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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 06-01-2011, and ending 05-31-2012

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

Name of foundation: HAROLD MCALISTER CHARITABLE FOUNDATION. Employer identification number: 95-6050036. Telephone number: (310) 288-4391. City: BEVERLY HILLS, CA 90210. Accounting method: Cash.

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

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	173,884	0	0	
	2 Savings and temporary cash investments	1,920,487	1,222,160	1,222,160	
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	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) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)	4,572,669 <input type="checkbox"/>	2,866,886	3,053,248	
	b Investments—corporate stock (attach schedule)	13,652,889 <input type="checkbox"/>	15,589,758	15,689,712	
	c Investments—corporate bonds (attach schedule)	6,213,835 <input type="checkbox"/>	5,257,795	5,210,653	
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	912,759 <input type="checkbox"/>	1,213,958	1,124,415	
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ 25,814 Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____ 15,264	14,237 <input type="checkbox"/>	10,550	10,550	
15 Other assets (describe <input type="checkbox"/> _____)	6,707 <input type="checkbox"/>	6,707 <input type="checkbox"/>	6,707 <input type="checkbox"/>		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	27,467,467	26,167,814	26,317,445		
Liabilities	17 Accounts payable and accrued expenses	0	0		
	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 <input type="checkbox"/> _____)				
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				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	27,467,467	26,167,814			
30 Total net assets or fund balances (see page 17 of the instructions)	27,467,467	26,167,814			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	27,467,467	26,167,814			

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	27,467,467
2	Enter amount from Part I, line 27a	2	-1,299,653
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	
4	Add lines 1, 2, and 3	4	26,167,814
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,167,814

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)
1 a WELLS FARGO - SHORT TERM	P		
b WELLS FARGO - LONG TERM	P		
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 20,061,096		20,101,446	-40,350
b 5,764,510		5,434,458	330,052
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			-40,350
b			330,052
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	289,702
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	

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	1,963,589	28,548,861	0.06878
2009	1,855,791	28,193,969	0.065822
2008	1,743,027	28,236,116	0.06173
2007	1,971,901	35,094,446	0.056188
2006	1,828,870	32,552,268	0.056183

2 Total of line 1, column (d).	2	0.308703
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.061741
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	27,499,694
5 Multiply line 4 by line 3.	5	1,697,859
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	9,110
7 Add lines 5 and 6.	7	1,706,969
8 Enter qualifying distributions from Part XII, line 4.	8	2,106,008

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)

Table with 11 main rows and sub-rows (a-d) for credits and payments. Includes fields for tax due, overpayment, and refunded amounts.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and substantial contributors.

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? Website address N/A	13	Yes	
14 The books are in care of KATRINA BACALLAO Telephone no (310) 288-4391 Located at 190 NORTH CANON DRIVE 403 BEVERLY HILLS CA ZIP+4 90210			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			<input type="checkbox"/>
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country N/A			

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
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? <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 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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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"/></p> <p>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 If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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 checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>5b</p>	
	6b	No
	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 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
See Additional Data Table				

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
KATRINA BACALLAO 190 NORTH CANON DRIVE 403 BEVERLY HILLS, CA 90210	OFFICE ADMINISTRATOR 32 0	73,846	13,224	
Total number of other employees paid over \$50,000. <input type="checkbox"/>				

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".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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	
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

	Amount
1 N/A	
2	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 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	25,347,990
b	Average of monthly cash balances.	1b	2,570,481
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	27,918,471
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	0
3	Subtract line 2 from line 1d.	3	27,918,471
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	418,777
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,499,694
6	Minimum investment return. Enter 5% of line 5.	6	1,374,985

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	1,374,985
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	9,110
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,110
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,365,875
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,365,875
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	1,365,875

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.	1a	2,106,008
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,106,008
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	9,110
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,096,898

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				1,365,875
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009, 2008, 2007		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				0
d From 2009.				113,408
e From 2010.				568,322
f Total of lines 3a through e.	681,730			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>2,106,008</u>				
a Applied to 2010, but not more than line 2a			0	
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.				1,365,875
e Remaining amount distributed out of corpus	740,133			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,421,863			
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
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).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	1,421,863			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				0
c Excess from 2009.				113,408
d Excess from 2010.				568,322
e Excess from 2011.				740,133

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. _____

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

	Tax year	Prior 3 years			(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					
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))

- 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 1,845,000
b <i>Approved for future payment</i>				
Total				3b

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

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...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [] Yes [x] No

b If "Yes," complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship

Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: ***** Date: 2012-10-10 Title: ***** Preparer's Signature: RANDAL R O'CONNOR Date: 2012-10-08 Firm's name: GETTLESON WITZER & O'CONNOR Firm's address: 16000 VENTURA BLVD SUITE 900 ENCINO, CA 91436 Firm's EIN: Phone no: (310) 288-9970

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [] No

Additional Data

Software ID:

Software Version:

EIN: 95-6050036

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
JAMES PATRICK MCALISTER 190 NORTH CANON DRIVE 403 BEVERLY HILLS, CA 90210	PRESIDENT/TRUSTEE 20 0	30,000	0	0
PAUL KANIN 190 NORTH CANON DRIVE 403 BEVERLY HILLS, CA 90210	TRUSTEE 5 0	30,000	0	0
MICHAEL MCALISTER 190 NORTH CANON DRIVE 403 BEVERLY HILLS, CA 90210	TRUSTEE 5 0	30,000	0	0
MARI MCALISTER 190 NORTH CANON DRIVE 403 BEVERLY HILLS, CA 90210	TRUSTEE 5 0	30,000	0	0
MICHELLE MCALISTER 190 NORTH CANON DRIVE 403 BEVERLY HILLS, CA 90210	TRUSTEE 5 0	30,000	0	0

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				
BEVERLY HILLS ATHLETIC ALUMNI ASSOCIATION269 S BEVERLY DRIVE 694 BEVERLY HILLS, CA 90212	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	25,000
BEVERLY HILLS EDUCATION FOUNDATION255 SOUTH LASKY DRIVE BEVERLY HILLS, CA 90212	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	200,000
BEVERLY HILLS PRESBYTERIAN CHURCH505 NORTH RODEO DRIVE BEVERLY HILLS, CA 90210	NONE	501(C)(3)-CHURCH	UNRESTRICTED	2,500
CANCER HOPE FOUNDATION568 CONSTITUTION AVE UNIT F CAMARILLO, CA 93010	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	10,000
CATALINA ISLAND CONSERVANCYPO BOX 2739 AVALON, CA 90704	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	25,000
CHILDRENS HOSPITAL LOS ANGELES4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	150,000
CHILDRENS INSTITUTE INC711 SOUTH NEW HAMPSHIRE AVE LOS ANGELES, CA 90005	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	150,000
COMMUNITY HEALTH PARTNERS INC126 SOUTH MAIN LIVINGSTON, MT 59047	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	5,500
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	40,000
EL RODEO SCHOOL - PTA CALIFORNIA CONGRESS OF PARENT605 N WHITTIER DRIVE BEVERLY HILLS, CA 90210	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	30,000
HEAL THE BAY1444 9TH STREET SANTA MONICA, CA 90401	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	50,000
HERMOSA VALLEY VIEW PTO1645 VALLEY DRIVE HERMOSA BEACH, CA 90254	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	40,000
HUMANE SOCIETY OF PARK COUNTY INC3 BOULDER BUSINESS PARK LIVINGSTON, MT 59047	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	5,000
JOHN WAYNE CANCER INSTITUTE 2200 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	125,000
LAGUNA BLANCA SCHOOL4125 PALOMA DRIVE SANTA BARBARA, CA 93110	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	150,000
LIVINGSTON HEALTHCARE FOUNDATION504 S 13TH STREET LIVINGSTON, MT 59047	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	20,000
NATIONAL DISASTER SEARCH DOG FOUNDATION206 N SIGNAL STREET R OJAI, CA 93023	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	30,000
LOBERO THEATRE FOUNDATION 33 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	25,000
PAGE YOUTH CENTER4540 HOLLISTER AVE SANTA BARBARA, CA 93110	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	10,000
PET ADOPTION FUND7515 DEERING AVE CANOGA PARK, CA 91303	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	25,000
PET ORPHANS OF SOUTHERN CALIFORNIA/O CULP LE 5228 AMESTOY AVE ENCINO, CA 91316	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	15,000
ST VINCENT MEDICAL CENTER 2131 WEST THIRD STREET LOS ANGELES, CA 90057	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	20,000
ST JOHN'S HOSPITAL AND HEALTH CENTER1328 22ND STREET SANTA MONICA, CA 90404	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	100,000
UCLA FOUNDATION405 HILGARD AVENUE LSO ANGELES, CA 90095	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	10,000
UNIVERSITY OF CALIFORNIA REGENTS10920 WILSHIRE BLVD SUITE 620 LSO ANGELES, CA 90024	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	25,000
UNIVERSITY OF SOUTHERN CALIFORNIAUNIVERSITY GARDENS LOS ANGELES, CA 900898003	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	200,000
VENICE FAMILY CLINIC604 ROSE AVENUE VENICE, CA 90291	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	30,000
COTTAGE HEALTH CARE SYSTEMS695 N KELLOGG STREET GALESBURG, IL 91401	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	250,000
DIRECT RELIEF INTERNATIONAL 27 SOUTH LA PATERA LANE GALESBURG, IL 61401	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	7,000
FACING HISTORY AND OURSELVES16 HURD ROAD BROOKLINE, MA 02445	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	25,000

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 <i>Paid during the year</i>				
FIESTA OF THE SPANISH HORSE (FIESTA CHARITY)1410 W MORNINGSIDE DRIVE BURBANK, CA 91506	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	10,000
UNIVERSITY OF SOUTHERN CALIFORNIA ATHLETICS HERITAGE HALL 203A 3501 WATT WAY LOS ANGELES, CA 90089	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	25,000
WESTMARK SCHOOL5461 LOUISE AVENUE ENCINO, CA 91316	NONE	501(C)(3)-PUBLIC	UNRESTRICTED	10,000
Total				1,845,000

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

TY 2011 Depreciation Schedule

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURN & FIXTURE	2008-03-05	8,598	3,991	SL	7	1,228			
FURN & FIXTURE	2008-02-27	8,032	3,728	SL	7	1,147			
FURNITURE	2008-05-16	2,595	1,113	SL	7	371			
FURNITURE	2008-06-17	4,579	1,908	SL	7	654			
FURNITURE	2008-07-15	2,010	837	SL	7	287			

**TY 2011 Investments Corporate
Bonds Schedule**

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO (CONS)	5,257,795	5,210,653

**TY 2011 Investments Corporate
Stock Schedule**

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO (CONS)	15,589,758	15,689,712

**TY 2011 Investments Government
Obligations Schedule****Name:** HAROLD MCALISTER CHARITABLE FOUNDATION**EIN:** 95-6050036**US Government Securities - End of
Year Book Value:**

2,866,886

**US Government Securities - End of
Year Fair Market Value:**

3,053,248

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WINTRHOP PARTNERS 80	AT COST	12,759	0
WELLS FARGO	AT COST	1,201,199	1,124,415

TY 2011 Land, Etc. Schedule

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURN & FIXTURE	8,598	5,219	3,379	
FURN & FIXTURE	8,032	4,875	3,157	
FURNITURE	2,595	1,484	1,111	
FURNITURE	4,579	2,562	2,017	
FURNITURE	2,010	1,124	886	

TY 2011 Other Assets Schedule

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	6,707	6,707	6,707

TY 2011 Other Expenses Schedule

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	160	0		160
INSURANCE	6,433	0		6,433
OFFICE EXPENSE	1,890	283		1,606
MISCELLANEOUS	292	0		292

TY 2011 Other Income Schedule

Name: HAROLD MCALISTER CHARITABLE FOUNDATION
EIN: 95-6050036

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASS-THRU INCOME(EXPENSES)			
APOLLO GLOBAL MANAGEMENT LLC			
INTEREST	149	149	
DIVIDENDS	151	151	
STCG	3	3	
LTCG	400	400	
OTHER INCOME	1	1	
OTHER DEDUCTIONS	-47	-47	
BOARDWALK PIPELINE			
ORDINARY LOSS	-3,460	-3,460	
SUSPENDED LOSS	0	3,460	
INTEREST	2	2	
LTCG	127	127	
OTHER DEDUCTIONS	-4	-4	
BREITBURN ENERGY PARTNER			
ORDINARY	7,719	7,719	
1231 LOSS	-102	-102	
OTHER DEDUCTIONS	-2,707	-2,707	
BUCKEYE PARTNERS LP			
ORDINARY LOSS	-3,064	-3,064	
INTEREST	64	64	
DIVIDENDS	75	75	
1231 LOSS	-44	-44	
OTHER DEDUCTIONS	-9	-9	
CHEASAPEAKE MIDSTREAM PARTNERS			
ORDINARY LOSS	-2,105	-2,105	
SUSPENDED LOSS	0	2,105	
DCP MIDSTREAM PARTNERS			
ORDINARY LOSS	-1,573	-1,573	
PRIOR YEAR SUSPENDED LOSSES ALLOWED	0	-1,921	
INTEREST	6	6	
STCL	-1,005	-1,005	
1231 LOSS	-9	-9	
EL PASO PIPELINE PARTNERS			
ORDINARY LOSS	-3,530	-3,530	
INTEREST	40	40	
1231 LOSS	-100	-100	
ENBRIDGE ENERGY PARTNERS			
ORDINARY LOSS	-4,730	-4,730	
SUSPENDED LOSS	0	4,730	
INTEREST	3	3	
OTHER DEDUCTIONS	-9	-9	
ENERGY TRANSFER PARTNERS			
ORDINARY LOSS	-14,591	-14,591	
SUSPENDED LOSS	0	14,591	
INTEREST	49	49	
DIVIDENDS	93	93	
ENTERPRISE PRODUCTS PARTNERS			
ORDINARY LOSS	-7,372	-7,372	
PRIOR YEAR SUSPENDED LOSS ALLOWED	0	-2,362	
INTEREST	17	17	
DIVIDENDS	1	1	
LTCG	106	106	
1231 LOSS	-148	-148	
EV ENERGY PARTNERS			
ORDINARY INCOME	1,316	1,316	
ROYALTIES	51	51	
1231 LOSS	-477	-477	
OTHER DEDUCTIONS	-760	-760	
EXTERRAN PARTNERS			
ORDINARY LOSS	-3,301	-3,301	
OTHER NET RENTAL	267	267	
1231 LOSS	-479	-479	
SUSPENDED LOSS	0	3,780	
FERRELLGAS PARTNERS LP			
ORDINARY LOSS	-13,988	-13,988	
SUSPENDED LOSS	0	11,510	
OTHER NET RENTAL	762	762	
INTEREST	3	3	
STCG	5	5	
LTCG	4	4	
1231 INCOME	1,716	1,716	
OTHER DEDUCTIONS	-18	-18	
GENESIS ENERGY			
ORDINARY LOSS	-4,319	-4,319	
SUSPENDED LOSS	0	4,778	
INTEREST	638	638	
1231 LOSS	-459	-459	
OTHER DEDUCTIONS	-167	-167	
GLOBAL PARTNERS			
ORDINARY LOSS	-774	-774	
PRIOR YEAR SUSPENDED LOSSES ALLOWED	0	-955	
NET RENTAL REAL ESTATE LOSS	-50	-50	
INTEREST	2	2	
OTHER DEDUCTIONS	-2	-2	
INERGY LP			
ORDINARY LOSS	-3,176	-3,176	
SUSPENDED LOSS	0	3,176	
DIVIDENDS	20	20	
INERGY MIDSTREAM LP			
ORDINARY LOSS	-260	-260	
SUSPENDED LOSS	0	260	
KINDER MORGAN			
ORDINARY LOSS	-17,464	-17,464	
SUSPENDED LOSS	0	17,526	
INTEREST	143	143	
DIVIDENDS	62	62	
1231 LOSS	-62	-62	
OTHER DEDUCTONS	-573	-573	
KKR & CO			
ORDINARY LOSS	-2	-2	
SUSPENDED LOSS	0	2	
INTEREST	2	2	
DIVIDENDS	1,605	1,605	
STCG	4	4	
LTCG	522	522	
OTHER INCOME	45	45	
OTHER DEDUCTIONS	-98	-98	
FOREIGN TAX	-11	-11	
LEGACY RESERVES LP			
ORDINARY INCOME	1,049	1,049	
OTHER DEDUCTIONS	-390	-390	
LINN ENERGY, LLC			
ORDINARY INCOME	834	834	
INTEREST	17	17	
OTHER DEDUCTIONS	-2,902	-2,902	
MARKWEST ENERGY PARTNERS			
ORDINARY LOSS	-1,509	-1,509	
SUSPENDED LOSS	0	1,510	
INTEREST	139	139	
DIVIDENDS	389	389	
1231 LOSS	-1	-1	
MEMORIAL PRODUCTION PARTNERS LP			
NGL ENERGY PARTNERS			
ORDINARY LOSS	-2,508	-2,508	
INTEREST	34	34	
PAA NATURAL GAS STORAGE			
PENN VIRGINIA GP HOLDINGS			
ORDINARY LOSS	-1,351	-1,351	
NET RENTAL REAL ESTATE	35	35	
SUSPENDED LOSS	0	1,318	
ROYALTIES	38	38	
1231 INCOME	175	175	
OTHER DEDUCTIONS	-184	-184	
PAA - PLAINS ALL AMERICAN			
ORDINARY LOSS	-932	-932	
PRIOR YEAR SUSPENDED LOSS ALLOWED	0	-582	
INTEREST	4	4	
DIVIDENDS	12	12	
1231 INCOME	4	4	
OTHER DEDUCTIONS	-122	-122	
PNG - NATURAL GAS STORAGE			
ORDINARY LOSS	-25	-25	
PRIOR YEAR SUSPENDED LOSSES ALLOWED	0	-27	
PROSHARES ULTRA SHORT			
STCG	755	755	
OTHER DEDUCTIONS	-11	-11	
QR ENERGY LP			
ORDINARY INCOME	3,295	3,295	
PRIOR YEAR SUSPENDED LOSSES ALLOWED	0	-78	
OTHER DEDUCTIONS	-1,378	-1,378	
REGENCY ENERGY PARTNERS			
ORDINARY LOSS	-12,549	-12,549	
SUSPENDED LOSS	0	12,549	
INTEREST	38	38	
SPECTRA ENERGY PARTNERS LP			
ORDINARY LOSS	-5,273	-5,273	
SUSPENDED LOSS	0	5,273	
INTEREST	10	10	
1231 LOSS	-148	-148	
TARGA RESOURCES PARTNERS			
ORDINARY LOSS	-3,974	-3,974	
INTEREST	1	1	
TC PIPELINE			
ORDINARY LOSS	-2,881	-2,881	
SUSPENDED LOSS	0	3,118	
INTEREST	1	1	
1231 LOSS	-237	-237	
TESORO LOGISTICS LP			
ORDINARY INCOME	93	93	
INTEREST	1	1	
1231 LOSS	-1	-1	
WILLIAMS PARTNERS LP			
ORDINARY LOSS	-646	-646	
SUSPENDED LOSS	0	-2,509	
INTEREST	2	2	
LTCG	2	2	
CORBIN PINEHURST INSTITUTIONAL ASP FUND			
INTEREST	1	1	
OTHER DEDUCTIONS	-2,177	-2,177	
MANAGED FUTURES LEGENDS ASP FUND			
ORDINARY LOSS	-5,907	-5,907	
SUSPENDED LOSS	0	5,907	
INTEREST	195	195	
STCL	-13,775	-13,775	
LTCL	-7	-7	
OTHER INCOME(LOSS)	-1,265	-1,265	
OTHER DEDUCTIONS	-2,651	-2,651	
MESIROW INSTITUTIONAL MULTI-STRATEGY			
INTEREST	1	1	
STCG	11	11	
LTCG	2,153	2,153	
OTHER INCOME(LOSS)	-3,641	-3,641	
OTHER DEDUCTIONS	-6,232	-6,232	

TY 2011 Other Professional Fees Schedule

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	105,961	105,961		0

TY 2011 Taxes Schedule

Name: HAROLD MCALISTER CHARITABLE FOUNDATION

EIN: 95-6050036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	6,108	916		5,192
FOREIGN TAXES WITHHELD	4,655	4,655		0
FEDERAL TAXES - EXCISE	15,500	0		0