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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

Name of foundation
THE MCLAIN FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)
3560 LENOX ROAD NE

City or town, state or province, country, and ZIP or foreign postal code
ATLANTA, GA 30326

Room/suite
2800

A Employer identification number
20-1865497

B Telephone number
404-968-8100

C If exemption application is pending, check here

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

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

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

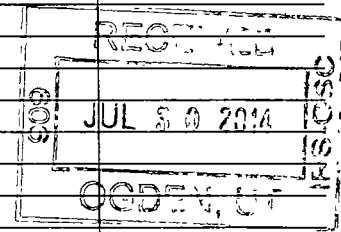
G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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)
\$ 1,233,221. (Part I, column (d) must be on cash basis.)

J Accounting method:
 Cash
 Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	350,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	22,435.	22,435.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,750.			
	b Gross sales price for all assets on line 6a	291,977.			
	7 Capital gain net income (from Part IV, line 2)		29,750.		
	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					
12 Total. Add lines 1 through 11		402,185.	52,185.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2	1,675.	0.	1,675.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 3	1,776.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 4	193.	0.	193.
	24 Total operating and administrative expenses. Add lines 13 through 23		3,644.	0.	1,868.
	25 Contributions, gifts, grants paid		116,953.		116,953.
26 Total expenses and disbursements. Add lines 24 and 25		120,597.	0.	118,821.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		281,588.			
b Net investment income (if negative, enter -0-)			52,185.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED JUL 31 2014

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			
	2 Savings and temporary cash investments	33,441.	17,156.	17,156.
	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			
	b Investments - corporate stock STMT 5	723,657.	1,022,930.	1,216,065.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	757,098.	1,040,086.	1,233,221.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 6)	100.	1,500.	
	23 Total liabilities (add lines 17 through 22)	100.	1,500.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	756,998.	1,038,586.		
30 Total net assets or fund balances	756,998.	1,038,586.		
31 Total liabilities and net assets/fund balances	757,098.	1,040,086.		

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	756,998.
2 Enter amount from Part I, line 27a	2	281,588.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,038,586.
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	1,038,586.

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 PUBLICLY TRADED SECURITIES			
b CAPITAL GAINS DIVIDENDS			
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 284,309.		262,227.	22,082.
b 7,668.			7,668.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			22,082.
b			7,668.
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	29,750.
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	N/A

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	70,141.	821,965.	.085333
2011	94,757.	800,017.	.118444
2010	109,218.	892,147.	.122422
2009	108,887.	963,740.	.112984
2008	142,263.	989,616.	.143756

2 Total of line 1, column (d)	2	.582939
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	.116588
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,039,818.
5 Multiply line 4 by line 3	5	121,230.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	522.
7 Add lines 5 and 6	7	121,752.
8 Enter qualifying distributions from Part XII, line 4	8	118,821.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,044.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,044.
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	1,044.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,200.
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	1,200.
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	156.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 156. <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

N/A

STMT 7

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MICHAEL A. MCLAIN</u> Telephone no. ► <u>404-968-8100</u> Located at ► <u>3560 LENOX ROAD NE, SUITE 2800, ATLANTA, GA</u> ZIP+4 ► <u>30326</u>			
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 type="checkbox"/> Yes <input checked="" 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	N/A	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. ► _____, _____, _____	2b	
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

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 8		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
NONE				

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,033,207.
b	Average of monthly cash balances	1b	22,446.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,055,653.
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	1,055,653.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,835.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,039,818.
6	Minimum investment return. Enter 5% of line 5	6	51,991.

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	51,991.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,044.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,044.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,947.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	50,947.
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	50,947.

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	118,821.
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	118,821.
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	118,821.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				50,947.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	92,892.			
b From 2009	60,810.			
c From 2010	65,097.			
d From 2011	55,178.			
e From 2012	30,019.			
f Total of lines 3a through e	303,996.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 118,821.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				50,947.
e Remaining amount distributed out of corpus	67,874.			
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	371,870.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(j)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	92,892.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	278,978.			
10 Analysis of line 9:				
a Excess from 2009	60,810.			
b Excess from 2010	65,097.			
c Excess from 2011	55,178.			
d Excess from 2012	30,019.			
e Excess from 2013	67,874.			

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)

	Tax year				(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					
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).)

MICHAEL A. MCLAIN

- 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:
-
- b The form in which applications should be submitted and information and materials they should include:
-
- c Any submission deadlines:
-
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

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
<p><i>a Paid during the year</i></p> <p>AFTD 290 KING OF PRUSSIA ROAD, SUITE 320 RADNOR, PA 19087</p>	N/A	501(C)(3)	GENERAL PURPOSE	750.
<p>AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA, GA 30303</p>	N/A	501(C)(3)	GENERAL PURPOSE	100.
<p>AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231</p>	N/A	501(C)(3)	GENERAL PURPOSE	100.
<p>AMERICAN RED CROSS 2025 EAST STREET NW WASHINGTON, DC 20006</p>	N/A	501(C)(3)	GENERAL PURPOSE	1,000.
<p>ATLANTA BALLET 1695 MARIETTA BOULEVARD NW ATLANTA, GA 30318</p>	N/A	501(C)(3)	GENERAL PURPOSE	800.
<p>Total</p>	<p>SEE CONTINUATION SHEET(S)</p>			<p>116,953.</p>
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>				<p>0.</p>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, and 13 Total.

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

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

Table with 2 columns: Line No and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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: *Michael A. Mc...* Date: 12/17/14 Title: President

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name WILLIAM C. LANKFORD	Preparer's signature <i>[Signature]</i>	Date 7/24/14	Check <input type="checkbox"/> if self-employed	PTIN P00577880
	Firm's name ▶ MOORE STEPHENS TILLER LLC			Firm's EIN ▶ 58-0673524	
	Firm's address ▶ 780 JOHNSON FERRY RD., STE. 325 ATLANTA, GA 30342			Phone no. 404-256-1606	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE MCLAIN FAMILY FOUNDATION, INC.

Employer identification number

20-1865497

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE MCLAIN FAMILY FOUNDATION, INC.	Employer identification number 20-1865497
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>MCLAIN CAPITAL PARTNERS, LLC</u> <u>3560 LENOX ROAD NE, SUITE 2800</u> <u>ATLANTA, GA 30326</u>	\$ <u>350,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE MCLAIN FAMILY FOUNDATION, INC.

20-1865497

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE MCLAIN FAMILY FOUNDATION, INC.	Employer identification number 20-1865497
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVENUE NE ATLANTA, GA 30309	N/A	501(C)(3)	GENERAL PURPOSE	4,500.
ATLANTA COMMUNITY MINISTRIES 3525 PIEDMONT ROAD NE, SUITE 7-420 ATLANTA, GA 30305	N/A	501(C)(3)	GENERAL PURPOSE	5,000.
ATLANTA COMMUNITY MINISTRIES 3525 PIEDMONT ROAD NE, SUITE 7-420 ATLANTA, GA 30305	N/A	501(C)(3)	ACM'S MOST NEEDY PROJECT	2,500.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD NW ATLANTA, GA 30305	N/A	501(C)(3)	GENERAL PURPOSE	550.
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET NE ATLANTA, GA 30309	N/A	501(C)(3)	GENERAL PURPOSE	400.
ATLANTA UNION MISSION P.O. BOX 1807 ATLANTA, GA 30301	N/A	501(C)(3)	THANKSGIVING DINNER	50.
ATLANTA YOUNG SINGERS OF CALLANWOLDE 980 BRIARCLIFF ROAD NE ATLANTA, GA 30306	N/A	501(C)(3)	GENERAL PURPOSE	100.
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	N/A	501(C)(3)	GENERAL PURPOSE	1,000.
AUBURN UNIVERSITY 415 WEST MAGNOLIA AVENUE, SUITE 516 AUBURN, AL 36849	N/A	501(C)(3)	COLLEGE OF BUSINESS	50,000.
BILLINGS FIRST UNITED METHODIST CHURCH 2800 4TH AVENUE N BILLINGS, MT 59101	N/A	501(C)(3)	KATHRYN THOMPSON CLARK MEMORIAL	100.
Total from continuation sheets				114,203.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BONEFISH & TARPON TRUST 24 DOCKSIDE LANE, PMB 83 KEY LARGO, FL 33037	N/A	501(C)(3)	GENERAL PURPOSE	1,000.
BROOKGREEN GARDENS P.O. BOX 3368 PAWLEYS ISLAND, SC 29585	N/A	501(C)(3)	GENERAL PURPOSE	650.
BUCKNELL UNIVERSITY MARTS HALL LEWISBURG, PA 17837	N/A	501(C)(3)	GENERAL PURPOSE	500.
CHILDREN'S HEALTHCARE OF ATLANTA FOUNDATION 1687 TULLIE CIRCLE NE ATLANTA, GA 30329	N/A	501(C)(3)	GENERAL PURPOSE	135.
DESIRE STREET MINISTRIES P.O. BOX 18057 ATLANTA, GA 30316	N/A	501(C)(3)	DIX FAMILY RELIEF FUND	250.
DUKE UNIVERSITY P.O. BOX 90581 DURHAM, NC 27708	N/A	501(C)(3)	FUQUA ANNUAL FUND	2,000.
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	N/A	501(C)(3)	GENERAL PURPOSE	325.
FIX GEORGIA PETS 5870 KAYRON DRIVE ATLANTA, GA 30328	N/A	501(C)(3)	GENERAL PURPOSE	100.
FORWARD ARTS FOUNDATION 3130 SLATON DRIVE NW ATLANTA, GA 30305	N/A	501(C)(3)	GENERAL PURPOSE	120.
FRENCH HERITAGE SOCIETY 14 EAST 60TH STREET, SUITE 605 NEW YORK, NY 10022	N/A	501(C)(3)	GENERAL PURPOSE	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENVILLE, SC 29613	N/A	501(C)(3)	GENERAL PURPOSE	500.
GBMC FOUNDATION 6701 NORTH CHARLES STREET BALTIMORE, MD 21204	N/A	501(C)(3)	GENERAL PURPOSE	1,000.
GIBBES MUSEUM OF ART 135 MEETING STREET CHARLESTON, SC 29401	N/A	501(C)(3)	GENERAL PURPOSE	100.
GOOD FRIENDS P.O. BOX 150 MURRYSVILLE, PA 15668	N/A	501(C)(3)	GENERAL PURPOSE	600.
HIGH MUSEUM OF ART 1280 PEACHTREE STREET NE ATLANTA, GA 30309	N/A	501(C)(3)	GENERAL PURPOSE	300.
JEWISH COMMUNAL FUND 575 MADISON AVENUE, SUITE 703 NEW YORK, NY 10022	N/A	501(C)(3)	HUNTER KORN CHARITABLE FUND	500.
JUNIOR LEAGUE OF ATLANTA 3154 NORTHSIDE PARKWAY NW ATLANTA, GA 30327	N/A	501(C)(3)	GENERAL PURPOSE	379.
MAKE-A-WISH FOUNDATION OF AMERICA 4742 NORTH 24TH STREET, SUITE 400 PHOENIX, AZ 85016	N/A	501(C)(3)	GENERAL PURPOSE	100.
PEACHTREE PRESBYTERIAN CHURCH 3434 ROSWELL ROAD NW ATLANTA, GA 30305	N/A	501(C)(3)	GENERAL PURPOSE	22,000.
PRESERVATION SOCIETY OF CHARLESTON 147 KING STREET CHARLESTON, SC 29401	N/A	501(C)(3)	GENERAL PURPOSE	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SHEPHERD CENTER 2020 PEACHTREE ROAD ATLANTA, GA 30309	N/A	501(C)(3)	GENERAL PURPOSE	2,000.
ST. MONICA CATHOLIC CHURCH 1131 DAUPHIN ISLAND PARKWAY MOBILE, AL 36605	N/A	501(C)(3)	THOMAS L. HOLLADAY MEMORIAL	100.
SUSAN G. KOMEN BREAST CANCER FOUNDATION 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	N/A	501(C)(3)	GENERAL PURPOSE	300.
THE SALVATION ARMY P.O. BOX 56207 ATLANTA, GA 30343	N/A	501(C)(3)	GENERAL PURPOSE	750.
TIGERS UNLIMITED FOUNDATION P.O. BOX 351 AUBURN, AL 36831	N/A	501(C)(3)	GENERAL PURPOSE	6,944.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37240	N/A	501(C)(3)	PEABODY COLLEGE	5,000.
VERMONT LAW SCHOOL P.O. BOX 96 SOUTH ROYALTON, VT 05068	N/A	501(C)(3)	GENERAL PURPOSE	2,500.
WOUNDED WARRIOR PROJECT P.O. BOX 758517 TOPEKA, KS 66675	N/A	501(C)(3)	GENERAL PURPOSE	500.
WOUNDED WARRIOR PROJECT P.O. BOX 758517 TOPEKA, KS 66675	N/A	501(C)(3)	WILLIAM FRANCIS CREAMER MEMORIAL	100.
Total from continuation sheets				

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **1**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	30,103.	7,668.	22,435.	22,435.	22,435.
TO PART I, LINE 4	30,103.	7,668.	22,435.	22,435.	22,435.

FORM 990-PF **ACCOUNTING FEES** **STATEMENT** **2**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,675.	0.	1,675.	1,675.
TO FORM 990-PF, PG 1, LN 16B	1,675.	0.	1,675.	1,675.

FORM 990-PF **TAXES** **STATEMENT** **3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	1,776.	0.	1,776.	0.
TO FORM 990-PF, PG 1, LN 18	1,776.	0.	1,776.	0.

FORM 990-PF **OTHER EXPENSES** **STATEMENT** **4**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REGISTRATION	10.	0.	10.	10.
BANK FEES	183.	0.	183.	183.
TO FORM 990-PF, PG 1, LN 23	193.	0.	193.	193.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS NEW PERSPECTIVE FUND	70,020.	72,330.
BLACKROCK STRATEGIC INCOME	84,771.	88,428.
DFA EMERGING MARKETS CORE EQUITY	39,940.	42,344.
DFA INTERNATIONAL SMALL CAP VALUE	33,213.	43,751.
DFA INTERNATIONAL VALUE FUND	77,324.	94,565.
DFA US LARGE CAP GROWTH	65,598.	80,026.
DFA US LARGE CAP VALUE	48,851.	80,834.
DFA US SMALL CAP GROWTH	59,288.	74,462.
DFA US VECTOR EQUITY	50,962.	80,206.
DOUBLELINE TOTAL RETURN BOND I	118,748.	118,463.
GOLDMAN SACHS RISING DIVIDEND GROWTH	28,036.	35,495.
GOLDMAN SACHS STRATEGIC INCOME FUND	156,816.	159,625.
HENNESSY CORNERSTONE MID CAP 30	32,526.	43,744.
HODGES SMALL CAP	37,375.	61,849.
MATTHEWS ASIAN GROWTH AND INCOME	57,232.	65,725.
PIMCO CREDIT ABSOLUTE RETURN	43,140.	44,009.
TOUCHSTONE SANDS CAPITAL	19,090.	30,209.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,022,930.	1,216,065.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 6
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD PAYABLE	100.	1,500.
TOTAL TO FORM 990-PF, PART II, LINE 22	100.	1,500.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 7
 PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
MCLAIN CAPITAL PARTNERS, LLC	3560 LENOX ROAD NE, SUITE 2800 ATLANTA, GA 30326
MICHAEL AND JANE MCLAIN	3560 LENOX ROAD NE, SUITE 2800 ATLANTA, GA 30326

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

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