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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation
BEIGHTLER SQUIRES CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address) 360 E 1st St PMB31 Room/suite

City or town, state, and ZIP code
TUSTIN, CA 92780

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,213,483** **J** Accounting method Cash Accrual
 Other (specify) (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 page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	49	49		
4	Dividends and interest from securities.	50,618	50,618		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,187			
b	Gross sales price for all assets on line 6a 221,111				
7	Capital gain net income (from Part IV, line 2) . . .		6,187		
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)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	56,854	56,854		

Revenue	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	1,000	1,000	
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,235		
	19 Depreciation (attach schedule) and depletion . . .			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	2,235	1,000	0
	25 Contributions, gifts, grants paid	64,500		64,500
	26 Total expenses and disbursements. Add lines 24 and 25	66,735	1,000	64,500
Operating and Administrative Expenses	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-9,881		
	b Net investment income (if negative, enter -0-) . . .		55,854	
	c Adjusted net income (if negative, enter -0-) . . .			

Part III 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	931		
2	Savings and temporary cash investments	101,874	94,769	94,769
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ► 90,000	100,000	90,000	90,000
	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)	993,704	979,014	979,014
c	Investments—corporate bonds (attach schedule)	50,025	49,700	49,700
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
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)	1,246,534	1,213,483	1,213,483
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		
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 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	1,246,534	1,213,483	
30	Total net assets or fund balances (see page 17 of the instructions)	1,246,534	1,213,483	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,246,534	1,213,483	

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	1,246,534
2	Enter amount from Part I, line 27a	2	-9,881
3	Other increases not included in line 2 (itemize) ►	3	-23,170
4	Add lines 1, 2, and 3	4	1,213,483
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	1,213,483

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)
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1a See Additional Data Table

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 See Additional Data Table

b

c

d

e

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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

(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

a See Additional Data Table

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	6,187
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	464

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 page 18 of 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	40,246	1,141,011	000 035272
2009	43,018	926,880	000 046412
2008	41,500	967,292	000 042903
2007	53,196	1,092,094	000 048710
2006	153,256	1,024,137	000 149644

2 Total of line 1, column (d).

2 000 322941

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 . . .

3 000 064588

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.

4 1,029,333

5 Multiply line 4 by line 3.

5 66,483

6 Enter 1% of net investment income (1% of Part I, line 27b).

6 559

7 Add lines 5 and 6.

7 67,042

8 Enter qualifying distributions from Part XII, line 4.

8 64,500

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	1,117
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, 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	1,117
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	1,117
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,244
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	1,244
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	1
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	126
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/>	126	Refunded <input type="checkbox"/> 11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>		
1c	Did the foundation file Form 1120-POL for this year?	No	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	No	
	<i>If "Yes," attach a detailed description of the activities.</i>		
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>	No	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	No	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CA		
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>		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	No	

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►NA				
14	The books are in care of ►LYNN R DAVIS Located at ►1100 IRVINE BLVD PMB31 TUSTIN CA	Telephone no ►(714) 665-9591 ZIP +4 ►92780		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
16	and enter the amount of tax-exempt interest received or accrued during the year	16	Yes	No
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 ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	□ Yes	✓ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	□ Yes	✓ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	□ Yes	✓ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	□ Yes	✓ No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	□ Yes	✓ No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	□ Yes	✓ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	
c	Organizations relying on a current notice regarding disaster assistance check here. ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	No
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?	2a	
	► Yes □ Yes □ 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 page 20 of the 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?	3a	
	► Yes □ Yes □ 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	No
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	No

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes	5b	
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	7b	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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 page 22 of the 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
LYNN R DAVIS 360 E 1ST ST PMB31 TUSTIN, CA 92780	TRUSTEE 003 00	0		
BRENDA S DAVIS 360 E 1ST ST PMB31 TUSTIN, CA 92780	TRUSTEE 001 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
Total number of other employees paid over \$50,000.				<input type="checkbox"/> Yes

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 page 23 of the instructions). If none, enter "NONE".

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.

1 PROVIDED FUNDS FOR 7 ORGANIZATIONS TO ENHANCE THEIR EDUCATIONAL AND CHARITABLE PROGRAMS	64,500
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

1	NA	
2		
All other program-related investments See page 24 of the instructions		
3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	946,238
b Average of monthly cash balances.	1b	98,770
c Fair market value of all other assets (see page 24 of the instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	1,045,008
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	1,045,008
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input checked="" type="checkbox"/>	4	15,675
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,029,333
6 Minimum investment return. Enter 5% of line 5.	6	51,467

Part XI Distributable Amount (see page 25 of the 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	51,467
2a Tax on investment income for 2011 from Part VI, line 5.	2a	1,117
b Income tax for 2011 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	1,117
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	50,350
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	50,350
6 Deduction from distributable amount (see page 25 of the instructions).	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	50,350

Part XII Qualifying Distributions (see page 25 of the 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 <input checked="" type="checkbox"/>	1a	64,500
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	64,500
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 page 26 of the instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	64,500

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				50,350
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.	85,395			
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	85,395			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 64,500				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				50,350
e Remaining amount distributed out of corpus	14,150			
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:	99,545			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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 page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	85,395			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	14,150			
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.	14,150			

Part XIV Private Operating Foundations (see page 27 of the 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. <input type="text"/>			
b	Check box to indicate whether the organization 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)(III).			
(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 page 27 of the 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))

See Additional Data Table

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

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 page 28 of the 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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	64,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	49	
4 Dividends and interest from securities.			14	44,318	
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			18	6,187	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a <u>INTEREST CAMPFIRE USA</u>			14	6,000	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				56,554	
13 Total. Add line 12, columns (b), (d), and (e).					56,554
(See worksheet in line 13 instructions on page 28 to verify calculations)					

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

Part XVII **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 or

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.

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.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
<p>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.</p>		
<p>*****</p>	<p>2012-05-09</p>	<p>*****</p>
<p>Signature of officer or trustee</p>	<p>Date</p>	<p>Title</p>
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>
	<p>DONALD G BERKHEIMER</p>	<p>Check if self-employed <input checked="" type="checkbox"/></p>
	<p>Firm's name</p>	<p>PTIN</p>
	<p>DONALD G BERKHEIMER CPA</p>	<p>2362 SABLE TREE CIRCLE</p>
<p>Firm's address</p>	<p>Firm's EIN</p>	
<p>TUSTIN, CA 92780</p>	<p>Phone no (714) 838-3688</p>	

May the IRS discuss this return with the preparer shown above? See Instructions Yes No

TY 2011 Accounting Fees Schedule

Name: BEIGHTLER SQUIRES CHARITABLE TRUST

EIN: 77-6183959

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DONALD G BERKHEIMER CPA	1,000	1,000		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: BEIGHTLER SQUIRES CHARITABLE TRUST

EIN: 77-6183959

Software ID: 11000218

Software Version: 2011.0.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
IDSHARES DOW JONES SELECT	2005-09	P	2011-06	MARKET	10,390	25,568			2,394	
JH PFD INCOME FUND	2002-11	P	2011-06	MARKET	20,561	45,806			2,342	
JH PFD INCOME FUND	2002-11	P	2011-06	MARKET	20,661	45,806			2,242	
PUTNAM MASTER INTER INCOME	2001-12	P	2011-06	MARKET	9,773	18,840			353	
PUTNAM MASTER INTER INCOME	2011-02	P	2011-06	MARKET	2,490	4,800			90	
PUTNAM MASTER INTER INCOME	2011-02	P	2011-06	MARKET	9,974	19,200			374	
REPSON INTL CAP LTD 7 45	2000-03	P	2011-02	MARKET	50,000	77,500			11,250	
ROYCE VALUE TR INC	2004-12	P	2011-06	MARKET	14,463	27,122			902	
ROYCE VALUE TR INC	2007-09	P	2011-06	MARKET	3,616	6,780			226	
SPDR DOW JONES INDUSTRIAL A	2007-07	P	2011-06	MARKET	36,416	80,506			3,837	
WELLS FARGO CAPITAL IV 7	2007-06	P	2011-04	MARKET	25,000	50,318			159	
WELLS FARGO CO 8	2009-09	P	2011-06	MARKET	11,102	19,980			1,112	
ROYCE VALUR TR INC		P	2011-12	MARKET	436	872				
AES TR III PFD 6 75		P	2011-12	MARKET	3,375	6,750				

TY 2011 General Explanation Attachment

Name: BEIGHTLER SQUIRES CHARITABLE TRUST

EIN: 77-6183959

Software ID: 11000218

Software Version: 2011.0.0

Identifier	Return Reference	Explanation
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TY 2011 Investments Corporate Bonds Schedule

Name: BEIGHTLER SQUIRES CHARITABLE TRUST

EIN: 77-6183959

Software ID: 11000218

Software Version: 2011.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GMAC CALL 7.25 08/15/2012 7.25% 08/15/2012	49,700	49,700

TY 2011 Investments Corporate Stock Schedule**Name:** BEIGHTLER SQUIRES CHARITABLE TRUST**EIN:** 77-6183959**Software ID:** 11000218**Software Version:** 2011.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1400 shares of AEGON NV COM	27,258	27,258
1000 shares of AES TRUST III PFD 6.75	49,090	49,090
1300 shares of BAC CAPITAL TRUST VIII GTD COM	23,998	23,998
1000 shares of BANK ONE CAPITAL VI 7.2 PFD	25,500	25,500
1500 shares of ISHARES US PFD STOCK INDEX FUND	53,430	53,430
1000 shares of DEUTCHE BANK CAP FUND IX	18,750	18,750
1000 shares of EATON VANCE SR FLTG RATE FD	14,380	14,380
1000 shares of GABELLI EQUITY TR INC PFD 6.2 SER F	26,060	26,060
416 shares of GABELLI EQUITY TR INC PFD CL D	10,712	10,712
1000 shares of GENERAL ELECTRIC CAP CORP 6,625	26,340	26,340
1000 shares of JOHN HANCOCL PFD INCOME II CLOSED END	20,870	20,870
300 shares of CONSOLIDATED EDISON	18,609	18,609
350 shares of ISHARES SP 100 INDEX FUND	19,961	19,961
1000 shares of J P MORGN CHASE CAP PRF CALLABLE	25,430	25,430
1500 shares of ROYCE VALUE TR INC PFD 5.9 PERP CALLAB	38,460	38,460
1000 shares of VANGUARD LRG CAP ETF MSCI S PRIME MKT	57,300	57,300
2000 shares of BANK OF AMERICA CORP PFD	37,820	37,820
1000 shares of ING GROEP NV PFD	18,700	18,700
300 shares of ISHARES BARCLAYS TIPS BOND FUND	35,007	35,007
1200 shares of VANGUARD VALUE ETF MSCI US PRIME MKT	62,988	62,988
300 shares of VANGUARD SPECIALIZED PORTFOLIO DIV APPREC	16,395	16,395
700 shares of AMEX SPDR UTILITIES DELECT FUND	25,186	25,186
1100 shares of ISHARES RUSSELL 2000 IDX FUND	81,125	81,125
1000 shares of ROLLS ROYCE VALUE TR INC COM	12,270	12,270
1500 shares of SPDR HIGH YIELD	57,675	57,675
1400 shares of SPDR TR SP 500 ETF TRUST	175,700	175,700

TY 2011 Other Increases Schedule

Name: BEIGHTLER SQUIRES CHARITABLE TRUST

EIN: 77-6183959

Software ID: 11000218

Software Version: 2011.0.0

Description	Amount
UNREALIZED APPRECIATION	-23,170

TY 2011 Other Notes/Loans Receivable Short Schedule

Name: BEIGHTLER SQUIRES CHARITABLE TRUST

EIN: 77-6183959

Software ID: 11000218

Software Version: 2011.0.0

Name of 501(c)(3) Organization	Balance Due
CAMP FIRE USA	90,000

TY 2011 Taxes Schedule

Name: BEIGHTLER SQUIRES CHARITABLE TRUST**EIN:** 77-6183959**Software ID:** 11000218**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
California Filing Fees	35	0	0	0
Tax on investment income	1,200	0	0	0

Additional Data

Software ID: 11000218
Software Version: 2011.0.0
EIN: 77-6183959
Name: BEIGHTLER SQUIRES CHARITABLE TRUST

Part VI Line 7 - Tax Paid Original Return: 1244

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
IDSHARES DOW JONES SELECT	P	2005-09-02	2011-06-07
JH PFD INCOME FUND	P	2002-11-25	2011-06-07
JH PFD INCOME FUND	P	2002-11-25	2011-06-08
PUTNAM MASTER INTER INCOME	P	2001-12-11	2011-06-09
PUTNAM MASTER INTER INCOME	P	2011-02-15	2011-06-09
PUTNAM MASTER INTER INCOME	P	2011-02-15	2011-06-09
REPSO INTL CAP LTD 7 45	P	2000-03-16	2011-02-08
ROYCE VALUE TR INC	P	2004-12-22	2011-06-09
ROYCE VALUE TR INC	P	2007-09-14	2011-06-09
SPDR DOW JONES INDUSTRIAL A	P	2007-07-31	2011-06-07
WELLS FARGO CAPITAL IV 7	P	2007-06-11	2011-04-25
WELLS FARGO CO 8	P	2009-09-30	2011-06-09
ROYCE VALUR TR INC	P		2011-12-31
AES TR III PFD 6 75	P		2011-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,390		12,784	-2,394
20,561		22,903	-2,342
20,661		22,903	-2,242
9,773		9,420	353
2,490		2,400	90
9,974		9,600	374
50,000		38,750	11,250
14,463		13,561	902
3,616		3,390	226
36,416		40,253	-3,837
25,000		25,159	-159
11,102		9,990	1,112
436		436	
3,375		3,375	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-2,394
			-2,342
			-2,242
			353
			90
			374
			11,250
			902
			226
			-3,837
			-159
			1,112

Form 990PF Part XV Line 1a - 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).

LYNN R DAVIS

BRENDA S DAVIS

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAMPFIRE USA1505 E 17TH ST SANTA ANA, CA 92705	NONE	501(C)(3)NP	YOUTH AND EDUCATIONAL PROGRAMS	6,000
RECORDING FOR THE BLIND AND DISLEXI20 ROZELL RD PRINCETON, NJ 08540	NONE	501(C)(3)NP	EDUCATIONAL PROGRAMS	11,000
THE PRENTICE SCHOOL18341 LASSEN DR SANTA ANA, CA 92705	NONE	501(C)(3)NP	SUPPORT EDUCATIONAL PROGRAMS	35,000
KALAMAZOO COLLEGE1200 ACADEMY ST KALAMAZOO, MI 49006	NONE	501(C)(3)NP	SUPPORT EDUCATIONAL PROGRAMS	8,000
CENTER FOR RESTORATIVE JUSTICE WORK5411 CAMELIA AVE NORTH HOLLYWOOD, CA 91601	NONE	501(C)(3)NP	ANTI DELINQUENCY PROGRAMS	1,000
THE CARTER CENTER453 FREEDOM PARKWAY ATLANTA, GA 30307	NONE	501(C)(3)NP	SUPPORT CHARITABLE AND HUMANITARIAN PGMS	2,500
AMERICAN FRIENDS SERVICE COMMITTEE634 S SPRING ST LOS ANGELES, CA 90014	NONE	501(C)(3)NP	CHARITABLE AND HUMANITARIAN PROGRAMS	1,000
Total			► 3a	64,500