduled 10/29/2012 Paid· 10/24/2012	$10000.00	$2500.00

The Ink People Center for the Arts 517 3rd St, Suite 36 Eureka, CA 95501	Paid Scheduled 4/30/2012 Paid 4/24/2012	$10000 00	$2500 00
The Ink People Center for the Arts 517 3rd St, Suite 36 Eureka, CA 95501	Paid Scheduled· 9/14/2012 Paid 9/13/2012	$1000.00	$1000.00
The Ink People Center for the Arts 517 3rd St, Suite 36 Eureka, CA 95501	Paid Scheduled 9/14/2012 Paid 9/13/2012	$500 00	$500.00
The Ink People Center for the Arts / North Star Quest Camp for Girls 411 12th Street Eureka, CA 95501	Paid Scheduled 6/1/2012 Paid 5/30/2012	$2000 00	$2000.00
The Ink People Center for the Arts / Teen Arts 517 3rd st, Ste 36 Eureka, CA 95501	Paid Scheduled· 3/20/2012 Paid. 3/7/2012	$8000.00	$3201 75
The Ink People Center for the Arts / Teen Arts 517 3rd st, Ste 36 Eureka, CA 95501	Paid Scheduled 9/14/2012 Paid: 9/13/2012	$8000 00	$4798 25
United Way of the Wine Country 718 3rd St Eureka, CA 95501	Paid Scheduled· 9/5/2012 Paid: 8/30/2012	$980.00	$980 00

Unıted Way of the Wıne Country 718 3rd St Eureka, CA 95501	Paıd Scheduled 11/15/2012 Paıd. 11/14/2012	$10000.00	$5127 54
Unıted Way of the Wıne Country 718 3rd St Eureka, CA 95501	Paıd Scheduled· 1/25/2012 Paid 1/24/2012	$10000 00	$316.60
Vector Rehabılıtatıon 2121 Myrtle Avenue Eureka, CA 95501	Paıd Scheduled 1/2/2013 Paıd· 12/19/2012	$100000 00	$5625 00
Vector Rehabılıtatıon 2121 Myrtle Avenue Eureka, CA 95501	Paıd Scheduled. 9/7/2012 Paıd. 9/5/2012	$100000 00	$1270 43
Vector Rehabılıtation 2121 Myrtle Avenue Eureka, CA 95501	Paıd Scheduled· 9/7/2012 Paid 9/5/2012	$100000 00	$3000.00
Vector Rehabılıtatıon 2121 Myrtle Avenue Eureka, CA 95501	Paıd Scheduled 10/29/2012 Paıd. 10/24/2012	$100000.00	$1144 00
Vector Rehabilıtation 2121 Myrtle Avenue Eureka, CA 95501	Paid Scheduled 3/30/2012 Paid 3/28/2012	$100000 00	$5000 00
Vector Rehabilıtatıon 2121 Myrtle Avenue Eureka, CA 95501	Paıd Scheduled: 10/31/2012 Paid 10/30/2012	$100000.00	$3000.00

McLean Foundation
Fiscal Yr 2012

Vector Rehabilitation 2121 Myrtle Avenue Eureka, CA 95501	Void Scheduled. 3/23/2012 Paid· 3/23/2012 Reissued as Payment [2373]	$100000 00	-$14000 14
Vector Rehabilitation 2121 Myrtle Avenue Eureka, CA 95501	Paid Scheduled 11/15/2012 Paid 11/14/2012	$100000.00	$3000 00
Vector Rehabilitation 2121 Myrtle Avenue Eureka, CA 95501	Paid Scheduled 2/15/2012 Paid· 2/13/2012 Voided by Payment [2372]	$100000 00	$14000 14
Vector Rehabilitation 2121 Myrtle Avenue Eureka, CA 95501	Paid Scheduled 1/2/2013 Paid 12/19/2012	$100000 00	$1813 75
Vector Rehabilitation 2121 Myrtle Avenue Eureka, CA 95501	Paid Scheduled 3/23/2012 Paid: 3/21/2012	$100000 00	$14000 14
Vector Rehabilitation 2121 Myrtle Avenue Eureka, CA 95501	Paid Scheduled 8/17/2012 Paid: 8/10/2012	$100000.00	$3000.00
Vector Rehabilitation 2121 Myrtle Avenue Eureka, CA 95501	Paid Scheduled. 7/23/2012 Paid 7/20/2012	$100000 00	$3453 60
Vector Rehabilitation 2121 Myrtle Avenue Eureka, CA 95501	Paid Scheduled 11/26/2012 Paid. 11/20/2012	$100000 00	$4143 60

McLean Foundation
Fiscal Yr 2012

Wiyot Tribe 1000 Wiyot Drive Loleta, CA 95551	Paid Scheduled· 3/15/2011 Paid. 7/2/2012	$1500 00	$1500.00
YouthAbility P.O Box 6358 Eureka, CA 95502	Paid Scheduled· 3/20/2012 Paid· 3/7/2012	$7000 00	$2800 00
YouthAbility P.O Box 6358 Eureka, CA 95502	Paid Scheduled: 1/13/2012 Paid· 1/10/2012	$7000 00	$1900 00
YouthAbility P.O Box 6358 Eureka, CA 95502	Paid Scheduled 5/23/2012 Paid 5/21/2012	$7000 00	$2300.00

Total $514,020.20

Corrected copy.

McLean Foundation - Analysis of Securities Sold (Schwab & Vanguard)

		Proceeds	Broker Cost	Broker Gain /Loss				ALSB Cost	ALSB Gain/Loss
Goldman Sachs	6000 shs				5/4/2007	3500 shs	764,912 45		
					6/9/2007	500 shs	113,295.95		
					6/4/2008	1000 shs	173,556.05		
					11/17/2008	1000 shs	71,362.25		
	3/29/2012	767,214 64	1,123,126.70	(355,912 06)				1,123,126.70	(355,912 06)
Natural Resource	20000 shs								
	3/29/2012	502,245.46	520,319.85	(18,074.39)	various	20000 shs	571,054.45	571,054 45	(68,808.99)
Pengrowth Energy	90000 shs				various	80000 shs	992,605.07		
					1/20/2011	10000 shs	130,695 95		
	3/29/2012	882,226.04	1,214,918.35	(332,692.31)				1,123,301 02	(241,074.98)
Permian Basin	10000 shs								
	3/29/2012	230,849 89	178,882.25	51,967.64	Various	10000 shs	139,092.36	138,191.60	92,658.29
Safeway	20000 shs				6/2/2011	5000 shs	112,904.45		
					6/3/2011	5000 shs	112,754.95		
					6/27/2011	3000 shs	67,984.95		
					7/6/2011	11000 shs	163,314 25		
		408,567.70	456,958.60	(48,390.90)				456,958.60	(48,390.90)
Windstream	2000 shs				11/6/2008	10000 shs	81,621.41		
					1/8/2009	10000 shs	92,854.95		
	3/29/2012	238,214.76	174,206 36	64,008.40				174,476 36	63,738.40
sub total		3,029,318 49	3,668,412.11	(639,093 62)				3,587,108.73	(557,790.24)

		Proceeds	Broker Cost	Broker Gain /Loss			ALSB Cost	ALSB Gain/Loss
A T & T	20000 shs				5/24/2006 7000 shs	176,934.80		
					1/6/2009 5000 shs	142,370.95		
					3/16/2009 4000 shs	94,182 15		
					5/26/2009 2000 shs	48,914.95		
					5/28/2009 2000 shs	48,904.95		
	4/19/2012	615,013.27	511,307.80	103,705.47			511,307 80	103,705.47
Boeing	3500 shs				3/14/2011 500 shs	35,442 47		
					6/2/2011 2000 shs	151,844 75		
					6/15/2011 1000 shs	74,004.95		
	4/19/2012	256,548.95	261,292 17	(4,743.22)			261,292 17	(4,743.22)
Conoco Phillips	12000 shs				7/1/2008 4500 shs	422,732.47		
					1/19/2009 3000 shs	156,688.35		
					3/12/2009 3000 shs	108,956 85		
					10/12/2010 1500 shs	88,955.10		
	4/19/2012	873,326.69	777,332.77	95,993.92			777,332.77	95,993.92
Du Pont E I Nemour	10000 shs							
	4/19/2012	531,766.14	239,142.41	292,623.73	1/29/2009 10000 shs	239,142.41	239,142.41	292,623.73
Johnson & Johnson	15000 shs				10/11/2007 14000 shs	928,344.95		
					9/21/2009 1000 shs	60,694 95		
		944,732 89	989,039.90	(44,307.01)			989,039 90	(44,307.01)
Microsoft Corp	10000 shs				10/25/2010 5000 shs	126,510 04		
					1/20/2011 5000 shs	141,430.45		
	4/19/2012	312,465 05	267,940.49	44,524 56			267,940 49	44,524.56

		Proceeds	Broker Cost	Broker Gain /Loss			ALSB Cost	ALSB Gain/Loss
Sysco	25000 shs				4/29/2011 4000 shs	116,161.58		
					6/2/2011 5000 shs	155,904.45		
					6/7/2011 5000 shs	155,004.45		
					7/6/2011 11000 shs	343,364.45		
	4/19/2012	739,054.49	770,434.93	(31,380.44)			770,434.93	(31,380.44)
Sub total @ 4/30/12		7,302,225.97	7,484,902 58	(182,676 61)			7,403,599.20	(101,373.23)
Ups	12500 shs				10/22/2007 11000 shs8:	835,047.95		
					10/23/2007 1500shs	113,989.95		
(trade date 4/27)	5/2/2012	983,207.78	949,037.90	34,169.88			949,037.90	34,169.88
May 2012 trades see gain/loss for Schwab		136,878 94	141,223 34	(4,344.40)			141,223.34	(4,344.40)
Sub total @ 5/31/12		8,422,312.69	8,575,163.82	(152,851.13)			8,493,860 44	(71,547 75)
June 2012 trades See gain/loss - Schwab		2,395,416.93	2,786,765.48	(391,348.55)			2,786,765 48	(391,348 55)
April & June 2012 trades See gain/loss - Vanguard		26,586.73	26,567 30	19 43			26,567.30	19.43
July 2012 trades See gain/loss - Schwab		100,342.63	89,791.32	10,551 31			89,791.32	10,551.31
McCullough-loss on unpriced sec.		-	2,848.75	(2,848.75)			2,848.75	(2,848 75)
Sub total @ 7/31/12		10,944,658 98	11,481,136.67	(536,477.69)			11,399,833.29	(455,174.31)
August 2012 trades								
See Gain/Loss - Schwab		136,531.31	127,628.51	8,902.80			127,628.51	8,902.80
Vanguard		50,000.00	49,603.70	396.30			49,603.70	396.30
Subtotal @ 8/31/12		11,131,190.29	11,658,368.88	(527,178.59)			11,577,065.50	(445,875.21)

	Proceeds	Broker Cost	Broker Gain /Loss	ALSB Cost	ALSB Gain/Loss
September 2012 Trades					
See Gain/Loss - Schwab	88,188.04	87,212.05	975.99	87,212.05	975.99
See Gain/loss - Vanguard	105,662.58	104,550.52	1,112.06	104,550.52	1,112.06
Subtotal @ 9/30/12	11,325,040.91	11,850,131.45	(525,090.54)	11,768,828.07	(443,787.16)
October 2012 Trades					
See Gain/Loss - Schwab	79,292.73	75,587.20	3,705.53	75,587.20	3,705.53
Vanguard - for fiduc. Fees	5,805.02	5,767.27	37.75	5,767.27	37.75
Subtotal @ 10/31/12	11,410,138.66	11,931,485.92	(521,347.26)	11,850,182.54	(440,043.88)
See Gain/Loss-Schwab	200,830.96	223,559.90	(22,728.94)	223,559.90	(22,728.94)
Subtotal @ 11/30/12	11,610,969.62	12,155,045.82	(544,076.20)	12,073,742.44	(462,772.82)
See Gain/Loss - Schwab	540,364.36	529,150.95	11,213.41	529,150.95	11,213.41
Total @ 12/31/12	12,151,333.98	12,684,196.77	(532,862.79)	12,602,893.39	(451,559.41)

MCLEAN FOUNDATION - IMA (60A001001)
Gain Loss Report
Report Dates:05/01/2012 - 05/31/2012

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

MCLEAN FOUNDATION - IMA (60A001001)
Gain Loss Summary

Total Short Term Gain or Loss, net of Capital Gains Dist./Div	-$6,113.34
Total Long Term Gain or Loss, net of Capital Gains Dist./Div.	-$220,601.95

MCLEAN FOUNDATION - IMA (60A001019)
Gain Loss Transaction Detail

Sub-Account Number	Asset Description	Cusip	Disposition Trade Date	Acquisition Date	Tax Effective Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
60A001019	GENERAL ELEC CO COM	369604103	05/29/2012	03/12/2009	Pending	-56,985.000	$1,095,275.21	$1,381,163.21	$0.00	-$285,888.00
60A001019	WELLS FARGO & CO NEW COM	949746101	05/29/2012	02/09/2009	Pending	-33,260.000	$1,064,536.65	$999,250.60	$0.00	$65,286.05
						Totals	$2,159,811.86	$2,380,413.81	$0.00	-$220,601.95

IMPORTANT NOTE: *This report is provided merely as a convenience to you The figures included herein are preliminary, are based upon information from third parties in some cases and may differ from amounts reported on final Forms 1099 You should refer to the final Forms 1099 issued by Atlantic Trust or the applicable custodian, issuer, or other entity for definitive information to use in connection with your tax filings The cost basis, and nature of any gain/loss as long- or short-term, for equity securities (other than shares of a mutual fund or stock acquired in connection with a dividend reinvestment plan) purchased on or after January 1, 2011 should be reported to you on Form 1099-B This report does not include transactions that had not settled at the time the report was created It also does not include information regarding limited partnerships, you should refer to the applicable Form K-1 for that information*

MCLEAN FOUNDATION - IMA (60A001001)
Gain Loss Report
Report Dates:05/01/2012 - 05/31/2012

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

MCLEAN FOUNDATION - IMA - DISC EQ (60A001027)
Gain Loss Transaction Detail

Sub-Account Number	Asset Description	Cusip	Disposition Trade Date	Acquisition Date	Tax Effective Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
60A001027	TJX COS INC NEW COM	872540109	05/08/2012	04/27/2012		-575.000	$23,594.10	$24,393.72	-$799.62	$0.00
60A001027	FIDELITY NATL INFORMATION SVCS INCCOM	31620M106	05/18/2012	04/27/2012		-565.000	$18,000.53	$19,156.30	-$1,155.77	$0.00
60A001027	PEPSICO INC COM	713448108	05/18/2012	04/27/2012		-410.000	$27,834.10	$27,199.28	$634.82	$0.00
60A001027	PROCTER & GAMBLE CO COM	742718109	05/18/2012	04/19/2012		-350.000	$22,398.81	$23,246.32	-$847.51	$0 00
						Totals	**$91,827.54**	**$93,995.62**	**-$2,168.08**	**$0.00**

MCLEAN FOUNDATION - IMA (60A001001)
Gain Loss Report
Report Dates:05/01/2012 - 05/31/2012

ATLANTIC TRUST
PRIVATE WEALTH MANAGEMENT

MCLEAN FOUNDATION - IMA - MID CAP (60A001035)
Gain Loss Transaction Detail

Sub-Account Number	Asset Description	Cusip	Disposition Trade Date	Acquisition Date	Tax Effective Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
60A001035	C H ROBINSON WORLDWIDE INC COM NEW ✓	12541W209	05/02/2012	03/29/2012		-98.000	$6,082.79 ✓	$6,341.71	-$258.92	$0.00
60A001035	EL PASO CORPORATION COM ✓	28336L109	05/02/2012	03/29/2012		-647.000	$19,568.89 ✓	$19,287.61	$281.28	$0.00
60A001035	POLYCOM INC COM ✓	73172K104	05/03/2012	03/29/2012		-355.000	$4,606.73 ✓	$6,750.05	-$2,143.32	$0.00
60A001035	TJX COS INC NEW COM	872540109	05/16/2012	04/27/2012		-350.000	$14,792.99 ✓	$14,848.35	-$55.36	$0.00
60A001035	TJX COS INC NEW COM	872540109	05/29/2012	04/27/2012	Pending	-361.000	$14,997.80	$15,315.01	-$317.21	$0.00
60A001035	PRICELINE COM INC COM NEW	741503403	05/31/2012	03/29/2012	Pending	-15.000	$9,370.67	$10,822.40	-$1,451.73	$0.00
						Totals	**$69,419.87**	**$73,365.13**	**-$3,945.26**	**$0.00**
						Grand Totals	**$2,321,059.27**	**$2,547,774.56**	**-$6,113.34**	**-$220,601.95**

Less: Pending trades (Settlement Date June)

	Proceeds	Cost	Short Term	Long Term
	<14997.80>	<15315.01>	317.21	
	<9370.67>	<10822.40>	1451.73	
	<1095275.21>	<1381163.21>	—	285888.00
	<1064536.65>	<999250.60>	—	<65286.05>
	136878.94	141223.34	<4344.40>	0

IMPORTANT NOTE: This report is provided merely as a convenience to you The figures included herein are preliminary, are based upon information from third parties in some cases and may differ from amounts reported on final Forms 1099 You should refer to the final Forms 1099 issued by Atlantic Trust or the applicable custodian, issuer, or other entity for definitive information to use in connection with your tax filings The cost basis, and nature of any gain/loss as long- or short-term, for equity securities (other than shares of a mutual fund or stock acquired in connection with a dividend reinvestment plan) purchased on or after January 1, 2011 should be reported to you on Form 1099-B. This report does not include transactions that had not settled at the time the report was created It also does not include information regarding limited partnerships, you should refer to the applicable Form K-1 for that information

Report Run Date 06/21/2012 11 11 43AM

Page 7

Investment Detail - Other Assets

Accounting Method
Other Assets: Tax Lot Optimizer ™

Other Assets	Quantity	Market Price	Market Value / *Cost Basis*	Unrealized Gain or (Loss)
AMERICAN TOWER CORP REIT SYMBOL: AMT	**244.0000**	**69.9100**	**17,058.04** *15,202.39*	**1,855.65**
DIGITAL REALTY TRUST INC REIT SYMBOL: DLR	**133.0000**	**75.0700**	**9,984.31** *9,708.11*	**276.20**

[redacted]

Realized Gain or (Loss)

Accounting Method: Tax Lot Optimizer ™

Short Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
T J X COS INC · TJX	361 0000	04/27/12	05/29/12	14,997 80	15,315 02	~~(5 27)~~ (317.22
WELLS FARGO & CO NEW : WFC	1,495.0000	04/19/12	05/29/12	47,849 74	49,432 90	~~(920.00)~~ (1583.16
PRICELINE COM INC NEW PCLN	15.0000	03/29/12	05/31/12	9,370.67	10,822.40	(1,451 73) ok
ABBOTT LABORATORIES. ABT	1,275.0000	multiple	06/06/12	77,059 63	77,776 43	(716 80) ok
ACCENTURE PLC CL A F ACN	835 0000	multiple	06/07/12	49,173 87	52,642 60	(3,468 73) ok
PRICELINE.COM INC NEW. PCLN	16 0000	03/29/12	06/08/12	10,272.10	11,543 90	(1,271.80) OK

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

SIPC

Page 8

Realized Gain or (Loss) (continued)

Accounting Method: Tax Lot Optimizer ™

Short Term (continued)	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
PRICELINE.COM INC NEW: PCLN	15.0000	03/29/12	06/21/12	9,851.50	10,822.40	(970.90) OK
T J X COS INC: TJX	206.0000	multiple	06/21/12	8,741.30	8,718.38	22.92 OK
TEMPUR PEDIC INTL: TPX	244.0000	multiple	06/21/12	5,275.53	17,303.05	(12,027.52) OK
BLACKROCK INC: BLK	303.0000	multiple	06/25/12	50,862.67	58,097.52	~~(4,900.97)~~ (72348.85)

[redacted]

Long Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
GENERAL ELECTRIC COMPANY: GE	56,985.0000	multiple	05/29/12	1,095,275.21	1,475,472.47	~~(357,038.75)~~ (380197.21)
WELLS FARGO & CO NEW: WFC	31,765.0000	multiple	05/29/12	1,016,686.91	998,818.41	17,868.50 OK

[redacted]

(391348.55)

corrected Realized loss

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
06/01/12	05/29/12	Bought	BED BATH & BEYOND: BBBY	58.0000	73.9336	(4,297 10)
06/01/12	05/29/12	Bought	DARDEN RESTAURANTS INC: DRI	54 0000	53 6880	(2,908.10)
06/01/12	05/29/12	Sold	GENERAL ELECTRIC COMPANY GE	(56,985 0000)	19 2210	1,095,275 21
06/01/12	05/29/12	Bought	MARRIOTT INTL INC CL A· MAR	71.0000	39 1280	(2,787 04)
06/01/12	05/29/12	Bought	ROSS STORES INC: ROST	82 0000	63 0300	(5,177 41)

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Page 9

Vanguard®

Foundation account

Mel & Grace Mclean Foundation

Vanguard Asset Management Services™
Provided by Vanguard National Trust Company
Marcus J. Lerman, Financial Advisor: 800-567-5163, Ext. 28499

Realized gains and losses

You can get cost basis information for both realized and unrealized gains and losses for your Vanguard account at vanguard.com

Some or all of this information may be reported to the IRS on Form 1099-B Proceeds from Broker and Barter Exchange Transactions Vanguard provides cost basis information using the average cost method for mutual funds and first in, first out for other holdings, unless you've selected another method. You may want to consult a tax advisor to determine the appropriate method for you Certain adjustments may change the basis we're currently reporting to you. In that event, we'll send you revised realized gain and loss information A dash indicates the information on our system was incomplete at the time this document was generated. See IRS Publication 550 (Investment Income and Expenses) for additional information

Vanguard funds

Short-Term Invest-Gr Adm 0539-88056436323

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain / Allowable loss
Short-term	04/30	147.466	$1,586.73	$1,586.73	$0.00	$0.00	$0 00
Long-term	04/30	0.000	0 00	0 00	0 00	0.00	0 00
Short-term	06/25	2,327 747	$25,000 00	$24,980.57	$19 43	$0 70	$20 13
Long-term	06/25	0.000	0 00	0.00	0.00	0.00	0 00
Total short-term	**Various**	**2,475.213**	**$26,586.73**	**$26,567.30**	**$19.43**	**$0.70**	**$20.13**
Total long-term	**Various**	**0.000**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**

Page 10

1704116

SCHWAB

~~Accounts~~ > ~~History~~

Print This Page Close

Print in landscape for best results.

History

Transactions

Statements & Reports

Realized Gain / Loss

View Unrealized Gain/Loss

Trades made today will not appear until tomorr

Cost Basis Calculator Rules & Assumptions

Select Date Range From To

[illegible] 07/31/2012 **Search**

Reporting Period: 30 Jun, 2012 to 31 Jul, 2012

Non-Incorporated Association 5070-0738	Proceeds	Cost Basis	Total Gain/Loss ($| %)	Long Term Gain/Loss ($| %)	Short Term Gain/Loss ($| %)
Total	**$100,342.63**	**$89,791.32**	**+$10,551.31**	**+$0.00**	**+$10,551.31**

Symbol	Name (Full |Short)	Closed Date	Quantity	Proceeds	Cost Basis	Total Gain/Loss ($| %)	Long Term Gain/Loss ($| %)	Short Term Gain/Loss ($| %
AME	AMETEK INC N	07/02/2012	0 5	$17 03	$16 09	+$0.94	--	+$0 94
14888B103	CATALYST HEA	07/03/2012	184	$5,152.00	$0 00	+$5,152 00	--	+$5,152 00
LNCR	LINCARE HOLD	07/31/2012	300	$12,410.77	$7,853.65	+$4,557 12	--	+$4,557 12
PG	PROCTER & GA	07/13/2012	770	$50,055.56	$50,288 94	-$233.38	--	-$233.38
SXCI	SXC HEALTH S	07/05/2012	0 5504	$53 01	$52 97	+$0.04	--	+$0.04
V	VISA INC CL	07/16/2012	255	$32,654.26	$31,579.67	+$1,074.59	--	+$1,074 59

Total includes missing cost basis values for one or more lots You can update missing cost basis values by using the Edit functionality—clicking on the Missing hyperlinks until reaching the Edit page

The total Realized Gain/Loss for this account includes values for Short Positions held in the account. For more information on summary totals whe there are Short Positions, please see the Help Section

Data for this holding has been edited

N/A **Not Available**

Wash Sale activity has adjusted this cost For additional information, click here

Page 11

Values for fixed income securities have been adjusted for amortization/accretion, with the exception of variable rate and mortgage-backed securities or for accounts with this preference turned off

Total Cash represents income and expenses as they occur it may be inconsistent with values shown elsewhere on Schwab com and on your monthly account statement

The Realized Gain/Loss page provides summary information of closed transactions Not all closed transactions appear on this page

Please view the Cost Basis Disclosure Statement for additional information on cost basis methods choices and how Schwab reports adjusted cost basis information to the IRS

SCHWAB

Print This Page Close

Accounts> History

Print in landscape for best results.

History

Transactions

Statements & Reports

Realized Gain / Loss

Trades made today will not appear until tomorr

View Unrealized Gain/Loss

Cost Basis Calculator Rules & Assumptions

Select Date Range From To.

Custom Date Range 08/01/2012 08/31/2012 **Search**

Reporting Period: 01 Aug, 2012 to 31 Aug, 2012

Non-Incorporated Association 5070-0738	Proceeds	Cost Basis	Total Gain/Loss ($| %)	Long Term Gain/Loss ($| %)	Short Term Gain/Loss ($| %)
Total	**$136,531.31**	**$127,628.51**	**+$8,902.80**	**+$0.00**	**+$8,902.80**

Symbol	Name (Full |Short)	Closed Date	Quantity	Proceeds	Cost Basis	Total Gain/Loss ($| %)	Long Term Gain/Loss ($| %)	Short Term Gain/Loss ($| %
BFB	BROWN FORMAN	08/13/2012	0 5	$30.52	$27 74	+$2.78	--	+$2 78
HLEMX	HARDING LOEV	08/15/2012	1,131 734	$52,554.63	$50,000 00	+$2,554.63	--	+$2,554.63
TJX	T J X COS IN	08/01/2012	485	$21,433 15	$20,509.03	+$924.12	--	+$924.12
TJX	T J X COS IN	08/27/2012	685	$31,359.79	$28,418 72	+$2,941.07	--	+$2,941.07
TGT	TARGET CORPO.	08/20/2012	490	$31,153.22	$28,673.02	+$2,480.20	--	+$2,480 20

Total includes missing cost basis values for one or more lots

Data for this holding has been edited

Wash Sale activity has adjusted this cost For additional information, click here

The total Realized Gain/Loss for this account includes values for Short Positions held in the account. For more information on summary totals when there are Short Positions, please see the Help Section.

N/A Not Available

Values for fixed income securities have been adjusted for amortization/accretion with the exception of variable rate and mortgage-backed securities or for accounts with this preference turned off

Total Cash represents income and expenses as they occur, it may be inconsistent with values shown elsewhere on Schwab com and on your monthly account statement

The Realized Gain/Loss page provides summary information of closed transactions Not all closed transactions appear on this page

Please view the Cost Basis Disclosure Statement for additional information on cost basis methods choices and how Schwab reports adjusted cost basis information to the IRS

Please note that gains and losses realized in retirement accounts are not recognized for tax purposes Rather, income may be recognized when you receive a cash distribution from these accounts Please contact your tax advisor for further information

Page 1:

Investment Detail - Total

Total Investment Detail	13,646,068.18
Total Account Value	13,646,068.18
Total Cost Basis	12,788,148.66

Realized Gain or (Loss)

Accounting Method: Tax Lot Optimizer ™

Short Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
NORFOLK SOUTHERN CORP: NSC	775.0000	multiple	09/20/12	51,276.22	54,519.24	(3,243.02)
JUNIPER NETWORKS INC: JNPR	354.0000	03/29/12	09/21/12	6,508.75	8,118.03	(1,609.28)
GOOGLE INC CLASS A: GOOG	40.0000	04/27/12	09/25/12	30,403.07	24,574.78	5,828.29
Total Short Term				88,188.04	87,212.05	975.99
Total Realized Gain or (Loss)				88,188.04	87,212.05	975.99

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
09/25/12	09/20/12	Sold	NORFOLK SOUTHERN CORP: NSC	(775.0000)	66 1759	51,276 22
09/26/12	09/21/12	Sold	JUNIPER NETWORKS INC: JNPR	(354 0000)	18.4120	6,508 75

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

306C 000000119704116 C3 - 2 - 1608 - 18947 - 2

Vanguard

Foundation account

Mel & Grace Mclean Foundation

Vanguard Asset Management Services™
Provided by Vanguard National Trust Company
Marcus J. Lerman, Financial Advisor: 800-567-5163, Ext. 28499

Realized gains and losses

You can get cost basis information for both realized and unrealized gains and losses for your Vanguard account at vanguard.com.

Some or all of this information may be reported to the IRS on Form 1099-B Proceeds from Broker and Barter Exchange Transactions Vanguard provides cost basis information using the average cost method for mutual funds and first in, first out for other holdings, unless you've selected another method You may want to consult a tax advisor to determine the appropriate method for you Certain adjustments may change the basis we're currently reporting to you. In that event, we'll send you revised realized gain and loss information A dash indicates the information on our system was incomplete at the time this document was generated. See IRS Publication 550 (Investment Income and Expenses) for additional information.

Vanguard funds

Short-Term Invest-Gr Adm 0539-88056436323

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain / Allowable loss
Short-term	07/30 (Recorded in bks Sept.)	523.828	$5,662.58	$5,624.86	$37 72	$0.00	$37 72
Long-term	07/30	0.000	0.00	0.00	0.00	0 00	0.00
Short-term	09/20	9,216.590	$100,000 00	$98,925 66	$1,074.34	$0.00	$1,074 34
Long-term	09/20	0.000	0.00	0.00	0 00	0 00	0 00
Total short-term	**Various**	**9,740.418**	**$105,662.58**	**$104,550.52**	**$1,112.06**	**$0.00**	**$1,112.06**
Total long-term	**Various**	**0.000**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**

Total Bond Mkt Index Adm 0584-88056436323

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain / Allowable loss
Short-term	08/20	4,504.505	$50,000 00	$49,603 70	$396 30	$9 60	$405 90
Long-term	08/20	0 000	0 00	0 00	0 00	0 00	0 00

Investment Detail - Total

Total Investment Detail	13,534,236.02
Total Account Value	13,534,236.02
Total Cost Basis	12,823,922.23

Realized Gain or (Loss)

Accounting Method Tax Lot Optimizer ™

Short Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
PEABODY ENERGY CORP BTU	230 0000	03/29/12	09/27/12	5,191 51	6,767 96	(1,576 45)
VISA INC CL A CLASS A · V	205 0000	multiple	10/12/12	28,553 22	24,917 55	3,635 67
EATON CORPORATION ETN	194 0000	03/29/12	10/16/12	8,905 69	9,547 35	(641 66)
LAB CP OF AMER HLDG NEW · LH	115 0000	03/29/12	10/16/12	10,666 43	10,507 07	159 36
ALLIANCE DATA SYSTEMS ADS	183 0000	04/27/12	10/25/12	25,975 88	23,847 27	2,128 61
Total Short Term				**79,292.73**	**75,587.20**	**3,705.53**
Total Realized Gain or (Loss)				**79,292.73**	**75,587.20**	**3,705.53**

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here

Option Customers· Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Does Not incl pending Sale on 10/31/12

Transaction Detail - Purchases & Sales

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
10/02/12	09/27/12	Bought	CHARTER COMMUN CL A NEW CHTR	69 0000	75 4129	(5,212 44)

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Total

[redacted]

Realized Gain or (Loss)

Does Not include pending Sale on 11/28/12

Short Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WESTERN UNION COMPANY WU	1,710 0000	04/27/12	10/31/12	21,845.90	31,828 51	(9,982 61)
CME GROUP INC CL A CLASS A CME	490 0000	04/19/12	11/01/12	27,598 65	27,064.32	534.33
ABBOTT LABS 5.6%17BONDS DUE 11/30/17 002819AB6	25,000 0000	04/30/12	11/13/12	30,762 55	30,488 13	274 42
[redacted]						
ALLIANCE DATA SYSTEMS ADS	185 0000	multiple	11/19/12	25,738 34	23,968 36	1,769 98
STRYKER CORP SYK	560 0000	04/27/12	11/19/12	29,510 40	30,487 40	(977 00)
WESTERN UNION COMPANY WU	3,175 0000	multiple	11/19/12	40,416 46	56,506 86	(16,090.40)
HEINZ H J CO HNZ	435 0000	multiple	11/20/12	24,958 66	23,216 32	1,742 34

[redacted]

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here
Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value / *Cost Basis*	Unrealized Gain or (Loss)
AMERICAN TOWER CORP REIT SYMBOL: AMT	244.0000	77.2700	18,853.88 *15,202.39*	3,651.49
DIGITAL REALTY TRUST INC REIT SYMBOL: DLR	133.0000	67.8900	9,029.37 *9,708.11*	(678.74)
Total Other Assets	[illegible]		[illegible] *Total Cost Basis* [illegible]	[illegible]

Total Investment Detail	[illegible]
Total Account Value	[illegible]
Total Cost Basis	[illegible]

Realized Gain or (Loss)

Short Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WEATHERFORD INTL LTD F. WFT	456.0000	03/29/12	11/28/12	4,542.06	6,802.44	(2,260.38)
DARDEN RESTAURANTS INC: DRI	224.0000	multiple	12/07/12	10,437.28	11,528.91	(1,091 63)
SPIRIT AEROSYSTEMS HLDGS: SPR	318.0000	multiple	12/07/12	4,885.02	7,663 39	(2,778.37)
Total Short Term				19,864.36	25,994.74	(6,130.38)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

charles SCHWAB
INSTITUTIONAL

Realized Gain or (Loss) (continued)

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CHEVRON CORP 3.95XXX** CALLED **DUE 03/03/14@ 104.1% EFF: 166751AH0	500,000 0000	03/05/09	12/28/12	520,500.00	512,554.95 [t]	7,945.05
[illegible]				[illegible]	[illegible]	[illegible]

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Fixed Income Activity

Settle Date	Trade Date	Transaction	Description	Par	Unit Price	Total Amount
12/28/12	12/28/12	Redemption	CHEVRON CORP 3.95XXX ** CALLED **DUE 03/03/14: 166751AH0	(500,000 0000)		
12/28/12	12/28/12	Redemption	CHEVRON CORP 3.95XXX ** CALLED **DUE 03/03/14: 166751AH0			520,500.00
Total Fixed Income Activity						520,500.00

Form **4562**

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization (Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545 0172

2012

Attachment Sequence No **179**

Name(s) shown on return: THE MEL AND GRACE MCLEAN FOUNDATION

Identifying number: 68-0400603

Business or activity to which this form relates: FORM 990/990-PF

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	

8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ► 13		

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	3,615.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		4,978.	5	HY	S/L	498.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	4,113.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A – Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If 'Yes,' is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
27 Property used 50% or less in a qualified business use								
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	