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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 10/01, 2009, and ending 9/30, 2010

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	McBETH FOUNDATION 23101 LAKE CENTER DR. #170 LAKE FOREST, CA 92630	A Employer identification number 33-0399736
		B Telephone number (see the instructions) (949) 951-8088
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 26,240,266.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	6,587.	6,587.	6,587.	
	4 Dividends and interest from securities	688,359.	688,359.	688,359.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	264,984.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		264,984.		
	8 Net short-term capital gain			387,535.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) See Statement 1	-101,164.	-101,164.			
12 Total. Add lines 1 through 11	858,766.	858,766.	1,082,481.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc	80,000.	20,000.		60,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 2	5,969.			
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 3	268,690.	218,690.		40,000.
	17 Interest				
	18 Taxes (attach schedule) (see instr) See Stm 4	5,656.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,205.			2,000.
	22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	9,189.	5,394.		3,679.	
24 Total operating and administrative expenses. Add lines 13 through 23	373,709.	244,084.		105,679.	
25 Contributions, gifts, grants paid Part XV	1,195,000.			1,195,000.	
26 Total expenses and disbursements. Add lines 24 and 25	1,568,709.	244,084.	0.	1,300,679.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-709,943.				
b Net investment income (if negative, enter -0-)		614,682.			
c Adjusted net income (if negative, enter -0-)			1,082,481.		

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	697,958.	189,472.	189,472.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	17,568,475.	18,245,224.	20,610,492.
	c Investments — corporate bonds (attach schedule)	4,411,490.	3,702,585.	4,029,876.
	11 Investments — land, buildings, and equipment, basis			
<b>L I A B I L I T I E S</b>	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	1,703,839.	1,549,820.	1,410,424.
	14 Land, buildings, and equipment, basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe <u>See Statement 6</u> )		1.	
	16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)	24,381,762.	23,687,102.	26,240,264.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
<b>N E T A S S E T S O R F U N D B A L A N C E S</b>	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <u>See Statement 7</u> )		1,555.	
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	1,555.	
	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>			
	24 Unrestricted	24,381,762.	23,685,547.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see the instructions)	24,381,762.	23,685,547.	
	31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	24,381,762.	23,687,102.	

**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	24,381,762.
2 Enter amount from Part I, line 27a	2	-709,943.
3 Other increases not included in line 2 (itemize) <u>See Statement 8</u>	3	13,728.
4 Add lines 1, 2, and 3	4	23,685,547.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	23,685,547.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 9				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	264,984.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8         </div>		3	387,535.

**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 (column (b) divided by column (c))
2008	987,762.	23,095,422.	0.042769
2007	1,316,321.	25,018,702.	0.052613
2006	393,900.	8,410,755.	0.046833
2005	340,181.	6,235,580.	0.054555
2004	310,004.	5,992,067.	0.051736

2 Total of line 1, column (d)	2	0.248506
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049701
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	25,821,803.
5 Multiply line 4 by line 3	5	1,283,369.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,147.
7 Add lines 5 and 6	7	1,289,516.
8 Enter qualifying distributions from Part XII, line 4	8	1,300,679.

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

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

1 a 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 instr.)			
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	6,147.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	6,147.
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	6,147.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	4,101.	
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	4,101.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	2,046.	
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 2010 estimated tax	11		
	Refunded		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>MCBETHFOUNDATION.COM</u>	13	X	
14	The books are in care of <u>DeKarver &amp; Agle</u> Telephone no <u>(949) 951-8088</u> Located at <u>23101 Lake Ctr Dr #170, Lake Forest, CA</u> ZIP + 4 <u>92630</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

**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
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
<b>c</b> 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 2009?	1c	X
<b>2</b> 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))		
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3a</b> 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>b</b> If 'Yes,' did it have excess business holdings in 2009 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 2009)	3b	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 2009?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b 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?

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?

7b 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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		80,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLS FARGO ADVISORS 19800 MACARTHUR BLVD. #1400 IRVINE, CA 92612	FINANCIAL	144,323.
WACHOVIA BANK 1525 WEST W.T. HARRIS BLVD. CHARLOTTE, NC 28288	FINANCIAL	126,367.
BROWN, STREZA, LLP 8105 IRVINE CENTER DR #700 IRVINE, CA 92618	LEGAL	5,969.
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

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

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	24,977,234.
<b>b</b> Average of monthly cash balances	<b>1b</b>	1,237,794.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	26,215,028.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	26,215,028.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	393,225.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	25,821,803.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,291,090.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	1,291,090.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	6,147.
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	6,147.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	1,284,943.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	1,284,943.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	1,284,943.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	1,300,679.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,300,679.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	6,147.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,294,532.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,284,943.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006	48,981.			
d From 2007	81,564.			
e From 2008				
f Total of lines 3a through e	130,545.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 1,300,679.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				1,284,943.
e Remaining amount distributed out of corpus	15,736.			
5 Excess distributions carryover applied to 2009 (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	146,281.			
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 2008. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	146,281.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006	48,981.			
c Excess from 2007	81,564.			
d Excess from 2008				
e Excess from 2009	15,736.			

N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**(4) Gross investment income**

[illegible]

### 1 Information Regarding Foundation Managers:

None

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 of the person to whom applications should be addressed

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

**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)				
<b>a</b> Paid during the year See Statement 12				
<b>Total</b>			<b>3a</b>	1,195,000.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	6,587.	
4	Dividends and interest from securities			14	688,359.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			14	-58,855.	323,839.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	AG EDWARDS PRIVATE EQTY			14	-291.	
b	CAMPELL STRATEGIC ALLOC.			14	-84,414.	
c	GLOBAL MACRO TRUST - K-1			14	-16,459.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				534,927.	323,839.
13	Total. Add line 12, columns (b), (d), and (e)				13	858,766.

(See worksheet in the instructions for line 13 to verify calculations )

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

[illegible]



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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
AG EDWARDS PRIVATE EQTY	\$ -291.	\$ -291.	
CAMPELL STRATEGIC ALLOC.	-84,414.	-84,414.	
GLOBAL MACRO TRUST - K-1	-16,459.	-16,459.	
<b>Total</b>	<b>\$ -101,164.</b>	<b>\$ -101,164.</b>	<b>0.</b>

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Brown, Streza LLP	\$ 5,969.			
<b>Total</b>	<b>\$ 5,969.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Wachovia Bank	\$ 126,367.	\$ 76,367.		\$ 20,000.
Wells Fargo Advisors	142,323.	142,323.		20,000.
<b>Total</b>	<b>\$ 268,690.</b>	<b>\$ 218,690.</b>	<b>\$ 0.</b>	<b>\$ 40,000.</b>

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 5,656.			
<b>Total</b>	<b>\$ 5,656.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

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**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Withheld	\$ 368.	\$ 368.		
K-1 Investment Expenses	5,026.	5,026.		
Meals & Entertainment	106.			\$ 106.
Supplies	116.			
Web Development	3,573.			3,573.
<b>Total</b>	<b>\$ 9,189.</b>	<b>\$ 5,394.</b>	<b>\$ 0.</b>	<b>\$ 3,679.</b>

**Statement 6**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

	Book Value	Fair Market Value
<b>Total</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**Statement 7**  
**Form 990-PF, Part II, Line 22**  
**Other Liabilities**

**Total** \$ 1,555.

**Statement 8**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

Basis Adjustments	\$ 352.
Prior Year Tax Adjustments	11,247.
Tax Cost Adjustments	2,129.
<b>Total</b>	<b>\$ 13,728.</b>

**Statement 9**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	48123 THORNBURG INTL GWTH	Purchased	2/08/2010	3/31/2010
2	7000 UTILITIES SELECT SPDR	Purchased	1/26/2009	5/04/2010
3	15460 FINANCIAL FEDERAL	Purchased	8/16/2007	11/23/2009
4	8940 MERCURY GENERAL	Purchased	8/11/2007	11/23/2009
5	945 MARKEL HOLDINGS	Purchased	8/23/2007	11/23/2009
6	4000 DIAGEO PLC	Purchased	12/11/2008	2/08/2010



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**Statement 9 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
7	141648 ARTIO GLOBAL INTL	Purchased	2/25/2009	2/08/2010
8	23000 LOWES COS	Purchased	8/06/2007	2/08/2010
9	5000 ROSS STORES	Purchased	2/08/2008	2/08/2010
10	6000 ENERGY SELECT SPDR	Purchased	Various	2/08/2010
11	760 TYCO	Purchased	12/11/2008	2/08/2010
12	5000 WAL MART	Purchased	6/04/2007	2/08/2010
13	5000 WATERS CORP	Purchased	8/13/2007	2/08/2010
14	28000 WESTERN UNION	Purchased	9/13/2007	2/08/2010
15	400000 CITIGROUP 4.125%	Purchased	10/12/2007	2/22/2010
16	1867 CHEVRON	Purchased	7/21/1987	5/04/2010
17	1790 EXXON	Purchased	11/15/1993	5/04/2010
18	5300 ISHARES TELECOM	Purchased	2/17/2009	5/04/2010
19	1655 OCCIDENTAL PETROLEUM	Purchased	12/16/2008	5/04/2010
20	7500 STATE STREET	Purchased	11/23/2009	5/04/2010
21	400000 WELLS FARGO BANK 4.625%	Purchased	9/10/2007	8/09/2010
22	400000 BOEING 3.5%	Purchased	9/01/2009	8/17/2010
23	61070 HARBOR INTL GWTH	Purchased	3/06/2009	8/17/2010
24	400000 U S TREASURY 4.125%	Purchased	8/30/2007	8/17/2010
25	K-1 SHORT TERM	Purchased	Various	Various
26	K-1 LONG TERM	Purchased	Various	Various
27	K-1 SHORT TERM STRADDLES	Purchased	Various	Various
28	K-1 LONG TERM STRADDLES	Purchased	Various	Various

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
1	550,048.		500,000.	50,048.				\$ 50,048.
2	212,199.		250,101.	-37,902.				-37,902.
3	314,954.		467,727.	-152,773.				-152,773.
4	315,877.		448,780.	-132,903.				-132,903.
5	307,423.		461,477.	-154,054.				-154,054.
6	252,525.		217,232.	35,293.				35,293.
7	1508551.		1152327.	356,224.				356,224.
8	510,077.		636,061.	-125,984.				-125,984.
9	227,808.		138,205.	89,603.				89,603.
10	328,557.		506,621.	-178,064.				-178,064.
11	261,851.		164,244.	97,607.				97,607.
12	266,635.		230,602.	36,033.				36,033.
13	291,799.		267,719.	24,080.				24,080.
14	458,942.		461,528.	-2,586.				-2,586.
15	400,000.		392,552.	7,448.				7,448.
16	149,831.		114,640.	35,191.				35,191.
17	118,413.		115,490.	2,923.				2,923.
18	106,385.		99,628.	6,757.				6,757.
19	142,208.		99,365.	42,843.				42,843.
20	319,555.		318,647.	908.				908.
21	400,000.		396,680.	3,320.				3,320.
22	429,624.		405,908.	23,716.				23,716.
23	653,449.		400,009.	253,440.				253,440.
24	441,656.		398,985.	42,671.				42,671.
25	0.		37,679.	-37,679.				-37,679.
26	0.		6,971.	-6,971.				-6,971.
27	0.		5,682.	-5,682.				-5,682.
28	0.		8,523.	-8,523.				-8,523.
							Total	\$ 264,984.

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## Statement 10

## Form 990-PF, Part VIII, Line 1

## List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Martin L. DeKarver 23101 Lake Center Dr. #170 Lake Forest, CA 92630	Trustee 4.00	\$ 40,000.	\$ 0.	\$ 0.
Norm Timmons 3017 Rockdale Lane San Diego, CA 91977	Board Member 2.00	20,000.	0.	0.
Skye Woods P. O. Box 1161 Cedar Glen, CA 92321	Board Member 2.00	20,000.	0.	0.
Tim Metcalf 19800 MacArthur Blvd. Irvine, CA 92623	Board Member 0	0.	0.	0.
Amy Leite 19800 MacArthur Blvd. Irvine, CA 92623	Board Member 0	0.	0.	0.
Total		\$ 80,000.	\$ 0.	\$ 0.

## Statement 11

## Form 990-PF, Part XV, Line 2a-d

## Application Submission Information

## Name of Grant Program:

Name:

Amy Holmes

Care Of:

Wells Fargo Advisors

Street Address:

19800 MacArthur Blvd. #1400

City, State, Zip Code:

Irvine, CA 92623

Telephone:

Form and Content:

Applications should be submitted in the format shown on the Foundation's website and should include: a description of the entity including it's history and it's charitable purpose, the purpose for the request, relationship of the request to the entity's total budget, affiliated entities, contact information, copy of IRS ruling letter.

Submission Deadlines:

May 31st.

Restrictions on Awards:

Awards are generally restricted to the purposes defined on the Foundation's website and to geographical areas where the Foundation has a presence - primarily Southern California.

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**Statement 12**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
UNIVERSITY OF CAL - DAVIS ONE SHIELDS AVE. DAVIS, CA 95616	NONE	PUBLIC	ANIMAL RESCUE & DISASTER MEDICINE	\$ 25,000.
CHOC CHILDREN'S FOUNDATION 455 S. MAIN STREET ORANGE, CA 92868	NONE	PUBLIC	RESEARCH	25,000.
CANINE COMPANIONS P. O. BOX 4568 OCEANSIDE, CA 92052	NONE	PUBLIC	CANINE TRAINING	30,000.
ZOOLOGICAL SOCIETY, S.D P. O. BOX 120551 SAN DIEGO, CA 92112	NONE	PUBLIC	ASIAN RAIN FOREST	25,000.
SOUTH COAST SYMPHONY 13642 WINTHROPE STREET SANTA ANA, CA 92705	NONE	PUBLIC	FAMILY CONCERT PLAN	35,000.
LAGUNA ART MUSEUM 307 CLIFF DRIVE LAGUNA BEACH, CA 92651	NONE	PUBLIC	ART EDUCATION	40,000.
LAGUNA COLLEGE OF ART 2222 LAGUNA CANYON RD. LAGUNA BEACH, CA 92651	NONE	PUBLIC	ART LIBRARY & SCHOLARSHIPS	65,000.
PACIFIC MARINE MAMMAL CENTER 20612 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651	NONE	PUBLIC	FOOD, MEDICATION & OVERFLOW PEN	75,000.
SANTA ANA ZOO 1801 E. CHESTNUT AVE. SANTA ANA, CA 92701	NONE	PUBLIC	CHILDREN'S ZOO	60,000.
SURFRIDER FOUNDATION P. O. BOX 6010 SAN CLEMENTE, CA 92674	NONE	PUBLIC	ENVIRONMENTAL	50,000.
UNITED CEREBRAL PALSY OF SAN DIEGO 8525 GIBBS DR. #100 SAN DIEGO, CA 92123	NONE	PUBLIC	CEREBRAL PALSY ASSISTANCE	75,000.
GUIDE DOGS FOR THE BLIND 350 LOS RANCHITOS RD. SAN RAFAEL, CA 94903	NONE	PUBLIC	ANIMAL TRAINING	30,000.

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McBETH FOUNDATION

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**Statement 12 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NEW VISTA SCHOOL 23092 MILL CREEK RD. LAGUNA HILLS, CA 92630	NONE	PUBLIC	AUTISIC CHILDREN	\$ 75,000.
GOLDEN WEST COLLEGE FOUNDATION 15744 GOLDEN WEST STREET HUNTINGTON BEACH, CA 92647	NONE	PUBLIC	EDUCATION - NURSING	50,000.
PROJECT AWARE 30151 TOMAS STREET RCHO. STA. MARGARITA, CA 92688	NONE	PUBLIC	BEACH CLEAN UP	50,000.
THE NATURE CONSERVANCY 1400 QUAIL STREET #130 NEWPORT BEACH, CA 92660	NONE	PUBLIC	NATURE CONSERVANCY	30,000.
MICOCEAN P. O. BOX 14246 IRVINE, CA 92623	NONE	PUBLIC	OCEAN CLEANLINESS	65,000.
CALIFORNIA CENTER FOR THE ARTS 340 N. ESCONDIDO BLVD. ESCONDIDO, CA 92025	NONE	PUBLIC	PERFORMING ARTS	50,000.
SPIRIT LEAGUE 39198 AVENIDA LA CRESTA MURRIETA, CA 92562	NONE	PUBLIC	SPORTS FOR LEARNING IMPAIRED	15,000.
CASA TERESA P. O. BOX 429 ORANGE, CA 92856	NONE	PUBLIC	SHELTER	10,000.
MUSIC FOR A CURE, INC. 9140 IRVINE CTR. DR. IRVINE, CA 92618	NONE	PUBLIC	MUSIC THERAPY	25,000.
PET PROJECT FOUNDATION P. O. BOX 5678 SAN CLEMENTE, CA 92674	NONE	PUBLIC	ANIMALS	25,000.
OREGON TIGER SANCTUARY 24001 HWY. 140 EAGLE POINT, OR 97524	NONE	PUBLIC	ANIMAL RESCUE	50,000.
GUIDE DOGS OF THE DESERT P. O. BOX 1692 PALM SPRINGS, CA 92263	NONE	PUBLIC	DOG TRAINING FOR VETS	45,000.

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McBETH FOUNDATION

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Statement 12 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
ST. MARY MEDICAL CTR. FOUNDATION 1040 LINDEN AVE. LONG BEACH, CA 90813	NONE	PUBLIC	HOSPITAL	\$ 50,000.
HELPING HAND WORLDWIDE 31121 HOLLY DRIVE LAGUNA BEACH, CA 92651	NONE	PUBLIC	FOOD FOR NEEDY	30,000.
ORANGE COUNTY SCHOOL OF THE ARTS 1010 N. MAIN STREET SANTA ANA, CA 92701	NONE	PUBLIC	PERFORMING ARTS SCHOOL	25,000.
LAGUNA BEACH SENIOR CENTER 380 THIRD STREET LAGUNA BEACH, CA 92651	NONE	PUBLIC	SENIOR CARE	25,000.
LAKE ARROWHEAD FILM FESTIVAL P. O. BOX 2143 BLUE JAY, CA 92317	NONE	PUBLIC	FILM PRESENTATION	10,000.
GERMAN SHEPARD RESCUE	NONE	PUBLIC	ANIMAL RESCUE	10,000.
SAN JUAN HILLS HIGH SCHOOL SAN JUAN CAPISTRANO, CA	NONE	PUBLIC	HIGH SCHOOL DRUG PROGRAM	10,000.
OAK LAKE ART CENTER FOUNDATION P. O. BOX 2084 JULIAN, CA 92036	NONE	PUBLIC	ARTS	10,000.

Total \$ 1,195,000.

MCBETH FOUNDATION  
33-0399736

STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2010

PART II LINE 10 - INVESTMENTS

<u>Name</u>	<u>No. of Shares</u>	<u>Cost Basis</u>	<u>Market Value</u>
LINE 10 b			
CORPORATE STOCKS & ETF's			
Amgen, Inc.	3,500	\$ 198,730	\$ 192,885
Apple, Inc.	1,300	256,662	368,875
ADP	14,200	651,944	596,826
Berkshire Hathaway	7,750	578,766	640,770
BP PLC	2,000	101,538	82,340
Chevron Corporation	5,000	307,017	405,250
Cisco Systems, Inc.	11,100	344,807	243,090
Diageo PLC	4,000	216,852	276,040
Emerson Electric Co.	4,000	194,660	210,640
Encana Corp.	3,000	97,020	90,690
Exxon Mobil	5,000	322,599	308,950
franklin resources, Inc.	1,900	237,077	203,110
General Electric	15,700	125,818	255,125
Goldman Sachs Group, Inc.	2,000	301,476	289,160
Grainger W W, Inc.	2,200	190,593	262,042
Hitachi Ltd. ADR	7,500	259,430	328,350
IBM	4,700	484,132	630,458
Ishares S & P Gobal Mtls.	4,500	252,401	284,715
Ishares Dow Jones Telecom	20,000	375,953	435,800
Johnson & Johnson	9,400	581,190	582,424
JP Morgan Chase & Co	7,200	311,163	274,032
Microsoft Corp	20,310	624,577	497,392
NV Energy, Inc.	15,000	187,779	197,250
Occidental Petroleum Corp.	5,000	300,196	391,500
Pepsico Incorporated	7,405	385,634	491,988
Petrochina Co., Ltd.	1,000	111,460	116,420
Pfizer Incorporated	24,050	462,442	412,939
Procter & Gamble Co.	7,720	445,439	462,968
Quest Diagnostics, Inc.	8,100	450,685	408,807
Ross Stores, Inc.	5,000	138,205	273,300
Scotts Miracle-Gro Co.	12,000	452,859	620,760
Select Sector SPDR Utilities	7,000	250,101	219,660
Sherwin Williams Co.	5,600	317,912	420,784
SPDR Barclays Capital St. Tm.	20,000	604,600	608,800
Sprint Nextel Corp.	25,000	103,728	115,750
Tyco International Ltd	7,600	164,244	279,148
U S Bancorp New	12,500	294,054	270,250
Vanguard Short Term ET	10,000	774,150	783,500
Wal-Mart Stores, Inc.	5,000	227,605	267,600
Waters Corporation	5,000	263,021	353,900
3m Co.	8,070	663,525	699,750
TOTAL STOCKS & ETF's		\$13,612,044	\$14,854,038

McBETH FOUNDATION  
33-0399736

STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2010

PART II LINE 10 - INVESTMENTS

Name	No. of Shares	Cost Basis	Market Value
LINE 10 b (Cont'd)		13,612,044	14,854,038
OPTIONS			
Call - Grainger W W, Inc.	-22	\$ ( 10,560)	\$ ( 13,420)
Call - Microsoft Corp.	-200	( 30,999)	( 400)
Call - Occidental Petroleum	-50	( 12,400)	( 4,000)
Call - Ross Stores	-50	( 8,250)	( 5,500)
Call - Sherwin Williams Co.	-50	( 22,000)	( 7,250)
Call - 3M Co.	-80	( 38,959)	( 41,600)
TOTAL OPTIONS		\$ ( 123,168)	\$ ( 72,170)

MUTUAL FUNDS

Harbor Fund International	39,398	1,391,920	2,232,272
Artio Global Inv't. Fund	148,479	1,508,551	1,550,125
Oppeneheimer Dev. Mkts.	9,924	300,000	329,276
Smallcap World Fund	16,909	500,000	600,778
Thornburg Inv't Tr. Global	39,303	505,877	550,636
Wells Fargo Emerging Mkts.	14,815	300,000	325,037
Tortoise MLP Fund, Inc.	10,000	250,000	240,500
TOTAL MUTUAL FUNDS		\$ 4,756,348	\$ 5,828,624

TOTAL LINE 10 b - STOCKS

\$18,245,224	\$20,610,492
=====	=====

LINE 10 c

CORPORATE BONDS

Wal-Mart Stores 4.125%	400,000	\$ 402,892	\$ 405,300
Bear Stearns 5.355	400,000	393,776	423,472
Goldman Sachs 5.3%	400,000	397,604	421,852
Atlantic Richfield 8.5%	15,000	16,278	16,164
Emerson Electric Co. 4.625%	400,000	394,267	431,600
Tesoro Corp. 6.625%	200,000	198,500	200,412
SBC Communications 5.625%	400,000	401,944	466,008
Oracle Corp. 5.75%	400,000	408,720	477,316
Nucor Corp. 5.855	400,000	402,152	471,268
GTE Corp. 8.750%	200,000	257,612	283,056
Ford Motor Co. 8.8755	200,000	214,500	216,688
Royal Bk of Scotland 6.4%	200,000	214,340	216,740
TOTAL LINE 10 c - BONDS		\$ 3,702,585	\$ 4,029,876
		=====	=====

McBETH FOUNDATION  
33-0399736

STATEMENTS SUPPORTING FORM 990PF  
Year Ended September 30, 2010

PART II - LINE 13 - OTHER INVESTMENTS

<u>Name</u>	<u>No. of Units</u>	<u>Cost Basis</u>	<u>Market Value</u>
LINE 13			
OTHER INVESTMENTS		\$	\$
MASTER LIMITED PARTNERSHIPS			
Global Macro Trust	201	168,391	251,069
A.G. Edwards Private Equity Partners QAP II, LP	315,000	190,352	158,886
Campbell Strategic Allocation Fund LP	481	1,191,077	1,000,469
TOTAL LINE 13 - OTHER INVEST.		<u>\$ 1,549,820</u> =====	<u>\$ 1,410,424</u> =====