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

2010

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 2010, or tax year beginning 10/01, 2010, and ending 9/30, 2011

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

THE JUDITH MCBEAN FOUNDATION  
660 CAMINO AGUAJITO #300  
MONTEREY, CA 93940

**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, column (c), line 16) **J** Accounting method:  Cash  Accrual  
 Other (specify) **► \$ 5,638,421.** (Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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				
	4 Dividends and interest from securities	139,105.	139,105.	139,105.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	9,841.			
	b Gross sales price for all assets on line 6a	80,024.			
	7 Capital gain net income (from Part IV, line 2)		9,841.		
	8 Net short-term capital gain			9,841.	
	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)					
<b>12 Total.</b> Add lines 1 through 11	<b>148,946.</b>	<b>148,946.</b>	<b>148,946.</b>		
13 Compensation of officers, directors, trustees, etc	0.				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)	SEE ST 1 21,815.	10,908.		10,907.	
c Other prof fees (attach sch)	SEE ST 2 2,500.	2,500.			
17 Interest					
18 Taxes (attach schedule (see instr))	SEE STM 3 29,718.	29,718.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	SEE STATEMENT 4 89.	89.			
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	<b>54,122.</b>	<b>43,215.</b>		<b>10,907.</b>	
25 Contributions, gifts, grants paid <b>PART XV</b>	<b>450,320.</b>			<b>450,320.</b>	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	<b>504,442.</b>	<b>43,215.</b>	<b>0.</b>	<b>461,227.</b>	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	<b>-355,496.</b>				
<b>b Net investment income (if negative, enter -0-)</b>		<b>105,731.</b>			
<b>c Adjusted net income (if negative, enter -0-)</b>			<b>148,946.</b>		

SCANNED JUN 2012  
ADMINISTRATIVE EXPENSES

9-14

7

<b>Part II</b> 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		4,191.	31,507.	31,512.
	2 Savings and temporary cash investments		3,539,027.	1,931,955.	1,931,955.
	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)				
	c Investments – corporate bonds (attach schedule)	STATEMENT 5		596,396.	582,779.
	11 Investments – land, buildings, and equipment, basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	STATEMENT 6	2,594,506.	3,244,914.	3,092,175.
	14 Land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		6,137,724.	5,804,772.	5,638,421.
<b>L I A B I L I T I E S</b>	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
<b>N E T F U N D A S S E T S O R E S</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		► <input checked="" type="checkbox"/>		
	24 Unrestricted		6,137,724.	5,804,772.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		► <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 Total net assets or fund balances (see the instructions)		6,137,724.	5,804,772.	
	31 Total liabilities and net assets/fund balances (see the instructions)		6,137,724.	5,804,772.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,137,724.
2 Enter amount from Part I, line 27a	2	-355,496.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	22,544.
4 Add lines 1, 2, and 3	4	5,804,772.
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	5,804,772.

**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 750.0000 SHS BECTON DICKINSON & CO		P	9/15/10	10/01/10
b 223.0000 SHS SPDR BARCLAYS CAP INTL TREASURY BOND ETF		P	9/15/10	11/11/10
c 180.0000 SHS SPDR SERIES TRUST FDB INTL GOVERNMENT		P	9/15/10	11/11/10
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 55,896.		50,425.	5,471.	
b 13,389.		11,307.	2,082.	
c 10,739.		8,451.	2,288.	
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))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			5,471.	
b			2,082.	
c			2,288.	
d				
e				
2 Capital gain net income or (net capital loss). <span 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</span>			2	9,841.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span 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</span>			3	9,841.

**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))
2009	69,124.	2,016,465.	0.034280
2008	358,845.	1,810,332.	0.198221
2007	286,077.	2,165,947.	0.132079
2006	188,308.	2,469,322.	0.076259
2005	215,308.	2,386,566.	0.090217

2 Total of line 1, column (d)	2	0.531056
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	0.106211
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,555,895.
5 Multiply line 4 by line 3	5	590,097.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,057.
7 Add lines 5 and 6	7	591,154.
8 Enter qualifying distributions from Part XII, line 4	8	461,227.

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.)	1 2 3 4 5	2,115. 0. 2,115. 0. 2,115.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3 Add lines 1 and 2		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		
<b>6 Credits/Payments:</b>		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	
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	0.
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	58.
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	2,173.
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11 Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> ► <b>Refunded</b>	11	

**Part VII-A Statements Regarding Activities**

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?

Yes	No
X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

X
---

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

0.
----

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

X
---

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

X
---

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

X
---

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?

X
---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

X
---

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:

X
---

• By language in the governing instrument, or

X
---

• 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, column (c), and Part XIV

X
---

8a Enter the states to which the foundation reports or with which it is registered (see the instructions)

► \_\_\_\_\_

N/A

X
---

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 2010 or the taxable year beginning in 2010 (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
---

**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	13	X
14	The books are in care of ► HAYASHI & WAYLAND Located at ► 660 CAMINO AGUAJITO, MONTEREY, CA	Telephone no ► (831) 647-8055 ZIP + 4 ► 93940	
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 ► <input type="checkbox"/> N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> 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.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did <b>any</b> 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
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 <b>all</b> years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

**Part VII-E 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))?

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

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

(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)

(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 Yes  No Yes  No Yes  No 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)?

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?

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

5b N/A

6b X

**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
JUDITH MCBEAN C/O HAYASHI & WAYLAND MONTEREY, CA 93940	TRUSTEE 0	0.	0.	0.
NATASHA HUNT C/O HAYASHI & WAYLAND MONTEREY, CA 93940	TRUSTEE 0	0.	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
NONE		

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

0

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

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

## Expenses

1	N/A	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments (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.

**BAA**

**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	3,772,570.
1b	1,867,933.
1c	
1d	5,640,503.

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

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

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3  
 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

2	0.
3	5,640,503.
4	84,608.
5	5,555,895.
6	277,795.

**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

1 277,795.

2a Tax on investment income for 2010 from Part VI, line 5

2a 2,115.

b Income tax for 2010. (This does not include the tax from Part VI)

2b

c Add lines 2a and 2b

2c 2,115.

3 Distributable amount before adjustments Subtract line 2c from line 1

3 275,680.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 275,680.

6 Deduction from distributable amount (see instructions)

6

7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1

7 275,680.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:

1a 461,227.

a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

1b

b Program-related investments – total from Part IX-B

2

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3

3 Amounts set aside for specific charitable projects that satisfy the

3a

a Suitability test (prior IRS approval required)

3b

b Cash distribution test (attach the required schedule)

4

4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

4 461,227.

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income  
 Enter 1% of Part I, line 27b (see instructions)

5

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

6

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				275,680.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only		0.		
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 215,550.				
b From 2006 225,872.				
c From 2007 352,162.				
d From 2008 366,687.				
e From 2009 29,027.				
f Total of lines 3a through e 1,189,298.				
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 461,227.			0.	
a Applied to 2009, 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 2010 distributable amount 185,547.			275,680.	
e Remaining amount distributed out of corpus 0.				0.
5 Excess distributions carryover applied to 2010. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 1,374,845.				
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 2009 Subtract line 4a from line 2a. Taxable amount – see instructions 0.				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 0.				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 2005 not applied on line 5 or line 7 (see instructions) 215,550.				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 1,159,295.				
10 Analysis of line 9:				
a Excess from 2006 225,872.				
b Excess from 2007 352,162.				
c Excess from 2008 366,687.				
d Excess from 2009 29,027.				
e Excess from 2010 185,547.				

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Form 990-PF (2010)

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities							
	Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon:							
a	'Assets' alternative test – enter:							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	'Support' alternative test – enter:							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
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 8**

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 XYI 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)				
<i>a Paid during the year</i>				
SEE STATEMENT 9				
<b>Total</b>			► 3a	<b>450,320.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

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

	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					
4 Dividends and interest from securities					
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					9,841.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				139,105.	9,841.
13 Total. Add line 12, columns (b), (d), and (e)				13	148,946.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions )
N/A	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

**b Other transactions:**

- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets.
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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.

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If 'Yes,' complete the following schedule

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

**Sign  
Here**

Signature of officer or trustee

12-19-11

---

**Title**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>ROBERT LEE</b>	Preparer's signature 	Date <b>12/12/11</b>	Check if <input type="checkbox"/> if self-employed	PTIN <b>N/A</b>
	Firm's name ► <b>HAYASHI &amp; WAYLAND, CPA'S</b>	Firm's EIN ► <b>N/A</b>			
	Firm's address ► <b>660 CAMINO AGUAJITO STE 300 MONTEREY, CA 93940-3654</b>	Phone no <b>831-647-8055</b>			

BAA

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**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING TAX PREPARATION	\$ 11,817. 9,998.	\$ 5,909. 4,999.		\$ 5,908. 4,999.
TOTAL	<u>\$ 21,815.</u>	<u>\$ 10,908.</u>	<u>\$ 0.</u>	<u>\$ 10,907.</u>

**STATEMENT 2**  
**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
ASSET MANAGEMENT	\$ 2,500.	\$ 2,500.		
TOTAL	<u>\$ 2,500.</u>	<u>\$ 2,500.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 29,543.	\$ 29,543.		
STATE TAXES	175.	175.		
TOTAL	<u>\$ 29,718.</u>	<u>\$ 29,718.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 89.	\$ 89.		
TOTAL	<u>\$ 89.</u>	<u>\$ 89.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
90,000 BERKSHIRE HATHAWAY	COST	\$ 105,992.	\$ 102,881.
90,000 BLACK & DECKER	COST	101,617.	97,771.
80,000 DU PONT E I DE	COST	94,945.	92,616.
90,000 GEN ELEC CAP CP	COST	89,423.	93,302.
90,000 GEORGIA PWR CO	COST	105,492.	102,274.
90,000 PEPSIAMERICAS	COST	98,927.	93,935.
	TOTAL	\$ 596,396.	\$ 582,779.

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3,492.862 DFA EMERG MKT SMALL CAP	COST	\$ 57,613.	\$ 62,452.
2,168.688 DFA EMERG MKT VALUE PORTFOLIO	COST	57,817.	55,627.
7,344.955 DFA INT'L SMALL CAP	COST	135,564.	101,360.
7,367.395 DFA INT'L SMALL COMPANY	COST	132,060.	104,101.
6,664.837 DFA INT'L VALUE	COST	131,292.	96,240.
6,115.951 DFA LARGE CAP INT'L	COST	130,863.	99,873.
5,654.91 DFA REAL ESTATE SECURITIES	COST	142,546.	114,908.
6,353.509 DFA US LARGE CAP VALUE	COST	138,619.	107,692.
5,110.614 DFA US SMALLCAP VALUE	COST	142,246.	103,694.
12,639.64 DFA US LARGE CO	COST	126,586.	112,746.
9,474.735 DFA US MICRO CAP	COST	143,246.	108,675.
5,094.045 PIMCO COMMODITY	COST	71,587.	37,645.
1,918 SPDR GOLD TRUST	COST	222,860.	303,159.
60,000 CAPMARK BANK NA	COST	63,195.	62,160.
70,000 CIT BANK N A	COST	72,275.	70,529.
90,000 GE MONEY BANK N A	COST	90,000.	90,724.
90,000 GOLDMAN SACHS BK	COST	95,228.	95,565.
	TOTAL OTHER INVESTMENTS	\$ 1,953,597.	\$ 1,727,150.

## OTHER SECURITIES

8,522 ABERDEEN ASIA PAC INCM	COST	45,005.	58,717.
5,681 TEMPLETON GLOBAL INCM FD	COST	45,002.	53,685.
22,202.936 DFA SHORT TERM EXTENDED	COST	226,304.	240,680.
18,377.676 VANGUARD GNMA FUND	COST	196,857.	205,095.
12595.678 VANGUARD INTERMEDIATE BOND	COST	131,166.	149,067.
21,856.4190 VANGUARD SHORT TERM BOND	COST	225,825.	232,989.
750 BECTON DICKENSON & CO	COST	0.	0.
256 ISHARES TR BARCLAYS TIPS BD FD	COST	25,627.	29,261.
223 SPDR BARCLAYS CAP ITL TREASURY BD	COST	0.	0.
180 SPDR SERIES TRUST ETF DB INTL	COST	0.	0.
4 HANCOCK TIMBERLAND VIII	COST	295,064.	295,064.
773.8367 SELECT INV SERIES	COST	80,467.	80,467.
MSREV	COST	20,000.	20,000.
	TOTAL OTHER SECURITIES	\$ 1,291,317.	\$ 1,365,025.

TOTAL \$ 3,244,914. \$ 3,092,175.

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**STATEMENT 7**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

CONTRIBUTION FROM MCBEAN FAMILY FDN UPON ITS TERMINATION

TOTAL \$ 22,544.  
22,544.

**STATEMENT 8**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

HAYASHI & WAYLAND  
660 CAMINO AGUAJITO, STE. 300

STREET ADDRESS:

MONTEREY, CA 93940

CITY, STATE, ZIP CODE:

TELEPHONE:

831.647.8055

FORM AND CONTENT:

APPLICATIONS SHOULD BE SUBMITTED IN WRITING

SUBMISSION DEADLINES:

2/15 (WITHOUT EXTENSION) FOR FISCAL YEAR ENDING 9/30

RESTRICTIONS ON AWARDS:

GIFTS ARE MADE TO ANY ORGANIZATIONS WITH EXEMPTION STATUS  
FROM FEDERAL AND STATE GOVERNMENT.

**STATEMENT 9**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
TIBET FUND 241 E. 32ND STREET NEW YORK, NY 10016	NONE	EXEMPT	GENERAL	\$ 10,000.
INTERMEDIA FOUNDATION 111 MADISON AVENUE CRESSKILL, NJ 07626	NONE	EXEMPT	GENERAL	50,000.
U S SPORTMEN'S ALLIANCE FOUNDATION 801 KINGSMILL PARKWAY COLUMBUS, OH 43299	NONE	EXEMPT	GENERAL	50,000.
HEALDSURG JAZZ FESTIVAL, INC 119 A PLAZA STREET HEALDSBURG, CA 95448	NONE	EXEMPT	GENERAL	100,000.
CENTER FOR VISUAL MUSIC 3021 OLK AVENUE LONG BEACH, CA 90808	NONE	EXEMPT	SCHOLARSHIP - JORDAN BELSON	12,000.

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**STATEMENT 9 (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
DOCTORS WITHOUT BORDERS P. O. BOX 1869 MERRIFIELD, VA 22116	NONE	EXEMPT	GENERAL	\$ 25,000.
QUIVERA COALITION 1413 SECOND STREET, STE 1 SANTA FE, NM 87505	NONE	EXEMPT	GENERAL	25,000.
UNITED WORLD COLLEGE-USA P. O. BOX 248 MONTEZUMA, NM 87731	NONE	EXEMPT	GENERAL	50,000.
MASTERS OF FOXHOUNDS ASSOC (MFHA) P. O. BOX 363 MILLWOOD, VA 22646	NONE	EXEMPT	GENERAL	5,000.
NATIONAL ANIMAL INTEREST ALLIANCE P.O. BOX 66579 PORTLAND, OR 97290	NONE	EXEMPT	GENERAL	10,000.
PANTHERA 8 WEST 40TH ST, 18TH FLR NEW YORK, NY 10018	NONE	EXEMPT	GENERAL	10,000.
CA FOUNDATION FOR AG IN THE CLASSROOM 2300 RIVER PLAZA DRIVE SACRAMENTO, CA 95833	NONE	EXEMPT	GENERAL	500.
CALIFORNIA GAME WARDENS FOUNDATION 2180 SAND HILL ROAD, STE. 100 MENLO PARK, CA 94025	NONE	EXEMPT	GENERAL	500.
CALIFORNIA WATERFOWL 4630 NORTHGATE BLVD., STE. 150 SACRAMENTO, CA 95834	NONE	EXEMPT	GENERAL	10,000.
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	NONE	EXEMPT	GENERAL	20,000.
ESPAÑOLA VALLEY HUMANE SOCIETY 108 HAMM PARKWAY ESPAÑOLA, NM 87532	NONE	EXEMPT	GENERAL	26,320.

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**STATEMENT 9 (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>
NORTHERN JAGUAR PROJECT 2114 WEST GRANT ROAD, STE. 121 TUCSON, AZ 85745	NONE	EXEMPT	GENERAL	\$ 1,000.
AMERICAN RED CROSS 27 S. LA PATERA LANE SANTA BARBARA, CA 93117	NONE	EXEMPT	JAPAN EARTHQUAKE	25,000.
CRESTONE MOUNTAIN ZEN CENTER 2000 DREAMWAY CRESTONE, CO 81131	NONE	EXEMPT	GENERAL	20,000.
				<b>TOTAL \$ <u>450,320.</u></b>