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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 separate instructions is at www.irs.gov/form990pf.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning APR 1, 2016, and ending MAR 31, 2017

Name of foundation
MCMAHON FOUNDATION

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 55,979,567. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
73-0664314

B Telephone number
(580) 355-4622

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received					
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	681.	681.	681.	STATEMENT 1	
	4 Dividends and interest from securities	1,396,827.	1,396,827.	1,396,827.	STATEMENT 2	
	5a Gross rents	9,000.	9,000.	9,000.	STATEMENT 3	
	b Net rental income or (loss)	9,000.				
	6a Net gain or (loss) from sale of assets not on line 10	695,987.				
	b Gross sales price for all assets on line 6a	16,202,037.				
	7 Capital gain net income (from Part IV, line 2)		695,987.			
	8 Net short-term capital gain			N/A		
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	199,991.	199,991.				
12 Total. Add lines 1 through 11	2,302,486.	2,302,486.	1,406,508.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	55,550.	41,663.	41,663.	13,888.	
	14 Other employee salaries and wages	46,482.	16,567.	16,567.	29,915.	
	15 Pension plans, employee benefits	1,852.	1,389.	1,389.	463.	
	16a Legal fees					
	b Accounting fees	STMT 5	24,886.	24,886.	24,886.	0.
	c Other professional fees	STMT 6	111,412.	111,412.	111,412.	0.
	17 Interest					
	18 Taxes	STMT 7	18,689.	15,332.	15,332.	3,358.
	19 Depreciation and depletion		9,067.	0.	0.	
	20 Occupancy		47,500.	8,261.	8,261.	39,239.
	21 Travel, conferences, and meetings		41.	0.	0.	0.
	22 Printing and publications					
	23 Other expenses	STMT 8	27,379.	26,955.	26,955.	423.
	24 Total operating and administrative expenses. Add lines 13 through 23		342,858.	246,465.	246,465.	87,286.
	25 Contributions, gifts, grants paid		2,631,745.			2,631,745.
26 Total expenses and disbursements. Add lines 24 and 25		2,974,603.	246,465.	246,465.	2,719,031.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-672,117.				
b Net investment income (if negative, enter -0-)			2,056,021.			
c Adjusted net income (if negative, enter -0-)				1,160,043.		

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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	200.	200.	200.			
	2 Savings and temporary cash investments	487,100.	775,376.	775,376.			
	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	5,702.	7,271.	7,271.			
	10a Investments - U.S. and state government obligations STMT 9	4,370,035.	5,761,965.	5,718,128.			
	b Investments - corporate stock STMT 10	39,066,805.	36,307,956.	41,720,935.			
	c Investments - corporate bonds STMT 11	3,885,776.	4,294,507.	4,283,153.			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 66,100.						
	Less: accumulated depreciation ▶	66,100.	66,100.	200,000.			
	12 Investments - mortgage loans						
	13 Investments - other STMT 12	0.	0.	1,264,711.			
	14 Land, buildings, and equipment: basis ▶ 574,699.						
	Less: accumulated depreciation ▶ 386,205.	191,398.	188,494.	1,895,073.			
	15 Other assets (describe ▶ JEWELRY)	6,290.	6,290.	114,720.			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	48,079,406.	47,408,159.	55,979,567.			
	17 Accounts payable and accrued expenses	3,529.	4,399.				
	18 Grants payable	134,806.					
Net Assets or Fund Balances	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
	22 Other liabilities (describe ▶)						
	23 Total liabilities (add lines 17 through 22)	138,335.	4,399.				
Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24 Unrestricted	36,590,465.	35,997,750.				
	25 Temporarily restricted						
	26 Permanently restricted	11,350,606.	11,406,010.				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg., and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
	30 Total net assets or fund balances	47,941,071.	47,403,760.				
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances	48,079,406.	47,408,159.				

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	47,941,071.
2 Enter amount from Part I, line 27a	2	-672,117.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN GRANTS PAYABLE	3	134,806.
4 Add lines 1, 2, and 3	4	47,403,760.
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	47,403,760.

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 SEE SUPPORTING SCHEDULE		P	VARIOUS	03/31/17
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 16,202,037.		15,506,050.	695,987.
b			
c			
d			
e			

(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			695,987.
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	695,987.
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	695,987.

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))
2015	2,740,814.	54,339,258.	.050439
2014	2,642,397.	56,178,289.	.047036
2013	2,589,209.	54,380,261.	.047613
2012	2,534,372.	50,500,456.	.050185
2011	2,458,281.	52,071,607.	.047210

2 Total of line 1, column (d)	2	.242483
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	.048497
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	52,814,084.
5 Multiply line 4 by line 3	5	2,561,325.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,560.
7 Add lines 5 and 6	7	2,581,885.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,719,031.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	20,560.
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	20,560.
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	20,560.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	45,190.	
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	45,190.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,630.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 24,630. Refunded <input type="checkbox"/>	11	0.	

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
b 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► DANA PARRISH Telephone no. ► 580-355-4622 Located at ► 714-716 AVENUE C LAWTON, OK ZIP+4 ► 73501		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.) N/A	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 2016?	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 ☒ Nob 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

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?

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?

6b

X

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

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		55,550.	1,667.	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
N/A	0.00	0.	0.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 630 FIFTH AVENUE, NEW YORK, NY 10111	INVESTMENT COUNSEL	111,412.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 15	
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	0.
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	51,271,180.
b	Average of monthly cash balances	1b	713,748.
c	Fair market value of all other assets	1c	1,633,431.
d	Total (add lines 1a, b, and c)	1d	53,618,359.
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	53,618,359.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	804,275.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,814,084.
6	Minimum investment return. Enter 5% of line 5	6	2,640,704.

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

1	Minimum investment return from Part X, line 6	1	2,640,704.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	20,560.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,560.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,620,144.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,620,144.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,620,144.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,719,031.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,719,031.
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	20,560.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,698,471.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,620,144.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			2,630,628.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 2,719,031.				
a Applied to 2015, but not more than line 2a			2,630,628.	
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 2016 distributable amount				88,403.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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:	0.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				2,531,741.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

N/A

-

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

MCMAHON1

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 15				2,631,745.
Total			▶ 3a	2,631,745.
b Approved for future payment				
SEE STATEMENT 16				
Total			▶ 3b	0.

Part XVII

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

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

[illegible]


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

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

**Sign
Here**

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

and belief, it is true, correct, and complete. Declaration

 Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

GARY A. DAVIDSON

Mr. A. H. H. H.

6-22-17

P00218822

Firm's name ► **DAVIDSON FREEDLE ESPENHOVER & OVERBY, P**

Firm's EIN ▶ 74-2933856

Firm's address ▶ 222 SIDNEY BAKER SOUTH, SUITE 635
KERRVILLE, TX 78028

Phone no. 830-896-1100

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	681.	681.	681.
TOTAL TO PART I, LINE 3	681.	681.	681.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PRIMARILY BESSEMER TRUST	1,396,827.	0.	1,396,827.	1,396,827.	1,396,827.
TO PART I, LINE 4	1,396,827.	0.	1,396,827.	1,396,827.	1,396,827.

FORM 990-PF RENTAL INCOME STATEMENT 3

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

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS	199,991.	199,991.	199,991.
TOTAL TO FORM 990-PF, PART I, LINE 11	199,991.	199,991.	199,991.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAVIDSON, FREEDLE, ESPENHOVER & OVERBY, P.C., AUDITING & 990PF	24,886.	24,886.	24,886.	0.
TO FORM 990-PF, PG 1, LN 16B	24,886.	24,886.	24,886.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST MANAGEMENT FEES	111,412.	111,412.	111,412.	0.
TO FORM 990-PF, PG 1, LN 16C	111,412.	111,412.	111,412.	0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	10,826.	10,826.	10,826.	0.
PAYROLL TAXES	7,805.	4,455.	4,455.	3,351.
FEDERAL EXCISE TAXES	0.	0.	0.	0.
STATE UNEMPLOYMENT TAXES	58.	51.	51.	7.
TO FORM 990-PF, PG 1, LN 18	18,689.	15,332.	15,332.	3,358.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	27,379.	26,955.	26,955.	423.
TO FORM 990-PF, PG 1, LN 23	27,379.	26,955.	26,955.	423.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENTS SUPPORTING SCHEDULE	X		5,761,965.	5,718,128.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,761,965.	5,718,128.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,761,965.	5,718,128.

FORM 990-PF	CORPORATE STOCK			STATEMENT 10
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENTS SUPPORTING SCHEDULE			36,307,956.	41,720,935.
TOTAL TO FORM 990-PF, PART II, LINE 10B			36,307,956.	41,720,935.

FORM 990-PF	CORPORATE BONDS			STATEMENT 11
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENTS SUPPORTING SCHEDULE			4,294,507.	4,283,153.
TOTAL TO FORM 990-PF, PART II, LINE 10C			4,294,507.	4,283,153.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL & GAS PROPERTY	COST	0.	1,264,711.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	1,264,711.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENNETH EASTON 715 N.W. 46TH LAWTON, OK 73505	CHAIRMAN 0.00	0.	0.	0.
MICHAEL MAYHALL 143 N.W. 36TH LAWTON, OK 73505	VICE CHAIRMAN 0.00	0.	0.	0.
TODD BRIDGES, DDS 8217 N.W. STONEBRIDGE CT LAWTON, OK 73505	SEC./TREAS. 0.00	0.	0.	0.
KENNETH BRIDGES 3304 BALTIMORE LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
MARK HENRY 629 SW C AVENUE LAWTON, OK 73501	TRUSTEE 0.00	0.	0.	0.
PHIL KENNEDY #2 S.W. C AVENUE LAWTON, OK 73501	TRUSTEE 0.00	0.	0.	0.
ORVILLE D. SMITH 8003 N.W. ALDWICK LAWTON, OK 73505	TRUSTEE 0.00	0.	0.	0.
DANA PARRISH 1018 SE ALTA LANE LAWTON, OK 73501	EXECUTIVE DIRECTOR 40.00	55,550.	1,667.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		55,550.	1,667.	0.

THE MCMAHON FOUNDATION
FYE March 31, 2017
Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Arts For All, Inc PO Box 592 Lawton, OK 73502	Public charity	Support community arts	20,000 00
Cameron University 2800 W. Gore Blvd. Lawton, OK 73505	Tax exempt	Scholarships	224,000.00
Chisholm Trail Heritage Center Assoc 1000 Chisholm Trail Parkway Duncan, OK 73533	Public charity	Special program	9,500.00
Comanche County Fairgrounds Trust Authority 920 S. Sheridan Rd Lawton, OK 73505	Tax Exempt	Facility improvements	136,941.72
Comanche County Memorial Hospital Foundation 3401 W Gore Blvd Lawton, OK 73505	Public foundation 73-1424430	Support special program	2,000.00
Comanche County Saddle & Sirloin Club PO Box 2009 Lawton, OK 73502	Public charity	Support youth programs	5,000 00
Family Promise of Lawton PO Box 142 Lawton, OK 73502	Public charity	Support programs	1,000.00
Friends of the Lawton Public Library 110 SW 4th St. Lawton, OK 73501	Public charity	Facility improvements	124,500 00
Great Plains Technology Ctr Found 4500 W. Lee Blvd Lawton, OK 73505	Public foundation 73-1108753	Scholarships	95,805.65
Lawton-Ft Sill Habitat for Humanity 1006 SW E Ave Lawton, OK 73501	Public charity	Facility improvements	50,000 00
Hearts That Care Volunteer Health Clinic 304 SW A Avenue Lawton, OK 73501	Public charity	Program operations	25,000 00

STATEMENT 15

THE MCMAHON FOUNDATION
FYE March 31, 2017
Grants Paid During the Year

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Lawton Arts & Humanities Council PO Box 1054 Lawton, OK 73502	Tax exempt	Support special program	6,000.00
Lawton Community Theatre 1316 NW Bell Ave. Lawton, OK 73507-6545	Public charity	Facility improvements	18,883.98
Lawton Family YMCA 5 SW 5th Street Lawton, OK 73501	Public charity	Facility improvements	200,000.00
Lawton Mobile Meals, South Shepler 2800 W. Gore Blvd., Box 114 Lawton, OK 73505	Public charity	Program support	5,863.20
Lawton Philharmonic Society PO Box 1473 Lawton, OK 73502	Public charity	Support	23,500.00
Lawton Public Schools PO Box 1009 Lawton, OK 73502	Tax exempt	Support special programs	653,750.00
Medicine Park Museum of Natural Science PO Box 337 Medicine Park, OK 73557	Public charity	Facility construction	200,000.00
Museum of the Great Plains Authority 601 NW Ferris Ave. Lawton, OK 73507	Public charity	Facility improvements	525,000.00
Salvation Army PO Box 12600 Oklahoma City, OK 73157	Public charity	Purchase vehicle	55,000.00
University of Oklahoma-Foundation 100 Timberdell Rd. Norman, OK 73019	Public foundation 73-6091755	Scholarships	200,000.00
United Way of Lawton-Ft. Sill 1118 SW A Avenue Lawton, OK 73501	Public charity	Annual support	50,000.00

Total

STATEMENT 15

2,631,744.55

THE McMAHON FOUNDATION

**SUPPLEMENTAL SCHEDULE OF UNITED STATES GOVERNMENT OBLIGATIONS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2017**

Treasury Notes and Bills	Balance, March 31, 2016		Purchased		Discount (Premium) Amortization	Matured or Sold		Balance, March 31, 2017		Approximate Market Value March 31, 2017	Interest Received Year Ended March 31, 2017
	Principal	Cost	Principal	Cost		Principal	Cost	Principal	Cost		
USTN, 375%, 4/30/16	\$ 100,000	\$ 100,012				\$ 100,000	\$ 100,012	\$ 423,172	\$ 420,851	\$ 431,237	\$ 168
USTN Inflation Index, 625%, 1/15/24	355,628	367,775	\$ 50,000	\$ 52,728	\$ 348						2,501
USTN, 625%, 12/15/16			500,000	500,371	(185)	500,000	500,186				877
USTN, 75%, 4/15/18	323,000	321,721	500,000	498,594		823,000	820,315				2,566
USTB, 75%, 2/28/18	400,000	398,479				400,000	398,479				768
USTN, 875%, 10/15/18			608,000	604,550	247	270,000	268,358	338,000	336,439	336,428	
USTN, 875%, 11/30/17			150,000	149,982		150,000	149,982				263
USTN, 875%, 5/31/18			562,000	563,207		562,000	563,207				1,169
USTN, 875%, 9-15-19			331,000	328,603	277	100,000	99,961	231,000	228,919	228,165	718
USTN, 875%, 4/15/19			151,000	150,900	15	75,000	74,950	76,000	75,965	75,382	399
USTN, 875%, 5-15-19			999,000	995,301	184	820,000	816,963	179,000	178,522	177,433	1,557
USTN, 1%, 3/15/19	178,000	177,367	224,000	224,692		402,000	402,059				375
USTN, 1 1/25%, 1/15/19	60,000	60,077				60,000	60,077				232
USTN, 1 1/25%, 1/31/19			253,000	252,495	42			253,000	252,537	252,496	
USTN, 1 3/5%, 1/15/20			200,000	199,328	19			200,000	199,347	199,500	
USTB, 1 875%, 11/30/21	1,066,000	1,065,266			16	300,000	299,793	766,000	765,489	765,042	19,665
USTB, 1 875%, 10/31/22			587,000	581,649	157			587,000	581,806	581,265	
USTN, 2%, 2-15-25			649,000	668,395	(1,678)			649,000	666,717	634,397	8,880
USTN, 2 25%, 11/15/25			715,000	750,276	(938)			305,000	317,190	302,212	6,217
USTN, 2 3/5%, 8/15/24	1,005,000	1,007,311	200,000	209,211	(1,369)	410,000	432,148	1,205,000	1,215,153	1,214,037	27,392
	\$ 3,487,628	\$ 3,498,008	\$ 6,679,000	\$ 6,730,282	\$ (2,865)	\$ 4,972,000	\$ 4,986,490	\$ 5,212,172	\$ 5,238,935	\$ 5,197,594	\$ 73,747
FHLM and FNMA											
875%, 12/20/17	\$ 415,000	\$ 412,196			\$ 255	\$ 327,000	\$ 324,790	\$ 88,000	\$ 87,661	\$ 87,894	\$ 2,487
875%, 10/1/18			\$ 100,000	\$ 99,932	20			100,000	99,952	99,520	85
1%, 3/8/17	200,000	200,174			(174)	200,000	200,000				1,826
1 1/25%, 6-21-19			75,000	74,969	8			75,000	74,977	74,535	464
1 1/25%, 10/19/18	260,000	259,656				260,000	259,656				2,478
1 875%, 2-19-19			\$ 256,000	\$ 261,984	(1,544)			256,000	260,440	258,585	2,333
	\$ 875,000	\$ 872,026	\$ 431,000	\$ 436,885	\$ (1,435)	\$ 787,000	\$ 784,446	\$ 519,000	\$ 523,030	\$ 520,534	\$ 9,673

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS, MUTUAL FUNDS AND PRIVATE EQUITY FUNDS FOR THE YEAR ENDED MARCH 31, 2017 (MODIFIED CASH BASIS)

	BALANCE MARCH 31, 2016		PURCHASED		SOLD		BALANCE MARCH 31, 2017		APPROXIMATE MARKET VALUE	
	SHARES	COST	SHARES	COST	SHARES	COST	SHARES	COST	MARCH 31, 2017 (unaudited)	
Accor	1,190	\$ 60,959			1,190	\$ 60,959				
Aetna, Inc	860	63,042			860	63,042				
Alibaba Group Holdings Ltd			1,150	\$ 96,506	45	3,425	1,105	\$ 93,081	\$	119,152
Alphabet, Inc	280	189,457	134	105,377	10	6,803	404	288,031		335,142
Altra Group			3,050	217,904			3,050	217,904		217,831
Amazon			268	209,518	5	3,806	263	205,712		233,160
American International Group	1,020	44,129			90	3,893	930	40,236		58,059
American Waterworks	1,425	61,597	850	61,344	635	28,796	1,640	94,145		127,542
Apple, Inc	2,420	181,948	250	23,285	990	76,098	1,680	129,135		241,348
Aramark			4,200	152,996	4,200	152,996				
Astrazeneca Plc	1,850	133,735			815	58,915	1,035	74,820		63,636
Atos	740	58,001			740	58,001				
BNP Paribas	3,700	99,835			3,700	99,835				
Bridgestone Corp ADR	2,880	52,606			2,880	52,606				
Bristol-Myers Squibb										
British Sky Broadcast PLC ADR	1,480	91,736			1,480	91,736				
Broadcom (formerly	660	32,117			20	973	990	100,636		216,770
CBS Corporation			350	69,492	2,300	126,292				
CDW Corp	1,500	57,210	750	31,191	2,250	88,401				
China Telecom	1,645	93,645			1,645	93,645				
Chubb, Ltd (formerly Ace, Ltd)	655	43,422	1,000	131,494	110	10,880	1,545	164,036		210,506
Church & Dwight			4,250	193,456			4,250	193,456		211,947
Citigroup, Inc	2,320	87,463			215	8,105	2,105	79,358		125,921
Coca-Cola Euro Partners			1,425	54,454	1,425	54,454				
Comcast Corp	3,150	176,668	2,725	33,932	785	33,932	5,090	142,736		191,333
ConocoPhillips	2,850	174,626	1,350	58,214	380	21,066	3,820	211,774		190,503
CVS /Caremark, Corp	1,675	106,309	200	21,200	1,875	127,509				
DBS Group	2,130	113,459			2,130	113,459				
Danaher Corporation			2,650	213,991	100	8,075	2,550	205,916		218,101
Dentsply Sirona, Inc	1,670	96,442	750	46,196	2,420	142,638				
Discover Financial Services	3,400	195,861			310	17,857	3,090	178,004		211,325
Dollar General	2,175	109,398	250	21,100	2,425	130,498				
Dow Chemical			3,750	217,389	200	11,594	3,550	205,795		225,567
Eddison International	1,750	113,368			155	10,041	1,595	103,327		126,977
Electric Power Development Corp	2,410	84,879			2,410	84,879				
Enagas SA	3,250	95,553			3,250	95,553				
Encana Corp	5,575	76,216	3,400	46,115	3,865	52,814	5,110	69,517		59,734
ENI SPA ADR	3,600	123,037	1,450	48,085	990	33,715	4,060	137,407		132,883
Ericsson LM Tel Co	5,475	63,378			5,475	63,378				

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS, MUTUAL FUNDS AND PRIVATE EQUITY FUNDS FOR THE YEAR ENDED MARCH 31, 2017 (MODIFIED CASH BASIS)

	BALANCE MARCH 31, 2016			PURCHASED			SOLD			BALANCE MARCH 31, 2017			APPROXIMATE MARKET VALUE	
	SHARES	COST	SHARES	SHARES	COST	SHARES	SHARES	COST	SHARES	COST	SHARES	COST	MARCH 31, 2017	(unaudited)
Fidelity National Info Services														
Fifth Avenue Multi-Strat Off S1	1,063	2,295,000		3,150	249,981						3,150	249,981	250,803	
Fifth Avenue Multi-Strat Off S4	1,573	3,939,926									1,063	2,295,000	2,698,575	
Fifth Avenue Private Equity 10	627,385	627,385		5,826	5,826		1,073	1,073			1,573	3,939,926	3,995,602	
Fifth Avenue Private Equity 11	580,126	580,126		48,748	48,748						632,138	632,138	601,693	
Fifth Avenue Private Equity 13	75,123	75,123		151,813	151,813						628,874	628,874	833,294	
Fifth Avenue Real Assets 1	743,648	743,648		26,758	26,758						226,936	226,936	224,743	
Fifth Avenue Real Assets 3				155,382	155,382						770,406	770,406	509,224	
Home Depot Inc				1,325	179,814						155,382	155,382	203,047	
HSBC Holdings	2,760	138,167				2,760		138,167			1,325	179,814	194,549	
Imperial Royalties Co, Preferred	10	1									10	1		
ING Group NV	5,500	84,495				5,500		84,495						
Itochu Corp ADR	1,185	25,583				1,185		25,583						
JB Hunt Trans	0	0		1,750	144,678		40	3,243			1,710	141,435	156,875	
KDDI Corp	3,112	20,868				3,112		20,868						
Keycorp	9,300	124,312		800	14,684		260	3,476			9,840	135,520	174,955	
Kingfisher ORD	14,350	83,021				14,350		83,021						
Lidl Elh Co				2,800	212,717		130	9,876			2,670	202,841	224,573	
Lowe's	1,750	118,097		150	11,549		1,900	129,646						
Mediobanca SPA ADR	5,150	50,487				5,150		50,487						
Microsoft Corporation				4,300	273,518						4,300	273,518	283,198	
Mohawk Industries	325	60,716		350	68,178		675	128,894						
Morgan Stanley	2,420	76,218		1,650	49,885		380	11,774			3,690	114,329	158,079	
Nielsen Holdings	1,610	56,296				1,610		56,296						
Nike Inc	2,100	90,516		2,000	106,431		295	13,916			3,805	183,031	212,052	
Nissan	8,300	87,437				8,300		87,437						
Nokia AB	12,950	94,962				12,950		94,962						
Nordea Bank Sweden				12,550	138,845		460	4,531			12,090	134,314	138,027	
NXP Semiconductors	1,150	73,714				1,150		73,714						
Obayashi Stocks				3,900	37,577		3,900	37,577						
Old Westbury Large Cap Strategies	1,322,552	15,087,680		23,229	301,280		79,811	912,053			1,265,970	14,476,907	17,267,822	
Old Westbury Strategic Opportunity Fd	618,999	4,612,198		9,088	67,613		140,252	1,045,029			487,835	3,634,782	3,780,718	
Old Westbury Small & Mid Cap Fund	397,060	4,902,322		18,122	275,272		122,937	1,518,835			292,245	3,658,759	4,690,529	
Onx Corp	7,575	106,594				7,575		106,594						
Otsuka Holdings Co, Ltd	1,590	56,937				1,590		56,937						
Pandora A/S	2,050	33,838				615		10,151			1,435	23,687	39,834	
Pepsico, Inc	1,390	132,718		750	77,005		35	3,341			2,105	206,382	235,465	
Pecos Royalty Syndicate	221	1									221	1		
Pfizer, Inc	4,975	150,426				4,975		150,426						
Priceline Group Inc				138	213,738		10	15,488			128	198,250	227,836	

THE MCMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF STOCKS, MUTUAL FUNDS AND PRIVATE EQUITY FUNDS FOR THE YEAR ENDED MARCH 31, 2017 (MODIFIED CASH BASIS)									
	BALANCE MARCH 31, 2016		PURCHASED		SOLD		BALANCE MARCH 31, 2017		APPROXIMATE
	SHARES	COST	SHARES	COST	SHARES	COST	SHARES	COST	MARKET VALUE
	SHARES	COST	SHARES	COST	SHARES	COST	SHARES	COST	MARCH 31, 2017 (unaudited)
PVH Corp	1,410	150,002			1,410	150,002			
RSA Insurance Group	13,000	98,758			13,000	98,758			
Raytheon Co	1,450	142,447			130	12,771	1,320	129,676	201,300
Rio Tinto, Ltd	1,980	84,001	250	8,087	170	7,019	2,060	85,069	95,105
Royal Caribbean Cruises, LD	1,100	81,381	350	27,036	1,450	108,417			
Sabre Corporation			3,300	92,748	3,300	92,748			
Shonogi & Co	1,090	49,549	300	15,065	1,390	64,614			
Shire PLC GBT	940	49,147			100	5,228			
Siam Comm Bank	1,810	34,521	1,000	15,444	2,810	49,965	840	43,919	49,002
Sinopec/China	825	67,026			825	67,026			
Standard & Poors Dep			1,625	360,638	1,625	360,638			
St Jude Medical, Inc	1,950	123,592			1,950	123,592			
Svenska CL ADR	2,165	56,323			2,165	56,323			
Tata Motors Ltd ADR	3,000	87,096			3,000	87,096			
Thermo Fisher Scientific	1,180	114,166			105	10,158	1,075	104,008	165,120
Tokyo Gas, Ltd	2,552	51,766			2,552	51,766			
Unilever NV	2,685	104,383			2,685	104,383			
Union Pacific	1,200	94,210	1,125	119,726	455	37,615	1,870	176,321	198,070
Visa Inc			3,050	250,430			3,050	250,430	271,053
Walters Cooperative Elevator	8	221					8	221	
Wharf Holdings	5,600	73,667			5,600	73,667			
Wilmar International ADR	3,775	98,134			3,775	98,134			
Xylem Inc			1,550	70,889	1,550	70,889			
Zimmer Holdings	1,420	98,451			1,420	98,451			
	4,570,177	\$ 39,067,749	525,881	\$ 6,038,024	526,822	\$ 8,797,819	4,569,236	\$ 36,307,954	\$ 41,720,935

THE McMAHON FOUNDATION

SUPPLEMENTAL SCHEDULE OF CORPORATE AND GOVERNMENT BONDS (MODIFIED CASH BASIS)
FOR THE YEAR ENDED MARCH 31, 2017

	Balance, March 31, 2016		Purchased		Discount (Premium) Amortization	Matured or Sold		Balance, March 31, 2017		Approximate Market Value March 31, 2017	Interest Received Year Ended March 31, 2017
	Principal	Cost	Principal	Cost		Principal	Cost	Principal	Cost		
Abbvie, Inc	\$ 150,000	\$ 150,509				\$ 150,000	\$ 150,509			\$ 121,322	\$ 3,354
Aetna, Inc			\$ 210,000	\$ 211,535		210,000	211,535				3,025
American Express	200,000	199,995			\$	200,000	200,000	\$			1,306
Anheuser-Busch	120,000	124,243			(431)						3,857
AT&T	150,000	149,152				150,000	149,152				817
Bank of America Corp	150,000	150,827				150,000	150,827				1,100
Bank of America Corp			200,000	201,018	(291)			200,000	200,727	201,066	700
Berkshire Hathaway	175,000	177,004			(200)			175,000	176,804	174,524	5,469
Carnival Corp			210,000	211,514	(606)			210,000	210,908	210,564	973
Caterpillar Financial	230,000	229,959			41						2,340
Chevron Corp	185,000	179,322			1,549			185,000	180,871	186,509	2,152
Citigroup, Inc			105,000	104,668	27			105,000	104,695	108,163	1,258
Coca-Cola	200,000	200,819			(819)			200,000			900
Coca-Cola			200,000	199,860	39			200,000	199,899	198,706	1,375
Comcast Corp	170,000	174,660			(470)			170,000	174,190	167,252	5,102
CR Bard, Inc	200,000	198,267									2,238
Duke Energy Corp	230,000	231,773			(1,252)			230,000	230,521	230,172	3,737
Ecolab			150,000	150,164	(82)			150,000	150,082	149,824	1,420
General Electric	250,000	249,919			74			250,000	249,993	250,160	5,750
JP Morgan Chase	215,000	214,285			(109)			80,000	80,413	81,086	2,567
JP Morgan Chase			135,000	135,000				135,000	135,000	135,156	759
JP Morgan Chase					133						2,633
KFV	200,000	199,867						100,000	103,441	103,620	2,611
Kinder Morgan Energy Part			100,000	105,644	(2,203)			100,000	103,441	103,620	2,611
McDonalds Corp			170,000	172,115	(668)			170,000	171,447	170,627	2,019
McKesson Corp			210,000	213,051	(897)			210,000	212,154	211,461	3,850
Medtronic, Inc			100,000	103,079	(375)			100,000	102,704	101,487	1,007
Morgan Stanley	100,000	102,363			(2,363)			100,000	100,000		1,264
National Rural Utility Coop	170,000	174,359			(455)			170,000	173,904	171,856	3,422
NBC Universal Media	225,000	225,000						225,000	225,000		3,235
Oracle Corp			210,000	216,266	(1,528)			210,000	214,738	212,683	1,496
Rabobank Nederland			250,000	246,135	168			250,000	246,303	246,020	
Royal Bank of Canada			260,000	259,852	62			260,000	259,914		1,950
Roper Technologies			175,000	177,000	(759)			175,000	176,241	175,645	1,584
Target Corp	100,000	102,760									1,201
Texas Instruments	205,000	204,964			36			170,000	170,864	170,783	2,483
Toyota Motor Credit			210,000	209,960	(136)						
Verizon Communications					100			245,000	244,884	244,774	1,484
Westpac Banking Corp	245,000	244,784						245,000	244,884	244,774	3,798
	\$ 3,870,000	\$ 3,884,831	\$ 3,145,000	\$ 3,168,383	\$ (11,412)	\$ 2,745,000	\$ 2,747,295	\$ 4,270,000	\$ 4,294,507	\$ 4,283,153	\$ 84,236