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**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.

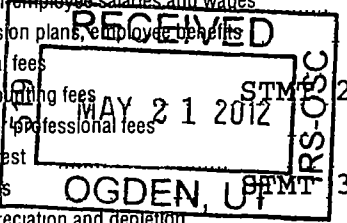
For calendar year 2011 or tax year beginning

, and ending

Name of foundation MCGUIRE & HESTER FOUNDATION		A Employer identification number 94-6104634
Number and street (or P O box number if mail is not delivered to street address) 9009 RAILROAD AVE		B Telephone number 510-632-7676
City or town, state, and ZIP code OAKLAND, CA 94603-1245		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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <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) ▶ \$ 1,489,716. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	56,677.	51,237.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-35,764.			
b Gross sales price for all assets on line 6a	478,491.			
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)				
11 Other income				
12 Total. Add lines 1 through 11	20,913.	51,237.	0.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employer benefits				
16a Legal fees				
b Accounting fees	2,000.	2,000.	0.	0.
c Other professional fees				
17 Interest				
18 Taxes	422.	0.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	25.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	2,447.	2,000.	0.	0.
25 Contributions, gifts, grants paid	72,428.			72,428.
26 Total expenses and disbursements. Add lines 24 and 25	74,875.	2,000.	0.	72,428.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-53,962.			
b Net investment income (if negative, enter -0-)		49,237.		
c Adjusted net income (if negative, enter -0-)			0.	

SCANNED MAY 31 2012
 Operating and Administrative Expenses



Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	322,106.	244,975.	244,975.	
	2 Savings and temporary cash investments				
	3 Accounts receivable				
	Less: allowance for doubtful accounts				
	4 Pledges receivable				
	Less: allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable				
	Less: allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 5	853,755.	876,087.	962,642.	
	c Investments - corporate bonds STMT 6	311,512.	288,130.	282,099.	
	11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis					
Less accumulated depreciation					
15 Other assets (describe)					
16 Total assets (to be completed by all filers)	1,487,373.	1,409,192.	1,489,716.		
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				
	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 type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	400,000.	400,000.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	1,087,373.	1,009,192.			
30 Total net assets or fund balances	1,487,373.	1,409,192.			
31 Total liabilities and net assets/fund balances	1,487,373.	1,409,192.			

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	1,487,373.
2 Enter amount from Part I, line 27a	2	-53,962.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	1,433,411.
5 Decreases not included in line 2 (itemize) UNREALIZED LOSS	5	24,219.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,409,192.

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	CROWELL, WEEDON & CO STATEMENT A	P	VARIOUS	VARIOUS
b	CROWELL, WEEDON & CO STATEMENT B	P	VARIOUS	VARIOUS
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	348,926.		351,527.	-2,601.
b	129,565.		162,728.	-33,163.
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) 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	
a			-2,601.
b			-33,163.
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	-35,764.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		}	3

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 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	69,888.	1,419,315.	.049241
2009	74,270.	1,399,631.	.053064
2008	74,681.	1,559,911.	.047875
2007	52,506.	1,483,730.	.035388
2006	28,137.	1,264,522.	.022251

2	Total of line 1, column (d)	2	.207819
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	.041564
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,396,631.
5	Multiply line 4 by line 3	5	58,050.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	492.
7	Add lines 5 and 6	7	58,542.
8	Enter qualifying distributions from Part XII, line 4	8	72,428.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	492.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	492.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	492.
6 Credits/Payments:		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	360.
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	360.
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	132.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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 ► <u>HTTP://WWW.MCGUIREANDHESTER.COM/FOUNDATION.HTM</u>	13	X	
14	The books are in care of ► <u>ROB DOUD</u> Telephone no. ► <u>(510) 632-7676</u> Located at ► <u>9009 RAILROAD AVENUE, OAKLAND, CA</u> ZIP+4 ► <u>94603</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	15	N/A	
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	Yes	No 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	N/A	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 ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? 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 N/A

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). N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ▶ 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	1,133,431.
b	Average of monthly cash balances	1b	284,469.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,417,900.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,417,900.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,269.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,396,631.
6	Minimum investment return. Enter 5% of line 5	6	69,832.

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	69,832.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	492.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	492.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,340.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	69,340.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,340.

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	72,428.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,428.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	492.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	71,936.

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				69,340.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			69,864.	
b Total for prior years:		0.		
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: ▶ \$ 72,428.				
a Applied to 2010, but not more than line 2a			69,864.	
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 2011 distributable amount				2,564.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				66,776.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
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) N/A

1 a 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	
2 a 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 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).)

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:

- 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 STATEMENT C	NONE	SECTION 501(C)(3)		72,428.
Total				▶ 3a 72,428.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STOCK BROKERAGE ACCOUNTS	53,786.	0.	53,786.
STOCK MONEY MARKET FUNDS	2,891.	0.	2,891.
TOTAL TO FM 990-PF, PART I, LN 4	56,677.	0.	56,677.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,000.	2,000.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,000.	2,000.	0.	0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	422.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	422.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY GENERAL FEES	25.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	25.	0.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	876,087.	962,642.
TOTAL TO FORM 990-PF, PART II, LINE 10B	876,087.	962,642.

FORM 990-PF CORPORATE BONDS STATEMENT 6

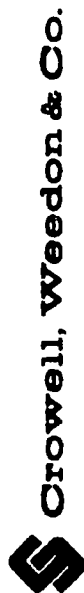
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	288,130.	282,099.
TOTAL TO FORM 990-PF, PART II, LINE 10C	288,130.	282,099.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY HESTER 4444 TURNER AVE OAKLAND, CA 94605	PRESIDENT 0.00	0.	0.	0.
MARGARET HESTER DEELY 178 ASHLAND DRIVE DALY CITY, CA 94015	SECRETARY 0.00	0.	0.	0.
M.J. HESTER 4444 TURNER AVE OAKLAND, CA 94605	DIRECTOR 0.00	0.	0.	0.
KEVIN P. HESTER 1278 CAROLINE ALAMEDA, CA 94501	VICE PRESIDENT-FUNDRAISING 0.00	0.	0.	0.
ROBERT C. DOUD 1236 SAINT CHARLES ST. ALAMEDA, CA 94501	CFO 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Schedule of Realized Gains and Losses

2011 Tax Year

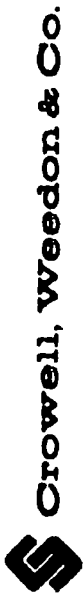


Prepared For:
7072-5759
MCGUIRE & HESTER FOUNDATION
ATTN: JOE HESTER
8908 RAILROAD AVE
OAKLAND CA 94603-1245

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Treads Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Short											
1,000	GETTY REALTY CORP NEW	GTY	03/09/2011	23,250.84	10,345.84	22.7788	08/09/2011	16,074.89	16.3850	-7,176.26	-30.86
200	ENBRIDGE ENERGY PRINS LP	28250R-10-4	04/30/2010	10,345.84	10,345.84	51.0488	03/09/2011	12,728.89	64.7800	2,380.82	23.01
-4	C AU 071811 55	00000000000000	03/09/2011	-334.99		1.0000	05/31/2011	-70.00	0.1000	284.99	-79.10
-8	C AU 012112 50	00000000000000	08/27/2011	-1,387.81		1.8500	12/18/2011	-150.00	0.1500	1,237.81	-89.19
-4	C AU 012211 48	00000000000000	07/30/2010	-552.86		1.5100	01/22/2011			552.86	-100.00
-4	C AU 012211 50	00000000000000	10/15/2010	-742.99		2.0000	01/22/2011			742.99	-100.00
-5	C AVAV 121711 30	4034-382	08/09/2011	-927.99		2.0000	12/17/2011			927.99	-100.00
-5	C AVAV 091711 40	4034-385	03/09/2011	-508.98		1.1500	08/09/2011	-105.00	0.1500	404.98	-79.41
-3	C ADP 082011 52.50	00000000000000	03/09/2011	-414.99		1.8000	08/20/2011			414.99	-100.00
-1	C CME 081811 350	4174-308	01/19/2011	-814.98		8.8000	08/18/2011			814.98	-100.00
-1	C CME 012112 330	4175-840	08/24/2011	-454.99		5.2000	10/24/2011	-145.00	1.1500	309.99	-68.13
-5	C HP 081811 50	00000000000000	12/17/2010	-1,768.51		3.7000	08/15/2011	-4,733.20	9.2000	2,964.69	167.64
-5	C HP 121711 55	00000000000000	08/15/2011	-4,098.08		8.4500	11/22/2011	-1,215.00	2.3000	2,883.08	-70.35
-10	C JNJ 012211 60	00000000000000	08/31/2010	-1,316.88		1.4108	01/23/2011			1,316.88	-100.00
85,000	BBAT FINL FSB 2.4 031811	07330L-AN-9	08/17/2010	86,145.70		101.2080	03/19/2011	95,000.00	100.0000	-1,145.70	-1.19
30,000	MONROE BANK 1.9 041811	81031P-BL-2	08/13/2010	30,289.10		100.8970	04/19/2011	30,000.00	100.0000	-289.10	-0.95
97,000	SEC SVCS BK 6.35 052411	81488P-AQ-8	08/17/2010	100,837.50		103.7500	05/24/2011	97,000.00	100.0000	3,837.50	3.81
60,000	WELLS FARGO 0.0 013111	949748-RH-2	04/13/2010	59,597.40		98.3280	01/31/2011	60,000.00	100.0000	402.60	0.68
25,000	WELLS FARGO 0.0 013111	949748-RX-7	04/13/2010	24,832.25		98.3280	01/31/2011	25,000.00	100.0000	167.75	0.68
				331,983.70	10,346.84			328,383.14		-2,600.66	
Long											
200	AERONVIRONMENT INC	AVAV	12/07/2007	5,185.59		25.3584	12/18/2011	5,872.80	30.0000	707.21	13.89
300	AERONVIRONMENT INC	AVAV	02/24/2010	7,887.40		25.5833	12/18/2011	8,809.19	30.0000	951.78	12.11
200	AUTOMATIC DATA PROC INC	ADP	04/29/2010	9,057.88		44.4885	08/27/2011	10,143.88	51.8100	1,086.12	11.99
100	CME GROUP INC CLASS A	CME	04/29/2010	33,221.85		331.0880	12/21/2011	23,707.49	238.2500	-9,514.36	-28.64
500	DUKE ENERGY CORP NEW	DUK	01/13/2004	6,101.10		18.1487	08/27/2011	9,789.38	19.8920	3,688.28	60.12
300	DUKE ENERGY CORP NEW	DUK	11/10/2009	4,951.80		16.4484	08/27/2011	5,881.81	19.8820	910.01	18.38
200	DUKE ENERGY CORP NEW	DUK	02/24/2010	3,391.43		16.4484	08/27/2011	3,907.76	19.8820	516.33	15.22
500	FEDL HOME LOAN MTG CORP	FMCC	12/07/2007	19,377.46		38.2072	01/19/2011	19,014.14	0.3000	-19,247.32	-99.29
100	JOHNSON & JOHNSON	JNJ	12/31/1998	4,875.00			01/21/2011	5,925.47	60.0000	1,250.47	25.75
100	JOHNSON & JOHNSON	JNJ	08/20/2001	5,463.60			01/21/2011	5,925.47	60.0000	462.87	8.47

Schedule of Realized Gains and Losses

2011 Tax Year



Prepared For:
7072-5759
MCGUIRE & HESTER FOUNDATION
ATTN: JOE HESTER

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Long - Continued											
200	JOHNSON & JOHNSON	JNJ	08/19/2003*	11,085.18			01/21/2011	11,850.83	60.0000	785.74	7.10
100	JOHNSON & JOHNSON	JNJ	11/13/2003*	5,148.80			01/21/2011	5,825.47	60.0000	776.67	15.08
100	JOHNSON & JOHNSON	JNJ	12/09/2007*	8,823.37	68,1885		01/21/2011	5,825.46	60.0000	-997.91	-14.41
400	JOHNSON & JOHNSON	JNJ	07/14/2009*	23,561.57	57,8900		01/21/2011	23,701.87	60.0000	140.30	0.60
78	WELLS FARGO & CO NEW	WFC	12/07/2007*	17,767.28			06/27/2011	2,108.48	27.5700	-15,658.78	-88.13
				182,727.90				128,868.48		-33,162.41	
Report Summary				494,711.80	10,346.84			488,946.83		-35,782.87	

Realized Gains or Losses	
Short Term	-2,600.56
Long Term	-33,162.41

Legend
 (*) Security Held Away
 C - Covered Tax Lot
 N - Noncovered Tax Lot
 M - Mid Row Contains Both Covered and Noncovered Tax Lots
 W - Open Date Reflects Wash Sale Date

This report is a service from your Financial Advisor and not a substitute for your account statements and confirmations. You are encouraged to read the statements you receive from the custodian and compare the information on those statements to this report, as the data shown on this report may differ from the data on your statement from the custodian. This report uses information from sources we believe are reliable, but we cannot guarantee the accuracy of this information or the reliability of those sources. This document provides personalized investment information and is not intended to meet the objectives of anyone other than the individual(s) specified in this document. The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate, so that an investor's shares, when redeemed may be worth more or less than their original cost. Neither this report, nor any chart or graphs within this report may be used, in or of themselves, to constitute investment advice, to determine which securities to buy or sell, or when to buy or sell such securities.

McGuire and Hester Foundation			
Donations for the Year Ending December 31, 2011			
EIN: 94-6104634			
Attachment to Form 990-PF			
<u>Donee's Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>	<u>Backup</u>
Boys and Girls Club of Alameda Capital Campaign	Pledge	\$ 5,000	Ck 2188
Livermore American Little League	Sponsorship	\$ 500	Ck 2190
Arbuckle Little League	Sponsorship	\$ 375	Ck 2191
John Muir Health - Campaign for Campuses	Pledge	\$ 2,000	CK 2192
Friends of Oakland Parks and Rec	Taste of Spring	\$ 2,500	CK 2193
The Oakland Zoo	Walk in the Wild	\$ 2,500	CK 2194
Melanoma Research Foundation	Annual Gala	\$ 1,000	CK 2195
Bay Area Outreach & Recreation Program (BORP)	Revolution Ride	\$ 2,500	Ck 2196
Builders Fore Kids	Children's Charity	\$ 2,500	Ck 2197
American Cancer Society	Donation	\$ 500	Ck 2198
ALS Therapy Development Foundation	Donation	\$ 500	CK 2202
VMC Foundation	Charity Golf Tour	\$ 2,000	CK 2203
SF Bay Area Council, Boy Scouts of America	Sponsorship	\$ 2,000	CK 2204
Rotary District 5180 Charitable Foundation	Campfire Day Camp	\$ 2,000	CK 2205
BSA, Mount Diablo Silverado Council	Memory of R. Carlston	\$ 250	CK 2206
Oroville Youth Soccer	Sponsorship	\$ 400	CK 2207
Oakland Breakfast of Champions	Sponsorship	\$ 1,500	CK 2208
LEAP ..imagination in learning	Sponsorship	\$ 1,500	CK 2209
LEAP ..imagination in learning	Sponsorship	\$ 1,000	CK 2210
Saint Philip Nen	Sponsorship	\$ 500	Ck 2211
The Guardsmen	Sponsorship	\$ 2,000	Ck 2212
Luekemia Lymphoma Society	Donation	\$ 50	Ck 2213
Cypress Mandela Training Center	Donation	\$ 10,000	Ck 2214
Boys and Girls Club of Alameda Capital Campaign	Pledge	\$ 5,000	Ck 2215
Oregon State University Foundation	Donation	\$ 15,000	Ck 2216
Yuba/ Sutter Gleaners Food Bank	Donation	\$ 200	Ck 2217
Redwood Empire Food Bank	Donation	\$ 200	Ck 2218
River City Food Bank	Donation	\$ 850	CK 2219
Alameda County Community Food Bank	Donation	\$ 1,203	CK 2220
Alameda Food Bank	Donation	\$ 550	CK 2221
Food Bank of Contra Costa and Solano	Donation	\$ 1,150	CK 2222
Second Harvest Food Bank of San Joaquin and Stanislaus Counties	Donation	\$ 100	CK 2223
Second Harvest Food Bank of San Mateo and Santa Clara Counties	Donation	\$ 100	CK 2224
John Muir Health Foundation	Pledge	\$ 5,000	ck 2225
	Total Donations	\$ 72,428	