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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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 08-01-2013 , and ending 07-31-2014

Name of foundation McLamore Family Foundation Inc		A Employer identification number 59-1896729	
% c/o Foundation Source		B Telephone number (see instructions)	
Number and street (or P O box number if mail is not delivered to street address) 5133 W San Jose Street Suite		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Tampa, FL 336296414		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 6,642,054		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	213,042	213,042		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	485,653			
	b Gross sales price for all assets on line 6a 4,742,856				
	7 Capital gain net income (from Part IV, line 2) . . .		485,653		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	344			
	12 Total. Add lines 1 through 11	699,039	698,695		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	64,701	64,701		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,834			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	50,916			50,916
	22 Printing and publications				
	23 Other expenses (attach schedule)	21,160			21,160
	24 Total operating and administrative expenses. Add lines 13 through 23	157,611	64,701		72,076
	25 Contributions, gifts, grants paid	214,500			214,500
	26 Total expenses and disbursements. Add lines 24 and 25	372,111	64,701		286,576
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	326,928			
	b Net investment income (if negative, enter -0-)		633,994		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	6,170	205,297	205,297	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)	421,578			
	b	Investments—corporate stock (attach schedule)	4,155,318	☒	4,997,611	5,104,159
	c	Investments—corporate bonds (attach schedule).	1,374,103	☒	1,081,189	1,332,598
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,957,169	6,284,097	6,642,054		
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 (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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	5,957,169	6,284,097		
	30	Total net assets or fund balances (see page 17 of the instructions)	5,957,169	6,284,097		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,957,169	6,284,097			

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	5,957,169
2	Enter amount from Part I, line 27a	2	326,928
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	6,284,097
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,284,097

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)
1 a Publicly-traded Securities				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,742,856		4,257,203	485,653
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			485,653
b			
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	485,653
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	295,941	6,207,017	0 047678
2011	256,319	5,729,824	0 044734
2010	394,013	5,998,481	0 065685
2009	266,155	5,735,859	0 046402
2008	305,848	5,409,476	0 056539

2 Total of line 1, column (d).	2	0 261038
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052208
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,464,949
5 Multiply line 4 by line 3.	5	337,522
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	6,340
7 Add lines 5 and 6.	7	343,862
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	286,576

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	12,680
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	
3 Add lines 1 and 2.	3	12,680
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,680
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,724
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,273
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	12,997
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	317
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 317 Refunded ☐	11	

Part VII-A Statements Regarding Activities			
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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of co Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP +4 198091377			
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.			
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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" 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).	Yes ✓ No Yes ✓ No Yes ✓ No ✓ Yes No Yes ✓ No Yes ✓ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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 20____, 20____, 20____, 20____			
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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions).

Yes

No

(5)

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

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Hollencrest Capital Management 100 Bayview Circle Suite 500 NEWPORT, CA 92660	Investment Mgt	64,701
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	6,370,198
b	Average of monthly cash balances.	1b	193,202
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,563,400
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,563,400
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	98,451
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,464,949
6	Minimum investment return. Enter 5% of line 5.	6	323,247

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	323,247
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	12,680
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,680
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	310,567
4	Recoveries of amounts treated as qualifying distributions.	4	344
5	Add lines 3 and 4.	5	310,911
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	310,911

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	286,576
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	286,576
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	286,576
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				310,911
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			208,466	
b Total for prior years 2011 , 2010 , 2009				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 286,576				
a Applied to 2012, but not more than line 2a			208,466	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				78,110
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).)				
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.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				232,801
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
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. . . . 0				

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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

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 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	214,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
Jared Maddux 	Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Lynne M Maddux 	Dir / Sec	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Tucker McCormack 	Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
William McCormack 	Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Susie McLamore McCormack Bernard 	Dir / Treas	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Claire McCormack Hogan 	Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
James McLamore 	Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Nancy N McLamore 	Chairman / Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Sterling McLamore Jr 	Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
S Whitman McLamore Sr 	Pres / Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Sara Robertson 	Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Chns Spence 	VP / Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			
Pamela M Spence 	Dir	0		
5133 W San Jose Street Tampa, FL 336296414	1 0			

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
BURGER KING MCLAMORE FOUNDATION INC 5505 BLUE LAGOON DR MIAMI,FL 33126	N/A	PC	James W McLamore Whopper Scholarship Fund	150,000
BURGER KING MCLAMORE FOUNDATION INC 5505 BLUE LAGOON DR MIAMI,FL 33126	N/A	PC	Charitable Event	4,000
CATHOLIC CAMPUS MINISTRY AT SOUTHERN METHODIST UNI 3057 UNIVERSITY BLVD DALLAS,TX 75205	N/A	PC	General & Unrestricted	200
CHALLENGED ATHLETES INC 9591 WAPLES ST SAN DIEGO,CA 92121	N/A	PC	General & Unrestricted	500
CORNELL UNIVERSITY - College of Agriculture and Li 272 ROBERTS HALL ITHACA,NY 14853	N/A	PC	James W McLamore Scholarship Program - School of hotel administration	15,000
CUMBERLAND COUNTY PLAYHOUSE INC PO BOX 484 CROSSVILLE,TN 38557	N/A	PC	General & Unrestricted	1,000
DALLAS ARBORETUM & BOTANICAL 8617 GARLAND RD DALLAS,TX 75218	N/A	PC	General & Unrestricted	300
FRIENDS OF THE KATY TRAIL INC 3523 MCKINNEY AVE PMD 441 DALLAS,TX 75204	N/A	PC	General & Unrestricted	1,000
GENESIS HOUSE INC PO BOX 1180 COOKEVILLE,TN 38503	N/A	PC	General & Unrestricted	1,000
GILLESPIE COUNTY HISTORICAL SOCIETY INC 312 W SAN ANTONIO ST FREDERICKSBURG,TX 78624	N/A	PC	Charitable Event	3,500
HAPPY HILL FARM CHILDRENS HOME INC 3846 N HWY 144 GRANBURY,TX 76048	N/A	PC	General & Unrestricted	3,500
HILLSBOROUGH EDUCATION FOUNDATION INC 2306 N HOWARD AVE TAMPA,FL 33607	N/A	PC	General & Unrestricted	6,500
HILLSBOROUGH EDUCATION FOUNDATION INC 2306 N HOWARD AVE TAMPA,FL 33607	N/A	PC	25th Anniversary Fund	1,000
HUMANE SOCIETY OF TAMPA BAY INC 3607 N ARMENIA AVE TAMPA,FL 33607	N/A	PC	General & Unrestricted	2,000
HYDE PARK UNITED METHODIST CHURCH 500 W PLATT ST TAMPA,FL 33606	N/A	PC	Small Blessings School	2,000
Total  3a				214,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
INTERNATIONAL JUSTICE MISSION PO BOX 96961 WASHINGTON,DC 20090	N/A	PC	General & Unrestricted	500
JUNIOR ACHIEVEMENT OF FLORIDA FOUNDATION 13707 N 22ND ST TAMPA,FL 33613	N/A	PC	General & Unrestricted	1,000
KENTS HILL SCHOOL 1614 MAIN ST KENTS HILL,ME 04349	N/A	PC	General & Unrestricted	1,000
MUSCULAR DYSTROPHY ASSOCIATION 1100 W 31ST ST DOWNERS GROVE,IL 60515	N/A	PC	Summer Camp Program	3,500
MUSTARD SEED RANCH PO BOX 3814 COOKEVILLE,TN 38502	N/A	PC	General & Unrestricted	1,750
NORTHFIELD MOUNT HERMON SCHOOL ONE LAMPLIGHTER WAY MOUNT HERMON,MA 01354	N/A	PC	Maintenance of the McLamore fields	2,500
PEROT MUSEUM OF NATURE AND SCIENCE 2201 N FIELD ST DALLAS,TX 75201	N/A	PC	Scholarship Program	250
PUTNAM COUNTY LIBRARY FRIENDS 50 E BROAD ST COOKEVILLE,TN 38501	N/A	PC	Children's Library	500
SIDE BY SIDE KIDS INC 1033 LA POSADA DR STE 372 AUSTIN,TX 78752	N/A	PC	General & Unrestricted	1,750
SOUTHERN METHODIST UNIVERSITY PO BOX 750261 DALLAS,TX 75275	N/A	PC	Mechanical Engineering Scholarship Fund	750
Southern Methodist University - Dedman College PO BOX 750402 DALLAS,TX 75275	N/A	PC	Latin and Classical Studies Scholarship Fund	3,500
SOUTHERN METHODIST UNIVERSITY - MEADOWS SCHOOL OF PO BOX 750356 DALLAS,TX 75275	N/A	PC	CCPA London Program	1,500
SOUTHERN METHODIST UNIVERSITY - MEADOWS SCHOOL OF PO BOX 750356 DALLAS,TX 75275	N/A	PC	SMU Meadows Scholars Program	1,500
SOUTHERN METHODIST UNIVERSITY - MEADOWS SCHOOL OF PO BOX 750356 DALLAS,TX 75275	N/A	PC	SMU-in-London Communications Program	1,000
SUN N FUN FLY IN INC 4175 MEDULLA RD LAKELAND,FL 33811	N/A	PC	Youth aviation activities	1,000
Total  3a				214,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TENNESSEE TECHNOLOGICAL UNIVERSITY FOUNDATION TTU BOX 5111 COOKEVILLE,TN 38505	N/A	PC	College of Business Foundation	1,000
Total  3a				214,500

TY 2013 Compensation Explanation**Name:** McLamore Family Foundation Inc**EIN:** 59-1896729

Person Name	Explanation
Chris Spence	* Removed from foundation on 7/31/14

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: McLamore Family Foundation Inc

EIN: 59-1896729

TY 2013 Investments Corporate Bonds Schedule

Name: McLamore Family Foundation Inc

EIN: 59-1896729

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN INTL GROUP - 5.600% -	6,119	6,589
APACHE CORP - 5.625% - 01/15/2	4,050	4,424
BANK AMER - 8.125% - 12/31/204	78,738	110,694
CAROLINA POWER AND LIGHT - 5.2	5,997	6,381
COMCAST CORP - 4.950% - 06/15/	5,976	6,462
CSFB MTG PTC 2003-29VIII-A 6.0	2,324	1,965
DELPHI FINL GROUP - 7.875% - 0	100,120	120,261
ELI LILLY & CO BD - 5.200% - 0	3,997	4,425
GE CAP CORP SER A - 5.625% - 9	88,664	112,608
GE CAPITAL TRUST I TR SEC - 6.	67,680	111,250
GENERAL ELEC CO 5.25% DUE 12-0	96,500	112,211
GENWORTH FINANCIAL MTN - 6.515	87,750	115,035
GOLDMAN SACHS - 5.95% - 01/18/	91,744	112,574
JPMORGAN CHASE - 7.90% - 12/31	85,888	110,743
KIMBERLY CLARK NTS - 6.125% -	6,121	6,869
MEDTRONIC INC - 4.75% - 09/15/	1,907	2,095
MORGAN STANLEY D W DISC - 1.78	98,625	105,114
NUVEEN INVESTMENTS INC - 5.50%	115,175	123,299
ORACLE CORP - 5.250% - 01/15/2	3,771	4,270
VIRGINIA ELECTRIC AND POWER -	1,991	2,136

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WACHOVIA BK NATL ASSN MTN - 4.	5,986	6,064
WELLS FARGO MTG BCKDSER 2003-L	33,986	33,729
WELLS FARGO NTS - 7.980% - 02/	88,080	113,400

TY 2013 Investments Corporate
Stock Schedule

Name: McLamore Family Foundation Inc
EIN: 59-1896729

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T, INC	126,576	119,192
CISCO SYSTEMS INC	197,216	212,223
CONSUMER DISCRETIONARY SELECT	267,390	270,149
ENERGY SELECT SPDR	266,421	258,002
FEDERAL NATIONAL MTG ASSN	103,204	46,120
FIRST TRUST DOW JONES INTERNET	82,860	82,516
FIRST TRUST ISE CLOUD COMPUTIN	71,233	86,735
FREDDIE MAC 8.3750%PERPETUAL	105,004	48,000
GENERAL ELECTRIC CO	180,159	188,485
GLOBAL X FTSE GREECE 20	107,771	99,006
GLOBAL X FTSE PORTUGAL 20 ETF	108,639	101,924
GOLDMAN SACHS DEP SH	53,634	50,775
GOLDMAN SACHS GRP INC.	51,630	48,065
INTEL CORP	168,219	249,487
ISHARE MSCI ITALY IN	97,845	110,295
ISHARE MSCI SPAIN IN	108,872	112,093
ISHARES TR S & P MIDCAP 400 IN	383,723	395,237
JP MORGAN ALERIAN MLP INDEX ET	243,068	270,648
PFIZER INC.	197,124	183,702
PIMCO INCOME STRATEGY FUND	13,887	14,885
PIMCO INCOME STRATEGY FUND II	20,951	23,856
POWERSHARES INT CORP BOND PT	98,054	103,216
SELECT SECTOR SPDR-HEALTH CARE	266,869	283,232
SPDR BARCLAYS SHORT TERM HIGH	199,989	200,442
SPDR S&P 500 ETF TRUST	220,483	232,673
SPDR S&P TRANSPORTATION	265,708	284,545
TECHNOLOGY SPDR	96,659	104,910
TEMPLETON GLOBAL BD	160,152	155,421
VANGUARD INDUSTRIALS ETF	241,846	255,792
VANGUARD VALUE ETF	254,820	259,935

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WISDOMTREE JAPAN DIVIDEND FUND	237,605	252,598

TY 2013 Investments - Land Schedule

Name: McLamore Family Foundation Inc

EIN: 59-1896729

TY 2013 Land, Etc. Schedule**Name:** McLamore Family Foundation Inc**EIN:** 59-1896729

TY 2013 Other Expenses Schedule**Name:** McLamore Family Foundation Inc**EIN:** 59-1896729

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	19,099			19,099
Foundation Dues & Memberships	725			725
Indemnification Insurance	1,275			1,275
State or Local Filing Fees	61			61

TY 2013 Other Income Schedule

Name: McLamore Family Foundation Inc

EIN: 59-1896729

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Returned Expense	344		

TY 2013 Other Professional Fees Schedule

Name: McLamore Family Foundation Inc

EIN: 59-1896729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	64,701	64,701		

TY 2013 Taxes Schedule

Name: McLamore Family Foundation Inc

EIN: 59-1896729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2014	11,400			
990-PF Extension for 2013	9,434			