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Return of Private Foundation

OMB No 1545-0052

2014

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Department of the Treasury
Internal Revenue Service

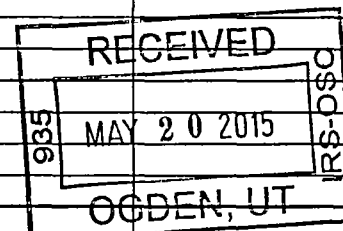
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE MCLELLAND FAMILY FOUNDATION C/O MICHAEL B MCLELLAND		A Employer identification number 27-2995394
Number and street (or P.O. box number if mail is not delivered to street address) 795 E LANCASTER AVE STE 280	Room/suite	B Telephone number 610-296-9787
City or town, state or province, country, and ZIP or foreign postal code VILLANOVA, PA 19085		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) \$ 9,532,899. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received ...	1,732,617.		N/A	
	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	159,704.	159,704.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-19,494.			STATEMENT 1
	b Gross sales price for all assets on line 6a ...	596,037.			
	7 Capital gain net income (from Part IV, line 2)		194,689.		
	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	1,872,827.	354,393.			
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	3,302.	1,651.		1,651.
	c Other professional fees				
	17 Interest				
	18 Taxes	5,325.	2,702.		2,623.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	10.	5.		5.	
24 Total operating and administrative expenses. Add lines 13 through 23	8,637.	4,358.		4,279.	
25 Contributions, gifts, grants paid	325,000.			325,000.	
26 Total expenses and disbursements. Add lines 24 and 25	333,637.	4,358.		329,279.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,539,190.				
b Net investment income (if negative, enter -0-)		350,035.			
c Adjusted net income (if negative, enter -0-)			N/A		



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SCANNED MAY 27 2015

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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	4,061.	5,429.	5,429.
	2	Savings and temporary cash investments			
	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 6	1,566.	2,053.	2,053.
	b	Investments - corporate stock STMT 7	595,104.	832,781.	2,090,836.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment: basis			
		Less: accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	5,015,838.	5,896,995.	7,434,581.
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation			
	15	Other assets (describe)	880,744.	1,290,404.	0.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,497,313.	8,027,662.	9,532,899.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
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)	8,938.	97.	
	23	Total liabilities (add lines 17 through 22)	8,938.	97.	
Foundations that follow SFAS 117, check here		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	0.	0.	
Foundations that do not follow SFAS 117, check here	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,488,375.	8,027,565.	
	30	Total net assets or fund balances	6,488,375.	8,027,565.	
	31	Total liabilities and net assets/fund balances	6,497,313.	8,027,662.	

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	6,488,375.
2	Enter amount from Part I, line 27a	2	1,539,190.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	8,027,565.
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	8,027,565.

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			
b SEE ATTACHED STATEMENT			
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			
c			
d			
e 596,037.		401,348.	194,689.

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			
b			
c			
d			
e			194,689.

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	194,689.
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))
2013	190,663.	6,747,792.	.028256
2012	57,875.	3,915,417.	.014781
2011	10,082.	1,186,443.	.008498
2010	0.	164,169.	.000000
2009			

2 Total of line 1, column (d)	2	.051535
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	.012884
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,871,416.
5 Multiply line 4 by line 3	5	101,415.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,500.
7 Add lines 5 and 6	7	104,915.
8 Enter qualifying distributions from Part XII, line 4	8	329,279.

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.

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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 ☐ 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	3,500.
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	3,500.
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	3,500.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,960.	
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	2,960.	
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	540.	
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 2015 estimated tax ☐ Refunded ☐	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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
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	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MICHAEL AND NANCY MCLELLAND</u> Telephone no. ► <u>610-296-9787</u> Located at ► <u>635 LEOPARD RD, BERWYN, PA</u> ZIP+4 ► <u>19312</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 2014, 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 FinCEN Form 114, (formerly 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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ 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 instructions)? <u>N/A</u>	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
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 2014? <u>N/A</u>	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ► <u>N/A</u>	2a	
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.) <u>N/A</u>	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. ► <u>N/A</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No	3a	
b If "Yes," did it have excess business holdings in 2014 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 2014.) <u>N/A</u>	3b	
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 2014?	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 4945(d)(4)(A)? (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)? ☐ 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? ☐ Yes ☒ 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? ☐ N/A

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
MICHAEL B MCLELLAND 635 LEOPARD RD BERWYN, PA 19312	PRESIDENT 0.00	0.	0.	0.
NANCY MCLELLAND 635 LEOPARD RD BERWYN, PA 19312	SECRETARY/TREASURER 0.00	0.	0.	0.
LAURA MCLELLAND 336 TUNXIS ROAD WEST HARTFORD, CT 06107	DIRECTOR 0.00	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

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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	7,691,928.
b	Average of monthly cash balances	1b	299,357.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,991,285.
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	7,991,285.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,869.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,871,416.
6	Minimum investment return. Enter 5% of line 5	6	393,571.

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	393,571.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,500.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,500.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	390,071.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	390,071.
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	390,071.

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	329,279.
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	329,279.
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	3,500.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	325,779.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				390,071.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			324,774.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 329,279.				
a Applied to 2013, but not more than line 2a			324,774.	
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 2014 distributable amount				4,505.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				385,566.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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).)

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:

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:

THE MCLELLAND FAMILY FOUNDATION

Form 990-PF (2014)

C/O MICHAEL B MCLELLAND

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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				
BOYS & GIRLS CLUB OF NASSAU COUNTY FOUNDATION PO BOX 16003 FERNANDINA BEACH, FL 32035	N/A	PUBLIC CHARITY	SUPPORT	5,000.
BOYS & GIRLS CLUB OF PHILA 1518 WALNUT ST, STE 712 PHILA, PA 19102	N/A	PUBLIC CHARITY	SUPPORT	10,000.
GIRLS INC 120 WALL ST NEW YORK, NY 10005	N/A	PUBLIC CHARITY	SUPPORT	10,000.
HOME OF THE SPARROW 969 E SWEDESFORD RD EXTON, PA 19341	N/A	PUBLIC CHARITY	SUPPORT	50,000.
LEUKEMIA & LYMPHOMA SOCIETY -EASTERN PA CHAPTER 555 NORTH LANE - STE 5010 CONSHOHOCKEN, PA 19428	N/A	PUBLIC CHARITY	SUPPORT	25,000.
Total	SEE CONTINUATION SHEET(S)			325,000.
b Approved for future payment				
NONE				
Total				0.

Part XVII

		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		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.		

[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		

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

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	MITCHELL BENSON		5/1/15		P00851110
	Firm's name ▶ SAVRAN BENSON LLP			Firm's EIN ▶ 23-2440252	
	Firm's address ▶ 146 MONTGOMERY AVE. - STE 300 BALA CYNWYD, PA 19004			Phone no. (610)664-6400	

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

2014

Name of the organization

THE MCLELLAND FAMILY FOUNDATION
C/O MICHAEL B MCLELLAND

Employer identification number

27-2995394

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 foundation

Check 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

Name of organization

THE MCLELLAND FAMILY FOUNDATION
C/O MICHAEL B MCLELLAND

Employer identification number

27-2995394**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	MICHAEL B MCLELLAND 635 LEOPARD RD BERWYN, PA 19312	\$ 1,112,617.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	MICHAEL B MCLELLAND 635 LEOPARD RD BERWYN, PA 19312	\$ 620,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE MCLELLAND FAMILY FOUNDATION**C/O MICHAEL B MCLELLAND****27-2995394****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Date	Description	Symbol	Qty	Date of Transfer Valuation	Cost Basis	Gain / Loss	% Gain / Loss
11/24/2014	iShares Russell 1000 Growth	IWF	4,017	\$387,921.69	\$144,948.11	\$242,973.58	167.63%
11/24/2014	Mondelez International	MDLZ	400	\$15,598.00	\$8,669.28	\$6,928.72	79.92%
11/25/2014	Acuity Brands Inc.	AYI	302	\$42,788.87	\$14,563.00	\$28,225.87	193.82%
11/25/2014	Blackbaud Inc.	BLKB	989	\$41,997.89	\$18,907.63	\$23,090.26	122.12%
11/25/2014	Carlisle Companies Inc.	CSL	504	\$45,896.76	\$18,620.82	\$27,275.94	146.48%
11/25/2014	Church & Dwight Co.	CHD	470	\$35,000.90	\$15,018.37	\$19,982.53	133.05%
11/25/2014	Columbia Sportswear Co.	COLM	512	\$22,789.12	\$11,042.80	\$11,746.32	106.37%
11/25/2014	Equifax Inc.	EFX	577	\$45,917.66	\$19,853.70	\$26,063.96	131.28%
11/25/2014	Gentex Corp.	GNTX	1,054	\$37,279.98	\$22,350.37	\$14,929.61	66.80%
11/25/2014	Graco Incorporated	GGG	341	\$27,399.35	\$10,645.23	\$16,754.12	157.39%
11/25/2014	Henry Jack & Assoc. Inc.	JKHY	614	\$37,788.63	\$19,876.98	\$17,911.65	90.11%
11/25/2014	Ilex Corp.	IEX	618	\$48,108.21	21069.37	\$27,038.84	128.33%
11/25/2014	JB Hunt Transport Svcs	JBHT	410	\$33,568.75	\$16,370.40	\$17,198.35	105.06%
11/25/2014	Markel Corp. Holding Co.	MKL	127	\$88,146.89	\$47,860.35	\$40,286.54	84.18%
11/25/2014	Pall Corp.	PLL	205	\$19,815.30	\$9,149.21	\$10,666.09	116.58%
11/25/2014	Schein Henry Inc.	HSIC	426	\$57,401.37	\$22,033.81	\$35,367.56	160.51%
11/25/2014	SEI Investments Co.	SEIC	1,262	\$49,975.20	\$27,052.26	\$22,922.94	84.74%
11/25/2014	Transdigm Group Inc.	TDG	125	\$24,327.50	\$12,120.56	\$12,206.94	100.71%
11/25/2014	Varian Medical Systems	VAR	335	\$29,734.60	\$13,962.13	\$15,772.47	112.97%
11/25/2014	Wex Inc.	WEX	179	\$21,160.49	\$8,673.61	\$12,486.88	143.96%
TOTAL GIFT TO FOUNDATION				\$1,112,617.15	\$482,787.99	\$617,342.29	127.87%

If you are still interested in gifting the full \$1,650,000, you can contribute the cash difference (roughly \$540,000) at your convenience. We will update the Foundation's asset allocation and follow-up with our proposed investment strategy.

Please let me know if you have any questions. We have copied Deena for her records.

Bob

Please remember to contact myCIO Wealth Partners LLC if there are any changes in your financial situation or investment objectives or if you wish to impose, add or to modify any reasonable restrictions to our investment management services. A copy of our current written disclosure statement discussing our advisory services and fees continues to remain available for your review upon request.

Any U.S. tax advice contained in the body of this e-mail was not intended or written to be used, and cannot be used, by the recipient for the purpose

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	1199.01 SHS AVNG HIGH YLD CORP FUND	P	VARIOUS	09/15/14
b	794.609 SHS AVNG HIGH YLD CORP FUND	P	VARIOUS	09/15/14
c	19,803.60 SHS AVNG HIGH YLD CORP FUND	P	10/25/11	09/15/14
d	90.846 SHS PIMCO CMDTY	P	09/19/14	12/29/14
e	16,404.804 SHS PIMCO CMDTY	P	VARIOUS	12/29/14
f	5,473.819 SHS PIMCO CMDTY	P	VARIOUS	12/29/14
g	368 SHS AFFILIATED MGR	D		01/17/14
h	524 SHS AMETEK	D		01/17/14
i	675 SHS CARMAX	D		01/17/14
j	206 SHS DRIL QUIP	D		01/17/14
k	854 SHS FAIR ISAAC	P		01/17/14
l	563 SHS KIRBY	P		01/17/14
m	101 SHS METTLER	P		01/17/14
n	425 SHS OCEANEERING	P		01/17/14
o	CAPITAL GAINS DIVIDENDS			

(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 7,266.		7,278.	-12.
b 4,815.		4,824.	-9.
c 120,010.		121,300.	-1,290.
d 413.		599.	-186.
e 74,642.		108,166.	-33,524.
f 24,906.		48,868.	-23,962.
g 78,540.		18,354.	60,186.
h 27,410.		9,778.	17,632.
i 30,457.		11,669.	18,788.
j 20,072.		12,583.	7,489.
k 51,210.		20,324.	30,886.
l 57,548.		19,885.	37,663.
m 25,671.		5,753.	19,918.
n 31,851.		11,967.	19,884.
o 41,226.			41,226.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-12.
b			-9.
c			-1,290.
d			-186.
e			-33,524.
f			-23,962.
g			60,186.
h			17,632.
i			18,788.
j			7,489.
k			30,886.
l			37,663.
m			19,918.
n			19,884.
o			41,226.

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	194,689.
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

THE MCLELLAND FAMILY FOUNDATION
C/O MICHAEL B MCLELLAND

27-2995394

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
PLAYWORKS 1518 WALNUT ST PHILA, PA 19102	N/A	PUBLIC CHARITY	SUPPORT	30,000.
REACH OUT AND READ 56 ROLAND ST - STE 100D BOSTON, MA 02129-1243	N/A	PUBLIC CHARITY	SUPPORT	12,500.
SCIENCE OLYMPIAD 2 TRANS AM PLAZA DR, STE 415 OAKBROOK TERRACE, IL 60181	N/A	PUBLIC CHARITY	SUPPORT	12,500.
TAKE STOCK IN CHILDREN OF NASSAU COUNTY 76346 WILLIAM BURGESS BLVD YULEE, FL 32097	N/A	PUBLIC CHARITY	SUPPORT	5,000.
TRUE COLORS 30 ARBOR ST - STE 201A HARTFORD, CT 06106	N/A	PUBLIC CHARITY	SUPPORT	15,000.
UNIVERSITY OF MICHIGAN SCHOOL OF NURSING 400 NORTH INGALLS ANN ARBOR, MI 48109	N/A	PUBLIC CHARITY	SUPPORT	150,000.
Total from continuation sheets				225,000.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
90.846 SHS PIMCO CMDTY	413.	599.	0.	0.	-186.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,404.804 SHS PIMCO CMDTY	74,642.	108,166.	0.	0.	-33,524.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,473.819 SHS PIMCO CMDTY	24,906.	48,868.	0.	0.	-23,962.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
368 SHS AFFILIATED MGR	78,540.	75,917.	0.	0.	2,623.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
524 SHS AMETEK	27,410.	29,949.	0.	0.	-2,539.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
675 SHS CARMAX	30,457.	35,070.	0.	0.	-4,613.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
206 SHS DRIL QUIP	20,072.	22,375.	0.	0.	-2,303.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
854 SHS FAIR ISAAC	51,210.	50,604.	0.	0.	606.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
563 SHS KIRBY			PURCHASED		01/17/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
57,548.	52,885.	0.	0.	4,663.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101 SHS METTLER	25,671.	24,561.	0.	0.	1,110.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
425 SHS OCEANEERING			PURCHASED		01/17/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
31,851.	33,135.	0.	0.	-1,284.	

CAPITAL GAINS DIVIDENDS FROM PART IV

41,226.

TOTAL TO FORM 990-PF, PART I, LINE 6A

-19,494.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB	43,901.	11,429.	32,472.	32,472.	
VANG BROKGE - P/Y	7,241.	0.	7,241.	7,241.	
VANGUARD BROKERAGE	109,005.	29,008.	79,997.	79,997.	
VANGUARD HIGH YLD					
CORP ADM	5,166.	0.	5,166.	5,166.	
VANGUARD PRIME	28.	0.	28.	28.	
VANGUARD ST INV GR	13,161.	789.	12,372.	12,372.	
VANGUARD TAX-MGED					
INTL ADM	22,428.	0.	22,428.	22,428.	
TO PART I, LINE 4	200,930.	41,226.	159,704.	159,704.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,302.	1,651.		1,651.
TO FORM 990-PF, PG 1, LN 16B	3,302.	1,651.		1,651.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL	2,623.	0.		2,623.
FOREIGN - VANG BROK	1,780.	1,780.		0.
FOREIGN - VANGUARD	922.	922.		0.
TO FORM 990-PF, PG 1, LN 18	5,325.	2,702.		2,623.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE	10.	5.			5.
TO FORM 990-PF, PG 1, LN 23	10.	5.			5.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SCHWAB GOV'T FUND	X		2,053.	2,053.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,053.	2,053.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,053.	2,053.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
BERKSHIRE HATHAWAY	271,808.		904,000.	
IBM	40,936.		77,941.	
EXPRESS SCRIPTS	2,425.		8,890.	
HOME DEPOT	21,177.		63,621.	
INTEL	75,649.		132,914.	
JOHNSON & JOHNSON	51,783.		92,282.	
JP MORGAN	18,835.		40,941.	
LOWES	12,330.		45,191.	
AFF MGRS	0.		0.	
AMETEK	0.		0.	
CARMAX	0.		0.	
DRIL QUIP	0.		0.	
FAIR ISSAC	0.		0.	
KIRBY CORP	0.		0.	
METTLER	0.		0.	
OCEANEERING	0.		0.	
VARIOUS EQUITES	337,838.		725,056.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	832,781.		2,090,836.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD PRIME MONEY MARKET	COST	744,102.	744,102.
VANGUARD ST INV GRADE	COST	671,272.	681,809.
VANGUARD DEV MARKETS	COST	456,300.	594,563.
ACADIAN (FORMERLY ADVISORS)	COST	383,195.	372,066.
HARBOR FUND INT'L	COST	626,748.	659,570.
PIMCO HIGH YIELD	COST	410,812.	403,867.
PIMCO COMMODITY	COST	0.	0.
ROYCE TOTAL RETURN	COST	206,686.	220,995.
ISHARES TRUST	COST	762,038.	1,483,222.
VANGUARD HIGH YLD CORP ADM	COST	0.	0.
CONESTOGA SM CAP	COST	365,785.	659,326.
EATON VANCE	COST	158,149.	219,671.
HARBOR FUND INT'L	COST	139,863.	150,688.
WESTWOOD	COST	595,139.	644,609.
TEMPLETON	COST	231,958.	216,028.
ISHARES TRUST (SCHWAB)	COST	144,948.	384,065.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,896,995.	7,434,581.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	9
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NAME OF CONTRIBUTOR	ADDRESS
MICHAEL B MCLELLAND	635 LEOPARD RD BERWYN, PA 19312