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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning Jul 1, 2012, and ending Jun 30, 2013

Name of foundation McGregor Fund		A Employer identification number 38-0808800						
Number and street (or P.O. box number if mail is not delivered to street address) 333 West Fort Street		B Telephone number (see the instructions) (313) 963-3495						
City or town Detroit	State ZIP code MI 48226-3134	C If exemption application is pending, check here. <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial Return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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"/>
<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							
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, column (c), line 16) \$ 164,329,580.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>See Statement 5</u> (Part I, column (d) must be on cash basis)	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch) . . .				
	2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	125.	125.		
	4 Dividends and interest from securities	2,871,384.	2,867,299.		
	5 a Gross rents	-162,669.	-16,345.		
	b Net rental income or (loss)	-146,324.			
	6 a Net gain/(loss) from sale of assets not on line 10	4,892,401.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	33,000,844.			
	7 Capital gain net income (from Part IV, line 2)		4,923,293.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
Partnership loss		-546,920.	-1,011,944.		
12 Total. Add lines 1 through 11.	7,054,321.	6,762,428.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	370,185.	37,018.		333,166.
	14 Other employee salaries and wages	384,298.	144,324.		180,012.
	15 Pension plans, employee benefits	258,954.	64,739.		194,216.
	16 a Legal fees (attach schedule). L-16a Stmt.	1,475.	369.		1,106.
	b Accounting fees (attach sch). L-16b Stmt.	31,700.	7,925.		23,775.
	c Other prof fees (attach sch). L-16c Stmt.	697,070.	685,504.		11,566.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	387,425.	58,408.		
	19 Depreciation (attach sch) and depletion	5,925.			
	20 Occupancy	87,243.	8,724.		78,519.
	21 Travel, conferences, and meetings	29,862.	7,205.		21,616.
	22 Printing and publications	20,494.	5,124.		15,371.
	23 Other expenses (attach schedule) See Line 23 Stmt	62,350.	12,936.		49,414.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,336,981.	1,032,276.		908,761.
	25 Contributions, gifts, grants paid	4,914,123.			4,914,123.
26 Total expenses and disbursements. Add lines 24 and 25	7,251,104.	1,032,276.		5,822,884.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-196,783.				
b Net investment income (if negative, enter -0-)		5,730,152.			
c Adjusted net income (if negative, enter -0-)					

20

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	162,837.	43,180.	43,180.
	2	Savings and temporary cash investments	2,206,449.	5,034,349.	5,034,349.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	97,394.	0.	0.
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) L-10b. Stmt	46,258,348.	47,672,159.	58,105,995.
	c	Investments — corporate bonds (attach schedule) L-10c. Stmt	7,082,477.	7,055,559.	7,364,283.
	11	Investments — land, buildings, and equipment basis			
LIABILITIES		Less: accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) L-13. Stmt	83,772,926.	79,825,004.	93,676,371.
	14	Land, buildings, and equipment basis	29,626.		
		Less: accumulated depreciation (attach schedule) L-14. Stmt	22,219.		
	15	Other assets (describe L-15 Stmt)	13,332.	7,407.	7,407.
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	69,247.	97,995.	97,995.
	17	Accounts payable and accrued expenses	139,663,010.	139,735,653.	164,329,580.
	18	Grants payable	3,230.	3,012.	
	19	Deferred revenue			
FUNDS	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe L-22 Stmt)	491,004.	749,196.	
	23	Total liabilities (add lines 17 through 22)	494,234.	752,208.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24	Unrestricted	139,168,776.	138,983,445.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
NET ASSETS OR FUND BALANCES	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	139,168,776.	138,983,445.	
	31	Total liabilities and net assets/fund balances (see instructions)	139,663,010.	139,735,653.	

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	139,168,776.
2	Enter amount from Part I, line 27a	2	-196,783.
3	Other increases not included in line 2 (itemize) Grant funds returned	3	11,452.
4	Add lines 1, 2, and 3	4	138,983,445.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	138,983,445.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 7		P	various	various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 33,000,844.		28,077,551.	4,923,293.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	4,923,293.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	4,923,293.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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 nonchangible-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	8,091,479.	152,986,635.	0.052890
2010	8,369,151.	160,000,108.	0.052307
2009	8,050,153.	150,210,893.	0.053592
2008	6,690,943.	146,310,218.	0.045731
2007	10,199,574.	193,505,001.	0.052710
2 Total of line 1, column (d)			2 0.257230
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051446
4 Enter the net value of nonchangible-use assets for 2012 from Part X, line 5.			4 157,859,980.
5 Multiply line 4 by line 3			5 8,121,265.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 57,302.
7 Add lines 5 and 6.			7 8,178,567.
8 Enter qualifying distributions from Part XII, line 4			8 5,822,884.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	114,603.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	114,603.
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	114,603.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 92,653.		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c 24,747.		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	117,400.
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	2,797.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,797. Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4 a 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?	X	
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MI - Michigan		
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 C? 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

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Form 990-PF (2012)

Page 5

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

7 a 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?**7 b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Norah M. O'Brien 333 West Fort St. Detroit MI 48226	Director of Finance 40.00	131,904.	48,984.	0.
Kate Levin Markel 333 West Fort St. Detroit MI 48226	Program Director 40.00	131,904.	29,722.	0.
LeAnda N. Hicks 333 West Fort St. Detroit MI 48226	Administrative Assistant 40.00	59,961.	33,024.	0.

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

none

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Cambridge Associates 125 High St Boston MA 02110	Investment Consulting	315,357.
JP Morgan Chase 611 Woodward Ave Detroit MI 48226	Investment Advisory	60,187.
Genesis Emerging Markets P.O. Box 475 St. Peter Port, Guernsey	Investment Advisory	124,612.
Total number of others receiving over \$50,000 for professional services		none

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 None	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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Form 990-PF (2012)

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	1 a	157,811,905.
b	Average of monthly cash balances	1 b	2,452,034.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	160,263,939.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	160,263,939.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,403,959.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	157,859,980.
6	Minimum investment return. Enter 5% of line 5.	6	7,892,999.

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	7,892,999.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	114,603.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	114,603.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,778,396.
4	Recoveries of amounts treated as qualifying distributions	4	11,452.
5	Add lines 3 and 4	5	7,789,848.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	7,789,848.

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	1 a	5,822,884.
b	Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	5,822,884.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,822,884.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				7,789,848.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	728,934.			
b From 2008	0.			
c From 2009	512,295.			
d From 2010	450,787.			
e From 2011	501,369.			
f Total of lines 3a through e	2,193,385.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,822,884.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				5,822,884.
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))	1,966,964.			1,966,964.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	226,421.			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	226,421.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	226,421.			
e Excess from 2012	0.			

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Form 990-PF (2012)

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section



4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 9

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

See Statement 9

c Any submission deadlines

See Statement 9

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

See Statement 9

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 10		all recipients are	public charities See Statement 10	4,914,123.
Total ▶ 3a				4,914,123.
b Approved for future payment See Statement 11		all organizations are	public charities	2,948,800.
Total ▶ 3b				2,948,800.

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 (See instructions)
		(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	125.	
4	Dividends and interest from securities	525990	4,085.	14	2,867,299.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property	531110	-146,324.	16	-16,345.	
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory . .	531110	-30,892.	18	4,923,293.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue					
a						
b	Partnership income	531310, 211111	465,024.	14	-1,011,944.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		291,893.		6,762,428.	
13	Total. Add line 12, columns (b), (d), and (e)					7,054,321.

(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
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name McGregor Fund	Employer Identification Number 38-0808800
------------------------------	---

Asset Information:

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation): _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: See Statement 7
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: 33,000,844. Cost or other basis (do not reduce by depreciation): 28,108,443.
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): 4,892,401. Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation): _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation): _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation): _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation): _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation): _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation): _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise tax	122,118.			
Change in deferred excise tax	204,720.			
Foreign tax from partnerships	58,408.	58,408.		
State income tax	2,179.	0.		
Total	387,425.	58,408.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	14,436.	1,444.		12,992.
Supplies	4,152.	1,038.		3,114.
Miscellaneous expenses	3,241.	324.		2,917.
Computers, Equipment and technology	40,521.	10,130.		30,391.
Total	62,350.	12,936.		49,414.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Miller Canfield Paddock and Stone	Legal	1,475.	369.		1,106.
Total		1,475.	369.		1,106.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Plante Moran	Audit and tax	31,700.	7,925.		23,775.
Total		31,700.	7,925.		23,775.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Cambridge Associates	Investment Consulting	315,357.	315,357.		
JP Morgan	Investment Advisory and Custodial	60,187.	60,187.		
Aberdeen Asset Management	Investment Advisory	36,020.	36,020.		

Form 990-PF, Page 1, Part I

Continued

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Mayo Investment Advisors	Investment Advisory	33,758.	33,758.		
Genesis	Investment Advisory	124,612.	124,612.		
Nippon Japan	Investment Advisory	21,655.	21,655.		
Colchester	Investment Advisory	43,656.	43,656.		
Mondrian	Investment Advisory	49,276.	49,276.		
Web, IT and other	Technology consulting	3,931.	983.		2,948.
Nonprofit Enterprise at Work	Grantee board development	3,138.			3,138.
Misc program consultants	Program consulting	5,480.			5,480.
Total		<u>697,070.</u>	<u>685,504.</u>		<u>11,566.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Statement 6	47,672,159.	58,105,995.
Total	<u>47,672,159.</u>	<u>58,105,995.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Statement 6	7,055,559.	7,364,283.
Total	<u>7,055,559.</u>	<u>7,364,283.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Statement 6	79,825,004.	93,676,371.
Total	<u>79,825,004.</u>	<u>93,676,371.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Automobile	29,626.	22,219.	7,407.
Total	<u>29,626.</u>	<u>22,219.</u>	<u>7,407.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
Other Assets - retirement plans	69,247.	97,995.	97,995.
Total	<u>69,247.</u>	<u>97,995.</u>	<u>97,995.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Deferred excise tax payable	421,757.	626,477.
Other Liability - retirement plans	69,247.	97,995.
Excise tax payable	0.	24,724.
Total	<u>491,004.</u>	<u>749,196.</u>

McGREGOR FUND
(38-0808800)
YEAR ENDED JUNE 30, 2013
BASIS OF ACCOUNTING

STATEMENT 5

The accompanying Form 990-PF, Return of Private Foundations, has been prepared in the format according to the instructions of the Internal Revenue Service. Consequently, certain revenue and related assets are recognized when received rather than earned, and certain expenses are recognized when paid rather than when the obligation is incurred. In addition, qualifying distributions are recognized only when paid in accordance with §4942(g) of the Internal Revenue Code.

Expenditures for the purchase of fixed assets, which consist of office furniture and equipment, are recorded as an expense in the year incurred.

STATEMENT 6

McGregor Fund
38-0808800
Form 990-PF
For the year ended June 30, 2013

Part II, line 10 b - c: Investments

	Book Value	Tax Adjustment	(B) Adjusted Tax Value	(C) Fair Market Value
a. U.S. Government Obligations	-		-	-
b. Corporate Stock	44,600,813	3,071,346	47,672,159	58,105,995
c. Corporate Bonds	7,055,559		7,055,559	7,364,283
Total	51,656,373	\$3,071,346	54,727,719	65,470,278

Part II, Line 13 Other Assets

Foreign Government Bonds	5,569,201	1,735,846.00	7,305,047	7,051,872
Alternative Investments:				
Energy	13,578,113	(965,887)	12,612,226	16,452,258
Real Estate	10,546,832	372,755	10,919,587	10,530,205
Commodities and natural resources	2,494,142	(272,319)	2,221,823	3,056,082
Private Equity and Venture	16,429,523	1,081,690	17,511,213	21,654,064
Hedge Funds and multi-strategy	27,416,465	1,838,643	29,255,108	34,931,890
Total	\$76,034,276	3,790,728	\$79,825,004	\$93,676,371
Total Investments	\$127,690,648	\$6,862,074	\$134,552,722	\$159,146,649

Change in cost reflects K1 adjustment for partnerships.

Custodian Rec. Stmt 6 pg2
McGregor Fund 39-080800
for the Year Ended June 30, 2013

		Custodian Report		Custodian Report		Custodian Report		Custodian Report		Custodian Report	
		Stmt	Custodian Report	Year-end adj	Year-end	Cost	Market	Value	Year-end adj	Year-end	Market
		Ref	Cost								
Corporate Stock											
Line 10b											
Various stock investments											
Domestic	1		2,154,395.48	-		2,154,395.48	2,662,412.25		-		2,662,412.25
Foreign	2		399,244.19	-		399,244.19	298,847.00		-		298,847.00
Aberdeen Asia Pacific Fund	3		2,790,857.35	212,665.81		3,003,523.16	4,898,235.82		241.66		4,898,477.48
Hansberger International Growth	4		7,098,857.23	-		7,098,857.23	6,724,597.66		(9.06)		6,724,597.66
Nippon Value Investors Japanese Equite	5		2,125,243.21	90,219.03		2,215,462.24	2,340,838.24				2,340,838.24
LKCM The Small Cap Equity FD	58		2,152,793.12	-		2,152,793.12	2,360,771.44		-		2,360,771.44
Mondrian International Equity	32		8,169,176.53	40,691.08		8,209,867.61	8,917,149.25		16.75		8,917,166.00
Delaware Pooled Trust	6		2,825,658.34	-		2,825,658.34	3,555,932.21		-		3,555,932.21
GMO US Quality	7		3,023,387.41	-		3,023,387.41	3,813,503.95		-		3,813,503.95
T Rowe Price New Era Fund	8		743,879.58	-		743,879.58	577,874.10		-		577,874.10
Genesis Emerging Markets	9		6,083,119.40	-		6,083,119.40	10,543,013.71		-		10,543,013.71
Adage Capital Partners	10		6,690,625.41	-		6,690,625.41	11,412,570.00		-		11,412,570.00
			44,257,237.25	343,575.92		44,600,813.17	58,105,745.63		249.35		58,105,994.98
Corporate Bonds											
Line 10c											
Various bonds	11		99,445.00	-		99,445.00	105,208.00		-		105,208.00
JPMorgan Core Bond Fund	12		6,956,114.35	-		6,956,114.35	7,259,074.76		-		7,259,074.76
Corporate Obligations			7,055,559.35	-		7,055,559.35	7,364,282.76		-		7,364,282.76
Total Part II Line 10 a-c			\$ 51,312,797.50	\$ 343,576.00		\$ 51,656,373.50	\$ 65,470,028.39		\$ 249.35		\$ 65,470,278.39
Part II Line 13 - Other Assets											
Foreign Government Bonds											
Colchester Global Bond Fund	13		5,401,033.15	168,167.65		5,569,200.80	7,051,879.51		(7.51)		7,051,872.00
Total Part II Line 13			\$ 5,401,033.15	\$ 168,167.65		\$ 5,569,200.80	\$ 7,051,880.00		\$ (8.06)		\$ 7,051,871.94
Alternative Investments											
Energy											
Cadent Energy Partners I	14		4,071,351.00	(105,724.00)		3,965,627.00	2,358,859.00		(270.00)		2,358,589.00
Cadent Energy Partners II	15		1,860,833.00	46,424.00		1,907,257.00	2,689,303.00		193,122.00		2,882,425.00
EnCap Energy Fund VI	16		1,781,659.85	(56,662.42)		1,724,997.43	605,539.54		10,365.75		615,905.29
Enervest Energy Instl FD X-B	17		1,518,510.11	10,036.81		1,528,546.92	2,394,843.11		10,037.00		2,404,880.11
Enervest Energy Instl FD XI-B	18		2,476,981.50	19,951.11		2,496,932.61	6,521,340.50		20,127.00		6,541,467.50
Enervest Energy Instl FD XII-C	19		1,910,091.00	-		1,910,091.00	1,604,330.00		-		1,604,330.00
Enervest Energy Instl FD XIII-C	20		44,661.00	-		44,661.00	44,661.00		-		44,661.00
			13,664,087.46	(85,974.50)		13,578,112.96	16,218,876.15		233,381.75		16,452,257.90
Real Estate											
Carlyle Realty Foreign Invs IV	21		4,315,596.00	-		4,315,596.00	3,963,240.00		-		3,963,240.00
Carlyle Realty Foreign Invs V	22		1,550,053.00	303,660.34		1,853,713.34	2,621,074.00		89,589.00		2,710,663.00
Europa Fd II	23		2,302,811.01	3,992.02		2,306,803.03	1,181,676.85		58,352.34		1,240,029.19
Europa Fd III	24		1,537,344.33	(15,225.96)		1,522,118.37	1,699,981.17		0.62		1,699,981.79
Permit Capital Mortgage Fund	25		423,044.72	125,556.69		548,601.41	635,158.54		281,131.98		916,290.52
			10,128,849.06	417,983.09		10,546,832.15	10,101,130.56		429,073.94		10,530,204.50

Custodian Rec. Stmt 6 pg2
McGregor Fund 38-080800
for the Year Ended June 30, 2013

Smt Ref	Commodities and Natural Resources	Custodian Report		Year-end adj	Custodian Report		Year-end adj	Year-end Market
		Cost	Value		Cost	Value		
26	RMS Forest Growth II	2,494,022 17	3,063,146 17	120 01	2,494,142 18	3,063,146 17	(7,064 00)	3,056,082 17
		2,494,022 17	3,063,146 17	120 01	2,494,142 18	3,063,146 17	(7,064 00)	3,056,082 17
27	Private Equity and Venture	372,754 00	896,575 00	25,360 00	398,114 00	896,575 00	-	896,575 00
28	Axiom Asia Private Cap Fund I	488,541 00	552,664 00	100 00	488,641 00	552,664 00	-	552,664 00
29	Axiom Asia Private Cap Fund II	1,837,065 00	1,837,065 00	41,781 00	1,878,846 00	1,837,065 00	441,290 00	2,278,355 00
30	Commonfund Cap Int'l Partners VI	81,762 00	193,971 00	-	81,762 00	193,971 00	-	193,971 00
31	Dover Street VII Cayman FD-LP	1,487,487 00	2,317,191 00	-	1,487,487 00	2,317,191 00	0 20	2,317,191 20
32	HRJ Special Opportunities Fund	2,097,999 00	2,625,094 00	-	2,097,999 00	2,625,094 00	-	2,625,094 00
33	Park Street Cap Private Equity FD VII	2,189,120 00	2,994,112 00	-	2,189,120 00	2,994,112 00	53 00	2,994,165 00
34	Park Street Cap Private Equity FD VIII	1,901,770 00	2,294,674 00	0 03	1,901,770 03	2,294,674 00	-	2,294,674 00
35	Park Street Cap Private Equity FD IX	389,555 00	395,284 00	-	389,555 00	395,284 00	(7,993 00)	387,291 00
36	Park Street Cap Private Equity FD X	12,031 00	12,031 00	-	12,031 00	12,031 00	-	12,031 00
37	Renaissance Venture Capital Fund II	1,505,612 12	2,223,678 25	83,375 53	1,588,987 65	2,223,678 25	85,417 00	2,309,095 25
38	Signer Gulf Distressed Opportunity	2,282,587 00	2,825,406 00	-	2,282,587 00	2,825,406 00	104,787 99	2,930,193 99
39	Spur Ventures II	1,632,623 00	1,862,764 00	-	1,632,623 00	1,862,764 00	-	1,862,764 00
	Spur Ventures III	16,278,906 12	21,030,509 25	150,616 56	16,429,522 68	21,030,509 25	623,555 19	21,654,064 44
47	Hedge Funds and multi-strategy	2,000,000 00	1,969,592 41	-	2,000,000 00	1,969,592 41	-	1,969,592 41
48	AlBlue Limited - Class A	1,999,977 00	2,501,919 94	23 00	2,000,000 00	2,501,919 94	(62,256 94)	2,439,663 00
49	Bay Resource Partners Offshore Fund	1,667,332 42	3,411,644 86	-	1,667,332 42	3,411,644 86	(62,114 86)	3,349,530 00
50	Bennett Offshore Restructuring Fund	1,706,367 17	2,312,168 00	(116,886 24)	1,589,480 93	2,312,168 00	-	2,312,168 00
51	Canyon Value Realization Fund	2,000,000 00	2,478,172 70	-	2,000,000 00	2,478,172 70	-	2,478,172 70
52	Centerbridge CR Partners Offshore	2,500,000 00	3,525,044 43	-	2,500,000 00	3,525,044 43	-	3,525,044 43
53	Conatus Capital Overseas Fund	3,221,335 64	3,654,635 68	(1,353 19)	3,219,982 45	3,654,635 68	(77,922 56)	3,576,713 12
54	Davidson Kempner Instl Partners LP	2,000,000 00	132,143 29	132,143 29	2,000,000 00	132,143 29	-	132,143 29
55	Elton Park Overseas Fund, Ltd	2,000,000 00	3,034,476 60	-	2,000,000 00	3,034,476 60	(5 60)	3,034,471 00
56	Greenlight Capital Offshore Fund	1,900,000 00	2,269,117 94	-	1,900,000 00	2,269,117 94	-	2,269,117 94
57	Highline Cap International LTD	1,900,000 00	2,371,661 26	-	1,900,000 00	2,371,661 26	-	2,371,661 26
58	Hoplite Offshore Fund LTD	2,000,000 00	1,909,927 21	-	2,000,000 00	1,909,927 21	-	1,909,927 21
59	Luxor/Bridgewater Fund LTD	2,000,000 00	2,253,813 20	-	2,000,000 00	2,253,813 20	12,118 20	2,265,931 40
60	Luxor Capital Partners Offshore LTD	908,493 84	932,402 60	-	908,493 84	932,402 60	(41,001 58)	891,401 02
61	North Bay Capital Offshore LTD	59,927 69	130,466 44	39,104 46	99,032 15	130,466 44	-	130,466 44
62	Octavian Offshore FD LTD	1,530,976 60	2,273,887 02	(30,976 60)	1,500,000 00	2,273,887 02	-	2,273,887 02
63	Owl Creek Overseas FD LTD	27,394,410 36	35,030,930 29	22,054 72	27,416,465 08	35,030,930 29	(231,183 34)	34,931,890 24
64	Valnor Capital Partners Offshore LTD							
	Other Investments							
	Total Part II, Line 13 Other Assets	75,361,308 32	92,496,471 93	1,016,543 45	76,034,275 85	92,496,471 93	1,047,756 03	93,676,371 25
	Total Investments	\$ 126,674,104 92	\$ 157,966,500 32	\$ 1,360,119 37	\$ 127,690,648 37	\$ 157,966,500 32	\$ 1,048,005 38	\$ 159,146,648 99

*Glenrock not held by Custodian



MCGREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period
Account Number

07/01/2012 through 06/30/2013

212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
CORPORATE BONDS						
100,000	BANK AMER FDG CORP 7.375% 05/15/2014 06051GDY2	99,445.00	105.208	105,208.00	5,763.00	7.010
	100,000					
OPEN END MF - FIXED INC TAX						
621,496.127	JP MORGAN II CORE BOND FUND ULTRA CL 4812C0100	6,956,114.35	11.68	7,259,074.76	302,960.41	2.894
	621,496.126981					
CIF - FIXED INCOME						
224,980.5233	THE COLCHESTER GLOBAL BOND FUND CIF04715	5,401,033.15	31.3444	7,051,879.51	1,650,846.36	0.000
	224,980.5233			14,416,162.27	1,959,569.77	
TOTAL DEBT SECURITIES						
		12,456,592.50				
EQUITY SECURITIES						
COMMON STOCK						
4,500	AT&T INC 00208R102	120,734.30	35.40	159,300.00	38,565.70	5.085
	4,500					
1,200	ABBOTT LABS 002824100	26,385.50	34.88	41,856.00	15,470.50	1.606
	1,200					
1,200	ABBVIE INC 00287Y109	28,612.83	41.34	49,608.00	20,995.17	3.870
	1,200					
500	ANADARKO PETE CORP 032511107	22,151.45	85.93	42,965.00	20,813.55	0.419
	500					
325	APPLE INC 037833100	144,590.91	396.53	128,872.25	15,718.66	3.077
	325					
1,500	ARCHER DANIELS MIDLAND CO 039483102	44,710.55	33.91	50,865.00	6,154.45	2.241
	1,500					
500	BOEING CO 097023105	38,894.90	102.44	51,220.00	12,325.10	1.894



MCGREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period
Account Number

07/01/2012 through 06/30/2013

212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	UNITS	COST	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,000	CVS/CAREMARK CORP 126650100	500	79,881.29	114,360.00	34,478.71	1.574
500	CAPITAL ONE FINL CORP 14040H105	2,000	26,803.85	31,405.00	4,601.15	1.911
1,500	CENTURYLINK INC 156700106	500	53,038.80	53,025.00	13.80-	6.110
2,500	CISCO SYS INC 17275R102	1,500	45,426.20	60,837.50	15,411.30	2.794
1,000	CITIGROUP INC 172967200	2,500	31,029.90	47,970.00	16,940.10	0.083
3,000	COMCAST CORP CL A 20030N101	1,000	65,023.80	125,250.00	60,226.20	1.868
4,000	DELTA AIR LINES INC DEL 247361702	3,000	41,637.09	74,840.00	33,202.91	1.283
4,000	EMC CORP 268648102	4,000	94,142.20	94,480.00	337.80	1.693
2,500	EXPRESS SCRIPTS HLDG CO 30219G108	4,000	135,144.15	154,350.00	19,205.85	0.000
3,500	GENERAL ELECTRIC 369604103	2,500	69,554.60	81,165.00	11,610.40	3.277
500	GENERAL MTRS CO 37045V100	3,500	13,700.85	16,655.00	2,954.15	0.000
50	GOOGLE INC CL A 38259P508	500	30,037.88	44,018.50	13,980.62	0.000
1,300	HESS CORP COM 42809H107	50	75,361.20	86,437.00	11,075.80	0.602



**MCGREGOR FUND
CONSOLIDATED ACCOUNT**

ACCOUNT STATEMENT

Statement Period
Account Number

07/01/2012 through 06/30/2013

212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION		COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
		1,300					
200	IBM CORP 459200101	200	25,871.37	191.11	38,222.00	12,350.63	1.988
500	JPMORGAN CHASE & CO 46625H100	500	22,831.45	52.79	26,395.00	3,563.55	2.879
3,500	KROGER CO 501044101	3,500	79,119.73	34.54	120,890.00	41,770.27	1.737
1,000	MERCK & CO INC NEW 58933Y105	1,000	41,213.50	46.45	46,450.00	5,236.50	3.703
3,000	MICROSOFT CORP 594918104	3,000	77,160.55	34.545	103,635.00	26,474.45	2.663
800	MOSAIC CO NEW 61945C103	800	47,771.28	53.81	43,048.00	4,723.28	1.858
3,000	MYLAN LABS INC 628530107	3,000	69,071.15	31.03	93,090.00	24,018.85	0.773
500	NEWMONT MNG CORP 651639106	500	18,500.00	29.95	14,975.00	3,525.00	4.674
600	OCCIDENTAL PETROLEUM CORP 674599105	600	48,376.58	89.23	53,538.00	5,161.42	2.869
1,500	OMNICARE INC 681904108	1,500	48,492.95	47.71	71,565.00	23,072.05	1.174
500	ORACLE CORPORATION 68389X105	500	16,049.10	30.71	15,355.00	694.10	1.563
3,500	PFIZER INC 717081103	3,500	53,232.50	28.01	98,035.00	44,802.50	3.427
8,000	SAIC INC 78390X101		123,031.15	13.93	111,440.00	11,591.15	3.446



ACCOUNT STATEMENT

Statement Period
Account Number
07/01/2012 through 06/30/2013

212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
3,500	US BANCORP 902973004	117,628.60	36.15	126,525.00	8,896.40	2.545
500	UNITEDHEALTH GROUP INC 91324P105	27,527.15	65.48	32,740.00	5,212.85	1.710
1,000	VALERO ENERGY CORP NEW 91913Y100	39,477.75	34.77	34,770.00	4,707.75-	2.301
500	WAL-MART STORES INC 931142103	26,360.00	74.49	37,245.00	10,885.00	2.524
1,000	BUNGE LIMITED G16962105	71,943.42	70.77	70,770.00	1,173.42-	1.696
1,000	TOTAL COMMON STOCK	2,140,520.48		2,648,167.25	507,646.77	
347,656.632	CLOSELY HELD - EQUITY MONDRIAN INTERNATIONAL EQUITY FUND, L.P. CHB016285	8,169,176.53	25.6493	8,917,149.25	747,972.72	0.000
552,664	AXIOM ASIA PRIVATE CAPITAL FUND II, L.P. CHB016293	488,541.00	1.00	552,664.00	64,123.00	0.000
1,837,065	COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, L.P. CHB016301	1,837,065.00	1.00	1,837,065.00	0.00	0.000
2,317,191	HRJ SPECIAL OPPORTUNITIES II (U.S.), L.P. CHB016319	1,487,487.00	1.00	2,317,191.00	829,704.00	0.000
2,625,094	PARK STREET PRIVATE EQUITY FUND VII, L.P. CHB016327	2,097,999.00	1.00	2,625,094.00	527,095.00	0.000
	---	2,625,094				



MCGREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period
Account Number 07/01/2012 through 06/30/2013
M84681 212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,294,674	PARK STREET PRIVATE EQUITY FUND IX, L.P. CHB016335	1,901,770.00	1.00	2,294,674.00	392,904.00	0.000
	2,294,674					
395,284	PARK STREET PRIVATE EQUITY FUND X, L.P. CHB016343	389,555.00	1.00	395,284.00	5,729.00	0.000
	395,284					
2,223,678.25	SIGULER GUFF DISTRESSED OPPORTUNITIES FUND III, L.P. CHB016350	1,505,612.12	1.00	2,223,678.25	718,066.13	0.000
	223,678.25					
2,825,406	SPUR VENTURES II, L.P. CHB016368	2,282,587.00	1.00	2,825,406.00	542,819.00	0.000
	2,825,406					
1,862,764	SPUR VENTURES III CHB016376	1,632,623.00	1.00	1,862,764.00	230,141.00	0.000
	1,862,764					
12,031	RENAISSANCE VENTURE CAPITAL FUND II, L.P. CHB016384	12,031.00	1.00	12,031.00	0.00	0.000
	12,031					
635,158.54	PERMIT CAPITAL MORTGAGE FUND, L.P. - SERIES H CHB016392	423,044.72	1.00	635,158.54	212,113.82	0.000
	635,158.54					
605,539.54	ENCAP ENERGY CAPITAL FUND VI CHB016400	1,781,659.85	1.00	605,539.54	1,176,120.31	0.000
	605,539.54					
2,394,843.11	ENERVEST ENERGY INSTITUTIONAL FUND X, LTD CHB016418	1,518,510.11	1.00	2,394,843.11	876,333.00	0.000
	2,394,843.11					
6,521,340.5	ENERVEST ENERGY INSTITUTIONAL FUND XI, LTD CHB016426	2,476,981.50	1.00	6,521,340.50	4,044,359.00	0.000
	6,521,340.5					
1,604,330	ENERVEST ENERGY INSTITUTIONAL FUND XII, LTD CHB016434	1,910,091.00	1.00	1,604,330.00	305,761.00	0.000
	1,604,330					



MC GREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period
Account Number 07/01/2012 through 06/30/2013 212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
896,575	AXIOM ASIA PRIVATE CAPITAL FUND I.L.P. CHB016533	1,604,330	1.00	896,575.00	523,821.00	0.000
2,994,112	PARK STREET PRIVATE EQUITY FUND VIII, L.P. CHB016541	2,189,120.00	1.00	2,994,112.00	804,992.00	0.000
3,963,240	CARLYLE REAL ESTATE FUND IV CHB016559	4,315,596.00	1.00	3,963,240.00	352,356.00-	0.000
2,621,074	CARLYLE REALTY PARTNERS V. L.P. CHB016566	1,550,053.00	1.00	2,621,074.00	1,071,021.00	0.000
3,063,146.17	RMS FOREST GROWTH FUND II CHB016574	2,494,022.17	1.00	3,063,146.17	569,124.00	0.000
1,181,676.85	EUROPA CAPITAL PARTNERS FUND II CHB016582	2,302,811.01	1.00	1,181,676.85	1,121,134.16-	0.000
1,699,981.17	EUROPA CAPITAL PARTNERS III, L.P. CHB016590	1,537,344.33	1.00	1,699,981.17	162,636.84	0.000
107.6309	OCTAVIAN OFFSHORE FD LTD CL A 061047 CHB016598	908,493.84	8662.9639	932,402.60	23,908.76	0.000
43.7811	OWL CREEK OVERSEAS FD C SR 3M 3/09 CHB016606	43,781.14	2622.1603	114,801.06	71,019.92	0.000
193,971	DOVER STREET VIII CAYMAN FD-LP CHB016681	81,762.00	1.00	193,971.00	112,209.00	0.000
44,661	ENERVEST ENERGY INSTITUTIONAL FUND XIII-C, LP CHB017283	44,661.00	1.00	44,661.00	0.00	0.000



MCGREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period 07/01/2012 through 06/30/2013
Account Number 212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
16,146.55	HOLDBACK - OWL CREEK OVERSEAS FUND LTD - CLASS A SER 28 FEB 09 CHB017300	16,146.55	0.9702	15,665.38	481.17-	0.000
	16,146.55					
	TOTAL CLOSELY HELD - EQUITY	45,771,278.87		55,345,518.42	9,574,239.55	
	FOREIGN STOCK					
2,800	BARRICK GOLD CORP 067901108	117,616.77	15.74	44,072.00	73,544.77-	5.083
	2,800					
1,000	GOLDCORP INC 380956409	22,960.60	24.73	24,730.00	1,769.40	2.426
	1,000					
2,000	SUNCOR ENERGY INC NEW 867224107	63,833.55	29.49	58,980.00	4,853.55-	2.584
	2,000					
9,500	TALISMAN ENERGY INC 87425E103	124,971.70	11.43	108,585.00	16,386.70-	2.362
	9,500					
	TOTAL FOREIGN STOCK	329,382.62		236,367.00	93,015.62-	
	ADR					
1,000	POTASH CORP SASK INC 73755L107	43,985.40	38.13	38,130.00	5,855.40-	3.672
	1,000					
500	TOTAL SA-SPON ADR 89151E109	25,876.17	48.70	24,350.00	1,526.17-	5.281
	500					
	TOTAL ADR	69,861.57		62,480.00	7,381.57-	
	OPEN END MF - EQUITY					
277,373.807	DELAWARE LARGE-CAP GROWTH EQUITY PORTFOLIO 246248512	2,825,658.34	12.82	3,555,932.21	730,273.87	0.413
	277,373.807					
151,329.522	GMO TR U S QUALITY EQUITY FD III 362008260	3,023,387.41	25.20	3,813,503.95	790,116.54	2.028
	151,329.522					



MCGREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period
Account Number 07/01/2012 through 06/30/2013 212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
434,125.091	HANSBERGER INSTITUTIONAL SERIES INTERNATIONAL GROWTH FUND-IN 411301302	7,098,857.23	15.49	6,724,597.66	374,259.57	1.465
92,907.18	LKOM THE SMALL CAP EQUITY FD 501885107	2,152,793.12	25.41	2,360,771.44	207,978.32	0.504
13,674.257	ROWE T PRICE NEW ERA FD INC 779559103	743,879.58	42.26	577,874.10	166,005.48	1.254
	TOTAL OPEN END MF - EQUITY	15,844,575.68		17,032,679.36	1,188,103.68	
	REAL ESTATE INVESTMENT TRUSTS					
500	WEYERHAEUSER CO 962166104	13,875.00	28.49	14,245.00	370.00	2.808
	CIF - EQUITY					
14,649.3777	ABERDEEN ASIA PACIFIC EX JAPAN FUND CIFE04699	2,790,857.35	334.3648	4,898,235.82	2,107,378.47	0.000
175,856.108	THE NIPPON VALUE INVESTORS JAPANESE EQUITY TRUST CIFE04707	2,125,243.21	13.3111	2,340,838.24	215,595.03	0.000
	TOTAL CIF - EQUITY	4,916,100.56		7,239,074.06	2,322,973.50	
	TOTAL EQUITY SECURITIES	69,085,594.78		82,578,531.09	13,492,936.31	
	OTHER INVESTMENTS					
11,412,570	PARTNERSHIPS ALT INVESTMENTS ADAGE CAPITAL PARTNERS, L.P. PART03896	6,690,625.41	1.00	11,412,570.00	4,721,944.59	0.000
2,003.754	CANYON VALUE REALIZATION FUND (CAYMAN), LTD. PART03904	1,667,332.42	1702.6266	3,411,644.86	1,744,312.44	0.000



MCGREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period
Account Number 07/01/2012 through 06/30/2013 212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,312,168	CENTERBRIDGE CREDIT PARTNERS TE, L.P. PART03912	1,706,367.17	1.00	2,312,168.00	605,800.83	0.000
	2,312,168					
15,487,1899	HIGHLINE CAPITAL INTERNATIONAL, LTD. PART03938	1,900,000.00	146.5158	2,269,117.94	369,117.94	0.000
	15,487,1899					
3,525,044.43	DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P. PART03961	2,500,000.00	1.00	3,525,044.43	1,025,044.43	0.000
	3,525,044.43					
1,943,7106	CONATUS CAPITAL OVERSEAS LTD. PART03979	2,000,000.00	1274.97	2,478,172.70	478,172.70	0.000
	1,943,7106					
2,000	LUXOR CAPITAL PARTNERS OFFSHORE, LTD. PART04001	2,000,000.00	1126.9066	2,253,813.20	253,813.20	0.000
	2,000					
10,109,1791	LYXOR/BRIDGEWATER FUND LIMITED PART04019	2,000,000.00	188.93	1,909,927.21	90,072.79	0.000
	10,109,1791					
2,358,859	CADENT ENERGY PARTNERS FUND I PART04027	4,071,351.00	1.00	2,358,859.00	1,712,492.00	0.000
	2,358,859					
2,689,303	CADENT ENERGY PARTNERS FUND II PART04035	1,860,833.00	1.00	2,689,303.00	828,470.00	0.000
	2,689,303					
14,717,1734	GENESIS EMERGING MARKETS, L.P. PART04076	6,083,119.40	716.3749	10,543,013.71	4,459,894.31	0.000
	14,717,1734					
256,3382	BAY RES PARTNERS OFFSHORE FD A-74 PART04100	1,993,039.30	9726.50	2,493,273.50	500,234.20	0.000
	256,3382					
7,0388	BAY RES PARTNERS OFFSHORE FD S3-1 PART04118	6,127.40	1088.00	7,658.21	1,530.81	0.000
	7,0388					

MCGREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period
Account Number 07/01/2012 through 06/30/2013 212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
.9083	BAY RES PARTNERS OFFSHORE FD S4- 1 PART04126 .9083	810.30	1088.00	988.23	177.93	0.000
3,112.8453	ETON PARK OVERSEAS FD LTD B1-1002 PART04134	3,110,430.10	1149.793	3,579,127.74	468,697.64	0.000
212.4193	ETON PARK OVERSEAS FD LTD CLS SHS PART04142	110,905.54	355.4664	75,507.94	35,397.60	0.000
16.3345	GREENLIGHT CAP OFFSH QUALIF UNRES J1 PART04159	1,500,000.00	152735.4269	2,494,856.83	994,856.83	0.000
5	GREENLIGHT CAP OFFSH QUALIF UNRES J1 PART04167	500,000.00	107923.9544	539,619.77	39,619.77	0.000
7,757.9378	HOPLITE OFFSHORE LTD A-Q-1 INITIAL PART04175	1,500,000.00	242.481	1,881,152.20	381,152.20	0.000
4,000	HOPLITE OFFSHORE FD LTD A-Q-3 08/12 PART04183	400,000.00	122.6273	490,509.06	90,509.06	0.000
962.5855	VALINOR CAP PARTNS OFFSHORE 1-A 7/07 PART04191	985,963.54	1630.483	1,569,479.29	583,515.75	0.000
.8349	VALINOR CAP PARTNS OFSHR SP-1A 7/07 PART04209	703.30	6223.6688	5,196.14	4,492.84	0.000
497.1112	VALINOR CAP PARTN OFFSHORE 1-A 10/10 PART04217	497,111.17	1279.0204	635,815.36	138,704.19	0.000



MCGREGOR FUND
CONSOLIDATED ACCOUNT

ACCOUNT STATEMENT

Statement Period
Account Number

07/01/2012 through 06/30/2013

212

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
3.0614	VALINOR CAP PARTNS OFFSH SP4-1A 10/10 PART04225	2,888.82	1300.5484	3,981.50	1,092.68	0.000
7.6869	VALINOR CAP PARTNS OFFSHR SP4-1A 7/07 PART04233	5,829.68	1300.5484	9,997.19	4,167.51	0.000
8.6994	VALINOR CAP PARTN OFFSHR 1-A 02/12 R PART04241	2,492.51	1263.4867	10,991.58	8,499.07	0.000
.5789	VALINOR CAP PARTN OFFSHR 1-A 04/12 R PART04258	162.16	1188.2296	687.87	525.71	0.000
35.8254	VALINOR CAP PARTN OFFSHR 1-A 01/13 R PART04266	35,825.42	1109.2155	39,738.09	3,912.67	0.000
10.075.1209	ALLBLUE LIMITED - CLASS A PART04324	2,000,000.00	195.4907	1,969,592.41	30,407.59-	0.000
	TOTAL PARTNERSHIPS ALT INVESTMENTS	45,131,917.64		60,971,806.96	15,839,889.32	
SHORT TERM INVESTMENTS						
5.042,828.22	STIT TREASURY PORTFOLIO INVESCO 825252406	5,042,828.22	1.00	5,042,828.22	0.00	0.020
	ACCOUNT --- ACCOUNT ACCOUNT ACCOUNT ACCOUNT ACCOUNT ACCOUNT	75,470.16 + 668,832.27 58.35 2,722,236.56 1,525,696.2 17,594.37 32,940.31				
	CASH	1,471,374.33		1,471,374.33	0.00	0.000
	ACCOUNT --- ACCOUNT ACCOUNT	1,474,902.33 3,528-				



ACCOUNT STATEMENT

Statement Period Account Number	07/01/2012 through 06/30/2013	212
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UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	ACCOUNT					
	DUE FROM BROKERS ACCOUNT	33,048.22		33,048.22	0.00	0.000
	ACCOUNT					
	25,097.67					
	ACCOUNT					
	3,528					
	ACCOUNT 1					
	4,422.55					
	ACCOUNT					
	DUE TO BROKERS ACCOUNT	1,527,383.15		1,527,383.15	0.00	0.000
	ACCOUNT					
	22,960.6					
	ACCOUNT					
	1,500,000					
	ACCOUNT					
	4,422.55					
	ACCOUNT					
	ACCRUED INCOME	21,064.94		21,064.94	0.00	0.000
	TOTAL CASH	1,895.66		1,895.66	0.00	
	TOTAL SHORT TERM INVESTMENTS	5,040,932.56		5,040,932.56	0.00	
	Total Assets	131,715,037.48		163,007,432.88	31,292,395.40	

\$ 126,674,104.32

McGregor Fund - Statement 7
38-0808800
Form 990-PF
For the year ended June 30, 2013

Part IV- Capital Gains & (Losses)

Asset Name	Type	Gross Sales Price	Cost/Basis	Realized gain/(loss)
JP Morgan Core Bond Fund	Dom Bond	7,090,237 89	7,080,666 62	9,571 27
Adage Capital	Dom Eq	1,000,000 00	739,710 27	260,289 73
Delaware Large Cap Growth	Dom Eq	500,000 00	349,789 03	150,210 97
GMO US Quality	Dom Eq	978,018 88	563,381 87	414,637 01
Luther King Small Cap	Dom Eq	152,793 12	-	152,793 12
Mayo Capital - Stock	Dom Eq	2,538,714 54	2,266,213 49	272,501 05
Steinberg Small Company Value	Dom Eq	1,240,784 72	1,180,000 33	60,784 39
T Rowe Price New Era Fund	Dom Eq	1,017,503 05	1,256,120 42	(238,617 37)
Aberdeen	Foreign Eq	81,262 73	-	81,262 73
Genesis	Foreign Eq	624,611 65	284,772 13	339,839 52
Hansberger International Growth	Foreign Eq	700,000 00	918,459 71	(218,459 71)
Mondrian International Equity	Foreign Eq	196,917 12	417,879 87	(220,962 75)
Silchester Japanese Equity	Foreign Eq	91,356 60	43,912 22	47,444 38
Axiom Asia Capital I	Intl PE/Venture	323,363 00	298,602 00	24,761 00
Axiom Asia Capital II	Intl PE/Venture	14,756 00	10,366 00	4,390 00
Commonfund Capital CIP VI	Intl PE/Venture	201,764 00	117,006 00	84,758 00
Colchester	Intl Bond	43,656 00	112,138 56	(68,482 56)
Bennett	Multi/hedge	1,632,402 26	982,206 00	650,196 26
Eton Park	Multi/hedge	880,648 05	780,017 55	100,630 50
Glenrock	Multi/hedge	1,189,289 64	1,367,856 72	(178,567 08)
Indus Omni	Multi/hedge	1,646,643 80	1,500,000 00	146,643 80
North Bay	Multi/hedge	1,532,576 82	1,500,000 00	32,576 82
Octavian	Multi/hedge	627,083 90	591,506 16	35,577 74
Owl Creek	Multi/hedge	1,663,192 71	1,399,763 79	263,428 92
HRJ Special Opportunities	PE/Venture	406,711 00	366,730 00	39,981 00
Park Street X	PE/Venture	21,476 00	21,406 00	70 00
Park Street IX	PE/Venture	230,350 00	180,888 00	49,462 00
Park Street VII	PE/Venture	496,279 00	364,365 00	131,914 00
Park Street VIII	PE/Venture	582,673 00	297,188 00	285,485 00
Siguler Guff Distressed	PE/Venture	787,578 38	542,944 85	244,633 53
Spur Capital II	PE/Venture	223,428 00	118,640 00	104,788 00
Spur Capital III	PE/Venture	30,119 00	-	30,119 00
Carlyle V	Real Estate	2,075,775.83	1,146,715 83	929,060 00
Dover VIII	PE/Venture	36,670.00	45,836 00	(9,166 00)
Permut Capital Series H	Real Estate	305,775.00	191,849 79	113,925.21
Europa II	Real Estate	-	(5,729 31)	5,729 31
Cadent II	Energy	629,328 00	221,437 00	407,891 00
EnCap	Energy	909,085 11	-	909,085 11
Centerbridge Credit Partners	Multi/hedge	298,019 00	218,212 80	79,806 20
		33,000,843 80	27,470,852 70	5,529,991 10
Realized gain adjustment for K1 Activity		-	637,590	(637,590 00)
Net Realized loss				<u>\$ 4,892,401.10</u>
Totals		\$ 33,000,843 80	\$ 28,108,442 70	
UBI gain/(loss)			(30,892)	
		\$ 33,000,843.80	\$ 28,077,550 70	\$ 4,923,293 10

**McGREGOR FUND
(38-0808800)**

STATEMENT 9

YEAR ENDED JUNE 30, 2013

**GRANT CRITERIA AND OTHER INFORMATION
REQUIRED UNDER PART XV, LINE 2**

Grant requests should be sent to C. David Campbell, McGregor Fund, 333 W. Fort Street, Suite 2090, Detroit, MI 48226. Telephone (313)963-3495 during regular business hours. Requests should be in the form of a narrative letter stating briefly and clearly specific purpose of the request, signed by a responsible officer of the organization requesting funds, and to the fullest extent possible, complying with the following requirements:

- a. State the specific amount requested and complete explanation of the necessity therefore.
- b. State whether aid is presently being sought from other foundations and sources or whether such solutions are contemplated and if so, name them. (This is for information purposes only and not to be construed to mean we discourage aid from other sources; rather we prefer to participate with other donors.)
- c. All applications must be executed by persons so authorized on behalf of the tax-exempt organization. Applications and/or letters of inquiry signed by a division or departmental head must be approved and countersigned by the chief executive officer of the institution or organization.

In addition, each grant request should include a copy of the following:

- a. The organizations tax exempt letter from the Internal Revenue Service under §501(c)(3).
- b. The organization classification under §509(a) of the Code or a copy of Form Notification of Foundation Status.
- c. The latest audited financial statements including a Balance Sheet and Income and Expense Statement.
- d. The detailed budget of the proposed project for which funding is requested.
- e. An explanation as to the reasonable financial potential to achieve the purpose, and to sustain on a continuing basis the operation of the project being financed.
- f. A listing of Officers and Board of Directors.

McGREGOR FUND
(38-0808800)

STATEMENT 9

If the organization is a public charity as described in §170(b)(1)(A)(vi) or §509(a)(2) of the Internal Revenue Code of 1954, then the following additional information is required:

- a. A written statement that the requested grant will not result in the loss of such organizations classification as publicly supported, signed by a responsible officer and further factual information which will be required by the Fund upon which reliance of public charity status can be determined on a current basis.
- b. If a grant could be defined as an unusual grant under IRS regulations, then an affirmation letter from the Service may be required.

In an effort to utilize its limited resources wisely and because it receives more requests that it can support, McGregor Fund adheres to the following guidelines for its grantmaking activities:

- a. The geographic area of the fund is limited principally the Detroit metropolitan area, which is defined as Wayne, Oakland and Macomb counties, except for educational programs.
- b. The geographic area for educational programs at the private college level is limited to the two state area of Michigan and Ohio, for up to three grants annually. An additional three grants are made as individual trustee selections to both elementary or secondary schools and higher educational institutions with the United States.
- c. All grant decisions are the responsibility of the Board of Trustees. Trustee meetings are scheduled four times per year, in March, June, September, and December. Grant requests may be submitted at any time, but requests may take up to three months for staff review. Therefore, applicants are encouraged to submit proposals well in advance of the Trustee meeting where their proposal is to be considered.
- d. The Fund does not...
 - 1. Provide loan funds.
 - 2. Make direct grants to students for scholarships.
 - 3. Make grants for travel, conferences, seminars or workshops.
 - 4. Make grants to individuals.

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
*Salvation Army of Washtenaw County Ann Arbor, MI	
To support the Staples Center Book project (restricted use - Matching Gifts Program).	\$200
	\$200
Accounting Aid Society Detroit, MI	
To support the 2012 and 2013 Tax Assistance programs The grant will be paid in payments of \$90,000 each year for two years.	\$90,000
	\$90,000
Alma College Alma, MI	
To support 1/2 for Annual Fund; 1/2 for Eddy Music Building (restricted use - Matching Gifts Program).	\$4,000
To support website re-design (restricted use - Matching Gifts Program).	\$500
To support general operations (unrestricted use - Matching Gifts Program)	\$1,750
	\$6,250
Alternatives for Girls Detroit, MI	
To support Eugene A. Miller Fellowship for Amanda (Amy) Good	\$16,000
	\$16,000
American Cancer Society Oklahoma City, OK	
To support general operations (unrestricted use - Matching Gifts Program)	\$400
	\$400
American Red Cross - Southeastern Michigan Chapter Detroit, MI	
To support disaster relief efforts for victims of Hurricane Sandy.	\$25,000
To support local disaster and emergency services.	\$100,000
	\$125,000
Angell Elementary School Ann Arbor, MI	
To support unrestricted educational purposes - Trustee Designation of Gerard M Anderson.	\$15,000
	\$15,000
Arab Community Center for Economic & Social Services Dearborn, MI	
To support annual operations of the Emergency Services Department.	\$75,000
	\$75,000
Barbara Ann Karmanos Cancer Institute Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$2,000
	\$2,000
Barnard College New York, NY	
To support general operations (unrestricted use - Matching Gifts Program)	\$1,000
	\$1,000
BoardSource Washington, DC	
To support annual membership.	\$5,000
	\$5,000

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
Burns Park Foreign Language Initiative Ann Arbor, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$150
	\$150
Burns Park PTO Ann Arbor, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$50
To support Family-to-Family Giving (restricted use - Matching Gifts Program designation).	\$50
	\$100
Capuchin Soup Kitchen Detroit, MI	
To support to establish a new retail bakery shop on Gratiot Avenue, allowing expansion of the baking production space in the existing On The Rise Bakery, which teaches baking skills to formerly homeless men.	\$75,000
To support general operations (unrestricted use - Matching Gifts Program)	\$50
To support general operations (unrestricted use - Matching Gifts Program)	\$500
To support general operations (unrestricted use - Matching Gifts Program).	\$200
	\$75,750
Cathedral of St. John the Divine New York, Ny	
To support general operations (unrestricted use - Matching Gifts Program)	\$250
	\$250
The Center For Effective Philanthropy Cambridge, MA	
To further develop a Strategy Landscape tool for Detroit-focused grantmakers and funding strategies.	\$3,000
	\$3,000
Central United Methodist Church Detroit, MI	
To support a Eugene A Miller Fellowship for John C Barnett	\$16,000
To support general operations (unrestricted use - Matching Gifts Program)	\$2,000
To support the N O A H (Networking, Organizing, and Advocacy for Health) Project, a program to link homeless individuals in downtown Detroit with community programs, with particular emphasis on mental health	\$80,000
	\$98,000
Citizens Research Council of Michigan Livonia, MI	
To support the CRC Research Fund	\$30,000
	\$30,000
City Year Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$1,000
	\$1,000
Coalition on Temporary Shelter Detroit, MI	
To support operation of the emergency shelter and supportive services for formerly homeless persons.	\$300,000
To support general operations (unrestricted use - Matching Gifts Program).	\$300
	\$300,300
College for Creative Studies Detroit, MI	
To support Center Galleries (restricted use - Matching Gifts Program)	\$300
To support scholarship fund (restricted use - Matching Gifts Program)	\$1,000
	\$1,300

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
Community Foundation for Southeast Michigan Detroit, MI	
To support Donor Advised Fund (restricted use - Matching Gifts Program).	\$20,000
To support general operations (unrestricted use - Matching Gifts Program).	\$500
To support general operations (unrestricted use - Matching Gifts Program).	\$1,000
To support general operations (unrestricted use - Matching Gifts Program).	\$500
	\$22,000
Community Health and Social Services Center, Inc. Detroit, MI	
To support the Eugene A Miller sabbatical plan of J. Ricardo Guzman	\$34,000
	\$34,000
Cornell University Ithaca, NY	
To support Africana Studies and Research Center (restricted use - Matching Gifts Program)	\$1,000
	\$1,000
Corporation for Supportive Housing Brighton, MI	
To support to continue its work building the capacity and infrastructure of the Homeless Action Network of Detroit (HAND, a consortium of service providers, local government and other stakeholders that provide housing and services to the homeless), and assisting with updating and implementing Detroit's 10-year plan to end homelessness.	\$120,000
	\$120,000
Council of Michigan Foundations Grand Haven, MI	
To support the Office of the Foundation Liaison within the State of Michigan Governor's Office	\$25,000
To support annual membership	\$11,000
	\$36,000
Covenant Community Care, Inc. Detroit, MI	
To support the purchase of medical equipment for a new Federally Qualified Health Center (FQHC) site to be opened on Detroit's east side	\$145,000
	\$145,000
Cranbrook Educational Community Bloomfield Hills, MI	
To support \$500 for Art Academy, \$500 for Art Museum (restricted use - Matching Gifts Program).	\$2,000
	\$2,000
Crossroads of Michigan Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$250
	\$250
Dawn, Inc. Ann Arbor, MI	
To support the Eugene A Miller sabbatical plan of James Balmer III	\$26,000
To support treatment, outreach and transitional housing programs for addicted and alcoholic adults from Wayne County.	\$65,000
	\$91,000
Detroit Chamber Winds Southfield, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$250
	\$250

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
Detroit Educational Television Foundation Wixom, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$300
To support DetroitPerforms, a new series that will promote and encourage participation in arts and culture in Southeast Michigan	\$120,000
	\$120,300
Detroit Harmonie Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$12,500
	\$12,500
Detroit Historical Society Detroit, MI	
To support the Past>Forward Campaign	\$100,000
	\$100,000
Detroit Riverfront Conservancy, Inc. Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$1,000
To support general operations (unrestricted use - Matching Gifts Program).	\$1,000
	\$2,000
Detroit Symphony Orchestra, Inc. Detroit, MI	
To support general operations	\$300,000
To support general operations (unrestricted use - Matching Gifts Program).	\$300
	\$300,300
Detroit Zoological Society Royal Oak, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$5,000
To support general operations (unrestricted use - Matching Gifts Program)	\$200
To support general operations (unrestricted use - Matching Gifts Program).	\$2,000
	\$7,200
Dress for Success Michigan, Inc. Ypsilanti, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$60
	\$60
Eastern Market Corporation Detroit, MI	
To support the Detroit Community Kitchens Program to operate a new shared-use kitchen at Detroit's Eastern Market, and to facilitate access by various users to underutilized commercial kitchens across Detroit The grant will be paid in equal amounts of \$100,000 over two years.	\$100,000
	\$100,000
Eisenhower Dance Ensemble Southfield, MI	
To support development of its business and artistic capacity according to a four-year plan	\$17,600
	\$17,600

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
Focus: HOPE Detroit, MI	
To support general operation (unrestricted use - Matching Gifts Program).	\$600
	\$600
Forgotten Harvest, Inc. Oak Park, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$200
To support general operations (unrestricted use - Matching Gifts Program)	\$500
To support capitalization of the Operating Reserve in conjunction with the Integrated Capacity Expansion Campaign	
The grant will be paid in equal amounts of \$310,000 over two years	\$310,000
	\$310,700
Foundation Center New York, NY	
To support annual membership.	\$5,000
	\$5,000
Gleaners Community Food Bank, Inc. Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$500
	\$500
Greening of Detroit Detroit, MI	
To support the expansion of its urban agriculture work to develop urban market gardens and production-focused small farms citywide to build a food-secure Detroit.	\$125,000
To support general operations (unrestricted use - Matching Gifts Program)	\$1,500
	\$126,500
Grosse Pointe Farms Foundation Grosse Pointe Farms, MI	
To support Annual Fund (restricted use - Matching Gifts Program).	\$1,000
To support general operations (unrestricted use - Matching Gifts Program)	\$1,000
	\$2,000
Grosse Pointe Historical Society Grosse Pointe Farms, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$500
	\$500
Grosse Pointe War Memorial Association Grosse Pointe Farms, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$250
	\$250
Harvard Law School Fund Cambridge, MA	
To support general operations (unrestricted use - Matching Gifts Program).	\$1,000
	\$1,000
HAVEN, Inc. Pontiac, MI	
To support the Plant the Seeds of Hope Campaign to construct a new shelter and Family Justice Shelter for survivors of domestic violence, and two years of annual operating support of its existing shelter. The grant will be paid in two payments of \$235,000 per year (including \$85,000 annually for operations)	\$235,000
	\$235,000
Huron County Community Foundation Bad Axe, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$1,500
	\$1,500

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
Huron County Safe Place Bad Axe, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$500
	\$500
Independent Sector Washington, DC	
To support annual membership	\$11,000
	\$11,000
Jamison Temple Missionary Baptist Church Detroit, MI	
To support Benevolence (restricted use - Matching Gifts Program)	\$1,450
To support \$500 to support Pew Campaign, and \$918 to support general operations (restricted use - Matching Gifts Program)	\$1,478
	\$2,928
Japhet School Madison Heights, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$20,000
To support unrestricted educational purposes - Trustee Designation of James B. Nicholson	\$15,000
	\$35,000
Jewish Family Service of Washtenaw County Ann Arbor, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$100
	\$100
Kovno Communications Berkeley, CA	
To support Agents of Chage- Film (restricted use - Matching Gifts Program).	\$500
	\$500
Lighthouse of Oakland County, Inc. Pontiac, MI	
To support the Basic Needs Collaborative project with Crossroads of Michigan and the Hope Center. The grant will be paid in two payments of \$50,000 each. The second payment to be conditional on a substantial commitment of support raised for year 2 of the project.	\$50,000
To support general operations of Lighthouse Emergency Services	\$175,000
	\$225,000
Madonna University Livonia, MI	
To support its Bridging Lost Gaps Initiative to increase recruitment, enrollment, and retention of African American male students from Detroit. The grant will be paid in equal amounts of \$75,000 over two years.	\$75,000
	\$75,000
Matrix Theatre Company Detroit, MI	
To support ARTS3000, an administrative and fundraising collaboration of four arts organizations based in southwest Detroit	
The grant will be paid \$90,000 in the first year and \$60,000 in the second year.	\$60,000
	\$60,000
Michigan Coalition Against Domestic and Sexual Violence Okemos, MI	
To support the final phase of Building the Safety Net, a comprehensive capacity building initiative with Detroit-based agencies to increase the availability and quality of services for area survivors of domestic and sexual violence	
Payment of the grant will be conditional on a revised project budget approved by Fund staff	\$40,000
	\$40,000

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
Michigan Environmental Council Lansing, MI	
To support general operations (unrestricted use - Matching Gifts Program designation by William W Shelden, Jr)	\$300
	\$300
Michigan History Foundation Lansing, MI	
To support "Michigan Modern Design that Shaped America," an exhibition, catalogue, and Symposium	\$15,000
	\$15,000
Michigan League for Public Policy Lansing, MI	
To support research and advocacy directed at preserving and strengthening the social safety net in Michigan, and \$10,000 to support the endowment campaign underway. Payment of the funds for endowment will be conditional on MLPP having obtained financial commitments from 100% of the membership of its board of directors in support of the endowment campaign, by no later than June 1, 2013	\$40,000
To support annual membership	\$200
To support research and advocacy directed at preserving and strengthening the social safety net in Michigan, and \$10,000 to support the endowment campaign underway. Payment of the funds for endowment will be conditional on MLPP having obtained financial commitments from 100% of the membership of its board of directors in support of the endowment campaign, by no later than June 1, 2013	\$10,000
	\$50,200
Michigan Opera Theatre Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$250
To support general operations	\$150,000
	\$150,250
Michigan Roundtable for Diversity and Inclusion Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$500
	\$500
Michigan Theatre Ann Arbor, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$4,000
	\$4,000
Morehouse College Atlanta, GA	
To support Scholarship Program (restricted use - Matching Gifts Program)	\$2,000
	\$2,000
Mosaic Youth Theatre of Detroit Detroit, MI	
To support \$120,000 to support general operations: and \$120,000 of capital support for construction of a new artistic and administrative home within the new University Prep Science and Math Elementary School, located in the historic former Miller High School building. The grant will be payable \$120,000 per year for two years, divided equally between operating and campaign support.	\$120,000
	\$120,000
Museum of African American History Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$1,000
To support general operations (unrestricted use - Matching Gifts Program).	\$1,000
	\$2,000

Statement 10

8

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
St. John Health System Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$1,000
	\$1,000
St. Mary's Cathedral Memphis, TN	
To support Kenya Mission Fund (restricted use - Matching Gifts Program)	\$7,900
	\$7,900
St. Mary's Cathedral Memphis, TN	
To support Kenya Mission Fund (restricted use - Matching Gifts Program).	\$12,100
	\$12,100
St. Paul School Grosse Pointe Farms, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$1,000
	\$1,000
Stanford University Stanford, CA	
To support the W. Warren Shelden Scholarship Fund Trustee Nomination of William W. Shelden, Jr..	\$60,000
	\$60,000
Starfish Family Services Inkster, MI	
To support the Preschool Program Excellence project, to achieve teacher certification and program accreditation as part of a new Inkster Early Childhood Strategy.	\$100,000
	\$100,000
Stratford Shakespeare Festival of America Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$550
	\$550
TDC Boston, MA	
To support a research project to analyze the capital structure and financial health of a subset of the Fund's human services grantees.	\$50,000
	\$50,000
The Detroit Institute of Arts Detroit, MI	
To support Annual Fund (restricted use - Matching Gifts Program)	\$1,500
To support \$500 for FMCA and \$250 for Allan Nachman Tribute Fund (restricted use - Matching Gifts Program)	\$1,500
To support 125th Anniversary Campaign (restricted use - Matching Gifts Program).	\$1,000
To support general operations.	\$300,000
To support general operations (unrestricted use - Matching Gifts Program).	\$300
	\$304,300
Therapeutic Riding Inc. Ann Arbor, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$2,500
	\$2,500
Thomas Jefferson Foundation, Inc. Charlottesville, VA	
To support general operations of Monticello.	\$5,000
	\$5,000

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
Trinity Community Services and Educational Foundation Detroit, MI	
To support a Eugene A Miller Fellowship for Mary Ellen Howard, RSM	\$17,000
	\$17,000
Turning Point, Inc. Mt Clemens, MI	
To support the Eugene A. Miller sabbatical plan of Suzanne Coats	\$21,000
To support general operations (unrestricted use - Matching Gifts Program).	\$10,000
To support \$325,000 for the capital campaign to build a new emergency shelter and \$120,000 for general operations	
The grant will be paid \$260,000 in the first year (including \$60,000 for FY 2012 operations) and \$185,000 in the second (including \$60,000 for FY 2013).	\$185,000
	\$216,000
Tuskegee University Tuskegee Institute, AL	
To support Reuben A. and Gustine E Munday Memorial Scholarships (restricted use - Matching Gifts Program).	\$1,000
	\$1,000
United Negro College Fund, Inc. Detroit, MI	
To support scholarships for Detroit-area youth to attend historically black private colleges and universities	\$45,000
	\$45,000
United Way for Southeastern Michigan Detroit, MI	
To support general operations (unrestricted use - Matching Gifts Program).	\$7,500
To support general operations (unrestricted use - Matching Gifts Program).	\$2,000
	\$9,500
University Liggett School Grosse Pointe Woods, MI	
To support general operations (unrestricted use - Matching Gifts Program)	\$500
To support general operations (unrestricted use - Matching Gifts Program)	\$9,985
To support unrestricted educational purposes - Trustee Designation - William W Shelden, Jr .	\$15,000
	\$25,485
University of Detroit Jesuit High School and Academy Detroit, MI	
To support scholarship fund (restricted use - Matching Gifts Program).	\$1,000
To support scholarship fund (restricted use - Matching Gifts Program).	\$1,000
	\$2,000
The Regents of the University of Michigan Ann Arbor, MI	
To support Rouge River Bird Observatory (restricted use - Matching Gifts Program).	\$500
To support general operations (unrestricted use - Matching Gifts Program).	\$1,000
To support LSA Student Emergency Fund (314649) (Restricted funds - Matching Gifts Program).	\$200
	\$1,700
University of Notre Dame Notre Dame, IN	
To support general operations (unrestricted use - Matching Gifts Program).	\$5,000
	\$5,000
University of Virginia Charlottesville, VA	
To support the University Librarian's Fund for Excellence	\$10,000
	\$10,000

McGregor Fund (EIN #38-0808800)
Grants Paid from 7/1/2012 to 6/30/2013

Statement 10

Organization	Amount Paid
Wayne County SAFE Program Detroit, MI To support general operations.	\$90,000 \$90,000
Wayne State University Detroit, MI To support Damon J Keith Center for Civil Rights (restricted use - Matching Gifts Program) To support general operations for WDET (restricted use - Matching Gifts Program). To support general operations for WDET (restricted use - Matching Gifts Program).	\$2,000 \$300 \$300 \$2,600
Williams College Williamstown, MA To support general operations (unrestricted use - Matching Gifts Program)	\$1,000 \$1,000
World Medical Relief, Inc. Detroit, MI To support the Affordable Prescription Program which provides low-cost medication prescriptions for uninsured, low-income adults in metropolitan Detroit.	\$50,000 \$50,000
Wyoming Seminary Kingston, PA To support general operations (unrestricted use - Matching Gifts Program)	\$500 \$500
<i>17-Mar-14</i>	
Total Grant Payments:	\$4,914,123

McGregor Fund (EIN #38-0808800)
Schedule for Grants Approved for Future Payment

Statement 11

Organization	Amount to be Paid
Alternatives for Girls Detroit, MI To support the Emergency Shelter/Transition to Independent Living and Street Outreach programs for young women ages 13 to 21, \$200,000 and \$300,000 for working capital as part of the Securing AFG's Future Campaign. Payments will be made \$500,000 in the first year and \$200,000 Scheduled to be paid on July 16, 2013	\$200,000
Community Foundation for Southeast Michigan Detroit, MI To support construction of a public patio space, as part of a larger collaborative project to construct the Dequindre Cut North, a stretch of recreational greenway connecting the riverfront with Eastern Market and Midtown. The grant will be paid in equal amounts of. Scheduled to be paid on July 16, 2013. To support construction of a public patio space, as part of a larger collaborative project to construct the Dequindre Cut North, a stretch of recreational greenway connecting the riverfront with Eastern Market and Midtown. The grant will be paid in equal amounts of. Scheduled to be paid on July 31, 2014.	\$300,000
Community Health and Social Services Center, Inc. Detroit, MI To support the Eugene A. Miller sabbatical plan of J Ricardo Guzman. Scheduled to be paid on July 1, 2014	\$16,000 \$16,000
Council of Michigan Foundations Grand Haven, MI To support the Office of the Foundation Liaison within the State of Michigan Governor's Office. Scheduled to be paid on January 15, 2014.	\$25,000
Council on Foundations Arlington, VA To support annual membership. Scheduled to be paid on December 23, 2013.	\$18,800 \$18,800
Crossroads of Michigan Detroit, MI To support emergency human services, including case management, transportation assistance, prescription drug support, employment assistance and emergency food. Scheduled to be paid on July 16, 2013	\$100,000 \$100,000
Dawn, Inc. Ann Arbor, MI To support the Eugene A. Miller sabbatical plan of James Balmer III. Scheduled to be paid on August 9, 2013.	\$13,000 \$13,000
Detroit Historical Society Detroit, MI To support the Past>Forward Campaign, including \$400,000 for general operations of the Detroit Historical Museums and \$400,000 for capital costs. The grant will be paid in equal payments of \$200,000 over four years. Scheduled to be paid on January 15, 2014.	\$200,000 \$200,000
Eastern Market Corporation Detroit, MI To support the Detroit Community Kitchens Program to operate a new shared-use kitchen at Detroit's Eastern Market, and to facilitate access by various users to underutilized commercial kitchens across Detroit. The grant will be paid in equal amounts of \$100,000 over. Scheduled to be paid on April 30, 2014	\$100,000 \$100,000

McGregor Fund (EIN #38-0808800)
Schedule for Grants Approved for Future Payment

Statement 11

Organization	Amount to be Paid
Fair Food Network Ann Arbor, MI To support the expansion of the Double Up Food Bucks Project from farmers' markets to grocery stores in Detroit. The grant will \$50,000 be paid in equal payments of \$50,000 over two years Scheduled to be paid on July 16, 2013	\$50,000
Forgotten Harvest, Inc. Oak Park, MI To support capitalization of the Operating Reserve in conjunction with the Integrated Capacity Expansion Campaign The grant \$310,000 will be paid in equal amounts of \$310,000 over two years Scheduled to be paid on April 30, 2014	\$310,000
Funders' Network for Smart Growth and Livable Communities Coral Gables, FL To support annual membership. Scheduled to be paid on October 11, 2013	\$1,000 \$1,000
Greening of Detroit Detroit, MI To support the expansion of its urban agriculture work to develop urban market gardens and production-focused small farms citywide to build a food-secure Detroit Scheduled to be paid on March 24, 2014	\$125,000 \$125,000
Homeless Action Network of Detroit HAND Detroit, MI To support build its capacity, with the primary goal to become a Unified Funding Agency to administer public funding for, and evaluate the performance of, housing and services for homeless persons in Detroit, Highland Park and Hamtramck The grant will be paid \$200 Scheduled to be paid on December 17, 2013	\$100,000
Local Initiatives Support Corporation-Detroit Detroit, MI To support the 2013 work plan, specifically the activities and costs associated with Detroit LISC's role as a community development financial intermediary (CDFI) Scheduled to be paid on July 16, 2013	\$200,000 \$200,000
Madonna University Livonia, MI To support its Bridging Lost Gaps Initiative to increase recruitment, enrollment, and retention of African American male students from Detroit The grant will be paid in equal amounts of \$75,000 over two years Scheduled to be paid on April 30, 2014.	\$75,000
Michigan Future, Inc. Ann Arbor, MI To support the Metro Detroit High School Accelerator Project, a collaborative initiative of MFI and several local foundations Scheduled to be paid on July 16, 2013. To support the development of expanded dual-enrollment opportunities for students attending high schools supported by Michigan Future. Scheduled to be paid on July 16, 2013	\$300,000 \$110,000 \$410,000
Michigan Nonprofit Association Lansing, MI To support annual membership. Scheduled to be paid on October 30, 2013	\$5,000 \$5,000
Mosaic Youth Theatre of Detroit Detroit, MI To support \$120,000 to support general operations; and \$120,000 of capital support for construction of a new artistic and administrative home within the new University Prep Science and Math Elementary School, located in the historic former Miller High School building Scheduled to be paid on April 30, 2014.	\$120,000 \$120,000

McGregor Fund (EIN #38-0808800)
Schedule for Grants Approved for Future Payment

Statement 11

	Amount to be Paid
Organization	
Sphinx Organization, Inc. Detroit, MI	
To support Detroit-area educational programs for youth. The grant will be paid in equal payments of \$60,000 over three years \$60,000 Second and third payments conditional upon organization maintaining steady levels and quality of local programming. Scheduled to be paid on October 10, 2013	
	\$60,000
Starfish Family Services Inkster, MI	
To support the Preschool Program Excellence project, to achieve teacher certification and program accreditation as part of a new \$100,000 Inkster Early Childhood Strategy Scheduled to be paid on January 15, 2014	
	\$100,000
Teach For America New York, NY	
To support expand the number of TFA corps members working as teachers in Detroit public and charter schools The grant will be \$150,000 paid in equal payments of \$150,000 over two years Scheduled to be paid on July 16, 2013	
	\$150,000
The Baldwin Center, Inc. Pontiac, MI	
To support food, clothing, educational programs and cultural opportunities for economically disadvantaged individuals and families \$50,000 Scheduled to be paid on July 16, 2013	
	\$50,000
The Center for Michigan, Inc. Ann Arbor, MI	
To support general operations. in recognition of the Center's public interest journalism. Scheduled to be paid on July 16, 2013. \$30,000	
	\$30,000
Turning Point, Inc. Mt Clemens, MI	
To support the Eugene A. Miller sabbatical plan of Suzanne Coats Scheduled to be paid on April 3, 2014	
	\$10,000
University of Michigan/Dearborn Dearborn, MI	
To support to launch the Public Allies Metropolitan Detroit program. Scheduled to be paid on July 16, 2013	\$95,000
To support to launch the Public Allies Metropolitan Detroit program. Scheduled to be paid on July 31, 2014.	\$85,000
	\$180,000
<i>04-Apr-14</i>	
Total Grants Approved for Future Payment:	\$2,948,800

McGregor Fund
38-0808800
Form 990-PF
for the year ended June 30, 2013

Part VIII Line 1 - Officers Directors and Trustees

STATEMENT 8

	Title & Time Devoted to Position	Compensation	Benefits	Expenses
C. David Campbell 333 W. Fort St. Suite 2090 Detroit, MI 48226	President & Secretary Full-Time/40+ Hours/week	370,184.62 ①	101,603.03 ②	6,568.79
James B. Nicholson 333 W. Fort St. Suite 2090 Detroit, MI 48226	Chairman 85 hours/year	volunteer		
Ruth R. Glancy 333 W. Fort St. Suite 2090 Detroit, MI 48226	Vice-Chairman 85 hours/year	volunteer		
William W. Sheldon, Jr. 333 W. Fort St. Suite 2090 Detroit, MI 48226	Treasurer 85 hours/year	volunteer		
Gerard M. Anderson 333 W. Fort St. Suite 2090 Detroit, MI 48226	Trustee 85 hours/year	volunteer		
Cynthia Ford 333 W. Fort St. Suite 2090 Detroit, MI 48226	Trustee 85 hours/year	volunteer		
Denise J. Lewis 333 W. Fort St. Suite 2090 Detroit, MI 48226	Trustee 85 hours/year	volunteer		
Reuben A. Munday 333 W. Fort St. Suite 2090 Detroit, MI 48226	Trustee 85 hours/year	volunteer		
Susan Schooley, MD 333 W. Fort St. Suite 2090 Detroit, MI 48226	Trustee 85 hours/year	volunteer		
Total		\$370,185		

① C David Campbell is compensated for his duties as President (full-time staff) of the McGregor Fund, not as a Trustee or Officer of the Board. This amount includes benefits earned, in a non-qualified deferred compensation plan, during the fiscal year of which a portion will be paid in a future year.

② Includes costs of retirement plans, medical, life and disability insurance benefits.

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

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

OMB No 1545-0172

2012Attachment
Sequence No **179**

Name(s) shown on return

McGregor Fund

Business or activity to which this form relates

Identifying number

38-0808800

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

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

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions.	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11.	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12. ▶	13	

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

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

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

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

17	MACRS deductions for assets placed in service in tax years beginning before 2012.	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here. ▶ <input type="checkbox"/>		

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

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

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

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	5,925.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions.	22	5,925.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

BAA For Paperwork Reduction Act Notice, see separate instructions.

FDIZ0812 08/19/12

Form 4562 (2012)

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

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

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

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

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	

26 Property used more than 50% in a qualified business use								
2010 Mercury Milan	10/16/09	100.00	29,626.	28,626.	5.00	SL	5,925.	

27 Property used 50% or less in a qualified business use								

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28** 5,925.

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29**

Section B — Information on Use of Vehicles

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

		(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30	Total business/investment miles driven during the year (do not include commuting miles).	3,205											
31	Total commuting miles driven during the year	5,460											
32	Total other personal (noncommuting) miles driven	4,679											
33	Total miles driven during the year. Add lines 30 through 32	13,344											
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34	Was the vehicle available for personal use during off-duty hours?	X											
35	Was the vehicle used primarily by a more than 5% owner or related person?		X										
36	Is another vehicle available for personal use?	X											

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

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

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

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

Part VI Amortization

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