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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation undation may be able to use a copy of this return to satisfy state reporting re

		nue Service Note The foundation may b			JUN 30, 2013	Open to public Inspection
		af year 2012 or tax year beginning JUL	1, 2012	, and ending	A Employer identification	
wam	e 01 10	oundation			A Employer Identification	
ηŢ	111	MCLAIN FAMILY FOUNDATION	ON, INC.		20-1865497	7
		d street (or PO box number if mail is not delivered to street a		Room/suite	B Telephone number	
3.5	660	LENOX ROAD NE	·	2800	404-968-81	L00
		vn, state, and ZIP code			C If exemption application is	
		NTA, GA 30326		•	-	
		all that apply: Initial return	Initial return of a for	rmer public charity	D 1. Foreign organization	s, check here
		Final return	Amended return			
		X Address change	Name change		Foreign organizations m check here and attach c	computation
H C	ieck t	ype of organization: X Section 501(c)(3) ex	empt private foundation		E If private foundation st	atus was terminated
		<u></u>	Other taxable private founda		under section 507(b)(1	I)(A), check here
I Fai	r mar	ket value of all assets at end of year J Accounting	<u> </u>	Accrual	F If the foundation is in a	
		art II, col. (c), line 16)	her (specify)		under section 507(b)(1	1)(B), check here
		845,218. (Part I, colui				(d) Daharanata
Pa	rt 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)
	1 (Contributions, gifts, grants, etc., received			N/A_	* - 1 - 1
		Check X if the foundation is not required to attach Sch. B	Est of	The state of the s		
l	3	Interest on savings and temporary cash investments	4.	4.	•	STATEMENT 1
	4	Dividends and interest from securities	21,581.	21,581	•	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)	27 225	1 2 2 2 2 2		* 1
9		Net gain or (loss) from sale of assets not on line 10 Gross sales price for all	27,225.			, , , , , , , , , , , , , , , , , , ,
Revenue	D	assets on line 6a <u>243, 213.</u>		27,225		,
)		Capital gain net income (from Part IV, line 2)		21,445	•	
		Net short-term capital gain Income modifications	7	***		, , ,
	40	Gross sales less returns				-, - =
		and allowances Less Cost of goods sold		1 1	11	
_		Gross profit or (loss)				
າ >		Other income				-*
	12	Total Add lines 1 through 11	48,810.	48,810		
אר. דר	13	Compensation of officers, directors, trustees, etc	0.	0	•	0.
	1	Other employee salaries and wages				
വ	15	Pension plans, employee benefits				
	16a	Legal fees	1 205			1,385.
Z ē	b	Accounting fees STMT 3	1,385.	0	•	1,365.
ۺ	C	Other professional fees			-	
SCANNE Operating and Administrative Expenses	17	Taxes STMT 4	211.	0		0.
stra	18 19	Taxes . STMT 4 Depreciation and depletion	411.		1	1 7,
in	20	Occupancy				
Adn	21	Travel, conferences, and meetings				
P	22	Printing and publications				
es O	23	Other expenses-OFWISTMT 5	183.	0		183.
atin	24	Other expenses— STMT 5 Total operating and administrative				
per		expenses. Add lines 13 through 23	1,779.	0		1,568. 68,573.
Ō	25	Continutions girls, grants paid 13	68,573.		-	68,573.
	26	Total expenses and disbursements.		_		50 444
	<u> </u>	Add lines 24and 25, - h	70,352.	C		70,141.
	27	Subtract line 26-from line 12:	04 540			
	1	Excess of revenue over expenses and disbursements	-21,542.	40 010	<u> </u>	-
		Net investment income (if negative, enter -0-)		48,810	N/A	
2235	01 5-12	Adjusted net income (if negative, enter -0-) LHA For Paperwork Reduction Act Notice, see	instructions	<u> </u>	1 41/44	Form 990-PF (2012
12-0	5-12	LITA FULFAPETWOIK REQUESTION ACTIVITIES, SEE	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			1-012

<u>Form</u>	990	-PF (2012) THE MCLAIN FAMILY FOUND			.8654 <i>9</i> 7 Page 2
Par	+ 1	Balance Sheets Attached schedules and amounts in the description rolling should be for end-of-war amounts only	Beginning of year	End of	
1 ai	-	Balance Sheets column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
i		Cash - non-interest-bearing			
		Savings and temporary cash investments	33,601.	33,441.	33,441.
1		Accounts receivable >			-
		Less; allowance for doubtful accounts			
		Pledges receivable -	V 1 - 11	t,	•
		Less: allowance for doubtful accounts			
- [-	Grants receivable			
		Receivables due from officers, directors, trustees, and other			
		disqualified persons		. 15 t.,	X 2 2 2 2
	•	Other notes and loans receivable		The state of the state of	, , ,
		Less: allowance for doubtful accounts			
ets		Inventories for sale or use			
un I		Prepaid expenses and deferred charges			
~ 1		Investments - U.S. and state government obligations	402 047	390,861.	459,135.
		Investments - corporate stock STMT 6	402,947.	274,494.	273,354.
		Investments - corporate bonds STMT 7	276,005.	2/4,474.	213,334.
	11	Investments - land, buildings, and equipment basis	1	, , , , , , , , , , , , , , , , , , , ,	N 4
		Less accumulated depreciation			· · · · · · · · · · · · · · · · · · ·
		Investments - mortgage loans Investments - other STMT 8	65,987.	58,302.	79,288.
ľ	13		03,307.	30,302.	12,200.
	14	Land, buildings, and equipment: basis] , "	*j = " '	9m 25 x 2 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7
		Less accumulated deprecation			
	10	Other assets (describe ►)			
	10	Total assets (to be completed by all filers)	778,540.	757,098.	845,218.
	<u>16</u>	Accounts payable and accrued expenses	77073401	73770501	01372201
	17 18	Grants payable			
	19	Deferred revenue			
.છા	20	Loans from officers, directors, trustees, and other disqualified persons			
ij.	21	Mortgages and other notes payable			
Ľ	22	Other liabilities (describe >	0.	100.	
1		Other had miles (december)			the first of the
l	23	Total liabilities (add lines 17 through 22)	0.	100.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			,
Ses	24	Unrestricted			, , , , , , , , , , , , , , , , , , ,
Fund Balances	25	Temporarily restricted			
Ba	26	Permanently restricted			
2		Foundations that do not follow SFAS 117, check here			i
		and complete lines 27 through 31.			
Net Assets or	27	Capital stock, trust principal, or current funds	0.	 	
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	. 0.	<u> </u>
As	29	Retained earnings, accumulated income, endowment, or other funds	778,540.		
Set	30	Total net assets or fund balances	778,540	. 756,998.	
	31	Total liabilities and net assets/fund balances	778,540	. 757,098.	
P	arl	Analysis of Changes in Net Assets or Fund	Balances		
				· · · · · · · · · · · · · · · · · · ·	1
		al net assets or fund balances at beginning of year - Part II, column (a), li	ne ou		770 540
	-	ust agree with end-of-year figure reported on prior year's return)	•	1	
		er amount from Part I, line 27a		2	
		er increases not included in line 2 (itemize)		\ 3	
		I lines 1, 2, and 3		5	
		creases not included in line 2 (itemize) al net assets or fund balances at end of year (line 4 minus line 5) - Part II.	column (b) line 30		
<u>6</u>	101	at tiet assets of tuno balances at end of year (line 4 fillings line 5) - Part II.	COMMINITOR INTO DO		Form 990-PF (2012)

8 Enter qualifying distributions from Part XII, line 4

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

Form **990-PF** (2012)

94,527.

70,141.

12450711 134435 A00182.02

Add lines 5 and 6

7

orm 9	300 11 (2012)	<u>20-</u> 948 -	1865 - see i	497 nstruc		age 4 S)
	exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.	,		-		
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)	:	,	-		
ь	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1			97	76 <u>.</u>
(of Part I, line 27b	ı			2	٠,
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1		
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		•		<u>0.</u>
	Add lines 1 and 2	3			9	76.
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	<u> </u>		0,	0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5				76.
	Credits/Payments:		1.	_		
	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 400.	1	1	' ,'	.	- Ja -
	Exempt foreign organizations - tax withheld at source		į	1	-	. ' '
	Tax paid with application for extension of time to file (Form 8868)	١,		1.	."	- ,
	Backup withholding erroneously withheld 6d 6d	١,	, ,		'. A /	00.
	Total credits and payments. Add lines 6a through 6d	7	 -		4	00.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8	 		5	76.
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	 	-	<u> </u>	10.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	 	-		
Pai	Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded rt VII-A Statements Regarding Activities	1 11	1			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interveni	e in		<u> </u>	Yes	No
	any political campaign?			1a		_X_
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b		<u>X</u>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ed or			,	4
	distributed by the foundation in connection with the activities.			1 1	٠, ،	, , 1
C	Did the foundation file Form 1120-POL for this year?			16		<u>X</u> _
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			- = '		
	(1) On the foundation. \triangleright \$ 0. (2) On foundation managers. \triangleright \$ 0.	<u>.</u>		, "	,	,
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				ق	
	managers. ► \$				<u>.</u>	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2	1	X
	If "Yes," attach a detailed description of the activities.			2 *	- '	<u>-</u> -
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,	or		1	-	
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5	2	X
	If "Yes," attach the statement required by General Instruction T.			1.1	. 5	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			1 '		
	By language in the governing instrument, or	A. I			,	,
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state	ite iaw		٦	· •	1
	remain in the governing instrument?			6	X	+-
7	Did the foundation have at least \$5,000 in assets at any time during the year?			7		1 "
	If "Yes," complete Part II, col. (c), and Part XV.			, -	-	***
88	Enter the states to which the foundation reports or with which it is registered (see instructions)			- -	1.	
	GA, IN			- .		1 :
t	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			Oh.	X	-
_	of each state as required by General Instruction G? If "No," attach explanation	landa		86	 ^	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call the transfer of the transf	11011Udl		9	1	x
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	STM	T 10		х	1
10	DIO ANY PELSONS DECOME SUBSTANTIAL CONTINUOUS OUT HIGH LIE LAX YEAR IT TYES," attach a schedule listing their names and addresses	<u>. د د ر ب</u>	<u> </u>			(2012)

Part VII-A Statements Regarding Activities (continued) 1 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) 2 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) 3 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A 4 The books are in care of ▶ MTCHAEL A. MCLATN Telephone no. ▶ 404-968-8100 Located at ▶ 3560 LENOX ROAD NE, SUITE 2800, ATLANTA, GA ZIP+4 ▶30326 5 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 during the year 6 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 File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check "No"	orm	990-PF (2012) THE MCLAIN FAMILY FOUNDATION, INC. 20-1865	5497	F	age <u>5</u>
section 512(b)(13)? If "Yes," attach schedule (see instructions) Dut the foundation make a distribution to a donor advead fund over which the foundation or a disqualified person had advisory privilege?? If "Yes," affects distance (see instructions) Dut the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address > N/A The books are in care of P MICHARI A. MCLAIN Telephone inc. > 40.4 - 9.68 - 9.100 Incided at > 3.560 LENDOX ROAD NR. SUITE 28.00, ATLANTA, GA Section 497(a)(1) nonexempt charable trusts sting form 599-PF in less of Form 1041 - Check here and enter the amount of tax-exempt interest received on accred during the year and enter the amount of tax-exempt interest received on accred during the year and enter the amount of tax-exempt interest received on accred during the year and enter the amount of tax-exempt in a foreign country. See the instructions for exceptions and fining requirements for Form 10 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 47201 any time in checked in the "Yes" column, unless an exception applies. 1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or excharge, or itself and office of the property with a disqualified person? (2) Borrow morey from, lied indirectly or, contensive extend dredit to (in accept it from) a disqualified person? [ves IX] No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or remburse the expenses of, a disqualified person? (5) Farse to you money or property to a government office? (Exception, Check No' if the foundation engage of ornake a grant to or to employ the official for a period after termination of government service, if termination of property with with 90 days.) 1) If any answer is "Yes" to 14(1)-(6), did any of the acts fail to qualify under th	Pa	rt VII-A Statements Regarding Activities (continued)			
If Yes, stach statement (see instructions) 10 both formation comply with the public inspection requirements for its annual returns and exemption application? Website address > N/A 11 The books are in care of MTCHAEL A. MCLAIN Telephone no. 40.4 - 9.68 - 81.00 Located at > 15.60 LERNOX ROAD NB. SUITE 28.00 ATLANTA GA 20 + 4 > 30.326 Section 947(a)(1) nonexempl charitable trusts filling form 950-PF in leu of Form 10.41 - Check here and enter the amount of tax-exempt interest recoved or accread during the year 15 N/A 16 At any time during calendary year 2012, 40 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 filling requirements for Form TD F 50-22.1, If "Yes," enter the name of the foreign country Yes No 16 At any time during calendary year 2012, 40 the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account a foreign country Yes No 16 At any time during calendary year 2012, 40 the foundation have an interest in or a signature or other authority over a bank, security Yes No 16 At any time during calendary year 2012, 40 the foundation have an interest in or a signature or other authority over a bank, security Yes No 17 At any time of the foundation of accretion the original year of the substituted person? 18 At any time of the foundation of interesting of the security Yes No 19 Are any time in checked in the "Yes" column, unless an exception applies. 19 At any time in the sale of exchange, or leasing of property with a disqualified person? 19 At a section of the sale of the security of the sale described to (or accept it from) a disqualified person? 20 Borrow money from, lead money to or remburse the expenses of, a disqualified person? 21 At the end of 15 At a yes No 22 At the end of 15 At a yes No No No No No No No N		section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	_	<u>x</u>
Website address ▶ N/A The books are in care of ▶ MICHAEL A. MCLAIN Located at ▶ 3560 LENOX ROAD NE. SUITE 2800, ATLANTA, GA ZIP+4 ▶ 30326 Section 4947(4) in onexempt charactise brusts filing from 590-PF in lev of form 1041- Check here and enter the amount of tax-exempt interest seewed or accused during the year At hary time during cleandary are 2102, 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 F90-22.1. If "Yes," enter the name of the foreign country or the instructions for exceptions and filing requirements for form TD F90-22.1. If "Yes," enter the name of the foreign country or the sale of exchange, or Issand of property with a disqualified person? 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. 10 During the year did the foundation (either directly or indirectly): (1) Engage in the sale of exchange, or Issand for property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or itabilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or remiburise the expenses of, a disqualified person? (5) Transfer any noneine or assets to adsqualified person for make any of other available for the benefit or use of a disqualified person? (5) 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, it termination with odds,) b Hay any service thing of the back years are property and pay to the pay and pay and the pay and the pay and pay a	12		12	ŀ	х
4. The books are in care of ▶ MICHAEL A. MCLAIN Located at ▶ 3560 LENOX ROAD NE, SULTE 2800, ATLANTA, GA ZIP+4 ▶ 30326 5. Section 4947(a)(f) in onexempt charabable trusts flining form 990-9F in lieu of Form 10.41 Check here and enter the amount of tax-exempt interest received or accrued during the year? 6. At any time during cleandar year 2012, did the footbadton have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 8. Set the interructions for exceptions and filing requirements for Form 10F 59-22.1. If "Yes," enter the name of the foreign country because the set of the signature of other facility or interesting the year did the foundation (either directly or indirectly); 1. During the year did the foundation (either directly or indirectly); 1. During the year did the foundation (either directly or indirectly); 1. Signature in the sale or exchange, or leasing of property with a disqualited person? (2) Borrow money from, lend money to, or other-wise extend credit to (or accept it from) a disqualited person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualited person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualited person? (4) Pay compensation to, or pay or remitivities the expenses of, a disqualited person? (5) Transfer any income or assets to a disqualitied person (or make any of either avaisable for the benefit or use of a disqualitied person)? (6) Agree to bay money or proprety to a government offloral? (Exception, Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government services, letterminating within 90 days. b if any answer is "set to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(a)-or in a current notice regarding disester assistance flock here c Did the foundation engage in a prior year in any of the acts discribed in 1a, ot	13	· ,		Х	
Located at N 3560 LENOX ROAD NE, SUITE 2800, ATLANTA, GA 2 P+4 > 30326 Section 4947(a)(1) monexempt chariable trusts filing form 990-PF in liquid Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year 6 At any time during calendar year 2012, did the foundation have an interest in or a significant or other authority over a bank, securities, or other financial account in a foreign output? 8 Exemption of the exemption of the exemption of the financial account in a foreign output? 9 Exemption of the exemptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			50_01	100	
Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041- Check here and either the amount of tax-exempt interest received or accrued during the year of the filing of the trust of the filing of the f	14			100	
and enter the amount of tax-exempl interest received or accursed during the year 8. At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securines, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 50-22.1. If "Yes," enter the name of the foreign country behavior of the instructions for exceptions and filing requirements for Form TD F 50-22.1. If "Yes," enter the name of the foreign country behavior of the foundation (either directly or indirectly). 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. 10 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburs the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either avaisable for the benefit or use of a disqualified person)? The form of the foundation agreed to make a grant to or to employ the official for a period after termination of government service, it terminating within 90 days.) 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 34-34(1)-30 or in a current notice regarding disaster assistance check here c) In 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? Taxes on failure to distribute income? (If applying section 4942(a)(2) relating to incorrect valuation of assets) to the y	15		<u> </u>		
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(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.) b If any answer is "Ves" 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 (see instructions)? 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? 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 \[\] 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.) 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? 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			31		- N
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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 (see instructions)? Organizations relying on a current notice regarding disaster assistance check here before the first day of the tax year beginning in 2012? Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(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 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. D 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) Ab Did the foundation mixes during the year any amount in a manner that would jeopar dize its charitable purpose? 4a 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?					,
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had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X	4		48	+ -	^
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orm 990-PF (2012) THE MCLAIN FAMILY FOUNDAY			<u> 20-18654</u>	<u>97</u>	Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be R	lequired (continu	ied) '	<u>'</u>	
5a During the year did the foundation pay or incur any amount to:				ļ·	"
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	4945(e))?	Ye	s X No		. ,
(2) Influence the outcome of any specific public election (see section 4955); or	to carry on, directly or indire	ctly,	1		
any voter registration drive?		Ye	s X No	-	
(3) Provide a grant to an individual for travel, study, or other similar purposes?)	Ye	s X No	"	- ;
(4) Provide a grant to an organization other than a charitable, etc., organization					,.
509(a)(1), (2), or (3), or section 4940(d)(2)?		☐ Ye	s X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or fo	Or	j	}	
the prevention of cruelty to children or animals?	o. 00000		s X No	,	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	er the exceptions described i				
section 53.4945 or in a current notice regarding disaster assistance (see instruc			N/A	5b	Ì
Organizations relying on a current notice regarding disaster assistance check his					1,
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		ned			-
expenditure responsibility for the grant?		/A 🔲 Ye			
		/ A 16) III	,	1.11
If "Yes," attach the statement required by Regulations section 53 4945					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	ay premiums on	□ v _°	s X No	,	
a personal benefit contract?	organal hanstit apptoate	Ye	S LALINO	eh	V
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal 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 s		Ye	s X No	71	
b If "Yes," did the foundation receive any proceeds or have any net income attribu		name Highli	N/A	7b	
Part VIII Information About Officers, Directors, Trustore Paid Employees, and Contractors	ees, roundation Ma	inagers, nigniy	,		
List all officers, directors, trustees, foundation managers and their	nomposation		-		
List all officers, directors, trustees, foundation managers and their		(c) Compensation	(d) Contributions to	(a) F	vnence
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	employee benefit plans and deferred compensation	accou	xpense int, other
(-)	to position	enter -0-)	compensation	allov	wances
				1	
					•
SEE STATEMENT 11		0.	0.	<u>-</u>	0.
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		<u>l</u>	<u>] </u>	<u> </u>	
2 Compensation of five highest-paid employees (other than those inc		, enter "NONE."	77.0		
(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	(e) (Expense unt, other
(a) Name and address of each employee paid more than \$50,000	devoted to position	(c) compensation	compensation	allo	wances
NONE					
	1	1	ł	1	
	1		1		
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	1		1		
Total number of other employees paid over \$50,000	<u>. </u>		<u> </u>		0
ייסינמי וויסיווטני טו טעוופי פוווויוטעניניט אמוע טעפי שטטעטטט			For	ր 99Ո-բ	PF (2012)
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Form 990-PF (2012) THE MCLAIN FAMILY FOUNDATION, INC.		86549'7 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	n Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "N	ONE."	· · · · · · · · · · · · · · · · · · ·
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		}
7		
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		<u>▶</u> 0
	information augh on the	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical number of organizations and other beneficiaries served, conferences convened, research papers produce	ed, etc.	Expenses
1 N/A		
2		
3		
4		
Port IV P O		
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on line	e 1 and 2	Amount
	is I allu Z.	Amount
1N/A		
2		
<u> </u>		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.
	>	Form 990-PF (20

Page	. 8

Pa	Irt X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	idations, se	e 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	<u>802,835.</u>
b	Average of monthly cash balances	1b	31,647.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	834,482.
е	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	834,482.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	<u>12,517.</u>
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	<u>821,965.</u>
6	Minimum investment return Enter 5% of line 5	6	41,098.
Р	art XI. Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	id certain	
1	Minimum investment return from Part X, line 6	1	41,098.
2a	Tax on investment income for 2012 from Part VI, line 5		
	Income tax for 2012. (This does not include the tax from Part VI.)], [,]	•
C	Add lines 2a and 2b	2c	976 .
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	40,122.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	40,122.
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	40,122.
P	art 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	70,141.
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:		
а	Suitability test (prior IRS approval required)	3a	
ь	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	70,141.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,141.
	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

Form **990-PF** (2012)

4940(e) reduction of tax in those years.

THE MCLAIN FAMILY FOUNDATION, INC.

Part XIII Undistributed Inc	come (see	e instructions)			
•		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Paline 7	Part XI,			3-	40,122.
2 Undistributed income, if any, as of the end o	of 2012			0.00	
a Enter amount for 2011 only				0.	
b Total for prior years:				*	15.4
			0.		
3 Excess distributions carryover, if any,	, to 2012:		1 1	Marin Company (1997)	$(-1)^{n} = (-1)^{n} = (-1)^{n}$
a From 2007					F (1)
b From 2008 92	<u>,892.</u>	- ,	,		
c From 2009 60	,810.	-1 · · · · ·			77
d From 2010 65	,097.				
e From 2011 55	,178.	· ·	· '		
f Total of lines 3a through e		273,977.			
4 Qualifying distributions for 2012 from	m i	"-," , , , , , , , , , , , , , , , , , ,			
Part XII, line 4: ► \$,141.				
a Applied to 2011, but not more than li	ine 2a			0.	Herry Commence of the commence
b Applied to undistributed income of pi	rior	المراجع والمراجع والمعاورة			
years (Election required - see instruc	ctions)	1	0.	* 4 4 10 10 10 10 10 10 10 10 10 10 10 10 10	
c Treated as distributions out of corpu	ıs				
(Election required - see instructions)) [0.	-		10 100
d Applied to 2012 distributable amoun	ıt _	<u> </u>	<u> </u>	-, 1'	40,122.
e Remaining amount distributed out of	f corpus	30,019.		` '	-
5 Excess distributions carryover applied to 2	012	0.		, , , , , , , , , , , , , , , , , , , ,	0.
(If an amount appears in column (d), the sar must be shown in column (a))	me amount		,		, w
6 Enter the net total of each column a	as		, , , ,	1, 1	
indicated below:	İ	54 A			*
a Corpus Add lines 3f, 4c, and 4e Subtract	line 5	303,996.			
b Prior years' undistributed income. S	Subtract	1	1	and the second of the second o	-p-1
line 4b from line 2b			0.		<u> </u>
c Enter the amount of prior years'	-1				
undistributed income for which a no deficiency has been issued, or on wi		- 1 12 1			
the section 4942(a) tax has been pre	eviously				
assessed		1 7	0	•	
d Subtract line 6c from line 6b. Taxabl	le	- ·			
amount - see instructions			0	•	
e Undistributed income for 2011. Sub			" "	0	- '
4a from line 2a. Taxable amount - se			'	0	•
f Undistributed income for 2012. Sub		- ,-	-		
lines 4d and 5 from line 1. This amo	ount must			*	0.
be distributed in 2013					
7 Amounts treated as distributions ou					
corpus to satisfy requirements impo		0	, i		1.0
section 170(b)(1)(F) or 4942(g)(3)			•		
8 Excess distributions carryover from	n 2007	0	,		-
not applied on line 5 or line 7			•		
9 Excess distributions carryover to 2		202 006	•		á
Subtract lines 7 and 8 from line 6a		303,996	•		
10 Analysis of line 9:	2 002				1 4-
	<u>2,892.</u>				
"-	<u>0,810.</u>				,' '
	<u>5,097.</u>			u 1	-
	<u>5,178.</u>			1	`
e Excess from 2012 3	<u>0,019.</u>	·L	<u> </u>	<u></u>	Form 990-PF (2012

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b The form in which applications should be submitted and information and materials, they should include: c Any submission deadlines:						a, b, c, and d.
c Any submission deadlines:	a The name, address, and telephone num	nber or e-mail of the pe	rson to whom applicatio	ns should be address	sed:	
c Any submission deadlines:						•
c Any submission deadlines:	h. The form in which applications should	he submitted and infor	mation and materials the	ev should include.		
·	o The John in which applications should	ne annimiten and illou	mation and materials the	y siloulu illoluut.		
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	c Any submission deadlines:					
	d Any restrictions or limitations on award	is, such as by geograp	hical areas, charitable fie	elds, kinds of institution	ons, or other factors:	
						Form 990-PF (

Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Purpose of grant or Foundation show any relationship to contribution Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year NONE 501(C)(3) GENERAL PURPOSE AFTD 290 KING OF PRUSSIA ROAD, SUITE 320 1.000. RADNOR PA 19087 ALPHA OMICRON PI FOUNDATION NONE 501(C)(3) GENERAL PURPOSE 5390 VIRGINIA WAY 100. BRENTWOOD TN 37027 ALZHEIMER'S ASSOCIATION NONE 501(C)(3) RESPITE CARE 225 NORTH MICHIGAN AVENUE, 17TH FLOOR 250. CHICAGO IL 60601 AMERICAN CANCER SOCIETY NONE 501(C)(3) GENERAL PURPOSE 250 WILLIAMS STREET 200, ATLANTA GA 30303 501(C)(3) GENERAL PURPOSE AMERICAN HEART ASSOCIATION NONE 7272 GREENVILLE AVENUE 75. DALLAS TX 75231 CONTINUATION SHEET(S) SEE ▶ 3a Total 68.573. b Approved for future payment NONE **≥** 3b Total

rm 990-PF (2012) THE 'MCLAIN FAN			NC.		865497 Page
Part XVI-A Analysis of Income-Production	ucing Activitie	es			
iter gross amounts unless otherwise indicated.		usiness income		section 512, 513, or 514	(e)
Program service revenue:	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
a					
b	_				
C	, i				····
1	_				
•					
	_				
Fees and contracts from government agencies					
Membership dues and assessments					
Interest on savings and temporary cash					
investments -			14	4.	
Dividends and interest from securities			14	21,581.	
Net rental income or (loss) from real estate:	-			····	
a Debt-financed property					
b Not debt-financed property					
Net rental income or (loss) from personal			1 1		
property Other report recent					
Other investment income			_		
Gain or (loss) from sales of assets other than inventory	- {		18	27,225.	
Net income or (loss) from special events			1-1	27,2231	
Gross profit or (loss) from sales of inventory					
Other revenue:					
a			1 1		
b					
С					
d					
e					
Subtotal. Add columns (b), (d), and (e)			0.	48,810.	
Total. Add line 12, columns (b), (d), and (e)				. 13	48,8
ee worksheet in line 13 instructions to verify calculations.)				
Part XVI-B Relationship of Activities	s to the Accor	nplishment o	f Exempt P	urposes	
ine No. Explain below how each activity for which in	acome is reported in	column (e) of Part)	VI-A contribute	i importantly to the accom	nlishment of
the foundation's exempt purposes (other th				supportaining to this docum	phothina Gi
			-iv-		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
					
	·				
	 				
			····	·- <u>-</u> .	

223621 12-05-12

2) THE MCLAIN FAMILY FOUNDATION, INC. 20-1865497 Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations**

1 Did the org	anization directly or indir	rectly engage in any of the follow	wing with any other organization	described in section 501(c) of	- Y	es No
the Code (other than section 501(c))(3) organizations) or in section	527, relating to political organiz	ations?	' -	
a Transfers t	from the reporting founda	ation to a noncharitable exempt	organization of:		, ,	
(1) Cash					1a(1)	X
(2) Other	assets				1a(2)	X_
b Other trans	sactions:				- } ·	
(1) Sales	of assets to a noncharital	ble exempt organization			1b(1)	X
(2) Purch	ases of assets from a nor	ncharitable exempt organization	l		1b(2)	X X X X
(3) Renta	l of facilities, equipment,	or other assets			1b(3)	<u> </u>
	oursement arrangements				1b(4)	<u> X</u>
	or loan guarantees				1b(5)	<u>X</u> _
		embership or fundraising solicita			1b(6)	X
		ailing lists, other assets, or paid			1c	X
				ays show the fair market value of the goods		·,
		other assets, or services receive		e in any transaction or sharing arrangement,	, Snow in	
	(b) Amount involved	,	able exempt organization	(d) Description of transfers, transactions, an		
(a) Line no	(b) Amount involved	N/A		(e) Description of transfers, transactions, an	d Sharing an ani	Jements
		IN/ F	7	 	<u>-</u>	
						
						
						
		1				
		<u> </u>				
						
	····	<u> </u>		<u> </u>		
	-		one or more tax-exempt organiz	zations described		
	` '	er than section 501(c)(3)) or in s	section 527?		Yes	X No
b If "Yes," co	omplete the following sch			(18		
	(a) Name of org	ganization	(b) Type of Organization	(c) Description of relatio	nsnip	
	N/A					
						
					· 	
Under	penalties of periury. I declare	e that I have examined this return, incl	uding accompanying schedules and	statements, and to the best of my knowledge		
Sign and b	elief, it is true, correct, and cor	implete Declaration of preparer (other	than taxpayer) is based on all inform	nation of which preparer has any knowledge	May the IRS dis return with the p	preparer
Here	N/12 had a	yy	17/22/13	CED	shown below (s	No
Sigi	nature of officer or trustee	e	Date	Title		
	Print/Type preparer's n		's signature	Date Check If PTI	N	
	71.1.1	X /.		self- employed		
Paid	WILLIAM C.	LANKFORD	myrig	/15/17 P	005778	80
Preparer			ILLER LLC	Firm's EIN ► 58-		
Use Only						
	Firm's address ▶ 78	30 JOHNSON FERE	RY RD., STE. 3	25		
		LANTA, GA 3034	=	Phone no. 404	-256-1	_606
					Form 990-	PF (2012)

223622 12-05-12

Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to any foundation manager Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient or substantial contributor AMERICAN RED CROSS NONE 501(C)(3) GENERAL PURPOSE 2025 EAST STREET NW 1,500. WASHINGTON DC 20006 501(C)(3) NONE GENERAL PURPOSE ATLANTA BALLET 1695 MARIETTA BOULEVARD NW 100, ATLANTA GA 30318 ATLANTA BOTANICAL GARDEN NONE 501(C)(3) GENERAL PURPOSE 1345 PIEDMONT AVENUE NE 700. ATLANTA GA 30309 ATLANTA COMMUNITY MINISTRIES NONE 501(C)(3) GENERAL PURPOSE 3525 PIEDMONT ROAD NE, SUITE 7-420 ATLANTA GA 30305 4 000 501(C)(3) GENERAL PURPOSE ATLANTA HISTORICAL SOCIETY NONE 130 WEST PACES FERRY ROAD NW 875. ATLANTA GA 30305 ATLANTA UNION MISSION NONE 501(C)(3) GENERAL PURPOSE P.O. BOX 1807 50. ATLANTA GA 30301 AUBURN UNIVERSITY FOUNDATION NONE 501(C)(3) GENERAL PURPOSE 317 SOUTH COLLEGE STREET 1 000. AUBURN AL 36849 501(C)(3) COLLEGE OF BUSINESS NONE AUBURN UNIVERSITY 415 WEST MAGNOLIA AVENUE, SUITE 516 AUBURN AL 36849 20 000 BONEFISH & TARPON TRUST NONE 501(C)(3) GENERAL PURPOSE 24 DOCKSIDE LANE, PMB 83 1,000. KEY LARGO, FL 33037 BOYS & GIRLS CLUB OF GREENWICH NONE 501(C)(3) GENERAL PURPOSE 4 HORSENECK LANE 250. GREENWICH, CT 06830 66,948, Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the				T
Recipient	If recipient is an individual,		T .	
Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
		ļ		
ROOKGREEN GARDENS	NONE	501(C)(3)	GENERAL PURPOSE	
P.O. BOX 3368 PAWLEYS ISLAND, SC 29585				250
				250
NIAWARI I INTURRATINA	MONE	501(C)(3)	CENERAL DIRECCE	
BUCKNELL UNIVERSITY MARTS HALL	NONE	B01(C)(3)	GENERAL PURPOSE	,
EWISBURG, PA 17837				500
SUFFALO BILL HISTORICAL CENTER	NONE	501(C)(3)	GENERAL PURPOSE	
720 SHERIDAN AVENUE				
CODY WY 82435				300
COVENANT HOUSE GEORGIA	NONE	501(C)(3)	GENERAL PURPOSE	ļ
2488 LAKEWOOD AVENUE SW	+	1		
ATLANTA, GA 30315				20
		E01/G)/2)		
EMORY UNIVERSITY 201 DOWMAN DRIVE	NONE	501(C)(3)	GENERAL PURPOSE	1
ATLANTA, GA 30322				27
FORWARD ARTS FOUNDATION	NONE	501(C)(3)	GENERAL PURPOSE	
3130 SLATON DRIVE NW				
ATLANTA GA 30305				12
				+
FRENCH HERITAGE SOCIETY	NONE	501(C)(3)	GENERAL PURPOSE	
14 EAST 60TH STREET, SUITE 605 NEW YORK, NY 10022				1,50
FURMAN UNIVERSITY	NONE	501(C)(3)	GENERAL PURPOSE	
3300 POINSETT HIGHWAY	NONE	, , , , ,		
GREENVILLE SC 29613				50
GIBBES MUSEUM OF ART	NONE	501(C)(3)	GENERAL PURPOSE	
135 MEETING STREET				
CHARLESTON, SC 29401				10
		502 (5) (2)		
GOOD FRIENDS P.O. BOX 150	NONE	501(C)(3)	GENERAL PURPOSE	
MURRYSVILLE PA 15668				10
Total from continuation sheets				

Supplementary Information Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor HIGH MUSEUM OF ART NONE 501(C)(3) GENERAL PURPOSE 1280 PEACHTREE STREET NE ATLANTA GA 30309 300. JUNIOR LEAGUE OF ATLANTA 501(C)(3) GENERAL PURPOSE NONE 3154 NORTHSIDE PARKWAY NW 250. ATLANTA GA 30327 501(C)(3) GENERAL PURPOSE MAKE-A-WISH FOUNDATION OF AMERICA NONE 4742 NORTH 24TH STREET, SUITE 400 PHOENIX AZ 85016 100. 501(C)(3) PARK TUDOR SCHOOL NONE GENERAL PURPOSE 7200 NORTH COLLEGE AVENUE INDIANAPOLIS IN 46240 250. NONE 501(C)(3) GENERAL PURPOSE PEACHTREE PRESBYTERIAN CHURCH 3434 ROSWELL ROAD NW ATLANTA GA 30305 20 000 PRESERVATION SOCIETY OF CHARLESTON 501(C)(3) GENERAL PURPOSE NONE 147 KING STREET CHARLESTON SC 29401 500. SMITH MEDICAL CLINIC NONE 501(C)(3) GENERAL PURPOSE 116 BASKERVILL DRIVE PAWLEYS ISLAND SC 29585 300. 501(C)(3) NONE GENERAL PURPOSE ST. JAMES UNITED METHODIST CHURCH 9045 VAUGHN ROAD 100. MONTGOMERY AL 36117 GENERAL PURPOSE ST. JUDE'S CHILDREN'S RESEARCH 501(C)(3) NONE HOSPITAL 501 ST. JUDE PLACE 100. MEMPHIS TN 38105 NONE 501(C)(3) GENERAL PURPOSE SUSAN G. KOMEN BREAST CANCER FOUNDATION 5005 LBJ FREEWAY, SUITE 250 DALLAS TX 75244 400. Total from continuation sheets

3 Grants and Contributions Paid During the				
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
- • -				
HE GARDEN CONSERVANCY	NONE	501(C)(3)	GENERAL PURPOSE	
P.O. BOX 219				
COLD SPRING, NY 10516				100
		-		
THE LEUKEMIA & LYMPHOMA SOCIETY	NONE	501(C)(3)	GENERAL PURPOSE	
1311 MAMARONECK AVENUE, SUITE 310				1.0
WHITE PLAINS, NY 10605				120
		T01 (0) (2)		
THE SALVATION ARMY 615 SLATERS LANE, P.O. BOX 269	NONE	501(C)(3)	GENERAL PURPOSE	
ALEXANDRIA VA 22313				75
. TIGERS UNLIMITED FOUNDATION	NONE	501(C)(3)	GENERAL PURPOSE	
P.O. BOX 351		-		[
AUBURN, AL 36831				2,20
				ļ
TREES ATLANTA	NONE	501(C)(3)	GENERAL PURPOSE	
225 CHESTER AVENUE				
ATLANTA, GA 30316				15
UNITED SERVICE ORGANIZATIONS	NONE	501(C)(3)	GENERAL PURPOSE	
2111 WILSON BOULEVARD				
ARLINGTON, VA 22201				50
VANDERBILT UNIVERSITY	NONE	501(C)(3)	PEABODY COLLEGE	
2301 VANDERBILT PLACE	-			5,00
NASHVILLE, TN 37240				5,00
		504 (5) (2)		
VERMONT LAW SCHOOL P.O. BOX 96	NONE	501(C)(3)	GENERAL PURPOSE	
SOUTH ROYALTON VT 05068	•			2,50
Total from continuation sheets				

					
NGS AND TEM	PORARY CAS	H IN	VESTMENTS	STATEMENT	1
				TUUOMA	
			•		4.
LINE 3, CO	LUMN A				4.
S AND INTER	EST FROM S	ECUR	ITIES	STATEMENT	2
GROSS	AMOUNT			COLUMN (A AMOUNT)
	25,349.		3,768.	21,5	81.
N 4	25,349.		3,768.	21,5	81.
ACCOUNTI	NG FEES			STATEMENT	3
(A) EXPENSES PER BOOKS					
1,385.		0.		1,3	85.
1,385.		0.		1,3	85.
TAX	ES			STATEMENT	4
(A) EXPENSES PER BOOKS					
211.		0.			0.
211.	·	0.			0.
	LINE 3, CONSIDER SAND INTERSECTION A ACCOUNTS: (A) EXPENSES PER BOOKS 1,385. 1,385. TAX (A) EXPENSES PER BOOKS 211.	LINE 3, COLUMN A GROSS AMOUNT 25,349. N 4 ACCOUNTING FEES (A) EXPENSES NET INVESTOR PER BOOKS MENT INCOME. 1,385. 1,385. TAXES (A) (B) EXPENSES NET INVESTOR NET I	LINE 3, COLUMN A S AND INTEREST FROM SECUR GROSS AMOUNT DI 25,349. N 4 25,349. ACCOUNTING FEES (A) (B) EXPENSES NET INVEST- PER BOOKS MENT INCOME 1,385. 0. 1,385. 0. TAXES (A) (B) EXPENSES NET INVEST- PER BOOKS MENT INCOME 211. 0.	GROSS AMOUNT CAPITAL GAINS DIVIDENDS 25,349. 3,768. N 4 25,349. 3,768. ACCOUNTING FEES (A) (B) (C) EXPENSES NET INVEST- ADJUSTED NET INCOME 1,385. 0. 1,385. 0. TAXES (A) (B) (C) ADJUSTED NET INCOME TAXES (A) (B) (C) ADJUSTED NET INCOME TAXES (A) (B) (C) ADJUSTED NET INCOME TAXES	AMOUNT LINE 3, COLUMN A S AND INTEREST FROM SECURITIES STATEMENT GROSS AMOUNT DIVIDENDS AMOUNT 25,349. 3,768. 21,5 ACCOUNTING FEES STATEMENT (A) (B) (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITA PER BOOKS MENT INCOME NET INCOME PURPOS 1,385. 0. 1,3 1,385. 0. 1,3 TAXES STATEMENT (A) (B) (C) (D) CHARITA PURPOS 1,385. 0. 1,3 1,385. 0. 1,3 211. 0.

OTHER EXPENSES			STATEMENT		
(A) EXPENSES PER BOOKS					
10. 173.		0.			10.
183.		0.		18	33.
CORPORAT	E STOCK	 _		STATEMENT	6
`		ВО	OK VALUE	FAIR MARKET	r
VALUE D GROWTH 30 COME I, LINE 10B			23,093. 55,541. 55,820. 40,646. 49,620. 40,529. 18,416. 22,172. 31,175. 35,832. 18,017.	24,82 58,72 56,46 57,25 52,47 55,77 20,11 25,76 42,43 41,56 23,8	27. 03. 70. 11. 36. 68. 27. 45.
CORPORAT	E BONDS			STATEMENT	7
•		во	OK VALUE	FAIR MARKE VALUE	T
) I ME FUND BOND			53,051. 53,520. 54,644. 54,209. 59,070.	53,8 52,6 56,6 53,7 56,3	88 30 86
	EXPENSES PER BOOKS 10. 173. 183. CORPORAT D GROWTH 30 COME I, LINE 10B CORPORAT	EXPENSES NET INVES PER BOOKS MENT INCO 10. 173. 183. CORPORATE STOCK VALUE D GROWTH 30 COME I, LINE 10B CORPORATE BONDS O I OME FUND BOND	EXPENSES NET INVEST- PER BOOKS MENT INCOME 10. 0. 173. 0. 183. 0. CORPORATE STOCK BOO VALUE COME I, LINE 10B CORPORATE BONDS BOO I BOO BOO BOO BOO BOO BOO B	EXPENSES NET INVEST- ADJUSTED NET INCOME 10. 0. 173. 0. 183. 0. CORPORATE STOCK BOOK VALUE VALUE 23,093. 55,541. 55,820. 40,646. 49,620. 40,529. 18,416. 30 22,172. 31,175. COME 35,832. 18,017. I, LINE 10B 390,861. CORPORATE BONDS BOOK VALUE 53,051. 53,520. 40,644. 40,644. 54,209. 59,070.	EXPENSES NET INVEST- PER BOOKS MENT INCOME NET INCOME PURPOSE 10.

FORM 990-PF `	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKE	r
MAINSTAY MARKETFIELD FUND	COST	58,302.	79,2	88.
TOTAL TO FORM 990-PF, PART II,	LINE 13	58,302.	79,2	88.
FORM 990-PF	OTHER LIABILITIES		STATEMENT	9
DESCRIPTION		BOY AMOUNT	EOY AMOUNT	
CREDIT CARD PAYABLE		0.	1	00.
TOTAL TO FORM 990-PF, PART II,	LINE 22	0.	1	00.
	SUBSTANTIAL CONTRII RT VII-A, LINE 10	BUTORS	STATEMENT	10
NAME OF CONTRIBUTOR	ADDRES S			
MICHAEL AND JANE MCLAIN	3560 LENOX ROATLANTA, GA	OAD NE, SUITE 28 30326	800	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS

STATEMENT 11

TRUSTEES AND FOUNDATION MANAGERS							
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE			
MICHAEL A. MCLAIN 3560 LENOX ROAD NE, SUITE 2800 ATLANTA, GA 30326	DIRECTOR 0.00	0.	0.	0.			
JANE T. MCLAIN 3560 LENOX ROAD NE, SUITE 2800 ATLANTA, GA 30326	DIRECTOR 0.00	0.	0.	0.			
MICHAEL A. MCLAIN, JR. 3560 LENOX ROAD NE, SUITE 2800 ATLANTA, GA 30326	DIRECTOR 0.00	0.	0.	0.			
MATTHEW B. MCLAIN 3560 LENOX ROAD NE, SUITE 2800 ATLANTA, GA 30326	DIRECTOR 0.00	0.	0.	0.			
JORDAN E. MCLAIN 3560 LENOX ROAD NE, SUITE 2800 ATLANTA, GA 30326	DIRECTOR 0.00	0.	0.	0.			
TOTALS INCLUDED ON 990-PF, PAGE 6	6, PART VIII	0.	0.	0.			