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

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

2011

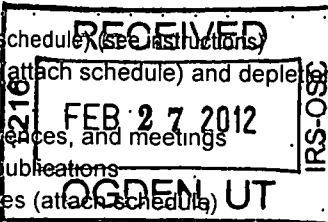
For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation BARBARA H. MCCLELLAN CHARITABLE FOUNDATION		A Employer identification number 77-0527852
Number and street (or P O box number if mail is not delivered to street address) 1331 EGRET DRIVE	Room/suite	B Telephone number (see instructions) 408-739-6030
City or town, state, and ZIP code SUNNYVALE CA 94087-3444		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 538,699	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	16,884	16,884	16,884	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	16,884	16,884	16,884		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,838			3,838
	b Accounting fees (attach schedule)	6,450			6,450
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	528	221	221	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10			10
	24 Total operating and administrative expenses. Add lines 13 through 23	10,826	221	221	10,298
	25 Contributions, gifts, grants paid	8,906			7,906
26 Total expenses and disbursements. Add lines 24 and 25	19,732	221	221	18,204	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(2,848)				
b Net investment income (if negative, enter -0-)		16,663			
c Adjusted net income (if negative, enter -0-)			16,663		



SCANNED MAR 12 2012

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	9,644	5,517	5,517
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	527,989	529,268	533,182
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	537,633	534,785	538,699	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	537,633	534,785	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	537,633	534,785		
31 Total liabilities and net assets/fund balances (see instructions)	537,633	534,785		

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	537,633
2	Enter amount from Part I, line 27a	2	(2,848)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	534,785
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	534,785

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	17,895	499,827	0.0358
2009	20,528	458,042	0.0448
2008	20,425	545,099	0.0375
2007	24,066	634,809	0.0379
2006	21,012	580,263	0.0362
2	Total of line 1, column (d)	2	0.1922
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	.03844
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	532,262
5	Multiply line 4 by line 3	5	20,460
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	167
7	Add lines 5 and 6	7	20,627
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	18,204

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	333
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	333
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	333
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	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 penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	333
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ <u>Barbara H. McClellan</u> Telephone no. ▶ <u>408-739-6030</u> Located at ▶ <u>1331 Egret Dr., Sunnyvale CA</u> ZIP+4 ▶ <u>94087-3444</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
16	At any time during calendar year 2011, 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		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barbara H. McClellan 1331 Egret Dr., Sunnyvale CA 94087	Pres., Dir. 5 hrs.	0	0	0
William T. Schooley same address	Sec'y,CFO,Dir 2 hrs.	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

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		▶

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 Rent assistance and medical expense payments for several elderly individuals, plus related administrative expenses	18,204
2	
3	
4	

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

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

	Amount	
1		
2		
3 All other program-related investments See instructions		
Total. Add lines 1 through 3		▶ 0

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	530,274
b	Average of monthly cash balances	1b	10,094
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	540,368
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	540,368
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	8,106
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	532,262
6	Minimum investment return. Enter 5% of line 5	6	26,613

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
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	18,204
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	18,204
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	18,204

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only				
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ _____				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		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				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	16,663	17,878	16,675	20,113	71,329
b 85% of line 2a	14,164	15,196	14,174	17,096	60,630
c Qualifying distributions from Part XII, line 4 for each year listed	18,204	17,895	20,695	20,684	77,478
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	18,204	17,895	20,695	20,684	77,478
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed	17,742	16,661	15,268	18,170	67,841
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

Barbara H. McClellan

- 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:

Barbara H. McClellan, 1331 Egret Dr., Sunnyvale CA 94087, 408-739-6030

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

Letter request, with specifics about need for, and use of, funds

- c** Any submission deadlines

None

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

Grants generally limited to cash assistance to low-income individuals

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Several individuals or couples with low income in the Sunnyvale area	none		rent and medical expenses	7,232
Several individuals in Sunnyvale	none		food for Thanksgiving dinner	674
Total				▶ 3a 7,906
b Approved for future payment				
None				
Total				▶ 3b 0

Barbara McClellan Charitable Foundation
1331 Egret Drive, Sunnyvale, California 94087-3444
77-0527852
2011

Part I. Revenue & Expense

Expenses

Legal fees: annual meeting, minutes, resolutions, consultations	3,838
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Accounting fees: annual tax return preparation and annual meeting	6,450
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Taxes:

foreign tax	221
excise tax	<u>307</u>
	528

Other expenses:

filing fees	10
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Nonqualified donation:

Second Harvest Food Bank	1,000
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Part II. Balance Sheet

See schedule attached

Primary account number: **64457644**

BARBARA H MC CLELLAN CHARITABLE
 FOUNDATION INC
 1331 EGRET DR
 SUNNYVALE CA 94087-3444

Best wishes for the New Year. This statement shows your complete 2011 account activity. Please keep it for your tax records. See our online Tax Center for tax forms, interactive worksheets, cost basis information, and more. You can also make your IRA contributions online. Visit us at americanfunds.com/taxes.

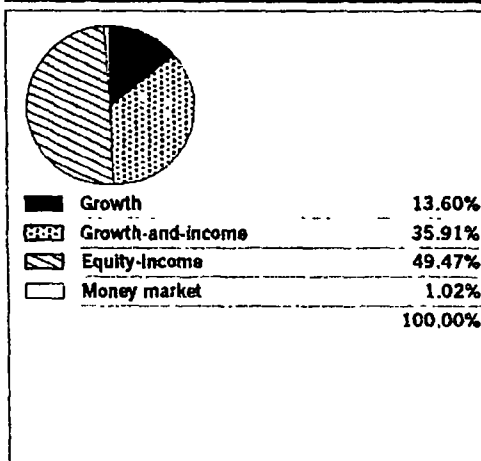
Looking for more account information? Log in to your account at americanfunds.com for new historical summaries since inception and year-to-date, pie charts and total IRA contributions. Learn more in the enclosed Newsline or visit americanfunds.com.

Portfolio value of all-accounts **\$538,699.28**

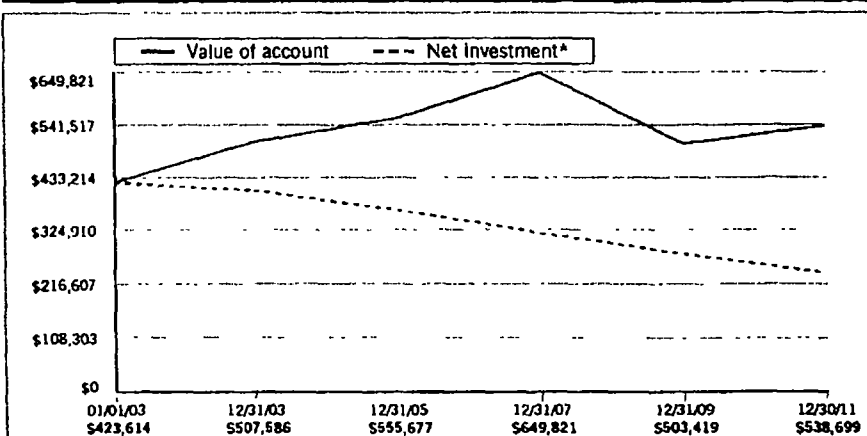
	Since initial investment on 01/01/2003*	Year-to-date since 01/01/2011
Beginning value	\$423,613.70	\$542,109.94
+ Additions	\$2,400.65	\$0.00
- Withdrawals	-\$187,696.81	-\$19,127.75
+/- Investment gain/decline	\$300,381.74	\$15,717.09
Ending value as of 12/30/2011	\$538,699.28	\$538,699.28
Total change in value	+\$115,085.58	-\$3,410.66

*For accounts opened prior to 2003, an initial investment date of January 1, 2003 is used. More information is available at americanfunds.com/statement.

Portfolio allocation



Portfolio value history



*Net investment is the total amount you invested minus the total amount you withdrew.

How to contact us

Through your financial adviser
WOLFGANG REMKES
 (408) 376-0660
 ROYAL ALLIANCE ASSOCIATES INC.
 PO BOX 1825
 CAMPBELL CA 95009-1825
americanfunds.com
FundsLine[®] 24-hour automated service
 800/325-3590
Shareholder Services Representative
 800/421-4225 (M-F 8 a.m. to 8 p.m. Eastern time)
Mail
 American Funds Service Company
 PO Box 6007
 Indianapolis IN 46206-6007
Overnight courier
 American Funds Service Company
 12711 N. Meridian St
 Carmel IN 46032-9181
Questions about your statement
americanfunds.com/statement

Primary account number: 64457644

Year-to-date dividends and capital gains

	Account #	Fund #	Dividends	Short-term capital gains	Long-term capital gains
BARBARA H MC CLELLAN CHARITABLE FOUNDATION INC					
EuroPacific Growth Fund-A	64457644	16	\$1,429.59	\$0.00	\$0.00
Washington Mutual Investors Fund-A	64457644	01	\$4,625.36	\$0.00	\$0.00
The Income Fund of America-A	64457644	06	\$10,828.61	\$0.00	\$0.00
American Funds Money Market Fund-A	64457644	59	\$0.00	\$0.00	\$0.00
			<u>\$16,883.56</u>	<u>\$0.00</u>	<u>\$0.00</u>
Totals			\$16,883.56	\$0.00	\$0.00

Activity detail for account #64457644

Account value: \$538,699.28

EuroPacific Growth Fund-A Fund number: 16 Symbol: AEPGX Objective: Growth

Initial investment date: 01/01/2003

13.60% of the account's assets are in this fund

Cost Basis:

Total cost basis: Not available

Year-to-date transaction history

Trade date	Description	Dollar amount	Share price	Shares transacted	Share balance
01/01/11	Beginning balance	\$84,755.01	\$41.37		2,048.707
12/27/11	Foreign Tax Paid	\$220.85			2,048.707
12/27/11	Income Dividend 0.59	\$1,208.74	\$35.16	34.378	2,083.085
12/30/11	Ending balance	\$73,241.27	\$35.16		2,083.085

Washington Mutual Investors Fund-A Fund number: 01 Symbol: AWSHX Objective: Growth and Income

Initial investment date: 01/01/2003

35.91% of the account's assets are in this fund

Cost Basis:

Total cost basis: Not available

Year-to-date transaction history

Trade date	Description	Dollar amount	Share price	Shares transacted	Share balance
01/01/11	Beginning balance	\$180,701.83	\$27.21		6,641.008
03/18/11	Income Dividend 0.155	\$1,029.36	\$27.70	37.161	6,678.169
06/17/11	Income Dividend 0.155	\$1,035.12	\$28.11	36.824	6,714.993
09/23/11	Income Dividend 0.155	\$1,040.82	\$25.51	40.800	6,755.793
12/16/11	Special Dividend 0.06	\$405.35	\$27.46	14.761	6,770.554
12/16/11	Income Dividend 0.165	\$1,114.71	\$27.46	40.594	6,811.148
12/30/11	Ending balance	\$193,436.60	\$28.40		6,811.148

Dividend change and special dividend. Beginning with the December payment, the fund increased its quarterly dividend from 15.5 cents per share to 16.5 cents per share. This payment also included a one-time special dividend of 6.0 cents per share.

The Income Fund of America-A Fund number: 06 Symbol: AMEOX Objective: Equity Income

Initial investment date: 01/01/2003

49.47% of the account's assets are in this fund

Cost Basis:

Total cost basis: Not available

Primary account number: 64457644

Year-to-date transaction history

Trade date	Description	Dollar amount	Share price	Shares transacted	Share balance
01/01/11	Beginning balance	\$267,008.71	\$16.55		16,133.457
02/07/11	Exchange To MMF-A	-\$15,000.00	\$17.01	-881.834	15,251.623
03/18/11	Income Dividend 0.165	\$2,516.52	\$16.79	149.882	15,401.505
06/17/11	Income Dividend 0.165	\$2,541.25	\$16.91	150.281	15,551.786
09/16/11	Income Dividend 0.165	\$2,566.04	\$16.24	158.007	15,709.793
12/23/11	Special Dividend 0.039	\$612.68	\$16.74	36.600	15,746.393
12/23/11	Income Dividend 0.165	\$2,592.12	\$16.74	154.846	15,901.239
12/30/11	Ending balance	\$266,504.77	\$16.76		15,901.239

Special dividend. The fund's December payment included a one-time special dividend of 3.9 cents per share.

American Funds Money Market Fund-A Fund number: 59 Symbol: AFAXX Objective: Money market

Initial investment date: 07/10/2009

1.02% of the account's assets are in this fund

Year-to-date transaction history

Trade date	Description	Dollar amount	Share price	Shares transacted	Share balance
01/01/11	Beginning balance	\$9,644.39	\$1.00		9,644.390
01/24/11	Write-A-Chck Redempt 1053	-\$3,838.00	\$1.00	-3,838.000	5,806.390
02/07/11	Exchange From IFA-A	\$15,000.00	\$1.00	15,000.000	20,806.390
03/02/11	Write-A-Chck Redempt 1054	-\$5,710.00	\$1.00	-5,710.000	15,096.390
03/28/11	Write-A-Chck Redempt 1055	-\$900.00	\$1.00	-900.000	14,196.390
04/05/11	Write-A-Chck Redempt 1056	-\$307.00	\$1.00	-307.000	13,889.390
05/04/11	Write-A-Chck Redempt 1057	-\$800.00	\$1.00	-800.000	13,089.390
06/08/11	Write-A-Chck Redempt 1059	-\$1,200.00	\$1.00	-1,200.000	11,889.390
07/05/11	Write-A-Chck Redempt 1061	-\$550.00	\$1.00	-550.000	11,339.390
07/06/11	Write-A-Chck Redempt 1060	-\$473.00	\$1.00	-473.000	10,866.390
07/07/11	Write-A-Chck Redempt 1062	-\$608.00	\$1.00	-608.000	10,258.390
07/18/11	Write-A-Chck Redempt 1063	-\$456.00	\$1.00	-456.000	9,802.390
09/08/11	Write-A-Chck Redempt 1064	-\$600.00	\$1.00	-600.000	9,202.390
11/07/11	Write-A-Chck Redempt 1066	-\$645.00	\$1.00	-645.000	8,557.390
11/18/11	Write-A-Chck Redempt 1067	-\$1,000.00	\$1.00	-1,000.000	7,557.390
11/23/11	Write-A-Chck Redempt 1068	-\$674.09	\$1.00	-674.090	6,883.300
12/07/11	Write-A-Chck Redempt 1069	-\$366.66	\$1.00	-366.660	6,516.640
12/22/11	Write-A-Chck Redempt 1070	-\$1,000.00	\$1.00	-1,000.000	5,516.640
12/30/11	Ending balance	\$5,516.64	\$1.00		5,516.640

Daily dividend. Since the fund declares dividends daily, the amount of your income dividend depends on the number of days between the day you paid for your shares and the day the dividend was paid.

About your accounts

Information about your investments

Your responsibilities. Please review this statement carefully to confirm that we have accurately acted on your instructions. If you identify any discrepancies, please immediately notify your financial adviser or call us at 800/421-4225. If you delay in reporting an error, we may be unable to adjust your account.