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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning APR 1, 2013, and ending MAR 31, 2014

Name of foundation
MCMAHON FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. BOX 2156

City or town, state or province, country, and ZIP or foreign postal code
LAWTON, OK 73502

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 57,949,324.** **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
73-0664314

B Telephone number
(580) 355-4622

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	404.	404.	404.	STATEMENT 1
4	Dividends and interest from securities	1,295,664.	1,295,664.	1,295,664.	STATEMENT 2
5a	Gross rents	9,000.	9,000.	9,000.	STATEMENT 3
b	Net rental income or (loss)	9,000.			
6a	Net gain or (loss) from sale of assets not on line 10	457,337.			
b	Gross sales price for all assets on line 6a	12,142,137.			
7	Capital gain net income (from Part IV, line 2)		457,337.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	584,866.	584,866.	0.	STATEMENT 4
12	Total. Add lines 1 through 11	2,347,271.	2,347,271.	1,305,068.	
13	Compensation of officers, directors, trustees, etc.	49,083.	36,812.	36,812.	12,271.
14	Other employee salaries and wages	40,355.	15,155.	15,155.	25,200.
15	Pension plans, employee benefits	1,440.	1,008.	1,008.	432.
16a	Legal fees				
b	Accounting fees STMT 5	41,204.	41,204.	41,204.	0.
c	Other professional fees STMT 6	77,319.	77,319.	77,319.	0.
17	Interest				
18	Taxes STMT 7	48,728.	37,765.	37,765.	3,814.
19	Depreciation and depletion	7,555.	156.	156.	
20	Occupancy	40,077.	8,856.	8,856.	31,221.
21	Travel, conferences, and meetings	303.	0.	0.	0.
22	Printing and publications				
23	Other expenses STMT 8	24,406.	23,985.	23,985.	421.
24	Total operating and administrative expenses. Add lines 13 through 23	330,470.	242,260.	242,260.	73,359.
25	Contributions, gifts, grants paid	2,453,039.			2,453,039.
26	Total expenses and disbursements. Add lines 24 and 25	2,783,509.	242,260.	242,260.	2,526,398.
27	Subtract line 26 from line 12	-436,238.			
a	Excess of revenue over expenses and disbursements		2,105,011.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			1,062,808.	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing		200.	200.	200.
	2	Savings and temporary cash investments		2,033,398.	180,807.	180,807.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		2,122,302.	3,446,680.	3,407,093.
	b	Investments - corporate stock STMT 10		39,003,627.	38,988,022.	45,290,012.
	c	Investments - corporate bonds STMT 11		5,582,438.	5,705,651.	5,785,173.
Liabilities	11	Investments - land, buildings, and equipment basis ▶ 66,100.				
		Less: accumulated depreciation ▶		66,100.	66,100.	200,000.
	12	Investments - mortgage loans				
	13	Investments - other STMT 12		44,048.	43,891.	1,264,711.
	14	Land, buildings, and equipment basis ▶ 559,882.				
		Less: accumulated depreciation ▶ 364,070.		203,211.	195,812.	1,706,608.
	15	Other assets (describe ▶ STATEMENT 13)		13,646.	6,290.	114,720.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		49,068,970.	48,633,453.	57,949,324.
	17	Accounts payable and accrued expenses		3,074.	3,795.	
	18	Grants payable		756,331.	484,293.	
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		759,405.	488,088.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		37,060,128.	36,841,245.	
	25	Temporarily restricted				
	26	Permanently restricted		11,249,437.	11,304,120.	
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		48,309,565.	48,145,365.	
	31	Total liabilities and net assets/fund balances		49,068,970.	48,633,453.	

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	48,309,565.
2	Enter amount from Part I, line 27a	2	-436,238.
3	Other increases not included in line 2 (itemize) ▶ DECREASE IN GRANTS PAYABLE	3	272,038.
4	Add lines 1, 2, and 3	4	48,145,365.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,145,365.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SUMMARY OF GAINS/LOSSES - SEE SUPPORTING				
b SCHEDULE		P	VARIOUS	03/31/14
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 12,142,137.		11,684,800.	457,337.
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			457,337.
c			
d			
e			
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2 457,337.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3 457,337.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,534,372.	50,500,456.	.050185
2011	2,458,281.	52,071,607.	.047210
2010	2,423,734.	51,401,461.	.047153
2009	2,547,608.	48,114,761.	.052949
2008	2,682,837.	50,989,169.	.052616

2 Total of line 1, column (d)	2	.250113
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	.050023
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	54,380,261.
5 Multiply line 4 by line 3	5	2,720,264.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,050.
7 Add lines 5 and 6	7	2,741,314.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	2,526,398.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	42,100.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	42,100.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	42,100.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	25,240.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	25,240.
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	16,860.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OK</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13		X
14	The books are in care of ► DANA PARRISH Located at ► 714-716 AVENUE C LAWTON, OK	Telephone no ► 580-355-4622 ZIP+4 ► 73501		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANA PARRISH 1018 SE ALTA LANE, LAWTON, OK 73501	EXECUTIVE SECRETARY 40.00	49,083.	1,440.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 630 FIFTH AVENUE, NEW YORK, NY 10111	INVESTMENT COUNSEL	77,319.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 15	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	52,693,604.
b	Average of monthly cash balances	1b	881,352.
c	Fair market value of all other assets	1c	1,633,431.
d	Total (add lines 1a, b, and c)	1d	55,208,387.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	55,208,387.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	828,126.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,380,261.
6	Minimum investment return. Enter 5% of line 5	6	2,719,013.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,719,013.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	42,100.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	42,100.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,676,913.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,676,913.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,676,913.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,526,398.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,526,398.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,526,398.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,676,913.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,438,694.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,526,398.				
a Applied to 2012, but not more than line 2a			2,438,694.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				87,704.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,589,209.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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)

	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
3 Subtract line 2d from line 2c. 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 address of the person to whom applications should be addressed.

DANA PARRISH, P.O. BOX 2156, LAWTON, OK. 73502, (580) 355-4622

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

NATURE OF THE ORGANIZATION AND THE PURPOSE OF THE GRANT REQUEST.

c Any submission deadlines

NONE

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

NO GRANTS MADE OUTSIDE THE STATE OF OKLAHOMA.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 15				
Total			3a	0.
b Approved for future payment				
SEE STATEMENT 16				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	404.		
4 Dividends and interest from securities			14	1,295,664.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property			16	9,000.		
6 Net rental income or (loss) from personal property						
7 Other investment income			14	584,866.		
8 Gain or (loss) from sales of assets other than inventory						457,337.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		1,889,934.		457,337.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,347,271.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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


Signature of officer or trustee


16-30-14
Date

Chairman

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name GARY A. DAVIDSON	Preparer's signature 	Date 6-18-14	Check <input type="checkbox"/> if self-employed	PTIN P00218822
Firm's name ▶ DAVIDSON FREEDLE ESPENHOVER & OVERBY, P			Firm's EIN ▶ 74-2933856	
Firm's address ▶ 222 SIDNEY BAKER SOUTH, SUITE 635 KERRVILLE, TX 78028			Phone no 830-896-1100	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	404.	404.	404.
TOTAL TO PART I, LINE 3	404.	404.	404.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PRIMARILY BESSEMER TRUST	1,295,664.	0.	1,295,664.	1,295,664.	1,295,664.
TO PART I, LINE 4	1,295,664.	0.	1,295,664.	1,295,664.	1,295,664.

FORM 990-PF RENTAL INCOME STATEMENT 3

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

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS	584,866.	584,866.	584,866.
TOTAL TO FORM 990-PF, PART I, LINE 11	584,866.	584,866.	584,866.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAVIDSON, FREEDLE, ESPENHOVER & OVERBY, P.C., AUDITING & 990PF	41,204.	41,204.	41,204.	0.
TO FORM 990-PF, PG 1, LN 16B	41,204.	41,204.	41,204.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST MANAGEMENT FEES	77,319.	77,319.	77,319.	0.
TO FORM 990-PF, PG 1, LN 16C	77,319.	77,319.	77,319.	0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	31,448.	37,765.	37,765.	3,814.
PAYROLL TAXES	6,841.	0.	0.	0.
FEDERAL EXCISE TAXES	7,149.	0.	0.	0.
STATE UNEMPLOYMENT TAXES	3,290.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	48,728.	37,765.	37,765.	3,814.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	24,406.	23,985.	23,985.	421.
TO FORM 990-PF, PG 1, LN 23	24,406.	23,985.	23,985.	421.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENTS SUPPORTING SCHEDULE	X		3,446,680.	3,407,093.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,446,680.	3,407,093.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,446,680.	3,407,093.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENTS SUPPORTING SCHEDULE	38,988,022.	45,290,012.
TOTAL TO FORM 990-PF, PART II, LINE 10B	38,988,022.	45,290,012.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENTS SUPPORTING SCHEDULE	5,705,651.	5,785,173.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,705,651.	5,785,173.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL & GAS PROPERTY	COST	43,891.	1,264,711.
TOTAL TO FORM 990-PF, PART II, LINE 13		43,891.	1,264,711.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
JEWELRY	6,290.	6,290.	114,720.
ACCRUED INTEREST PURCHASED	7,356.	0.	0.
TO FORM 990-PF, PART II, LINE 15	13,646.	6,290.	114,720.

FORM 990-PF

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

STATEMENT 14

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

THE MCMAHON FOUNDATION
FYE March 31, 2014

Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Arts For All, Inc. PO Box 592 Lawton, OK 73502	Public charity	Support community arts	20,000.00
Cameron University 2800 W. Gore Blvd. Lawton, OK 73505	Tax exempt	Scholarships	105,000.00
Cameron University Foundation 2800 W. Gore Blvd. Lawton, OK 73507	Public foundation 23-7168952	Special scholarship fund	10,000.00
Cancer Centers of SW Oklahoma PO Box 129 Lawton, OK 73502	Public charity	Support special program	60,000.00
Center for Creative Living 3501 SW Dr. Elsie Hamm Dr. Lawton, OK 73505	Public charity	Support	35,000.00
Comanche County Memorial Hospital PO Box 129 Lawton, OK 73502	Tax exempt	Construction of new facility	327,000.00
Comanche County Memorial Hospital Foundation 3401 W. Gore Blvd. Lawton, OK 73505	Public foundation 73-1424430	Support special program	2,000.00
Comanche County Saddle & Sirloin Club PO Box 2009 Lawton, OK 73502	Public charity	Support youth programs	5,000.00
Elgin Public Schools PO Box 369 Elgin, OK 73538	Tax exempt	Capital improvements	100,000.00
Town of Fletcher PO Box 448 Fletcher, OK 73541	Tax exempt	Purchase kitchen equipment	20,000.00
Friends of the Lawton Public Library 110 SW 4th St. Lawton, OK 73501	Public charity	Support special program	3,000.00

THE MCMAHON FOUNDATION
FYE March 31, 2014

NAME & ADDRESS	Grants Paid During the Year FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Great Plains Technology Center 4500 W. Lee Blvd. Lawton, OK 73505	Tax exempt	Construction of new building	850,000.00
Great Plains Technology Ctr. Found. 4500 W. Lee Blvd. Lawton, OK 73505	Public foundation 73-1108753	Scholarships	50,038.55
Lawton Area Reading Council c/o Brenda Ivey 721 NW 46th St. Lawton, OK 73505-4932	Public charity	Support special program	6,000.00
Lawton Arts & Humanities Council PO Box 1054 Lawton, OK 73502	Tax exempt	Support special program	3,000.00
Lawton Philharmonic Society PO Box 1473 Lawton, OK 73502	Public charity	Support	25,500.00
Lawton Public Schools PO Box 1009 Lawton, OK 73502	Tax exempt	Purchase activity buses and internet network switches	405,000.00
Museum of the Great Plains Authority 601 NW Ferris Ave. Lawton, OK 73507	Public Charity	Remodel exhibition area	250,000.00
Prevent Blindness Oklahoma 6 N.E. 63rd Street, Suite 150 Oklahoma City, Ok 73105-1400	Public charity	Vision screenings for children	1,500.00
Sterling Public Schools PO Box 158 Sterling, OK 73567	Tax exempt	Capital improvements	25,000.00
University of Oklahoma Foundaiton 100 Timberdell Rd. Norman, OK 73019	Public foundation 73-6091755	Scholarships	100,000.00
United Way of Lawton-Ft. Sill 1118 SW A Avenue Lawton, OK 73501	Public charity	Annual support	50,000.00
Total			<u><u>2,453,038.55</u></u>

THE MCMAHON FOUNDATION
FYE March 31, 2014
Grants Contributions Approved for Future Payments

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Great Plains Technology Ctr Found 4500 W. Lee Blvd Lawton, OK 73505	Public foundation 73-1108753	Scholarships	34,292.70
Great Plains Technology Center 4500 W. Lee Blvd. Lawton, OK 73505	Tax exempt	Construction of new building	450,000.00
Total			<u>484,292.70</u>

THE MCMAHON FOUNDATION
FORM 990-PF, PART I, LINE 19

73-0664314

DEPRECIATION & DEPLETION

<u>DESCRIPTION</u>	<u>ACQUIRED</u>	<u>COST</u>	<u>METHOD</u>	<u>PRIOR YEARS' DEPREC.</u>	<u>RATE OR LIFE</u>	<u>2014 DEPREC.</u>
FOUNDATION BUILDING	VARIOUS	157,884	SL	136,329	50	2,158
BUILDING, FURNITURE & EQUIPMENT	VARIOUS	224,446	SL	209,713	5-10	3,585
OFFICE FURNITURE & EQUIPMENT	VARIOUS	14,912	SL	10,630	5-10	1656
LAND	VARIOUS	<u>162,640</u>	L	<u> </u>		<u> </u>
TOTAL DEPRECIABLE ASSETS		<u>559,882</u>		<u>356,672</u>		<u>7,399</u>

DEPLETABLE ASSETS

OIL AND GAS ROYALTIES	<u>685,254</u>	COST	<u>641,206</u>	<u>156</u>
	<u>1,245,136</u>		<u>997,878</u>	<u>7,555</u>

THE MCMAHON FOUNDATION
FORM 990-PF

73-0664314

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

<u>ASSET</u>	<u>COST</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>
BUILDING	157,884	138,487	19,397
FURNITURE & FIXTURES	224,446	213,298	11,148
OFFICE FURNITURE & FIXTURES	14,912	12,285	2,627
REAL ESTATE	155,437	0	155,437
REAL ESTATE - LOT 26	<u>7,203</u>	<u>0</u>	<u>7,203</u>
TOTAL	<u>559,882</u>	<u>364,070</u>	<u>195,812</u>

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF UNITED STATES GOVERNMENT OBLIGATIONS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2014

Treasury Notes and Bills	Balance, March 31, 2013			Purchased			Discount (Premium) Amortization	Matured/Sold		Balance, March 31, 2014		Approximate Market Value	Interest Received Year Ended March 31, 2014
	Principal		Cost	Principal		Cost		Principal		Cost			
USTN, 2.5% 2-28-15				\$ 1,297,000	\$ 1,296,949			\$ 1,297,000	\$ 1,296,949	\$ 1,537,000	\$ 1,532,180	\$ 1,535,370	\$ 1,077
USTN, 2.5% 12-15-15				1,537,000	1,530,573	\$ 1,607							1,003
USTN 2.75% 12/31/17	\$ 144,000	\$ 153,307						144,000	153,307	962,000	1,365,505	1,312,302	3,508
USTB 7.25% 8/15/22	962,000	1,420,528				(55,023)							63,387
	\$ 1,106,000	\$ 1,573,835	\$ 2,834,000	\$ 2,827,522		\$ (53,417)	\$ (53,417)	\$ 1,441,000	\$ 1,450,256	\$ 2,499,000	\$ 2,897,684	\$ 2,847,672	\$ 68,975

<u>Federal Home Loan Mortgage and Farm Credit</u>													
375%, 4/28/14	\$ 44,000	\$ 43,956		\$ 200,000	\$ 200,554	\$ (32)		\$ 44,000	\$ 43,956	\$ 200,000	\$ 200,522	\$ 200,490	\$ 176
1%, 3-8-17													228
2.75%, 3/13/15	300,000	300,041				(2)				300,000	300,039	307,350	8,250
4.75%, 12/12/14	200,000	204,470				(2,682)		150,000	153,353	50,000	48,435	51,581	9,084
	\$ 544,000	\$ 548,467	\$ 200,000	\$ 200,554		\$ (2,716)	\$ (2,716)	\$ 194,000	\$ 197,309	\$ 550,000	\$ 548,996	\$ 559,421	\$ 17,738

SUPPLEMENTAL SCHEDULE OF CORPORATE AND GOVERNMENT BONDS (MODIFIED CASII BASIS)

**Interest
Received,**

See Independent Auditors' Report and Notes to Financial Statements

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF GAINS AND LOSSES ON SALES OF INVESTMENTS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2014

	SHARES, PRINCIPAL, OR UNITS	COST	SALES PRICE	GAIN (LOSS)
Ace, Ltd	500	\$ 27,318	\$ 49,876	\$ 22,558
Accenture PLC	975	54,588	79,276	24,688
Aetna, Inc.	750	32,952	46,223	13,271
Air Products & Chemicals	500	44,330	53,054	8,724
Allianz Aktienges ADR	4,350	46,064	69,955	23,891
Avago Technologies	750	26,521	32,907	6,386
Barrick Gold Corp	1,650	77,845	30,237	(47,608)
BHP Billiton PLC	1,000	57,036	57,346	310
BNP Paribas	2,000	53,377	74,154	20,777
China Construction	7,675	113,832	99,320	(14,512)
Coach, Inc.	1,550	86,165	83,673	(2,492)
CVS /Caremark, Corp.	450	17,041	31,364	14,323
Detroit Energy Co	700	34,851	46,725	11,874
Dollar General	750	32,526	43,019	10,493
East Japan Rail ADR	6,475	65,751	94,022	28,271
Embraer SA ADR	2,850	79,858	95,089	15,231
ENI SPA ADR	1,500	63,688	69,623	5,935
Exelon Corp.	2,000	81,966	61,560	(20,406)
IBM	710	133,686	127,376	(6,310)
Illinois Tool Works	700	47,797	58,079	10,282
Johnson & Johnson	1,550	99,070	131,513	32,443
KDDI Corp	9,500	82,546	112,132	29,586
Kon Ahold ADR	9,375	123,429	154,388	30,959
Lowes	1,850	54,709	78,423	23,714
Macy's, Inc.	750	26,521	39,395	12,874
Magna International, Inc.	1,025	41,695	58,809	17,114
Marathon Oil Corporation	1,250	36,387	44,429	8,042
Microsoft Corp	5,150	146,296	172,806	26,510
Mylan, Inc.	1,500	61,884	79,104	17,220
Nielsen Holdings	1,500	49,560	59,911	10,351
Nikon Corp	4,000	108,163	67,245	(40,918)
Nordea BK Sweden AB ADR	6,800	51,740	81,477	29,737
Old Westbury Global Opportunity Fd	235,149	1,744,507	1,900,000	155,493
Old Westbury Global Small Cap Fund	86,906	1,012,329	1,500,000	487,671
Old Westbury Real Return Fund	199,259	2,467,163	1,681,400	(785,763)
Sinopec/China	800	65,780	68,047	2,267
SSE PLC	3,100	64,757	73,437	8,680
Suncorp Group	6,450	55,805	78,206	22,401
Teva Pharmaceuticals	3,075	131,615	114,772	(16,843)
Thermo Fisher Scientific	3,000	109,926	156,974	47,048
Total SA ADR	2,600	133,738	163,889	30,151
United Health Group	1,975	96,426	142,339	45,913
Viacom, Inc	1,600	102,981	134,074	31,093
Vodafone	2,750	75,341	90,218	14,877
Walgreen	3,000	108,862	171,956	63,094
Waste Management	2,200	73,435	88,039	14,604
Zimmer Holdings	500	31,626	47,048	15,422
USTN, .25%, Due 2-28-15	165,000	164,994	165,058	64
USTN, .25%, Due 2-28-15	1,132,000	1,131,956	1,131,602	(354)
USTN, 2.75%, Due 12-31-17	144,000	153,307	154,074	767

See independent Auditors' Report and Notes to Financial Statement

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF GAINS AND LOSSES ON SALES OF INVESTMENTS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2014

	SHARES, PRINCIPAL, OR UNITS	COST	SALES PRICE	GAIN (LOSS)
FHLM, .0375%, Due 4-28-14	44,000	43,956	44,047	91
FHLB, 4.75%, Due 12-12-14	150,000	153,353	157,208	3,855
Bank of New York Mellon, 4.3%, Due 5-15-14	192,000	195,176	195,969	793
Bank of New York Mellon, 2.95%, Due 6-18-15	200,000	199,890	207,720	7,830
Costco, 1.125%, Due 12-15-17	200,000	199,963	196,968	(2,995)
Credit Suisse, 5.125%, Due 1-15-14	200,000	202,803	200,000	(2,803)
Cysco, 5.5%, Due 2-22-16	150,000	147,740	142,719	(5,021)
Eli Lilly & Co., 4.2%, 3-6-14	204,484	203,055	204,484	1,429
Energy NW Washington Electric, 2.147%, Due 7	200,000	203,163	200,426	(2,737)
Praxair, Inc., 1.05%, Due 11-7-17	200,000	199,929	197,486	(2,443)
Shell International, 4%, Due 3-21-14	150,000	152,032	151,467	(565)
		<u>\$ 11,684,800</u>	<u>\$ 12,142,137</u>	<u>\$ 457,337</u>