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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning **APR 1, 2012**, and ending **MAR 31, 2013**

Name of foundation MCMAHON FOUNDATION		A Employer identification number 73-0664314
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 2156		B Telephone number (580) 355-4622
City or town, state, and ZIP code LAWTON, OK 73502		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 54,141,719.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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					
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	18,125.	18,125.	18,125.	STATEMENT 1	
	4 Dividends and interest from securities	1,337,041.	1,337,041.	1,337,041.	STATEMENT 2	
	5a Gross rents	9,000.	9,000.	9,000.	STATEMENT 3	
	b Net rental income or (loss)	9,000.				
	6a Net gain or (loss) from sale of assets not on line 10	808,854.				
	b Gross sales price for all assets on line 6a	16,941,736.				
	7 Capital gain net income (from Part IV, line 2)		808,854.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	568,578.	568,578.	0.	STATEMENT 4		
12 Total. Add lines 1 through 11	2,741,598.	2,741,598.	1,364,166.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	42,466.	31,850.	31,850.	10,617.	
	14 Other employee salaries and wages	32,585.	13,429.	13,429.	19,156.	
	15 Pension plans, employee benefits	1,294.	906.	906.	388.	
	16a Legal fees					
	b Accounting fees	STMT 5	22,560.	22,560.	22,560.	0.
	c Other professional fees	STMT 6	86,083.	86,083.	86,083.	0.
	17 Interest					
	18 Taxes	STMT 7	46,943.	34,406.	34,406.	2,538.
	19 Depreciation and depletion		7,622.	152.	152.	
	20 Occupancy		34,682.	6,931.	6,931.	27,751.
	21 Travel, conferences, and meetings		4,967.	0.	0.	0.
	22 Printing and publications					
	23 Other expenses	STMT 8	24,936.	24,511.	24,511.	425.
	24 Total operating and administrative expenses. Add lines 13 through 23		304,138.	220,828.	220,828.	60,875.
	25 Contributions, gifts, grants paid		2,498,705.			2,498,705.
26 Total expenses and disbursements. Add lines 24 and 25		2,802,843.	220,828.	220,828.	2,559,580.	
27 Subtract line 26 from line 12		-61,245.				
a Excess of revenue over expenses and disbursements			2,520,770.			
b Net investment income (if negative, enter -0-)						
c Adjusted net income (if negative, enter -0-)				1,143,338.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	200.	200.	200.
	2 Savings and temporary cash investments	1,790,095.	2,033,398.	2,033,398.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 9	5,456,915.	2,122,302.	2,159,753.
	b Investments - corporate stock STMT 10	37,236,615.	39,003,627.	41,344,508.
	c Investments - corporate bonds STMT 11	4,321,858.	5,582,438.	5,736,262.
Liabilities	11 Investments - land, buildings, and equipment basis ▶	66,100.		
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	44,200.	44,048.	910,625.
	14 Land, buildings, and equipment basis ▶	559,882.		
	Less accumulated depreciation ▶	356,671.		
	15 Other assets (describe ▶ STATEMENT 13)	6,331.	13,646.	98,365.
	16 Total assets (to be completed by all filers)	49,129,133.	49,068,970.	54,141,719.
	17 Accounts payable and accrued expenses	1,990.	3,074.	
	18 Grants payable	2,384,993.	756,331.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	2,386,983.	759,405.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	35,931,928.	37,060,128.	
	25 Temporarily restricted			
	26 Permanently restricted	10,810,222.	11,249,437.	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	46,742,150.	48,309,565.	
	31 Total liabilities and net assets/fund balances	49,129,133.	49,068,970.	

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	46,742,150.
2 Enter amount from Part I, line 27a	2	-61,245.
3 Other increases not included in line 2 (itemize) ▶ DECREASE IN GRANTS PAYABLE	3	1,628,660.
4 Add lines 1, 2, and 3	4	48,309,565.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,309,565.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SUMMARY OF GAINS/LOSSES - SEE SUPPORTING			
b STATEMENTS	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 16,941,736.		16,132,882.	808,854.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			808,854.
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	808,854.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	}	3	808,854.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,458,281.	52,071,607.	.047210
2010	2,423,734.	51,401,461.	.047153
2009	2,547,608.	48,114,761.	.052949
2008	2,682,837.	50,989,169.	.052616
2007	1,878,848.	56,208,194.	.033427

2 Total of line 1, column (d)	2	.233355
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	.046671
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	50,500,456.
5 Multiply line 4 by line 3	5	2,356,907.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,208.
7 Add lines 5 and 6	7	2,382,115.
8 Enter qualifying distributions from Part XII, line 4	8	2,559,580.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	25,208.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	25,208.
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	25,208.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 43,715.		
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	43,715.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	18,507.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 18,507. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OK		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► N/A	13	X	
14	The books are in care of ► DANA PARRISH Located at ► 714-716 AVENUE C LAWTON, OK Telephone no ► 580-355-4622 ZIP+4 ► 73501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		42,466.	1,294.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANA PARRISH 1018 SE ALTA LANE, LAWTON, OK 73501	EXECUTIVE SECRETARY 40.00	42,466.	1,294.	0.

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 630 FIFTH AVENUE, NEW YORK, NY 10111	INVESTMENT COUNSEL	86,083.

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 SEE STATEMENT 15	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	47,715,857.
b	Average of monthly cash balances	1b	2,346,007.
c	Fair market value of all other assets	1c	1,207,634.
d	Total (add lines 1a, b, and c)	1d	51,269,498.
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	51,269,498.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	769,042.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,500,456.
6	Minimum investment return. Enter 5% of line 5	6	2,525,023.

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	2,525,023.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	25,208.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	25,208.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,499,815.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,499,815.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,499,815.

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	2,559,580.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,559,580.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	25,208.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,534,372.

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.

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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				2,499,815.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,498,459.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,559,580.				
a Applied to 2011, but not more than line 2a			2,498,459.	
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				61,121.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,438,694.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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 15				
Total			3a	0.
b Approved for future payment				
SEE STATEMENT 16				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion 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	18,125.	
4 Dividends and interest from securities				14	1,337,041.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property				16	9,000.	
6 Net rental income or (loss) from personal property						
7 Other investment income				14	568,578.	
8 Gain or (loss) from sales of assets other than inventory						808,854.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		1,932,744.	808,854.
13 Total. Add line 12, columns (b), (d), and (e)					13 2,741,598.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

SOURCE	AMOUNT
INTEREST INCOME	18,125.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	18,125.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PRIMARILY BESSEMER TRUST	1,337,041.	0.	1,337,041.
TOTAL TO FM 990-PF, PART I, LN 4	1,337,041.	0.	1,337,041.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME	1	9,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		9,000.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS	568,578.	568,578.	568,578.
TOTAL TO FORM 990-PF, PART I, LINE 11	568,578.	568,578.	568,578.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DAVIDSON, FREEDLE, ESPENHOVER & OVERBY, P.C., AUDITING & 990PF	22,560.	22,560.	22,560.	0.	
TO FORM 990-PF, PG 1, LN 16B	22,560.	22,560.	22,560.	0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BESSEMER TRUST MANAGEMENT FEES	86,083.	86,083.	86,083.	0.	
TO FORM 990-PF, PG 1, LN 16C	86,083.	86,083.	86,083.	0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AD VALOREM TAXES	30,206.	34,406.	34,406.	2,538.	
PAYROLL TAXES	5,742.	0.	0.	0.	
FEDERAL EXCISE TAXES	10,000.	0.	0.	0.	
STATE UNEMPLOYMENT TAXES	995.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	46,943.	34,406.	34,406.	2,538.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	24,936.	24,511.	24,511.	425.
TO FORM 990-PF, PG 1, LN 23	24,936.	24,511.	24,511.	425.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENTS SUPPORTING SCHEDULE X	X		2,122,302.	2,159,753.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,122,302.	2,159,753.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,122,302.	2,159,753.

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE INVESTMENTS SUPPORTING SCHEDULE	39,003,627.	41,344,508.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	39,003,627.	41,344,508.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE INVESTMENTS SUPPORTING SCHEDULE	5,582,438.	5,736,262.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,582,438.	5,736,262.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL & GAS PROPERTY	COST	44,048.	910,625.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,048.	910,625.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
JEWELRY	6,290.	6,290.	91,009.
ACCRUED INTEREST PURCHASED	41.	7,356.	7,356.
TO FORM 990-PF, PART II, LINE 15	6,331.	13,646.	98,365.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENNETH BRIDGES 3304 BALTIMORE LAWTON, OK 73505	CHAIRMAN 0.00	0.	0.	0.
KENNETH EASTON 715 N.W. 46TH LAWTON, OK 73505	VICE CHAIRMAN 0.00	0.	0.	0.
MICHAEL MAYHALL 143 N.W. 36TH LAWTON, OK 73505	SEC./TREAS. 0.00	0.	0.	0.
DR. CHARLES GRAYBILL 116 N.W. 36TH ST LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
RONALD E. CAGLE, M.D. 3501 N.W. RIDGEROAD PL. LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
GALE SADLER 327 N.W. 37TH STREET LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
ORVILLE D. SMITH 8003 N.W. ALDWICK LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
DANA PARRISH 1018 SE ALTA LANE LAWTON, OK 73501	EXECUTIVE SECRETARY 40.00	42,466.	1,294.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		42,466.	1,294.	0.

THE MCMAHON FOUNDATION
FYE March 31, 2013
Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Armed Services YMCA 201 SW 4th St Lawton, OK 73501	Public charity	Building purchase	300,000.00
Arts For All, Inc. PO Box 592 Lawton, OK 73502	Public charity	Support community arts	20,000.00
Bethel Road Volunteer Fire Department c/o Bobby Klein 3900 SE Bethel Rd. Lawton, OK 73501	Tax exempt	Support	2,000.00
Cache Volunteer Fire Department c/o Dale Winham 302 NW 14th Lawton, OK 73507	Tax exempt	Support	2,000.00
Cameron University 2800 W. Gore Blvd. Lawton, OK 73505	Tax exempt	Capital improvements & scholarships	125,000.00
Cancer Centers of SW Oklahoma PO Box 129 Lawton, OK 73502	Public charity	Support special program	5,000.00
Center for Creative Living 3501 SW Dr. Elsie Hamm Dr. Lawton, OK 73505	Public charity	Support	1,000.00
Chattanooga Volunteer Fire Department c/o Jack Nicolson PO Box 165 Chattanooga, OK 73528	Tax exempt	Support	2,000.00
Comanche County Clerk 315 SW 5th - Suite 304 Lawton, OK 73501-4347	Tax exempt	Return of grant funds	(446.06)
Comanche County Saddle & Sirloin Club PO Box 2009 Lawton, OK 73502	Public charity	Support youth programs	4,000.00
Comanche County Memorial Hospital PO Box 129 Lawton, OK 73502	Tax exempt	Construction of new facility	673,000.00

THE MCMAHON FOUNDATION

FYE March 31, 2013

Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Comanche County Memorial Hospital Foundation 3401 W. Gore Blvd. Lawton, OK 73505	Public foundation 73-1424430	Support special program	2,000.00
Cove Acres Volunteer Fire Department c/o Matthew Eccles PO Box 402 Elgin, OK 73538	Tax exempt	Support	2,000.00
Cox's Store Volunteer Fire Department c/o Al Dreves 14810 NE Rogers Ln. Lawton, OK 73507	Tax exempt	Support	2,000.00
Edgewater Park Volunteer Fire Dept. c/o Herman Fehring 304 S. Hilltop Rd. Apache, OK 73006	Tax exempt	Support	2,000.00
Elgin Volunteer Fire Dept. c/o Mike Baker PO Box 310 Elgin, OK 73538	Tax exempt	Support	2,000.00
Fletcher Public Schools PO Box 489 Fletcher, OK 73541	Tax exempt	Purchase library equipment & software	6,500.00
Fletcher Volunteer Fire Department c/o Stanley Miller PO Box 448 Fletcher, OK 73541	Tax exempt	Support	2,000.00
Flower Mound Volunteer Fire Dept. c/o Josh Sullivan 197 SE Skyline Lawton, OK 73501	Tax exempt	Support	2,000.00
Geronimo Volunteer Fire Department c/o Norman Leveille 601 Ridgeway Geronimo, OK 73543	Tax exempt	Support	2,000.00
Great Plains Technology Ctr. Found. 4500 W. Lee Blvd. Lawton, OK 73505	Public foundation 73-1108753	Scholarships	65,661.51

THE MCMAHON FOUNDATION
FYE March 31, 2013
Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Hulen Volunteer Fire Department c/o Chris Carter 13702 SE Baseline Rd. Walters, OK 73572	Tax exempt	Support	2,000.00
Indiahoma Volunteer Fire Department c/o Arthur Webster 25688 NW Townley Indiahoma, OK 73552	Tax exempt	Support	2,000.00
Jim Taliaferro Community Mental Health 602 SW 38th St. Lawton, OK 73505-692	Tax exempt	Remodel building	125,000.00
Lawton Area Reading Council c/o Brenda Ivey 721 NW 46th St. Lawton, OK 73505-4932	Public charity	Support special program	5,000.00
Lawton Arts & Humanities Council PO Box 1054 Lawton, OK 73502	Tax exempt	Support special program	3,000.00
Lawton Evening Optimist Soccer Assoc PO Box 134 Lawton, OK 73502	Public charity	Construct storage/restroom facility	75,000.00
Lawton Food Bank PO Box 3812 Lawton, OK 73502	Public charity	Purchase facility	270,000.00
Lawton Philharmonic Society PO Box 1473 Lawton, OK 73502	Public charity	Support	25,500.00
Lawton Public Schools PO Box 1009 Lawton, OK 73502	Tax exempt	Support special program	60,391.00
Museum of the Great Plains Authority 601 NW Ferris Ave. Lawton, OK 73507	Public Charity	Remodel exhibition area	250,000.00
Medicine Park Museum of Natural Science PO Box 84 Medicine Park, OK 73557	Public charity	Construction of facility	300,000.00

THE MCMAHON FOUNDATION
FYE March 31, 2013
Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Medicine Park Volunteer Fire Dept. c/o David McCoy PO Box 244 Medicine Park, OK 73557	Tax exempt	Support	2,000.00
Meers Volunteer Fire Dept. c/o Bill Cunningham 26167 State Hwy 115 Lawton, OK 73507	Tax exempt	Support	2,000.00
Paradise Valley Volunteer Fire Dept. c/o Dough Wright 6851 NW Meers Porter Hill Lawton, OK 73507	Tax exempt	Support	2,000.00
Porter Hill Volunteer Fire Dept. c/o Clifford Nunley 612 NW Meers Porter Hill Elgin, OK 73538	Tax exempt	Support	2,000.00
Oklahoma Dental Foundation for Research & Education 317 NE 13th St. Oklahoma City, OK 73104	Public charity	Free dental clinic	30,000.00
On the Chisholm Trail Association 1000 Chisholm Trail Parkway Duncan, OK 73533	Public charity	Admission for Comanche County students	9,498.50
Prevent Blindness Oklahoma 6 N.E. 63rd Street, Suite 150 Oklahoma City, Ok 73105-1400	Public charity	Vision screenings for children	1,000.00
Sterling Volunteer Fire Department c/o Brian Lawson PO Box 188 Sterling, OK 73567	Tax exempt	Support	2,000.00
Teen Court, Inc. PO Box 1971 Lawton, OK 73502	Public charity	Support special program	3,000.00
University of Oklahoma Foundaiton 100 Timberdell Rd. Norman, OK 73019	Public foundation	Scholarships	35,000.00

THE MCMAHON FOUNDATION
FYE March 31, 2013
Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Wichita Mountains Easter Sunrise Service Associaiton PO Box 2003 Lawton, OK 73502	Public charity	Facility improvements	8,600.00
Wichita Mountain Estates VFD c/o Bob Martineau 218 Wichita Dr. Lawton, OK 73507	Tax exempt	Support	2,000.00
United Way of Lawton-Ft. Sill 1118 SW A Avenue Lawton, OK 73501	Public charity	Annual support	60,000.00
Total			<u>2,498,704.95</u>

THE MCMAHON FOUNDATION
FYE March 31, 2013
Grants Contributions Approved for Future Payments

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Cameron University 2800 W. Gore Blvd. Lawton, OK 73505	Tax exempt	Scholarships	105,000.00
Comanche County Memorial Hospital PO Box 129 Lawton, OK 73502	Tax exempt	Construction of new facility	327,000.00
Great Plains Technology Ctr Found 4500 W. Lee Blvd Lawton, OK 73505	Public foundation 73-1108753	Scholarships	24,331.25
Museum of the Great Plains Authority 601 NW Ferris Avenue Lawton, OK 73507	Public charity	Remodel exhibition area	250,000.00
University of Oklahoma Foundation 100 Timberdell Rd. Norman, OK 73019	Public foundation 73-6091755	Scholarships	50,000.00
Total			<u>756,331.25</u>

DEPRECIATION & DEPLETION

<u>DESCRIPTION</u>	<u>ACQUIRED</u>	<u>COST</u>	<u>METHOD</u>	<u>PRIOR YEARS' DEPREC.</u>	<u>RATE OR LIFE</u>	<u>2013 DEPREC.</u>
FOUNDATION BUILDING	VARIOUS	157,884	SL	134,170	50	2,158
BUILDING, FURNITURE & EQUIPMENT	VARIOUS	224,446	SL	206,057	5-10	3,656
OFFICE FURNITURE & EQUIPMENT	VARIOUS	14,912	SL	11,616	5-10	1656
LAND	VARIOUS	<u>162,640</u>	L	<u> </u>		<u> </u>
TOTAL DEPRECIABLE ASSETS		<u>559,882</u>		<u>351,843</u>		<u>7,470</u>

DEPLETABLE ASSETS

OIL AND GAS ROYALTIES	<u>685,254</u>	COST	<u>640,740</u>	<u>156</u>
	<u>1,245,136</u>		<u>992,583</u>	<u>7,626</u>

LAND, BUILDINGS, AND EQUIPMENT, PART II, LINE 14

<u>ASSET</u>	<u>COST</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>
BUILDING	157,884	136,329	21,555
FURNITURE & FIXTURES	224,446	209,713	14,733
OFFICE FURNITURE & FIXTURES	14,912	10,630	4,282
REAL ESTATE	155,437	0	155,437
REAL ESTATE - LOT 26	7,203	0	7,203
TOTAL	<u>559,882</u>	<u>356,672</u>	<u>203,210</u>

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF GAINS AND LOSSES ON SALES OF INVESTMENTS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2013

	SHARES, PRINCIPAL, OR UNITS	COST	SALES PRICE	GAIN (LOSS)
STOCKS AND FUNDS;				
Abertis Infraestr ADR	4,541	\$ 34,429	\$ 28,263	\$ (6,166)
AB Foods, Ltd.	4,100	71,229	110,374	39,145
Ace, Ltd.	550	30,049	39,500	9,451
Accenture PLC	1,925	107,777	134,833	27,056
Ajinomoto, Inc.	6,500	76,670	99,521	22,851
Akzo Nobel ADR	2,125	35,941	45,595	9,654
Barclays PLC	5,100	60,671	52,250	(8,421)
Barrick Gold Corp	1,500	70,767	47,129	(23,638)
Carnival Corporation	1,900	58,212	69,823	11,611
Century Link, Inc.	250	9,506	9,601	95
Citigroup, Inc.	750	22,857	26,572	3,715
Comcast Corporation	2,825	62,634	81,948	19,314
Deutsche Post Ag	3,650	54,718	60,823	6,105
East Japan Rail ADR	4,000	40,618	54,826	14,208
First Energy, Corp.	3,125	131,295	147,213	15,918
Freeport McMoran	1,275	47,678	40,454	(7,224)
General Dynamics Corp	750	49,807	52,137	2,330
GDF Suez ADR	18	446	464	18
Johnson & Johnson	500	31,958	35,065	3,107
Koh Philip Electric ADR	2,186	42,862	57,469	14,607
Lowes	2,250	66,539	75,739	9,200
Magna International, Inc.	450	18,305	24,863	6,558
McGraw Hill Companies	1,750	76,573	92,483	15,910
Merk KGAA ADR	2,225	73,787	93,745	19,958
Microsoft Corp	125	3,551	3,934	383
Munich RE Group ADR	7,700	97,470	118,307	20,837
Newmont Mining Corporation	2,275	141,323	104,633	(36,690)
Old Westbury Global Opportunity Fd	317,043	2,352,065	2,483,100	131,035
Old Westbury Global Small Cap Fund	45,847	509,342	690,000	180,658
Old Westbury Real Return Fund	83,354	1,032,674	782,700	(249,974)
Oriental Land Company	8,100	89,368	102,815	13,447
Phillips 66	637	21,055	20,322	(733)
Sanofi ADR	1,000	35,228	40,699	5,471
Seagate Technology	1,575	42,945	57,764	14,819
SK Telecom ADR	8,025	112,202	104,733	(7,469)
Sumitomo Mitsui	24,200	148,220	198,238	50,018
Suncorp Group	2,250	19,467	23,856	4,389
Target Corporation	2,425	123,430	146,001	22,571
Teva Pharmaceuticals	1,000	42,801	44,856	2,055
Tele 2 AB ADR	3,250	31,334	27,169	(4,165)
TIM Participacoes SA	1,125	31,467	36,739	5,272
Tokyo Gas, Ltd.	2,001	35,090	41,059	5,969
Unilever NV	1,550	49,752	53,576	3,824
Vodafone	1,000	27,397	26,791	(606)
Western Union	5,000	87,869	66,058	(21,811)
Wharf Holdings	2,250	21,879	34,328	12,449
Yum Brands, Inc.	1,800	100,490	126,328	25,838
Hong Kong Dollar	7,941,908	1,019,959	1,023,484	3,525
Mexican Peso	5,856,545	430,342	444,149	13,807

INVESTMENTS SUPPORTING SCHEDULES
CAPITAL GAINS AND LOSSES

THE McMAHON FOUNDATIONSUPPLEMENTAL SCHEDULE OF GAINS AND LOSSES ON SALES OF INVESTMENTS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2013

	SHARES, PRINCIPAL, OR UNITS	COST	SALES PRICE	GAIN (LOSS)
Norwegian Crone	2,944,467	513,198	494,895	(18,303)
Singapore Dollar	858,279	674,640	687,008	12,368
FHLB .375%, due 4-28-14	175,000	174,667	175,193	526
FHLB 3.25%, due 9-12-14	300,000	302,210	319,161	16,951
FHLB 4.75%, due 12-12-14	700,000	724,586	768,346	43,760
FHLB 5%, due 9-14-12	245,000	238,061	250,086	12,025
USTN 2%, due 11-15-21	1,390,000	1,461,890	1,422,034	(39,856)
USTN 2.75%, due 12-31-17	2,538,000	2,736,558	2,796,229	59,671
USTI 3.375%	450,000	574,565	932,832	358,267
Finova Group	48,505	50,554	1	(50,553)
General Electric Capital 2.1%, due 1-7-14	250,000	249,929	254,468	4,539
JP Morgan 4.65%, due 6-1-14	150,000	154,848	157,388	2,540
Tennessee Valley Authority 4.75%, due 8-1-13	385,000	395,127	401,766	6,639
		\$ 16,132,881	\$ 16,941,736	\$ 808,855

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF UNITED STATES GOVERNMENT OBLIGATIONS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2013

Treasury Notes and Bills	Balance, March 31, 2012		Purchased		Discount (Premium) Amortization	Matured/Sold		Balance, March 31, 2013	
	Principal	Cost	Principal	Cost		Principal	Cost	Principal	Cost
USTN 2%, 11/15/21			\$1,393,000	\$1,461,889		\$1,393,000	\$1,461,889		
USTN 2 75%, 12/31/17	\$2,682,000	\$2,891,823			\$ (1,959)	2,538,000	2,736,557	\$144,000	\$153,307
USTN 3 375%, inflation indexed, 4/15/32	574,565	574,565				574,565	574,565		
USTB 7 25%, 8/15/22			962,000	1,420,528				962,000	1,420,528
	\$ 3,256,565	\$ 3,466,388	\$ 2,355,000	\$ 2,882,417	\$ (1,959)	\$ 4,505,565	\$ 4,773,011	\$ 1,106,000	\$ 1,573,835
<u>Federal Home Loan Mortgage and Farm Credit</u>									
375%, 4/28/14	\$219,000	\$218,583			\$40	\$175,000	\$174,667	\$44,000	\$43,956
2 75%, 3/13/15	300,000	300,062			(21)			300,000	300,041
3 25%, 9/12/14	300,000	302,211				300,000	302,211		
4 75%, 12/12/14	900,000	931,610			(2,554)	700,000	724,586	200,000	204,470
5 0%, 9/14/12	245,000	238,062				245,000	238,062		
	\$ 1,964,000	\$ 1,990,527	\$ -	\$ -	\$ (2,534)	\$ 1,420,000	\$ 1,439,525	\$ 544,000	\$ 548,467

INVESTMENTS SUPPORTING SCHEDULES
U S GOVERNMENT OBLIGATIONS

THE McMAHON FOUNDATION

**SUPPLEMENTAL SCHEDULE OF CORPORATE AND GOVERNMENT BONDS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2013**

	Balance, March 31, 2012			Purchased			Discount (Premium)		Matured		Balance, March 31, 2013		Approximate Market Value	Interest Received Year Ended March 31, 2013	
	Principal	Cost		Principal	Cost		Amortization	Principal	Cost	Principal	Cost				
Anheuser-Busch			8%, 1-15-16				\$1					\$ 345,000	\$ 344,980	\$ 345,244	
Bank of America	\$ 200,000	\$ 199,879	4 5%, 4/1/15				39					200,000	199,918	211,924	\$ 9,000
Bank of New York Mellon	200,000	199,841	2 95%, 6/18/15				49					200,000	199,890	210,176	5,900
Bank of New York Mellon	192,000	197,898	4 3%, 5/15/14				(2,722)					192,000	195,176	200,298	8,256
BB&T Corporation			1 6%, 8-15-17	200,000	200,236		(33)					200,000	200,203	201,948	1,609
Berkshire Hathaway			1 6%, 5-15-17	200,000	203,678		(452)					200,000	203,226	203,972	516
Boeing Capital	200,000	201,203	3 25%, 10/27/14				(466)					200,000	200,738	208,648	6,500
Costco Wholesale			1 125%, 12-15-17	200,000	199,960		3					200,000	199,963	200,640	
Credit Suisse USA	200,000	206,543	5 125%, 1/15/14				(3,739)					200,000	202,804	207,196	10,250
Duetsche Bank	175,000	174,818	3 45%, 3/30/15				61					175,000	174,879	183,785	3,019
Eli Lilly & Co	200,000	206,113	4 2%, 3/6/14				(3,057)					200,000	203,056	207,066	8,400
Energy NW Wa Electrical			2 177%, 7/1/18	200,000	203,514		(351)		\$48,429	\$50,553		200,000	203,163	206,826	1,276
Finova Capital	48,429	50,553	7 5%, 11/15/09						250,000	249,929		-	-		1,648
General Electric	250,000	249,929	2 1%, 1/7/14				52					250,000	249,770	258,712	2,827
General Electric	200,000	199,144	2 3%, 4/27/17				177					200,000	199,321	201,992	2,500
IBM			1 25%, 2/6/17	317,000	322,760		(186)		150,000	154,849		317,000	322,574	322,484	1,112
JP Morgan Chase	150,000	154,849	4 65%, 6/1/14				146					200,000	199,429	203,700	8,951
JP Morgan Chase	200,000	199,283	1 435%, 9/22/15									200,000	199,429	203,700	2,500
KFW	230,000	230,000	1 25%, 2/15/17									230,000	230,000	238,116	6,714
Maryland State	200,000	199,989	2 919%, 9/1/15				4					200,000	199,993	209,506	6,000
Medtronic	200,000	199,989	3%, 3/15/15				647					225,000	223,059	238,074	6,356
New York State	225,000	222,412	2 825%, 3/15/16				188					200,000	199,608	209,750	5,800
Norvartis Capital	200,000	199,420	2 9%, 4/24/15				135					200,000	199,103	200,636	1,250
Pepsico, Inc			1 255%, 8/13/17	200,000	198,968		81					200,000	199,845	210,580	7,250
PNC Funding	200,000	199,764	3 625%, 2/8/15				18					200,000	199,959	209,556	5,400
Province of Ontario	200,000	199,940	2 7%, 6/16/15				7					200,000	199,929	199,508	
Praxair			1 05%, 11/7/17	200,000	199,922							200,000	199,929	199,508	
Shell International Finance	150,000	154,062	4%, 3/21/14				(2,031)					150,000	152,031	155,216	6,000
Tennessee Valley Authority	460,000	472,101	4 75%, 8/1/13				(1,480)		385,000	395,128		75,000	75,493	76,132	13,274
Texas Instruments	205,000	204,117	2 375%, 5/16/16				212					205,000	204,329	214,577	4,869
	\$ 4,285,429	\$ 4,321,858		\$ 2,112,000	\$2,123,735		\$ (12,696)		\$ 833,429	\$ 850,459		\$ 5,564,000	\$ 5,582,438	\$ 5,736,262	\$ 137,177

INVESTMENTS SUPPORTING SCHEDULES
CORPORATE AND GOVERNMENT BONDS

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS, MUTUAL FUNDS, PRIVATE EQUITY FUNDS AND FOREIGN CURRENCY FOR THE YEAR ENDED MARCH 31, 2013 (MODIFIED CASH BASIS)

	BALANCE MARCH 31, 2012		PURCHASED		SOLD		BALANCE MARCH 31, 2013		APPROXIMATE MARKET VALUE MARCH 31, 2013
	SHARES	COST	SHARES	COST	SHARES	COST	SHARES	COST	
Abertis Infraestr ADR	4,325	\$ 34,429	216		4,541	\$ 34,429			
AB Foods, Ltd	4,100	71,229			4,100	71,229			
Ace, Ltd	1,975	107,905			550	30,049	1,425	\$ 77,856	\$ 126,782
Accenture PLC	2,900	162,365			1,925	107,777	975	54,588	74,070
Aetna, Inc			2,400	\$ 105,447			2,400	105,447	122,712
Air Products & Chemicals			500	44,330			500	44,330	43,560
Ajinomoto, Inc	650	76,670	5,850		6,500	76,670			
Allianz Aktienges ADR	4,350	46,064					4,350	46,064	59,181
Akzo Nobel ADR	2,125	35,941			2,125	35,941			
Avago Technologies			2,000	69,477			2,000	69,477	71,800
Barclays PLC	5,100	60,671			5,100	60,671			
Barrick Gold Corp	2,650	128,935	500	19,677	1,500	70,767	1,650	77,845	48,510
BHP Billiton PLC	1,000	57,036					1,000	57,036	58,060
BNP Paribas			2,750	74,973			2,750	74,973	70,697
Carnival Corporation	1,900	58,212			1,900	58,212			
Century Link, Inc	2,100	79,850			250	9,506	1,850	70,344	64,990
China Construction	6,500	94,088	1,250	20,856			7,750	114,944	126,596
China Telecom	1,725	102,832					1,725	102,832	87,699
Citigroup, Inc			2,600	79,237	750	22,857	1,850	56,380	81,844
Coach, Inc			1,550	86,165			1,550	86,165	77,484
Comcast Corporation	2,825	62,634			2,825	62,634			
ConocoPhillips	1,275	91,901				21,055	1,275	70,846	76,627
CVS /Caremark, Corp	1,575	59,643					1,575	59,643	86,609
Daihatsu Motor Company			1,800	70,192			1,800	70,192	74,588
Detroit Energy Co	700	34,851					700	34,851	47,838
Deutsche Post Ag	3,650	54,718			3,650	54,718			
Dollar General			3,150	136,611			3,150	136,611	159,327
East Japan Rail ADR	10,475	106,369			4,000	40,618	6,475	65,751	88,726
Embraer SA ADR	1,350	43,483					2,850	79,858	101,659
ENI SPA ADR	2,300	94,943	1,500	36,375			2,300	94,943	103,247
Exelon Corp	2,000	81,966					2,000	81,966	68,960
Fifth Avenue Global Offshore Fund	1,415	2,290,000					1,415	2,290,000	2,379,975
Fifth Avenue Special Situations Fund	1,027	2,295,000					1,027	2,295,000	2,365,508
Fifth Avenue Value Creation Fund	869	915,000					869	915,000	1,130,848
First Energy, Corp	3,125	131,295			3,125	131,295			
Freeport McMoran	1,275	47,678			1,275	47,678			
General Dynamics Corp	750	49,807			750	49,807			
GDF Suez ADR	18	446			18	446			
IBM	710	133,686					710	133,686	151,443

INVESTMENTS SUPPORTING SCHEDULES
CORPORATE STOCKS AND MUTUAL FUNDS

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS, MUTUAL FUNDS, PRIVATE EQUITY FUNDS AND FOREIGN CURRENCY FOR THE YEAR ENDED MARCH 31, 2013 (MODIFIED CASH BASIS)

	BALANCE MARCH 31, 2012			PURCHASED			SOLD			BALANCE MARCH 31, 2013			APPROXIMATE MARKET VALUE MARCH 31, 2013
	SHARES	COST		SHARES	COST		SHARES	COST		SHARES	COST		
Illinois Tool Works													
Imperial Royalties Co, Preferred	10		1	950	59,915					950	59,915		57,893
Imperial Tobacco LT ADR	1,825	134,881								10		1	0
Itochu Corp ADR	3,700	78,587		1,000	20,067					1,825	134,881		127,417
Johnson & Johnson	2,050	131,028					500	31,958		4,700	98,654		114,877
KDDI Corp				8,250	143,369					1,550	99,070		126,371
Kon Ahold ADR	6,275	81,040		3,100	42,389					8,250	143,369		171,600
Koh Philip Electric ADR	2,075	40,900		111	1,962		2,186	42,862		9,375	123,429		143,915
Lowes	2,850	86,275		1,250	34,973		2,250	66,539		1,850	54,709		70,152
Macy's, Inc	2,625	92,823								2,625	92,823		109,830
Magna International, Inc	1,475	60,000					450	18,305		1,025	41,695		60,167
Marathon Oil Corporation	3,000	87,327								3,000	87,327		101,160
McGraw Hill Companies	1,750	76,573					1,750	76,573					
Merk KGAA ADR	2,225	73,787					2,225	73,787					
Microsoft Corp	5,275	149,847					125	3,551		5,150	146,296		147,315
Munch RE Group ADR	14,275	180,699					7,700	97,470		6,575	83,229		123,182
Newmont Mining Corporation	2,275	141,323					2,275	141,323					
Nielsen Holdings				2,100	68,332					2,100	68,332		75,222
Nikon Corp				2,000	56,366					2,000	56,366		46,906
Norden BK Sweden AB ADR	6,800	51,740								6,800	51,740		77,180
Old Westbury Large Cap Strategies	453,004	5,180,239		390,869	3,980,255					843,873	9,160,494		8,995,687
Old Westbury Global Opportunity Fd	969,712	7,240,595		486,323	3,561,356		317,043	2,352,065		1,138,992	8,449,886		8,986,642
Old Westbury Global Real Estate Fund	369,677	410,814		146,955	160,574		10,460	11,780		506,172	559,608		468,209
Old Westbury Global Small Cap Fund	496,242	5,513,030		34,132	489,712		45,847	509,342		484,527	5,493,400		7,703,978
Old Westbury Private Equity Fund X	274,838	294,903		119,824	124,984		4,939	9,371		389,723	410,516		396,737
Old Westbury Private Equity Fund XI	37,167	48,989		123,365	133,236		2,716	1,841		157,816	180,384		150,241
Old Westbury Real Return Fund	418,607	5,186,089		830	7,821		83,354	1,032,674		336,083	4,161,236		3,021,381
Oriental Land Company				8,100	89,368		8,100	89,368					
Pecos Royalty Syndicate	221		1							221		1	0
Phillips 66				637	21,055		637	21,055					
Qualcomm, Inc				2,250	142,136					2,250	142,136		150,615
RSA Insurance Group				7,500	70,823					7,500	70,823		66,277
Sanofi ADR	3,700	130,344		1,575	42,945		1,000	35,228		2,700	95,116		137,916
Seagate Technology							1,575	42,945					
Sinopec/China	950	103,207								950	103,207		111,074
SK Telecom ADR	8,025	112,202					8,025	112,202					
SSE PLC	3,100	64,757								3,100	64,757		69,855
Sumitomo Mitsui	24,200	148,220					24,200	148,220					
Suncorp Group	8,700	75,272					2,250	19,467		6,450	55,805		79,483

INVESTMENTS SUPPORTING SCHEDULES
CORPORATE STOCKS AND MUTUAL FUNDS

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS, MUTUAL FUNDS, PRIVATE EQUITY FUNDS AND FOREIGN CURRENCY FOR THE YEAR ENDED MARCH 31, 2013 (MODIFIED CASH BASIS)

	<u>BALANCE MARCH 31, 2012</u>		<u>PURCHASED</u>		<u>SOLD</u>		<u>BALANCE MARCH 31, 2013</u>		<u>APPROXIMATE</u>
	<u>SHARES</u>	<u>COST</u>	<u>SHARES</u>	<u>COST</u>	<u>SHARES</u>	<u>COST</u>	<u>SHARES</u>	<u>COST</u>	<u>MARKET</u>
									<u>VALUE</u>
									<u>MARCH 31, 2013</u>
Target Corporation	3,675	187,053		34,107	2,425	123,430	1,750	97,730	119,787
Teva Pharmaceuticals	4,075	174,416			1,000	42,801	3,075	131,615	122,016
Tele 2 AB ADR	9,200	88,698			3,250	31,334	5,950	57,364	62,653
Thermo Fisher Scientific			1,800	103,354			1,800	103,354	137,682
TIM Participacoes SA	4,700	131,462	750	15,805	1,125	31,467	4,325	115,800	94,631
Tokyo Gas, Ltd	1,825	80,028	2,738		2,001	35,090	2,562	44,938	55,369
Total SA ADR	2,600	133,738					2,600	133,738	124,748
Unilever NV	1,550	49,752			1,550	49,752			
United Health Group	1,475	70,402							
Viacom, Inc			500	26,024			1,975	96,426	112,989
Vodafone			900	57,142			900	57,142	55,332
Volkswagen			3,750	102,738	1,000	27,397	2,750	75,341	78,100
Walgreen			2,000	73,306			2,000	73,306	79,614
Walters Cooperative Elevator	8	221	3,750	136,078			3,750	136,078	178,800
Waste Management							8	221	0
Western Union	5,000	87,869	2,200	73,435	5,000	87,869	2,200	73,435	86,262
Wharf Holdings	4,800	46,676			2,250	21,879	2,550	24,797	45,463
Yum Brands, Inc	1,800	100,490			1,800	100,490			
Zimmer Holdings			2,000	126,509			2,000	126,509	150,440
<u>CURRENCY FUNDS</u>									
Hong Kong Dollar	7,941,908	1,019,959			7,941,908	1,019,959			
Mexican Peso	4,518,046	333,258	1,338,499	97,084	5,856,545	430,342			
Norwegian Crone	2,925,242	509,979	19,225	3,219	2,944,467	513,198			
Singapore Dollar	811,186	637,474	47,093	37,166	858,279	674,640			
	<u>19,440,457</u>	<u>\$ 37,236,615</u>	<u>2,792,892</u>	<u>\$ 10,880,945</u>	<u>18,197,091</u>	<u>\$ 9,113,933</u>	<u>4,036,258</u>	<u>\$ 39,003,627</u>	<u>\$ 41,344,508</u>

INVESTMENTS SUPPORTING SCHEDULES
CORPORATE STOCKS AND MUTUAL FUNDS